University of Victoria

Procedures of the Board

The Board of Governors is constituted as described in Part VI, Sections 18 to 34 of the University Act (R.S. Chap 468). Section 26 (1-3) provides details for meetings of the Board.

1. ELECTION OF CHAIR AND VICE CHAIR

1.1 The Chair of the Board shall be elected annually, from among the members appointed by the Lieutenant Governor in Council, at the last statutory meeting before the summer recess.

1.2 The Vice-Chair of the Board shall be elected annually, from among the members appointed by the Lieutenant Governor in Council, at the last meeting before the summer recess. The Vice-Chair becomes Acting Chair in the absence of the Chair.

1.3 Upon request of at least one (1) Board Member at the meeting, the elections referred to in 1.1 and 1.2 will be held by secret ballot.

2. CHAIR

2.1 The Chair shall recommend to the Board the committees necessary for the effective functioning of the Board. (See Section 27(2)(c) University Act.)

2.2 The Chair shall appoint the chairs and the Board members on each committee of the Board annually one month before the first fall meeting. The Chair will consider Board members areas of interest and the need for broad representation when making these appointments.

2.3 In the event of the Chair resigning or being unable to fulfill the duties of Chair, the Vice-Chair will assume the role of Chair.

2.4 Upon the Vice-Chair becoming Chair under 2.3 the Board shall hold an election for a Chair and Vice-Chair as soon as it is practical to do so.

3. MEETINGS

3.1 Meetings of the Board will be held in accordance with Section 26(1) of the University Act.

3.2 The time and place of meetings will be established by the Chair.

3.3 The Secretary shall prepare the agenda of Board meetings. In the preparation of the agenda, the Secretary will consult with the Chair and the President.

3.4 Meetings of the Board shall be open except for those items which the Chair or the Board shall determine to consider in closed or "in camera" meetings.

3.5 The agenda for Board meetings will close at noon fifteen (15) days before the Board meets.

3.6 The draft Board agenda, Committee agendas, and documents will be delivered to Board members one week before the Board Committee meetings. The final Board agenda shall be tabled at the Board meeting.

3.7 Board materials for consideration in the closed session must be treated with confidentiality until the Board determines otherwise.

3.8 The draft open agenda along with the date of the committee meetings will be published seven (7) days prior to the meeting of the Board of Governors. Copies of the draft open agenda and open session docket will be sent to the Library, the presidents for the Faculty Association, unions, and students' societies when the agenda is published.

3.9 No cameras, recording devices or electronic communications equipment shall be used without the prior consent of the Chair.

3.10 Eight members of the Board shall constitute a quorum for transactions of the Board. (See Section 26(2) University Act)

3.11 The chair of a Board committee will report on the committee's activities and present its recommendations to the Board.

3.12 The Board Chair has the same right of voting as the other members of the Board, and, in the case of an equality of votes for and against a motion, the question is resolved in the negative, and the Chair shall so declare. (See Section 26(3) University Act)

3.13 The Chair will formally announce the outcome of each vote and this outcome will be recorded in the summary record. Any member of the Board may ask that the vote count or the member's individual vote or abstention be recorded in the summary record.

3.14 The Board Chair may recess the open session for a brief period or adjourn the open session and reconvene the Board in closed session in the event the Board is prevented from conducting its business in open session.

3.15 Attendance by proxy or vote by proxy is not permitted.

3.16 No motions or issues for discussion may be brought forward at a regular Board or Board committee meeting unless the matter is on the agenda.

A member must give notice of motion or an outline of the discussion topic in writing not less than fifteen (15) days prior to a future Board meeting. Such notice will be given to the Secretary of the Board. The Secretary in consultation with the Chair of the Board shall refer the motion to the appropriate Board Committee. Matters brought before the Board will be referred to the appropriate Board Committee prior to full discussion at a Board meeting, unless the Board determines otherwise.

Emergent matters may be raised by Board members in consultation with the Chair. Unless agreed to otherwise such items will normally be discussed at the closed session of the Board. Board members may raise policy items for discussion during a committee meeting.

3.17 Normally all matters coming to the Board from the University administration will be presented to the Board by the President. In exceptional circumstances other senior members of the University administration may approach the Chair to bring forward matters for consideration. At the discretion of the Chair, such matters may be added to an agenda.

3.18 With the consent of the Chair, staff members as designated by the President may be invited to attend meetings of the Board.

3.19 The Chair may invite individuals to attend meetings of the Board.

3.20 At the discretion of the Chair, a resolution may be voted upon by ballot conducted by e-mail. In this case, to be adopted, a resolution must receive affirmative votes of at least a majority of those eligible to vote. A resolution adopted by this method will be deemed to have been passed at a validly constituted meeting of the Board and will be reported at its next scheduled meeting.

3.21 Under exceptional circumstances and only with the consent of the chair – and subject to logistical constraints – a board member may participate in a meeting by telephone, videoconference or other secure means of communication that enables the member to communicate with other participants in the meeting simultaneously and instantaneously.

A member participating in a meeting by such means will be deemed to be present at the meeting.

4. DUTIES

4.1 Members of the Board of Governors must carry out their functions with integrity, independence, good faith, and prudence of a reasonable individual.

4.2 Each member of the Board has a duty with other Board members to act in the best interests of the University (See Section 19.1 University Act). Each member, no matter how they come to be a member, has a responsibility only to the University. 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.

4.3 The responsibilities of members of the Board of Governors are described in the Statement of the Responsibilities of the Board of Governors and its Members.

4.4 The Board may, upon a resolution passed by the vote of at least 2/3 majority of the members of the board, recommend that the Lieutenant Governor in Council remove a member of the Board from office for cause.

5. CONFLICT OF INTEREST AND CONFIDENTIALITY

5.1 The Board of Governors of the University has a variety of functions to perform under the University Act. The composition of this Board is complex, and it is possible that conflict of duty or interest may arise in the case of any member of the Board.

A conflict of interest arises when a Board member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest. Further, there is an apparent conflict of interest when there is a reasonable perception that the Board member's ability to exercise an official power or perform an official duty or function will be or was affected by a private interest.

5.2 A Board member must make full disclosure of all real, potential and apparent conflicts of interest annually. If the Board member becomes aware during the year of a conflict of interest or an apparent conflict of interest, they must declare that conflict immediately in writing.

5.3 After disclosing the conflict, the Board member

i) may seek the Chair's permission to address the matter briefly, before absenting themselves from the discussion and the vote;

ii) must not take part in the discussion of the matter or vote on any questions in respect of the matter. However, the member may be counted in the quorum present for the meeting;

iii) if the meeting is open, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict of interest is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;

iv) must, if the meeting is closed, leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed;

v) must not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict of interest.

5.4 With the exception of matters potentially affecting a Board member's terms of employment, voting on matters which will have an effect on a broad group (students, staff, faculty) by a member of that group is in general not a conflict of interest. For example, student members of the Board may vote on issues dealing with tuition fees. If a Board member is in doubt about whether they or another member of the Board is or may be in conflict of interest, the Board member should discuss the matter with the Chair. The Chair may rule a member to be in conflict of interest with an issue before the Board.

5.5 A Board member is expected to maintain the confidentiality of Board deliberations both in committee and during closed meetings and of documents considered in the closed meetings forever. Documents to be considered in the open session are released in conformity with paragraphs 3.7 and 3.8.

5.6 A Board member who breaches confidentiality or the Board's trust with regard to conflict of interest shall be subject to sanction by the Chair up to and including a request for the member's resignation. Other sanctions may include the member being excluded from the committee meetings and receiving Board documents in conformity with the public release of those documents for the remainder of the academic year.

5.7 The ruling of the Chair on a conflict of interest or breach of confidentiality may be appealed to the Board of Governors. A majority vote of the Board members can overturn the decision of the Chair.

5.8 Board members must annually sign a statement disclosing any real, potential or apparent conflicts of interest and acknowledging that they have read and understood the Board procedures on conflict of interest.

6. EXECUTIVE AND GOVERNANCE COMMITTEE

6.1 The Executive and Governance Committee shall consist of the Chair of the Board as Chair, Vice-Chair, Chancellor, President, the Chairs of each of the standing committees of the Board, and one elected member appointed by the Board Chair.

6.2 The Executive and Governance Committee shall have such powers as given to it by the Board of Governors and shall report back to the Board on the action taken in the exercise of such powers.

6.3 The Executive and Governance Committee in consultation with the Compensation and Review Committee will consider and act upon recommendations regarding performance reviews, remuneration and terms of employment of the Vice- Presidents and the President of the University.

6.4 If matters arise between meetings which require Board attention, the Chair may call a meeting of the Executive and Governance Committee to deal with such matters. The Chair will then report to the Board at its next scheduled meeting. Normally, if such a meeting is called, members of the Board of Governors not on the Executive and Governance Committee shall be invited to attend if available, and shall receive the same materials as members of the Executive and Governance Committee.

6.5 The Executive and Governance Committee shall review the Procedures of the Board and the document on Responsibilities of the Board of Governors and its members prior to the first statutory meeting in the fall and bring them forward for approval.

6.6 The Executive and Governance Committee shall recommend to the Board an appropriate evaluation process for the Board and its committees, orientation process for new members, and undertake such other corporate governance initiatives as the Chair or Board deem desirable.

6.7 The Executive and Governance Committee shall review the needs assessment for potential governors, taking into consideration the Board's short-term needs and long-term plans and shall advise the President and Chair on the criteria for new governors and potential candidates for recommendation to the government.

6.8 The Committee makes recommendations to the Board of nominations for appointment to those external bodies where the appointments require the approval of the Board of Governors.

6.9 The Executive and Governance Committee considers and makes recommendations to the Board on matters related to the university's controlled entities.

7. FINANCE COMMITTEE

7.1 This Committee is charged with consideration of all matters regarding finance at the University.

7.2 This Committee shall deal with matters pertaining to the final agreements on remuneration and terms of employment of faculty and staff within the University as related to budget; to fees for university activities as defined by Section 27(1) of the University Act; to approval of the budget framework; to amendments to the pension plans; to decisions regarding the use of University funds for major capital projects.

7.3 Motions resulting from deliberations of this Committee will be brought forward by the Chair to the Board for further consideration. The Committee shall consider which items on its agenda should be placed on the closed agenda and shall so inform the Secretary.

8. OPERATIONS AND FACILITIES COMMITTEE

8.1 The Committee examines issues and policies which affect students and student services, excluding purely academic issues and policies; policies dealing with personnel (e.g. equity, evolution of faculty staffing), research administration, and administrative procedures, as well as planning.

8.2 This Committee shall deal with matters related to new buildings and major capital projects in accordance with the Board-approved Capital Projects Policy. (Note: Approval of the Finance Committee is required for the use of University funds for major capital projects.)

8.3 This Committee considers for approval the appointment, reappointment, and removal of the following officers of the University upon the recommendation of the President: the Vice Presidents and University Secretary. The Committee shall receive annually reports on staffing that give an overview of all other appointments.

8.4 Motions and reports resulting from deliberations of this Committee will be brought forward by the Chair to the Board for further consideration. The Committee shall consider which items on its agenda should be placed on the closed agenda and shall so inform the Secretary.

9. AUDIT COMMITTEE

9.1 Membership

9.1.1 The members of the Audit Committee shall be independent, i.e., have no material direct or indirect association with the organization, which could be reasonably perceived to interfere with the exercise of the member's independent judgment.

9.1.2 The Committee shall consist of the Chair or Vice-Chair of the Board, at least three order-in-council members of the Board and other individuals as appointed by the Board; at least one member shall also serve on the Finance Committee.

9.1.3 The President, Vice-President Finance and Operations, Executive Director of Financial Services and the Director of Internal Audit shall normally be invited to attend Audit Committee meetings.

9.1.4 Financial literacy is a prerequisite for service on the Audit Committee. The majority of members of the Committee shall be capable of reading and understanding financial statements of the breadth and complexity of those of the university, and at least one member of the Committee shall have accounting or related financial management expertise. All committee members should possess an inquiring attitude, objectivity, independence and sound judgement.

9.1.5 Before appointing members to the Audit Committee under 2.2, the Chair of the Board will consult the Chair of the Committee concerning the performance of Committee members and the qualifications of potential new Committee members.

9.2 Mandate

9.2.1 The Committee's primary responsibilities and authorities are to assist the Board oversight of:

- The integrity of the University's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- The qualifications and independence of the University's external auditors;
- The performance of the external auditors and the internal auditor;
- The University's compliance with legal, statutory and regulatory requirements;
- The university's enterprise risk management process;

- The procedures in place for the receipt, retention and treatment of complaints received by the University regarding accounting, internal accounting controls or audit matters; and
- The selection and hiring of the external auditors.

9.2.2 The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the internal and external auditors, as well as, the management of the University.

9.2.3 The Committee may request the Board of Governors to retain special legal, accounting, consulting or other experts the Committee deems necessary in the performance of its duties.

9.2.4 The Committee provides effective liaison between the Board of Governors, University management and the University's internal and external auditors in all matters dealing with the audit of the University's financial activities.

9.2.5 The Committee reviews any significant proposed changes in the position description of the University's chief financial officer, the Vice-President Finance and Operations.

9.3 Meetings

9.3.1 The Committee shall meet a minimum of 3 times a year, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in in camera session at least annually with management, the internal auditor, the external auditors, and as a committee to discuss any matters that the Committee believes should be discussed.

9.4 Responsibilities and Duties

Review Procedures

9.4.1 The Committee periodically reviews the effectiveness of the university's enterprise risk management process and annually reviews and provides feedback on the university's risk register. The results of these reviews are reported to the Board.

9.4.2 Annually, in consultation with the management and the external auditors, the Committee considers the integrity of the financial reporting processes and controls. It discusses significant financial risk exposures and the steps management has taken to monitor, control and report such exposures.

It reviews significant findings prepared by the external auditors together with management's responses.

9.4.3 The Committee reviews and recommends to the Board the University's annual audited financial statements and related documents prior to filing or distribution. The review should include discussions with management and the external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgements.

External Auditors

9.4.4 The Committee reviews the independence and performance of the external auditors and recommends to the Board the appointment of the external auditors or approval of any discharge of auditors when circumstances warrant on a cycle approved by the Board.

9.4.5 On an annual basis, the Committee reviews and discusses with the external auditors all significant relationships they have with the University that could impair the auditors' independence. This review should include a review of non-audit services performed by the external auditors.

9.4.6 The Committee reviews the external auditors' audit plan - discusses and approves audit scope, staffing, locations, reliance upon management and internal audit, and general audit approach.

9.4.7 Prior to releasing the year-end financial statements, the Committee discusses the results of the audit with the external auditors. It also discusses certain matters required to be communicated to the Committee in accordance with the standards established by the Chartered Professional Accountants of Canada.

9.4.8 The Committee considers the external auditors' judgments about the quality and appropriateness of the accounting principles as applied in the financial reporting.

9.4.9 The Committee meets in in camera session with the external auditor.

Internal Audit

9.4.10 The Committee reviews the mandate and objectives of the internal audit function.

9.4.11 The Committee approves the appointment and reviews the compensation of the chief auditor within the parameters set for Excluded Management and Confidential Staff approved by the Board.

9.4.12 The Committee reviews the budget, staffing and resources of the Internal Audit function and makes recommendations to the Vice President Finance and Operations.

9.4.13 The Committee approves the internal auditor's audit plan for the year including audit scope, staffing, locations, timing and general audit approach.

9.4.14 The Committee reviews audit reports and discusses the results of the internal audit work plan.

9.4.15 The Committee meets in in camera session with the internal auditor.

Legal Compliance

9.4.16 On at least an annual basis, the Committee reviews with the University's legal counsel any legal matters that could have a significant impact on the financial statements, compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

Other Audit Committee Responsibilities

9.4.17 The members annually assess the effectiveness of the Committee, against its mandate and report the results of the assessment to Executive and Governance Committee of the Board.

9.4.18 The Committee ensures its members receive appropriate financial orientation and training to enhance financial literacy in order to carry out their oversight responsibilities.

The Committee performs any other activities consistent with this mandate, rules and regulations, and governing laws, as the Committee or the Board deems necessary or appropriate. It maintains summary records of meetings and periodically reports to the Board on significant results of the foregoing activities. It annually reviews its mandate and makes any recommendation for updating it to the Executive and Governance Committee of the Board.

10. COMPENSATION AND REVIEW COMMITTEE

10.1 The Compensation and Review Committee deals with matters pertaining to performance reviews, remuneration and terms of employment of senior administrators (to be determined by the Committee) and matters relating to the mandates for negotiations and discussions with employee groups and unions.

10.2 To deal with termination decisions under section 28 of the *University Act* on behalf of the Board.

10.3 Its members shall be independent of management, shall not be employees, and shall have knowledge and experience of human resource management.

10.4 The Committee shall consist of the Chair of the Board and four additional Order-in- Council members of the Board appointed by the Chair and shall be chaired by the Chair of the Board or designate.

10.5 This Committee makes recommendations to the Executive and Governance Committee or the Board of Governors, on matters of policy, on matters that require action by the Board of Governors, and on any other issues that the Chair determines should be reported to the Board of Governors.

11. APPOINTMENTS

The Board delegates its authority to make appointments to the appropriate Vice-President or the President. This delegation includes the approval of new appointments of regular faculty within the approved budget and plan of the unit and according to the policies of the Board on terms of appointment including the faculty collective agreement; recommendations for reappointments, promotion, and tenure in accordance with the policies of the Board; and all academic and senior administrators except those listed in paragraphs 8.3 and 9.4.11.

The Board delegated its authority to make termination decisions under Section 28 of the *University Act* to the Compensation and Review Committee.

12. ATTENDANCE AT COMMITTEE MEETINGS

The Chair, the Vice-Chair, the Chancellor and the President serve in an ex-officio capacity on the following Board committees: Executive and Governance, Finance, and Operations and Facilities. Any member of the Board is welcome to attend, and may participate with the consent of the chair of the committee in a meeting of the following committees: Finance Committee, and Operations and Facilities Committee. Agendas of these committees will be distributed to all members of the Board.

13. APPEALS TO THE BOARD OF GOVERNORS

In those instances under the University Act and University policies where an appeal to the Board is allowed, the appeal must be filed within 90 days of the date of receipt of the decision being appealed. Any panel or person appointed by the Board of Governors to hear the appeal shall determine its own procedures which must be in accordance with the principles of natural justice and administrative fairness.

If and when an appeal under Section 60(3) of the University Act comes to the Board of Governors, the President should, as a matter of course, withdraw from any such case that is being considered by the Board except in capacity as a witness.

University of Victoria

Last Revised September 28, 2021

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): _____