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This Board Governance Manual (“the Board Manual”) has been prepared for the Board of Governors of Thompson Rivers University (“TRU”). The governance framework reflected in the Board Manual defines the roles and responsibilities and the processes for accountability of the Board, the Board Chair, Governors, the President and the Corporate Secretary, and establishes guidelines that outline how the Board will carry out its duties of stewardship and accountability. The Board Manual incorporates the Board’s responsibilities as set out in the *University Act*, the *Thompson Rivers University Act* and the Board of Governors Bylaws (“the Bylaws”).

After this introduction, the Board Manual is divided into the following sections:

**Board Structure** outlines the general roles and responsibilities of the Board, Position Descriptions for individual Governors, the Board Chair, the President and the Corporate Secretary, and guidelines for Committees.

**Standards of Conduct** sets out a Code of Conduct to which Board members are required to adhere.

**Board Processes** details the policies and processes that govern the Board’s work.

**Significant Organizational Policies** includes TRU’s significant organizational policies that require Board approval.

**Legal Framework** includes a copy of the *University Act*, the *Thompson Rivers University Act* and the Bylaws.

**Other** includes a copy of the most recent Strategic Priorities.

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## Board Powers and Duties

Pursuant to the *Thompson Rivers University Act*, the Board is responsible for the management, administration and control of TRU's property, revenue, business and affairs, except those vested in the Senate or Planning Council for Open Learning.<sup>1</sup> The Board fulfills its role by delegating to Administration responsibility for the day-to-day operations of TRU. Board members are not compensated and serve part time; the Board's role is one of governance and oversight of TRU. The Board's governance role is defined in the Board Charter and involves a wide range of responsibilities, including appointing and evaluating the President, approving TRU's strategic plan, ensuring Administration is qualified, overseeing TRU's activities, reviewing TRU's material risks and overseeing a succession planning process to ensure continued leadership.

## Board Structure

The Board is composed of 15 members as follows:<sup>2</sup>

- a) the Chancellor;
- b) the President;
- c) two faculty members elected by faculty members;
- d) eight persons appointed by the Lieutenant Governor in Council, two of whom are appointed from individuals nominated by the alumni association;
- e) two students elected by students; and
- f) one person elected by and from TRU employees who are not faculty members.

All Governors appointed by Government should be independent of TRU; that is, free from any relationship that might interfere with the exercise of their independent judgment as a Board member.

A Governor elected or appointed by a group is not a delegate or representative of that group. Although such a Governor can express and take into account that group's interests and concerns, each Governor has a duty to act in the best interests of the University as a whole.

The following persons are not eligible to be or remain on the Board of Governors: (i) an MP, (ii) an MLA; and (iii) an employee of the Ministry of Advanced Education.<sup>3</sup>

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<sup>1</sup> *Thompson Rivers University Act*, s. 7(1).

<sup>2</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 19(1).

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## Governors' Terms

Governors hold office for a term of one to three years.<sup>4</sup> The two faculty members and the TRU employee hold office for three years and after that until a successor is elected. The individuals appointed by the Lieutenant Governor in Council hold office for up to three years and after that until a successor is appointed. Student members hold office for one year and after that until a successor is elected. The Chancellor and President are members of the Board for so long as they hold their respective offices.

Appointed members of the Board are eligible for reappointment and elected members are eligible for re-election, but those members may not hold office for more than six consecutive years.<sup>5</sup> The Lieutenant Governor in Council has the discretion to remove an appointed member of the Board at any time.<sup>6</sup> In addition, the Lieutenant Governor in Council may, on a resolution passed by the vote of at least a 2/3 majority of the members of the Board, remove an appointed member, an elected faculty member, employee, or student if the Board is satisfied that the person should be removed for cause.<sup>7</sup>

If a vacancy arises on the Board in respect of an appointed member, the Lieutenant Governor in Council is required to appoint a person to fill the vacancy.<sup>8</sup> If the vacancy is in respect of an elected member, the appropriate body must elect a replacement.<sup>9</sup> A person elected or appointed to fill a vacancy holds office for the remainder of the term for which the new member's predecessor was appointed or elected.<sup>10</sup>

## Committees

The Board has established the following standing Committees to assist it with its work:

- a) Executive;
- b) Finance;
- c) Audit; and
- d) Governance and Human Resources.

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<sup>3</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 23(1).

<sup>4</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 20.

<sup>5</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 21.

<sup>6</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 22(1).

<sup>7</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 22(1.1).

<sup>8</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 25(1).

<sup>9</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 25(2).

<sup>10</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 2.

The Board has established Terms of Reference for each Committee that set out the powers and duties of the Committee, its rules of procedure and accountability.

### **Board Relations with Administration**

The Board hires the President and delegates to the President overall responsibility for the operations of TRU within the parameters set by the Board. The Board has developed the Board Charter to clarify roles and responsibilities between the Board and Administration. Governors may direct questions or concerns on Administration performance through the Board Chair to the President, or through Board and Committee meetings.

### **Board Relations with Senate**

The *University Act* and the *Thompson Rivers University Act* provide for Board interaction with the Senate in a number of areas. For example, the Board must seek advice from the Senate on the development of educational policy regarding matters such as the mission statement and the educational goals, objectives, strategies and priorities of TRU, and the establishment or discontinuance of faculties, courses and programs.<sup>11</sup> It also must confer with the Senate regarding the provision of chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes.<sup>12</sup>

### **Board Relations with Planning Council for Open Learning**

Pursuant to the *Thompson Rivers University Act*, the Planning Council for Open Learning can advise or make recommendations to the Board on matters concerning the Open Learning Division, including its educational mandate and strategic direction, and the establishment, revision or discontinuance of courses and programs in the Open Learning Division.<sup>13</sup>

### **Governance Structure Review**

These provisions regarding the structure of the Board are reviewed and approved at least every five years by the Board through the Governance and Human Resources Committee.

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<sup>11</sup> *Thompson Rivers University Act*, s. 10(a), (b) and (e).

<sup>12</sup> *University Act*, s. 27(2)(k).

<sup>13</sup> *Thompson Rivers University Act*, s. 12(2).

## 1. Role

As set out in the *Thompson Rivers University Act*, the management, administration and control of the property, revenue, business and affairs of Thompson Rivers University (“TRU”), except those vested in the Senate or the Planning Council for Open Learning, are vested in the Board.<sup>1</sup>

The Board delegates to Administration responsibility for the day-to-day operations of TRU. Board members serve part time and the Board’s role is one of governance and oversight of TRU.

## 2. Responsibilities

The Board’s powers are set out in s. 27(2) of the *University Act* (BC). In addition to the roles and responsibilities set out by statute, the Board is guided by University policies and regulations.

The primary responsibilities of the Board are set out below.

- a) The appointment and performance evaluation of the organization’s chief executive officer
- b) Ensuring good management and sound fiscal practices
- c) Approving major capital expenditures and “material transactions not in the ordinary course of business”
- d) Ensuring the development, implementation and effective monitoring of strategic plans and directions
- e) Ensuring that the mandate and mission of the organization are well-defined, understood and practiced
- f) Ensuring fiscal, legal, and ethical integrity
- g) Identifying and ensuring the appropriate management of risks
- h) Succession planning
- i) Self-policing to ensure excellent governance practice.

### 2.1. Appointing and Overseeing the President and Human Resources

The Board has responsibility to:

- a) appoint the President, set the President’s salary and remuneration, define the President’s duties and define the President’s tenure of office;<sup>2</sup>
- b) monitor and evaluate the President’s performance;
- c) prepare and submit to government a Statement of Executive Compensation Philosophy as required;

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<sup>1</sup> *Thompson Rivers University Act*, s. 7(1).

<sup>2</sup> *University Act*, s. 27(g).

- d) oversee President succession planning and ensure there:
  - i) is a process that would respond to an unplanned situation which requires an immediate replacement of the incumbent President; and
  - ii) are criteria and processes for recognition, promotion, development and appointment of Administration staff consistent with the future leadership requirements of TRU;
- e) provide advice and counsel to the President in the execution of the President's duties.

## **2.2. Human Resources and Collective Bargaining**

- a) upon nomination or recommendation by the President, make appointments in accordance with applicable legislation;<sup>3</sup> and
- b) in years when there is collective bargaining with the University's unions, oversee:
  - i) budgetary issues associated with matters being negotiated in the collective bargaining; and
  - ii) Administration's conduct of the collective bargaining.

## **2.3. Strategy**

TRU's Administration formulates the strategic plan and other plans and the Board assesses and ultimately approves them. The Board has responsibility to:

- a) review and approve TRU's mission and value statements;
- b) oversee the process of the ongoing formulation of TRU's strategic plans, other plans and Board policies;
- c) receive input from the President and adopt with or without modifications the budgets for operating and capital expenditures for TRU;<sup>4</sup> and
- d) monitor, on a regular basis, performance against strategic and other plans with a focus on key risks and strategies.

## **2.4. Financial Information, Systems and Internal Controls**

The Board has responsibility to:

- a) verify, with the advice of the Audit Committee, that Administration has established and is applying appropriate audit, accounting and financial reporting principles;
- b) verify, with the advice of the Audit Committee, that internal financial,

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<sup>3</sup> *University Act*, ss. 27(g), 28(2).

<sup>4</sup> *University Act*, s. 27(l).

business control and information systems are in place and functioning satisfactorily; and

- c) with the advice of the Audit Committee, review and approve the annual audited financial statements and ensure financial results are reported fairly and in accordance with generally accepted auditing standards.

## **2.5. Risk Management**

TRU's Administration is responsible for establishing processes, procedures and mechanisms by which key matters of risk are identified, and ensuring that strategies are developed to manage such risks.

The Board has responsibility to:

- a) understand the key risks of TRU's operations;
- b) ensure, through regular reviews and assessments, that Administration has established appropriate systems to identify and manage these risks; and
- c) receive regular reports on the management of material risks to TRU.

The principal mechanisms through which the Board reviews risks are the Audit Committee, the strategic planning process and an annual risk review by the Board.

## **2.6. Monitoring and Reporting**

The Board has responsibility to:

- a) direct Administration to develop, implement and maintain a reporting system that accurately measures TRU's performance against the performance expectations set out in its strategic plan;
- b) review annually TRU's progress toward the objectives set out in the Institutional Accountability Plan and Report submitted to government, and to revise and alter its direction through Administration, in light of changing circumstances; and
- c) ensure Administration makes an annual report of its transactions to the provincial government and the Senate, setting out a balance sheet and a statement of revenue and expenditure for the year ending on the preceding March 31, and other particulars the government may require.<sup>5</sup>

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<sup>5</sup> *University Act*, s. 32.



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## **2.7. Code of Conduct and Business Ethics**

The Board has responsibility to:

- a) establish, and update from time to time as required, a Code of Conduct for Governors;
- b) direct Administration to ensure that TRU operates at all times in a manner consistent with the Code of Conduct and within applicable laws, and to the highest ethical and moral standards; and
- c) approve and monitor through Administration, compliance with all significant Board policies that govern TRU's operations.

## **2.8. Communications**

The Board has responsibility to:

- a) ensure TRU has a plan in place to communicate effectively with students, employees, stakeholders, and the public; and
- b) report annually on the Board's work in the preceding fiscal year.

## **2.9. Board Effectiveness**

The Board retains responsibility for managing its own affairs including responsibility to:

- a) regularly review the Board's ability to be effective in fulfilling its roles and responsibilities;
- b) regularly review and update the mandates of the Board, Board Committees, the Board Chair and individual Governors;
- c) develop a plan for long term Board composition and maintain a Board Competency Matrix;
- d) require appropriate certification from Administration that TRU is in compliance with the law;
- e) provide comprehensive orientation and professional development sessions for Governors; and
- f) annually examine the effectiveness of the Board, its Committees and the Board Chair.

## **3. Reliance on Management and Advisors**

In carrying out its responsibilities, the Board:

- a) relies on TRU's Administration to provide it with accurate and full information; and
- b) is entitled to retain and rely on external professional services firms, consultants and advisors as needed to fulfill its mandate.



## BOARD CALENDAR

	SEPTEMBER	OCTOBER (PLANNING)	DECEMBER	FEBRUARY	MARCH	MAY
<b>STRATEGIC PLANNING / REPORTING</b>						
1. Strategic and Business Plans <ul style="list-style-type: none"> <li>Discussion and Review</li> <li>Approve Strategic Plan (current plan runs 2007-2012)</li> </ul>		X				X
2. Operating Budget <ul style="list-style-type: none"> <li>Discuss</li> <li>Approve</li> </ul>		X	X	X	X	X
3. President's Annual Report on University Progress			To be determined			
<b>AD HOC MATTERS</b>						
4. Internal Restriction of Funds <ul style="list-style-type: none"> <li>Approve</li> </ul>			X			
5. Capital Plan Updates	X	X	X	X	X	X
6. Honorary Doctorate Nominations <ul style="list-style-type: none"> <li>Approve</li> </ul>			X			
7. Schedule of Events <ul style="list-style-type: none"> <li>Approve</li> </ul>				X		
8. Contracts Over \$2M (as per policy BRD 02-2)	As required					
9. Other Material Decisions	As required					
<b>FINANCIAL &amp; RISK ACCOUNTABILITY</b>						
10. Report on Quarterly Financial Performance		X		X		
11. Audited Financial Statements (approval) <ul style="list-style-type: none"> <li>Approve</li> </ul>						X

	SEPTEMBER	OCTOBER (PLANNING)	DECEMBER	FEBRUARY	MARCH	MAY
12. Enrolment Audit Report • Approve						X
13. Risk Review						X
14. External Auditor Engagement • Approve			X			
15. External Auditor's Fees • Approve			X			
16. Occupational Health and Safety Report		X		X		
17. Internal Audit Plan Approval			X			
18. Tuition and Other Fees • Notice of Motion • Approve					X	X
19. Financial Information Act Report • Approve	X					
20. Material financial commitments outside of approved budget • Approve	<b>As required</b>					
21. President Performance Evaluation • Approve President Goals and Objectives • Gather Feedback • Feedback to President on Evaluation		X X	X			
<b>HUMAN RESOURCES</b>						
22. President Succession Planning Review	<b>As required</b>					
<b>GOVERNANCE</b>						
23. Election of Board Chair and Vice-Chair	X					
24. Appoint Committee Members and Chairs	<b>As required and as new Governors are appointed / elected to the Board.</b>					
25. Review and Set Board Calendar Items (goal setting – see Board Self-Evaluation Policy)		X				
26. Set Meeting Schedule				X		

	SEPTEMBER	OCTOBER (PLANNING)	DECEMBER	FEBRUARY	MARCH	MAY
27. Board Evaluation <ul style="list-style-type: none"> <li>Initiate Process (beginning of the month)</li> <li>Report</li> </ul>						X X
28. Board Composition <ul style="list-style-type: none"> <li>Review and approve Board Competency Matrix</li> <li>Identify priority skills required on the Board</li> <li>Identify Governor candidates and submit to Ministry</li> </ul>				X X X		
29. Oath of Office and Code of Conduct <ul style="list-style-type: none"> <li>Governor's declaration</li> </ul>	<b>As required</b>					
30. Governance Manual <ul style="list-style-type: none"> <li>Review, propose changes, and update manual</li> </ul>	<b>As required</b>					
<b>COMMUNICATIONS</b>						
31. Communications Policy <ul style="list-style-type: none"> <li>Review and approve</li> </ul>	<b>As required</b>					
32. Summary of Board Activities <ul style="list-style-type: none"> <li>Review and approve</li> </ul>						X
<b>COMPLIANCE / LEGAL</b>						
33.	<b>As required</b>					

## 1. Introduction

The Board has developed this Governor Position Description to clarify Governors' duties and to set out how the Board expects Governors to go about discharging their duties and responsibilities. The duties and responsibilities of the Board as a whole are set out in the Board Charter.

## 2. Standards of Conduct

In discharging his or her responsibilities, each Governor shall:

- a) act honestly and in good faith with a view to the best interests of TRU<sup>1</sup>; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these standards, Governors are required to:

- c) act in the best interests of TRU and not in his or her self-interest or in the interest of a particular group or constituency;
- d) avoid potential, perceived or actual conflicts of interest that are incompatible with service as a Governor, and disclose any personal interests that may conflict with the interests of TRU;
- e) keep confidential all confidential information including all information associated with *in camera* meetings;
- f) comply with applicable TRU policies, including the Code of Conduct; and
- g) comply with the *University Act* and the *Thompson Rivers University Act*, regulations made under these Acts, and the Bylaws.

## 3. Relationship with Administration

Each Governor shall be available as a resource to Administration.

Governors may direct questions or concerns on the performance of Administration at Board and Committee meetings or through the Board Chair to the President. Governors must respect the organizational structure of the Administration. The Board of Governors acts collectively and no Governor has the authority to direct any employee of TRU.

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<sup>1</sup> *University Act, s.19.1*

#### **4. Public Statements**

Pursuant to TRU's policy entitled "Official Positions and Spokespeople", the Board Chair is the spokesperson for TRU for any matter within the authority of the Board. In the Chair's absence, the Vice-Chair or the member acting as Chair becomes the spokesperson.

#### **5. Information Requirements**

Governors must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While Administration will provide Governors with all of the information that Administration thinks Governors need in order to discharge their responsibilities, Governors have a responsibility to ask for all information they believe necessary to make an informed decision. Requests for information should be directed through the Board Chair.

Governors are expected to be knowledgeable about TRU's mandate, goals and objectives, and operations.

#### **6. Board Activity**

During meetings, each Governor is expected to:

- a) be prepared and well-informed on relevant issues (through pre-read material or otherwise);
- b) bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;
- c) interact with fellow Board members and Administration in a respectful and constructive manner;
- d) speak and act independently while remaining a "team player";
- e) express opinions in a clear, organized and respectful manner;
- f) express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed;
- g) ask probing questions when appropriate;
- h) listen to, and exercise tolerance for, other perspectives;
- i) be adaptable, flexible and open-minded in the consideration and implementation of change;
- j) exercise a logical, rational approach to problem solving;
- k) analyze issues from many perspectives and consider the impact of decisions on TRU's internal and external environments (e.g., students, faculty, staff, stakeholders, community, government);
- l) be innovative and/or resourceful in finding or developing solutions;

- m) whenever possible, advise the Board Chair and President in advance of introducing significant and previously unknown information;
- n) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of TRU; and
- o) once Board decisions are made, support those decisions in a positive manner.

Between meetings, each Governor should:

- p) be available as a resource to Administration and the Board; and
- q) as necessary and appropriate, communicate with the Board Chair and President.

In carrying out his or her responsibilities, every Governor is expected to be actively engaged in the work of the Board and add value to the Board's work. Those Governors who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by contributing to discussions on topics within their area of expertise.

## **7. Attendance**

Absent extenuating circumstances, Governors are expected to attend all regular meetings, special meetings (such as Board planning sessions) and Committee meetings for those Committees on which the Governors serve.

A Governor may participate in a Board meeting or Committee meeting by telephone or other means that permits all participants to hear each other, and is not required to be physically present to be counted as part of the quorum.<sup>2</sup> However, participation in person is strongly encouraged.

TRU will monitor attendance at meetings. Unless excused by a resolution of the Board, a member who does not attend at least half of the Board's regular meetings in any given year is deemed to have vacated his or her seat.<sup>3</sup>

## **8. Orientation and Professional Development**

Governors are expected to participate in TRU's Governor orientation program and ongoing professional development (for the Board or for an individual Governor) as recommended by the Board. Governors are also expected to

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<sup>2</sup> Bylaws, Section III, Paragraph 3(f).

<sup>3</sup> *Thompson Rivers University Act*, s. 4(1), *University Act*, s. 22(2).

undertake any required Governor training and take time to educate themselves on governance duties and broad issues of the sector.

## **9. Resignation**

A Governor's resignation becomes effective at the time TRU receives a written resignation from him or her or at the time specified in the resignation, whichever is later. Such resignation shall be made in writing to the Board Chair or President, and for appointed members, also delivered to the Minister designated under the *University Act*.<sup>4</sup>

## **10. Re-Appointment**

An appointed Governor who is eligible for re-appointment shall inform the Board Chair at least six months ahead of the end of the Governor's term whether he or she would agree to re-appointment for a further term. If the Governor agrees to a second term, the Board Chair will advise the Board Resourcing and Development Office as to the Governor's performance during the Governor's first term and recommend whether the Governor should be re-appointed for a subsequent term. The Board Chair's advice and recommendation shall be informed by the Board Chair's own observations and the results of any Governor assessment feedback.

## **11. End of Term**

Upon a Governor's term ending, the Governor is required to return to TRU all materials and other items belonging to TRU, including confidential Board materials.

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<sup>4</sup> Bylaws, Section III, Paragraph 10.



## 1. Election

The Board elects annually, in September, the Board Chair from among its Order-in-Council members.<sup>1</sup> The Chair is eligible for re-election.<sup>2</sup>

The Board Chair may be removed from office by resolution of the Board.<sup>3</sup>

## 2. Role

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

## 3. Duties and Responsibilities

### 3.1. Working with Administration

The Board Chair is responsible to:

- a) act as a liaison between Administration and the Board;
- b) foster a constructive and harmonious relationship between the Board and Administration through periodic contact with the President;
- c) act as a sounding board, counsellor and confidant for the President;
- d) assists in the Presidential evaluation process as set out in the chapter of this manual entitled Presidential Evaluation;
- e) ensure the President is aware of concerns of the Board and stakeholders;
- f) review and approve the President's monthly expense and perquisite reimbursement;
- g) keep abreast generally of the activities of TRU and its management; and
- h) seek to ensure that Administration presents to the Board all matters necessary to enable the Board to effectively discharge its responsibilities.

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<sup>1</sup> *University Act, s. 27(2)(b), Thompson Rivers University Act, s. 7(2), Bylaws, Section III, Paragraph 2.*

<sup>2</sup> *Bylaws, Section III, Paragraph 2.*

<sup>3</sup> *Ibid.*

### **3.2. Board Operations**

The Board Chair is responsible to:

- a) recommend an annual schedule of the date, time and location of Board and Committee meetings;
- b) in concert with the Corporate Secretary and President, develop and set the Board meeting agendas;
- c) call meetings of the Board;
- d) preside over Board meetings;
- e) witness documents authorized by the Board;
- f) recommend to the Board the Committees necessary for the effective functioning of the Board;
- g) recommend to the Board the Chairs and Board members for each Committee;
- h) develop and monitor Board budget expenses;
- i) ensure proper minutes are recorded and presented to subsequent meetings; and
- j) oversee issues raised with respect to conflicts of interest.

### **3.3. Board Effectiveness**

The Board Chair is responsible to:

- a) seek to ensure the Board fulfills its governance responsibilities as set out in the Board Charter;
- b) seek to ensure Board meetings are conducted in an efficient, effective and focused manner;
- c) maintain the boundaries between Board and Administration responsibilities;
- d) seek to ensure that Governors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable the Governors to form appropriate judgments;
- e) at meetings, encourage participation of all Governors and promote a spirit of collegiality where robust questioning and discussion is encouraged by all Governors;
- f) build consensus and develop teamwork within the Board;
- g) foster ethical and responsible decision-making by the Board and individual Governors;
- h) be available to individual Board members for questions, counsel and discussions relating to TRU;
- i) provide new Governors with information on their duties and responsibilities and encourage ongoing Governor education; and

- j) keep the Board up to date on all significant developments of TRU, both at meetings and between meetings.

### **3.4. Governor Appointments, Performance and Re-Appointments**

The Board Chair is responsible to:

- a) in consultation with the Board and the Governance and Human Resources Committee, consider the optimal Board composition and desired attributes in new Governor appointees to strengthen the Board; and
- b) liaise with the Government regarding new Governor appointments and re-appointments.

## **4. Board Chair Evaluation**

The Board formally evaluates the Board Chair's performance on an annual basis.

The objective of the Board Chair evaluation is to improve the overall performance of the Board by providing feedback to the Board Chair on his/her performance and identifying effective practices and opportunities for improvement.

The Board Chair evaluation process is led and carried out by the Governance and Human Resources Committee with external resources as appropriate and involves feedback from all Governors. Typical areas covered by the evaluation process include:

- a) quality of the Board Chair's interaction and relationship with Administration;
- b) ability to manage the Board and its activities; and
- c) effectiveness in representing the Board internally and externally.

## **5. Vice Chair**

Pursuant to the Bylaws, the Vice Chair is responsible to perform the duties of the Chair in the Chair's absence.<sup>4</sup>

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<sup>4</sup> Bylaws, Section III, Paragraph 2(b).

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## 1. Introduction

This position description describes the role and responsibilities of the President & Vice-Chancellor (the “President”) of TRU. It should be read in conjunction with the President’s employment agreement.

## 2. Appointment

The Board appoints the President, sets his or her salary or remuneration, and defines the President’s duties and tenure of office or employment.<sup>1</sup> The President is a member of the Board<sup>2</sup> and reports to the Board.

## 3. Role

The President is the chief executive officer of the University and must generally supervise and direct the academic work of TRU.<sup>3</sup> The President has overall responsibility for leading and managing the University through the development and implementation of strategies and policies and efficient and effective operations.

## 4. Accountability

The President is accountable to the Board.

## 5. Duties and Responsibilities

The President’s specific responsibilities include:

### 5.1. Leadership

- a) leading and managing TRU within the parameters established by the Board and its Committees;
- b) providing leadership in the establishment and articulation of TRU’s mission, values and goals;<sup>4</sup>
- c) ensuring that TRU operates within established policies and priorities by apprising the Board of all matters affecting its responsibilities as set out in provincial statutes and regulations;<sup>5</sup>
- d) developing and implementing operational policies to guide TRU

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<sup>1</sup> *University Act*, s. 27(2)(g), *Thompson Rivers University Act*, s. 7(2).

<sup>2</sup> *University Act*, s. 63(a), *Thompson Rivers University Act*, s. 4(1).

<sup>3</sup> *University Act*, s. 59(1), *Thompson Rivers University Act*, s. 4(1).

<sup>4</sup> President Employment Agreement, Appendix B.

<sup>5</sup> President Employment Agreement, Appendix B.

- within the framework of the vision and strategic goals approved by the Board;
- e) directing and monitoring TRU's activities in a manner that ensures the assets of TRU are safeguarded and optimized;

**5.2. Strategic**

- a) providing leadership in developing institution-wide short and long term plans through a consultative process;<sup>6</sup>

**5.3. Reporting**

- a) making any necessary recommendations to the Board and Senate and reporting on any matter referred to the President by the Board or Senate;<sup>7</sup>
- b) monitoring the educational, administrative and financial performance of the University and providing reports as appropriate;<sup>8</sup>
- c) preparing and publishing an annual report on the progress of the University;<sup>9</sup>

**5.4. Board**

- a) supporting the Board Chair and the Board in carrying out the Board's governance responsibilities, including the timely provision of relevant information;

**5.5. Budget**

- a) preparing and submitting to the Board an annual budget in consultation with the appropriate standing committee of the Senate;<sup>10</sup>

**5.6. Financial and Risk Management**

- a) ensuring the integrity of TRU's internal control and management systems;
- b) identifying, and reporting to the Board on, the principal risks of TRU and ensuring the implementation of systems to manage those risks;

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<sup>6</sup> President Employment Agreement, Appendix B.

<sup>7</sup> *University Act*, s. 62(1)(b) and (c), *Thompson Rivers University Act*, s. 4(1).

<sup>8</sup> President Employment Agreement, Appendix B.

<sup>9</sup> *University Act*, s. 62(1)(a), *Thompson Rivers University Act*, s. 4(1).

<sup>10</sup> *University Act*, s. 62(2), *Thompson Rivers University Act*, s. 4(1).

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**5.7. Human Resources**

- a) developing and implementing an organizational structure that is appropriate for the effective and efficient operation of TRU;<sup>11</sup>
- b) annually establishing and maintaining a Board approved plan for Administration development and succession, including President succession planning;

**5.8. External Relations**

- a) acting as the primary spokesperson for TRU and overseeing TRU's interfaces with the public and stakeholders;
- b) developing and implementing a communications program to support TRU's strategic objectives;
- c) maintaining effective relationships in dealings with the provincial and municipal governments, educational institutions, professional associations, unions, business, alumni, foundation and the public at large;<sup>12</sup>

**5.9. Funds and Grants**

- a) ensuring that funds are raised and grants are obtained to fulfill the vision of TRU;<sup>13</sup> and

**5.10. Outside Commitments**

- a) obtaining Board approval prior to accepting significant public service commitments and/or outside board appointments.

**6. Offices**

The President:<sup>14</sup>

- 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.

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<sup>11</sup> President Employment Agreement, Appendix B.

<sup>12</sup> President Employment Agreement, Appendix B.

<sup>13</sup> President Employment Agreement, Appendix B.

<sup>14</sup> *University Act*, s. 63, *Thompson Rivers University Act*, s. 4(1).

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## 7. Compensation

The Board determines the President's compensation,<sup>15</sup> subject to parameters set for executive compensation in B.C.'s public sector by the Public Sector Employers' Council.<sup>16</sup>

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<sup>15</sup> *University Act*, s. 27(2)(g), *Thompson Rivers University Act*, s. 7(2).

<sup>16</sup> The Public Sector Employers' Council coordinates the management of executive compensation in British Columbia.

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The following describes the role and responsibilities of the Corporate Secretary.

### **1. Appointment**

The Corporate Secretary may also serve as General Counsel to TRU. The General Counsel role is primarily a resource for Administration.

The Corporate Secretary is accountable to the Board and reports to the Board Chair and the President.

### **2. Role**

The Corporate Secretary supports the Board in respect of Board meetings and corporate records by providing resources, information and communication links between the Board and Administration, with particular emphasis on facilitating the flow of information.

### **3. Duties and Responsibilities**

The Corporate Secretary has specific responsibility to:

- a) ensure that meetings of the Board and Board Committees run as efficiently as possible by helping the Board Chair and Committee Chairs to set agendas, preparing and presenting information to the Board and Board Committees, advising on Board procedures and Board meeting practices;
- b) under direction from the Board Chair, schedule all Board and Committee meetings;
- c) ensure proper notice is given for all Board and Committee meetings;
- d) attend all Board and Committee meetings and act as secretary at such meetings (or assign a delegate to do so);
- e) ensure that minutes from each Board meeting are prepared and distributed to all Governors, following review by the President;
- f) provide, or obtain, governance advice or support for the Board and advise the Board on all matters of procedure;
- g) advise the Board Chair with respect to any matters where conflict, potential or real, may occur between the Board and the President;
- h) serve the Governance and Human Resources Committee as a source of expertise and advice on new developments in corporate governance and best practices that are being employed in other organizations;
- i) ensure the Board is aware of and acts within the parameters of the *University Act*, the *Thompson Rivers University Act* and the



- Bylaws;
- j) keep under close review all legislative, regulatory and corporate governance developments that might affect TRU, and ensure the Board is fully briefed on these and has regard to them when making decisions;
  - k) under direction from the Governance and Human Resources Committee, participate in providing orientation for new Governors and ongoing professional development for all Governors and support them in understanding their roles and responsibilities;
  - l) maintain TRU's corporate records;
  - m) recommend, as required, to the Board or Committees any changes to the Board's policies as contained in the Board Manual;
  - n) maintain custody of the minutes and records of the Board;
  - o) ensure proper and timely documentary filings and fulfillment of disclosure requirements to statutory authorities under applicable legislation; and
  - p) coordinate the Board evaluation process as directed by the Board Chair and the Governance and Human Resources Committee.

#### **4. Conflict**

If there is a conflict of interest, actual or potential, on any particular matter, between the Corporate Secretary's administrative or managerial responsibilities within TRU and his/her responsibilities to the Board, it is the responsibility of the Corporate Secretary to draw it to the attention of the Board through the Board Chair.

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## 1. Introduction

The Board has the power to appoint the Committees it considers necessary to carry out the Board's functions, including joint Committees with the Senate.<sup>1</sup>

Current Committees of the Board are:

- a) Executive;
- b) Finance;
- c) Audit; and
- d) Governance and Human Resources.

The Terms of Reference for each Committee are set out separately. The provisions below set out the operating guidelines applicable to all Committees.

## 2. Purpose

The purpose of Board Committees is to provide in-depth supervision in key areas of Board responsibility and to help the Board carry out its work.

## 3. Mandate

Each Committee reviews its own Terms of Reference annually and submits any proposed changes to the Governance and Human Resources Committee for review and recommendation to the full Board.

## 4. Composition

The Board, on the recommendation of the Board Chair, appoints committee Chairs and members. A Committee member may belong to more than one Committee at one time. A Committee member may be removed from one Committee and placed on another Committee upon approval of the Board, providing such a change is not in conflict with the composition guidelines of the Terms of Reference for each Committee. A Committee member may be removed or replaced at any time by the Board and will cease to be a Committee member upon ceasing to be a Governor of TRU.

## 5. Meetings

The frequency of Committee meetings is determined by the Committee Chair in accordance with the Committee's Terms of Reference. Meetings are called by the Committee Chair or by any two Committee members.

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<sup>1</sup> *University Act, s. 27(2)(c), Thompson Rivers University Act, s. 7(2).*

Notice of upcoming regular meetings is given at the previous regular meeting. With the exception of emergency meetings, at least 48 hours notice is given of all extraordinary Committee meetings.<sup>2</sup>

The quorum for a Committee meeting is a majority of the members.<sup>3</sup>

Committee meetings are normally held on one of TRU's campuses and are held in-camera unless the committee resolves to hold a public meeting. A Committee member may participate in a Committee meeting by telephone conference or other communication device if all persons participating can hear each other.<sup>4</sup>

A resolution in writing signed or approved by email by 75% of the Governors entitled to vote on that resolution at a committee meeting is as valid as if it had been passed at a committee meeting, provided that prior to such a resolution receiving the required consent, any two members of the committee may, by notice in writing to the Manager, University Governance, require the matter to be dealt with at a committee meeting.

## **6. Recommendations**

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

## **7. Administration Support**

The applicable member of Senior Administration works with the Committee Chair to establish meeting agendas and ensure preparation of meeting materials. The Corporate Secretary ensures that the minutes of each Committee meeting are prepared and provided to each Committee member in a timely fashion. Committee minutes, once approved by the Committee, are kept in the University's permanent record by the Manager, University Governance.

## **8. Task Forces**

The Board may from time to time establish task forces or other temporary working groups to address time-limited projects.

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<sup>2</sup> Bylaws, Section III, paragraph 5.

<sup>3</sup> Bylaws, Section III, paragraph 4(a).

<sup>4</sup> Bylaws, Section III, Paragraph 3(f).

## **1. Purpose**

The purpose of the Executive Committee is to act on behalf of the Board expeditiously on those matters that are necessary to act on between regularly scheduled meetings of the Board. The Committee will report all actions taken at the next meeting of the Board.

## **2. Composition and Quorum**

The Committee is composed of: (i) the Board Chair; (ii) the Board Vice Chair; (iii) the Chair of the Finance Committee; (iv) the Chair of the Audit Committee; (v) the Chair of the Governance and Human Resources Committee; and (v) the President.<sup>1</sup>

The Board Chair chairs the Committee.

A majority of members of the Committee constitutes a quorum.<sup>2</sup>

## **3. Meetings**

The Committee meets as necessary between regularly scheduled meetings of the Board, as determined by the Board Chair.

## **4. Staff Support**

The Corporate Secretary provides staff support to the Committee, and the Corporate Secretary or his/her delegate is secretary to the Committee.

## **5. External Advisors**

The Committee may engage independent advisors at the expense of TRU when it deems necessary, subject to the approval of the Board Chair.

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<sup>1</sup> The Vice-President, Administration and Finance, the Provost & Vice-President, Academic, and the General Counsel and Corporate Secretary and other University staff will attend committee meetings as required.

<sup>2</sup> Bylaws, Section III, Paragraph 4.

## 6. Responsibility for Document Review

The Committee has responsibility to review, annually, the following Board and organizational documents:

- Executive Committee Terms of Reference

## 7. Limitation on Authority

The Executive Committee will not have the authority exercise any of the following powers of the Board set out in section 27 (2) of the *University Act*:

- adopt the operating and capital expenditure budgets for the University (s.27(2)(l));
- establish a faculty or department (s. 27(2)(j));
- determine the number of students that may be accommodated at the University of any faculty (s. 27(2)(r));
- elect a Chair of the Board (s. 27(2)(b));
- make rules for meeting of the Board (s. 27(2)(a));
- appoint a committee or confer powers on a committee (s. 27(2)(c));
- appoint a President (s. 27(2)(g)) (but the Executive Committee may appoint an acting president under section 27(2)(h) and the other positions referred to section 27(2)(g));
- select a seal and arms for the University (27(2)(p));
- pay a grant in lieu of property taxes to a municipality (27(2)(w)).

Primary responsibility for the financial reporting, accounting systems, management plans and budgets, internal controls and treasury of TRU is vested in Administration and overseen by the Board of Governors.

### **1. Purpose**

The purpose of the Finance Committee is to advise the Board in fulfilling its obligations and oversight responsibilities relating to financial planning and property affairs of the University.

### **2. Composition and Quorum**

The Finance Committee is composed of five Governors, plus the President.<sup>1</sup> The Board, on the recommendation of the Board Chair, appoints the Committee members and Chair.

A majority of members of the Committee shall constitute a quorum.<sup>2</sup>

### **3. Accountability to the Board**

The Committee has no authority to direct Administration or to commit TRU unless specifically authorized by the Board through the Committee Terms of Reference or otherwise.

### **4. Duties and Responsibilities**

Subject to the powers and duties of the Board, the Finance Committee will perform the following duties.

- i. To review and provide recommendations to the Board regarding annual budgets developed by Administration including recommendations with respect to tuition and other fees.
- ii. To review quarterly budget-to-actual reports provided by Administration.

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<sup>1</sup> The Vice-President, Administration and Finance, the Provost & Vice-President, Academic, the General Counsel and Corporate Secretary, and other University staff will attend committee meetings as required.

<sup>2</sup> Bylaws, Section III, Paragraph 4(a).

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- iii. To review and make recommendations to the Board regarding the approval of authorized signing officers in respect of all banking and make recommendations to the Board in respect of banking services.
  - iv. To review the investment management activities of the University.
  - v. To review compliance with applicable tax requirements.
  - vi. To review and make recommendations to the Board regarding policy issues relating to operating budgets and capital expenditures.
  - vii. To review and make recommendations to the Board in respect of all proposed transactions regarding the leasing or disposal of real property.

## **5. Meetings**

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any Committee member or the External Auditor.

## **6. Reporting**

The Committee will report its activities to the Board at the next Board meeting.

## **7. Staff Support**

The Corporate Secretary provides staff support to the Committee, and the Corporate Secretary or his/her delegate is secretary to the Committee.

## **8. External Advisors**

The Committee may engage independent advisors at the expense of TRU when it deems necessary, subject to the approval of the Board Chair.

## **9. Responsibility for Policy Review**

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative or regulatory changes, or a development in governance best practices) the following Board and organizational policies.

Board Policies:

- Finance Committee Terms of Reference (must be reviewed annually)

- [Advisory Committee on Investments Terms of Reference](#)
- Governor Indemnity and Liability Insurance

### 10. Committee Timetable

The timetable for the Committee's activities is reflected in the Committee's calendar set out below.

<b>FINANCE COMMITTEE CALENDAR</b>						
	SEPT	OCT	DEC	FEB	MARCH	MAY
<b>FINANCIAL PLANNING</b>						
1. Review operating budget development		X	X	X	X	X
2. Review budget to actual reports		X		X		
3. Review internal restriction of funds			X			
4. Financial Information Act Report	X					
5. Report on Quarterly Financial Performance		X		X		
<b>OTHER</b>						
6. Review banking services and bank signing officers						
7. Review investment management activities				X		
8. Review compliance with applicable tax requirements	<b>As Required</b>					
9. Material financial commitments outside of approved budget	<b>As Required</b>					
10. Review and make recommendations to Board regarding policy issues relating to budgets and capital expenditures	<b>As Required</b>					
11. Review proposed property transactions	<b>As Required</b>					



## 1. Purpose

The purpose of the Audit Committee is to assist the Board in fulfilling its obligations and oversight responsibilities relating to:

- i. the integrity of the University's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- ii. the University's compliance with legal, statutory and regulatory requirements;
- iii. the management of the principal risks that could impact the financial statements;
- iv. review and ensuring that procedures are in place for the receipt, retention and treatment of complaints received by the University regarding accounting, internal accounting controls or audit matters; and
- v. the selection and hiring of the external auditors who shall report to the Committee, not to Administration and who may not perform any non-audit services for the University without the prior written approval of the Committee.

In the process of overseeing TRU's audit procedures, the Audit Committee will have unrestricted access to TRU's personnel and documents, and will be provided with the resources necessary to carry out its responsibilities, including the authorization to engage independent counsel and other advisors as set out below.

## 2. Composition and Quorum

The Audit Committee is composed of three Order-in-Council members appointed by the Board on nomination by the Chair of the Board, at least one of whom must also serve on the Finance Committee. <sup>1</sup>

The Board, on the recommendation of the Board Chair, appoints the Committee members and Chair.

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<sup>1</sup> The President, Vice-President Administration and Finance, Associate Vice-President Finance, and the Director of Internal Audit shall normally be invited to attend committee meetings.

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Committee members should be independent and financially literate.<sup>2</sup>

At least one member of the Committee should have a financial designation or relevant financial management expertise.

A majority of members of the Committee shall constitute a quorum.<sup>3</sup>

### **3. Accountability to the Board**

The Committee has no authority to direct Administration or to commit TRU unless specifically authorized by the Board through the Committee Terms of Reference or otherwise.

### **4. Duties and Responsibilities**

Subject to the powers and duties of the Board, the Audit Committee will perform the following duties.

#### **4.1. Financial Reporting**

The Committee will:

- a) review TRU's annual financial statements to ensure they are fairly presented in all material respects in accordance with generally accepted accounting principles;
- b) review the financial statements and reports, and recommend their approval or disapproval to the Board; the Committee will provide an explanation if it cannot recommend approval;
- c) discuss with Administration and with the External Auditor:
  - i) all proposed changes in accounting policy;
  - ii) the import and presentation of all large risks or uncertainties;
  - iii) compliance with accounting standards;
  - iv) adjustments arising out of the audit process and related party transactions; and

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<sup>2</sup> In this context, "independent" means having no material direct or indirect association with TRU, which could, in the view of TRU's Board, reasonably interfere with the exercise of the member's independent judgment, and "financially literate" means that the member has the ability to read and understand a set of financial statements which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by TRU's financial statements.

<sup>3</sup> Bylaws, Section III, Paragraph 4(a).

- v) all estimates or judgments of Administration that may be material to financial reporting.
- d) discuss with Administration and the External Auditor significant financial reporting, record or presentation issues discussed during the fiscal period and the manner of their resolution; and
- e) examine the audited annual financial statements in conjunction with the report of the External Auditor, which may include determining whether the statements:
  - i) properly reflect the significant accounting policies selected;
  - ii) reflect estimates and other financial statement elements that are reasonable and consistent;
  - iii) adequately disclose all major transactions and issues;
  - iv) disclose all post-year-end significant events; and
  - v) are understandable, relevant, reliable and comparable.
- f) review and recommend to the Board approval of the:
  - i) annual audited financial statements;
  - ii) management discussion and analysis that accompanies the audited financial statements; and
  - iii) significant financial reports made publicly available.

#### **4.2. External Audit**

The Committee will:

- a) recommend to the Board the appointment of the External Auditor;<sup>4</sup>
- b) determine whether the performance of the External Audit is satisfactory, effective and meets the requirements of TRU;
- c) review all issues related to any change in External Auditor and the planned steps for an orderly transition;
- d) confirm the independence of the External Auditor;
- e) review the terms of the External Auditor's engagement, and the appropriateness and reasonableness of the proposed audit fees;
- f) review and recommend to the Board on an annual basis the amount of fees paid to the External Auditor;
- g) review and recommend to the Board the audit plan with the External Auditor and Administration;
- h) determine whether Administration has provided full and open disclosure to the External Auditor's inquiries;
- i) review problems experienced by the External Auditor in performing the audit, including any restriction imposed by Administration and all

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<sup>4</sup> Pursuant to section 33 of the *University Act*, unless the Auditor General is appointed in accordance with the *Auditor General Act* as the Auditor of the Board, the Board must appoint an Auditor to audit the accounts of the Board at least once each year.

- significant accounting issues on which there was a disagreement with Administration;
- j) review the post-audit opinion letter containing the recommendations of the External Auditor and review Administration's response and subsequent follow-up to any significant identified weaknesses; and
  - k) review and approve the provision of non-audit services provided by the External Auditor.

The Committee shall meet without administration present with the External Auditor at least annually or as requested and shall permit the External Auditor to attend Committee meetings on request.

#### **4.3. Accounting System and Internal Controls**

The Committee will:

- a) through discussions with Administration and the External Auditors, obtain reasonable assurance that TRU has implemented appropriate systems of internal control:
  - i) over financial reporting and that these systems are operating effectively;
  - ii) to ensure compliance with its policies and procedures and that these systems are operating effectively; and
  - iii) to identify, monitor, mitigate and report significant financial or operational risk exposures and that these systems are operating effectively;
- b) review with counsel on at least an annual basis any legal matters that could have a significant impact on TRU's financial statements, and to ensure compliance with legal and regulatory requirements;
- c) review the evaluation of internal controls by the External Auditor, including any recommendations for improvement of TRU's accounting procedures and internal controls, together with Administration's response; and
- d) direct the External Auditor's examinations to particular areas of concern with respect to internal controls.

#### **4.4. Internal Audit**

The Committee will:

- a) review and approve the terms of the Internal Auditor's engagement;
- b) review and approve the Internal Audit plan;
- c) ensure the Internal Auditor's approach to risk and internal controls are appropriate;

- d) determine whether the performance of the Internal Audit is satisfactory, effective and meets the requirements of TRU;
- e) ensure there are adequate resources for the internal control function;
- f) review problems experienced by the Internal Auditor in performing its functions, including any restriction imposed by Administration and all significant difficulties or disagreements with Administration; and
- g) meet with the Internal Auditor at least annually, without Administration present.

#### **4.5. Risk Management**

The Committee will:

- a) lead the Board's oversight of TRU's risk management;
- b) understand the material risks to TRU;
- c) review TRU's risk management controls and policies and seek the input and assistance from other Board Committees as appropriate;
- d) obtain reasonable assurance that management's systems to eliminate or manage these risks are effective;
- e) receive regular reports on the management of material risks to TRU;
- f) annually review TRU's insurance coverage of material business risks and uncertainties; and
- g) review TRU's disaster recovery plans.

#### **4.6. Alleged Wrong-Doing**

The Committee will:

- a) ensure that management has implemented a process to receive and respond to complaints or allegations of wrong-doing or questionable acts by TRU, its employees or Governors; and
- b) review and advise the Board with respect to complaints or allegations of wrong-doing.

#### **4.7. Material Litigation**

The Committee will review and advise the Board with respect to:

- a) Administration's assessment of material litigation risks; and
- b) the adequacy of provisions and estimates made in financial information including the financial statements relating to material litigation issues.

As appropriate, the Committee may request that legal representatives attend Committee meetings to review significant litigation risks without Administration in attendance and may engage independent counsel and other advisors as required.

#### **4.8. Other Responsibilities**

The Committee will:

- a) confirm that appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertain their adequacy and the levels of compliance;
- b) advise the Board on any new or pending developments in accounting and/or reporting standards;
- c) report to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of TRU; and
- d) review such other matters that the Committee or the Board deems advisable or timely.

#### **5. Meetings**

The Committee meets at least two times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any Committee member or the External Auditor.

#### **6. Reporting**

The Committee will report to the Board after each of the Committee's meetings.

#### **7. Staff Support**

The Corporate Secretary provides staff support to the Committee, and the Corporate Secretary or his/her delegate is secretary to the Committee.

#### **8. External Advisors**

The Committee may engage independent advisors at the expense of TRU when it deems necessary (in addition to the External Auditor), subject to the approval of the Board Chair.

#### **9. Responsibility for Document Review**

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative or regulatory changes, or a development in governance best practices) the following Board and organizational documents:

- Audit Committee Terms of Reference (must be reviewed annually)
- Governor Indemnity and Liability Insurance
- Risk Management Report

### **10. Committee Timetable**

The timetable for the Committee's activities is reflected in the Committee's calendar set out below.

<b>AUDIT COMMITTEE CALENDAR</b>		
	<b>NOV</b>	<b>MAY</b>
1. Review audited financial statements		<b>X</b>
2. Review FTE Summary and audited enrolment report		<b>X</b>
3. Review accounting policies, financial reporting practices and proposed changes thereto	<b>As required</b>	
<b>EXTERNAL AUDIT</b>		
4. Review Auditor's engagement and fees	<b>X</b>	
5. Review External Audit plan	<b>X</b>	
<b>INTERNAL CONTROLS</b>		
6. Review internal controls and ensure adequacy		<b>X</b>
7. Review compliance with statutory and regulatory requirements		<b>X</b>
<b>INTERNAL AUDIT</b>		
8. Review Internal Audit Plan	<b>X</b>	
9. Review Internal Audit performance	<b>X</b>	
10. Review engagement of Internal Auditor	<b>X</b>	
<b>RISK MANAGEMENT</b>		
11. Review management's report on identification and management of material risks		<b>X</b>
12. Review insurance coverage of material business risks and uncertainties		<b>X</b>
<b>OTHER</b>		
13. Review applicable Board and organizational documents	<b>As required</b>	



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## 1. Purpose

The purposes of the Governance and Human Resources Committee are to:

- a) ensure TRU has an effective governance framework and the Board is effective in carrying out its responsibilities; and
- b) assist the Board in fulfilling its obligations relating to TRU human resources issues including succession planning and significant human resources policies.

## 2. Composition and Quorum

The Governance and Human Resources Committee is composed of up to five Governors.<sup>1,2</sup>

The Board, on the recommendation of the Board Chair, appoints the Committee members.

A majority of members of the Governance and Human Resources Committee constitutes a quorum.<sup>3</sup>

## 3. Accountability to the Board

The Governance and Human Resources Committee has no authority to direct management or to commit TRU unless specifically authorized by the Board through the Committee Terms of Reference or otherwise.

## 4. Duties and Responsibilities

Subject to the powers and duties of the Board, the Governance and Human Resources Committee will perform the following duties.

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<sup>1</sup> While all Governors are eligible to serve on this Committee, there may be topics (e.g., President succession; collective bargaining) where elected members of the Board are excused from the discussion due to real or perceived conflict of interest.

<sup>2</sup> The President, Vice-President Administration and Finance, the Provost & Vice-President Academic, the General Counsel and Corporate Secretary, and other University staff will attend committee meetings as required.

<sup>3</sup> Bylaws, Section III, Paragraph 4.

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#### 4.1. Governance

The Committee will:

- a) annually review compliance by TRU with all applicable regulatory requirements relating to corporate governance;
- b) at least biennially, review the governance framework for TRU and advise the Board regarding:
  - i) areas of concern;
  - ii) best practices; and
  - iii) recommended changes.
- c) ensure appropriate structures and procedures are in place to allow the Board to function effectively;
- d) annually review the composition of the Board as a whole and recommend, if necessary, changes to the Board Competency Matrix;
- e) together with the Board Chair, annually and as vacancies arise, review the skills and experience on the Board and recommend to the Board the desired skills and experience for potential new appointed Governors to be recommended to the Government through the Board Chair;
- f) ensure programs are in place for new Governor orientation and ongoing professional development;
- g) assist and support the annual review processes for evaluating the effectiveness of the Board, the Board Chair, and Committees;
- h) at least every two years, review and assess TRU's Communications Strategy document on communications to stakeholders and the general public with respect to its policies and practices in the area of corporate governance, including the communication contained on TRU's internal and external websites;
- i) annually, request Administration to attest to compliance with the Communications Strategy document and report to the Board on this;
- j) annually review and ensure the adequacy of TRU's Code of Conduct for Governors;
- k) address Code of Conduct issues as delegated to the Committee by the Board;
- l) assume other related responsibilities as assigned by the Board.

#### 4.2. Human Resources

The Committee will:

- a) annually review TRU's management structure and succession plans;
- b) review and recommend to the Board TRU's philosophy and guidelines for management compensation;

- c) review management recommendations for programs, policies and practices with respect to the development of TRU's human resources;
- d) review recommendations by the President for the removal of a member of the teaching staff of the University and make a recommendation to the Board in this respect;
- e) review recommendations by the President of the guiding principles for collective bargaining and proposed collective agreements and make a recommendation to the Board in this respect; and
- f) review with the President any proposed external commitments in which the President is interested before they are made, and make recommendations to the Board.

## **5. Meetings**

The Committee meets at least three times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any Committee member.

## **6. Reporting**

The Committee will report to the Board after each of the Committee's meetings.

## **7. Staff Support**

The Corporate Secretary provides staff support to the Committee, and the Corporate Secretary or his/her delegate is secretary to the Committee.

## **8. External Advisors**

The Committee may engage independent advisors at the expense of TRU when it deems necessary, subject to the approval of the Board Chair.

## **9. Responsibility for Document Review**

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative or regulatory changes, or a development in governance best practices) the following Board and organizational documents.

- Board Charter
- Board Calendar
- Governor Position Description
- Board Chair Position Description
- President Position Description

- Corporate Secretary Position Description
- Committee Operating Guidelines
- Governance and Human Resources Committee Terms of Reference (must be reviewed annually)
- Code of Conduct

## 10. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.

<b>GOVERNANCE AND HUMAN RESOURCES COMMITTEE CALENDAR</b>			
	<b>NOV</b>	<b>FEB</b>	<b>MAY</b>
1. Review governance framework and applicable Board and organizational policies	<b>X</b>		
2. Oversee orientation for new Governors			<b>X</b>
3. Recommend and lead professional development for Governors			<b>X</b>
4. Review Board evaluation processes and recommend appropriate process for upcoming year; lead evaluation process		<b>X</b>	
a. Board evaluation started		<b>X</b>	
b. Board evaluation completed			<b>X</b>
5. With Board Chair, review skills and experience required on Board and confirm or amend Competency Matrix	<b>X</b>		
6. Review Code of Conduct	<b>X</b>		
7. Review human resources policies and any recommended changes		<b>X</b>	
8. Review and recommend to Board management compensation structure and philosophy			<b>X</b>
9. Review and assess TRU’s communications to stakeholders and the general public:	<b>X</b>		
a. at least every two years, review and assess TRU’s Communications Strategy document	<b>X</b>		
b. annually, request Administration to attest to compliance with the Communications Strategy document and report to the Board on this	<b>X</b>		

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The Code of Conduct for TRU's Governors is contained in the Bylaws and excerpted below.

#### **PART IV – CODE OF CONDUCT**

1. In accordance with the *Best Practices Guidelines*, issued by the Board Resourcing and Development Office in February 2005, the following outlines the duties required of members of the Board:
  - a. *Duty of Integrity - to act honestly and in good faith.*
  - b. *Duty of Loyalty - to give his or her loyalty to the University when acting on behalf of the Board.*
  - c. *Duty of Care - to act in a prudent and diligent manner, keeping himself or herself informed as to the policies, business and affairs of the University.*
  - d. *Duty of Confidentiality - notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, members are to ensure that information which is normally considered confidential (i.e. financial and personnel issues) remains so.*
  - e. *Duty of Skill - exercise the skill that a reasonably prudent person would exercise in dealing with the affairs of the University.*
2. Conduct of members contrary to the above duties may be subject to review by the Board, and the imposition of sanctions as set out in Section V(8) below.

#### **PART V - CONFLICT OF DUTY AND INTEREST**

##### **1. CONFLICT OF INTEREST DEFINED**

- a. *In general, a conflict of interest exists for members of the Board who use their position at the University to benefit themselves, friends or families.*
- b. *A member should not use his or her position with the University to pursue or advance the member's personal interests, the interests of a related person<sup>1</sup>, close friend, the member's business associate, corporation, union or partnership, or the interests of a person to whom the member owes an obligation.*
- c. *A Board member should not directly or indirectly benefit from a transaction with the University over which a member can influence decisions made by the University.*

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<sup>1</sup> "related person" means a spouse, child, parent or sibling of a Board Member.

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- d. *A Board member should not take personal advantage of an opportunity available to the University unless the University has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.*
  - e. *A Board member should not use his or her position with the University to solicit clients for the Board member's business, or a business operated by a close friend, business associate, corporation, union or partnership of the member, or a person to whom the member owes an obligation.*
  - f. *Every Board member should avoid any situation in which there is, or may appear to be, potential conflict<sup>2</sup> which could appear<sup>3</sup> to interfere with the member's judgment in making decisions in the University's best interest.*
  - g. *There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using privileged information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:*
    - i. *influencing the University to lease equipment from a business owned by the Board member's spouse;*
    - ii. *influencing the University to allocate funds to an institution where the Board member or his or her relative works or is involved;*
    - iii. *participating in a decision by the University to hire or promote a relative of the Board member;*
    - iv. *influencing the University to make all its travel arrangements through a travel agency owned by a relative of the Board member;*
    - v. *influencing or participating in a decision of the University that will directly or indirectly result in the Board member's own financial gain.*
  - h. *A Board member should fully disclose all circumstances that could conceivably be construed as conflict of interest.*

## **2. DISCLOSURE**

- a. *Full disclosure enables Board members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.*

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<sup>2</sup> "conflict" means a conflict of interest or apparent conflict of interest.

<sup>3</sup> "apparent" conflict of interest means any situation where it would appear to a reasonable person that the Board member is in a conflict of interest situation.



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- b. *A Board member should, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the Board chair. This requirement exists even if the member does not become aware of the conflict until after a transaction is complete.*
  - c. *If a Board member is in doubt about whether a situation involves a conflict, the member should immediately seek the advice of the Board chair. If appropriate, the board may wish to seek advice from the university's legal counsel.*
  - d. *Unless a Board member is otherwise directed, a member should immediately take steps to resolve the conflict or remove the suspicion that it exists.*
  - e. *If a Board member is concerned that another Board member is in a conflict of interest situation, the member should immediately bring his or her concern to the other member's attention and request that the conflict be declared. If the other member refuses to declare the conflict, the member should immediately bring his or her concern to the attention of the Board chair. If there is a concern with the Board chair, the issue should be referred to the Executive Committee.*
  - f. *A Board member should disclose the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have been brought to that member's attention. After disclosing the conflict, the member:*
    - i) *should not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the board meeting);*
    - ii) *if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;*
    - iii) *should, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and*
    - iv) *should not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.*

### **3. OUTSIDE BUSINESS INTERESTS**

- a. *Board members should declare possible conflicting outside business activities at the time of election or appointment. Notwithstanding any outside activities, Board members are required to act in the best interest of the University.*

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- b. *No Board member should hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or director in an organization in a material relationship with the University, where by virtue of his or her position in the University, the member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the University, unless that interest has been fully disclosed in writing to the University.*
  - c. *A “significant financial interest” in this context is any interest substantial enough that decisions of the University could result in a personal gain for the Board member.*
  - d. *Board members who have been selected to the board as a representative of a stakeholder group or region owe the same duties and loyalty to the University and when their duties conflict with the wishes of the stakeholder or constituent, their primary duty remains to act in the best interests of the University. In general, it is not considered a conflict of interest for a member of a broad group (i.e. students, employees, faculty) to vote on matters that will impact that group. However, conflict could reasonably be considered to exist for the following identified groups when considering these matters:*
    - i) *Discussions and decisions directly affecting a specific instructional program in which:*
      - a. *a student Board member is enrolled;*
      - b. *faculty or employee Board members are employed; or*
      - c. *the Board member has a related person enrolled or employed.*
    - ii) *Discussions and decisions related to labour negotiations and labour relations:*
      - a. *for faculty and employee Board members;*
      - b. *for a Board member with a related person who holds a faculty or employee position at the University;*
      - c. *for a Board member with a related person who holds a position at another institution who could be seen to gain or benefit from information divulged on these matters.*
  - e. *For the purpose of clarification, these Bylaws intend that student members are permitted to vote on issues related to tuition and fees.*

#### **4. CONFIDENTIAL INFORMATION**

- a. *Confidential information includes proprietary technical, business, financial, legal, or any other information which the University treats as confidential (including all matters discussed at in-camera and committee meetings). Board members should not either during, or*



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- following, their term as a Board member, disclose such information to any outside person unless authorized.*
- b. Similarly, Board members should never disclose or use confidential information gained by virtue of their association with the University for personal gain, or to benefit friends, relatives or associates.*
  - c. If in doubt about what is considered confidential, a Board member should seek guidance from the Board chair or the President.*

## **5. OUTSIDE EMPLOYMENT OR ASSOCIATION**

*Board members who accept a position with any organization that could lead to a conflict of interest or situation prejudicial to the University's interests should discuss the implications of accepting such a position with the Board chair, recognizing that acceptance of such a position might require the member's resignation from the University's board.*

## **6. ENTERTAINMENT, GIFTS AND FAVOURS**

- a. It is essential to fair business practices that all those who associate with the University, as suppliers, contractors or directors, have access to the University on equal terms.*
- b. Board members and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the organization. Any firm offering such inducements should be asked to cease.*
- c. Similarly, no Board member should offer or solicit gifts or favours in order to secure preferential treatment for themselves or the University.*
- d. Under no circumstances should Board members offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer should report the incident to the Board chair immediately.*
- e. Gifts and entertainment should only be accepted or offered by a Board member in the normal exchanges common to established business relationships for the University. An exchange of such gifts should create no sense of obligation on the part of the Board member.*
- f. Inappropriate gifts received by a Board member should be returned to the donor.*
- g. Full and immediate disclosure to the Board chair of borderline cases will always be taken as good-faith compliance with these standards.*

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**7. USE OF THE ORGANIZATION'S PROPERTY**

*Board members should require the University's approval to use property owned by the University for personal purposes, or to purchase property from the University unless the purchase is made through the usual channels also available to the public. Even then, a Board member should not purchase property owned by the University if that Board member is involved in an official capacity in some aspect of the sale or purchase.*

**8. BREACH**

*A Board member found to have breached his or her duty by violating the minimum standards set out in these Bylaws may, by resolution of the Board, be reprimanded or be asked to resign from the Board.*

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The Board holds five public meetings per year.<sup>1</sup> In addition, the Board holds an annual planning session and may hold additional special meetings as required.

### **1. Location**

Board meetings are normally held on one of TRU's campuses.

### **2. Meetings Open to Public**

Meetings are open to observers from the public unless the matters under Board consideration pertain to:<sup>2</sup>

- a) personnel, salaries, conditions of employment or collective bargaining;
- b) the conduct, discipline, or suspension of individual students;
- c) potential liability of TRU, the Board or Board members, litigation or legal advice provided to the Board;
- d) the acquisition, disposition or granting of a security interest in real property;
- e) the calling of tenders for facilities construction;
- f) contracts where it is in the interests of TRU to maintain confidentiality;
- g) budget discussions; or
- h) any other topic that in the opinion of the majority of the Board is of a confidential nature.

### **3. Agenda**

The Board Chair, in consultation with the President and Corporate Secretary develops the agenda for each Board meeting. Any Governor may propose agenda items, in writing, to the Board Chair and Manager, University Governance. Such proposals must be submitted at least three (3) weeks prior to a scheduled Board meeting. If the item is included in the Agenda, the Chair may request that the proposing Board member or Administration provide relevant information to be included in the package sent to Board members prior to the meeting.

Under normal circumstances, the agenda and supporting materials will be distributed to Governors seven (7) calendar days prior to the meeting. All Governors are free to suggest items for discussion at Board meetings and additions to the agenda.

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<sup>1</sup> Pursuant to s. 26(1) of the *University Act*, the Board is statutorily required to meet at least once every three months.

<sup>2</sup> Bylaws, Section III, Paragraph 3(b).

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#### 4. Notice

Notice of upcoming regular meetings of the Board is given at the previous regular Board meeting.<sup>3</sup> At least 48 hours notice is given of extraordinary Board and committee meetings, with the exception of emergency meetings.<sup>4</sup>

#### 5. Information for Meetings

Material distributed to the Governors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions sought from the Board. Materials assembled in support of Board meetings will be coordinated by the Manager, University Governance. All material submitted for consideration by the Board becomes part of the record of the Board, and will be deposited with the Manager, University Governance for maintenance, safekeeping and access. Reports may be presented during Board meetings by Governors, members of Administration, staff, interested parties or by invited outside advisors.

Presentations on specific subjects at Board meetings should briefly summarize the material sent to Governors, so as to maximize the time available for discussion on questions regarding the material.

On major items requiring a Board decision, the President will arrange for a brief covering memo to be submitted outlining the proposal, the main reasons for the recommendation and major risks.

#### 6. Procedures at Meetings

The following describes general procedures regarding the conduct of meetings.

- a) The quorum for any meeting of the Board shall be 51% of Board members.<sup>5</sup>
- b) Should there be no quorum at a meeting, after a reasonable time period as determined by the Board Chair, the meeting is adjourned to a date fixed by the Board Chair, and the names of all members present are recorded.<sup>6</sup>
- c) The Board Chair has the same right to vote as other Board members, and in the case of a tie vote on a motion, the motion is defeated, and the Board Chair must so declare.<sup>7</sup>

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<sup>3</sup> Bylaws, Section III, Paragraph 5.

<sup>4</sup> Bylaws, Section III, Paragraphs 3(e) and 5.

<sup>5</sup> *University Act*, s. 26(2), *Thompson Rivers University Act*, s. 4(1).

<sup>6</sup> Bylaws, Section III, Paragraph 4.

<sup>7</sup> *University Act*, s. 26(3), *Thompson Rivers University Act*, s. 4(1).

- d) A Governor may participate in a Board meeting by telephone or other communication device that allows the participants to hear each other, and is not required to be physically present to be counted as part of the quorum.<sup>8</sup>
- e) Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Governor participating by telephone conference call.
- f) A resolution in writing signed or approved by email by 75% of the Governors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting, provided that prior to such a resolution receiving the required consent, any three members of the Board may, by notice in writing to the Manager, University Governance, require the matter to be dealt with at a meeting of the Board.<sup>9</sup>
- g) Except where otherwise provided by the Bylaws, the *University Act*, or the *Thompson Rivers University Act*, all matters of procedure at any Board meeting shall be decided in accordance with the most recently revised edition of Robert's Rules of Order.<sup>10</sup>
- h) Recording (visual or audio) a Board meeting is not permitted without the prior permission of the Board Chair. If the Chair elects to provide such permission to one individual that election does not require her to provide such permission to all individuals. In providing such a permission, the Board Chair may impose such conditions as she considers desirable. The Chair may revoke such a permission at any time.

## 7. Board Only Meetings

After regular Board meetings, the Board will meet without any members of Administration present.

## 8. Minutes

The President and Corporate Secretary will be provided with the draft minutes of each meeting of the Board as soon as possible after each meeting. The minutes, once approved by the Board, serve as the official record of the Board meeting. Copies of the public minutes will be sent to Board members and will be publicly posted. The minutes of the in-camera meetings will be provided on a confidential

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<sup>8</sup> Bylaws, Section III, Paragraph 3(f).

<sup>9</sup> Bylaws, Section III, Paragraph 3(g).

<sup>10</sup> Bylaws, Section III, Paragraph 3(a).

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basis to Board members. The in-camera minutes sent to Board members who have left a meeting due to a conflict of interest will be severed appropriately.<sup>11</sup>

## **9. Board Deliberations and Confidentiality**

The details of any matter discussed at an *in camera* meeting of the Board is held in strict confidence by all those in attendance.<sup>12</sup> By resolution of the Board, any of the matters discussed at an *in camera* meeting may be brought forward for discussion at a public meeting.<sup>13</sup>

## **10. Special Meetings of the Board**

A meeting can be convened by the Board Chair or at the request of any other three Governors.

## **11. Non-Governors at Board Meetings**

The Board appreciates the value of having members of Administration, employees or others attend Board and Committee meetings to provide information and opinions to assist the Governors in their deliberations. The Board welcomes presentations at public meetings from parties on matters of interest to them.<sup>14</sup> The Board Chair reviews applications received to determine who will speak and the time allocated to each speaker. Normally, no presentation will exceed 10 minutes.<sup>15</sup>

## **12. Attendance**

Board members are expected to attend all meetings. Unless excused by Board resolution, a member who does not attend at least half of the Board's regular meetings in any year is deemed to have vacated his or her seat.<sup>16</sup>

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<sup>11</sup> *Ibid.*

<sup>12</sup> Bylaws, Section III, Paragraph 3(d).

<sup>13</sup> *Ibid.*

<sup>14</sup> Bylaws, Section III, Paragraph 3(c).

<sup>15</sup> *Ibid.*

<sup>16</sup> *University Act, s. 22(2), Thompson Rivers University Act, s. 4(1).*

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## 1. Introduction

Planning is a critical component of good management and good governance. While the Board has the responsibility for ultimate plan approval, Administration has the responsibility to develop the plan and work collaboratively with the Board in areas of critical strategic importance.

The strategic plan is the cornerstone of TRU's planning framework and the priorities as set out in the strategic plan are reflected in TRU's annual operating and capital budgets.

## 2. Roles and Responsibilities

Administration, led by the President, is responsible for the development of the strategic plan and the annual operating and capital budgets.

The Board's role is to ensure there is an appropriate planning process in place, to review, question, offer advice, validate and ultimately approve TRU's plans, and monitor their implementation.

At various stages of development of the strategic plan, the Board is briefed on the status of the planning process and may be asked to review draft elements of the plan.

The President has the responsibility to ensure that all employees are appropriately aware of the strategic plan and understand how the functions they perform fit within the strategic direction of TRU.

## 3. Role of Senate and Planning Council for Open Learning

Both the Senate and the Planning Council for Open Learning play an advisory role with respect to strategic planning. The Senate advises the Board, and the Board seeks advice from the Senate, on the development of educational policy for several matters, including TRU's mission statement and educational strategies.<sup>1</sup> Similarly, the Planning Council for Open Learning may advise or make recommendations to the Board on the strategic direction for the Open Learning Division.<sup>2</sup> The Strategic Plan should be consistent with the University's Academic Plan.

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<sup>1</sup> *Thompson Rivers University Act*, s. 10(a).

<sup>2</sup> *Thompson Rivers University Act*, s. 12(2)(c).



## 4. The Planning Framework

TRU plans for long-term success and sustainability. The strategic plan normally covers a five-year time frame and may be extended beyond five years at the discretion of the Board. However, the strategic plan is a dynamic document that is reviewed and updated periodically by the Board to address new opportunities and challenges for TRU.

The planning process consists of several key contact points between Administration and the Board.

### 4.1. Board Strategic Advance Meeting

Prior to Administration developing the strategic plan, it meets with the Board to ensure it is in alignment with the Board regarding strategic direction. As part of the meeting, Administration presents to the Board an environmental scan identifying Administration's current view of the organization's external threats and opportunities as well as internal strengths and weaknesses. In light of this information, Administration and the Board participate in a full discussion regarding the key components of Administration's strategic view and potential changes required to reach alignment between the Board and Administration.

### 4.2. Draft Strategic Plan Meeting

Taking into account the feedback on key strategic issues from the Board, Administration drafts a strategic plan for review with the Board at the Draft Strategic Plan meeting. The draft is sent to Board members in advance of the meeting and key items are identified for discussion.

The draft strategic plan normally encompasses the following:

<b>Mission</b>	<i>Articulates the purpose of TRU and establishes its unique identity</i>
<b>Vision</b>	<i>Provides a clear picture of the future state of TRU and its priorities</i>
<b>Value Statement</b>	<i>Articulates TRU's key values</i>
<b>Strategic Goals</b>	<i>Articulates the long term aims which must be achieved to realize the vision</i>



#### 4.3. Strategic Plan Approval Meeting

As a result of feedback from the Draft Strategic Plan Meeting, Administration revises the plan and sends to the Board the final strategic plan in advance of the Strategic Plan Approval Meeting. Once approved, Administration incorporates appropriate components of the plan into the annual operating and capital budgets.

#### 4.4. Annual Operating and Capital Budget Approval Meeting

TRU develops annual operating and capital budgets. The funding to implement the strategic goals on an annual basis is reflected in the annual operating budgets and forecasts of TRU. Administration presents the budget to the Board for approval. The budget is sent to the Board in advance of the meeting and key agenda items are identified for discussion.

#### 4.5. Performance Reporting Measures Approval Meeting

The Board and Administration agree annually on a comprehensive set of performance measures for TRU in conjunction with the Board's approval of the President's annual performance goals and objectives. While some of the performance measures are derived directly from the annual operating and capital budgets, other measures are identified according to their short and long term strategic importance to TRU.

### 5. Performance Reporting

Administration reports to the Board on an ongoing basis (at least quarterly) on the performance of TRU, whether it is achieving its targets as identified and any actions planned for areas that are not meeting expectations.

### 6. Timelines

The schedule for completion of the strategic plan, annual operating and capital budget as well performance-reporting measures is as follows:

Board Strategic Advance Meeting	[date] _____
Draft Strategic Plan Meeting	[date] _____
Strategic Plan Approval Meeting	[date] _____
Annual Operating and Capital Budget Approval Meeting	[date] _____
Performance Reporting Measures Approval Meeting	[date] _____

## 1. Introduction

TRU is obligated to ensure that material risks are identified, that systems are implemented to mitigate those risks, and that those systems are regularly reviewed and updated. A material risk is defined as an event, evaluated in terms of probability and impact, that may adversely affect the achievement of TRU's strategic objectives.

The following describes TRU's risk management principles applicable to all types of risk in all activities undertaken by or on behalf of TRU. It also outlines the risk management roles and responsibilities for the President, the Board, and the Audit Committee.

## 2. Duties and Responsibilities

The duties and responsibilities in the risk management process are shared by the President, the Board, and the Audit Committee. Primary responsibility for TRU's risk management is vested in the President and overseen by the Board of Governors.

### 2.1. President

The President is responsible for establishing processes, procedures and mechanisms by which key matters of financial and non-financial risk are identified, and ensuring that strategies are developed to manage such risks.

### 2.2. Board

The Board has responsibility to:

- a) understand the key financial and non-financial risks of TRU's operations;
- b) ensure, through regular reviews and assessments, that Administration has established appropriate systems to mitigate these risks; and
- c) receive regular reports on the management of material risks to TRU.

In particular, the Board will review with Administration the policies and procedures that are in place to identify, manage and monitor material risk.

### 2.3 Audit Committee

The Audit Committee will support the Board with respect to risk management, and will:

- a) provide leadership to the Board's overall approach to risk

- management oversight, including organizing the Board's annual risk review;
- b) understand the material financial risks to TRU;
- c) review Administration's systems to manage these risks;
- d) receive regular reports on the management of material risks to TRU;
- e) review insurance coverage of material business risks and uncertainties and annually approve TRU's insurance coverage;
- f) lead an annual review with the Board on TRU's material risks and Administration's systems to eliminate or manage such risks; and
- g) coordinate the risk review responsibilities of other Committees and ensure risks in their areas are incorporated into the annual risk review.

### **3. Annual Risk Review**

At least annually, the Board conducts a risk review where it reviews:

- a) TRU's material risks;
- b) Administration's policies and procedures to identify and manage risk; and
- c) the effectiveness of Administration's risk management processes.

## 1. Introduction

Effective Boards are composed of engaged Board members having the right combination of personal attributes and relevant skills and experience.

The TRU Board is composed of<sup>1</sup>:

- a) The Chancellor and the President;
- b) members appointed by the Government (“Appointed Governors”); and
- c) members elected by various constituencies within the University (“Elected Governors”).

While members represent a diversity of backgrounds and bring to the Board the views of their various constituencies, decisions are ultimately made in the best overall interest of the University.<sup>2</sup>

As set out below, the Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for appointment to the Board. This framework is shared with all bodies that appoint or elect Board members.

## 2. Key Considerations in Board Composition

The optimal Board composition for TRU involves a consideration of the following four broad categories.

### 2.1. Personal Characteristics

All Governors should be committed to TRU’s vision, mission and values and possess the following personal characteristics:

integrity and accountability;

- demonstrated high ethical standards and integrity in personal and professional dealings, and who are willing to act on, and remain accountable for, Boardroom decisions;
- informed judgment;
- ability to provide wise, thoughtful counsel on a broad range of governance issues;
- mature confidence;
- preference for Board and team performance over individual performance;
- respect for others;

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<sup>1</sup> *University Act, s. 19(1), Thompson Rivers University Act, s. 4(1)*

<sup>2</sup> *University Act, s. 19.1, Thompson Rivers University Act, s. 4(1)*

- high performance standards;
- a history of achievements that reflect high standards for themselves and others;
- ability to commit the time required; and
- no real or perceived conflicts.

## **2.2. Specific Skills and Experience**

Board members, as a group, should possess a combination of skills and experience relevant to TRU's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to TRU's internal and external opportunities or challenges. Relevant skills and experience include:

- previous board membership;
- executive responsibility;
- financial accounting and/or audit;
- legal/regulatory;
- human resources;
- communications;
- understanding of post-secondary education;
- understanding of public sector;
- strategic planning;
- risk management;
- technology;
- policy development; and
- strategic management and organizational change.

## **2.3. Board Leadership**

In order for the Board to be effective, it is important that the Board include Governors who have the necessary skills, experience and desire to fill key leadership positions on the Board including Board Chair and Committee Chairs.

## **2.4. Diversity**

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Governors with the goal of creating robust Board dynamics, full Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives and problem solving approaches.

### 3. Process

The Board Chair, Governance and Human Resources Committee and Board members all play key roles in identifying the needs of the Board and potential candidates to match those needs. Throughout the process, the Board Chair plays a leadership role in liaising with the Government (with respect to appointed Governors) on behalf of the Board.

#### 3.1. Identifying Required Skills and Experience

With the Board Chair, the Governance and Human Resources Committee leads a process to identify specific skills and experience desired in new Governors to fill upcoming vacancies.

In order to identify the desired skills and experience, the Governance and Human Resources Committee develops and analyzes a Board Competency Matrix to determine:

- a) the optimal attributes desired for the Board as a whole;
- b) the skills, background and experience of continuing Governors; and
- c) the “priority needs” (i.e., those attributes that should be added and/or strengthened on the Board) to be filled in the appointment of new Governors.

Appendix A sets out a form of Competency Matrix to be used as a guide by the Governance and Human Resources Committee in reviewing the needs of the Board and the priority needs in new Governor appointments.

Each year the Board:

- reviews and revises the list of competencies along the horizontal axis as required;
- reviews the competencies of each continuing Governor as identified by each Governor;<sup>3</sup> and
- circulates the completed Matrix to Board members for their review.

The completed Competency Matrix is used as a guide in identifying potential Governor candidates.

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<sup>3</sup> In completing the competencies of each continuing Governor, the Governor places a check mark for each area in which the Governor feels they make a significant contribution to the Board.

### **3.2. Identifying Candidates**

All Governors are encouraged to identify candidates who meet the desired needs as identified through the above process. The Governance and Human Resources Committee also searches pro-actively to identify suitable candidates.

In relation to filling vacant appointments, the Board Chair liaises with the Crown Agencies and Board Resourcing Office (CABRO) within Government concerning the needs of the Board and potential Candidates.

In relation to any current Appointed Governor that is eligible for reappointment, the Board Chair provides the CABRO with an assessment of the Governor's performance during the preceding term, based on the Chair's personal assessment and any feedback provided through a Governor evaluation process (if applicable).

### **3.3. Notification**

At least four months prior to the expiry of a Governor's term, the Board, through the Board Chair:

- a) provides notice to the CABRO that the term of the Governor is about to expire and request an appointment;
- b) provides to the CABRO a written request for a new appointment to fill such vacancy;
- c) provides the CABRO with the Board's analysis of the needs to be filled in a new Governor appointment; and
- d) provides the CABRO with the names and biographical information of any individuals recommended by the Board to fill the vacancy.

The Board Chair plays a lead role in liaising with the CABRO with respect to Appointed Governors. Throughout the Governor recruitment and appointment process, the Board Chair consults with the CABRO on the background, experience and skills required on the Board, potential Appointed Governor candidates, and feedback on the performance of incumbent Appointed Governors.

**APPENDIX A – FORM OF COMPETENCY MATRIX**

Governor's Name	Competencies																							
	Accounting	Investment Management	Business Management	Risk Management	Real Estate	Communications	Marketing	Labour Relations	Human Resources	Construction	Information Technology	Legal Expertise	Financial Expertise	Public Sector or Government Knowledge	Previous Leadership Experience	Industry	Engineering	Community & institutional Awareness	Governance & Board Expertise	Knowledge of Indigenous communities in our region	Gender	Ethnic Diversity	Geography	
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The Governance and Human Resources Committee, with the assistance of Administration, ensures that there is an orientation program for new Board members.

## **1. Goals**

The goals of the orientation program are to:

- a) ensure that each new Board member fully understands TRU's formal governance structure, including the role of the Board and its supporting Committees, the Senate and the Planning Council for Open Learning, and the expectations in respect of individual Board member performance;
- b) help each new Board member build an understanding of TRU, its operations and working environment including:
  - i) its strategic goals and initiatives, including its educational plan;
  - ii) summary details of its principal assets, liabilities, significant commitments and major stakeholders;
  - iii) its structure;
  - iv) its major risks and risk management strategy;
  - v) key performance indicators;
  - vi) any operational or financial constraints imposed by legislation or otherwise;
  - vii) the Code of Conduct, including conflict of interest and confidentiality policies;
- c) build a link with the individuals who make up TRU, including:
  - i) opportunities to meet and get to know fellow Governors;
  - ii) meetings with Administration;
  - iii) visits to TRU's campus to meet faculty, staff and students; and
- d) build an understanding of TRU's main relationships.

## **2. Written Material**

The orientation will include a set of briefing materials including:

- a) the Board Manual;
- b) the strategic plan;
- c) details of any major litigation or disputes involving TRU; and
- d) a schedule of dates for upcoming Board meetings and Committee meetings.

## **3. Process for New Governors**

Each new Board member is expected to participate in an initial orientation session.

The Manager, University Governance ensures that arrangements are made for the orientation session for a new Board member prior to that member being sworn in. The session is scheduled as soon as possible after his/her appointment takes effect, and prior to the new member's first Board and/or Committee meeting.

#### 4. Professional Development

The Board is committed to ongoing professional development for Board members.

The Board identifies professional development opportunities for Board members. If a Board member wishes to take advantage of a professional development opportunity not previously identified by the Board, and seeks reimbursement from the Board for expenses related to the opportunity, the Board member must obtain the prior approval from the Board Chair.

#### 5. Orientation Schedule

##### MONTH ONE

Who	Action	Date	Done
Board Chair	Send welcome letter to new Governor		
Manager, University Governance	Send welcome email to new Governor, including information on the following: <ul style="list-style-type: none"> <li>• Board Manual</li> <li>• notice of upcoming Board and Committee meeting and schedule of dates for future Board and Committee meetings</li> <li>• strategic plan</li> </ul>		
President  Corporate Secretary  Manager, University Governance	Meeting with the new Governor to give an overview of: <ul style="list-style-type: none"> <li>• TRU Governance Structure and Board operations</li> <li>• Performance expectation and appraisals;</li> <li>• Contents of Board Manual including Code of Conduct and Duty of Confidentiality</li> <li>• TRU's operational environment, stakeholders and community</li> <li>• TRU's mission, values, objectives</li> <li>• key challenges, opportunities and related strategies</li> </ul> Offer to take a campus tour		

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## 1. Introduction

The Board conducts Board evaluations, the purpose of which is to provide Governors with an opportunity each year to examine how the Board, the Board Chair, the Board's Committees and Committee Chairs are performing, and to identify opportunities for improvement.

## 2. Process

Each year, the Governance and Human Resources Committee will recommend to the Board the specific evaluation process to be undertaken. The evaluation process will be appropriate to the stage of development of the Board, and will take into account past Board evaluation and results.

The Governance and Human Resources Committee may engage an outside advisor to assist in the design and implementation of the Board evaluation process, subject to the approval of the Board Chair.

## 3. Board Evaluation - Goal

The objective of the Board evaluation process is to assist the Board to:

- a) assess the overall performance of the Board and measure the contributions made by the Board to TRU in keeping with stakeholder expectations;
- b) evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of TRU;
- c) add value to TRU; and
- d) enhance and maintain best corporate governance practices.

## 4. Board Evaluation - Areas to be Evaluated

Board evaluation is designed to review the effectiveness of the Board. Typical assessments will evaluate the following areas:

- a) the quality of Board meetings including appropriateness, effectiveness and sufficiency of:
  - i) topics;
  - ii) time allocation;
  - iii) pre-meeting information packages; and
  - iv) presentations;
- b) Board dynamics, including the quality of the discussion;
- c) the appropriateness and sufficiency of the financial and operational reporting;
- d) the quality of the relationships between the Board and Administration and the Board and the Senate;

- e) the effectiveness of the Board Chair, Committees and Committee Chairs;
- f) TRU's practices with respect to business conduct and ethical behaviour;
- g) Governor orientation and education;
- h) the effectiveness of the Board's processes with respect to strategic planning, risk review, President evaluation, succession and compliance;
- i) the Board's relationship with stakeholders and the public; and
- j) attendance at Board meetings.

## **5. Board Chair Evaluation**

The objective of the Board Chair evaluation process is to improve the overall performance of the Board by providing feedback to the Board Chair. Board Chair evaluation is based on the expectations of the Board Chair set out in the Board Chair Position Description and will cover such areas as:

- a) fairness;
- b) integrity and ethics;
- c) management of Board meetings;
- d) management of information flow between the Board and Administration;
- e) management of the Board's decision-making processes;
- f) relationship with the President; and
- g) relationship with Board members.

## **6. Committee Evaluation**

The objective of the Committee evaluation process is to improve the functioning of the Committee and thus contribute to improving the overall performance of the Board. Committee evaluation covers such areas as:

- a) the appropriateness of the Committee's mandate;
- b) the composition of the Committee; and
- c) the contributions of the Committee to the Board's work.

## **7. Committee Chair Evaluation**

Committee Chair evaluation covers such areas as:

- a) fairness;
- b) integrity and ethics;
- c) management of Committee meetings;

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- d) management of information flow between the Committee and the Board;
  - e) management of the Committee's decision-making processes;
  - f) relationship with the Board Chair; and
  - g) relationship with Committee members.

## **8. Individual Governor Evaluation**

Individual governor evaluations will be carried out annually by means of a self evaluation for each Governor using criteria approved by the Governance and Human Resources Committee.

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## 1. Introduction

The evaluation of the President is one of the most important responsibilities of the Board and is carried out under the leadership of the Board Chair. A formal evaluation process makes performance expectations clear for both the Board and the President and provides an opportunity for the Board and President to have an open, frank and constructive discussion regarding the President's leadership of TRU.

The main objectives of the President evaluation process are to:

- a) assess the President in light of the leadership needs of TRU and set strategic objectives and goals for the President for the upcoming year;
- b) assess and reward the President's past performance; and
- c) strengthen Board/President relations.

While the Board Chair plays a leadership role in carrying out the evaluation process, it involves input from the whole Board.

## 2. Performance Benchmarks

The President has general responsibilities to lead TRU as set out in the President's Employment Agreement and the President & Vice Chancellor Position Description in the Board Manual.

In addition to the President's general responsibilities, each year the President and Board agree on specific performance goals and objectives for the President for the upcoming year. The annual goals and objectives may typically reflect:

- a) key performance measures for TRU developed by the Board for the upcoming year related to TRU's strategic plan;
- b) specific goals related to the President's leadership of TRU; and
- c) the President's personal professional development goals.

## 3. Annual Performance Evaluation

The President's performance is evaluated annually. The President is evaluated on:

- a) execution of the President's responsibilities as chief executive officer of TRU; and
- b) achievement of the annual performance goals as set out in the President's annual goals and objectives.

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#### **4. Process**

The President evaluation process involves the following steps.

- a) In October of each year, the President prepares a report which will include the following:
  - i. annual performance goals and objectives for the following year, specifying how progress against each target will be measured. The President shares those targets with the Board Chair, who reviews and if necessary amends them, in consultation with the President. The targets are then presented to the full Board for discussion, revision if required, and approval; and
  - ii. a written self-appraisal, rating his or her performance against the President's general responsibilities and the previously agreed-upon annual goals and objectives.
- b) At any time, the Board Chair or the President may request a meeting to review and discuss the President's targets and progress toward them.
- c) The President's self-appraisal is provided to the Board Chair and Vice-Chair.
- d) The Board Chair obtains input from all Board members as to the President's performance. Feedback may be obtained by way of a written survey questionnaire, Board discussion or some other format.
- e) In the year prior to that in which the President's Employment Agreement expires, in addition to feedback from Board members, the Board may obtain feedback from various constituents at TRU; the Board Chair will consult with the President with regard to the identity of the constituents from whom the Board will seek feedback, which may include community leaders and Direct Reports to the President. Feedback obtained from these constituents is consolidated by the Board Chair (or a consultant retained by the Board Chair) and discussed in confidence with the Board.
- f) Following discussion by the Board, the Board Chair meets with the President to provide the President with a written summary of the Board's evaluation.
- g) The President may provide the Board with a written response to the review, through the Board Chair.

#### **5. Compensation Review**

Following the President's response, if any, the Board determines the President's remuneration (including any bonus payable for the past fiscal period and any adjustments for the following fiscal period).

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Members of the Board shall be reimbursed by the University for reasonable expenses in accordance with the University's policies on expenses.<sup>1</sup>

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<sup>1</sup> Bylaws, Section III, Paragraph 9.



## 1. Indemnification

The Board of Governors Bylaws provides as follows with regard to indemnification of Governors:

### 8. INDEMNIFICATION

The Board hereby agrees that every member of the Board and every officer or employee of the University shall be deemed to have assumed office or employment with the express understanding that every member of the Board or every employee of the University and their heirs, executors and administrators shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University from and against.

- a. All costs, charges and expenses whatsoever sustained or incurred by any member of the Board and any officer or employee of the University in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a member or employee for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that member of the Board or officer or employee of the University, in or about the execution of duties performed by that individual as a member or officer of the Board or as an officer or employee of the University.
- b. All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof: except such costs, charges or expenses, as are occasioned by a member of the Board or officer or employee of the University by his or her own willful neglect or default.

## 2. Insurance

The University has General liability and Governors', Directors' and Officers' Liability coverage provided by the "University College and Institute Protection Program" (UCIPP), which is administered through the Risk Management Branch of the B.C. Ministry of Finance. That coverage extends to members of the TRU Board of Governors to the extent that liability arises in connection with the University. This coverage has exclusions that are typical of those found in liability coverage including exclusions for: (i) injury caused intentionally; and (ii) injury arising out of a criminal or illegal act. The above is a brief summary only and the exact wording of the policy should be consulted if there are any concerns.