



## Position Description for the Chair of the Board of Governors

### A. Appointment and Term

1. The chair of the Board of Governors is an officer of the board.
2. The chair is nominated by a special committee of the board comprising members of the board who are not eligible to be chair (including any retiring or retired board chair who is still a member of the board) and chaired by the chancellor. The president, chancellor, student representative and faculty representative are not eligible to be nominated for chair. The committee will present one nomination for chair to the board for approval no later than July 1 of the year in which the incumbent chair's term will expire.
3. The term of office for the chair will normally be two years, and the chair will normally be elected to serve only one two-year term.

### B. General Statement of Responsibilities

1. The chair is responsible for:
  - a. Ensuring the board has a strategic focus and represents the best interests of the university:
    - i. Ensuring the board focuses on the university's performance, by working with the president and the board in managing board meeting agendas and developing the board's priorities; and
    - ii. Ensuring that the board represents and protects the long-term best interests of the university;
  - b. Helping to set the tone and culture of the university:
    - i. Ensuring the distinct roles and responsibilities of the board and administration are well understood and respected by both the board and administration; and
    - ii. Setting the tone for the board so as to foster ethical and responsible decision-making, appropriate oversight of administration and best practices in governance;
  - c. Managing relationships:
    - i. Acting as a liaison between the board and the president, and providing advice, counsel and mentorship to the president; and



- ii. Serving as a key interface among board members;
- iii. Serving as a resource in communications with government; and
- d. Ensuring the Board is operating effectively:
  - i. Ensuring the adoption of, and compliance with, policies and procedures so that the board will effectively carry out its responsibilities in compliance with *The University of Saskatchewan Act, 1995*.

## **C. Specific Responsibilities**

### **1. Board Administration**

- a. In consultation with the president and the university secretary, setting the agenda for each board meeting;
- b. Ensuring the board holds *in camera* and board-only sessions at every regularly scheduled board meeting, and following each meeting providing the president a de-brief of matters raised at the *in camera* session, ensuring not to attribute comments to particular board members. In the rare circumstance when a motion is proposed and dealt with by the Board or its committees *in camera*, ensuring that the motion is recorded appropriately.
- c. Ensuring the board has the opportunity to meet in separate closed sessions with internal personnel or outside advisors, as needed or appropriate;
- d. Ensuring the board is provided with all reasonably required and available information relating to each matter to be considered by the board at the subject meeting, and that such information is provided within a reasonable time in advance of the subject meeting; and
- e. Participating in the evaluation of the performance and effectiveness of the board, all individual governors and committee chairs through one-on-one interviews with each board member every two years; and
- f. Ensuring that such other resources as the chair may consider appropriate are made available to the board to adequately support its work.

### **2. Conduct of Board Meetings**

- a. Presiding as chair at all meetings of the board;
- b. Ensuring that all matters on the meeting's agenda are allocated sufficient time to be appropriately discussed and brought to resolution, as required;



- c. Ensuring that all governors are afforded the opportunity to contribute their positions, views, advice and questions;
- d. Proposing the termination of discussion by the board when in the chair's opinion, using reasonable judgment and patience, the matter has been thoroughly canvassed and that no new views or information are being presented;
- e. Working constructively toward achieving a consensus among governors on any matter brought before the board for its decision, view or advice; and
- f. Ensuring that board discussions and decisions are properly summarized and recorded.

### **3. Board Culture and Relationships**

- a. Providing leadership to the board to promote, foster and support:
  - i. A spirit of respect, trust and collegiality among governors, and between the board and administration, where penetrating questions and thorough discussions are encouraged;
  - ii. High performance and commitment by all governors; and
  - iii. Integrity and honesty in the actions of the board and administration;
- b. Providing advice, counsel and mentorship to individual governors to assist them to improve performance, and if and when necessary, discussing matters relating to poor attendance or unsatisfactory performance or conduct;
- c. Supporting the continuing education of governors; and
- d. Supporting administration in conversations with all levels of government:
  - i. At the request of the president, and in consultation with the president or any senior administrator, meeting with the Premier of Saskatchewan and/or any provincial Minister; the Prime Minister of Canada and/or any federal Minister or senior government official; or the Mayor of Saskatoon; to advance the cause of the university and its autonomy.

### **4. Board Committee Matters**

- a. Ensuring that the functions of the board delegated to committees of the board are carried out by the committees;
- b. Serving as an ex-officio member of all committees of the board for the purpose of gaining a more in-depth understanding of the matters under the purview of



the committees so as to facilitate (i) the presentation, discussion and resolution of such matters at board meetings, and (ii) the creation of board meeting agendas;

- c. Assisting and supporting the chair of the governance and executive committee in making recommendations to the board in respect of the composition of, and the designation of the chair of, all committees of the board;
- d. Assisting and supporting the governance and executive committee, and the board, in monitoring and evaluating the performance of the president.

Approved by the Board of Governors March 29, 2016



## **Position Description for the Vice Chair of the Board of Governors**

### **A. Appointment and Term**

1. The vice chair of the Board of Governors is an officer of the board.
2. The vice chair is nominated by a special committee of the board comprising members of the board who are not eligible to be vice chair (including any retiring or retired board chair who is still a member of the board) and chaired by the chancellor (the “special committee”). The president, chancellor, student representative and faculty representative are not eligible to be nominated for vice chair. The special committee will present one nomination for vice chair to the Board for approval no later than July 1 of the year in which the incumbent vice chair’s term will expire.

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

### **B. Responsibilities**

1. The vice chair will chair the governance and executive committee.
2. The vice chair will assist the board chair in the fulfilment of the board chair’s duties, as requested by the board chair.
3. 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. If the situation is such that the chair is unwilling or unable to fulfil the role permanently, the vice chair will act as chair until the board approves a permanent chair upon the recommendation of the special committee.

Approved by the Board of Governors March 29, 2016