

**TERMS OF REFERENCE RETIREE
BENEFITS ADVISORY COMMITTEE
DALHOUSIE UNIVERSITY**

29 JUNE 2012

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TERMS OF REFERENCE RETIREE BENEFITS ADVISORY COMMITTEE DALHOUSIE UNIVERSITY

Visions and Objectives

Whereas

Dalhousie University recognizes that retirees should have access to affordable group health insurance and is committed to the responsible and prudent operation of a health plan [the Plan] as well as other benefits for its retirees, as an acknowledgement of their services to the University; and

Whereas

The University is the legal administrator and policyholder of the Plan, and retains ultimate discretion and authority over the Plan's management and operation; and

Whereas

The University values direct input from retirees in decision-making, in as much as they can make use of their experiences and their contacts with other Plan members to provide ideas, guidance and feedback to the University regarding the operation of the Plan; and

Whereas

The University anticipates that its retirees can undertake advisory responsibilities to the Plan free from conflicts of interest and in the best interests of the present and future beneficiaries of the Plan;

Now therefore,

The University and the Association of Dalhousie Retirees and Pensioners (ADRP) wish to establish a Joint Retiree Benefits Committee with the following terms of reference.

1. The Committee: Composition, Selection, Officers, and Duties

1.1 Composition

The Committee shall comprise five voting Members;

- Three retirees who are members of the Plan, at least one of whom must be from Division 1, (retired Plan members under age 65); and
- Two appointees of the Board of Governors.

1.2 Selection and Terms of Office

The appointment of retiree Members shall be at the discretion of the Association of Dalhousie Retirees and Pensioners (ADRP). Each Member serves at the pleasure of the nominating party. The term of office normally shall be three years. A Member can serve no more than two (2) consecutive terms. Should the term of a Member expire, or the Member be unwilling or unable to serve, the nominating party shall submit a new nomination.

A Committee Member in Division 1 shall resign within six months after attaining age 65, and the nominating party shall appoint a replacement.

1.3 Officers and their Duties

The Committee Members shall appoint from among themselves a Chair, a Vice-Chair and a Secretary. The Chair will hold that position for two years but for no more than two terms.

1.3.1 Responsibilities of the Chair

The Chair conducts Committee meetings and prepares the draft agenda in consultation with the Secretary. The Chair ensures compliance with these Terms of Reference. The Chair has voice and vote.

1.3.2 Responsibilities of the Vice-Chair

In the event of the Chair's absence or incapacity to act, the Vice-Chair replaces the Chair and is charged with the same duties and exercises the same powers.

1.3.3 Responsibilities of the Secretary

The Secretary keeps the Committee's files, documents deliberations and decisions of the Committee and performs such other duties as the Committee may from time to time assign. The Secretary circulates minutes, notice of meetings, and draft agendas to the Committee Members two weeks prior to Committee meetings.

1.4 Responsibilities of Committee Members

1.4.1 Participation

Committee Members shall participate actively in all Committee meetings and attend training opportunities made available to them. Committee Members shall use all relevant knowledge and skills they possess.

1.4.2 Compliance

Committee Members shall comply with any obligations imposed by legislation and act in accordance with the terms of the Plan and these Terms of Reference.

1.4.3 Confidentiality

Committee Members and former Members shall respect the confidential nature of any personal information received while exercising their duties and shall not benefit from, or allow a third party to benefit from, such information. Committee Members may not disclose information protected by privacy or other legislation. However, this obligation shall not prevent Committee Members from consulting Plan members or reporting to them unless the information is protected by legislation.

1.4.4 Conflicts of interest

Committee Members shall not act in self-interest or in the interest of a third party, nor shall they place themselves in a situation of conflict between their personal interests and the duties of their office. Should a Committee Member believe that he/ she or another member is involved in a conflict of interest, that conflict shall be disclosed forthwith to the other Committee Members and the conflicted Member shall withdraw from deliberations at the request of the other Members. The conflicted Member shall not vote on the matter in question.

2. Meetings

The Committee shall hold at least two regular meetings annually: one each fall to review proposed renewal rates effective for the following April 1, and another each spring or summer to review claims experience and conduct other business. The Committee may hold additional meetings at its discretion (.e.g., Special Meeting).

2.1 Notice of regular and special meetings

The Secretary calls regular Committee meetings by sending all Committee Members a written or e-mail notice at least two weeks prior to the meeting date, along with the draft agenda for the meeting, draft minutes of the previous meeting (if not already circulated) and other relevant documents. The notice specifies the place, date, and time of the meeting. The Chair may convene a Special Committee meeting, should pending business warrant, by giving at least two weeks' notice to all Committee Members. Such notice need not be in writing. All Committee members must receive such notice.

2.2 Agenda

For each meeting, the Chair draws up, in consultation with the Secretary, the draft agenda. The Secretary circulates it to the Committee Members two weeks in advance of the meeting.

2.3 Quorum

Four Committee members shall constitute a quorum, subject to the presence of at least one member from each of the constituent groups. For greater certainty, the Chair, Vice-Chair and the Secretary are to be counted for purposes of establishing quorum. If there is no quorum, the Committee members present may adjourn the meeting until a quorum is reached. At the opening of the meeting and at all times during the meeting there must be a quorum.

2.4 Decision-making

The Committee shall normally make decisions through consensus. Should the Committee be unable to reach consensus on a particular issue, that issue shall be

brought forward for a vote to a Special Meeting held within the month. A decision or recommendation is approved if favored by a majority of those voting at the Meeting.

2.5 Transparency

Minutes and other documents, as noted in section 5.2 will be made available to all parties. Plan members can submit written documents to be reviewed by the committee.

3. Committee Mandate

The Committee has an advisory role with respect to the management and operation of the Plan and the Committee may consider and make recommendations regarding other possible benefits for Dalhousie retirees.

3.1 Recommendations on Renewal Rates, Plan Changes, and other benefits

The Committee shall consider and make recommendations regarding rates, plan design changes and other benefits that do not increase costs to the University.

3.2 Communications

The Committee shall review communications with Plan members and suggest changes.

3.3 Implementation by the University

The University shall normally carry out recommendations of the Committee that arise under clause 3.1, and the University will give serious consideration to accepting Committee recommendations that arise under clause 3.2.

The University is the legal administrator and policyholder of the Plan and retains ultimate discretion and authority over the Plan's management and operation. Its decisions will be made placing emphasis on any decisions or recommendations of the Committee. The University shall normally act on the recommendations of the Committee, except where one or more of the following apply:

- Decisions or recommendations of the Committee are not consistent with acceptable group insurance principles;
- A decision is not cost neutral to the University (except those pre-approved by the University). The decisions or recommendation is inconsistent with the duties or mandate of the Committee, is not in the best interests of the Plan beneficiaries as a whole, or the Committee is in conflict of interest.

4. Reports and Communications by the Committee

The Committee shall report regularly to the University on its decisions and provide the University with recommendations regarding the management and operation of the Plan. The Committee shall also present an annual report, prepared by the Chair and approved by the Committee, to the nominating bodies of its Members. The Committee shall also cooperate with the University to communicate to Plan members information about features of the Plan or changes to it and shall endeavour to inform the Plan members of any significant events that could affect their rights under the Plan.

5. Documentation

5.1 Documents to be provided to the Committee

The Committee Members will have access to all relevant insurance contracts. This would include all financial reports, underwriting agreements and on-going experience reports.

5.2 Documents archived by the Committee

The Committee maintains, through its Secretary, the following documents:

- The Committee's Terms of Reference;
- The full text of the Plan and any supporting documentation;
- The agenda, minutes and resolutions of the Committee meetings;
- Any other document that the Committee sees fit to maintain.

5.3 Website

These documents and registers may be posted to the website maintained by either the University or the ADRP.

6. Other matters

6.1 Plan Expenses of the Committee and Committee Members

Fee or expenses pre-approved by the Committee will be charged to the Plan. In accordance with existing commitments undertaken by the Committee and in recognition of services rendered in support of the Plan the Committee expenses and one-half of the consulting costs will be charged to the Plan. All claims must be supported by receipts.

6.2 Training

Training opportunities may be made available to Committee Members. Specific topics may include:

- Understanding the elements of the Plan, funding, and any underlying arrangements.
- Roles and responsibilities of committee members (e.g. duty of care).

6.3 Scope

The Committee shall resolve any perceived discrepancy between the prevailing law, Plan documentation and these Terms of Reference in favour of the law first, and the Plan's terms second.