

## UNIVERSITY OF VICTORIA BOARD GOVERNANCE CHECKLIST

The University of Victoria is governed by British Columbia's *University Act*. Recognizing that universities flourish best and serve society most effectively when they have strong academic direction and autonomy, *The Act* provides for bicameral governance. The Board of Governors is responsible for the University's management, administration and business affairs; the Senate, for its academic governance. This special governance model – long characteristic of universities in Canada and elsewhere – fosters the development of academic programs and research of high quality within the context of sound fiscal and administrative management.

The University of Victoria strives to achieve high standards in governance, as it does in its educational and research activities, its service to the community, and its management and business practices. Consistent with its commitment to account for its performance to government, students, donors, its community, other stakeholders and society at large, this sets out the Board governance practices to which the University has committed itself and by which its performance in this aspect of its governance should be measured.

The checklist comprises three elements:

- A. A list of practice guidelines (in italics). These include items from the *Orientation for B.C. Public Post-Secondary Institution Board Members* published by the Ministry of Advanced Education in June 2016 and the *Best Practice Guidelines* for public sector organizations issued in 2005 by British Columbia's Board Resourcing and Development Office. They also include several practices identified by the Association of Governing Boards (R.T. Ingram, *Effective Trusteeship: A Guide for Board Members of Public Colleges and Universities*, Association of Governing Boards, 2004) as integral to the effectiveness of public university boards, practices identified by the Office of the Auditor General of British Columbia in *Report 2: May 2012 – Crown Agency Governance* – and others to which we at the University of Victoria have committed ourselves, by virtue of our aspiration to lead amongst Canadian universities and to be a university of choice for outstanding students, faculty and staff from British Columbia, Canada and the world.
- B. A symbol next to each guideline indicates that: the University's existing practice is in alignment with the guideline (√); action will be taken to bring the practice in question into alignment with the guideline (\*); or that: the University's practice differs from the guideline, for reasons which are explained (◇).
- C. A summary description of the existing practice (where it is in alignment with the guideline or deliberately varies from it) or of the steps being taken to improve upon the existing practice (where the latter should but does not yet fully meet the guideline).

## 1. Board composition and succession

- a) *“The Board identifies and recommends to government new candidates based on an understanding of the competencies required and the government selects candidates to fill the existing competency gaps.”* (Source OAG of BC, *Report 2:May 2012 – Report on Crown Agency Governance*, p. 49)

√

As outlined below, the Board of Governors makes recommendations to government based on an understanding of the competencies required and identifies individuals for recommendation whose appointment will equip the Board with the required skills and experience.

- b) *“The board is made up of individuals who, collectively, have the required competencies and personal attributes to carry out their responsibilities effectively.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

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The Board of Governors is composed, consistent with the *University Act*, of 15 members: the chancellor; the president; 2 faculty members elected by the faculty members; 8 persons appointed by the Lieutenant Governor in Council, 2 from among persons nominated by the alumni association; 2 students elected by the students; and one person elected by and from the employees of the university who are not faculty members. Elections of the representatives of the faculty, students and staff are conducted in accordance with the Act and the university’s regulations. Appointments are made consistent with the Act and the Board Resourcing and Development Office’s *Appointment Guidelines* for Governing Boards and other Public Sector Organizations. These election and appointment processes combine to provide the Board with the collective knowledge, competencies, experience and attributes it needs to govern the University effectively.

- c) *“Unless specified otherwise in the governing legislation, board members are independent from management and have no material interest in the organization.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

◇

As noted above, the *University Act*, by which the University of Victoria is governed, specifies that the membership of the board is to include the president and elected representatives of the faculty, students and staff. Their presence and participation greatly enhances the knowledge and experience of university affairs – and the diversity of perspectives – on the Board, thereby

contributing to its performance. Any potential conflict of interest arising from the presence of employees on the Board (which is a standard feature of Canadian university governance) is addressed by the University's *Statement of the Responsibilities of the Board of Governors and its Members*, section 23(1)(g) of the *University Act*, and the Board's Procedures on Conflict of Interest. The latter provide that Board members must make full disclosure of all real, potential and apparent conflicts of interest (annually and as they emerge) and must not take part in discussions or votes on such matters.

- d) *"The board has a committee that develops director selection criteria and identifies and evaluates potential candidates."* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

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In accordance with the Board's Procedures, its Executive and Governance Committee "review[s] 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".

- e) *"The board has a competency matrix that is updated annually and when vacancies arise. The competency matrix is used to identify competency "gaps" on the board and direct the search for new candidates."* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

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The Executive and Governance Committee has developed and uses such a matrix.

- f) *"The board has a board succession plan to recommend to Government the orderly turnover of directors."* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

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The competency matrix is regularly reviewed and updated, so that the Executive and Governance Committee can identify successors whose appointment will equip the Board with the skills and experience it needs.

- g) *"The board publishes the name, appointment term and a comprehensive biography of each director."* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

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This information is published annually in the University's newspaper, *The Ring*, and is available on the Board page of the University's web site.

## 2. Board responsibilities

- a) *"The board publishes a charter that details its roles and responsibilities and the governance processes used to fulfill them."* (Source: BC BRDO, *Best Practice Guidelines*, p. 12)

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The *University Act*, which sets out the Board's powers, responsibilities and statutory requirements, is accessible through the Board page of the University's web site. The Board's Procedures are also published there.

- b) *The board and its members understand and appreciate the special roles of universities in society and the particular mission of the University of Victoria.*

√

The Board has a sound grasp of the roles of universities in general and of the mission of the University of Victoria, in particular.

- c) *The board understands and respects the role of the university senate in the governance of the university.*

√

The Board has a productive relationship with the University's Senate. Its understanding of the University's mission and academic governance -- and of developments in higher education at large -- is fostered by annual one-day retreats conducted jointly with the Senate and by regular educational presentations. Information concerning the role and responsibilities of the Senate and academic governance at large has been included in orientation and other materials. Opportunities for Board members from outside the university to learn about ongoing learning, teaching, research and related creative and other activities are provided through visits to different parts of the campus, scheduled over the course of the year.

- d) *"The board understands and respects the academic culture and institutional norms.... It respects the chief executive and his or her office with regard to communication with the faculty and other internal constituencies."* (Source:

R. Ingram, *Effective Trusteeship*, Association of Governing Boards, Washington, D.C.: 2004, p. 55)

√

The Board respects the academic culture and entrusts communication with the faculty and other internal constituencies to the President and the Provost.

- e) *“The board has a good record of balancing its responsibility to hold the institution accountable with its responsibility to advocate for its needs in serving current and future generations.”* (Source: R. Ingram, *Effective Trusteeship*, Association of Governing Boards, Washington, D.C.: 2004, p. 58)

√

The Board has a strong record of ensuring that the University is accountable. Through the Accountability pages on its website, the University of Victoria makes available reports and data which provide a public accounting of its accomplishments and progress in fulfilling its mission.

- f) *The board distinguishes between strategy and policy, on one hand, and management and administration, on the other. It does not involve itself in the day-to-day management of the institution.*

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The Board’s Statement of the Responsibilities of the Board of Governors and its Members requires that matters of policy (Board responsibility) be distinguished from matters of administration (President’s responsibility)

### 3. Board meetings and activities

- a) *“[The university’s] chief executive and board leaders work hard to keep [board member] focused on long-term strategy, priorities, and goals. [The board uses] ‘consent agendas’ (groupings of required approvals on operational matters). Also, by emphasizing discussion over ‘presentation’, our board members are more engaged, more stimulated and motivated, more knowledgeable about the key issues, and more willing and able to serve as effective advocates.”* (Source: R. Ingram, *Effective Trusteeship*, Association of Governing Boards, Washington, D.C.: 2004, p. 58)

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As noted above, the Board distinguishes between strategy and policy, on one hand, and management and administration, on the other. Consent agendas for Board meetings have long been used for efficiency. Consent agendas are

used for committees, when appropriate. Board meetings are organized so as to provide opportunity for discussion. Opportunities to enlist Board members' knowledge and expertise in consideration of strategic issues facing the institution will continue in 2017/18.

- b) *The number, length and organization of Board meetings enable it to carry out its work effectively and efficiently.*

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The *University Act* calls for the Board to meet as often as is necessary to transact its business and at least once every three months. By tradition, the UVic Board meets six times per year. Our most recent annual evaluation confirmed that the number, timing, length, agendas and conduct of Board meetings enable it to carry out its work effectively and efficiently. Continued attention will be devoted to structuring agendas and dockets so as to focus on key items while ensuring that all necessary business is completed.

#### 4. Committees

- a) *“The Board has committees that address the Finance, Governance, Human Resources and Compensation, and Audit functions, as well as any other committees relevant to board operations.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 15)

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Since 2010/11, the Board has had the following committees: Executive and Governance Committee; Finance Committee; University Operations and Facilities Committee; Audit Committee; Compensation and Review Committee.

- b) *“Each board committee has written terms of reference that are available publicly and that outline its composition and responsibilities.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 15)

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The committees' terms of reference are contained in the Board's Procedures, which are published on the Board page of the University's web site.

- c) *“Each committee keeps informed about emerging best practices in corporate governance relevant to its functions.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 15)

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Committees keep apprised of best practices in their areas. Pertinent articles and publications from sources such as the Association of Universities and Colleges of Canada, the Association of Governing Boards and *The Chronicle of Higher Education* will be circulated to Board members.

- d) “Every board task force and working group established to address special board needs has written terms of reference outlining its composition, responsibilities, working procedures and termination date.” (Source: BC BRDO, *Best Practice Guidelines*, p. 15)

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Such terms of reference are prepared when special task forces or groups are established.

## 5. Audit Committee

- a) “Audit Committee members are financially literate and at least one member has accounting or related financial management expertise.” (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

The Audit Committee’s terms of reference state that, “The majority of members of the Committee shall be financially literate, being defined as having the ability to read and understand financial statements of the breadth and complexity comparable to 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 judgment”. The Committee’s membership accords with this standard.

- b) “Members of the Audit Committee are independent from the external auditors.” (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

Members of the Audit Committee are independent from the external auditors.

- c) *“The Audit Committee has written terms of reference that set out its roles and responsibilities.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

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The Audit Committee has written terms of reference, setting out its roles and responsibilities, which are published on the University’s web site.

- d) *“The Audit Committee annually reviews its terms of reference and assesses its effectiveness in meeting the needs of the board of directors.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

The Audit Committee’s terms of reference specify that it shall “annually review its mandate and make any recommendation for updating it to the Executive and Governance Committee of the Board”. The terms of reference also require that: (i) Committee members annually assess the effectiveness of the Committee against its mandate and report the results of the assessment to the Executive and Governance Committee of the Board. (This is done through the annual Board and Board committee evaluation process).

- e) *“The external auditor reports directly to the Audit Committee, not to management.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

The Audit Committee’s terms of reference include the following:

- 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.
- 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.
- The Committee reviews the external auditors’ audit plan—discuss and approve audit scope, staffing, locations, reliance upon management and internal audit, and general audit approach.
- 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 Canadian Institute of Chartered Accountants.

- The Committee considers the external auditors' judgments about the quality and appropriateness of the accounting principles as applied in the financial reporting.
- The Committee meets in executive session with the external auditor.

f) *“The Audit Committee has an auditor independence policy or reviews and pre-approves all non-audit services to be provided to the organization or its subsidiaries by the external auditor.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

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An auditor independence policy is in place.

g) *“The Audit Committee periodically reviews the need for an internal audit function.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

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The University of Victoria has had an internal audit function since 1981.

h) *“If the organization has an internal audit function:*  
 i) *the internal audit group reports functionally to the Audit Committee and administratively to the Chief Executive Officer;”*

◇

The internal auditor reports to the Audit Committee and, for administrative purposes, to the Vice-President Finance and Operations. The reporting relationship to the Vice-President Finance and Operations was reviewed in the course of an external validation of the Internal Audit function conducted by KPMG in 2008 and was deemed to be appropriate.

ii) *“The Audit Committee oversees the work of the internal audit group.”*  
 (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

The Audit Committee's terms of reference include the following:

- The Committee reviews the mandate and objectives of the internal audit function.
- 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.
- The Committee reviews the budget, staffing and resources of the Internal Audit function and makes recommendations to the Vice President Finance and Operations.
- The Committee reviews the internal auditor's audit plan including discussion and approval of audit scope, staffing, locations, timing and general audit approach.
- The Committee reviews audit reports and discusses the results of the internal audit work plan.
- The Committee meets in executive session with the internal auditor.

i) *“The Audit Committee meets from time to time with the external and internal auditors without management present.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

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The Audit Committee holds *in camera* sessions with the internal auditor and with the external auditors at each meeting.

j) *“The Audit committee reviews any proposed changes to the position of the organization's chief financial officer.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

The Audit Committee's terms of reference provide for it to “review any significant proposed changes in the position description of the university's chief financial officer, the Vice-President Finance and Operations.”

k) *“The Audit Committee has the authority to engage independent counsel and other advisors, with prior approval from the board chair.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 20)

√

The Audit Committee's terms of reference give it "authority to conduct any investigation appropriate to fulfilling its responsibilities" and provide that it "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".

## 6. The Board Chair

- a) *"The position of chair and CEO are separate."* (Source: BC BRDO, *Best Practice Guidelines*, p. 22)

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The position of Board Chair and University President are separate.

- b) *"The board chooses its own chair on the basis of merit and leadership abilities; neither the govern[ment] nor anyone else does so, either directly or indirectly. Moreover, [the board's] bylaws do not require [ ] that the incumbent vice chair of the board will succeed the incumbent chair...The board [has] flexibility and responsibility to choose its own leaders."* (Source: R. Ingram, *Effective Trusteeship*, Association of Governing Boards, Washington, D.C.: 2004, p. 54)

√

The Board elects its own Chair annually. Section 19.2(1) of the *University Act* requires that the Chair be elected from among the 8 members of the Board appointed by the Lieutenant Governor in Council under section 19(1)(d).

- c) *"The board publishes a position description that sets out in detail the responsibilities of the chair."* (Source: BC BRDO, *Best Practice Guidelines*, p. 22)

√

The role and responsibilities of the Board Chair are set forth in the Board's Procedures, which are published on the Board page of the University's web site. A detailed Board Chair Position Description has also been developed.

- d) *"The chair and responsible Minister communicate regularly to build their working relationship."* (Source: BC BRDO, *Best Practice Guidelines*, p. 22)

◇

The University's Board Chair communicates and meets with the Minister as needed, as well as welcoming and introducing him or her at events on campus.

- e) ***“The Board Chair provides leadership to ensure the Board can effectively govern a post-secondary institution. The Board Chair guides Board activities, and works closely with the President to cultivate an effective relationship between the Board and institution management.”*** (Source: *Orientation Manual for BC Public PSE Board Members*, p.6)

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**This expectation is set out in the Board Chair Position Description and fulfillment assessed and confirmed through an annual Chair evaluation process.**

## 7. Individual Directors

- a) *“The board publishes a charter or similar document for directors that details the expectations of individual board members.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 24)

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The Board has approved a *Statement of the Responsibilities of the Board of Governors its Members*.

- b) *“In carrying out their Board duties, members must consider their:*
- *Fiduciary duty to act in the best interest of the organization.*
  - *Requirement to represent the interests of the institution as a whole, rather than the interests of individual constituents.*
  - *Commitment to maintaining high ethical standards and integrity in decision-making.*
  - *Commitment to respectful communication and interaction with other Board members and institution management.*
  - *Compliance with the Code of Conduct for the institution....*
  - *Commitment to effective governance”*

(Source: *Orientation Manual for BC Public PSE Board Members*, p.7)

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These expectations are reflected in the *Statement of the Responsibilities of the Board of Governors its Members*.

- c) *“The board develops and publishes minimum attendance expectations for directors and makes public the directors’ attendance records.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 24)



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 his or her seat, unless excused by a resolution of the Board.

- d) *“As part of public sector transparency, the organization annually discloses the amount of compensation paid to each individual director for the preceding year.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 24)



Consistent with practice at other major Canadian universities, members of the Board are not compensated for their service. (Reimbursement is provided for expenses incurred in attending Board meetings).

- e) *“Board members must abide by individual Board policies about who will be the spokesperson for the Board. Boards should speak with one voice. Once debate in the boardroom is over and a decision is made, that decision stands as a united position of the Board. It is very important that Board members respect issues of confidentiality and not disclose information they learn at Board meetings which has been imparted in confidence.”*

(Source: *Orientation Manual for BC Public PSE Board Members*, p.7)



These expectations are reflected in the *Statement of the Responsibilities of the Board of Governors its Members*.

## 8. The Chief Executive Officer or President

- a) *“The board has a job description that sets out in detail the responsibilities of the CEO.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 26)



There is a detailed position description for the President.

- b) *“The board annually establishes performance expectations for the CEO.”*  
(Source: BC BRDO, *Best Practice Guidelines*, p. 26)

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The Procedures for the Annual Review of the President provide for the establishment of annual goals. The report of an examination of university board governance in British Columbia conducted by the Office of the Auditor General in 2013, in which the University of Victoria was included, stated that:

We found that the [Uvic] Board approves the President’s goals on an annual basis. Subsequent to this, the Board, through its Compensation and Review Committee, performs a mid-year and end-of-year review of the President’s performance before submitting a final report to the Board.

Establishing and agreeing to annual goals and evaluating the President’s performance are important practices. They support the President’s motivation and development, as well as the performance of the university in achieving its strategic goals. For universities, this accountability mechanism is particularly important given that the President is a voting board member under the Act as well as the Board’s one employee. The evaluation helps ensure proper separation between the Board and management. (Source: BC OAG, University Board Governance Examinations, February 2014, p. 27, [www.bcauditor.com](http://www.bcauditor.com))

- c) *“The board annually assesses the CEO’s performance against the position description and the performance expectations.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 26)

√

In accordance with the Procedures for the Annual Review of the President, the Board Chair and Compensation and Review Committee review the President’s accomplishments relative to six general criteria and to the prior year’s goals. In the process, input is sought from all Board members.

- d) *The “Board[ is]responsible for setting and disclosing appropriate compensation for Presidents and senior executives at the institution within the parameters of the compensation framework set by Government.”*

√

The Board of Governors sets compensation in accordance with the approved Executive Compensation Plan and the framework established by government and posts an executive compensation disclosure report annually.

- e) *“The directors regularly meet together without management present.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 26)



As noted above, in accordance with the *University Act*, by which the University of Victoria is governed, the President is a member of the Board of Governors. This provision, typical of universities and necessary for their effective governance, would render meetings without management inappropriate. (The President of course absents himself from any Board or committee meeting dealing with his appointment, review or terms of employment.)

## 9. Corporate Secretary

- a) *“The board has a position description that sets out in detail the responsibilities of the corporate secretary.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 27)



There is a detailed position description for the University Secretary.

## 10. Code of Conduct and Ethics

- a) *“The board has adopted a Code of Conduct and Ethics that is consistent with The Standards of Ethical Conduct for Public Sector Organizations.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 28)
- b) *“The organization publishes its Code of Conduct and Ethics.”* (Source: BC BRDO, *Best Practice Guidelines*, p. 28)



The Board’s Procedures include sections on Duties, Conflict of Interest and Confidentiality. They specify that “Board members must annually sign a statement disclosing any real or apparent conflicts of interest and acknowledging that they have read and understood the Board procedures on

conflict of interest”. The Statement of the Responsibilities of the Board of Governors and its Members also outlines expectations with respect to ethics.

## 11. Orientation and Professional Development

- a) *The board has a comprehensive orientation program for new directors.*  
(Source: BC BRDO, *Best Practice Guidelines*, p. 30)

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New board members receive extensive briefing materials and a thorough in-person orientation.

- b) *The board has a culture that encourages new directors to participate fully and effectively in board activities as soon as possible.* (Source: BC BRDO, *Best Practice Guidelines*, p. 30)

√

New Board members are encouraged and expected to participate fully as soon as possible.

- c) *The board provides ongoing educational opportunities for directors to learn about the organization, its sector and its corporate governance practices, and maintains a policy encouraging directors to take advantage of these opportunities.* (Source: BC BRDO, *Best Practice Guidelines*, p. 30)

√

Ongoing educational opportunities include: visits to academic and other units and/or other opportunities to interact with members of the campus community; presentations to the Board concerning major initiatives at the university; an annual one-day retreat, held jointly with the Senate, on an issue of strategic importance to the university; participation by Board officers in meetings of the Canadian University Boards Association; and subscription to electronic university news services.

## 12. Board, Committee and Director Assessment

- a) *The board annually assesses its performance and the performance of each of its committees against their respective charters or terms of reference.*  
(Source: BC BRDO, *Best Practice Guidelines*, p. 32)



- b) *The board annually assesses the performance of the chair against the chair's position description. (Source: BC BRDO, Best Practice Guidelines, p. 32)*
- c) *The board annually assesses the performance of individual directors against the directors' Charter of Expectations. (Source: BC BRDO, Best Practice Guidelines, p. 32)*

√

In 2005/06, mechanisms were put in place for annual assessment of Board and Board committee procedures and practices and of the effectiveness of the Chair. Annual Board member self-assessment is also practiced. The report of the examination of university board governance in BC conducted by the Office of the Auditor General in 2013 stated that:

We found that the [Uvic] Board has a strong evaluation process covering key areas such as board effectiveness, committee effectiveness, roles and responsibilities of the Board and management, as well as several other areas pertaining to board operations. The evaluation process also included individual member self-assessments covering areas pertaining to the member's understanding of the organization, his/her governance role and contributions to the Board, as well as several other important areas. Regular evaluations support the continued growth and effectiveness of the Board. (Source: BC OAG, University Board Governance Examinations, February 2014, p. 28, [www.bcauditor.com](http://www.bcauditor.com))

### 13. Communications Strategy

- a) *An appropriate communication strategy is in place that meets the needs of all stakeholders, employees and Government and reflects a public sector organization's requirement for transparency and accountability. (Source: BC BRDO, Best Practice Guidelines, p. 32)*

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Appropriate mechanisms are in place for communicating Board decisions and for obtaining input into those decisions. Additional steps to communicate the composition, role and activities of the Board took place in 2015/16 and continue.

- b) *The board chair is the authorized spokesperson for the board and the CEO is the primary spokesperson for the organization. (Source: BC BRDO, Best Practice Guidelines, p. 32)*

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The only person authorized to speak for the Board is the Chair or his or her express delegate. The President is the primary spokesperson for the organization.

#### 14. Review and approval of institutional accountability report

- a) *The Board fulfills its oversight responsibility for UVic's accountability reporting.* (Source: BC OAG, University Board Governance Examinations, February 2014, p. 28, [www.bcauditor.com](http://www.bcauditor.com))

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The Board reviews and approves the institutional accountability plan annually.

#### 15. Oversight of risk management

- a) *The Board oversees a risk management framework.* (Source: BC OAG, University Board Governance Examinations, February 2014, p. 28, [www.bcauditor.com](http://www.bcauditor.com))

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The report of the examination of university board governance in BC conducted by the Office of the Auditor General in 2013 stated that:

We found that the Board oversees management's progress in identifying, ranking, and preparing mitigation strategies for risks. Risks are presented to the relevant board committee and eventually to the audit committee and the Board as a whole. Risk management is an important control supporting the achievement of UVic's objectives. (Source: BC OAG, University Board Governance Examinations, February 2014, p. 27, [www.bcauditor.com](http://www.bcauditor.com))

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