



BOARD OF GOVERNORS

SENIOR ADMINISTRATORS' COMPENSATION COMMITTEE Terms of Reference

- NAME:** Senior Administrators' Compensation Committee
- STATUS:** The Senior Administrators Compensation Committee is a standing committee of the Board of Governors.
- MANDATE:**
- To establish policy on compensation for the University's senior management, and without limiting the generality of the foregoing, shall include the President and the President's direct reports.
 - To approve compensation for the President.
- MEMBERSHIP:** Membership of the Committee shall consist of the following:
- Ex officio (Voting) Members**
- Chair of the Board of Governors, who shall act as Chair of the Committee.
 - Vice-Chair of the Board of Governors;
 - Chair of the Finance Committee;
 - Chair of the Human Resources and Governance Committee.
- Appointed Members**
- There are no appointed members on this committee.
- Ex officio (Non-voting) Members**
- President of the University serves as an ex officio member of the Committee on matters except those related to her own compensation.
- Resources**
- There are no resources named on this committee;
- MEETINGS:** The Committee shall meet at least once a year and/or on an as-needed basis to discuss specific compensation issues. The June meeting will include the performance review of the president.
- QUORUM:** A majority of the total voting membership shall constitute a quorum.

Senior Administrators Compensation Committee Terms of Reference (Continued)

FUNCTIONS: The specific functions of the Committee shall be as follows:

1. To recommend directions for policy formulation in respect of senior management compensation issues;
2. To approve senior management compensation policies as well as specific compensation for the President;
3. To ensure that annual performance reviews are conducted for senior administrative staff as the basis for development and compensation;
4. Other issues and policy matters relating to senior administrative compensation as assigned by the Board.

REPORTING: The Committee shall report to the Executive of the Board of Governors on specific compensation issues as required and annually to the Board of Governors on policy matters.

Approved by the Committee: June 10, 2014

Approved by the Board of Governors: June 26, 2014 (via consent agenda)

Approved by the Committee: June 10, 2016

Approved by the Board of Governors: June 28, 2016 (via consent agenda)