



Statement of the Responsibilities of the Board of Governors and its Members

The Board of Governors of the University of Victoria is responsible, under the *University Act* (RSBC 1996, c. 468) for the management, administration and control of the property, revenue, business and affairs of the university. Its specific powers are set out in Section 27. Broadly speaking, its key functions – many of which are carried out in consultation with the University's Senate – include:

- Approving the university's mission and strategic plan.
- Approving and monitoring the execution of policy with respect to the goals expressed in the above.
- Appointing and supporting the president, approving their annual goals, and reviewing their performance.
- Establishing procedures for the appointment of senior academic administrators, faculty and staff and approving executive appointments.
- Approving, upon the recommendation of the Senate, the establishment of faculties, departments and academic programmes.
- Approving enrolment targets upon the recommendation of the Senate.
- Approving the budgets for operational and capital expenditure.
- Entering into collective and other agreements on behalf of the university.
- Maintaining the university's real property and other assets.
- Setting tuition and other fees.
- Ensuring that the university is well managed and accountable.
- Overseeing the university's compliance with legal, statutory and regulatory requirements.
- Interpreting the needs of society and the larger community to the university.
- Advocating for the university and protecting and defending its autonomy.

The Board of Governor's fifteen members are each responsible for contributing to its efforts to fulfill these functions in a manner that enables the University of Victoria to fulfill its mission and serve, to the fullest possible extent, current and future generations.

Section 19.1 of the University Act provides that "(t)he members of the board of a university must act in the best interests of the university." Whether appointed or elected, Board members must:

- Carry out their functions with integrity, independence, good faith and the prudence of a reasonable individual.
- Act, individually and collectively, in the best interests of the university as a whole. Each member, no matter how they come to be a member, has a responsibility only to the university, and must give the university's best interests priority over personal or competing interests. This is a public responsibility because the university is a public body.

Any member, once appointed or elected, must function as a member of the Board and not as a spokesperson for a constituency.

- Appreciate the roles of universities in society, the particular mission of the University of Victoria, and the Senate's role in the governance of the latter.
- Distinguish between matters of policy (Board responsibility) and matters of administration (President's responsibility). (Matters of policy may be defined as: general rules or principles, or a statement of direction or intent, which provide guidance to the President and senior academic administrators in reaching decisions with respect to the particular matters entrusted to their care.)
- Hold the university accountable, while acting as ambassadors for it.

More specifically, individual members of the Board of Governors accept responsibility for:

Preparation

Board members should make every effort to understand the University, including the *University Act* and the Board's responsibilities and procedures, as well as to familiarize themselves with trends in governance and in post-secondary education. They should devote adequate time to preparation for Board meetings and deliberations.

Attendance and participation

Board members are expected to attend and participate in meetings of the Board and of the committees to which they are assigned by the Board Chair. Under the *University Act* (s. 22(2)), a member who does not attend at least half of the regular meetings of the Board in any year is deemed to have vacated their seat, unless excused by resolution of the Board. If a member is unable to attend a meeting, they should inform themselves of what occurred at the meeting.

Board members are expected to participate actively in meetings. Laptops and other electronic devices are to be used during meetings only for Board-related purposes.

Exercise of due diligence

Board members must act with integrity, independence and the good faith of a reasonable individual to promote the best interests of the university, bringing due care, diligence and competence to that task. (Due diligence is defined as: the duty of Board members to exercise such degree of skill and diligence as would amount to the reasonable care that an ordinary person might be expected to take in the circumstances on their own behalf.)

Confidentiality

Board members are expected to maintain the confidentiality of Board deliberations both in committee and during closed meetings and of documents considered in closed meetings forever. A Board member who breaches confidentiality shall be subject to sanction by the Chair up to and including a request for the member's resignation.

Security

In order to protect confidentiality, Board members are required to keep and dispose of confidential Board materials in a secure manner. Board members must dispose of confidential paper records securely or return them to the University Secretary's Office for disposition. Likewise, members who keep Board records on computers, laptops or other electronic devices must keep these records secure. This involves measures such as using a complex password, taking steps to protect the physical security of the device, and ensuring that the records cannot be viewed by others when using the device in a public space. In order to minimize the risk of unauthorized access, Board members' copies of Board documents should be deleted after each meeting. Board members needing to review Board documents subsequent to meetings may access the official Board documents, which are held by the University Secretary's office.

If a computer, laptop or other electronic device containing confidential Board materials is lost or stolen, the Board member must inform Campus Security promptly.

Board members travelling across international borders should be aware that electronic devices may be subject to search.

Ethics and Conflict of Interest

Board members must act in the best interests of the university and must avoid putting themselves in a position of conflict of interest. Members must make full disclosure of all real, potential and apparent conflicts of interest annually. If a Board member becomes aware during the year of a conflict of interest or an apparent conflict of interest, they must declare that conflict of interest immediately in writing and must conduct their self in accordance with the sections of the Board's Procedures on Conflict of Interest.

Board members must ***not***:

- assist any person or any organization in its dealings with the university, when such intervention may result in real, potential, or apparent preferential treatment to that person or organization by the university.
- use, for personal benefit or advantage, any information acquired in the exercise of their office that is not otherwise generally available to the public.
- use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than those expressly approved by the university.

If a Board member becomes aware of any unethical or illegal behaviour associated with the activities of the Board, they must report it to the Board Chair or Secretary.

Communication

Board members must recognize that the *only* spokesperson to the media for Board matters is the Chair of the Board of Governors or the Chair's express delegate.

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

Board members are expected to communicate promptly and clearly to the Chair of the Board and the President any significant concern or complaint and to let them deal with it. They should refer any request for information from a member of the university community to the Board Chair or the Board Secretary.

Once the Board takes a decision after a fair and objective hearing of different opinions on an issue before it, Board members are expected to stand united in that decision in public.

Evaluation

Board members are expected to set an example by assessing on a periodic basis the performance of the Board and their own performance as part of the governance process.

Attestation and Signature

I acknowledge that I have read and understood the responsibilities of the University of Victoria Board of Governors and its members.

Dated the _____ day of _____, 20____.

Signature: _____

Name (Please print): _____