

## **BOARD OF GOVERNORS TERMS OF REFERENCE**

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### **1 Role of the Board**

The Board of Governors of the Alberta University of the Arts (AUArts) is responsible for governing the affairs of AUArts according to its mandate and in the best interests of AUArts.

### **2 Duties**

The major powers and duties of the Board are established in the bylaws, in accordance with the PSLA. The Board is responsible to provide oversight over those areas that have been delegated to the President and CEO or Board Committees.

Every Governor of the Board shall carry out the duty of his or her office in the best interest of AUArts and in accordance with any other criteria set out in the Bylaws and policies of AUArts.

### **3 Board Meetings**

#### **3.1 Meeting Schedule**

The Board will meet a minimum of four times per year, as determined by the Board Chair in consultation with the University Secretary.

#### **3.2 Agenda**

The Board meeting agenda includes: a consent agenda, consisting of reports for information; a report from the Board Chair; a report from the President and CEO; reports from Board committees, including recommendations for Board motions; business arising; and, an in-camera session.

#### **3.3 Attendance and Quorum**

Governors are expected to attend Board meetings, either in person or by teleconference. Where governors are not able to attend a meeting, they are to notify the Board Chair and the University Secretary.

The quorum for all Board meetings shall be a simple majority of the Governors holding office.

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### 3.4 Conduct and Voting

The Board Chair shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside. If neither the Chair nor the Vice-Chair is present, the Governors shall appoint a Chair from among the External Governors present for such a meeting.

The meeting Chair will ensure that meeting conduct falls in line with the established rules of order.

Every Governor present shall have one vote on all questions put forward. Every question shall be decided by a show of hands. The Chair shall declare the results of all votes. A simple majority vote shall decide the outcome of all motions. The Chair does not have a second vote in the event of a tie. If there is a tie vote, the motion is defeated.

## **4 Committees**

The Board may appoint standing committees and *ad hoc* committees to assist the Board in its work. All committees must operate under Board approved terms of reference. All committees shall be chaired by an External Governor of the Board.

### 4.1 Membership

The Board Chair and President and CEO serve as non-voting, ex-officio members on all board committees. Non-Governors may participate on committees, subject to Board approval.

### 4.2 Meeting Schedule

Committees will meet a minimum of four times per year, as determined by the Committee Chair in consultation with the University Secretary.

### 4.3 Agenda

Committee meeting agendas are determined by the Committee Chair in consultation with the University Secretary and the President and CEO.

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### **4.4 Attendance**

Governors are expected to attend committee meetings, either in person or by teleconference. Where governors are not able to attend a meeting, they are to notify the Committee Chair and the University Secretary.

### **4.5 Conduct**

The Committee Chair shall preside at all meetings of the Board and ensure that meeting conduct falls in line with the established rules of order.

Every committee member present shall have one vote on all questions put forward. Every question shall be decided by a show of hands. The Chair shall declare the results of all votes. A simple majority vote shall decide the outcome of all motions. The Chair does not have a second vote in the event of a tie. If there is a tie vote, the motion is defeated.

## **5 Minutes**

The University Secretary will ensure that minutes document the general discussion, decisions, and follow up actions for all Board of Governors meetings and committee meetings.

## **6 Records**

The University Secretary will hold all records of the Board and its committees and ensure that appropriate records are made available to the public.

## **7 Review**

These Terms of Reference will be reviewed and affirmed at the beginning of each academic year.

## **Reference**

*Post-Secondary Learning Act*

AUArts Mandate and Roles

AUArts Board of Governors Bylaws

Board of Governors Delegation of Authority Policy

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Advancement Committee Terms of Reference  
Finance and Audit Committee Terms of Reference  
Governance/HR Committee Terms of Reference  
Robert's Rules of Order