



## Board of Trustees

### **BROCK UNIVERSITY**

#### **STRATEGIC PLANNING COMMITTEE CHARTER**

The Board of Trustees (the "Board") has established a committee of the Board known as the Strategic Planning Committee (the Committee") to assist the Board with respect to:

- a) all matters pertaining to the development, review, analysis, oversight and updating of the University's strategic plans;
- b) all matters relating to fund raising for any purpose;
- c) the development and maintenance of sound internal and external relationships within the University community, with government and with the community at large;
- d) matters pertaining to alumni affairs; and
- e) any other matters referred to it by the Board or the Executive Committee and the President insofar as they pertain to the responsibilities of the Board.

#### **1. Composition of Committee**

- a) The Committee shall be appointed annually and shall consist of the:
  - i) the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair Elect, the President, and the Chancellor, ex officio;
  - ii) a minimum of six lay Trustees (excluding the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair-Elect and the Immediate Past Chair) one of whom shall serve as Chair;
  - iii) one faculty Trustee;
  - iv) one student Trustee;
  - v) one staff Trustee.
- b) The Vice-President, Finance and Administration, Vice-President, Advancement, Vice-President, Research, and the Provost and Vice-President, Academic shall be resource personnel. The Chair of the Committee shall determine whether their presence, or that of other members of their departments, is required during meetings.
- (c) The Governance/Nominating Committee shall nominate the Chair of the Committee for the consideration of the Board of Trustees from those appointed to the Committee.

#### **2. Reliance on Management and Experts**

In contributing to the Committee's discharging of its duties under this charter, each member of the Committee shall be entitled to rely in good faith upon information provided to the Committee by management and experts.

“To rely in good faith” means that the Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by management or the expert is reasonable. Generally, to rely in good faith does not require that the member question the honesty, competency and integrity of management or the expert unless there is a reason to doubt their honesty, competency and integrity.

### **3. Limitations on Committee's Duties**

In contributing to the Committee's discharging of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject.

## **II STRATEGIC PLANNING COMMITTEE CHARTER**

### **A. Operating Principles**

The Committee shall fulfill its responsibilities within the context of the following principles:

#### 1) Committee Values

The Committee members will act in accordance with University policies, including the University Conflict of Interest policy and the Expectations and Code of Personal Conduct of Individual Trustees (The Code). The Committee expects all employees of the University to operate in compliance with University policies, including the University's Conflict of Interest policy, and with laws and regulations governing the University.

#### 2) Communications

The Chair and members of the Committee expect to have direct, open and frank communications throughout the year with management, other Committee Chairs and other key Committee advisors as applicable.

#### 3) Annual Strategic Planning Committee Work Plan

The Committee, in consultation with management shall develop an annual Strategic Planning Committee Work Plan appropriate to the Committee's responsibilities as set out in this Charter.

#### 4) Meeting Agenda

Committee meeting agendas shall be the responsibility of the Chair of the Committee in consultation with Committee members and senior management.

#### 5) Committee Expectations and Information Needs

The Committee shall communicate its expectations to management with respect to the nature, timing and extent of its information needs. The Committee expects that written

materials will be received from management at least one week in advance of meeting dates.

6) In Camera Meetings

At each meeting of the Committee, the members of the Committee shall meet in private session as required with management and with the Committee members only. The President and Vice-Chancellor shall be excused by the Chair for a portion of the private session. Any member of the Committee who has a conflict of interest may be excused by the Chair for the portion of the meeting pertaining to the item with which the member has a conflict of interest.

7) Reporting to the Board

The Committee, through its Chair, shall report after each Committee meeting to the Board at the Board's next regular meeting.

**B. Operating Procedures**

- 1) Regular meetings of the Committee shall be held throughout the year and normally before each Board meeting. Additional meetings shall be held at the call of the Chair or upon the request of two members of the Committee. A majority of the members of the Committee shall form a quorum. The Committee may, as required, meet in joint session with one or more of the other Board standing committees.
- 2) The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each Committee member (including the Chair) is entitled to one vote in Committee proceedings. For greater certainty the Chair does not have a second or casting vote.
- 3) The Chair of the Committee may invite any Board member, officer or employee of the University or any other person to attend any Committee meeting to participate in the discussion and review of the matters considered by the Committee.
- 4) Unless the Committee otherwise specifies, the Secretary or designate of the University shall act as Secretary of all meetings of the Committee.
- 5) The Chair of the Committee shall preside at meetings, and in his/her absence the Vice-Chair of the Committee shall preside. If both the Chair and Vice-Chair of the Committee are absent, the members present shall appoint an acting Chair.
- 6) A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee and to each Trustee of the University in a timely fashion.

## **C. Responsibilities and Duties**

### Strategic Planning

#### The Committee shall:

- 1) Request and oversee the use by management of the most suitable analytic tools and techniques available to systematically analyze the existing, or potential strategic plans of the University as developed by management. Such analysis may include, but is not limited to:
  - a. Current situational analysis including the University's strengths, weaknesses, opportunities and threats;
  - b. Past trends;
  - c. Cost/benefit analysis;
  - d. Peer analysis and ranking;
  - e. Global review of appropriate best-practice;
  - f. Opportunities for differentiation;
  - g. The appropriateness of a proposed strategy versus possible alternatives;
  - h. Short/medium/long term goals; and
  - i. Required financial and operational metrics.
- 2) After considering the strategic plans endorsed by the Board, advise the Board of Trustees with respect to the appropriate strategic allocation of resources of the University;
- 3) Ensure that the University has established and is monitoring a set of key performance indicators (KPIs) that pertain to the achievement of its strategic goals. The reporting of such KPIs shall include multi-year past trends and comparative results from peer institutions; and
- 4) Provide oversight of the University's strategic plans including the review of any situation where KPIs indicate that a strategic goal is not being met or may not be met and the remedial action taking place or being proposed by management to address such situation.

### Fund Raising

The Committee shall oversee the University's fund raising and advancement activities to ensure that the institution optimizes opportunities to fund, through donations and grants, its endowment as well as its operating and capital requirements.

### Internal and External Relationships

The Committee shall oversee the University's communication and engagement with internal and external stakeholders to support its academic and operational objectives and to ensure that its reputation is maintained and enhanced.

### Alumni Affairs

The Committee shall oversee the University's communication and engagement with alumni in order to ensure that alumni feel connected and are encouraged to support the institution's ongoing academic, operational, financial and reputational objectives.

## Policies

The Committee shall:

- 1) Review, revise and approve all existing University policies related to its purview.; and
- 2) Develop and recommend to the Board for approval any new policies as appropriate pertaining to the areas of its purview.

## Performance Indicators and Measurement

The Committee shall:

- 1) Regularly receive and review those key performance indicators related to Strategic Planning, Fund Raising, Internal and External Communications and Alumni Affairs that are indicators of the successful stewardship of the University's goals and initiatives in those areas.

## Other Responsibilities

The Committee shall:

- 1) Request reports from management on any matters that, in the Committee's discretion, fall within the Committee's duties;
- 2) Make recommendations to the Board, Executive Committee, President and/or his/her delegate on any other related matter referred to the Committee;

## Accountability

The Committee shall:

- 1) Review and assess this Charter and related Terms of Reference in the By-laws at least once every three years, or more frequently if necessary, or at the request of the Secretary or Associate Secretary of the University as a result of legislative or regulatory changes, taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines and, if appropriate, recommend changes to the Charter to the Governance/Nominating Committee for recommendation to the Board for its approval, except for minor technical amendments to this Charter, authority for which is delegated to the Secretary or Assistant Secretary of the University, who will report any such amendments to the Board at its next regular meeting.

[Approved by the Board of Trustees October 3, 2013]