



**SAINT MARY'S**  
**UNIVERSITY** SINCE 1802

**One University. One World. Yours.**

<b>Name:</b>	Board of Governors Charter
<b>Policy Number:</b>	2017-01
<b>Origin:</b>	Board of Governors
<b>Approved:</b>	July 28, 2017
<b>Issuing Authority:</b>	Board of Governors
<b>Responsibility:</b>	University Secretary
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<b>Supersedes:</b>	N/A

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## **Saint Mary's University Board of Governors**

### **CHARTER**

#### **Preamble**

The *Saint Mary's University Act, 1970*, as amended in 2007 ("Act") sets out objects and powers of Saint Mary's University ("University"), constitutes the Board of Governors ("Board"), and sets out the powers and duties of the Board. In accordance with its powers and duties under the Act, the Board exercises diligent stewardship, guiding the University in the public interest and respecting academic tradition. The Board acts according to high ethical standards within the framework provided by the law and contracts legally negotiated by the Board.

The University is governed through a bi-cameral governance structure consisting of the Board and the Senate of the University. The Board is charged with governance, conduct, management and control of the University; the **Senate** is responsible for the academic policy of the University. The relationship between the Board and the Senate is outlined in the Act.

As stipulated by the Act, the Board consists of members of the University community and the community-at-large. The By-Laws of Saint Mary's University ("By-Laws"), developed in conjunction with the Act, provide the framework in which the Board works to ensure the long term sustainability of the University.

#### **Role of the Board**

Through its stewardship role, the Board oversees the conduct of the University's affairs, ensuring through the President that a qualified and diligent team carries out the day-to-day activities with respect to the University's financial and other resources, and together with the Senate, fulfills the mission of the University.

For greater clarity, the Board does not duplicate the role of the University's administration which

is responsible for the day-to-day business of the University and for the implementation of policies adopted by the Board.

## The Board's Responsibilities

Key responsibilities of the Board include:

- **Academic quality:** providing oversight of the University's strategic direction to ensure academic quality, oversight of the academic and research plans while respecting the Senate's responsibilities for setting educational policies.
- **Student experience:** ensuring that the policies and strategic directions of the University advance the quality of the student experience, including a strong and comprehensive institutional commitment, focused on academic excellence, discovery and innovation and the continued health and wellness of our students.
- **Strategy:** providing advice to the President on the development and expression of the University's overall vision and long-term strategic direction, and by approving the strategic plan and providing stewardship of its implementation.
- **Protection and enhancement of the University's assets:** monitoring and oversight in the following areas:
  - performance against the strategic, operating and capital plans
  - principle risks to ensure effective identification and management systems and controls are in place
  - human resource policies including recruitment, retention and succession planning, and reports on critical HR matters relating to, among others, ethical conduct, employee health and safety and human rights
  - integrity of internal controls and management information systems
  - reputation of the University, ensuring the existence of systematic tracking, analysis, and management of factors which could have a reputational impact
- **Appointment and Oversight of the President:** recruiting and hiring of the President, establishing the goals, objectives, performance standards and evaluation criteria and process to ensure that the President is advancing the strategic priorities and objects of the University, and ensuring a succession plan is in place for the President.
- **Governance:** managing the processes for appointing Governors, establishing a committee structure to help carry out the work of the Board, ensuring the orientation of Governors with respect to their role as fiduciaries and their responsibility to be knowledgeable about the context in which they are asked to make decisions, as well as providing ongoing educational opportunities to ensure that Governors are current on a range of matters related to the execution of their responsibilities, and regular evaluation of Board performance against defined principles, and relative best practices in post secondary governance, to ensure continuous improvement and the highest standards.
- **Advancement:** informing and participating in all aspects of the University's advancement programs and strategies; including alumni, community and government relations, fundraising and philanthropy as well as serving as vocal ambassadors and advocates in the community and with personal and professional networks.

## Responsibilities of a Governor

A Governor is a fiduciary with respect to the affairs of the University, meaning that a Governor has a legal obligation to act in the best interest of the University, placing the organization's

interest first. Governors must abide by the By-Laws, including the requirement for confidentiality. Governors must act honestly and in good faith.

A Governor must exercise independent judgment and may not act as agent of any particular person or organization.

No individual Governor has authority to act for the Board, only the Board as a whole has the authority to take any action. The Board must speak with one voice. There should be much discussion, there may be disagreements, and opinions should be expressed. But, in the end, Board members must unite behind the majority decision of the Board as a whole.

A Governor must act in good faith, using the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances. Duties of care, skill and diligence consist of the following characteristics:

- Attend meetings
- Keep informed
- Apply appropriate due diligence in decision making
- Provide appropriate oversight
- Question all matters that are not clear or understandable
- Respect and support the decisions of the Board
- Recognize that the Chair is the only spokesperson for the Board
- Recognize and disclose any actual, potential or appearance of a conflict of interest in accordance with the By-Laws and any other policy respecting the conduct of the Board
- Participate in carrying out the work of the Board through committee membership

### **Role of the Chair**

The Chair's role includes ensuring that the Board conducts itself within the Act and By-Laws, this Charter, and any applicable Board policies. The Chair ensures the timely, fair, orderly and thorough deliberation of issues through meetings of the Board and its committees, and speaks as "one voice" on behalf of the Board.

The Chair has all of the responsibilities that an individual Governor has, plus the following additional responsibilities:

- Ensure that the Board operates independent of management
- Identify and resolve any conflicts of interest that arise, maintain order, and ensure compliance with policies regarding Board meetings and Board information
- Build the unity, trust, and integrity of the Board, and demonstrate leadership in these areas
- Act as the liaison between the Board and the President, including acting in an advisory capacity to the President in matters concerning significant and/or strategic interests and management of the University

In the absence of the Chair, the Vice-Chair will act as Chair assuming the role and responsibilities noted above.

## **Role of Committees**

The By-Laws recognize the Board's right to establish and appoint Governors to committees, and to set the terms of reference and powers of committees. Board committees constitute an important element of the governance process in that they enable the Board to deal with complex or specialised issues and to use Governors' time and expertise more effectively. Committees focus on these specific areas, prepare the groundwork for decision making and make specific recommendations to the Board on matters in their areas or purview. Committees make recommendations for action to the full board, which retains collective responsibility for decision making.

Committees allow the Board to handle a greater number of issues with greater efficiency by having specific Board expertise focus on specific areas. Further, through their active engagement in committees, Governors are able to utilize their specialized skills and expertise to best advantage while deepening their knowledge of the University.

## **Review of Charter**

The Governance Committee has the responsibility of facilitating the annual review and updating of this Charter to ensure it is aligned with post secondary education governance best practices and that it continues to be relevant to the University. Any changes to the Charter are to be brought forward to the Board for review, discussion and approval.

(July 28, 2017)