

## PRINCIPLES OF ENGAGEMENT FOR THE BOARD CHAIR

**Effective Date:** February 1, 2024

**Supersedes:** November 29, 2018

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### ROLE

The principal role of the Board Chair is to provide leadership to the Board of Governors. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and President, and represents the Board internally and externally, including acting as the spokesperson for Board decisions.

### DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities of an individual Governor, the Board Chair is responsible for fulfilling the duties set out in the University of Western Ontario Act, 1982 [as amended in 1988] (the "Act"), the By-Laws of the Board, and the following:

#### Working with the University President

- Act as a liaison between the University President and the Board;
- Foster a constructive and harmonious relationship between the Board and administration through periodic contact with the President;
- Act as a sounding board, counsellor and confidant for the President, including helping to review strategies, define issues, maintain accountability, and build community relationships;
- Review and approve the President's bi-annual expenses;
- Keep informed generally of the activities of the University and administration; and
- Support, through the Office of the President, other members of the senior management team.

#### Board Operations

- With the President and University Secretary's assistance, develop and set the Board meeting agendas and review pre-meeting information packages;
- Preside over Board meetings;
- Ensure proper minutes are recorded and presented to subsequent Board meetings;
- With the President and University Secretary, facilitate and assist in the coordination of the activities of Board committees;
- With the University Secretary, resolve any conflicts of interest involving Governors;
- Serve as the Chair of the Board's Senior Policy and Operations Committee; and
- Mentor Governors in relation to, and ensure adherence with, the Principles of Engagement for Members of the Board of Governors.

#### Board Effectiveness

- Ensure the Board fulfills its governance responsibilities as set out in the Act and By-Laws of the Board;
- Ensure Board meetings are conducted in an efficient, effective and focused manner;
- Maintain the boundaries between Board and University administration responsibilities;
- Ensure Governors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable Governors to form appropriate judgments;

- At meetings, encourage participation of all Governors and promote a spirit of collegiality in which robust questioning and discussion are encouraged;
- Build consensus and develop teamwork within the Board;
- Foster ethical and responsible decision-making by the Board and by Governors;
- Ensure that each Governor is contributing to the Board's work;
- Be available to Governors for questions, counsel and discussions related to University matters;
- Provide, with the University Secretary's assistance, new Governors with information on their duties and responsibilities and encourage ongoing Governor education;
- Ensure the Board has cohesion of direction and purpose at a policy and strategic level; and
- Either directly, or through the President, keep the Board up-to-date on all significant developments.

### **Relationship with Governments and Other Stakeholders**

- Support the President in interactions between the University and governments;
- Ensure the Board and President are alert to the University's obligations to governments; and
- Represent the Board at meetings with governments and other stakeholders.

### **Appointments, Performance and Re-Appointments**

- In consultation with the Board and the Senior Policy and Operations Committee, consider the optimal Board composition and desired attributes in new Governors to strengthen the Board;
- Work with the Senior Policy and Operations Committee regarding new Governor appointments, performance and re-appointments;
- Lead the Board evaluation process within the framework approved by the Governance and By-Laws Committee; and
- Lead the President's annual assessment.

### **SKILLS AND KNOWLEDGE**

All skills and knowledge required of an individual Governor as outlined in the *Principles of Engagement for Members of the Board of Governors*, plus:

- Strategic planning;
- Financial acumen;
- Risk management;
- Familiarity with bicameral governance models and University governing bodies;
- Familiarity with the post-secondary education landscape;
- Ability to conduct a constructive meeting;
- Ability to facilitate and an appreciation of teamwork;
- Ability to lead discussions that underpin strategic issues;
- Communication skills to represent the University before community groups, the media, and all levels of the University;
- Ability to deal with and effectively resolve conflicting goals and competing interests in a public setting; and
- Understanding of the importance of equity and diversity and the role that the Board plays in reflecting the diversity of Canadian society and of the University.