

## PRINCIPLES OF ENGAGEMENT FOR MEMBERS OF THE BOARD OF GOVERNORS

**Effective Date:** June 27, 2019

**Supersedes:** November 29, 2018

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The following describes the individual roles and responsibilities of members of the Board of Governors (“Governors”).

### ROLE

Governors are each responsible for advancing and upholding the mission of the University. Governors must act in accordance with their fiduciary duty to the University, including with the diligence, integrity, independence and good faith of a reasonable individual 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] and the By-Laws of the Board of Governors.

In addition to the responsibilities set out in the Act and the Board By-Laws, the following describes the duties and responsibilities of an individual Governor.

### DUTIES AND RESPONSIBILITIES

Governors must:

- 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. Each Governor has a responsibility only to the University. Each Governor must function as a member of the Board and not as a spokesperson for a constituency. 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, or particular university sector.
- Appreciate the roles of universities in society, the particular mission of Western 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 only with the Board as a whole and not in its individual members.
- Strengthen and support the President while being an active, energetic, and probing Governor 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, and inclusion.
- Hold the University accountable, while acting as ambassadors for it.

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More specifically, Governors are responsible for the following:

### **Oversight**

- Make good governance of the University a first priority;
- Accept responsibility and accountability for delivery of the University's vision/mission and 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 physical 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 Western'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 all Governors; and
- Regularly help assess the Board's performance and the performance of its standing committees; as well as the individual's own effectiveness as a Governor.

### **Preparation**

Governors should make every effort to understand the University, including the University of Western Ontario 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 prepare thoroughly for each meeting.

### **Attendance and Participation**

Governors are expected to adequately prepare and 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, but to support policies and programs once established.

### **Exercise of Due Diligence**

Governors 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.

### **Key Principles of Ethical Conduct**

Governors must demonstrate a commitment to the highest 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.

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### **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 actually 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.

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 the Chair of the Board has authorized appropriate disclosure.

### **Communication**

Governors 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. Governors should direct any requests from media to the University Secretary.

Governors are expected to communicate promptly and clearly to the Chair of the Board, University Secretary and the President any significant concern or complaint and to let them deal with it. 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 institution;
- 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;

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- 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;
- Ability to deal with conflicting goals and competing interests in a public setting; and
- Bring a diverse skill set to the policy and operational responsibilities of the Board's committees.

### **SANCTION/TERMINATION 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, up to and 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.