

1. Purpose

The purpose of the Executive Committee is to act on behalf of the Board expeditiously on those matters that are necessary to act on between regularly scheduled meetings of the Board. The Committee will report all actions taken at the next meeting of the Board.

2. Composition and Quorum

The Committee is composed of: (i) the Board Chair; (ii) the Board Vice Chair; (iii) the Chair of the Finance Committee; (iv) the Chair of the Audit Committee; (v) the Chair of the Governance and Human Resources Committee; and (v) the President.¹

The Board Chair chairs the Committee.

A majority of members of the Committee constitutes a quorum.²

3. Meetings

The Committee meets as necessary between regularly scheduled meetings of the Board, as determined by the Board Chair.

4. Staff Support

The Corporate Secretary provides staff support to the Committee, and the Corporate Secretary or his/her delegate is secretary to the Committee.

5. External Advisors

The Committee may engage independent advisors at the expense of TRU when it deems necessary, subject to the approval of the Board Chair.

¹ The Vice-President, Administration and Finance, the Provost & Vice-President, Academic, and the General Counsel and Corporate Secretary and other University staff will attend committee meetings as required.

² Bylaws, Section III, Paragraph 4.

6. Responsibility for Document Review

The Committee has responsibility to review, annually, the following Board and organizational documents:

- Executive Committee Terms of Reference

7. Limitation on Authority

The Executive Committee will not have the authority exercise any of the following powers of the Board set out in section 27 (2) of the *University Act*:

- adopt the operating and capital expenditure budgets for the University (s.27(2)(l));
- establish a faculty or department (s. 27(2)(j));
- determine the number of students that may be accommodated at the University of any faculty (s. 27(2)(r));
- elect a Chair of the Board (s. 27(2)(b));
- make rules for meeting of the Board (s. 27(2)(a));
- appoint a committee or confer powers on a committee (s. 27(2)(c));
- appoint a President (s. 27(2)(g)) (but the Executive Committee may appoint an acting president under section 27(2)(h) and the other positions referred to section 27(2)(g));
- select a seal and arms for the University (27(2)(p));
- pay a grant in lieu of property taxes to a municipality (27(2)(w)).