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STATEMENT:

In the transition to a special-purpose teaching university, the Board of Governors and the President of the University have adopted a principled approach to Board governance, based on the vision and values of Vancouver Island University (VIU) and best practices for Board effectiveness.

Good governance includes the effective exercise of having accurate knowledge and understanding where “effective” is relative to institutional vision and values. This evolution of the governance framework builds on earlier systems which used language of bylaws and earlier approaches to governance policies. An important principle of good governance is the living nature of the system, requiring feedback loops and periodic review for updating and clarification.

This Governance Policy is the responsibility of the [Governance Committee](#) to monitor and update.

Governance Principles and Approach

1. Governance Platform of Documents

This Governance Policy is to provide a framework of documents for the effective exercise of the chain of authority within the Vancouver Island University and its group of organizations.

This governance platform of documents includes, but is not limited to, the following: (a) the chain of authority through legislation, a Board Charter, committee mandates, and statements of key personnel roles; and, (b) policies and protocols to put into practice and administer such authority.

As such, this Governance policy is the umbrella document to organize and provide for the development, updating, and administration of the governance document framework. The Governance Committee is responsible for monitoring this Policy and the governance platform, and advising the Board in the context of changing legal, regulatory, industry and enterprise developments, and standards.

2. Good Governance

In addition to the Mission and the Values of VIU, and the duties and standards of conduct on Governors, Senators and key personnel, key governance principles for the Board include the following:

- a. Embrace complexity – Balance Diverse Interests. Balance diverse interests, from academic, to public, to financial, with many special interests and personal interests at stake. Information management, technology, and Governor development are all necessary to allocate limited Board time and financial resources effectively.
- b. Provide Clear Statements of Authority and Accountability. Clearly defined chains of authority will help minimize risks of misunderstandings, duplicated effort or gaps in decision-making, practices and protocols, and accountability in the interest of continual improvement.
- c. Sustain Effective Board Management. Effective is relative to the stated values and strategic plans of VIU (doing the right thing at the right time). The principled governance approach and documentation will result in an integrity infrastructure to facilitate high Board performance, and will include:
  - i. processes for stakeholders to access and clarify the fundamental values of VIU, including reflecting such values as an integrity infrastructure throughout governance processes and documents;
  - ii. a comprehensive strategic planning process and documentation; and,
  - iii. Board governance tools, and internal and external communications, including administrative systems and leading information technology for new ways of helping everyone do things better.
- d. A fundamental value of effectiveness is time management, as time is basic to allow focus and other priorities.
- e. Understand Appointed Boards. Increasingly, governance standards are recognizing the importance of independence in good governance decision-making. ~~VIU has at best a narrow majority of independent Governors.~~ Governors must be especially mindful of the value of integrity and adhere to practices to promote impartial decisions. The independence principles and standards in the VIU governance platform are designed to reflect the concerns for risk management and decision making in the best interests of the University, but again very much subject to periodic review and refinement.
- f. Lead through Informed Governance of a Learning Institution. The governance approach and documentation reflects the fundamental risk management and success management benefits of informed decisions and is intended to provide a structure for continual improvement. It also recognizes the volunteer service of Governors on the Board, the diverse backgrounds, and the fact that Board service may itself be a learning experience for many Governors. The Governance Policy processes are reviewed annually to better anticipate Governors' information needs and provide frameworks for reflective, competent, and sustainable decision-making which is responsive to the breadth of experience of the Governors.
- g. Risk Management. The Governance Committee is also responsible for developing and reviewing governance practices for the identification, strategic assessment, and oversight of risk management, including:
  - i. an annual strategic planning process with periodic reviews;
  - ii. annual management discussion and analysis of risk management;
  - iii. an annual assessment of key personnel's governance performance;

- iv. the Board development program, including periodic briefings and operational interface (site visits, presentations);
  - v. regular reports at Board meetings by the President;
  - vi. the integrity infrastructure program of enterprise-wide communications (internal);
  - vii. committee obligations to track industry trends and risks, including annual assessment of risks by advisors (legal, audit and others); and,
  - viii. succession planning, including an annual report to the Board from the President, for succession of Governors, the President and senior executives, and key advisors.
- h. Promote Transparency. Transparency is the third leg of the triplet of transparency, effectiveness, and accountability. Only when people have the information they need, when they need it, can they be effective in decisions, including making assessments expected of them. Examples of promoting transparency include practices for information flow to the Governors; internal controls for responsive and accountable information management; providing Governors with periodic access to facilities, management, and advisors; and providing the Board and each of its Committees with the resources to hire independent legal, financial or other advisors. Transparency is subject to balancing interests including strategically sensitive or confidential business matters, personal information, or private information. The VIU.ca website plays an important role in providing transparent access to the governance values, policies, and standards of the University.
- i. Respect People and Place. Respect requires understanding a diversity of values, views, experiences of people, and context in different time frames.
3. Board and Management Relationship
- a. The Board and Management Relationship: Roles and Responsibilities.
- The University Act of British Columbia provides a more detailed legislative description of the relationship of the President to the Board; however, in terms of governance duties and effective exercise of authority, the roles have been largely left to the institution to define.
- The general principle is that a President is accountable to the Board. The nature of the appointed Board; however, and the sheer logistics of the operations of a modern, diverse, and geographically dispersed institution of advanced education requires greater delegation of authority to, and reliance on, the judgment of the President.
- b. Strategic Oversight Practices.
- The practical effect is that Governors need to delegate their obligations of management and administration to a network of advisors, committees, and management personnel. The residual role of the Governors is that of strategic oversight. This expression recognizes the convergence of business practice and legal obligations:

- i. to require the ongoing development of the long-term vision and standards for the institution, including identification of risks and opportunities, to the approval of the Board; and,
  - ii. to periodically assess the performance of the University, the Board, and key personnel against such vision, standards, and risks, including requiring effective procedures for such assessment.
- c. Legal Duties and Standards of Conduct.

The legal duties and practical responsibilities of Governors are clarified in the practices and standards of protocols identified in the Board Conflict of Interest Bylaw and Policy.

#### Board Contact with Senior Management.

Governors have ongoing contact with senior management through Board and committee activity, and the President or University Secretary, or his or her designated personnel. Although individual Governors have access to management, the constraints of time and resources require that such access be coordinated through the Board office or President's office, and subject to such reasonable constraints as the Chair or President may require. Governors cannot provide direction to management independently of Board or Committee directions, and must report on all communications with management to the President and Chair.

#### Role of the Board Chair.

The role of the Board Chair is that of leadership in Board management and of focus on corporate strategic oversight. The Board Chair is appointed annually, up to a maximum of six years.

#### Role of the President.

The President is the Chief Executive Officer of VIU. It is the President who has the prime responsibility to lead VIU in the development of strategic recommendations for the approval and direction of the Board, and in the day-to-day performance of its business and administration.

The role of the President is reflected in the following principles and related practices:

- i. for efficiency, the President has the final decision authority on operational matters and all matters not otherwise requiring Board approval, clearly delegated to another party, or identified by Board oversight and reserved to the Board or others;
- ii. for effectiveness, the President is the primary point of contact of management with the Board and with the Chair, including having the obligation to establish procedures to keep the Board apprised of all material risks and trends, and of material variances from strategic documents, in writing; and,
- iii. for greater accountability and strength of the VIU integrity infrastructure, the President has and will establish procedures for the confidential and anonymous reporting, by employees of strategic or oversight concerns, to the Board.

#### 4. Interpretation and Assessment

- a. This Governance Policy is part of a flexible governance framework for the Board of Governors' strategic oversight of the University, and will be interpreted in the context of that governance framework.
- b. This statement has been approved by the Governance Committee and the Board of Governors to guide the conduct of the Governors of the University. This policy may restate legislative, regulatory or University obligations established by other documents and processes; this policy is subject to all other updated legally binding obligations.
- c. This statement will be subject to such periodic reviews and assessments as the Chair and the Governance Committee see fit, but not less than once every three years.

#### 5. Appendices

The following clarify the chain of authority and common values, terms of reference, and standards of conduct for the work of the Board:

Appendix A	Interpretation
Appendix B	Board Charter
Appendix C	Committee Mandates
Appendix D	Statements of Roles
Appendix E	Governance Orientation and Development

Interpretation

The Governance Policy will be interpreted to be consistent with the University Act and such other policies and obligations of the University as the Board requires from time to time. Subject to such qualifications, the definitions below will apply.

“Act”	Means the University Act, RSBC 1996 c. 468 as amended 2008 and subsequently.
“Appointed”	Means governors appointed to the Board by the Lieutenant Governor in Council.
“Board”	Means the Board of Governors of Vancouver Island University.
“Board of Governors”	Means the Board of Governors of Vancouver Island University.
“Board of Directors”	Means a Board of associated foundations, societies, companies, or joint ventures.
“Deliberative Decisions”	Are those in which information is received and reviewed or reflected upon, with time to consider additional information needs or alternative solutions, prior to a decision.
“Elected”	Means Governors elected to the Board by constituent groups (faculty, staff or students) generally selected by election.
“Good Governance”	Good Governance is the exercise of informed authority.
“Independent”	Means one who is not a member of the management and not an employee or a student of Vancouver Island University, and, in the opinion of the Board Chair, those who are free from any interest or relationship which might reasonably be perceived to impair or impugn the best interests of the University in the integrity and impartiality of governance processes or decisions. Subject to regulatory guidelines and legal requirements, the Board may determine conditions to manage concerns of independence, including conflicts of interest.
“Policy”	Means a statement of governance principles and/or standards which has been approved by the Board to create, amend, replace or rescind, and which is enforceable for breach in accordance with its conditions. Policies for committee mandates and statements of roles and responsibilities may be amended or rescinded by a special resolution of the Board. Such policies will be referred to as “Governance Policies,” “Board Policies,” or “Institutional Policies.”
“Practice, Procedure or Protocol”	Means a guideline statement or standard of conduct or standards of performance for the better application of the values and policies of the

University. Practices, procedures, or protocols may be delegated to a committee or duly authorized individual to administer and monitor, and if so, may be created or amended on notice to the Board unless otherwise limited by the Board. Information on replacing or rescinding a practice, procedure, or protocol, or the authorization to do so, must be reviewed / received by the Board.

“Risk Management”

Risk Management is a systematic approach to the process of identifying, analyzing, and responding to risk. It is a process, effected by an organization’s Board of Governors, management, and other personnel, applied in strategy setting and across the organization, designed to identify potential events that may affect the organization, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives.

“University” or “VIU”

Means the Vancouver Island University, and its associated group of campuses and organizations.

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### Authority and Mandate

Vancouver Island University (the “University” or “VIU”) was continued under the laws of British Columbia, as a special purpose, teaching university: University Act RSBC 1996, Chapter 468 (the “Act”).

This Charter is part of the transition of the governance structure of VIU from a corporate-style board and education council, to a bicameral institution with a Board of Governors and an academic Senate including a reconciliation of earlier bylaws of the predecessor Malaspina University-College.

The Board of Governors has the primary responsibility for the strategic oversight of the business and affairs of VIU, and the various affiliated organizations within the VIU group. The authority for the Board has been granted through the Act and in particular section 18 of Part 6, and in reference to Part 10, Powers and Duties of a University, and will be governed by the laws of British Columbia, the mission and values of VIU, and Board policies and obligations.

### Role of the Board

#### 1. Bicameral Institution

The University is structured on a two-chambered (“bicameral”) governance model:

- a. the Board of Governors is responsible for the business and affairs of the University; and,
- b. the Senate is responsible for academic matters.

The Act also provides that the two bodies work to complement and collaborate with the other for the more effective governance of VIU.

#### 2. Independent Institution

The University is deemed to have a high degree of autonomy and independence from government, including express independence for academic policies and standards.

#### 3. Composition of the Board

The composition of the Board of Governors is established by Section 19 of the Act, as a “corporate” style of a small Board for more effective transaction of University business.

The board of a university, other than the University of British Columbia, is composed of 15 members as follows:

- a. the chancellor;
- b. the president;
- c. 2 faculty elected by the faculty members;
- d. 8 persons appointed by the Lieutenant Governor in Council, 2 of whom are to be appointed from among persons nominated by the alumni association;
- e. 2 students elected from students who are member of an undergraduate student society or a graduate student society; and,
- f. 1 person elected by and from the employees of the University who is not faculty members.

#### 4. Legal Duties of the Board of Governors

##### a. Legislative Duties.

The management, administration and control of the property, revenue, business, and affairs of the University are vested in the Board by the Act.

##### b. Common Law Duties.

Governors, when exercising the powers and performing the functions of a governor, will be held to common law duties of good governance.

Within that context, each Governor must discharge legal duties to:

- i. act honestly and in good faith with a view to the best interests of the university; and,
- ii. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

##### c. Consensual Duties.

Governors are volunteers working in the interest of the University and the public. As such, on assuming such responsibilities the Province of BC agrees with the Governors that certain qualifications be made to the standards expected of Governors. The Oath of Office refers to executing the duties and responsibilities as Governor:

- i. truly, faithfully, and impartially; and,
- ii. to the best of the individual's ability.

having read and agreed to abide by the Code of Conduct and the Conflict of Interest bylaws and policies of this University.

##### d. Limitations on Liability.

Legal liability occurs when: (a) there is a duty; (b) the duty has been breached; and, (c) the circumstances are such to require remedies or penalties enforceable in law. In recognition of the volunteer service of Governors, the liability attached to such duties is largely mitigated through:

- i. the due diligence of the Boards and Administration;

- ii. key personnel insurance and an indemnity from the University; and,
- iii. a limitation of liability from the Province under section 69 of the Act in respect of an act or omission of a member of the Board if in good faith in the course of the execution of the person's duties on behalf of the University.

Note that a breach of the fiduciary duty of a Governor (to act in the best interests of the University, impartially and in good faith) is beyond a breach of the duty of skill, care, and diligence, which could result in bad judgment. A breach of fiduciary duty goes to the fundamental values of good governance (and related legal duties), so could void insurance, indemnities, and other legal defenses.

## 5. Powers, Delegated Authority, and Management

- a. The management, administration, and control of the property, revenue, business and affairs of the University are vested in the Board by the Act (Section 27).
- b. The Board has the authority to delegate the authority to manage the business and affairs of the University to the President, officers and employees. The office of the President is defined under the Act as that of the Chief Executive Officer, with the responsibility for, and the authority and duty to generally supervise and direct the academic work of the University, and provide annual reports (Section 59). There also must be a Registrar of the University, who must keep the records and perform the duties that the Board or Senate may require. (Section 64).
- c. The Board has the responsibility to hire, and exercise control over, the appointment of the President and Vice-Chancellor (the President) including periodically reviewing performance against terms of reference, policies, and other directives, and establishing a policy and process to provide for the timely and effective succession of such officers.
- d. The Board has the authority to delegate its work to Board committees, which will be governed by written mandates and policies approved by the Governors or the President, as applicable, and which establish the delegated functions, duties, and limits of authority.

## 6. Strategic Oversight Role

The effective role of Governors is to provide strategic oversight, also known as stewardship, for the governance of VIU. This concept blends legal duties, business, and academic values and includes:

- a. The strategic view of long-term values, vision, and material matters, including:
  - i. input into, and approval of, the development by the Administration of a statement of the mission and values for VIU, and for the periodic review and updating;
  - ii. to require, provide input into, and approve the development by the Administration of a Strategic Planning Policy, including identifying goals and objectives over a three-to-five year period, and beyond;
  - iii. determining the scope of the role of the President, including the final approval of the hiring and termination of the President;

- iv. identification of signing authority and other strategically material matters requiring the approval of the Board, including risk management matters; and,
- b. developing and periodically assessing a Governance Policy for the strategic structure and effective management of the Board's work, to include this Board Charter, Board committees and related governance policies and practices;
- c. ensuring that the President has the authority and is responsible and accountable for establishing and maintaining effective internal controls for strategic oversight, with particular reference to risk management, material information and disclosure obligations;
- d. oversight of periodic monitoring of compliance with management's annual operational plans and objectives for consistency with the strategic plan;
- e. oversight of operational performance through the periodic review of a sampling of operational performance for compliance against annual objectives and the Administration's annual operational plans, or appropriate amendments or adjustments, and against VIU's mission and values and the longer-term Strategic Plan; and,
- f. oversight of Board performance through the periodic review of the Governance Policy and with all material policies, including an annual assessment of the Board, the Board of Governors, and the President.

#### Duties and Key Responsibilities

#### 7. Good Governance

Good governance has been defined as the effective exercise of having accurate knowledge and understanding. In this respect the Board will:

- a. develop a Governance Policy to provide a framework of documents and controls, including supporting resources, to permit the Board to function effectively and independently of Administration, and including such matters as:
  - i. compliance with the Act for the size and membership qualifications of the Board;
  - ii. identifying a committee structure and mandates for Committees, including size, membership, and authority of Committees;
  - iii. statements of roles and responsibilities for the Board, Governors, Chair, and President;
  - iv. affirming the process of Governor nomination, appointment or election, removal, and filling vacancies;
  - v. meeting protocols, including information flow and records, and time for appointed Governors to meet periodically without management or non-appointed Governors present;
  - vi. an evaluation of the costs and risks for serving as a Governor, and reviewing compensation, insurance, information and internal controls, and other risk management practices including communications policies;
  - vii. the process for an annual assessment of the Board, its committees, and Governors

- viii. the process for an annual assessment of the President;
  - ix. the process for a periodic review of the governance policy and all related documents, including a Board manual or electronic equivalent and a Governor Orientation and Development policy; and,
- b. develop an integrity infrastructure, which will include such matters as:
- i. a statement of mission, or vision, and values;
  - ii. policies to better define principles and applied standards related to the vision and values, including:
    - 1. balanced transparency and accountability in disclosures;
    - 2. legal fiduciary duties, including managing conflicts of interest, and associated concepts of independence and materiality and remedies or penalties;
    - 3. professional standards of care in governance and operations, including due diligence and Board orientation and development; and,
  - iii. procedures for the receipt, retention, and treatment of complaints regarding accounting or internal controls, and such processes to include confidential, anonymous submissions by employees;
  - iv. document controls for document integrity of current and consistent style, approach, and internal references;
  - v. full, fair, accurate, timely, accessible, and understandable disclosures;
  - vi. such other standards as are reasonably necessary to promote honest and principled handling of risks and opportunities, and to continue a culture of integrity throughout VIU;
  - vii. requiring such resources and authority as necessary for the Board to provide good governance, including engaging independent counsel and other advisers as it determines necessary to carry out its duties; and,
  - viii. maintaining matters of public record at such place and in such form as the Board periodically establishes to fairly present material information and for accessible accountability to the public.

## 8. Interpretation and Assessment

This Charter and the related mandates, policies, and practices of the University are part of a flexible governance framework for the Board of Governors' strategic oversight of VIU, and will be interpreted in accordance with the laws of the Province of British Columbia, Canada, including constitutional and legislative definitions or guides to interpretation of the Governance Policy.

This Charter will be subject to such periodic reviews and assessments as the Board Chair or the Governance Committee see fit.

### Authority and Mandate

The Governance Committee is an advisory committee of, and appointed by and at the pleasure of, the Board of Governors (the “Board”).

This mandate is part of a flexible governance framework for the Board’s strategic oversight of the University. This mandate will be interpreted in the context of the University Act, and University bylaws and policies, all applicable laws and regulations, and applicable governance guidelines such as those of the Board Resourcing and Development Office, B.C., as amended from time to time.

This mandate has the effect of a Board policy to guide the Governors and officers of the University. This mandate may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, it is not intended to supersede senior legal obligations.

The Committee reports to and is accountable to the Board. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Governance Committee (the “Committee”) is to assist the Board in its strategic oversight responsibilities by assisting the University’s Board of Governors as directed by the Board. The Committee helps ensure that Board governance systems perform well, with specific responsibility for making recommendations to the Board on:

- a. Board organization and procedures; and,
- b. Board development, including nominations, orientation, briefing and performance evaluation of the Board and individual Governors.

#### 2. Committee Membership

The Committee will be comprised of Governors appointed by the Board Chair, with the expectation that at least one elected Board Member will be appointed to the committee.

~~Committee members will be selected from independent Governors appointed to the Board by the Lieutenant Governor. The Board Chair, Chancellor, and President will be included as members of the Committee.~~

### 3. Key Responsibilities of the Committee

- a. The University, its management, Board, and advisors recognize that the Committee's role is one of oversight. The University's management is responsible for recommending Board governance systems and strategic planning, risk management, and establishing internal controls with other advisors responsible for professional advice on such matters. The management and advisors have more time, knowledge, and information to address day-to-day details and decisions. The Committee is expected to exercise due care and diligence but not to provide expert or special assurances as to the work of others.
- b. The following responsibilities are guidelines, subject to such other responsibilities or limitations designated by resolution of the Board from time to time, and to special circumstances. The duties and responsibilities of the Committee include general responsibility for governance documentation development and review, including:
  - i. summary statements to orient to the legislative context, including a summary of legislative authority and accountability;
  - ii. summary statements to orient to the University context, including its history, the university community of stakeholders, and the university enterprise of subsidiaries, affiliates and associated organizations, trusts, and foundations;
  - iii. governance platform documents to:
    1. confirm roles and responsibilities, from a Board Charter, to Board committee mandates, to statements of roles of the President, the Chair, and Governors; and,
    2. confirm the effective exercise of such authority through policies and procedures.
  - iv. a strategic planning process and related policies for the oversight and assessment of general conformity of operational performance to such plans and budgets;
  - v. Board procedure documents for improvements to the meetings and information flow, including meeting agendas and protocols;
  - vi. an integrity infrastructure, including the cornerstone mission and values of the University, defining and understanding governing duties, balanced transparent and accountable governance practices, and governance communications for the confidential reporting of governance concerns;
  - vii. annual assessment and updating processes, including:
    1. processes to assess compliance to governance obligations: regulatory, contractual, and internal;

2. processes to assess Board governance, including Committees and Governors and related reporting to the Board on the Committee's self-evaluation; and,
  3. processes to review and update all governance platform documents and Board governance policies and procedures.
- viii. oversight of nominations and appointment processes for: (a) Governors, and (b) University leadership of a Chancellor, President, and Board Chair, including periodically reviewing, as needed but at least:
1. on an annual basis or as otherwise scheduled:
    - a. the requirements for time, skills, independence and expertise on the Board and University leadership;
    - b. maintaining a list of prospective individuals qualified to become members of the Board, with particular attention to independent and unrelated status; and,
    - c. assessing and recommending to the Board a short-list of nominees for appointments by the Lieutenant Governor; and,
    - ~~d. recommending to the Board nominees for committees of the Board;~~  
and,
  2. the requirements for University leadership in a Chancellor, President, and Board Chair, on an as required basis, including developing or directing processes for the search and nomination as applicable, on matters of statements of roles, objectives, evaluation, and executive development and succession.
- ix. working with the President and Chair to establish an annual schedule of agenda items and present this proposed schedule to the Board for approval at its first meeting of the year;
- x. developing a Board Development Policy, with the Administration and with the approval of the Board, including the nominations process; an annual orientation program; a Board Manual; a program for ongoing information access and governance briefings for Governors to remain apprised of standards of duties and current trends and developments in good governance; and annual or scheduled assessments of the Board and individual Governors for continual improvement in governance;
- xi. a Communications Policy and protocols for communication among governance parties including the Ministry, Governors, the University Executive, and the University community of students, staff, faculty, and the public, providing a confidential committee process to respond to any questions, issues, or concerns of University governance; and,
- xii. oversight of the selection, performance and compensation of the President, including an annual review conducted every year, with the exception of the

President’s contract renewal year, and includes, but is not limited to, an assessment of the goals established by the President.

The timetable below outlines the Committee’s expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
General [as required]		X	X			X		X	X	X		
Special [as required]												

Meeting Procedure Notes:

1. The Chair will convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee’s information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.
2. The Committee will meet as required, and at the call of the Chair. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances.
3. A portion of each meeting will be scheduled for independent sessions to allow for full and frank discussions without members of senior management present.

### Authority and Mandate

The Finance Committee is an advisory committee appointed by, and at the pleasure of, the Board Chair.

This mandate is part of a flexible governance framework for the Board of Governors' strategic oversight of the institution. This mandate will be interpreted in the context of the Act, the Governance Policy of the Board, and all applicable laws and regulations and policies and procedures.

This mandate has the effect of a Board policy to guide the Governors and officers of the institution. This mandate may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, remains subject to all such laws and obligations and changes to such.

The Committee reports to and is accountable to the Board. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work, including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Finance Committee (the "Committee") is to provide a panel of Governors and advisors to assist the Board in fulfilling its strategic oversight responsibilities by:

- a. providing strategic direction and ~~conducting an independent review into, and overseeing oversight of~~ the development and updating of ~~finances and systems of financial internal controls~~ financial reports, including policies, information technology systems and reporting, ~~and a review of the planning assumptions made by administration that have been established by the Administration, and are subject to periodic assessment by the Audit Committee~~; and,
- b. providing strategic direction into, and ~~overseeing the development and updating of processes for identifying and recruiting professional services for assessing~~ corporate performance and ~~risk management including insurance, including~~ banking and finance, and ~~including~~ reviewing annual budgets and financial ~~statements- reports~~ for consistency with strategic plans.

## 2. Committee Membership

- a. The Committee will be comprised of Board members appointed by the Board Chair.
- b. At least one member of the Committee should be a financial expert; all members must be financially literate.

## 3. Key Responsibilities

The University, the President, the Board and advisors, recognize that the Committee's role is one of oversight. The University Administration is responsible for financial administration including establishing internal controls and preparing the University's financial statements, and the management and compensation of advisors for professional advice on such matters. The Administration, advisors, and counsel have more time, knowledge, and information to address day-to-day details and decisions; the Committee is expected to exercise reasonable care and diligence but not to provide any expert or special assurances as to the work of others.

The following responsibilities are guidelines subject to such other requirements or limitations, designated by resolution of the Board from time to time, and to special circumstances:

### a. Financial Policies and Information

The Committee will review and ~~approve:~~ recommend to the Board for approval:

- i. internal strategic plans, goals, policies, and budgets related to the financial management and administration of the University, including:

1. the budget framework, leading to the consolidated University budgets;

2. the appropriateness of accounting policies and financial reporting practices used by the University;

3. any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the University.

1- 4. any new or pending developments in accounting and reporting standards that may affect or impact the University;

2-5. the revenue framework, ~~including~~ government financing, endowments, and tuition fees, ~~and other revenues;~~

3- 6. capital expenditures, ~~including delegated signing authority;~~

4- 7. Policies on investment portfolios or portfolio performance; ~~and policies such as socially, economically, and environmentally responsible investing;~~

5-8. debt acquisition, conditions and management;

~~6.9. asset acquisition, use and maintenance;~~

~~7.10. reporting for Board or Administrative effectiveness and cCompliance reporting for the Board purposes; and;~~

- ii. ~~material agreements for consistency and integrity with such strategic documents, including bBanking resolutions, surety and insurance instruments, debt financing transactions, and material operational agreements consistent with policy, for the general scope outlined in subparagraph (i) above.~~

b. Financial Accountability and Public Disclosures

The Committee will:

- i. review, and recommend report to the Board ~~for approval~~, the following public disclosure documents:

~~1. the financial content of the annual report, if applicable;~~

~~2. the annual enrolment report for recommendation to the Board;~~

~~3. the annual information form, if applicable;~~

~~4.1. management's discussion and analysis section of the University's quarterly and annual reports; and;~~

~~5.2. quarterly financial reports statements and the quarterly press release, if applicable, on earnings of the University.~~

~~3. Budget information~~

~~4. Other financial reports, as applicable; and;~~

- ii. ~~review, and recommend to the Board for approval, all financial statements, enrolment reports, reports of a financial nature, and the financial content of prospectuses or any other reports which require approval by the Board prior to submission thereof to the shareholders, any regulatory authority, or the public, including any report of management which accompanies published financial statements (to the extent such a report discusses the financial position or operating results) for consistency of disclosure with the financial statements themselves.~~

~~c. Internal Control and Information Systems~~

- i. ~~The Committee will review and obtain reasonable assurances that the internal control and information systems are operating effectively to produce accurate and timely management, financial, and risk management financial information and assessment appropriate for the circumstances, scale and scope of the institution. This includes an annual monitoring, review and coordination of:~~

- ~~1. risk management controls and policies;~~
- ~~2. reasonable assurances that information systems are current and reliable and effectively implemented;~~
- ~~3. the work of the Audit Committee and the Governance Committee for compliance and other reporting concerns; and,~~
- ~~4. known risks, including management of material disputes and litigation.~~

~~ii.ii~~ ~~The Committee will also~~ evaluate annually:

1. its performance in accordance with an Annual Assessment approach; and,
2. this mandate and related policies for a coordinated and current governance framework related to this scope.

~~iii. Generally every three to five years, the Committee will review the selection of financial advisors by the Administration, including banking, trust, insurance, and related investment services.~~

iii receive for information:

1. Quarterly Forecast Report to the Province
2. Public Bodies Report

#### FINANCE COMMITTEE - ANNUAL AGENDA

The timetable below outlines the Committee's expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
Finance – Budget			■ Q3		■ Q4				■ Q1		■ Q2	
Finance – Year End					■							
General			■*		■				■		■	
Special [as required]												

\*Meeting may be held late February, subject to completion of financial statements

Meeting Procedure Notes:

The Chair will be appointed by the Board Chair to convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee's information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.

The Committee will have six (6) regularly scheduled meetings per year. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances.

A portion of each meeting will be scheduled for independent sessions to allow for full and frank discussions without members of Administration present.

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### Authority and Mandate

The Audit Committee is an advisory committee appointed by, and at the pleasure of, the Board Chair. This mandate is part of a flexible governance framework for the Board of Governors' strategic oversight of the institution. This mandate will be interpreted in the context of the Act, the Governance Policy of the Board, and all applicable laws and regulations including those of the BC Board Resourcing and Development Office as amended from time to time.

This mandate has the effect of a Board policy to guide the Governors and officers of the institution. This mandate may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, remains subject to all such laws and obligations.

The Committee reports to and is accountable to the Board. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Audit Committee (the "Committee") is to provide an independent panel of Governors and advisors to assist the Board in fulfilling its strategic oversight responsibilities by:

- a. ~~providing strategic direction into, and~~ overseeing the development and updating of systems of financial reporting and accountability as it applies to internal controls, , including the adequacy of internal and disclosure controls, and related policies and procedures, including external audit functions, to provide reasonable assurance as to the integrity and reliability of financial statements; and;
- b. providing strategic direction into, and overseeing the development and updating of processes for risk management, including identifying ~~and recruiting professional services for reasonable risk management~~ systems for the prevention and detection of fraud ~~and management of risk.~~

#### 2. Committee Membership

- a. The Committee will be comprised of Board members appointed by the Board Chair.

- b. At least one member of the Committee should be a financial expert; all members must be financially literate.
- c. Audit Committee members must demonstrate high standards of independence, ~~from the institution.~~
- d. Executive support will be provided by the President and the Vice-President Administration and Finance, one or both of whom will be available to attend portions of all Committee meetings, and provide other assistance and information, at the request and pleasure of the Committee Chair.
- e. Financial expertise will be available to the Committee in the retention of the auditor or other financial experts to attend meetings at the request and pleasure of the Chair of the Committee.

### 3. Key Responsibilities

The University, its management, Board, and advisors recognize that the Committee's role is one of oversight. The University's management is responsible for risk management, establishing internal controls and preparing the University's financial statements, and other advisors are responsible for professional advice on such matters. The management, advisors, and counsel have more time, knowledge, and information to address day-to-day details and decisions; the Committee is expected to exercise reasonable care and diligence but not to provide any expert or special assurances as to the work of others.

The following responsibilities are guidelines, subject to such other requirements or limitations designated by resolution of the Board from time to time, and to special circumstances:

- a. Financial and Risk Management Strategic Planning, Policies and Information

The Committee will review and make recommendations to the Board on matters related to:

- i. ~~strategic plans, and goals, policies and budgets~~ related to the financial and risk management ~~and administration~~ of the University, and;
- ii. finance policies of the University for compliance with such strategic documents, including such matters as signing authority, internal systems and controls, and reporting.

In particular, but as a guideline and not as an exclusive list, the Committee will periodically review and assess, in conjunction with management and the external auditor:

- i. ~~the appropriateness of accounting policies and financial reporting practices used by the University;~~
- ~~ii. i.~~ any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the University;
- ~~iii. ii.~~ any new or pending developments in accounting and reporting standards that may affect or impact on the University;

- ~~iv. iii.~~ identification of the University's principal financial risks and uncertainties and the systems to manage such risks and uncertainties;
- ~~v. iv.~~ the integrity (including without limitation, the effectiveness) of the University's disclosure controls and procedures, internal control and management information systems;
- ~~vi. v.~~ the key estimates and judgments of management that may be material to the financial reporting of the University;
- ~~vii. vi.~~ that adequate procedures are in place for the review of the University's public disclosure of financial information derived from the University's financial statements, including the University's financial statements, annual reporting and public disclosures, and press releases, as applicable;
- ~~viii. vii.~~ review and pre-approval of any non-audit related services to be provided by the external auditor; and,
- ~~ix.~~ ~~the University's hiring policies regarding employees and former employees of the present and former external auditors of the University.~~

b. Financial Accountability and Public Disclosures

The Committee will:

- i. review, and recommend to the Board for approval, the following public disclosure documents:
  1. the financial content of the annual report, or equivalent, if applicable;
  - ~~2.~~ ~~the annual enrolment report for recommendation to the Board;~~
  - ~~3.~~ ~~Risk management reports; and,~~
  - ~~2.~~ ~~Fraud reports~~
  - ~~3.~~ ~~the annual information form, if applicable;~~
  - ~~4.~~ ~~management's discussion and analysis section of the University's quarterly and annual reports, and;~~
  - ~~5.~~ ~~quarterly financial statements and the quarterly press release, if applicable, on earnings of the University;~~
- ii. ~~review, and recommend to the Board for approval, all audited financial statements, and enrolment reports, reports of a financial nature, and the financial content of prospectuses or any other reports which require approval by the Board prior to submission thereof to the shareholders, any regulatory authority, or the public, including any report of management which accompanies published financial statements (to the extent such a report discusses the financial position or operating results) for consistency of disclosure with the financial statements themselves.~~

iii. receive for information:

1. Public Disclosure Statements
2. Quarterly Reports and Variance Analysis
3. Quarterly Forecast Report to the Province

c. Financial Accountability: Internal Reviews and External Audits

The Committee will recommend to the Board for approval:

- i. ~~recommend to the Board~~ policies for internal reviews, and external audits, from time to time, and direct the selection process and assess candidates for such services;
- ii. ~~recommend to the Board~~ appointment or reappointment of the External Auditors;
- iii. ~~determine~~ whether the organization requires an internal review process, including assessing whether:
  1. the existing management processes are adequate to identify and monitor significant risks facing the organization, and whether the existing internal control system operates effectively;
  2. those who are responsible for managing risks and operating the control system take a wholly objective and systematic view of their own performance; and,
  3. whether the Board receives the quality of information from management needed to support the organization's risk management and internal controls effectively;

The Committee will:

- iv. retain, oversee, and direct an external auditor to prepare an annual auditor's report and perform other audit services for the University, for the approval of the Board, including:
  1. reviewing the terms and conditions of the annual external audit engagement including, but not limited to the auditor's staffing; the objectives and scope of the external audit work; materiality limits; audit reports required; areas of audit risk; performance timetable; and proposed audit fees and compensation;
  2. seeking pre-approval by the Board, on the recommendation of the Committee, of all non-audit services to be provided to the University or its subsidiary entities by its external auditors or those of its subsidiaries;

3. reviewing the fees paid to the external auditors or its affiliates for non-audit services, and consider the impact on the independence of the external audit work; and,
4. overseeing the work of the external auditors engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the University, including the resolution of disagreements between management and the external auditors regarding financial reporting, and including the review with the external auditors the results of the annual audit examination including, but not limited to the following:
  - a. any difficulties encountered, or restrictions imposed by management, during the annual audit;
  - b. any significant accounting or financial reporting issues;
  - c. the auditor's evaluation of the University's system of internal accounting controls, procedures, and documentation;
  - d. the post-audit or management letter containing any findings or recommendations of the external auditor including management's response thereto and the subsequent follow-up to any identified internal accounting control weaknesses; and,
  - e. any other matters which the external auditors should bring to the attention of the Committee.

ii. meet with the external auditors, at least annually or as requested by the auditors, without management representatives present.

iii. ~~and~~ meet with management, at least annually, without the external auditors present.

d. Financial Accountability, Internal Controls and Risk Management

The Committee will:

- i. obtain reasonable assurance, by discussions with and reports from management and the external auditors, that the accounting systems are reliable and that the system of internal controls is effectively designed and implemented;
- ii. annually request the external auditor to provide its views on the quality of the University's annual ~~and interim~~ financial reporting, including assessments about the appropriateness, aggressiveness or conservatism of estimates and elective accounting principles, or methods and judgments about the clarity of disclosures;
- iii. review the engagement of the auditor every five years and, when changing auditors for this or any other reason, review all issues related to the change, including the information to be included in the notice of change of auditor called for under applicable securities legislation and the rules and policies of applicable exchanges, and the planned steps for an orderly transition;

- iv. review any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the University, and the manner in which these matters have been disclosed in the financial statements.;
  - v. ~~direct the development of, and review, the internal control and approval policies and practices, and~~ oversee the University's management of identifying and mitigating financial and other risks faced by the University;
  - vi. ~~review the compensation of Governors and officers, including expenses and the use of the University's assets;~~
  - vii. ~~review all contractual indemnities and any claims of indemnification pursuant to the Articles of the University;~~
  - ~~viii.vi.~~ provide Committee meeting minutes and reports to the Board; and,
  - ~~ix.vii.~~ review periodically the terms of reference for the Committee, and support the annual assessment of the performance of the Committee, and recommend any required changes to the Board.
- e. Financial Accountability and Internal Transparency.

The Committee will have the full support and assistance of the Board and the University to:

- i. provide the Committee with such information, including access to all books, records, facilities and personnel, and resources to retain outside counsel or advisors, as the Committee may consider necessary and appropriate for its purposes; and
- ii. ~~request that the President and Chief Financial Officer or persons who perform functions similar to them, report on any and all issues requested by the Committee or the external auditor, including those which are the subject of any Certificates to be signed and filed in accordance with applicable securities regulations by the President and Chief Financial Officer or persons who perform functions similar to them, and to review such report; and,~~
- ~~iii.ii~~ establish procedures for the receipt, retention and treatment of complaints received by the University regarding accounting, internal accounting controls, or auditing matters and, for the confidential, anonymous submission by employees of the University of concerns regarding questionable accounting or auditing matters.

AUDIT COMMITTEE - ANNUAL AGENDA

The timetable below outlines the Committee’s expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
General: Auditor											■	
Finance –[Yr End] Audit					■							
Enrolment Report–[Yr End]					■							
<u>Quarterly Reports</u>					■						■	
General: Management					■						■	
Special [as required]		■										
<u>Fraud Report</u>					■						■	
<u>Annual Compliance Certificate</u>											■	
<u>Risk Management Report</u>											■	

Meeting Procedure Notes:

1. The Chair will be appointed by the Board Chair to convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee’s information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.
2. The Committee will meet for regularly scheduled meetings at least ~~four (4)~~two (2) times per year. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances. Special meetings may be called by the Chair on reasonable notice.
3. A portion of each meeting will be scheduled for independent sessions to allow for full and frank discussions without members of senior management present.

### Authority and Mandate

The Facilities Committee is an advisory committee appointed by, and at the pleasure of, the Board Chair.

This mandate is part of a flexible governance framework for the Board of Governors' strategic oversight of the institution. This mandate will be interpreted in the context of the Act, the Governance Policy of the Board, and all applicable laws and regulations and policies and procedures. This mandate has the effect of a Board policy to guide the Governors and officers of the institution. This mandate may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, remains subject to all such laws and obligations and changes to such.

The Committee reports to and is accountable to the Board. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work, including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Facilities Committee (the "Committee") is to provide a panel of Governors and advisors to assist the Board in fulfilling its strategic oversight responsibilities by:

- a. Providing strategic direction into, and overseeing the development and updating of institutional facilities;
- b. Providing strategic direction into, and overseeing the development and updating of capital projects;
- c. Providing strategic direction into, and overseeing the acquisition or disposal of, real property;
- d. Providing strategic direction into, and overseeing the development of, the Facilities Master Plans; and,
- e. Providing strategic direction into, and overseeing sustainability efforts consistent with the institutional sustainability policy.

## 2. Committee Membership

The Committee will be comprised of Board members appointed by the Board Chair.

## 3. Key Responsibilities

The University, the President, the Board, and advisors recognize that the Committee's role is one of oversight. The University Administration is responsible for the administration of property and facilities, including oversight of capital projects and ensuring that facilities of the University are appropriately utilized and maintained. The Administration, advisors, and counsel have more time, knowledge, and information to address day-to-day details and decisions; the Committee is expected to exercise reasonable care and diligence but not to provide any expert or special assurances as to the work of others.

The following responsibilities are guidelines, subject to such other requirements or limitations designated by resolution of the Board from time to time, and to special circumstances:

### a. Facilities Policies and Information.

The Committee will:

- i. Ensure that the facilities of Vancouver Island University are appropriately utilized and maintained;
- ii. Review, monitor, recommend and initiate policies to the Board that enhance the University's property development and management, including, but not limited to, land use, physical planning, use of space, development objectives, and long-term leasing needs of the University;
- iii. Provide capital project oversight for projects over \$1,000,000; projects under \$1,000,000 will be approved consistent with Policy 42.09 re Signing Authority.
- iv. Review and make recommendations regarding the acquisition or disposal of real property, whether by purchase, sale, leases over five (5) years or greater than two (2) million dollars, or other transfer, and the acquisition or construction of new space, the major renovation of existing space, or the decommissioning or disposition of existing space;
- v. Advise the Board on the exercise of its powers relating to the management, administration, and control of the real property of the University as described in sections 27(1), 27(2)(d), 27(2)(e), 27(2)(t), 27(2)(w), 50, 51, 55, and 58 of the University Act.
- vi. Review, monitor and recommend to the Board the campus plans, master development agreements, and identify the impact of those plans on the Vancouver Island University community;

- vii. Review, monitor and recommend to the Board the capital plan for buildings and infrastructure;
- viii. Review property initiatives off campus; and,
- ix. Review, monitor and make recommendations to the Board in support of sustainability efforts consistent with the VIU Sustainability Policy.

Issues arising from the Committee will be referred to the Board for final decision.

The Committee will also periodically evaluate:

- i. its performance in accordance with an Annual Assessment approach; and,
- ii. this mandate and related policies for a coordinated and current governance framework related to this scope.

**FACILITIES COMMITTEE - ANNUAL AGENDA**

The timetable below outlines the Committee’s expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
General		■	■		■	■			■		■	
Campus Master Plan (annually and every 5 years)		■										
Special [as required]												

**Meeting Procedure Notes:**

The Chair will be appointed by the Board Chair to convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee’s information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.

The Committee will meet prior to each regularly scheduled meeting of the Board, and may meet at the call of the Chair as required to facilitate project approvals. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances.

### Authority and Mandate

The Labour Relations Committee is an in-camera confidential advisory committee appointed by, and at the pleasure of, the Board Chair.

This mandate is part of a flexible governance framework for the Board of Governors' strategic oversight of the institution. This mandate will be interpreted in the context of the Act, the Governance Policy of the Board, and all applicable laws and regulations and policies and procedures. This mandate has the effect of a Board policy to guide the Governors and officers of the institution. This mandate may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, remains subject to all such laws and obligations and changes to such.

The Committee reports to and is accountable to the Board. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work, including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Labour Relations Committee (the "Committee") is to provide a panel of Governors and advisors to assist the Board in fulfilling its strategic oversight responsibilities by:

- a. providing strategic direction into matters relating to employee working conditions at the university and matters relating to labour negotiations, including collective agreement negotiations, and labour relations, including discipline, grievances, and litigation matters between the institution and any of its employees or employee groups;
- b. providing strategic direction into matters relating to labour and human rights legislation; and,
- c. providing strategic direction into matters relating to compensation and benefits.

#### 2. Committee Membership

The Committee will be comprised of appointed<sup>1</sup> Board members, appointed by the Board Chair, and consistent with Policy 11.25 – Standing Conflict of Interest for Board Members on Matters of Labour Relations.

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<sup>1</sup> Currently, Policy 11.25 – *Standing Conflict of Interest for Board Members on Matters of Labour Relations* – has a provision whereby a copy of the Labour Relations Committee agenda is provided to all Board members for information. However, attachments and copies of the minutes are only available to Committee members.

### 3. Key Responsibilities

The University, the President, the Board, and advisors, recognizes that the Committee's role is one of oversight. The University Administration is responsible for the administration of matters relating to employee working conditions at the university, including, but not limited to, labour negotiations, grievances, and discipline matters, to matters relating to employment, labour and human rights legislation, and to compensation matters. The Administration, advisors and counsel have more time, knowledge, and information to address day-to-day details and decisions; the Committee is expected to exercise reasonable care and diligence but not to provide any expert or special assurances as to the work of others.

The following responsibilities are guidelines, subject to such other requirements or limitations designated by resolution of the Board from time to time, and to special circumstances:

#### a. Labour Relations Policies and Information

Consistent with Sections 27(1), 28, and 59(2) of the University Act, the Committee will:

- i. review, evaluate, and advise the Board on matters relating to employee working conditions at the university and matters relating to labour negotiations, including collective agreement negotiations, labour relations, including discipline, grievance, and litigation matters and other disputes between the institution and any of its employees or employee groups;
- ii. confirm and advise the Board on mandates for the setting, or negotiating, of terms and conditions of employees or employee groups;
- iii. review, evaluate, and recommend tentative agreements to the Board;
- iv. review, evaluate, and advise the Board on matters relating to issues arising from human rights/harassment issues;
- v. review compliance with any legislative guidelines related to compensation and benefits; and,
- vi. review compliance with employment, labour, and human rights legislation.

Issues arising from the Committee will be referred to the Board for final decision. Any Board member in conflict, as per Policy 11.25 – Standing Conflict of Interest for Board Members on Matters of Labour Relations – shall refrain from voting.

#### b. The Committee will also periodically evaluate:

- i. its performance in accordance with an Annual Assessment approach; and,
- ii. this mandate and related policies for a coordinated and current governance framework related to this scope.

LABOUR RELATIONS COMMITTEE - ANNUAL AGENDA

The timetable below outlines the Committee’s expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
General		■	■		■	■			■		■	
Special [as required]												

Meeting Procedure Notes:

The Chair will be appointed by the Board Chair to convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee’s information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.

The Committee will meet prior to each regularly scheduled meeting of the Board, and at the call of the Chair as required. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances.

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### Authority and Mandate

The Policy Development and Review Committee is an advisory committee appointed by, and at the pleasure of, the Board Chair.

This mandate is part of a flexible governance framework for the Board of Governors' strategic oversight of the institution. This mandate will be interpreted in the context of the Act, the Governance Policy of the Board, and all applicable laws and regulations and policies and procedures. This mandate has the effect of a Board policy to guide the Governors and officers of the institution. This mandate may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, remains subject to all such laws and obligations and changes to such.

The Committee reports to and is accountable to the Board. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work, including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Policy Development and Review Committee (the "Committee") is to provide a panel of Governors and advisors to assist the Board in fulfilling its strategic oversight responsibilities by providing strategic direction into, and overseeing the development and updating of matters relating to Board-specific policies, procedures, and bylaws.

#### 2. Committee Membership

The Committee will be comprised of Board members appointed by the Board Chair.

#### 3. Key Responsibilities

The University, the President, the Board, and advisors, recognize that the Committee's role is one of oversight. The University Administration is responsible for the administration of matters relating to Board-specific policies, procedures, and bylaws. The Administration, advisors and counsel have more time, knowledge, and information to address day-to-day details and decisions; the Committee is expected to exercise reasonable care and diligence but not to provide any expert or special assurances as to the work of others.

The following responsibilities are guidelines, subject to such other requirements or limitations designated by resolution of the Board from time to time, and to special circumstances:

a. Policies, Procedures, Bylaws and Information

The Committee will:

- i. review and develop Board bylaws, in accordance with the University Act; and,
- ii. review and develop Board-specific policies and procedures.

Issues arising from the Committee will be referred to the Board for final decision.

b. The Committee will also periodically evaluate:

- i. its performance in accordance with an Annual Assessment approach; and,
- ii. this mandate and related policies for a coordinated and current governance framework related to this scope.

POLICY DEVELOPMENT AND REVIEW COMMITTEE - ANNUAL AGENDA

The timetable below outlines the Committee’s expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
General [as required]												
Special [as required]												

Meeting Procedure Notes:

1. The Chair will be appointed by the Board Chair to convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee’s information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.
2. The Committee will meet as required and at the call of the Chair. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances.

### Authority and Mandate

The Compensation Committee is an advisory committee appointed by, and at the pleasure of, the Board Chair.

This mandate is part of a flexible governance framework for the Board of Governors' strategic oversight of the institution. This mandate will be interpreted in the context of the Act, the Governance Policy of the Board, and all applicable laws and regulations and policies and procedures. This mandate has the effect of a Board policy to guide the Governors and officers of the institution. This mandate may restate legislative, regulatory or corporate obligations established by other documents and processes; however, remains subject to all such laws and obligations and changes to such.

The Committee reports to and is accountable to the Governance Committee. The Committee may delegate information assembly, assessment, or advisory responsibilities to such advisors or subcommittees as it reasonably sees fit.

The University will provide the Committee with reasonable resources for its work including engaging and compensating any outside advisor that the Committee reasonably determines necessary to carry out its purposes. Such advisors will be accountable to the Committee.

#### 1. Purposes

The mandate of the Compensation Committee (the "Committee") is to provide a panel of Governors and advisors to assist the Board in fulfilling its strategic oversight responsibilities by providing strategic direction into, and overseeing matters relating to compensation and presidential contracts.

#### 2. Committee Membership

The Committee will be comprised of the Board Chair, the Vice-Chair, and at least one other appointed member of the Board, preferably a past Chair should there be one available. Given the function of this Committee, and that all employees are under the authority of the President and directly reporting to a member of the administrative group, membership to this Committee is restricted to externally appointed members only. This is consistent with Policy 11.25 – Standing Conflict of Interest for Board Members on Matters of Labour Relations.

#### 3. Key Responsibilities

The University, the President, the Board, and advisors, recognizes that the Committee's role is one of oversight. The University Administration is responsible for the administration of

matters relating to compensation and presidential contracts. The Administration, advisors, and counsel have more time, knowledge, and information to address day-to-day details and decisions; the Committee is expected to exercise reasonable care and diligence but not to provide any expert or special assurances as to the work of others.

The following responsibilities are guidelines, subject to such other requirements or limitations designated by resolution of the Board from time to time, and to special circumstances:

a. Compensation Committee and Information

The Committee will:

- i. review and make recommendations on compensation for the President, consistent with the Public Sector Employers’ Commission (PSEC) Excluded Compensation Guidelines; and,
- ii. review and make recommendations on the President’s contract.

Issues arising from the Committee will be referred to the Board for final decision.

b. The Committee will also periodically evaluate:

- i. its performance in accordance with an Annual Assessment approach; and,
- ii. this mandate and related policies for a coordinated and current governance framework related to this scope.

COMPENSATION COMMITTEE - ANNUAL AGENDA

The timetable below outlines the Committee’s expected regularly scheduled activities.

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
General [as required]												
Special [as required]												

Meeting Procedure Notes:

The Board Chair will convene and chair the proceedings of meetings of the Committee, including setting agendas and determining the Committee’s information needs. In the absence of the Chair at a duly appointed meeting or part thereof, the Committee will select a temporary substitute from among its members to serve as interim Chair.

The Committee will meet as required, and at the call of the Chair. Regularly scheduled meetings will require materials for information and agenda items to be provided to the Chair not less than seven (7) days prior to the scheduled meeting date, subject to special circumstances.

### Authority and Mandate

The President is appointed by the Board and reports to and is accountable to the Board of Governors. This policy statement is part of a flexible governance framework for the Board of Governors' strategic oversight of the University as amended from time to time.

This statement is a Board protocol, and is the responsibility of the Governance Committee. This statement may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, it is not intended to establish by its own force any legally binding obligations.

### Role and Interpretation

1. Under the broad direction of the Board and guided by the University's bylaws and policies, the President is responsible for leading Vancouver Island University in developing and accomplishing the institutional goals set by the Board.
2. In exercising such leadership, the President has the powers provided by Board policy, including attachment A documents, and by the law including attachment B legislation. Within this scope, the President may develop, interpret, and amend policies and practices to better determine and administer the appropriate practices for the University.

### Key Responsibilities

3. The key responsibilities of the President include:
  - a. **Administrative Leadership.** Senior responsibility for the management, administration and functioning of the University ensuring compliance with all prevailing laws and regulations and contemporary standards of ethical behavior, and advising the Board on all institutional material risks, obligations, and opportunities.
  - b. **Strategic Leadership.** For strategic planning and oversight matters, for leading strategic planning matters processes, including periodic assessments and operational performance relative to such goals.
  - c. **Governance Leadership.** Including fostering a collaborative environment among the President, the Board, and the Senate, and promoting the effective exercise of informed decision-making and internal controls in good governance for the University.

## Practices

4. The President is: (a) the Vice-Chancellor and a voting member of the Board, and (b) the Chair of Senate and a voting member of Senate (Section 63 of the Act).
5. The President is responsible for the appointment of all employees, though authority may be delegated to other administrators through policy, and the President is responsible for all suspensions/terminations of employees, subject to the right of appeal to the Board. (see Section 59 of the Act).
6. The President is responsible for all suspensions/terminations of students. Suspensions of less than one (1) month may be delegated to other administrators through policy. The former may be appealed to the Board while the latter may be appealed to the President if the decision was made by another administrator. (Section 61 of the Act).
7. The President is the primary spokesperson and institutional representative in all external matters, except in matters relating directly to the Board which are the responsibility of the Chair. The President may delegate responsibility to other administrators as appropriate (see also attachment C).
8. The President will be responsible for appropriate fiscal management of the University. Such management which may be further delegated to the Vice-President, Administration and Finance by the President, will include:
  - a. signing authority for the business and affairs of the University;
  - b. managing operating, capital, and trust expenditures within the revenue resources available;
  - c. obtaining Board approval of the annual operating budget and Board approval in principle of all major capital projects; and,
  - d. ensuring/being responsible for acceptable risk management of all contracts, agreements, and other fiscal obligations.
9. This statement of the Role of the President will be reviewed periodically by the Governance Committee in consultation with the President and be updated or amended as required.

## Attachments:

The following attachments are Protocols to assist the Committee in its work and reporting to the Board.

1. Attachment A INTERPRETATION
2. Attachment B UNIVERSITY ACT
3. Attachment C EXTERNAL RELATIONS

## ATTACHMENT A – INTERPRETATION

The following policies of the Board and University further guide and interpret the role of the President:

1. Policies under the executive responsibility of the President in which the President has a defined role.

- 11.01 Instruments of Regulation
- 11.14 New Board Members
- 11.19 University Operating Year
- 11.29 Emergency Executive Succession
- 21.01 Communication Between the University and Ministry of Advanced Education
- 21.02 University President [Note: Policy 21.02 is superseded by this Governance Policy Statement]
- 22.01 New Releases/Media Liaison
- 92.01 Honorary Credentials

2. Policies under the executive responsibility of the President in which the President has no additional role.

- 11.13 News Releases
- 11.20 Presentation to University-College Board
- 11.24 Consent Agenda
- 11.26 Term of Office for Board Members
- 21.03 Human Rights Policy
- 21.04 Employment Equity Plan
- 21.05 Personal Harassment Policy
- 22.02 Publications
- 22.03 Advertising
- 22.04 Compliance with Freedom of Information/Protection of Privacy Act

3. Policies under the executive responsibility of another senior administrator in which the President has a defined role.

- 31.03 Research Involving Human Subjects
- 31.07 Animal Care
- 41.01 Use of Private Vehicle on University-College Business
- 41.04 Right of Access to Information
- 41.11 On Campus Hospitality Expenses
- 41.14 Alcohol Consumption on Malaspina University-College Premises
- 42.01 Bank Accounts and Authorized Signatures
- 42.06 Recovery of Salary Overpayment
- 42.07 Standing Travel Advance
- 42.08 Reimbursement of Travel and Other Expenses
- 42.09 Signing Authority
- 43.04 Personnel Evaluation
- 43.11 Recruitment of University Employees

43.23 Employee Holding Public Office  
43.24 Activities Outside of Employment with the University  
45.01 Use of Information Technology  
99.01 Student Academic Code of Conduct

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ATTACHMENT B – UNIVERSITY ACT, RSBC 1996 c.468 as amended

The following are examples of legislation statements which guide and define the role of the President.

Section 19	Composition of Board of Governors
Section 20	Term of office
Section 35	Chair of Senate
Sections 59-63	President

President and Powers (Section 59)

- a. There must be a President of the University, who is to be the Chief Executive Officer and must generally supervise and direct the academic work of the University.
- b. Without limiting subsection (1), the President has the following powers:
  - i. to recommend appointments, promotions, and removal of members of the teaching and administrative staffs and the officers and employees of the University;
  - ii. to summon meetings of a faculty when the President considers it necessary or advisable to do so, and at his or her discretion to convene joint meetings of all or any of the faculties;
  - iii. to authorize lectures and instruction in any faculty to be given by persons other than the appointed members of the teaching staff; and,
  - iv. to establish the committees the President may consider necessary or advisable.

Suspension of staff member (Section 60)

- a. The President has the power to suspend any member of the teaching and administrative staff and any officer or employee of the university.
- b. On the exercise of the power, the President must promptly report the action to the Board with a statement of his or her reasons.
- c. A person who is suspended under this section has a right of appeal to the Board.

Suspension of student (Section 61)

- a. The President has the power to suspend a student and to deal summarily with any matter of student discipline.
- b. On the exercise of the power, the President must promptly report the action to the standing committee established under section 37 (1) (v) with a statement of his or her reasons.
- c. The action of the President is final and subject in all cases to an appeal to the senate.

### Duties of President (Section 62)

The President must:

- a. prepare and publish an annual report on the progress of the university;
- b. make any necessary recommendations to the Board and the Senate;
- c. report on any matter referred to the President by the Board or the Senate;
- d. prepare and submit to the Board an annual budget in consultation with the appropriate standing committee of the Senate;
- e. present the submissions of the University to the minister.

### Offices of President (Section 63)

The President:

- a. is a member of the Board and must attend its regular meetings;
- b. is chair of the Senate;
- c. is a member of all standing committees of the Senate except the standing committee on appeals;
- d. is a member of each faculty; and,
- e. in the absence of the Chancellor, is chair of convocation and must confer degrees.

## ATTACHMENT C – EXTERNAL RELATIONS

The following are examples of external Boards and/or organizations where the President has an ex-officio role:

1. The President is an ex-officio, voting member of the Board of Vancouver Island University Foundation.
2. Malaspina High School of Vancouver Island University.
3. Milner Gardens & Woodlands Society.
4. Western Student Housing Ltd.
5. Venture Leasing Ltd.
6. Other

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### Authority and Mandate

Each Governor is appointed or elected according to the University Act, to provide representation from the University community and from the community at large. Governors are appointed for a term up to six years, except for student members who are elected for one-year terms, and faculty and staff members who are elected for three-year terms.

This policy statement is part of a flexible governance framework for the Board of Governors' strategic oversight of the University and will be interpreted in the context of the Act and all applicable laws and regulations, including the limitation of liability for governors under Section 69 of the Act.

This statement is a Board protocol, and is the responsibility of the Governance Committee. This statement may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, it is not intended to establish by its own force any legally binding obligations.

### Role and Interpretation

1. The Governor's role is to provide strategic leadership in the care and control of the people, property, and practices of the University. The Act refers to "the management, administration and control of the property, revenue, business and affairs of the university" vesting in the Board as a whole. The Act then describes numerous powers of the Board, and duties of the University, subject to available resources.
2. The first duty of a Governor, however, is to also provide leadership in the strategic direction, integrity, and constant improvement of the University. The legislation notes that a fundamental purpose is not only to "provide" educational programs and facilities in all branches of knowledge, but to "promote" and "advance" those purposes.
3. The duties of each Governor are better described under the Best Interests Protocol of the Governance Policy, in accordance with the Act and the Governance Policy of the Board. These include:
  - a. To act honestly, in good faith and in the best interests of the University;
  - b. To act with due skill, care and diligence measured by the standards of the day for a volunteer governor;
  - c. To focus on a strategic oversight role of leadership through looking to the vision and sustained success of the University over the long term, and then periodically testing the performance of operations against statements of strategic intent and values; and,

- d. To promote the effective work of the University, by cooperating with Senators and others in all constituent parts of the University.
4. The role of the Governor is that of a fiduciary for the best interests of the University, as someone who is entrusted to make decisions about the assets or lives of others. This is a complex institution of people and property, and ideas and risks – of fundamental importance in exercising the duties of a fiduciary is to be informed and impartial.

As the oath of office notes, on appointment a Governor must:

*“... truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Vancouver Island University.”*

In this regard the University has an obligation to provide reasonable assistance and information to the Board; however, each Governor must:

- a. respect the office;
- b. make the time to prepare for informed discussion;
- c. engage in a respectful and constructive way; and,
- d. understand and abide by governance policies and guidelines, including standards of conduct and best interests and conflicts policies of the University.

A fiduciary is not expected to be an expert on all matters. They are, however, expected to know the limits of their own expertise, including governance and financial literacy, and ask questions, collaborate, and participate in opportunities for further learning or understanding about their governance role and the University.

5. Service on the University Board is both an obligation to govern well, and a learning opportunity within a learning institution. Each Governor brings a wealth of experience, from current student life to advanced financial expertise, but no single Governor has it all, nor is any individual expected to. The Governance Policy and document framework of the Board are intended to help the Governors work together effectively.
6. This protocol will be interpreted in accordance with the laws of the Province of British Columbia, Canada, including constitutional and legislative definitions or guides to interpretation, and the Governance Policy of the University.

<<See Also Bylaw 13 and Policy 11.15>>

#### Authority and Mandate

The Board Chairperson is elected annually in June of each year by the Board from among its appointed members, and having an effective date of September of each year. The Chair shall serve for a term of one year or until his or her successors are elected. The Chair shall be eligible for re-election.

The Chair reports to and is accountable to the Board of Governors for the orderly procedure of Board meetings and matters before the Board, its Committees, and advisors. The Chair may be removed or replaced at the pleasure of the Board, at a special meeting.

This policy statement is part of a flexible governance framework for the Board of Governors' strategic oversight of the University as amended from time to time.

This statement is a Board protocol, and is the responsibility of the Governance Committee. This statement may restate legislative, regulatory, or corporate obligations established by other documents and processes; however, it is not intended to establish by its own force any legally binding obligations.

#### Role and Interpretation

1. The Chair's primary role is to lead the Board of Governors in effective corporate governance practices, including the organization and functioning of the Board. In exercising the powers and functions of the Chair, this person must work well with the President, as well as presiding over Board strategic planning, administration, and business.
2. The role of the Board Chair is also directed by the Meeting Protocol of the Governance Committee. The Act provides that the Chair has the same right to vote as other members of the Board; in the case of a tie vote on a motion the motion is defeated.

#### Key Responsibilities

3. The key responsibilities of the Chairperson include:
  - a. **Board Leadership.** Senior responsibility for the management, administration and functioning of the Board of Governors for informed decision-making, including information management, meeting, and reporting obligations.

- b. **Strategic Leadership.** For strategic planning and oversight matters, for input into strategic planning matters, and to establish practices for the Board's periodic assessment of operational performance relative to such goals.
- c. **Governance Leadership.** For the University, including fostering a collaborative environment among the President, the Board, and the Senate, and promoting the effective exercise of informed decision-making and internal controls in good governance.

## Practices

### 4. Board Leadership

Practices which are the responsibility of the Chair include:

- a. confirming a governance framework to advise the Governors of their obligations, including legal duties and related practices for:
  - i. current and effective orientation;
  - ii. ongoing briefing and information access; and,
  - iii. governance continuing education.
- b. presiding over Board meetings and related decision-making, including confirming a governance framework for:
  - i. setting an annual agenda;
  - ii. Governor briefings and information access;
  - iii. establishing meeting agendas, and providing for minutes and records in a timely way;
  - iv. confirming the scheduling of regular meetings, and calling other or extraordinary meetings of Governors, and providing opportunities for appointed Governors to meet separately; and,
  - v. encouraging full participation and respectful and informed discussion by individual Governors, with a view to facilitating consensus where feasible.
- c. sitting on the Governance Committee;
- d. sitting on all Board committees and task forces as an ex officio member;
- e. appointing Board members to committees and task forces as deemed necessary by the Board;
- f. appointing Committee Chairs;
- g. in consultation with the President, require adequate personnel and resources for reasonable Board functioning, including provision for the Board to engage independent advisors within reasonable limits, policies and approvals for such engagement; and,
- h. attending to an annual review of the performance and effectiveness of the Board and its committees.

## 5. Strategic Leadership

The Chair has a responsibility to work closely with the President on matters of informed decision-making and strategic oversight. This includes:

- a. providing counsel to the President, on request, comments on developing strategic plans and governance policies, including identifying and managing risks and issues, and establishing and maintaining accountability, and Governor's concerns;
- b. being briefed and trained in media and communications matters, to provide, in close collaboration with the President, informed, current, and competent communications and disclosures about the organization's governance, key risks, and crisis management, and to represent the Board at official functions;
- c. working closely with the President to ensure reasonable processes are in place for briefing and reporting to the Board on the strategies and plans developed by management, and performance against such plans; and,
- d. ensuring that processes are in place for the annual assessment, evaluations, and reporting of internal controls, and key personnel, including the President.

## 6. Governance Leadership

The Chair has the primary responsibility for the governance of the Board.

The Chair has the primary responsibility for the accountability of the President to the Board for operational matters.

The Chair's responsibility is to confirm that reasonable processes and frameworks are in place for good governance, including:

- a. clear statements of roles and responsibilities;
- b. strategic plans;
- c. internal controls; and,
- d. assessment and accountability practices.

These processes and frameworks are generally the scope of the Governance Policy, including a process for periodic review and updating.

Statement

Governor orientation and development is recognized by regulatory guidelines, including the BC Board Resourcing and Development Office (BRDO) Part 10 (2005), the judiciary and business-success advocates, as core to the professional exercise of informed decision-making.

This policy is the responsibility of the Governance Committee of the Board, pursuant to the Bylaws and approved as Board policy by Board resolution, as amended from time to time. The University will provide the Committee with reasonable resources, including independent advisors and Governors education opportunities, for this work. The Committee may delegate the delivery of Governor orientation and development work to such advisors or others as it reasonably sees fit and such persons will be accountable to the Committee.

**VIU Vision:** Currently Under Development

**VIU Mission:** Vancouver Island University is a dynamic and diverse educational organization, dedicated to excellence in teaching and learning, service and research. We foster student success, strong community connections and international collaboration by providing access to a wide range of university and college programs designed for regional, national and international students.

**VIU Values:** Vancouver Island University is a dynamic and creative community of faculty, staff, and students. We share a strong belief in the power of learning to change people's lives.

1. First and foremost, we value our students and are committed to their educational and personal success.
  - a. As a learner-centered institution, we engage and challenge our students.
  - b. We support our students through personal interaction, small-scale learning environments, and sensitivity to student needs.
  - c. We welcome students with different backgrounds, cultures, life experiences, and interests, and celebrate their diversity.
2. We value our collegial, respectful, and supportive working environment.
  - a. We encourage continuing opportunities for the learning and growth of our employees.
  - b. We honour the open exchange of ideas, academic freedom, and collaboration across departments and disciplines.

3. We value the quality of our programs and services, and are committed to offering a unique mix of vocational, applied, and academic programs to meet the needs of a wide range of learners.
4. We value our strong connections to the communities we serve.
  - a. We are committed to providing access and programming to meet community needs.
  - b. We value exchange and interaction with our communities – locally, nationally, and internationally.
5. We value the natural environment in which we are located.
  - a. We enjoy the beauty of our location and are committed to maintaining and enhancing the quality of our campus settings.

### Purpose and Interpretation

#### 1. Information Needs

In leading judicial comments, and in statements of best practices or practice guidelines from investors or governments, including BRDO Guidelines, Part 10, Orientation and Development, a common underlying priority in Board development is the selection, orientation, and continuing education of decision-makers. The intent of the Vancouver Island University (VIU) Governor Orientation and Development is to build or enhance skills and knowledge related to:

- a. the effective exercise of the VIU Board business and affairs;
- b. the vision, mission, and values of VIU; and,
- c. the effective operations and learning objectives of VIU, including risk management and opportunities within the academic, administrative, physical plant/learning environment, and local and international communities, and related systems and resources.

Each of these three core competencies for Governors comes with a specialized vocabulary and information needs for informed decision-making. The orientation will provide an initial exposure of incoming Governors, from student representatives to senior industry executives, to the language of governance at VIU to facilitate better communication and further inquiry as needed. Understanding, however, is achieved through exposure to new information, reflection, and implementation. This governance understanding therefore occurs over time, assisted by ongoing Governor development initiatives.

#### 2. Best Practices

Best practices in governance underscore the importance of continuous learning for Governors to exercise strategic oversight with current information and thoughtful judgment. An integrated knowledge management approach includes Board Orientation as only one component. Ongoing information needs of Governors are then addressed by such practices as:

- a. Board and committee meeting information management, including timely agenda management;

- b. operational information management, including issue-docket briefings in a timely way;
- c. governance information management, including memberships in professional organizations, governance counsel and other advisors, and periodic updates;
- d. varying meeting venues by learning environment, community and physical plant;
- e. an annual review and accountability process, for strategic planning, but also for Board management and Governor assessment and development purposes; and,
- f. continuous development of and reflection on governance responsibilities through such practices as periodic briefings and an annual retreat of the Board.

### 3. Interpretation

This policy will be interpreted to be consistent with the Attached Appendix E.1 including recommended definitions for Governance Literacy purposes.

### Practices

#### 4. Annual Board Orientation

Board orientation provides the view from 10,000 meters. It is an overview of the people, places, systems, resources, risks, and opportunities of the University. The orientation is intended to highlight the specialized vocabulary for VIU governance literacy, and to identify the strengths, risks, trends, and sources of information, which can then be the subject of subsequent inquiry on an as needed basis.

The context of Board orientation is within the integrated approach to the information needs of Governors noted in the Introduction above. The orientation itself includes:

- a. the Board Manual;
- b. welcome briefings from the President; and,
- c. an annual series of Orientation and Oversight governance briefings.

Combined with a program to serve the ongoing information needs of Governors, this integrated approach is to provide Governors with experience in Board best-practices to better serve the institution, but also to promote the standards of educational excellence at VIU by providing an understanding of good governance honed in the intriguing challenges of a post-secondary institutional setting. As with any advanced understanding this should also benefit the Governors in their work in other contexts whether the private sector, third-sector, or public sector.

#### 5. Orientation and Oversight Annual Briefings

These briefings are intended not only for incoming Governors, but also as refresher sessions for all Governors. An example of the relevant value was at a session on Listening and Writing skills for the legal profession – when to the surprise of junior members of the profession in attendance, the significant demographic of attendees was judges. These men and women of the judiciary, leaders in their profession and communities, who spent most of their professional lives focused on listening and writing, took time to attend a half-day session to reflect and enhance basic skills and competencies.

The annual briefings program has also been expanded from a single-session approach, with a view to the updated standards of programs providing continuing education to experienced executives and Governors, through such programs as the International Institute of Corporate Governors and the Governors College of Canada. This program has been designed to balance critical time constraints for Governors who kindly donate their time and expertise for service in the face of other leadership obligations, with the different levels of experience and competencies of the Governors, through a variety of learning approaches and media.

An important responsibility of Governors is to provide comments to improve the Orientation and Oversight program.

6. Board Orientation: Board Manual

The Board Manual is intended to be the primary resource for three streams of core competencies for Governors:

- a. the effective exercise of Board business and affairs;
- b. the vision, mission, and values of VIU; and,
- c. the effective operations of the VIU Group, including risks and opportunities within the academic, administrative, physical plant/learning environment, and local and international communities, and related systems and resources.

7. Board Orientation: Digital Realm

An important cornerstone of information access for Governors on operational matters and general governance reference is the VIU website: <http://www.viu.ca/gap/index.asp>. Through its approach to information management and operational policies, VIU has taken a leadership role in establishing a principled policy approach to transparency and accessible decision-making.

Online information is provided for the benefit of students, financial supporters, and other stakeholders, regulators, and the public.

8. Archive / Records Management

An important cornerstone of information access for Governors on Board-management matters is the Board Secretariat's Record Archive at [https://isweb.viu.ca/comm\\_viewer/](https://isweb.viu.ca/comm_viewer/).

Compliance

1. Preparation of Annual Service Agreement with Ministry.
2. Regular liaison with the Board Resource & Development Office (BRDO).
3. Participation in BRDO Governance and Disclosure Guidelines Assessment and other surveys.
4. Preparation of Annual Report for Ministry.
5. Participation in Auditor General survey.

Board Effectiveness and Risk Management

6. Professional Memberships:
  - a. Association of Governing Boards (AGB);
  - b. Conference of Western Canada University Board Secretaries (COWCUBS);
  - c. National Association of University Board Chairs and Secretaries (NAUBCS); and,
  - d. Conference Board of Canada – Governance and Corporate Social Responsibility.
7. Operations Expertise:
  - a. Board Tours / Visits to various Faculties and Departments throughout the institution as part of the regularly scheduled Board meeting.
  - b. Board Tours / Visits to the Regional Campuses on a rotational basis annually.
  - c. Invitations to attend key events, including Convocation and Graduation Ceremonies.
8. Governance Expertise and Effectiveness:
  - a. Engaging and developing relationships with internal community members, (i.e., joint meetings/socials with Senate, members of the Executive Council, members of the Management Committee, and Board members).

- b. Engaging and developing relationships with external community members (i.e., joint meetings/socials with City Councillors, Snuneymeux First Nation, Port Authority, etc.).
- c. Engaging past-Board members – reception/social held every other year.
- d. Attendance at sector conferences, such as National Association of University Board Chairs and Secretaries (NAUBCS) and Conference of Western Canada University Board Secretaries (COWCUBS).
- e. Transparency -- Board Secretariat information management, including records and Board Handbook (now on the Web).
- f. Accountability:
  - i. Annual Board Goals and semi-annual review of progress;
  - ii. Annual Evaluation – Self-Evaluation and Evaluation of the Board as a Whole; and,
  - iii. Integrity Infrastructure – anonymous, confidential online reporting.
- g. Regular Town Hall Sessions at all campuses (for the internal community).
- h. Annual Report (for both internal and external community)

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