

Committee on Governance and Long-Range Planning Operating Guidelines

Purpose:

As set forth in the Bylaws, the Committee on Governance and Long-Range Planning shall:

(1) in fulfillment of its governance responsibilities, provide counsel and advice to the Board of Trustees in matters concerning the development of strategies, policies and practices that orient, educate, organize, motivate, and assess the performance of trustees. It shall assume such other responsibilities as may from time to time be assigned by the Chair of the Board of Trustees with the approval of the Board of Trustees, including, but not limited to:

- a. reviewing and recommending to the Board any changes to the expectations of membership and code of conduct for all trustees, including trustees emeriti;
- b. recommending to the Board of Trustees candidates for election to membership on the Executive Committee;
- c. recommending to the Board of Trustees proposed Student and Academic Trustees;
- d. reviewing the service of a Trustee upon retirement;
- e. evaluating and making recommendations on the working effectiveness of the Board and its committees; and
- f. evaluating, recommending and reporting on the qualifications and skill sets to be considered in the process of nominating trustee candidates.

(2) in fulfillment of its long-range planning responsibilities:

- a. charging and supporting the chief executive with leading a strategic planning process, participating in that process, approving the strategic plan, and monitoring its progress; and
- b. ensuring the growth, development, and sustainability of the University for future generations in order to achieve its full potential as one of the world's great universities.

Composition:

The Committee will consist of not less than five members appointed by the Chair of the Board of Trustees in accordance with the University's Bylaws, together with any *ex officio* members. The Secretary of the Board of Trustees will serve as staff support to this Committee, in affiliation with the Vice President and General Counsel or designee. In addition, in accordance with the Board's Standing Orders, the Chair of the Board of Trustees is authorized to invite faculty representatives, student representatives, or other constituent representatives to attend and participate in the meetings of the Committee (other than executive sessions) as non-voting members.

Meetings:

The Committee shall meet at least five times each calendar year, or more frequently as needed at the discretion of the Chair of the Committee. Meetings shall take place during regularly scheduled sessions of the Board Committees and on an *ad hoc* basis as determined by the Chair of the Committee.

Authority/Responsibilities:

In addition to the responsibilities set forth in the Bylaws, the Committee's specific responsibilities will be to:

- 1) Review and recommend changes to the University's Charter, Bylaws and Standing Orders from time to time and as deemed necessary in order for the University's governing documents to provide an appropriate framework for the efficient and effective governance of the University.
- 2) Review the service records of eligible trustees upon retirement from service on the Board of Trustees and make recommendations with respect to the granting of emeritus status.
- 3) Review annually the Operating Guidelines of all Board Committees and Subcommittees to ensure that the Committees and Subcommittees are providing appropriate oversight over the matters for which such Committees and Subcommittees are responsible, including, without limitation, ensuring that the risks assigned to such Committees and Subcommittees are properly included within their respective oversight responsibilities.
- 4) Organize and lead Board self-assessment and external assessment exercises on a periodic basis, for the purpose of improving the effectiveness and efficiency of the Board of Trustees.
- 5) Receive and review reports of the expenses associated with the conduct of the bi-monthly meetings of the Board of Trustees and approve expense reimbursement guidelines for Trustees.
- 6) Recommend for election by the Board of Trustees the directors of subsidiary corporations or other entities directly owned or controlled by the University.
- 7) Review and recommend to the Board of Trustees, from time to time and as appropriate, changes to the Election Guidelines for the election of Trustees.
- 8) Evaluate and monitor the risks assigned to the Committee for oversight and receive reports and provide guidance to University officials with respect to mitigation of such risks.
- 9) Review and recommend to the Board of Trustees any proposed changes to published Board of Trustees meeting dates.
- 10) Carry out any additional responsibilities outlined in the Bylaws or Standing Orders and assignments directed by the Chair of the Board of Trustees.