

PRINCIPLES OF ENGAGEMENT FOR MEMBERS OF THE BOARD OF GOVERNORS

Effective Date: February 1, 2024

Supersedes: June 27, 2019, November 29, 2018

ROLE

Governors are each responsible for advancing and upholding the mission of the University, as informed by the strategic plan. Governors must act in accordance with their fiduciary duty to the University to promote the best interests of the University, and in fulfillment of the role of the Board and of Governors as set out in the University of Western Ontario Act, 1982 [as amended in 1988] (the “Act”) and the By-Laws of the Board.

DUTIES AND RESPONSIBILITIES

In addition to the responsibilities set out in the Act and the By-Laws of the Board, the following are the duties and responsibilities of Governors:

- Carry out their functions with diligence, integrity, independence, good faith and the prudence of a reasonable individual.
- Act in the best interests of the University as a whole. While it is expected that Governors will bring to the Board a variety of perspectives, a Governor’s responsibility is to the University and not to any private interest, community tie, constituency, or particular University sector.
- Appreciate the roles of universities in society, the particular mission of the University, and the bicameral nature of the University’s governance system.
- Understand that the Board’s role is one of oversight with a focus on strategic matters and policy making rather than management or administration.
- Recognize that authority resides with the Board as a whole and not in its individual members.
- Strengthen and support the President while exercising critical judgment on policy matters.
- Defend the autonomy and the independence of the University.
- Foster openness and trust.
- Support the fullest range of respectful and constructive discourse.
- Uphold the values of the Board in relation to equity, diversity, inclusion, and decolonization.
- Hold the University accountable, while acting as ambassadors for it.

More specifically, Governors are responsible for the following:

Oversight

- Prioritize the good governance of the University;
- Accept responsibility and accountability for delivery of the University’s strategic plan;
- Monitor the University’s performance in meeting the objectives in the strategic plan;
- Maintain the financial health of the University; and
- Oversee the effective management of the University’s assets.

Outreach

- Attend University events including convocations, Board retreats, and campus events;
- Take an active role as a University contributor and ambassador; and
- Keep appropriately informed about major aspects and activities of the University.

Bicameral Governance

- Understand the respective roles of the Board and the Senate and the University's bicameral governance system and administration;
- Maintain a clear separation between the strategic and policy role of the Board and day-to-day operational responsibilities of administration; and
- Respect the internal administrative authority of administration.

Board Development and Evaluation

- Support an orientation program for new members;
- Participate in ongoing educational sessions for Governors; and
- Regularly help assess the Board's performance and the performance of its committees.

Preparation

Governors should make every effort to understand the University, including the University of Western Ontario Act and the Board's responsibilities and procedures, and to familiarize themselves with trends in governance and in post-secondary education. They should prepare thoroughly for each meeting.

Attendance and Participation

Governors are expected to attend Board and assigned Committee meetings regularly. Governors are expected to participate actively, constructively, and vigilantly in meetings of the Board and of the Committees to which they are assigned and take an informed position on matters. Governors are expected to speak their mind at Board meetings, and to support policies and programs once established.

Exercise of Due Diligence

Governors must act with integrity, independence, good faith and the prudence of a reasonable individual to promote the best interests of the University, bringing due care, diligence and competence to that task.

Key Principles of Ethical Conduct

Governors must demonstrate a commitment to high ethical standards. Consistent with the University's values, including academic freedom, collegiality and civil discourse, the following principles are intended to complement other applicable statutes, policies, guidelines, and other materials within the University to guide considerations and conduct. They are not intended to be static, encompassing rules.

Respect for Others

Every member of the University should be able to work, live, teach and learn in an environment free from discrimination and harassment. Inappropriate language or behavior which may impair these conditions is not to be tolerated. Respect for the rights and dignity of others regardless of differences must be maintained; demeaning actions or behavior along sexual, racial, physical, socioeconomic or political lines has no place in our University.

Conflict of Interest

Occasionally, situations may arise when a Governor's interests may conflict or appear to conflict with their role and responsibility to the University. All members are responsible for maintaining the transparency on which the University prides itself within the immediate and broader communities.

A conflict can arise when one's position on the Board can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal relations.

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Any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated.

Confidentiality

In their highly trusted advisory and governing capacities, Governors will be exposed to different types of sensitive information requiring considered use and confidentiality. This may concern faculty, staff, administration or students. It may, for example, be specific to University affairs or financial business, or it may be proprietary to the University. Governors must ensure that they fully understand their obligations and maintain this information in confidence indefinitely or until such time that appropriate disclosure has been authorized.

Communication

The only spokesperson to the media for Board matters is the Board Chair or their express delegate. The only spokesperson for the senior administration to the media on Board matters is the President or their express delegate. Governors should direct any requests from media to the University Secretary.

Governors are expected to communicate promptly and clearly to the Board Chair, University Secretary and the President any significant concern or complaint. They should refer any request for information, beyond what is publicly available, to the Board Chair or University Secretary.

SKILLS AND KNOWLEDGE

Governors should have the following skills and knowledge:

- Familiarity with budgets and budgeting and the importance of ensuring the financial health of the University;
- Ability to quickly and objectively assess and analyze information in order to reach decisions;
- Understanding of the communities in which the University operates;
- Appreciation of requirements for working as a team;
- Understanding the broad context and perspective for Board decision making;
- Understanding of how large organizations function, preferably in a unionized setting;
- Understanding the need for longer term strategic planning to ensure the continued renewal and assessment of the role and mission of an organization;
- Understanding the University in the context of the full range of educational opportunities provincially, nationally and internationally;
- Understanding the need for the University to operate within the perspective of a global economic and learning environment;
- Ability to assess the quality of service being delivered by the University; and
- Ability to deal with conflicting goals and competing interests in a public setting.

SANCTION OF A GOVERNOR

Failure to comply with the terms of these Principles of Engagement is a breach of a Governor's fiduciary duties and obligations to the University, and the Governor may be subject to sanction by the Board, including termination from the Board pursuant to a resolution of the Board, as the circumstances may require. In the event a breach is alleged, a review will be undertaken in accordance with a Board approved process.