

Responsibilities for Governors of the Board and Members of Board Committees

The following describes the individual roles and responsibilities of members of the Board of Governors of Laurentian University. In addition, many of these responsibilities are also relevant to those individuals who sit as voting members of Board Committees.

For the purposes of this document,

“**Governor**” is defined as:

- any individual who is a voting member of the Board of Governors, whether by appointment or otherwise, and;

“**Board Member**” is defined as:

- any individual appointed as a voting member of any committee of the Board, whether or not that individual would otherwise be a Governor, Senate appointees, external experts and/or others appointed by the Board, and officers of the University and other persons authorized to attend meetings of the Board or its Committees, is deemed to be a Board Member for the purposes of this Responsibilities document when acting in their role.

Role

Board Members are each responsible for advancing and upholding the mission of the University. Board Members must act in accordance with their fiduciary duty to the University, including with the diligence, integrity, independence, and good faith of a reasonable individual to promote the best interests of the University, and in fulfillment of the role of the Board and of Board Members as set out in the *Act to incorporate Laurentian University of Sudbury, 1960* (as amended in 2022) and the By-Laws of the Board of Governors.

In addition to the responsibilities set out in the Laurentian University Act and the General Board By-Laws, the following describes the duties and responsibilities of an individual Board Member.

Duties and Responsibilities

Board Members must:

- Carry out their functions with diligence, integrity, independence, good faith, and prudence of a reasonable individual.
- Act in the best interests of the University as a whole. Each Board Member has a responsibility only to the University.
- Each Governor must function as a member of the Board and not as a spokesperson for a constituency. While it is expected that Board Members will bring to the Board a variety of perspectives, a Board Member’s responsibility is to the University and not to any private

- interest, community tie, or stakeholder interests.
- Appreciate the roles of universities in society, the mission of Laurentian University, and the bicameral nature of the University's governance system.
- Understand that the Board's role is one of oversight with a focus on strategic matters and policy making rather than operational management or administration.
- Recognize that authority resides only with the Board as a whole and not in its individual members.
- Strengthen and support the President while being an active, energetic, and probing Board Member exercising critical judgment on policy matters.
- Defend the autonomy and the independence of the University.
- Foster openness and trust.
- Take personal responsibility to declare conflicts of interests.
- Support the fullest range of respectful and constructive discourse. Conduct themselves in a manner that demonstrates respect for different perspectives, builds on the contribution of others and constructively puts forward alternative considerations.
- Uphold the values of the Board in relation to equity, diversity, and inclusion.
- Hold the University accountable, while acting as ambassadors for it.

More specifically, Board Members are responsible for the following:

Oversight

- Make good governance of the University a priority.
- Accept responsibility and accountability for delivery of the University's vision/mission and strategic plan.
- Monitor the University's performance in meeting the objectives in the strategic plan.
- Maintain the financial health of the University; and
- Oversee the effective management of the University's physical assets.

Outreach

- Attend University events held to foster and promote relations with student, faculty and community stakeholders including convocations, and other campus-wide events.
- Take an active role as a university contributor and ambassador; and
- Keep appropriately informed about major aspects and activities of the University.

Bicameral Governance

- Understand the respective roles of the Board and the Senate and Laurentian's bicameral governance system and administration.
- Maintain a clear separation between the strategic and policy role of the Board and day-to-day operational responsibilities of administration; and
- Respect the internal administrative authority of administration.

In addition to the above key responsibilities, Governors are responsible for the following:

Board Development and Evaluation

- Support an orientation program for new Governors.
- Participate in ongoing educational sessions and Board retreats for all Governors; and
- Regularly help assess the Board's performance and the performance of its standing committees, as well as the individual's own effectiveness as a Governor.

Preparation

Board Members should make every effort to understand the University, including the Laurentian University Act and the Board's responsibilities and procedures, as well as to familiarize themselves with trends in governance and in post-secondary education. They should prepare thoroughly for each meeting.

Attendance and Participation

Governors:

Governors are expected to adequately prepare and attend Board and assigned Committee meetings regularly. Governors are expected to participate actively, constructively, and vigilantly in meetings of the Board and of the Committees to which they are assigned and take an informed position on matters.

Governors are expected to engage in meaningful and respectful discussion and decision-making by debating key issues, sharing insights and professional expertise, during Board meetings, but to support policies and programs once established.

Board Members:

Board Members are expected to adequately prepare, and attend assigned Committee meetings regularly. Board Members are expected to participate actively, constructively, and vigilantly in meetings of the Committees to which they are assigned and take an informed position on matters.

Board Members are expected to engage in meaningful and respectful discussion and decision-making by debating key issues, sharing insights and professional expertise, during meetings, but to support policies and programs once established.

Exercise of Due Diligence

Board Members must act with integrity, independence, and the good faith of a reasonable individual to promote the best interests of the University, bringing due care, diligence, and competence to that task.

Key Principles of Ethical Conduct

Board Members must demonstrate a commitment to the highest ethical standards. Consistent with the University's values, including academic freedom, collegiality and civil discourse, the following principles are intended to complement other applicable statutes, policies, guidelines, and other materials within the University to guide considerations and conduct. They are not intended to be static, encompassing rules.

1. Respect for Others

Every member of the University should be able to work, live, teach and learn in an environment free from discrimination and harassment. Inappropriate language or behavior which may impair these conditions is not to be tolerated. Respect for the rights and dignity of others regardless of differences must be maintained; demeaning actions or behavior along sexual, racial, physical, socioeconomic or political lines has no place in our University.

2. Conflict of Interest

Occasionally, situations may arise when a Board Member's interests may actually or appear to conflict with their role and responsibility to the University. All members are responsible for maintaining the transparency on which the University prides itself within the immediate and broader communities.

A conflict can arise when one's position on the Board and/or a Committee can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal relations.

Any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated.

Each Board Member shall complete and deliver, at least annually, to the Secretary of the Board a Disclosure of Interest form listing personal and professional interests which could give rise to a possible conflict, direct or indirect, with the Board Member's duties to the University. Each Board Member shall notify the Secretary in writing of any changes to that list in a timely fashion. Disclosure can also be made at any time during Board and/or Committee meetings where the conflict is relevant or may be relevant to the topics of discussion, in which case, the disclosure will be noted in the minutes for that meeting.

The Board Member who has disclosed a conflict shall not take part in the discussion about the matter and shall absent her or himself from the meeting when the matter is being discussed if requested by the Board. The Chair of the Board will determine the level of participation that the Board Member may have regarding the matter in conflict, advised by the University Secretary. In all cases where a conflict has been declared the Board Member shall not vote on the matter.

When the Chair of the Board considers that a conflict exists, but the Board Member considered to have the conflict does not disclose the conflict, the Chair of the Board may declare that a conflict exists and rule that the Board Member shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Board Member may challenge the Chair by asking that a resolution be carried by the majority of the Board Members present and voting. The Board Member determined to have the conflict shall absent her or himself from the meeting while the conflict is discussed, and a vote taken.

3. Confidentiality

In their highly trusted advisory and governing capacities, Board Members will be exposed to different types of sensitive information requiring considered use and confidentiality. This may concern faculty, staff, administration or students; it may, for example, be specific to University affairs or financial business, or it may be proprietary to the University. Board Members must ensure that they fully understand their obligations and maintain this information in confidence indefinitely or until such time that the Chair of the Board has authorized appropriate disclosure.

4. Communication

Board Members must recognize that the only spokesperson to the media for Board matters

is the Chair of the Board of Governors or the Chair's express delegate. The only spokesperson for the senior administration to the media on Board matters is the President or the President's express delegate.

Board Members should direct any requests from the media to the University Secretary.

Board Members are expected to communicate promptly and clearly to the Chair of the Board, University Secretary, and the President any significant concern or complaint and to let them deal with it. They should refer any request for information, beyond what is publicly available, to the Board Chair or University Secretary.

Skills and Knowledge

Governors should have the following skills and knowledge:

- Familiarity with budgets and budgeting and the importance of ensuring the financial health of the institution;
- Ability to quickly and objectively assess and analyze information in order to reach decisions;
- Understanding of the communities in which the University operates;
- Appreciation of requirements for working as a team;
- Understanding the broad context and perspective for Board decision making;
- Understanding of how large organizations function, preferably in a unionized setting;
- Understanding the need for longer term strategic planning to ensure the continued renewal and assessment of the role and mission of an organization;
- Understanding the University in the context of the full range of educational opportunities provincially, nationally and internationally;
- Understanding the need for the University to operate within the perspective of a global economic and learning environment;
- Ability to assess the quality of service being delivered by the University;
- Ability to deal with conflicting goals and competing interests in a public setting; and
- Bring a diverse skill set to the policy and operational responsibilities of the Board's committees.

Approved by the Board:

October 21, 2022