


Governance and Oversight Committee Terms of Reference		
Parent Policy:	Union Bylaw	
Related Documents:	--	
Approval Authority:	Students' Legislative Council	
Passed:	August 29, 2023	
Amended:	August 20, 2024	

1 Definitions

- (1) In this document:
 - (a) “**Active Member**” is defined per the Union Bylaw as “an undergraduate student enrolled at the University of Calgary who meets the qualifications for membership as provided by the Union Bylaw;” and
 - (b) “**Union Policy**” is defined per the Union Bylaw as “the collection of properly approved policies and procedures enacted by the Students’ Legislative Council or its delegate.”

2 Establishment

- (1) In accordance with the Union Bylaw, the Students’ Legislative Council establishes the Governance and Oversight Committee as a standing committee under these terms of reference.
- (2) The Governance and Oversight Committee is delegated the roles, responsibilities, authorities, and procedural obligations set out in these terms of reference.

3 Membership

- (1) The Governance and Oversight Committee comprises the following members:
 - (a) the Vice President Internal (ex-officio, chair);
 - (b) up to six **Active Members** including Faculty Representatives;
 - (c) the President (ex-officio, non-voting); and
 - (d) the General Manager or designate, (ex-officio, non-voting).
- (2) Members other than ex-officio members may have their membership reviewed each academic term based on their scheduling commitments and personal circumstances.
- (3) The membership of an ex-officio member automatically ends when they cease to hold the position by virtue of which they are a member of the committee.

4 Chair Responsibilities

- (1) The chair is responsible for:
 - (a) providing leadership to committee members, to enable the execution of the committee's role and responsibilities;
 - (b) presiding at committee meetings;
 - (c) providing disciplinary recommendations to the President on behalf of the committee; and
 - (d) acting as the spokesperson for the committee and its work, including to the Students' Legislative Council and elsewhere, as may be appropriate or required.
- (2) In the event of a vacancy of the chair, the committee may appoint another voting member to act as the chair.

5 Member Responsibilities

- (1) Members are responsible for familiarizing themselves with the role of the committee and adhering to these terms of reference and any other applicable **Union Policy**.
- (2) Members are bound by conflict-of-interest provisions in the Union Bylaw.
- (3) Members are expected to:
 - (a) participate actively in the work of the committee, and make sufficient time for their duties as a member;
 - (b) comply with guidelines around confidentiality and the handling of sensitive or protected information;
 - (c) make every reasonable effort to attend all meetings of the committee;
 - (d) participate actively, professionally, and respectfully in meetings of the committee, including by sharing their perspectives and insights, expressing opinions, asking questions, and providing constructive feedback in discussions; and
 - (e) avoid any conduct that may, or may be perceived to, bring the SU into disrepute or reasonably call into question their ability to adequately discharge their duties.
- (4) If a non-ex-officio member breaches their responsibilities under these terms of reference, the chair may request their resignation or terminate their appointment.

6 Roles, Responsibilities and Authorities

- (1) The role of the committee is to assist the Students' Legislative Council in overseeing and developing the Students' Union's governance systems, including through policy development and

evaluation and monitoring compliance with the Union Bylaw, **Union Policy**, and other established governance systems.

- (2) The committee is responsible for:
- (a) ensuring that the development of the Union Bylaw and **Union Policy** is based in research, best-practices, Equity, Diversity and Inclusion (EDI) principles, and, where appropriate, stakeholder consultation;
 - (b) developing new **Union Policy** and making recommendations to the Students' Legislative Council for approval, including:
 - (i) new committee terms of reference; and
 - (ii) any other **Union Policy** not under the mandate of another approval authority;
 - (c) reviewing the Union Bylaw and **Union Policy** for which the committee is designated as the review authority, and providing recommendations for amendment where needed;
 - (d) approving non-substantive revisions to **Union Bylaw and Union Policy**;
 - (e) receiving updates from the General Manager or designate regarding the Students' Union's policy and governance environment, including updates about:
 - (i) **Union Policy** under other review and approval authorities;
 - (ii) University of Calgary policies and procedures that may impact students; and
 - (iii) other updates on Students' Union governance matters; and
 - (f) overseeing compliance with **Union Policy**, including the Elected Official Code of Conduct, and:
 - (i) taking into consideration the advice and guidance of the General Manager or designate with regard to how to handle or address compliance issues in a positive and professional manner;
 - (ii) when necessary and appropriate, providing or facilitating the provision of recommendations or information/resources to improve understanding and compliance with **Union Policy**;
 - (g) oversight of, and adjudication over concerns about, Elected Officials' execution of their duties and responsibilities, including:
 - (i) Elected Officials' attendance at Students' Legislative Council and General Faculties' Council meetings;
 - (ii) Elected Officials' compliance with **Union Bylaw** reporting requirements; and

- (iii) Any other duty or responsibility assigned to Elected Officials in **Union Bylaw** or **Union Policy**;
 - (h) Providing recommendations to the President and or the Executives on initiating official complaints against Elected Officials for breach of their duties and responsibilities assigned under **Union Bylaw** and **Union Policy**.
- (3) The committee has the authority to carry out its role and responsibilities, subject to any conditions or limitations imposed under **Union Policy**, including:
 - (a) approving policies and procedures to guide the execution of the committee's roles and responsibilities; and
 - (b) any other authorities as may be delegated to the committee by the Students' Legislative Council or **Union Policy**.
- (4) The committee does not have the authority to make decisions, except where expressly indicated by a resolution of the Students' Legislative Council or in **Union Policy**, including these terms of reference.

7 Working Groups

- (1) On the recommendation of the General Manager or designate, the committee may establish working groups that report to it to oversee a focused area of the committee's mandate and carry out the committee's role, responsibilities, and authorities within that focused area, or to provide recommendations to the committee for approval.
- (2) The committee is ultimately responsible for the work and responsibilities of its working groups, if any are created.
- (3) Working group membership may be determined by the chair of the committee and working group members may be drawn from outside the committee.

8 Meetings

- (1) The committee will usually meet at least monthly, in accordance with a schedule to be provided to members by the General Manager or designate.
- (2) The General Manager or designate is responsible for distributing notice of committee meetings, including the date, time, and location of the meeting, an agenda, and any other relevant supporting materials for the meeting at least two business days before the meeting.
- (3) The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, anyone entitled to notice does not invalidate any proceedings at a meeting.
- (4) Regular quorum for committee meetings is a majority of voting members, including:
 - (a) the chair; and

- (b) the General Manager or designate.
- (5) If the committee is unable to form regular quorum, the committee may meet with a special quorum of:
 - (a) a majority of ex-officio members; and
 - (b) the General Manager or designate
- (6) If the committee meets under special quorum in accordance with subsection (5), the chair must report to the Students' Legislative Council of the committee's inability to meet regular quorum in the next regular committee report.
- (7) The chair is responsible for the orderly conduct of committee meetings and may consult with the most recently published version of *Robert's Rules of Order, Newly Revised* for guidance.
- (8) If means of participation in a meeting virtually or by telephone are made available, members may participate in the meeting through those means, be considered as present at the meeting, and may vote through those means.
- (9) Meetings of the committee are closed to the public.
- (10) At the discretion of the chair and the General Manager or designate, guests may be invited to attend and participate in discussion during committee meetings.

9 Special Meetings

- (1) The chair may call a special meeting of the committee by providing at least one business day's notice to all committee members, including a date, time, location, and purpose for the meeting.
- (2) A special meeting is subject to all other meeting procedures described in these terms of reference.

10 Voting

- (1) Only voting members of the committee may move, second, and vote on motions, and each voting member is entitled to one vote.
- (2) All decisions of the committee, except where otherwise specified, require approval by majority vote.
- (3) Votes will be conducted by a show of hands, voice vote, unanimous consent, or, where necessary to maintain confidentiality, secret ballot administered by the General Manager or designate.

11 Resolutions in Writing

- (1) A resolution in writing passed by a majority of voting members, including by email or other method of recorded written response, is valid as if it had been passed at a committee meeting.

- (2) Resolutions in writing are only to be used for simple, straightforward motions, or when it is not reasonable or possible to call or wait for a committee meeting, and should be used rarely.
- (3) The committee may approve a resolution in writing electronically, according to the following process:
 - (a) the General Manager or designate will distribute the resolution and an electronic poll, such as by email or digital ballot, to voting members, including a reasonable deadline by which they must cast their vote;
 - (b) the General Manager or designate may extend the deadline to cast votes once, by up to seven days;
 - (c) voting on the resolution will end after the deadline or any extension thereof;
 - (d) a majority of voting members must respond to the poll (either indicating a vote or abstention), otherwise the resolution does not pass, but may be tried again;
 - (e) if the resolution receives the required votes by the end of voting, the resolution is passed;
 - (f) if the resolution does not receive the required votes by the end of voting, it does not pass;
 - (g) the General Manager or designate must tally the votes and inform the committee of the outcome, and include the result in the minutes of the next regular committee meeting.

12 Records

- (1) The General Manager or designate is responsible for:
 - (a) preparing and distributing meeting materials, including an agenda, at least 48 hours in advance of a regular committee meeting;
 - (b) preparing meeting minutes; and
 - (c) providing other administrative supports to the committee, including the preparation and maintenance of committee documents and records.
- (2) Committee records may be requested by contacting the chair or the General Manager or designate in writing, who shall provide the requested records, subject to redaction or withholding for confidentiality or compliance with applicable law, within 10 business days, if available.

13 Reporting

- (1) The chair is responsible for providing a monthly written report on committee activities to the Students' Legislative Council.

14 Review and Amendment

- (1) The committee is responsible for reviewing this policy at least once every three years.

- (2) Amendments or repeal of these terms of reference requires the approval of the Students' Legislative Council by majority vote.

History:

- August 29, 2023 (Students' Legislative Council): Approved and enacted.
- August 20, 2024 (Students' Legislative Council): Amended.