

Policy #93 Review Committee
Terms of Reference as at May 11, 2016

Purpose

The purpose of these Terms of Reference is to ensure that the responsibilities and expectations that the Policy #93 Review Committee (the "**Committee**") is charged with are clear and well defined.

Committee Objectives

The UBC Board of Governors (the "**Board**") has requested the Office of the University Counsel to oversee a review of *The University of British Columbia Board of Governors Policy No. 93 - Closed meetings of the Board of Governors* ("**Policy #93**"). The Committee has been convened by the Office of the University Counsel to undertake a review of the current version of Policy #93 and identify existing gaps or matters requiring clarification in order to ensure that Policy #93 provides a comprehensive, clear set of criteria and guidelines to assist the Board and its committees to govern their meetings in accordance with principals of transparency and accountability to its faculty, staff, students and alumni, while balancing the need to treat sensitive matters with appropriate levels of respect and confidentiality, and, as required under the University Act, to always act in the best interests of the University. The Committee will consider, develop and propose amendments to Policy #93 with these primary objectives in mind.

Without limiting the primary objectives described above, the responsibilities of the Committee will include the following:

1. Consider, develop and propose any amendments to Policy #93, having the support and guidance of the Office of the University Counsel who will arrange meetings for the members of the Committee, carry out any due diligence to inform the Committee, draft the initial proposed amendments for the Committee's consideration based on any due diligence, listen to comments and concerns of the Committee and draft further amendments to Policy #93 as required by the Committee.
2. Include in its consideration of proposed amendments, the addition of new sections or expansion of existing sections of Policy #93 to address, more comprehensively, the criteria and process for determining which agenda items are considered in open sessions versus closed sessions, the manner in which agenda items are set, the notice requirements for meetings, the publication of docket materials prepared for consideration at meetings, and the publication of meeting minutes.
3. Attend scheduled meetings, (anticipated to be one meeting every week or so, from mid- May through June or early July 2016, and then from end of November to mid-December of 2016), between the Committee members to discuss each new draft and propose further amendments, if necessary, either in-person or by conference call, or, if appropriate, via email.
4. After the proposed amendments to Policy #93 are presented to the Board and its Governance Committee for information purposes in September of 2016, consider comments that the Office of the University Counsel will have received during the period, (anticipated to be from September to mid-November), that the proposed amendments are published with call for comments from the wider University community and, based on such comments, if appropriate, develop and propose further amendments to Policy #93.
5. Develop a final version of the proposed amendments to Policy #93, which the Office of the University Counsel will submit to the Board for final approval (anticipated to be at the scheduled Board meeting in February 2017). If the Committee is unable to reach a consensus on any proposed

amendments, the Office of the University Counsel may apply the majority view of the Committee, in which case, the Office of the University Counsel will advise the Board of both the majority and minority views that were at issue.

Accountability

The Committee is convened by the Office of the University Counsel. The University Counsel will chair the Committee and will be responsible for reporting to the Board of Governors regarding the work of the Committee. The Office of the University Counsel will prepare any necessary docket materials and supporting materials required by the Board in support of the Committee's policy proposal.

Membership & Procedures

The Office of the University Counsel appoints members to the Committee, including staff, faculty, students and alumni, from both the Okanagan and Vancouver campuses. The term of the Committee members will expire upon the approval of any final adjustments by the Committee to the proposed amendments after the period of publication with call for comments. If the policy review process is suspended or terminated for any reason, the University Counsel may dissolve the Committee.

Recognizing that Committee members are volunteering their time, any Committee member may resign at any time upon notice to the University Counsel. The Chair of the Committee is responsible for the better conduct of the meetings, including oversight of actions items. The Chair will delegate to the Secretary to the Committee the drafting required for the proposed amendments, due diligence to be carried out, and other work tasks as determined by the Chair.

Meetings & Quorum

The Committee will meet at scheduled meetings arranged by the Chair, as required to discuss the drafts of any proposed amendments. All Committee members will be canvassed and every effort will be made to suit the availability of Committee members.