



**Board of Governors
Governance Committee
AGENDA**

**Friday, June 8, 2018
9:00 a.m. to 10:30 a.m.**

Vancouver Campus
President's Office Boardroom
Room 753, Walter C. Koerner Library
7th Floor, 1958 Main Mall

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| <p>1. UBC Annual Report 2017-2018 and Institutional Accountability Plan & Report</p> | <p>WILL BE PRESENTED AT JUNE 14, 2018 BOARD OF GOVERNORS MEETING</p> <p>UBC reports annually to its communities on progress towards the goals and actions of the University's strategic plan, and is required to submit an annual Institutional Accountability Plan & Report to the Ministry of Advanced Education; the deadline for submission is July 16, 2018.</p> <p>DECISION REQUESTED IT IS HEREBY REQUESTED that the Board of Governors approve the 2017-2018 UBC Annual Report and, for submission to the Province, the 2017-2018 Institutional Accountability Plan & Report.</p> |
| <p>2. Policy 93 (Open and Closed Meetings of the Board of Governors)</p> | |
| <p>3. Review of Governance Committee Terms of Reference</p> | <p>DECISION REQUESTED IT IS HEREBY REQUESTED that the Governance Committee recommend that the Board of Governors approve as presented Governance Committee Terms of Reference.</p> |
| <p>4. Board Committees Terms of Reference</p> | <p>DECISION REQUESTED IT IS HEREBY REQUESTED that the Governance Committee recommends that the Board of Governors approve as presented Terms of Reference of the following Committees:</p> <ul style="list-style-type: none"> • Audit Committee • Employee Relations Committee* • Executive Committee • Finance Committee • Learning & Research Committee • People, Community & International Committee • Property Committee <p>* Final approval will be provided by the Employee Relations Committee</p> |
| <p>5. CAUT Report on Board of Governors Structures at Thirty-One Canadian Universities.</p> | <p>Introduction and UBC / BC content circulated. Click here for full Canadian Association of University Teachers (CAUT) article.</p> |
| <p>6. Governance Committee 2018 Work Plan</p> | |
| <p>7. Other Business</p> | |



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| SUBJECT | UBC ANNUAL REPORT AND INSTITUTIONAL ACCOUNTABILITY PLAN AND REPORT |
| MEETING DATE | JUNE 14, 2018 |

Forwarded to the Board of Governors on the Recommendation of the President

**APPROVED FOR
SUBMISSION**

Santa J. Ono, President and Vice-Chancellor

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| DECISION REQUESTED | IT IS HEREBY REQUESTED that <i>the UBC Board of Governors approve the 2017-2018 UBC Annual Report and, for submission to the Province, the 2017-2018 Institutional Accountability Plan & Report.</i> |
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| Report Date | May 22, 2018 |
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Presented By Santa J. Ono, President and Vice-Chancellor
Philip Steenkamp, Vice-President External Relations

EXECUTIVE SUMMARY

The Board is being asked to review and approve the UBC 2017-2018 Annual Report and the 2017-2018 Institutional Accountability Plan & Report.

This is the last Annual Report that reports on the University’s previous strategic plan, *Place and Promise*. It follows the same format as last year and focuses on the three core themes of research, teaching and learning and campus and community engagement. The report is available as an online downloadable PDF.

The Annual Report includes a number of highlights from the past year, including the Blue and Gold campaign, the raising of the Reconciliation Pole, as well as metrics.

Alongside the Annual Report, we are also putting forward for approval UBC’s 2017-2018 Institutional Accountability Plan & Report (IAPR). The Ministry of Advanced Education, Skills and Training requires all public post-secondary institutions to submit an IAPR each year. This year’s IAPR is due to the Ministry by July 16, 2018.

The IAPR follows the format specified by the Ministry. In reporting on UBC’s on strategic priorities, the IAPR follows the same format as the Annual Report, with broad sections on student learning, research, and campus life and community engagement.

Thematically, the IAPR straddles *Place and Promise* and *Shaping UBC’s Next Century*, reviewing past achievements and looking ahead to the recently implemented strategic plan. Next year, the IAPR will report fully on the new strategic plan.

INSTITUTIONAL STRATEGIC PRIORITIES SUPPORTED

- ✓ Learning
 - ✓ Research
 - ✓ Innovation
 - ✓ Engagement
 - ✓ International
- or ✓ Operational
- (Internal / External)



PURPOSE

The Board of Governors has delegated to the Governance Committee responsibility for overseeing and enhancing University governance integrity and the organization, procedures and performance of the Board of Governors. The Committee assesses the University's governance development and practices in accordance with adopted policies, principles and strategies, and makes recommendations on these matters to the Board of Governors.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Governance Committee shall:

1. Oversee the governance framework for the Board of Governors and for the University, and conduct periodic and selective review for compliance to the University's strategic plan, and to the values and obligations of the University, through:
 - a. Review and approval of the University's *Annual Institutional Accountability Plan & Report* prior to submission to the provincial government; and,
 - b. Follow up on action items and on other recommendations or directions of the Board.
2. Advise and assist the Board of Governors and the President in advancing the governance-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.
3. Monitor and advise the Board of Governors on developments and emerging best practices in governance, including Board liability and risk management.
4. Review the roles and responsibilities of the Board of Governors, its Committees, Chairs, Governors and administrative support.
5. Organize and oversee strategic sessions; ensure timely follow up of matters raised at strategic sessions.
6. Develop processes for managing, and manage, confidential evaluations of the Board of Governors, committees and individuals in their governance capacities against such policies.
7. Make recommendations to the Board of Governors for improvements (effectiveness, relevance, clarity) to governance structure and policies.
8. Conduct specialized reviews of governance issues, and provide a report to the Board annually or as directed by the Board of Governors.
- 8-9. Recommend to the Board of Governors candidate(s) for the position of Board of Governors Conflict of Interest Advisor.
- 9-10. In consultation with the provincial Crown Agencies and Board Resourcing Office (CABRO) Board Resourcing & Development Office, identify competencies (skills and experience) and personal attributes required to fulfill the roles and responsibilities of the Board of Governors in accordance with the principles and strategic plan of the University.

~~10-11.~~ Maintain (through the Board Secretariat) an analytical framework assessing competencies, expertise, skills, background and personal qualities of current Governors, and identify areas where additional strengths are required (this framework is shared with all bodies that appoint, elect, or nominate Board of Governors members).

~~11. Identify potential member candidates (appointed) for consideration by the Board of Governors and the provincial Board Resourcing & Development Office, in support of orderly succession of Governors.~~

12. Review, update and report to the Board of Governors on the orientation and continuing education of Governors, promoting better understanding of current University business, affairs and good governance practices.
13. Review the information needs and time restrictions of Governors (in addition to orientation and continuing education), and assess and report to the Board of Governors on information management systems and practices of the Board to maximize effective use of time in Board governance matters, including Board meetings and annual and long-term agendas of governance matters.
14. Review on a regular basis governance relationships between UBC and its affiliated Boards (UBC Properties Trust, UBC Investment Management Trust, and the Staff Pension Plan).
15. Maintain a current and complete Board of Governors Manual, including:
 - o the legislative context, including a summary of legislative authority and accountability from federal, to provincial, to local levels;
 - o a Board Charter to confirm statutory authority and obligations, and statements of roles and responsibilities of Board Committees, the President, the Chair, and Governors;
 - o the organization of the University governance structure, including key personnel, committees, and associated organizations;
 - o the University's strategic plan and related policies for evaluation of University governance;
 - o Board procedures, including the ~~appointment~~, evaluation and succession of Governors, and Board information-management policies, ~~including~~ meeting agendas and protocol;
 - o governance compliance, including processes to evaluate compliance to regulatory and external obligations of the University;
 - o a University Community statement, including the purposes and governance relationships of the University's subsidiaries, affiliated and associated organizations, trusts, and foundations;
 - o an integrity infrastructure policy: statements of value, mission and vision, and standards and guidelines for conduct, including conflict of interest and communications policies, and systems for confidential submission, review and response to concerns; and,
 - o a Communications Policy and protocols for communication among governance parties including Ministries, Governors, the University Executive, and the University community of students, staff, faculty, and the public.

ACCOUNTABILITY

A summary of each Governance Committee meeting is circulated to each Board member generally within two business days following the Committee meeting.

The Committee reports to the Board of Governors on Board performance and University governance ~~once per year as required.~~

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- the Board Chair, the Chancellor and the President as *ex officio* members
- ~~—the Board of Governors Vice-Chair~~
- one (1) student member
- one (1) faculty member
- two (2) Board members who are external to the University

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

~~Appointments are made for a one-year term from September 1 to August 31, with annual renewal.~~

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.~~Members of the Governance Committee shall elect a Committee Chair from among the external members. The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.~~

The Committee may delegate, or be directed by the Board to oversee, work tasks and action items to subcommittees, the University Executive, or independent third parties, on Board approval.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Governance Committee meets at least four times per year, prior to three regularly scheduled Board of Governors meetings and within at least one strategic session.

Additionally, the Governance Committee may meet at the call of the Committee Chair as required. Attendance by 50% of Governance Committee members (including ex officio members) is required to establish quorum.

DELEGATED APPROVAL AUTHORITY

The Board of Governors has delegated to the Governance Committee authority to approve the following reports on behalf of the Board of Governors:

- Appointment(s)/Reappointment(s) - Advisory Urban Design Panel (AUDP) (Vancouver)
- Appointment(s)/Reappointment(s) - Development Permit Board (DPB) (Vancouver)
- Appointment(s)/Reappointment(s) - Faculty Pension Plan
- Appointment(s)/Reappointment(s) - Hamber Foundation Board of Directors
- Appointments / Reappointments - Western Canadian Universities Marine Sciences Society (WCUMSS) Management Council
- Board of Governors Committee Operating Guidelines
- Board of Governors Meeting Rules and Practices
- Board Policies – Delegation of Policies to Committees for Review
- Code of Conduct and Conflict of Interest Guidelines for the Board of Governors
- Committee Terms of Reference

The Board of Governors has delegated to the Governance Committee authority to receive the following reports on behalf of the Board of Governors:

- Board of Governors Survey
- Conflict of Interest Advisor - Annual Report



PURPOSE

The Board of Governors has delegated to the Audit Committee responsibility for oversight of the University's financial reporting, audit processes, and internal controls.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Audit Committee shall:

1. Strengthen the role of the Board of Governors, and to assist Governors in meeting their responsibilities, by holding discussions with Management, the Auditor General and/or the External Auditor, and the Internal Auditor.
2. Improve the credibility and objectivity of financial reports and to increase the independence of the External and Internal Auditors.
3. Ensure effective processes and controls exist over risks that may affect the reputation, financial position, resources, or ability of the University to carry out its desired objectives.
4. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
5. Advise and assist the Board of Governors and the President in advancing the goals of the University's strategic plan, *Shaping UBC's Next Century*, through ongoing, risk-based review of commitments contained within the strategic plan.

ACCOUNTABILITY

The Audit Committee submits minutes of its meetings to the next meeting of the UBC Board of Governors and, where applicable and appropriate, the Audit Committee Chair reports every major matter considered by the Audit Committee since the last meeting of the Board of Governors.

MEMBERSHIP & PROCEDURES

The Audit Committee is composed of at least four (4) members of the Board of Governors, all of whom are external to the University. The Board of Governors Chair, the Chancellor and/or the President may be appointed as voting members. The size of the Committee reflects the tasks it undertakes.

If possible, at least two (2) members of the Committee should have significant financial experience and expertise.

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

Attendance by at least 50% of Audit Committee members is required to establish quorum.

The Audit Committee meets at scheduled times throughout the year, with additional meetings at the call of its Chair.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Audit Committee authority to approve the following reports on behalf of the Board of Governors:

- External Auditor Contract
- Financial Forecast (Quarterly)
- Internal Audit Plan

The Board of Governors has delegated to the Audit Committee authority to receive the following reports on behalf of the Board of Governors:

- Change Management
- Confirmation of Tax Payments
- Development & Alumni Engagement Year-End Report
- Enterprise Risk Management – Major Risk Register Update
- External Auditor - Audit Findings Report and Management Letter
- External Auditor – Update
- Financial Reports / Statements
(Note: annual UBC Consolidated Financial Statements require approval by the BoG)
- Integrated Renewal Program - Independent Validation and Verification Reports
- Internal Auditor High-Risk Audit Findings and Recommendations Status Report
- Litigation Annual Report and Updates

- Payroll Review
- Procurement Modernization Program
- Research Single Audit Report (formerly A-133 Audit Report) Audit Reports [Audit opinions are given on the University's compliance and internal control over the University's compliance with the requirements described in the Uniform Guidance that could have a direct and material effect on its programs in the Research and Development cluster for the year ended March 31, 2017. The report is submitted to the appropriate U.S. government agency annually.]
- Student Enrolment (FTE) Audit
- US GAAP Financial Statements
- US William D. Ford Federal Direct Loan Program (DLP) Audit Report

ANNUAL MEETING SCHEDULE

At a minimum, the following should be covered during scheduled meetings of the Audit Committee:

First Meeting

In February or March to review the Q3 Financial Report, to review the Internal Auditor's report, and to approve the Internal Audit Plan for the year ahead.

Second Meeting

In June to review the audited financial statements of the University, and to review the Internal Auditor's report.

Third Meeting

In September to review the Q1 Financial Report, to approve the Q2 financial forecast prior to submission to government, and to review the Internal Auditor's report.

Fourth Meeting

In November to review the Q2 Financial Report, to approve the Q3 financial forecast prior to submission to government, and to review the Internal Auditor's report.

FINANCIAL STATEMENTS

Annual Financial Statements

Subject to the powers and duties of the Board of Governors, the Audit Committee should review the annual financial statements and carry forward appropriations and recommend their approval to the Board of Governors.

In the course of their review, the Audit Committee should:

- Determine whether appropriate accounting principles and auditing standards are being applied.
- Discuss with Management and with the Auditor General and/or External Auditor all proposed major changes in accounting policy, the presentation of all large risks or uncertainties, and all estimates or judgments of Management that may be material to financial reporting.

- Question Management and the Auditor General and/or External Auditor regarding significant financial recording or presentation issues discussed during the fiscal period and the manner of their resolution.
- Examine the audited annual financial statements in conjunction with the report of the Auditor General and/or External Auditor, which may include determining whether the statements:
 - reflect properly the significant accounting policies selected;
 - reflect estimates and other financial statement elements that are reasonable and consistent;
 - disclose adequately major transactions and issues;
 - disclose post-year-end significant events;
 - are understandable, relevant, reliable and comparable; and,
 - are complete and consistent
- Ask explicitly the Auditor General and/or External Auditor for an opinion about the appropriateness, not just the acceptability, of accounting principles and financial disclosures.
- Review periodically with Management and the Auditor General and/or External Auditor all of the University's major accounting principles, policies and estimates.

Quarterly Statements & Forecasts

The Audit Committee shall review the quarterly financial statements. The Committee shall also review and approve the submission of the quarterly financial forecasts to the province as required under the government reporting entity (GRE).

Consistent with the annual financial statements, the Committee shall discuss appropriate accounting and disclosure policies with Management. However, as quarterly statements are unaudited, an audit opinion will not be received for discussion on quarterly financial statements.

EXTERNAL AUDIT

The *University Act* specifies that the Auditor General is to be appointed the External Auditor of UBC. The Auditor General can appoint an agent to carry out the audit under its supervision.

The External Auditor reports directly to the Audit Committee.

In overseeing the external audit, the Audit Committee shall:

Before the Audit:

- Review the terms of External Auditor engagement and the appropriateness and reasonableness of the proposed audit fees.
- Review the audit plan with the External Auditor and Management, and discuss the timing and extent of the audit work, materiality, audit risk, and overall audit strategy.

- Review the audit scope with the External Auditor and Management and ensure no restrictions have been placed by Management on the scope of the audit.
- Ensure the Internal Auditor and the External Auditor coordinate internal and external audits.

During the Audit:

- Determine whether Management has provided full and open disclosure to the External Auditor's inquiries.
- Review problems experienced by the External Auditor in performing the audit, including any restrictions imposed by Management and all significant accounting issues on which there was disagreement with Management.
- Obtain explanations from Management on all significant variations between comparative reporting periods.
- Ensure that Management and the External Auditor fully inform the Audit Committee about any financial irregularities, regulatory investigations, potential liabilities, or other sensitive information.
- Ensure that the External Auditor informs the Committee about material misstatements, whether adjusted or not.
- Review audit conclusions regarding significant accounting estimates.

After the Audit:

- Determine whether the performance of the External Auditor is satisfactory and effective and meets the requirements of the University.
- Discuss with the External Auditor their independence and how it has been maintained.
- Review the post-audit or management letter containing the recommendations of the External Auditor; review Management's response and subsequent follow-up to any significant identified weaknesses.
- Obtain information on the nature of all non-audit services provided by the External Auditor; the Committee should review the contracts for same and consider the impact on the External Auditor's independence.

Other:

- Review all issues related to any change of the External Auditor and plans to ensure an orderly transition.
- Review any other financial reports and disclosure documents provided by the External or Internal Auditors or other appropriate officers of the University.
- Meet with the External Auditors without Management present, as part of the regular Audit Committee agenda.

INTERNAL AUDIT [to be reviewed in light of new Integrated Risk Advisory & Assurance @ UBC structure]

The Audit Committee shall:

- Review the Terms of Reference for the Internal Auditor, including an examination of the Internal Auditor's approach to risk assessment and the methods used to assess risk.
- Consider the scope of internal audit activity, plans, and resources required by the internal audit, and approve the annual Internal Audit Plan/budget.
- Review the reports issued by the Internal Auditor and Management's response and subsequent follow-up to all identified risk exposures and control issues.
- Evaluate the performance of the Internal Audit unit.
- Hire and evaluate the Director of Internal Audit.
- Review and maintain the power of veto over the appointment, replacement, reassignment or dismissal of the Internal Auditor by Management.
- Ensure the Internal Auditor has direct access to the Audit Committee.
- Ensure that Internal Audit has in place a formal whistleblower process, and that the process is communicated to the community.
- Meet with the Internal Auditors without Management present, as part of the regular Audit Committee agenda.

RISK MANAGEMENT [to be reviewed in light of new Integrated Risk Advisory & Assurance @ UBC structure]

The Committee should receive and review regular reports reflecting both a 'top-down' and a 'bottom-up' approach to identifying and managing risk at the University.

With respect to Business Risks and Compliance matters, the Committee should ensure compliance with statutory financial reporting and disclosure requirements with respect to:

- the *University Act*
- the *Financial Information Act*
- the *Freedom of Information & Protection of Privacy Act*

The Audit Committee shall:

- Review significant recommendations made by the Auditor General and/or External Auditor and Internal Auditor regarding internal controls and ensure Management fulfills its responsibility with respect to the integrity of financial information systems and internal controls.
- Obtain reasonable assurance that management information systems (MIS) are reliable and internal controls are appropriate and adequate. For this purpose, the Committee may wish to direct the Auditor General's and Internal Auditor's examinations to particular areas; the Committee may request the External and/or Internal Auditor to undertake special examinations.

- Determine whether systems are in place to identify and monitor major business and other risks.
- Review the general control environment, organizational structure and delegation of authority.

The Audit Committee review should also include the prevention or detection of Management override or compromise of the internal control system.

Enterprise Risk Management [to be reviewed in light of new Integrated Risk Advisory & Assurance @ UBC structure]

In 2009, UBC adopted an Enterprise Risk Management (ERM) framework to support strategic and operational decision-making. The Office of ERM has been leading the implementation and works with the Executive Team, and academic and administrative units across the University to facilitate the identification process of risks and assist with the development of relevant risk mitigation strategies.

The Audit Committee directs the ERM initiative; the ERM Steering Committee is comprised of executive and senior members: Provost & Vice-President Academic, Deputy Vice-Chancellor, Vice-President Finance & Operations, Vice-President Students, Vice-President Human Resources and the Director Internal Audit.

The Audit Committee receives an annual report from Risk Management Services. All risk management functions are covered, including:

- Risk Management Services
- Health, Safety & Environment
- Insurance Management
- Enterprise Risk Management Update (semi-annual)
- IT Services / Information Technology

OTHER DUTIES & RESPONSIBILITIES

The Audit Committee shall:

- Monitor the overall financial management of the University.
- Review the status of pending or threatened material litigation.
- Review before filing with government any formal financial reports on the financial condition or operating results of the University.
- Draw to the attention of the Board of Governors all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the University.
- Confirm that appropriate policies and procedures are in place for monitoring compliance with applicable laws, and ascertain their adequacy and compliance levels.
- Review programs to protect the University's assets (for example, insurance).
- Review such other matters which may be referred to the Committee by the Board of Governors for consideration and recommendation.

- Meet with the Internal Auditor, Auditor General, External Auditor and Management in separate *in camera* sessions to discuss any matters the Committee or these groups believe should be discussed privately.
- Review Environmental and Health and Safety matters for compliance to applicable legislation and University policies.
- Review any proposed changes in roles or responsibilities to the position of the University's Vice-President Finance & Operations.
- Have the authority to engage independent counsel and other advisors, with prior approval from the Chair of the UBC Board of Governors.



PURPOSE

The Board of Governors has delegated to the Employee Relations Committee responsibility for strengthening the employer-employee relationship through measuring employee satisfaction and morale, and for oversight of appointments, terminations, conditions of employment and collective bargaining.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Employee Relations Committee shall:

1. Other than as addressed through collective bargaining with the UBC Faculty Association, advise the Board of Governors in matters relating to:
 - the conditions of appointment of faculty members, professional librarians and program directors in the Centre for Continuing Education (including salaries and benefits);
 - the criteria and procedures governing appointments and termination of appointments;
 - provisions for collective bargaining with the UBC Faculty Association; and,
 - appointment, reappointment and extensions of appointment for Deans, Vice-Provosts, Associate Vice-Presidents, Librarian and Registrar, and determination of compensation associated with those actions. Determination of compensation for Deans, Associate Vice-Presidents, Librarian and Registrar is delegated to the President.
2. Advise the Board of Governors on matters relating to the conditions of employment and collective bargaining for all other UBC employees.
3. Review and recommend policies that affect the employment and termination of faculty and staff, including appointments to management positions (other than positions equal or senior to Dean).
4. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
5. Advise and assist the Board of Governors and the President in advancing employment-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

The Employee Relations Committee is required to report on action taken at the next regularly scheduled meeting of the Board of Governors.

MEMBERSHIP & PROCEDURES

~~The Board of Governors Chair, the Chancellor and the President are ex officio members of the Employee Relations Committee.~~

Committee membership is comprised of:

- A minimum of six (6) Governors who are external to the University
- the Board Chair, the Chancellor and the President as *ex officio* voting members

~~Members~~ Additional members are appointed by the Board Chair with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

~~Appointments are made for a one-year term from September 1 to August 31, with annual renewal.~~
Appointments are made, and reviewed, at each instance of changes in Board membership.

~~The Committee Chair will be appointed at the recommendation of the Board Chair.~~

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Employee Relations Committee meets at the call of its Chair.

Attendance by at least 50% of Employee Relations Committee members (including *ex officio* members) is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Employee Relations Committee authority to approve the following reports on behalf of the Board of Governors:

- Appointment Information: Appointments & Reappointments - Heads of Academic Units; Appointments & Reappointments - Delegation of Authority (as per Policy #25); Summary of Board Appointments
- Associate Vice-President Evaluation and Compensation Recommendations
- Associate Vice-President Salary Administration Framework and Guidelines

- Collective Agreements
- Collective Bargaining Mandates
- Salary Adjustments | Associate Vice-Presidents

The Board of Governors has delegated to the Employee Relations Committee authority to receive the following reports on behalf of the Board of Governors:

- Grievance / Arbitration / Discipline / Personnel Issues Updates
- Managing Health Promotion & Absenteeism at UBC



PURPOSE

The Executive Committee holds the following primary areas of responsibility:

- To act for the Board of Governors in dealing with any matters requiring attention in the interval between regularly scheduled meetings of the Board; and,
- To act for the Board of Governors in considering Presidential and Vice-Presidential appointments.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Executive Committee shall:

1. Meet as needed to make decisions in contingent circumstances between regularly scheduled Board meetings. If necessary in such circumstances, the Executive Committee may speak and/or act for the Board of Governors.
2. Review and recommend to the Board of Governors criteria for selection of the President.
3. Review the *Presidential Search Committee Guiding Principles & Procedures* and recommend amendments for consideration and approval by the Board of Governors (undertaken jointly with the Senates).
4. Oversee the Presidential Selection Committee through the process of selecting a candidate.
5. Conduct an annual performance review of the President.
6. Recommend an appropriate compensation package for the President to the Board of Governors.
7. Through the President, conduct an annual performance review of the Vice-Presidents (the President will report to the Executive Committee on the performance of Vice-Presidents) and approve appropriate compensation packages for Vice-Presidents..
8. Ensure adequate succession plans are in place for Vice-President and Associate Vice-President positions.
9. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).

ACCOUNTABILITY

The Executive Committee is required to report on action taken at the next regularly scheduled meeting of the Board of Governors.

MEMBERSHIP & PROCEDURES

The Executive Committee is comprised of the Board Chair and Vice-Chair, the Chancellor, the President, and the Chairs of the Standing Committees.

The Board Chair acts as Chair of the Executive Committee.

Additional members may be appointed at the discretion of the Chair of the Board of Governors, with the assistance of the President. Appointments are made based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Executive Committee meets at the call of the Committee Chair as required.

Attendance by 50% of Executive Committee members is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Executive Committee authority to approve the following reports on behalf of the Board of Governors:

- Performance Reviews & Compensation Recommendations - Vice-Presidents
- President Annual Performance Review Framework / Schedule

The Board of Governors has delegated to the Executive Committee authority to receive the following reports on behalf of the Board of Governors:

- President and Vice-Chancellor Performance Review and Priorities for Coming Year
- Succession Planning



PURPOSE

The Board of Governors has delegated to the Finance Committee responsibility for assisting the Board of Governors in fulfilling its oversight responsibilities over the financial affairs of the University, and for ensuring the establishment of sound financial policies and practices which will lead to the long-term financial sustainability of the University.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Finance Committee shall:

1. Approve the University's budget framework, which sets the guiding principles between costs, government funding and tuition fee levels.
2. Review and recommend to the Board of Governors the annual budgets.
3. Monitor the financial health of the University through projections and forecasts, recommending corrective action where required.
4. Review actual versus budgeted results on a quarterly basis.
5. Endorse the underlying principles surrounding tuition fee levels, as well actual recommendations for the fiscal year, reviewing the recommendations in conjunction with Policy #71 (Consultation with Students About Tuition and Mandatory Fees).
6. Assist the Board of Governors to enhance the University's investment position or portfolio performance, applicable (but not limited) to the framework in which UBC Investment Management Trust (IMANT) operates within the UBC investment framework approved by the Board of Governors.
7. Review and recommend to the Board of Governors capital expenditure proposals in accordance with Board-delegated authority and signing resolutions.
8. Review debt management policies for recommendation to the Board of Governors, including extent and methods of obtaining external borrowing for operating and capital expenditures.
9. Ensure that a sound resource-allocation framework is in place and that decisions are made within the approved framework.
10. Review trends which have implications for the financial health of the University or which have the potential to impair the strategic plan approved by the Board of Governors.
11. Review and recommend policies and actions to the Board of Governors that enhance the University's financial position or financial performance (cost control or revenue generation).
12. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
13. Advise the Board when, under the *University Act*, it should consult the Council of Senates, the UBC Vancouver Senate and/or the UBC Okanagan Senate, with regard to budgetary matters.
14. Advise and assist the Board of Governors and the President in advancing the finance-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

A summary of each Finance Committee meeting is circulated to each Board member, generally within two business days following the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- the Board Chair, the Chancellor and the President as *ex officio* voting members
- the Board of Governors Vice-Chair(s)
- one (1) student member
- one (1) faculty member
- five (5) Board members who are external to the University

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee may delegate, or be directed by the Board to oversee, work tasks and action items to subcommittees, the University Executive, or independent third parties, on Board approval.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Finance Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of its Chair as required.

Attendance by 50% of Finance Committee members (including *ex officio* members) is required to establish quorum.

When considering proposals for tuition and fees, the committee shall make every effort to ensure the attendance of student members.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Finance Committee authority to approve the following reports on behalf of the Board of Governors:

- Agency Agreements with UBC Properties Investments Ltd (jointly with Property Committee)
- Annual Fee Schedule – Alma Mater Society
- Annual Fee Schedule – UBC Students’ Union Okanagan
- Endowment Variation Requests
- Faculty Pension Plan – Amendments to Plan Text
- Neighbours Agreement (UNA and UBC) (jointly with PC&I Committee)
- Non-Refundable Acceptance Deposits
- Routine Capital Plan (jointly with Property Committee)
- Signing Resolutions
- Staff Pension Plan (SPP) – Amendments, Restatement(s)
- Staff Pension Plan (SPP) – Funding Policy
- Staff Pension Plan (SPP) – Governance Policy and Terms of Reference
- Statements of Investment Policies & Procedures – Endowment, Staff Pension Plan, Supplemental Plan, Sustainable Future Pool, Core Working Capital, UBC Liquidity Fund
- Student Financial Support (jointly with PC&I Committee)
- Student Housing & Hospitality Services (SHHS) Housing Rates (jointly with PC&I Committee)
- Threshold for Capital Project and Internal Loan Approval Authority
- Tuition Fees (jointly with L&R Committee)
NOTE: Annual/recurring tuition increases and proposals for international tuition increases applying to incoming students are excepted and will be presented to the Board of Governors for approval.
- Tuition Instalment Schedules
- UBC Development Cost Charges Plans (jointly with Property Committee)

The Board of Governors has delegated to the Finance Committee authority to receive the following reports on behalf of the Board of Governors:

- Annual Debt Report
- Approval of Academic Programs / Fees - Communication and Consultation (jointly with L&R Committee)
- Board 4 Reports (jointly with Property Committee)
- Capital Planning and Prioritization Process (jointly with Property Committee)
- Capital Projects Updates (jointly with Property Committee)
- Endowment Status Report
- Enrolment Strategy Review (jointly with PC&I Committee)
- Faculty Pension Plan (FPP) – Plan Summary and Audited Financial Statements
- Faculty Pension Plan (FPP) – Report
- Financial Statements – Great Northern Way Campus Trust

- Financial Statements – The Neighbours’ Fund
- Financial Statements – Tri-University Meson Facility (TRIUMF)
- Financial Statements – UBC Foundation
- Financial Statements – UBC Investment Management Trust (IMANT)
- Financial Statements – UBC Properties Investments Ltd (UBCPIL/UBCPT)
- Financial Statements – University Neighbourhoods Association (UNA)
- Fiscal Strategy - Liquidity and Debt Update (Vancouver and Okanagan)
- Flexible Learning Updates (jointly with L&R Committee and Property Committee)
- Professional Masters Programs – Enrolment and Tuition
- Research Data Management and Access
- Rental Revenues - Review
- Routine Capital Plan (jointly with Property Committee)
- Seismic Resilience Plan | Progress Updates (jointly with Property Committee)
- Staff Pension Plan (SPP) – Fund Management Report
- Staff Pension Plan (SPP) – Governance Report
- Staff Pension Plan (FPP) – Plan Summary and Audited Financial Statements
- Staff Pension Plan (SPP) – Report
- Student Diversity Initiative / Commitment to Diversity Fund (jointly with PC&I Committee)
- Student Housing & Hospitality Services (SHHS) Financial & Operational Annual Update
- Student Housing Growth Plans (jointly with Property Committee)
- UBC *GamePlan* Updates (jointly with Property Committee)
- UBC Investment Management Trust (UBC IMANT) Quarterly Portfolio Review
- UBC Properties Trust 20-Year Outlook (jointly with Property Committee)
- UBC Properties Trust Update (jointly with Property Committee)
- UBC-Controlled, Affiliated or Related Organizations, Major Campus Tenancies, Off-Campus Properties and Advisory Committees Annual Report (jointly with Property Committee)
- UBC’s Rapid Transit Strategy Updates (jointly with Property Committee)



PURPOSE

The Board of Governors has delegated to the Learning & Research Committee responsibility for assessing learning & research development and practices in accordance with adopted policies, principles and strategies, and for recommendations on these matters to the Board of Governors.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Learning & Research Committee shall:

1. Promote, support and enhance the learning and research community at the University by reviewing, monitoring, and recommending policies and actions to the Board that enhance the University's academic and research plans.
2. Develop the Board's policies, principles and strategic plans in regard to the learning and research community at the University and ensure that policies, principles and strategic plans are properly maintained.
3. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
4. Monitor all matters relating to student and instructional fees (in conjunction with the Finance Committee); recommend policies and actions to the Board, in conformity with the *University Act* and prevailing policies.
5. Review, monitor and recommend to the Board of Governors for approval all University endowments recommended by either Senate for academic purposes, including the provision of chairs, endowments, institutes, fellowships, scholarships, exhibitions, bursaries and prizes.
6. Monitor all administration matters relating to research and learning; review and recommend to the Board of Governors policies and actions concerning the administration of all grants, contracts, funds, fees, endowments and other assets related to learning and research.
7. Monitor all matters related to intellectual property and technology transfer of research at the University; review and recommend to the Board of Governors policies and actions governing research, inventions, copyright and other intellectual property; and, advise the Board on matters relating to patents, copyrights, trademarks, trade names or other proprietary rights resulting from an invention.
8. Review and monitor recommendations of the Council of Senates, the UBC Vancouver Senate and the UBC Okanagan Senate on all matters relating to learning and research, and to advise the Board when, under the *University Act*, it should consult the Council of Senates, the UBC Vancouver Senate and/or the UBC Okanagan Senate, with the exception of budgetary matters.
9. Advise and assist the Board of Governors and the President in advancing the learning and research related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

A summary of each Learning & Research Committee meeting is circulated to each Board member, generally within two business days of the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- two (2) Governors who are external to the University
- at least one (1) student Governor
- at least one (1) faculty Governor
- the Board Chair, the Chancellor and the President as *ex officio* voting members

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Learning & Research Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of the Chair as required.

Attendance by 50% of Learning & Research Committee members (including *ex officio* members) is required to establish quorum.

When considering proposals for tuition and fees, the Committee shall make every effort to ensure the attendance of student members.

DELEGATED APPROVAL AUTHORITY

The Board of Governors has delegated to the Learning & Research Committee authority approve the following reports on behalf of the Board of Governors:

- Tuition Fees (jointly with Finance Committee)
NOTE: Annual/recurring tuition increases and proposals for international tuition increases applying to incoming students are excepted and will be presented to the Board of Governors for approval.
- Senate Recommendations

The Board of Governors has delegated to the Learning & Research Committee authority to receive the following reports on behalf of the Board of Governors:

- Approval of Academic Programs / Fees - Communication and Consultation (jointly with Finance Committee)
- Campus as a Living Lab
- Establishment of New Endowments
- Faculty SWOT Analyses (jointly with Finance Committee)
- Flexible Learning Updates (jointly with Finance Committee and Property Committee)
- Innovation Activities at UBC
- Inter-Campus Mobility
- Okanagan Campus Academic Plan
- Okanagan Campus Research Plan
- Research at UBC - Role of the Board of Governors
- UBC Research Excellence Clusters Initiative
- University Librarian Report
- University-Industry Liaison Office (UILO) Report



PURPOSE

The Board of Governors has delegated to the People, Community & International Committee responsibility for monitoring and developing policies, principles and strategic plans in support of the University's strategic vision to create a model university community that is vibrant, livable, and sustainable.

COMMITTEE OBJECTIVES

The People, Community & International Committee holds responsibility for:

- Ensuring compliance with statutory responsibilities regarding students, faculty and staff.
- Developing and recommending to the Board of Governors policies, principles and strategic plans to attract and retain outstanding faculty, students and staff.
- Seeking to establish an equitable environment that celebrates diversity, respects difference, and ensures that all may achieve their highest potential.
- Promoting, securing and maintaining relationships with the many external communities on and off campus, and internationally. Alumni are an external community of particular significance. The vital importance of global citizenship and building requisite global learning, research, and related links to alumni, universities, businesses and governments represent other areas of interest and responsibility for the Committee.
- Developing and recommending to the Board of Governors policies, principles and strategic plans in that connection; ensuring that these policies, principles and strategic plans are appropriately maintained.
- Monitoring UBC's diverse efforts to internationalize its learning and research environments.

Without limiting the general responsibilities described above, the People, Community & International Committee shall:

1. Review, monitor and recommend policies and actions that discharge the University's responsibilities under the *University Act* relating to its students, faculty, staff and alumni.
2. Review, monitor and recommend to the Board of Governors policies and actions pertaining to the environment, safety, health and welfare (physical or otherwise) of students, faculty and staff.
3. Review, monitor and recommend to the Board of Governors policies and actions that will affect the recruitment, retention and recognition of outstanding students, faculty and staff, and the support and engagement of alumni.
4. Review, monitor and recommend to the Board of Governors policies and actions that will enhance the University's sense of community such as through the organization of space and the environment.

5. Review, monitor and recommend to the Board of Governors policies and actions pertaining to student financial support.
6. Review, monitor and recommend to the Board of Governors policies and actions that will enhance the University's domestic and international relations with government at the federal, provincial and local levels, and its various communities.
7. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
8. Advise the Board of Governors on collaborations with local and regional communities and post-secondary institutions (such as Great Northern Way) that foster intellectual, social, cultural and economic development and innovation.
9. Advise the Board of Governors on ways to connect alumni with each other and the University and to serve alumni.
10. Recommend to the Board of Governors accountability measures and strategies that enhance the reputation of the University by informing the public of the University's mission and operations in a manner that conforms with its values and legal obligations.
11. Advise the Board of Governors on short- and long-term goals and strategic actions (including communications) to influence perceptions of UBC by governments, the media, and the University's internal and external communities, including those abroad.
12. Review, monitor and recommend to the Board of Governors policies and action that will enhance the significance of the University through media communications, marketing strategies and its association with the general community through the use of names, logos, signs and marks associated with the University.
13. Recommend to the Board of Governors actions that will enhance the relationship of UBC with its domestic and global communities through the use of unique resources such as the Museum of Anthropology, Nitobe Gardens, Chan Centre, the Botanical Gardens, Athletics facilities and Conferences.
14. Advise and assist the President (through the Board of Governors) in advancing the people, community & international related objectives of the University's strategic plan, *Shaping UBC's Next Century*.
15. Review, monitor and recommend to the Board of Governors policies and actions that will enhance relationships with the University Neighbourhoods Association (UNA) and University Town community (in conjunction with the Property Committee).
16. Report to the Board of Governors on community matters in off-campus facilities such as the campuses on Great Northern Way and at Robson Square.

ACCOUNTABILITY

A summary of each People, Community & International Committee meeting is circulated to each Board member, generally within two business days of the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee membership consists of at least ~~six-seven~~ (67) members, appointed from among the Board members:

- one (1) Governor who is external to the University
- one (1) faculty member
- one (1) student member
- one (1) staff member
- the Board Chair, the Chancellor and the President as *ex officio* voting members

The Chair of the Board of Governors appoints Committee members based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive additional and reasonable support (through the Board Secretariat) for the assembly, assessment and reporting of information, including, with the approval of the Board Chair, access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The People, Community & International Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of the Committee Chair as required.

Attendance by 50% of People, Community & International Committee members (including *ex officio* members) is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the People, Community & International Committee authority to approve the following reports on behalf of the Board of Governors:

- Deaccession of Works of Art and/or Cultural Materials Annual Report
- Naming of Campus Facilities
- Neighbours Agreement (UNA and UBC) (jointly with Property Committee)
- Student Financial Support (jointly with Finance Committee)

- Student Housing & Hospitality Services (SHHS) Housing Rates (jointly with Finance Committee)
- Tenure Track Reappointments

The Board of Governors has delegated to the People, Community & International Committee authority to receive the following reports on behalf of the Board of Governors:

- *alumni UBC* Activity Report
- Athletics and Recreation Updates
- Campus Safety/Security
- Campus Security Annual Report (Vancouver & Okanagan)
- Communications and Media Campaigns | Update
- Enrolment Report
- Enrolment Strategy Review (jointly with Finance Committee)
- Notable Distinctions – Faculty
- Policy #131 - Sexual Violence and other Sexual Misconduct | Implementation Updates
- Student Diversity Initiative / Commitment to Diversity Fund (jointly with Finance Committee)
- UBC Brand - Sustainability Communications Program
- UBC Communications - Brand Definition and Campaign Update
- University Neighbourhoods Association (UNA) Annual Update
- University Neighbourhoods Association (UNA) Operating Budget
- Workplace Experiences Survey
- Workplace Practices at UBC: Focus on People



PURPOSE

The Board of Governors has delegated to the Property Committee responsibility for ensuring that the University's property development and management is carried out in accordance with adopted policies, principles and strategies

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Property Committee shall:

1. Review, monitor, recommend and initiate policies to the Board that enhance the University's property development and management including, but not limited to land use, physical planning, use of space, development objectives and endowment wealth creation from long-term leasing to ensure alignment to the needs of the University.
2. Advise the Board of Governors on the exercise of its powers relating to the management, administration, and control of the real property of the University as described in the *University Act* (with specific emphasis on Lieutenant Governor in Council approvals where required) and the *Municipalities Enabling & Validating Act*.
3. Oversee performance and management of UBC Properties Trust.
4. Provide project oversight where capital budgets are between \$5M and \$20M; review and make recommendations (jointly with the Finance Committee) for the consideration of the Board of Governors where capital budgets exceed \$20M.
5. Oversee assurance of project funding sources and approval of budgets through the Board-approved project management process.
6. Review, monitor and recommend to the Board of Governors the capital plan for buildings and infrastructure, annual minor capital and cyclical maintenance budgets, and seismic resilience plan.
7. Review and make recommendations regarding the acquisition or disposal of real property, whether by purchase, sale, leases over five (5) years or greater than \$2 million, or other transfer; and the acquisition or construction of new space, the major renovation of existing space, or the decommissioning or disposition of existing space.
8. Review, monitor and recommend to the Board of Governors campus plans, master development agreements, comprehensive community plans, land use plans and neighbourhood plans; identify the impact of any of the above plans on the community.
9. Advise the Board of Governors on aspects of municipal and municipal-like governance related to development and management of property and infrastructure, including development permit boards, urban design panels, infrastructure impact charges, community amenity charges and other development protocols.

10. Review, from time to time as the Committee deems appropriate, the administrative structures, policies and practices in place to ensure the ongoing health and safety of utilities and physical plant, including grounds, buildings and infrastructure and recommend, as appropriate, changes in policy or practices arising from this review.
11. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
12. Review, monitor and make recommendations to the Board of Governors in support of sustainability efforts, including utilities usage, waste management, transportation planning, etc.
13. Review, monitor and make recommendations to the Board of Governors regarding the aesthetics of the campuses, including landscaping and signage.
14. Advise and recommend for adoption by the Board of Governors matters pertaining to the control of vehicular and pedestrian traffic on University campuses.
15. Review off-campus property initiatives.
16. Advise and assist the Board of Governors and the President in advancing the property-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

A summary of each Property Committee meeting is circulated to each Board member, generally within two business days following the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- five (5) Governors who are external to the University
- the Board of Governors Vice-Chair
- one (1) student Governor
- one (1) faculty Governor
- the Board Chair, the Chancellor and the President as *ex officio* voting members

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive additional and reasonable support (through the Board Secretariat) for the assembly, assessment and reporting of information, including, with the approval of the Board Chair, access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Property Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of the Chair as required.

Attendance by 50% of Property Committee members (including *ex officio* members) is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Property Committee authority to approve the following reports on behalf of the Board of Governors:

- Agency Agreements with UBC Properties Investments Ltd (jointly with Finance Committee)
- Capital projects valued between \$5M and \$20M
- Development Permit Board (DPB) Terms of Reference
- Land Use Plan, Transportation and Engagement Monitoring Principles Monitoring Report
- Routine Capital Plan (jointly with Finance Committee)
- Statutory Rights of Way
- UBC Development Cost Charges Plans (jointly with Finance Committee)
- UBC Okanagan Campus Plan
- UBC Okanagan Design Guidelines
- UBC Okanagan Public Realm
- UBC Vancouver Campus Plan

The Board of Governors has delegated to the Property Committee authority to receive the following reports on behalf of the Board of Governors:

- Advisory Urban Design Panel (AUDP) Annual Report (Vancouver)
- Advisory Urban Design Panel (AUDP) Conflict of Interest Guidelines
- Board 4 Reports (jointly with Finance Committee)
- Capital Planning and Prioritization Process (jointly with Finance Committee)
- Capital Projects Updates (jointly with Finance Committee)
- Climate Action Plan
- Development Permit Board (DPB) Annual Report (Vancouver)

- Flexible Learning Updates (jointly with L&R Committee and Finance Committee)
- Routine Capital Plan (jointly with Finance Committee)
- Seismic Resilience Plan | Progress Updates (jointly with Finance Committee)
- Student Housing Growth Plans (jointly with Finance Committee)
- UBC *GamePlan* Updates (jointly with Finance Committee)
- UBC Okanagan Campus Sustainability Report
- UBC Properties Trust 20-Year Outlook (jointly with Finance Committee)
- UBC Properties Trust Update (jointly with Finance Committee)
- UBC-Controlled, Affiliated or Related Organizations, Major Campus Tenancies, Off-Campus Properties and Advisory Committees Annual Report (jointly with Finance Committee)
- UBC's Rapid Transit Strategy Updates (jointly with Finance Committee)

CAUT Report on Board of Governors Structures at Thirty-One Canadian Universities

May 2018



Canadian Association of University Teachers
Association canadienne des professeures et professeurs d'université

www.caut.ca

1| Introduction

Governance structures of Canadian universities are almost all bicameral, with administrative and financial responsibilities (boards/councils) separated from academic ones (senates/general faculties councils). The Canadian Association of University Teachers (CAUT) takes as a starting point that collegial governance requires the full and meaningful participation of internal board members — such as faculty, students, and non-teaching staff. At almost all universities examined in this report, academic staff representation on the governing board is mandated by statute or by-law created pursuant to that statutory authority. Academic staff are unique in that participation in the governance of one's university is an essential component of the exercise of academic freedom. As such, the representational nature of an academic staff member of a board is reinforced by their exercise of academic freedom. Academic freedom is not compromised, but enhanced by academic staff representation on a board.

This report examines the language used in the documents, policies, codes of conduct, by-laws, and legislation that control the governing boards at thirty-one Canadian universities. These documents, and the language used therein, have a normative effect on the people who sit on these boards as they frame the debate and processes through which decisions are made. Collegial governance is shaped by the structure established by these documents. Admittedly, this is a qualitative assessment. This report does not speak to how a board actually functions within these structures. Some universities may have excellent structures, but poor behaviour. The lesson for those places is to hold the board members accountable to their policies and practices. Other universities may have seemingly bad structures, but function much more openly and democratically. The lesson there is to put into writing these excellent behaviours before board membership changes.

Previous CAUT publications looked at who sits on these boards, with a growing trend of appointments coming from the corporate, for-profit sector. This report expands the review to look at how governing boards self-regulate and function. This report uses the term “structures” to mean the governing statutes, regulations, by-laws and codes of conduct, conflict of interest policies, and other governance rules. These structures — and codes of conduct, specifically — in many cases are limiting effective faculty, staff, and student representation that are an essential part of university governance. Adopting structures from the corporate world is contrary to the rich tradition of Canadian collegial governance. Reclaiming collegial governance involves reasserting the academic staff and internal member presence on governing boards, as well as dismantling the structures put in place as part of this trend.

In developing this report, CAUT asked the following questions for each university studied:

- How many academic staff sit on the board and what proportion of the total number do they form? What is the source of academic staff representation on the board?
- What kinds of fiduciary duty language do they use? Is it consistent with the University Governance Model?
- How do they define conflicts of interest, in light of collegial governance? Is there a conflict of commitment? Is the special position of members representing academic staff constituents recognized in the conflicts language? Does any of the language single out unions and academic staff associations?
- How do boards conduct meetings and govern behaviour between and by board members? How far (over)reaching are the confidentiality rules? Are they specific to certain subjects or do they generally apply to all information? Is censorship imposed on board members? Do the boards have closed meetings too easily or too often?

- Are there rules of board solidarity or forced civility?
- Is academic freedom enshrined in any documents relevant to the board?
- Is there interference with academic freedom of faculty board members?
- Are policies and practices “anti-representational” — i.e. is there a “democratic deficit” that interferes with the ability of a faculty member on a board to represent the faculty constituency that forms the basis for the member’s appointment?

Fundamentally, this report assesses how faithful universities are to the University Governance Model,¹ respecting the concept of academic freedom and representation for academic staff members in the governance structure.

Summary

All members of a university’s governance bodies are fiduciaries under the law.² This means that, similar to the directors of a trust or a non-profit, board members must act and decide with the **best interests** of the university in mind. This obligation applies to external board members (those from outside of the university’s community) and internal members (typically faculty, staff, and students) alike. The definition of best interests, however, must be considered in the context of university governance that is subject to specific statutory purposes and objectives.

Contrary to what many university administrations assert, the university governance structure is not akin to a

business corporation with only one governing body reflecting private — as opposed to public — interests and responsibilities. Unlike corporate boards, every university board is designed by statute to be a “stakeholder board,” where the public, academia, students, and alumni guide the university in concert. Corporate boards are not required by law to be structured in a similar fashion. Therefore, representation, consultation, and bringing together multiple interests are concepts that are inherent within the very structure of university boards. Representational board members should be elected, and their ability to represent their respective constituencies should be free from interference by board policies, structure, or practices. Further, the representational model that is a feature of collegial governance in Canada is subject to the exercise of academic freedom by faculty representatives on university boards. There is no equivalent for board members in the corporate world.³

What is wrong with governance at many universities?

- An interpretation of fiduciary duty that assumes that the university’s best interests are inherently at odds with those of academic staff, or that best interests are not a composite of the interests of all constituencies represented on the board;
- A democratic deficit whereby practices and procedures undermine the representative composition of the governing body and the obligation of representatives to report to and receive input from their constituents;
- Failure to recognize that academic staff retain their academic freedom when serving on a university board;

1. See the Glossary section of this report.

2. CAUT has developed an analysis of the fiduciary duty in the context of the Canadian University Governance Model, which is both collegial and representational. See Appendix A, “A Corporation and a Community: Fiduciary Duties of University Board Members.”

3. See the definition of academic freedom in the Glossary section of this report.

- Overbroad conflict of interest language that goes beyond an explanation of fiduciary duties;
- Board meetings that are too frequently closed;
- Confidentiality provisions that are overbroad and that cover all materials and discussions instead of being specific;
- Board solidarity, where board decisions must be supported publicly, even if the board member was opposed during debate;
- Language promoting a “tyranny of civility” during meetings.

As expected, almost all of the thirty-one universities reviewed contained language to remind board members that they are fiduciaries who must place the university’s interests above all others, when voting and making decisions. However, none specify that the content of the fiduciary duty and the best interests underlying that duty must be determined in the context of the University Governance Model. The Model is one comprising a representational board that respects academic freedom for faculty members. In addition, all had some language on conflicts of interest, policies on recording meetings without permission, and strict policies on confidentiality of information and discussions from closed or in-camera sessions. Surprisingly, the majority of conflict of interest policies that mentioned “internal” members — those members who are also faculty or staff of the university — required that representational members recuse themselves from debate and voting on matters that affect their terms of employment. Although it is a conflict for internal members to vote on such matters, it is not inappropriate to include language that allows

representational members to participate in the debate, since they are in the best position to comment on how the board’s decisions will be received and what impact they will have. In other words, while “voice” need not necessarily be accompanied by vote in certain situations, protecting academic staff voices is consistent with the representational model and the exercise of collegial governance and academic freedom.

Most concerning is the false dichotomy that overbroad conflict of interest policies create between the best interests of the university and those of its internal communities. A corporate-style approach to governance brings with it the business world’s faulty assumption that academic staff do not share the same interests as the university, or that faculty interests cannot be accommodated in board decisions. A corporate-style approach to governance therefore assumes only the administration can determine what is in the best interests of the university. Such a one-sided process is antithetical to the idea of collegial governance. As discussed in Appendix A, this approach effectively ignores the purpose and objects of a university. Oddly, due to current trends of board membership, those in power are increasingly from environments that have nothing to do with research or education. The result is a troubling shift in culture, process, and concepts. Instead of non-university sector appointees adapting their understanding to the context of collegial university governance, we find that they are altering the university model to fit their understanding from the corporate world. This corporate approach does not fit with the fundamental right to academic freedom that academic staff possess at all times, including when serving on a university board.

Findings & patterns

Generally, the further west one goes, the more restrictive, closed, and less collegial university governance becomes.

The universities with more appropriate governance structures overall were Toronto, Bishop's, McGill, and Waterloo — all in Central Canada and with high research output. These institutions had faculty representation on the board that was commensurate with the size of the board, frequently at or around 20% of the membership. They tended to have language that carved out internal members' ability to discuss or vote on matters of tuition, labour relations, and funding — rather than leaving these members conflicted out under more general, corporate-style conflict of interest policies.

These universities also had language that either specifically enshrined academic freedom for internal board members or clarified that collegial governance necessitated representing and communicating with constituents. Where there is language to emulate, it is noted in the report. Where CAUT did not find anything inconsistent with principles of collegial governance, it is also noted.

The francophone universities studied tended to have more appropriate collegial governance structures, where there was broad representation on administrative councils from all internal constituencies. Their governing bodies, however, do not function with a great degree of openness. Sherbrooke, Montréal, and Laval have council meetings that default to closed rather than open and have provisions for going in-camera for certain issues or topics. It is worth noting that at the Université de Montréal, board members who represent university constituencies are specifically exempt from the confidentiality rules, thus ensuring that they can consult with, and report to, their constituents.

Saskatchewan and Regina have some of the smallest boards in Canada, and the only boards where the members were paid and receive access to university facilities and resources. Everywhere else, board members are volunteers. In addition, their governance structures require some form of board solidarity to silence dissent, criticism, or independent opinions. Both institutions adopt language that creates forced civility — a strong warning that vigorous dissent is not welcome.

Saskatchewan specifically prohibits board members who are also students, staff, or academic staff from participating in protests, demonstrations, or labour disruptions. It also warns the lone academic staff member that they can expect to have academic freedom curtailed as a board member. CAUT asserts that a university policy is not capable of infringing upon a contractual and common law right, such as academic freedom. Memorial is an outlier for being the only university in Canada that does not practice a key component of collegial governance — that is, having faculty representation on its board. According to their statute, anyone who teaches at the university cannot sit on their board.⁴ All of these universities conduct board meetings behind closed doors, which hinders opportunities for accountability and transparency.

Part of the corporatization trend is an increasing willingness to include board solidarity language in various governing documents. Board solidarity requirements represent a direct threat to a faculty member's right to academic freedom. Equally concerning is the false dichotomy created between the best interests of the university and those of a constituent group within

4. Section 31 of the *Memorial University Act*, RSNL1990, Chapter M-7.

the university. This has its roots in interpretations of fiduciary obligations at law, but the current language being used goes beyond what is required/necessary.⁵ There are far too many examples of language that contributes to the democratic deficit by interfering with representational members' ability to represent their constituents, and is at odds with the concept of collegial governance. Representational members are on their university's board precisely because they represent a constituent group whose interests are at the heart of the mission and mandate of any modern Canadian university. In all cases, this representation is required by provincial legislation or by-law that is passed pursuant to that statutory authority. Faculty, staff, and student concerns are designed to be included. It is, therefore, an artificial frustration of that representational dialogue to deem these interests as in conflict with those of the university. It is not a conflict of interest for internal members to vote against tuition increases or in favour of stable library funding simply because they represent a community that may benefit from that decision. Better funding and lower tuition may actually be wholly aligned with the best interests of the university, as a whole. It is, therefore, in keeping with their fiduciary obligations to seek information from their constituents, to debate these issues with vigor, and to vote accordingly.

This report provides text that is quoted or paraphrased from the relevant source documents. This includes language around conflicts of interest, confidentiality, fiduciary obligations, and examples of language that CAUT finds objectionable or exemplary. For each portion, the citation is given with as much detail as possible. The analysis that follows it is qualitative and based on a comparison with fiduciary obligations at common law.

5. For a discussion of the fiduciary duty and the concept of the university's best interests, see Appendix A.

2| British Columbia

A note on British Columbia

All universities in British Columbia are governed by the *University Act*. With respect to governance, section 19(1)(c) of the *Act* requires that two out of fifteen board members for a university that is not the University of British Columbia must be elected by the academic staff members. For the UBC, Section 19(2)(c)-(d) requires three members elected by academic staff. The board size for the University of British Columbia is 21 members; it is 15 members for other universities.

British Columbia has a statutory fiduciary duty for members of boards of governors. It is contained in section 19.1. It states, “The members of the board of a university must act in the best interests of the university.” This definition is not inconsistent with the University Governance Model. For further discussion of the fiduciary obligation in the context of university governance, see Appendix A.

The *Act* prohibits certain members of the academic staff association’s executive from serving on the board. Section 23(1)(g) states,

The following persons are not eligible to be or to remain members of the board: ... a person who is an employee of the university and who is a voting member of the executive body of, or an officer of, an academic or non-academic staff association of the university who has the responsibility, or joint responsibility with others, to (i) negotiate with the board, on behalf of the academic or non-academic staff association of that university, the terms and conditions of service of members of that association, or (ii) adjudicate disputes regarding members of the academic or non-academic staff association of that university.

As discussed in Appendix A, such a provision is not required in order to promote the fiduciary obligation of board members. Moreover, it is contrary to the University Governance Model to require certain constituencies be represented, but then specifically exclude people who may be in the best position to represent those interests. Appropriate language would be to create a voice-vote distinction, instead of categorically disqualifying those who help to lead the faculty or staff association.

University of British Columbia

Number of faculty on board

See “A note on British Columbia.”

Source of faculty on board

See “A note on British Columbia.”

Fiduciary duty provisions

See “A note on British Columbia.”

Conflict of interest provisions

Section 23(1)(g) of the *University Act* creates a statutory conflict of interest rule. It disqualifies an employee or

faculty member who is in a position that involves negotiation or adjudication on behalf of their association. Section 5.4 of the *Code of Conduct* requires members in a conflict to recuse themselves from any discussions or votes, and withdraw from the meeting or meeting place.

The “best interests” of the university as a whole is a constellation of interests of its internal communities. Since academic staff and general staff representation is mandated by the statute, their best interests are a necessary part of the university’s. Those who are in a leadership position should not be barred from serving on

the board, since they would be very well-positioned to represent their constituents during board deliberations. In the event of an actual conflict, language could be crafted to allow for a voice-vote distinction, where members are allowed to contribute to the discussion, but required to recuse themselves from the vote.

The requirement to remove oneself from the meeting is excessive. The mere presence of one potentially or actually conflicted director amongst 21 non-conflicted members does not necessarily ruin the process or decision.

The Board of Governors Manual, at page 38, states that elected governors may face “the possibility of conflict between the interests of the constituency that elected them and the interests of the University” and are bound to act in the best interests of the University.

This provision inappropriately expands the statutory fiduciary duty found in section 19.1 of the *Act*. It is unfortunate that repetitive language is used against representational board members — as opposed to a reminder to external board members that they may have to recommend, recuse, or vote against transactions that may benefit them, their employer, or other organization with which they are affiliated. This false dichotomy is inconsistent with the representational nature of the University Governance Model.

Conduct & communications restrictions/ Code of conduct

Section 3.2 of the *Code of Conduct* states that a governor “is not a delegate or democratic representative of any interest or group.”

This language is entirely at odds with the University Governance Model, which is enshrined in the representation requirements for each board, according to the *Act*. It is highly problematic that a public body functioning for the public good, with board members

who are elected and appointed would seek to function undemocratically. CAUT asserts that the faculty board members are democratic representatives, whose constituents are mandated to be represented by law.

CAUT is aware of the changes made to the *Code of Conduct* in 2017. One of these changes involves the removal of a democratic representative from the language described above. Although it is a step in the right direction, the retention of the prohibition on acting as delegates or representatives still interferes with the proper role of the representational members.

The Board of Governors Manual, at page 39, states that requests for information from students and faculty to their own governors should be directed to the Board Secretary.

This provision interferes with the representational nature of internal membership on the board. Student and faculty members should be free to consult with and inform their constituents. Imposing controls on information is anathema to academic freedom.

Nature of meetings

The Board of Governors Manual describes meetings as open to the public, but that guests must request permission to attend. The number of guests is limited to 15.

Neither of these provisions is very open. Members of the university community and broader public should be allowed to observe the board in action without prior permission.

Other

Section 4 of the *Board of Governors Manual* enshrines academic freedom as a “fundamental principle.” It goes on to state that behaviour that interferes with the free and full discussion of ideas, even unpopular or abhorrent ones “threatens the integrity of the University’s forum” and will not be tolerated.

Although it is good to see academic freedom at the front of an important governance document, the wording is problematic. Rather than defining academic freedom as an academic staff member's right, it is vaguely defined and qualified as not including certain "behaviours." This wording skirts dangerously close to respectful workplace language. Better language would define academic freedom as a right that includes the ability to criticize the very system within which academic staff operate.

Simon Fraser University

Number of faculty on board

See "A note on British Columbia."

Source of faculty on board

See "A note on British Columbia."

Fiduciary duty provisions

See "A note on British Columbia."

Section 3.2 of the *Rules of the Board of Governors* goes further. It states that members must function primarily as a member of the board — "not as a member of any particular constituency."

The fiduciary obligation, when applied within the context of the University Governance Model, includes the interests of particular constituencies that are a part of the university. This is strengthened by the inclusion of particular constituencies on the board, as per Section 19 of the *University Act of British Columbia*. Internal rules and policies should not be inconsistent with the representational requirements of the Act.

Conflict of interest provisions

Conflict of interest provisions is defined in Section 9.1 of the *Rules of the Board of Governors* as "when a Member's other interests may put into question the independence,

impartiality, and objectivity that Members are obliged to exercise. It may be financial or otherwise."

CAUT believes that conflict of interest provisions should focus on financial conflicts, self-dealing, and misuse of office. This kind of language, where amorphous concepts of loyalty are used, could be used to interfere with the University Governance Model.

Section 9.3 requires that a member who is in such a conflict must remove themselves from the meeting, if in camera, and abstain from discussion or vote, if during open sessions.

Requiring a member to refrain from contributing to the discussion through silence or absence is excessive. Internal members should be allowed to contribute their voice as academic staff, general staff, or students, while being required to recuse themselves from the vote. At other institutions, representational members are specifically permitted to comment in general terms, and on behalf of their group or community. That kind of language should be included here.

Conduct & communications restrictions/ Code of conduct

Section 3.4 of the *Rules of the Board of Governors* states that a member expressing dissent from a board decision, "shall clarify that the dissenting view is that of the Member and not of the Board, and shall be obliged to qualify the dissenting view by indicating recognition of the Board's majority decision."

It is appropriate that there is an explicit provision allowing for dissent. This is in stark contrast to board solidarity provisions at other universities.

Section 7 sets out what topics are to be designated as in camera. These topics include disciplinary matters,

personnel, negotiations, and items where disclosure may harm the economic interests of the University.

Nature of meetings

Section 6.1 of the *Rules of the Board of Governors* states that meetings default to open, except when in camera.

Other

The document *Board Guidelines for Individual Board Members* repeats the prohibition on representing a constituency.

As discussed in Appendix A, there is nothing in the law on fiduciary duties of directors that prohibits taking into account the interests of a particular constituency as part of the interests of the whole. This provision is contrary to the statutorily mandated University Governance Model.

Thompson Rivers University

Number of faculty on board

See “A note on British Columbia.”

Source of faculty on board

See “A note on British Columbia.”

Fiduciary duty provisions

See “A note on British Columbia.”

Conflict of interest provisions

Chapter 14, Part V, Articles 1(b) & (e) of the *Board Governance Manual* specifically mentions a union as having the potential to conflict with the university’s interests. 1(e) specifically mentions a business owned by a union.

It is unfortunate that the statute entrenches the false dichotomy between the academic staff association or union’s interests and those of the university as a whole.

The general law on fiduciary obligations and conflicts of interest would not require a categorical prohibition on a board member serving in both roles (see Appendix A). With respect to a union owning a business, according to Article 1(e), it is highly unlikely since unions rarely, if ever, operate businesses.

Chapter 14, Part V, Article 1(g)(v) states that a conflict of interest involves influencing or participating in a decision where a member directly or indirectly receives a financial gain.

This provision catches all representational board members. Better language would be to create the appropriate voice-vote distinction. Voices from within the university community are important to consider when making decisions that affect tuition, salary, budgets, terms of work, etc. These voices should still be heard, and the representational board members can be excluded from the vote.

Article 2(f) requires that a member in a conflict of interest should leave the room and not participate in any discussion.

This is an excessive requirement. Appropriate language would allow for representational member participation, but require their recusal from the vote. This report uses the term voice-vote distinction for such a provision.

Article 3(d) arguably remedies the concerns noted above. It allows members in a conflict to still comment in a general fashion on issues that affect the group they represent. It also sets out when internal members should definitely abstain from voting — e.g. where the discussion is about their own program or negotiations.

Conduct & communications restrictions/ Code of conduct

CAUT did not find any provisions that are inconsistent with the University Governance Model.

Nature of meetings

CAUT did not find any provisions that are inconsistent with the University Governance Model.

University of Victoria

Number of faculty on board

2/15

Source of faculty on board

See “A note on British Columbia.”

Fiduciary duty provisions

See “A note on British Columbia.”

The document *Statement of the Responsibilities of the Board of Governors and its Members* contains language similar to that found in statutory forms of fiduciary duty. It states,

[U]niversity interests take priority over personal or competing interests, public responsibility flows from the university being a public body, members must function as a member of the Board and not as a spokesperson for a constituency, confidentiality must be maintained with respect to matters in committee and during closed meetings, and board members must not assist any person or any organization in its dealing with the university, where such intervention may result in preferential treatment.

Section 4.2 of the *Procedures of the Board* document repeats the same prohibition on being a spokesperson for a constituency.

The statement about the public responsibility of the university is welcome. Most universities do not direct

their board members to that fact. It is not in keeping with the University Governance Model to impede members from acting as spokespersons for a constituency. The fact is constituency representation is mandated by statute.

Conflict of interest provisions

Section 5.3 of the *Procedures of the Board* requires that members who are in a conflict of interest must leave the room prior to any vote, and must not attempt to influence discussion or voting in any way.

Section 5.4 provides that matters that will affect a broad group within the university — e.g. faculty, staff, or students — will not place representational members in a conflict of interest. It does, however, prohibit representational board members from commenting on the specifics of terms of employment.

These provisions take into account that representational board members are mandated by statute to take into account the interests of their constituents.

Conduct & communications restrictions/ Code of conduct

CAUT did not find any provisions that are inconsistent with the University Governance Model.

Nature of meetings

Section 3.4 of *Procedures of the Board* mandates that meetings be open, except for in-camera.

Section 3.9 prohibits the recording of meetings without permission of the Chair.

It is important for transparency and accountability that meetings default to open. In addition, although it is likely to be rarely granted, it is positive that there is a means for observers to record board meetings (*Manual*, Section 9.5).