



BOARD COMMITTEE OVERVIEW

The governance scope of Toronto Metropolitan University (the “University”), like any other complex organization, involves a large volume of work and detailed scrutiny. In order to facilitate the Board of Governors’ (the “Board”) ability to do this work, much of the detailed reporting and analysis is done at the Committee meetings. The Committees then report to the Board on the agenda items discussed and recommend specific agenda items for consideration and approval by the Board.

Most Board members sit on one or more Committees. All Board members are invited to attend any Committee meetings with the exception of those members explicitly excluded by *By-Law No. 1 being the General By-Laws of Toronto Metropolitan University* (“By-Laws”). These exclusions pertain to the Audit and Risk Committee and the Negotiations Committee.

Board Committees:

There are two types of committees:

Standing Committees are identified in the By-Laws. Their duties are typically continuous. There are five (5) standing committees of the Board:

- Governance
- Audit and Risk
- Employee Relations and Pensions
- Finance
- Negotiations

Special Committees have specific duties of a non-recurrent nature. An example of such a Committee is the Presidential Search Committee, which operated in the 2025-2026 Board governance year to make a recommendation to the Board for the appointment of the new President. There is currently one (1) special committee of the Board:

- Investment Advisory Committee

The appointments of the Chair, Vice-Chair, and members of the Committees are approved by the Board via resolution. Provisions for the Committee structure are further described in both the *Toronto Metropolitan University Act* (the “Act”) and the By-Laws, but include the following key elements:

Toronto Metropolitan University Act

- Section 5 of the Act authorizes the Board to establish Committees and appoint persons to and confer upon any such Committee the authority to act for the Board with respect to any matter or class of matters.
- The President is an ex-officio member of every Committee unless excluded by a By-Law or a resolution of the Board.
- The President may nominate an Officer of the University to represent them on a Committee and such nominee shall act in the place and stead of the President.
- No decision of a Committee that includes in its membership persons who are not members of the Board is effective until approved and ratified by the Board.

By-Laws

- Standing Committees make recommendations to the Board for the Board's consideration.
- Committee membership is determined in the summer for the coming governance year (September 1 to August 31) based on committee vacancies.
- The By-Laws specify that the Board Chair and Vice-Chair are members of each Board Committee.
- The By-Laws provide the procedures which govern Committee functioning.

NOTE: More detailed information on the composition, powers, and mandate of individual committees can be found in Articles 16 to 21 of the By-Laws.