



**BOARD OF GOVERNORS**  
**GOVERNANCE STANDARDS**



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## BOARD OF GOVERNORS GOVERNANCE STANDARDS

### Introduction – The Governance Role of the Board of Governors

As one of three governing bodies of the university, the Board of Governors is responsible under *The University of Saskatchewan Act, 1995* for overseeing and directing all matters respecting the management, administration, and control of the university's property, revenues, and financial affairs. Under this mandate, the Board of Governors is responsible for providing stewardship and ensuring that the University actions support the University strategy.

The Board of Governors is also responsible for appointing the President of the University and setting goals jointly with the President. The Board supports and monitors the President's performance in pursuit of those goals. It also has the responsibility to undertake succession planning for the President and for the Board, to protect and defend University autonomy, and to ensure the University's future.

The Board of Governors must understand risks and internal controls and oversee the University's internal audit function. It must also ensure the University has adequate resources and financial solvency. The Board sets policy and makes provisions for the sound management of the University and its subsidiaries, centres, and institutes. Finally, the Board is responsible for assessing Board performance.

The Board of Governors must advocate on behalf of the University. To do this it must understand the University, its mission, its strategic plan, its culture, and be able to explain them to the external community.

The Board of Governors governs itself based on the following principles:

1. Financial Sustainability – The Board oversees the acquisition and maintenance of resources and allocates the University's financial resources to support excellence in teaching, knowledge creation, transmission and integration, and community outreach. The University does not have a profit orientation, but it must live within its means including maintaining reserves to deal with unanticipated financial events.
2. Importance of Renewal – The Board believes it is imperative for the University to remain relevant to society, and that this requires creativity and innovation, and adequate assets and infrastructure to support ongoing strategic investments.
3. Inclusiveness – The Board supports the dignified and respectful treatment of all University faculty, staff, students and stakeholders, including enhanced engagement throughout the university.
4. Autonomy of the university in using resources to respond to societal and global issues – including intellectual stimulation and challenge, knowledge generation and innovation, knowledge transmission, public discourse, and academic freedom.



## Board Composition

### 1. *Board Membership Criteria*

The Board of Governors is composed of the Chancellor, President and President of the Students' Union, who are all members by reason of their Office; five members appointed by the Lieutenant Governor in Council; two members elected by the senate; and one faculty member elected by members of the general academic assembly (GAA) who are faculty members.

### 2. *Board Tenure*

As set out in s. 45 of *The University of Saskatchewan Act, 1995*, the members of the board of governors appointed by the Lieutenant Governor, the senate and the assembly hold office for a term of three years and until their successors are appointed or elected. These members may remain on the board beyond their initial term, but those appointed by the Lieutenant Governor and the senate may not serve more than three consecutive terms, and the member appointed by the GAA may not serve more than two consecutive terms.

### 3. *Officers of the Board*

The officers of the board include the chair, vice chair, president and secretary. The university secretary is the secretary to the board (*The University of Saskatchewan Act, 1995*, s. 43).

### 4. *Procedures for Nomination of Board Chair and Vice Chair*


The president, chancellor, student representative and faculty representative are not eligible to be nominated for chair or vice chair of the board.

Nominations for the positions of chair and vice chair shall be made by a special committee of the board comprising members of the board who are not eligible to be chair or vice chair (including any retiring or retired board chair who is still a member of the board) and chaired by the chancellor. The committee will present one nomination for chair and one nomination for vice chair to the board for approval no later than July 1 of the year in which the incumbent chair's and/or vice chair's terms will expire.

No later than the first board meeting in the calendar year in which the term of the chair and/or the vice chair expires, members of the special committee should meet to identify the eligible candidates for the position(s), and to decide on timelines and methods of approaching board members for their input.

All members of the board who are not on the special committee (that is, those members who are eligible for election as chair and vice chair) will be canvassed for their opinion about the best candidate(s) for chair and/or vice chair. Where feasible, this will take place as a face-to-face discussion with one or more members of the special committee.

The special committee will meet to share the views that have been gathered and to prepare a recommendation to the board. While it is preferable that this recommendation be reached by



consensus, if this is not possible it will be done by majority vote, with the chancellor casting the deciding vote.

The recommendation will go directly to the board (not through the governance and executive committee) at its *in camera* session, preferably at the March or June meeting but no later than the June meeting, and will be voted on by all members except those declaring a conflict of interest.

#### 5. *Chair and Vice Chair Requirements*

The term of office for the chair and the vice chair is normally two years, and members will normally be elected to serve only one two-year term as vice chair, followed by one two-year term as chair.

The chair shall preside at all meetings of the board and of the executive and shall discharge the ordinary duties of such officer. In the event of the absence or disability of the chair, the vice chair shall have all the powers and perform all the duties of the chair.

Please refer to the Terms of Reference for the Chair and Terms of Reference for the Vice Chair for more information about the chair and vice chair's duties and responsibilities.

#### 6. *Board Member Compensation*

The board may pay to each member of the board, except the university president or an employee of the Government of Saskatchewan, a sum to be determined by the board for each day that the member attends a meeting of the board or any committee of the board (*The University of Saskatchewan Act, 1995*, s. 49(q)).


The board may, from time to time, set the amount of the honorarium and may authorize similar payments for board members attending committee meetings other than standing committees of the board (e.g. senior appointment committees, joint committees). The secretary is authorized to approve these additional payments, from time to time, following consultation with the chair of the board.

Board members (except the president and employees of the Government of Saskatchewan) are paid an honorarium of \$100 for board meetings and \$50 for any board or other committee meetings they attend as a member of the Board of Governors, and \$50 for associated travel time. In addition, the chair of the board receives an honorarium of \$1200 per year and the vice chair of the board receives an honorarium of \$600 per year.

The board may authorize payment of honoraria to non-board members who serve on committees of the board.

#### 7. *Board Member Expenses*

Expenses will be paid in accordance with the university's approved travel and hospitality policies for the following:

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- Travel and associated expenses for board members to attend board and board committee meetings
  - Travel and associated expenses for board members to attend meetings of other committees (such as search and review and joint board/council committee meetings) which they are attending as a representative of the board of governors
  - Travel and associated expenses for board members and for outgoing board members (whether or not their term has already expired) and their guest to attend a farewell event to honour those outgoing board members.
  - Travel and associated expenses for board members and, where deemed appropriate by the president and/or the university secretary, a guest of the board member, to university events and functions where the presence of a member(s) of the board of governors would be considered by the president and/or the university secretary to be in the interests of the institution. Examples include installations, convocations, retirement banquets, recognition events for staff, faculty, or donors, major athletic events and other celebrations of historic events in the life of the university.
  - Travel and associated expenses for board members to conferences related to the role of board members (e.g. the *Canadian University Boards Association (CUBA)* and the *Association of Governing Boards*), on the written approval of the board chair.

From time to time the university may provide board members with books and other printed materials directly related to the role of the board members.

Upon the retirement of a board member, the University will provide a modest gift to the outgoing board member.

The University does not normally cover the following expenses for board members:

- Tuition
- Membership fees
- Clothing, including academic robes
- Furniture and office equipment

#### 8. *Public Disclosure of Travel Expenses*

The university publishes all relevant travel expenses incurred by the president, chancellor and board chair. Expenses and reasons for the president's travel are posted quarterly, and those for the chancellor and board chair are posted semi-annually. The reports disclose expenses that have been approved and reimbursed at the time of disclosure. All expenses must be incurred in accordance with approved policies and procedures of the University of Saskatchewan, and all applicable laws.



## Board Performance


### 9. *Board Member's Responsibility*

The primary responsibility of individual governors is to act in a way that they reasonably believe to be in the best interest of the university. In order to fulfil this responsibility, each governor is expected to:

- (a) Support the mission of the university.
- (b) Help enhance the public image of the university and the board.
- (c) Support, strengthen and sustain the president and the senior administration of the university.
- (d) Exercise diligence, critical powers and independent judgment in the oversight of the university as an active, energetic, and probing member of the Board of Governors.
- (e) Maintain a proper distinction between the board's role in setting direction and overseeing policy, and the role of the administration in the implementation of policy and management of the institution.
- (f) Communicate promptly to the board chair or the president, as appropriate and for resolution by them, any significant concern or complaint.
- (g) Place loyalty to the entire university above loyalty to any part of it or constituency within it.
- (h) Seek to be fully informed about the university and its role in the province and in higher education and to help the university to be responsive to the changing environments which affect it.
- (i) Foster openness and trust among the members of the board, the administration, the faculty, the staff, the students, all levels of government, and the public.
- (j) Understand the ethical responsibilities incumbent upon a member of the board, and to declare a conflict of interest whenever such conflict arises.
- (k) Maintain respect and appropriate restraint in all interactions with members and officers of the board.

### 10. *Attendance and Participation*

Each governor is expected to attend all meetings of the board and any committee of which he or she is a member, and the annual public meeting. A governor who is unable to attend a board or committee meeting in person may participate by telephone or teleconference.



## 11. *Confidentiality*

All materials provided with the board agenda, and any discussions and decisions entered into during board meetings, are confidential unless specifically agreed otherwise.

If an individual board member disagrees with any decision taken by the board, that disagreement may be voiced within the board room, and a dissenting vote may be recorded in the minutes, but the disagreement must not be voiced outside the board room. If a board member is unable to reconcile the board's decision with the board member's own personal beliefs, the board member's only option is to resign; however, the board member's confidentiality obligations continue.

## 12. *Media Calls Protocol and Spokesperson for the Board*

The university secretary will apprise board members of any controversial issues involving the university receiving media coverage and the university's response.

Board members contacted by the media for any purpose should thank the caller for the call, and indicate that someone will get back to the caller. The board member should then inform the university secretary of the call. The university secretary will then inform the board chair, the president, and the associate vice-president communications (or designate) of the call.

The president is generally the spokesperson for the university, but for governance matters, it may be more appropriate for the board chair to be the spokesperson and respond to media queries. This determination will be made based on the circumstances surrounding the call and in consultation with the associate vice-president communications (or designate). If the board chair is unavailable, the board vice-chair will be contacted.

The duty of loyalty requires that board members not disparage the institution in their public statements and actions, or otherwise act or speak in a way that may bring the institution into disrepute.

## 13. *Governor Orientation and Continuing Education*


### Board member orientation

All new board members will receive an orientation to the university and to their responsibilities as a member of the Board of Governors, normally before the first meeting following their appointment to the board. Materials developed in support of this orientation will include a comprehensive overview of the history, mission, resources, planning, budget, governance and management structure of the university, and will be updated annually. Orientation materials will also include written information about the operations of the board itself including its bylaws, committee structure and terms of reference, work plan, and governor responsibilities.

### Board development at regular board meetings

In addition, opportunities will be provided at each meeting of the Board of Governors for board development on topics specific to the mission of and/or challenges facing the university. Examples of this kind of board development include



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- An hour set aside at each board meeting for an in-depth presentation on a relevant topic, such as a risk facing the institution.
  - Presentations from deans or directors of schools at board dinners the evening prior to the board meeting.

#### Annual board retreat

An annual full-day retreat of the board will take place each year and address an aspect of one of the following themes (where possible, these three themes will be offered in rotation so that in a three-year period a board member will have had exposure to all three):

- A topic related to governance
- A topic related to the post-secondary education landscape in Canada
- A topic related to the University of Saskatchewan (e.g. planning, institutional positioning, areas of pre-eminence)

#### Workshops and seminars

Board members may be invited to participate in relevant workshops, seminars, conferences, webcasts and other opportunities as they arise, at the discretion of the governance and executive committee. In approving reasonable expenses associated with such events, the committee will take an equitable and prudent approach, balancing the costs and benefits of such opportunities.

#### Conferences

The board chair and/or vice chair and secretary will, whenever practical, attend the annual meeting of the Canadian University Boards Association (CUBA). In addition, the governance and executive committee will encourage one board member (normally the chair, vice chair, or chair of a committee) to attend the annual conference of the Association of Governing Boards (AGB).

#### Lending library


A lending library of resource materials on governance and higher education and other topics of relevance to board members will be maintained by the university secretary, who will also (subject to copyright considerations) post articles and other materials on the board's SharePoint site.

#### Clipping service

Board members receive a regular media report from the university and are encouraged to subscribe to "Academica's Top Ten in Higher Ed," a daily web-based news service containing items of relevance to higher education in Canada.

### *14. Performance Assessment of the Board, Committees and Individual Board Members*

For even-numbered years, board members individually complete and return to the university secretary a survey that covers board responsibility, board operations (including committees), and board effectiveness. Board members are asked to indicate their level of agreement with a series of statements. Board resource officers are also asked to complete the survey instrument. The results are compiled and shared with the governance and executive committee.



For odd-numbered years, the chair of the board meets with members of the board one-on-one, and asks a series of open-ended questions designed to encourage reflection by each board member on the quality of their own contribution to the work of the board.

The board also has a peer evaluation process that is conducted annually each December through an online survey.

#### *15. Conflicts of Interest*

Prior to accepting a position on the Board of Governors, prospective governors are given a copy of the Guidelines Governing Board Member Responsibilities and these Governance Standards, and asked to declare their willingness to abide by them.

All board members must complete the Declaration of Conflict of Interest form and review and update it each year. These declarations will be kept on file by the university secretary.

For any given discussion and/or decision taken by the board, a member may be in conflict of interest. If so, the member must declare the conflict. Having done so, the board member may at the discretion of the chair participate in any discussion but should abstain from voting on the issue and should ask that the abstention be noted in the minutes.

If a board member fails to declare a conflict of interest where there is a perceived conflict, or otherwise acts in a manner that appears to contradict or undermine the principles and responsibilities outlined in these guidelines and the Guidelines Governing Board Member Responsibilities, the board chair or vice chair will bring the matter to the board member's attention. The chair may ask that the board member declare the conflict and/or absent him/herself from the discussion and/or refrain from voting on the matter which elicited the conflict. The board chair may also request full disclosure in writing of the board member's relevant interests and/or an explanation that no conflict of interest exists.


Board members who are considering engaging in activities that may represent a conflict of interest with respect to their role on the Board of Governors must seek approval from the board chair prior to engaging in such activities.

Where the board chair is in a conflict of interest situation, or is considering engaging in activities that may represent a conflict of interest with respect to his or her role on the board, the chair must seek approval from the governance and executive committee.

Please refer to the Guidelines Governing Board Member Responsibilities for more information and examples.

#### *16. Violations of Board Member Responsibilities*

When a board member acts contrary to the Guidelines Governing Board Member Responsibilities and/or engages in conduct that can reasonably be considered to impair or have the potential to impair the board member's independence or impartiality in performing the duties of a board member or otherwise to cause, or have the potential to cause, damage to the university



or its reputation, the governance and executive committee is responsible to address the matter with the board member and to make appropriate recommendations to the Board. This may include the recommendation that the board member's resignation be requested when warranted by the circumstances. The subject board member will not participate as a member of any committee when that board member's conduct is being considered nor will the board member be considered a member of the committee for the purposes of determining quorum.

## **Committee Matters**

### *17. Board Committees*

Authority: The Board shall appoint standing or special committees as are deemed necessary and shall appoint Board members to those committees. All standing and special committees shall have a written purpose and written terms of reference outlining their composition and accountabilities. Special Committees' terms of reference will include clear outcomes and a termination date for the work of the Committee.


Selection Process: The board chair and governance and executive committee chair, after consultation with the president and university secretary, will recommend committee appointments to the governance and executive committee for recommendation to the board for approval. The governance and executive committee chair will seek the concurrence of the chair of the applicable committee before making a recommendation that a new member be appointed or an existing member be removed from their committee.

Composition: All standing and special committees shall be constituted of members of the board. In making appointments to committees, the board will take into account the strengths and expertise of board members. Committees will normally comprise at least three members of the Board, and no committee shall be larger than five members. All board members are expected to serve on at least one committee. No board member, except the chair and vice chair, will be appointed to more than three committees. The chair of the board is an ex officio voting member of all board committees and may attend any meeting he/she deems necessary or appropriate.

Term: All committee appointments shall be for a term of one year.

Vacancies: Where a vacancy occurs at any time in the membership of a committee it may be filled by the board, and shall be filled by the board if the membership of the committee is fewer than three board members as a result of the vacancy.

Chairs and Vice Chairs: The chair of each standing committee shall be appointed by the board and shall be a member of the board. The term of the chair shall be one year, renewable annually. Normally no board member will chair more than one committee. Each committee may appoint a vice chair. The term of the vice chair shall be one year, renewable annually. If the chair of a committee is not present at any meeting of the committee, the vice chair will chair the meeting. In the absence of a vice chair, the chair of the meeting shall be chosen by the committee from among their members present, or the chair of the board may be invited to chair the meeting.



Committee Secretaries: Each committee shall arrange for a secretary, normally from the administration, who will be responsible for providing a written agenda in advance of each meeting, for taking minutes at each meeting and, after their approval by the chair of the committee, for distributing copies to all members and (as part of the committee's report) to the full Board.

Meetings: Each committee will meet at least once per year. Notice of the time and place of every meeting shall be given at least 72 hours prior to the time fixed for such meeting. Members may by mutual agreement waive the requirement for notice. Meetings of the committee may be called by any member of the committee, the chair of the board, or the president. Any member of the board may attend any meeting of any standing committee except the governance and executive committee where attendance is with the consent of the committee. Senior university officers who normally attend board meetings may also be invited to attend; others may be invited for consultation purposes.

Quorum: Two board members, who are members of that committee, shall constitute a quorum for all standing committees.

Decisions: Matters decided by the committee shall be decided by a majority vote of those present and eligible to vote. All members of committees appointed by the board shall be entitled as board appointees or representatives to move, second and vote on resolutions at meetings of committees to which they have been named. Any committee is empowered to retain outside advice at the expense of the university where it deems that such advice is necessary and desirable for the effective performance of its responsibilities.


Reports: Each committee shall normally make a full report in writing at the next full meeting of the board following a meeting of the committee. A copy of the record of the proceedings of the committee, including the agenda material, when sent to and received by members of the board may be accepted as the equivalent of a corresponding part of such report.

Work Plan and Terms of Reference: Each committee is responsible for developing an annual work plan and for bringing this work plan to the board for approval. Each committee should regularly review its own terms of reference, and recommend changes as required.

#### *18. Purpose of Each Committee*

Governance and Executive Committee: The governance and executive committee is responsible to the board to ensure: business of the board is carried out between meetings where necessary; membership of the board of the university is selected and educated in its responsibilities in such a way that it gives valuable and exemplary service to the university; the board has a sound approach to corporate governance and operates according to established principles of good governance; and appropriate goals and performance expectations are set out for the president, performance reviews are completed, and the president is appropriately supported and compensated.

Audit Committee: The purpose of the audit committee is to assist the board in discharging its oversight responsibilities for internal control and risk management systems, the independent



external audit process, the internal audit function, and the university's compliance with legal, statutory and regulatory requirements. The committee will, as part of its obligation to assist in setting an appropriate tone for the institution's financial reporting, internal control and risk management practices, promote transparent, timely and accurate reporting and the highest standards of ethical behaviour. To facilitate its oversight responsibilities the audit committee has a direct relationship with the university auditor.

**Finance and Investment Committee:** The finance and investment committee shall provide direction, monitor, evaluate, advise and make recommendations to the board with respect to all strategic and significant financial matters and policies of the university. The board carries out its oversight responsibilities for financial management of the university primarily through the finance and investment committee.

**Human Resources Committee:** The human resources committee shall provide direction, monitor, evaluate, advise and make recommendations to the board with respect to all strategic and significant people policies and priorities of the university.

**Land and Facilities Committee:** The land and facilities committee is responsible for overseeing the stewardship of all physical assets and infrastructure that facilitate the strategic directions of the university.

## **Board and Committee Meeting Procedures**

### *19. Quorum, Motions and Voting*


Six members of the board constitute a quorum for the transaction of business (*The University Act, 1995*, s. 47). For the purpose of achieving quorum, a member joining the meeting, with the consent of the chair, by teleconference or other electronic media which permit all persons participating to hear one another, shall be considered to be present.

All questions at a meeting of the board or its committees shall be decided by a majority of votes of the members present. The chair or other presiding officer may vote on all questions, and any question on which there is an equality of votes shall be deemed to be negated.

The signatures or electronic approval of two-thirds majority of the members of the board to any instrument or to minutes of any meeting of the board (which may be signed in counterpart) setting out a board resolution or resolutions, shall give to such resolution or resolutions the same force and effect as if the same had been adopted by a vote of the members at a board meeting.

When a motion or resolution is made, it shall be provided in writing to the secretary; and every motion or resolution shall be reduced to writing, if the chair orders, or a member desires. Any member may have his or her vote recorded for the minutes on request. The number of yeas and nays shall be entered on the minutes at the call of any two members.

Unless previous notice has been given, no motion introducing a new matter (other than that of privilege or petition) shall be taken into consideration at any regular meeting of the board except by leave of two-thirds of the members present.



Notice of a member's intention to introduce a new matter shall be given in writing to the secretary at least ten days before the meeting at which the new matter is intended to be introduced, or by giving the notice at a previous meeting of the board.

If a member of the board or any board committee has a conflict of interest in a matter to be considered, the member shall declare his or her interest and shall not vote thereon. Such member may, if determined by the board, be asked to withdraw from the meeting during the discussion or voting of any related motion. For more information on conflicts of interest see the related item above.

## 20. *Board Meetings*

Regular meetings of the board shall be held at least five times per year, on a schedule to be set at least one year in advance. Any meeting may be postponed or cancelled at the discretion of the board or of the chair and the president.

Special meetings of the board may be held at any time upon the call of the chair, or in the chair's disability or absence, of the vice chair, or in the disability or absence of both, of two members of the board, notice of which, stating the purpose of the meeting, shall be given to each member. Upon the written requisition of not fewer than five members a special meeting of the board shall at any time be called by the chair, or the vice chair for the transaction of such business only as may be specified in the notification of such meetings.

All meetings require not less than seven days' notice.


- (a) The accidental omission to give notice of a regular or special meeting to any member of the board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings of the meeting.
- (b) An agenda and, wherever practical, all supporting material shall be sent to each member of the board a full week ahead of each meeting.

Board meetings are open only to board members and resource officers. Designated officers of the university and other guests may be invited to attend meetings of the board where such attendance is warranted by the agenda.

## 21. *In Camera Sessions of Governors*

Members of the board meet *in camera* at every regularly scheduled board meeting in the absence of the president and all other members of administration; and also in a board-only session with the president only.

*In camera* sessions are designed to address specific sensitive matters. They are not designed as a forum to raise personal agendas or special interests, nor to alter a decision that has been presented by management and approved. Care must be exercised by the chair to ensure that *in camera* sessions remain focused on appropriate items and do not digress into areas that should be discussed in the presence of management. Following each board meeting, the chair of the board



and/or the vice chair should meet with the president to de-brief matters raised at the *in camera* session(s), but will take care not to attribute comments to particular board members. The secretary may be invited to join this conversation.

In general, board business should not be transacted in an *in camera* or board-only session. Board members, other than the chair, should not maintain personal notes of *in camera* sessions and a record of discussions held *in camera* at meetings of the board or its standing committees will not be included in the minutes, except to indicate that such discussion took place. However, if any business is to be conducted or motions carried at an *in camera* or board-only session, the secretary should be invited to return to the board room to record the decision(s) for the minutes, and the item should be included in a confidential *addendum* to the minutes and brought to the next meeting of the board for approval.

## 22. *In Camera Sessions of the Audit Committee*

Because of the direct relationship between the audit committee and the external and internal auditors, and the need to safeguard the independence of the auditors, both the internal and external auditors should meet on a regular basis with the audit committee, without any members of the university's administration being present. Those meetings will customarily take place at the end of the audit committee agenda, or immediately following the presentation of an item from one of the auditors, such as the audit report on the university's annual financial statements. In addition, the chair of the audit committee may have information received from one of the auditors which he or she wishes to provide to the members of the committee in advance of the meetings. That information may be conveyed by email or other communication from the chair, or through an *in camera* session of the committee held at the beginning of the committee meeting.

## 23. *Board Records*

A record of the proceedings of all regular and special meetings of the board and of all standing committees shall be kept in a book provided for that purpose, and the minutes of every such meeting shall be submitted to the next meeting of the board, and shall be signed by the presiding officer and recording secretary after being adopted by the board, and such minutes shall at all times be open to the inspection of any board members.

A copy of the minutes of every regular meeting or special meeting of the board are provided in the materials for the next meeting.

## 24. *Electronic Board Materials Protocol*

Every board member is and remains responsible for safeguarding the confidentiality of any board documents downloaded from the university's secure site, whether in printed form, on the board member's personal laptop or other device, or on a device provided to board members.

Board members will be provided with an appropriately configured iPad which can be used to access the site. It is the responsibility of the board member, with support provided where needed by Information Communications Technology (ICT), to learn to use the device. Board members





who prefer to use their own device to access SharePoint may opt to do so. Any device supplied by the university remains the property of the University of Saskatchewan and must be returned to the university once the member's term on the board has lapsed.

### **Governance Documents Referenced in the Board Governance Standards**

- *The University of Saskatchewan Act, 1995* (sections 41 to 51)
- Board of Governors Bylaws
- Governing Principles of the Board 2015-16
- Guidelines Governing Board Member Responsibilities
- Conflict of Interest Form
- Guidelines for Board Member Expenses
- Procedures for Nomination of Board Chair and Vice Chair
- Statement on Board Education and Development
- Guidelines for *In Camera* and Board-Only Sessions
- Protocol for Receipt and Use of Electronic Board Packages
- Statement on Media Calls

*Approved by the Board of Governors March 29, 2016*





## GUIDELINES GOVERNING BOARD MEMBER RESPONSIBILITIES

### *Purpose:*

To set forth clear guidelines for members of the Board of Governors concerning their responsibilities and conduct as board members, and to provide a mechanism for recognizing, disclosing and resolving potential conflicts of interest.


### *Principles:*

- Members of the Board of Governors must have as their principal concern the welfare of the university and its community of faculty, staff, students and alumni. In particular, the board's concern is for matters respecting "the management, administration and control of the university's property, revenues and financial affairs," with which the board is charged under the *University of Saskatchewan Act 1995*. *The Interpretation Act* requires that board members act honestly and in good faith, exercising stewardship over the university's resources with a view to the best interest of the university.
- In all of their university-related activities, board members are expected to conduct themselves at all times with the highest ethical standards in a manner that will bear the closest scrutiny.
- Board members are expected to exercise independent judgement and may not act as agents of any person or organization.
- For the effective working of the board, there must be a culture of trust among board members.
- Decisions taken by the board are considered to be collective decisions of the group. Board members must not, by their words or actions outside the board room, put themselves at odds with the board on which they serve.
- Members of the university community and the public must be confident that measures are in place to prevent and address potential conflicts of interest.

### *Scope of these guidelines:*

These guidelines pertain to all individuals of the board of governors, regardless of whether they are appointed or elected or hold *ex officio* membership on the board.

Board members are subject to the University of Saskatchewan's general *Policy on Conflict of Interest*, as well as to other university policies on such matters as discrimination and harassment prevention; employment equity; employment practices; health safety and environment; gender



neutral language; use of university property and services; computer use; commercial and non-commercial use of university trademarks; copyright compliance; data management, access and use; electronic mail; freedom of information and protection of privacy; procurement and solicitation of competitive bids; property used off campus; travel; donor and gift anonymity; and prospect assignment and management; all of these can be found at <http://policies.usask.ca/>.

Board members are also bound by the *Board of Governors Bylaws*, which can be found at <http://www.usask.ca/secretariat/governing-bodies/board-of-governors/index.php>.

No member of the Board of Governors will be discriminated against for being involved in a conflict of interest so long as the individual has acted in good faith and in accordance with these Guidelines and with the university's *Conflict of Interest Policy* and any other related university policies, and the requirements of *The Interpretation Act*.

## ***Definitions:***

***The University:*** A university in the broadest sense is the community of students, faculty and staff of an institution of higher education. Under the *University of Saskatchewan Act 1995*, the University is “an autonomous corporation” (s.3) whose primary role is “to provide post-secondary instruction and research in the humanities, social sciences, and other areas of human intellectual, cultural, social and physical development (s.4.1).

***Conflict of Interest:*** A conflict arises where (a) a member of the board has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from his or her position for his or her own benefit, or the benefit of a member of his or her immediate family; or (b) where the interests of a member of the board may be, or may be perceived as being, incompatible with the interests of the university.

***Fiduciary Duty (also called the “Duty of Loyalty”):*** the requirement that board members, when exercising their powers as members, act honestly and in good faith with a view to the institution’s best interests. Members of a board owe a duty of loyalty to the organization on whose board they serve and must not place their own interests in conflict with those of the organization.

***Duty of Care (also called the “Duty of Diligence”):*** the requirement (as expressed in the *Interpretation Act*) that board members “exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.”

***Board solidarity:*** the requirement that individuals who serve on a board must support the decisions of the board in their public statements and actions.

## ***Responsibilities of Board Members:***


The Bylaws of the Board of Governors set forth the following responsibilities for individual board members:



1. To support the mission of the university.
2. To help enhance the public image of the University and the Board
3. To support, strengthen and sustain the President and the senior administration of the University
4. To exercise diligence, critical powers and independent judgement in the oversight of the University as an active, energetic, and probing member of the Board of Governors
5. To maintain a proper distinction between the Board's role in setting direction and overseeing policy, and the role of the administration in the implementation of policy and management of the institution.
6. To communicate promptly to the Board Chair or the President, as appropriate and for resolution by them, any significant concern or complaint.
7. To place loyalty to the entire University above loyalty to any part of it or constituency within it.
8. To seek to be fully informed about the University and its role in the province and in higher education and to help the University to be responsive to the changing environments which affect it.
9. To foster openness and trust among the members of the Board, the administration, the faculty, the staff, the students, all levels of government, and the public.
10. To understand the ethical responsibilities incumbent upon a member of the Board, and to declare a conflict of interest whenever such conflict arises.
11. To maintain respect and appropriate restraint in all interactions with members and officers of the Board.

## ***Procedures:***

1. Prior to accepting a position on the Board of Governors, prospective governors will be given a copy of these guidelines and asked to declare their willingness to abide by them.
2. All board members must complete the *Declaration of Conflict of Interest* form (attached) and review and update it each year. These declarations will be kept on file by the University Secretary.
3. For any given discussion and/or decision taken by the board, a member may be in conflict of interest. If so, the member must declare the conflict. Having done so, the board member may at the discretion of the chair participate in any discussion but should abstain from voting on the issue and should ask that the abstention be noted in the minutes.
4. If a board member fails to declare a conflict of interest where there is a perceived conflict, or otherwise acts in a manner that appears to contradict or undermine the principles and responsibilities outlined in these guidelines, the board chair or vice chair will bring the matter to the board member's attention. The chair may ask that the board member declare the conflict and/or absent him/herself from the discussion and/or refrain from voting on the matter which elicited the conflict. The board chair may also request



full disclosure in writing of the board member's relevant interests and/or an explanation that no conflict of interest exists.

5. Board members who are considering engaging in activities that may represent a conflict of interest with respect to their role on the Board of Governors must seek approval from the board chair prior to engaging in such activities.
6. Where the board chair is in a conflict of interest situation, or is considering engaging in activities that may represent a conflict of interest with respect to his or her role on the Board of Governors, the chair must seek approval from the governance and executive committee.
7. If an individual board member disagrees with any decision taken by the board, that disagreement may be voiced within the board room, and a dissenting vote may be recorded in the minutes, but the disagreement must not be voiced outside the board room. If a board member is unable to reconcile the board's decision with the board member's own personal beliefs, the board member's only option is to resign. The board member's confidentiality obligations continue, however.
8. The duty of loyalty requires that board members not disparage the institution in their public statements and actions, or otherwise act or speak in a way that may bring the institution into disrepute.
9. Each board member is expected to attend all meetings of the board and any committee of which he or she is a member, and the annual public meeting. A board member who is unable to attend a board or committee meeting in person may participate by telephone or teleconference.
10. When a board member acts contrary to these guidelines and/or engages in conduct that can reasonably be considered to impair or have the potential to impair the board member's independence or impartiality in performing the duties of a board member or otherwise to cause, or have the potential to cause, damage to the university or its reputation, the governance and executive committee is responsible to address the matter with the board member and to make appropriate recommendations to the Board. This may include the recommendation that the board member's resignation be requested when warranted by the circumstances. The subject board member will not participate as a member of any committee when that board member's conduct is being considered nor will the board member be considered a member of the committee for the purposes of determining quorum.

## ***Examples of Conflicts of Interest:***

*The following examples are intended to guide board members in situations where they believe there is a potential conflict of interest. The board chair and vice chair are available for advice and consultation to any board member who has concerns or uncertainty about the carrying out of his or her responsibilities as a board member.*

*Board members who participate, or whose immediate family members participate, as directors, officers, or in any other capacity in a firm which is a supplier or prospective supplier of*



*materials or services to the University:* The board member should declare the conflict and refrain from commenting on or voting on any discussion concerning the relationship between the university and the company or agency.

*Board members who become aware of corporate opportunities:* If as a result of a matter before the board, a member becomes aware of a business or investment opportunity (for example, the sale of a piece of real estate) that would not generally be known to other members of the public, the board member must not attempt to take that opportunity for his or her own personal benefit.


*Board members who offer professional services:* Board members (such as lawyers, investment professionals, consultants, accountants) who offer professional services should declare a conflict of interest where they or a member of their firm are providing services to the university or a subsidiary of the university.

*Board members who are offered gifts or other incentives:* Board members must not accept or solicit gratuities, gifts or special favours from entities or individuals within the university or with which the university does or may conduct business, except where such gifts would be considered inconsequential by both parties (a limit of \$100 is suggested).

*Board members who are privy to confidential information in carrying out their board duties:* Board members are bound by their fiduciary duty to the institution, and by provincial and federal laws governing access to information and protection of privacy, to maintain the confidentiality of information received by them in their capacity as board members. Information which is confidential, proprietary to the institution, or non public must not be divulged to anyone other than persons who are authorized to receive the information, and must not be used in any way for the personal gain of the board member.

*Board members who are student leaders:* The USSU frequently has contracts, approvals and other matters before the Board of Governors. The president of the USSU is in a conflict of interest on those matters. Under the law, the USSU president must declare the conflict. With permission of the board, he/she may speak to the matter at the board level, although this should be done carefully, as there could be other legal implications if, for example, there are competing interests who do not have that direct access. The USSU president should not be present in the meeting room for any of the discussion on a tender or contract, as the board member's presence during the discussion may inhibit other board members in the comments they make and the views they put forward. The USSU president should abstain from voting on any such matter.

The role of the student leader often requires the USSU president to speak out on student issues (such as tuition, access, and student financial aid). Many of these issues will touch on the board's sphere of responsibilities. Care must be taken by the student board member not to violate the confidentiality of board discussions. If a public statement or position of the USSU relates directly to a specific decision of the board, the USSU president should publicly acknowledge the conflict of interest and arrange for the appropriate vice-president to represent the USSU's position.



*Marches, demonstrations and protests:* Universities are places in which debate and the free exchange of ideas are valued. Board members and particular the student and faculty member should feel free to participate in such events according to the dictates of their individual conscience, provided that the protest or demonstration is not against actions (or inactions) of the board of which they are a member.

*Board members who are students or whose family members are students:* When the board is considering tuition and other fees, it is possible that board members may be in a conflict situation. Under corporate law, if the amount of any particular fee increase is not material to an individual, they may vote on the resolution. A fee increase totaling, for example, \$100 when considering the student's class load for a year would probably not be material to the student. However, this particular resolution is very close to the dividing line, and reasonable arguments could be made that student members of the board are in a conflict of interest on a fee resolution. When in doubt, any student member of the board, or board members who pay tuition for dependents, should check with the chair.

*Board members who are on faculty:* Board members who are also members of the academic community need to be particularly sensitive to the intersection of the concept of academic freedom with that of the duty of loyalty. The University of Saskatchewan's collective agreement with its faculty states that

*all employees, whether tenured or not...are entitled to the exercise of their rights as citizens and to freedom in carrying out research and in publishing its results, freedom of discussion, freedom to teach the subject assigned in classes, freedom to criticize the University and the Association without suffering censorship or discipline. Academic freedom does not require neutrality on the part of the individual, but makes commitment possible (emphasis added).*

By accepting a position on the Board of Governors, faculty members acknowledge that they will participate under constraints which do not apply to faculty at large (for example, constraints around confidentiality). Moreover, their "freedom to criticize the University" takes a different form while they serve as a member of the board. On the one hand, that freedom is strengthened because of the direct access that the individual has to the board, access that is much greater than most members of the academic community enjoy. On the other hand, the freedom is limited by the duty of loyalty, which stipulates that a decision taken by the board is a group decision and must be publicly supported by all board members.

*Board members who are members of bargaining units:* Board members who are members of any collective bargaining unit should absent themselves from discussions of labour issues pertaining directly to their bargaining unit, and from votes on matters pertaining to their contract or compensation.

*Board members and labour action:* Since the board is a party to collective bargaining, board members are subject to labour legislation governing the activities of the parties involved. Members of the board must not participate in demonstrations, petitions, picket lines, or any other activities related to labour action, since such actions would reasonably be perceived as conveying to the community that the board member is at odds with the board's position. However, board members who are members of collective bargaining units may exercise their right not to cross a



picket line. When a board member is also a member of a collective bargaining unit which is participating in job action, the board member should consider the potential that a conflict of interest exists or may be perceived to exist and may find it appropriate to withdraw temporarily from participation or attendance at board meetings and/or committee meetings until the job action has been resolved.

*Board members and influence:* Board members must not use or attempt to use their status as board members to influence the appointment or promotion of family members or business associates to positions within the university, nor their acceptance as students, nor their being awarded scholarships or other honours.

***Sources:***

- University of Saskatchewan Conflict of Interest Policy
- Board of Governors Bylaws
- “Directors’ Duties at the University of Saskatchewan”
- University of Saskatchewan Act 1995
- Discussions of G&E committee March 12, 2009 and March 29, 2016
- Interpretation Act

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