

COMMITTEES OF THE GOVERNING BOARD

Finance and Audit Committee: The mandate of the Finance and Audit Committee is to provide oversight of the financing and allocation of the College's operating and capital requirements, guidance on the investment and management of its financial assets, and supervision of the quality and integrity of the College's financial reporting.

The Finance and Audit Committee's responsibilities are to:

- oversee reliable, accurate and clear financial reporting
- review in detail the preliminary and final operating and capital budgets
- recommend approval of the operating and capital budgets for each fiscal year
- receive periodic reports from the Bursar indicating material variances from budget, and notification of any matters of financial significance
- review and recommend approval of the annual audited financial statements
- support the Bursar in the execution of the responsibilities associated with the position
- recommend to the Governing Board the appointment of auditors on an annual basis
- oversee the auditors' compensation, retention and performance; the auditors will report directly to the Committee
- review the audit engagement letter, the audit plan, the performance of the audit and the auditor's comments as its conclusion
- select the investment managers and oversee their compensation, retention and performance, including conducting periodic meetings with the manager; the investment managers will report directly to the Committee

The Finance and Audit Committee shall consist of 9 members; *ex officio* members will be voting members:

- at least three members of the Governing Board in addition to the *ex officio* members appointed by that body. One will be Chair of the Committee, as recommended by the Committee to the Governance and Nominating Committee and approved by the Governing Board
- four additional members, and chosen in a way as to engage specific financial and investment expertise
- Principal & Chair of the Governing Board, *ex officio*

The Bursar will attend each meeting of the Finance and Audit Committee.

Risk Committee: The purpose and mandate of the Risk Committee is to ensure the College's management has provided for proper risk management processes for Massey College other than financial risk for which the Finance and Audit Committee is responsible.

It shall be the responsibility and duty of the Risk Committee to ensure the College has appropriate process by which to identify and assess risks to:

- anyone on College premises
- the reputation of the College
- employees and independent contractors of the College regarding their College duties.

In addition, the Committee will be responsible for:

- evaluating the risk exposure of Massey College with respect to internal and external risks including, without limitation, regulatory, reputational, operational, and environmental risks.
- together with the Principal and officers, reviewing the University of Toronto's ongoing provision of risk mitigation services, including insurance coverage
- ensuring that appropriate communications exist to make the Massey community aware of the offices and processes to deal with situations that might lead to risk exposure for the College
- bring forward discussion to the Governing Board, or where appropriate, analysis and discussion of potential and emerging risks

The Risk Committee shall consist of:

- 4 members of the Governing Board, one of whom will be chair of the Committee appointed by the Governing Board
- one other member of the Massey community

In order to have lines of communication between committees open, a member of the Audit Committee will join the Risk Committee *ex officio*.

Governance and Nominating Committee: The purpose and mandate of the Governance and Nominating Committee is to help ensure the College has the policies, processes and people in place to support good governance by the Governing Board.

The committee's responsibilities regarding nominations include:

- Establish and execute processes for the nomination and recommendation of candidates for election to the Governing Board, for the Chair and Vice-Chair of the Governing Board, for members of the Governing Board committees, and for chairs of those committees.
- Establish and execute processes for the nomination and recommendation of new Senior Fellows for election and their renewal.
- Support the creation of clear processes for the election of the Principal and the Visitor, including the process for setting up selection committees, as required.
- Monitoring term lengths, succession planning to ensure positions are filled in a timely manner for Principal, Visitor, Governing Board and Governing Board committees.

The committee's responsibilities regarding evaluation and accountability include:

- Establish and manage the execution of regular performance evaluations for Governing Board, its Chair and Vice-Chair, and the Governing Board committees and their chairs.
- Establish the process for the annual review of the Principal
- Ensure those Governing Board members selected by constituent groups for representation have an acceptable process in place to make that selection.

To support its work, the Committee will be responsible for:

- Updating and maintaining copies of by-laws, policies and processes, etc. relevant to the College's governance
- Preparing a Governing Board profile identifying the range of skills and outlooks required among its membership
- Overseeing an orientation document and briefing process for members of the Governing Board
- Undertaking forward planning on governance issues as appropriate or where tasked by the Governing Board

The Governance & Nominating committee shall consist of nine members:

- A minimum of 5 members of Governing Board, one of whom will be chair of the Committee appointed by the Governing Board
- Up to 4 members drawn from the Massey Community in order to add expertise in governance