



## STATEMENT OF GOVERNOR'S RESPONSIBILITIES

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While the Charter and General By-Laws list the Board of Governors' key responsibilities and identify its major areas of authority, the purpose of this statement is to outline the basic responsibilities and expectations for the conduct of individual Governors.

Governors are expected to understand that the Board's role is general oversight and policy making and not involvement in administration or the day-to-day running of the University. Governors should also recognize that authority resides only with the Board of Governors as a whole and not in its individual members.

Governors must support the mission of the University and advocate its interests and must help enhance the public image of the University and the Board. Governors are expected to make a significant contribution to the life and development of the University. They are expected to support the University's fundraising activities and, when feasible, to participate in scheduled activities and events that demonstrate a willingness to become engaged with the University's life and culture. Regular attendance at Convocation is especially important.

Governors are ambassadors of the University but should not speak on its behalf. The President and any person designated by them, such as the University Spokesperson, are the primary spokespersons for the University, while the Chair of the Board, or their express delegate, is the only other person authorized to speak on behalf of the Board. Governors should urge those with grievances to follow the established policies and procedures or, if appropriate, relate promptly to the Chair of the Board or the President any significant concern or complaint and let them deal with it. They should also refer any request for information to the Chair of the Board or the Secretary of the Board.

From a legal standpoint, Governors are imparted with a fiduciary duty, which requires them to act with decorum, loyally, honestly and in good faith with a view to serving the best interest of the University. They must become familiar and comply with the Board's policies and University guidelines and must avoid the mere appearance of conflict of interest. In situations of conflict of interest, Governors should declare same and withdraw from discussion and voting. Copy of the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board (BD-10)* is included in the Governor's Handbook. Governors who are uncertain about a potential conflict should promptly inform the Chair of the Board of Governors so that an appropriate judgment can be made in consultation with the Chair of the Governance and Ethics Committee. Governors should also refrain from asking the President or other senior administrators for special personal favors.

Governors are expected to speak their minds at Board meetings but to support policies and programs once adopted by the Board. In doing so, they must entertain collegial relations and be respectful of any contrary opinions expressed by their colleagues. On critical issues, Governors should register dissent and insist that it be recorded in the Minutes. While Governors are nominated by different constituencies, they are obliged to serve the best interest of the University as a whole. Governors are encouraged to share their knowledge about the University and articulate the views of the constituency that nominated them. However, Governors are expected to maintain an overriding loyalty to the University in its entirety rather than any part of it or constituency within it. In other words, Governors faced with the possibility of a conflict between the interests of the constituency that nominated them and the interests of the University are bound to act in the best interest of the University.

Moreover, Governors also have the obligation of discharging their responsibilities with the duty of care, which means that they must exercise the care, diligence and skill of a reasonable prudent individual acting under similar circumstances. This requires Governors to be proactive in the attendance and preparation of meetings. They are expected to regularly attend Board meetings, read the material which is sent in advance, and participate in a meaningful way. Governors are expected to maintain the highest ethical standards and be vigilant to ensure that the University is being properly managed. Governors are also expected to maintain a strong attendance record at the standing committee meetings to which they are appointed. Those who cannot attend meetings should advise the Secretary in advance of the meeting.

Governors are bound by the confidentiality of information discussed in Closed Session as well as standing committees and other committees established by the Board. They have the obligation to refrain from disclosing confidential information to the constituency that nominated them or anyone else. The decisions made during Closed Session meetings are not public until the Chair of the Committee or of the Board so advises or the report of the meeting, at which the decision is made, is released. Any Governor questioning the classification of an Agenda item that has been designated as either Open or Closed should convey the concern to the Secretary of the Board as far in advance of the meeting as possible.

*University Secretariat  
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