

	Policy No.	Officer Responsible	
	B.308	President	
	Policy Name	Board of Governors Charter	
Approved by	Replaces	Category	Next Review
Board		A	April 2017
Date Issued	Date Revised	Related Policies, Reference	
March 11, 2014	April 27, 2015	B.306 Board Bylaws	

This Charter provides guidance to Board of Governors members in the performance of their duties.

1. BOARD CULTURE

The Board culture is advanced through the members' consistent practice and attention to the following tenets. The Board will:

- (a) embrace leading practice and strive for continuous improvement in governance;
- (b) ensure transparency and facilitate communication with stakeholders;
- (c) cultivate a collegial atmosphere within its membership, and in its interactions with University stakeholders;
- (d) be respectful of all stakeholders; and
- (e) act ethically and prudently.

2. KEY RESPONSIBILITIES

The Board is accountable for:

- (a) adhering to the *University Act* in the execution of its responsibilities;
- (b) proactively supporting the University in the achievement of its mission and goals;
- (c) focusing on strategic issues, and empowering the University's President and executive team to manage the University's operations; and
- (d) stewardship of the University's resources.

2.1 Human Resources

The Board has a number of human resource obligations:

	Policy No.	Officer Responsible		
	B.308	President		
	Policy Name	Board of Governors Charter		
Approved by	Replaces	Category	Next Review	
Board		A	April 2017	
Date Issued	Date Revised	Related Policies, Reference		
March 11, 2014	April 27, 2015	B.306 Board Bylaws		

- (a) For all positions reporting to the Board, the Board:
 - (i) works in concert with the Post-Secondary Employers Association (PSEA) and the Public Sector Employers Council (PSEC) to determine the total remuneration and the range for remuneration;
 - (ii) defines the duties; and
 - (iii) evaluates the performance.
- (b) recruitment and appointment of the University President;
- (c) supporting the position of the President and the individual fulfilling the role of President through respectful interaction and advocacy on behalf of the position and the individual;
- (d) in consultation with PSEA, providing direction and approval for bargaining unit negotiations;
- (e) working with PSEA to confirm that all negotiated terms are within the scope of government guidelines, and are within the University's ability to pay and remain sustainable;
- (f) consulting with PSEA regarding direction and approval for any legal actions related to bargaining negotiations; and
- (g) monitoring the progress of labour negotiations.

2.2 Communications

The Board has communications responsibilities:

- (a) the Board reviews and approves the University's annual communication strategy, to engage key stakeholders, including: students, faculty & staff, senate, donors, alumni, government and communities;
- (b) board members must adhere to the Board Communications Protocol to ensure consistency, accuracy and transparency in communications with stakeholders;

	Policy No.	Officer Responsible		
	B.308	President		
	Policy Name	Board of Governors Charter		
Approved by	Replaces	Category	Next Review	
Board		A	April 2017	
Date Issued	Date Revised	Related Policies, Reference		
March 11, 2014	April 27, 2015	B.306 Board Bylaws		

- (c) the only member authorized to speak on behalf of the Board is the Chair;
- (d) board *in camera* meetings are only used to discuss commercially sensitive matters, legal actions, negotiations, matters involving personal information of an individual, and other matters contemplated by the *University Act*, the University's bylaws, or that are otherwise usually agreed to be confidential and not public;
- (e) the Board may choose to hold regular meetings without management present, to allow Board members to freely address any issues they wish to raise privately. At the end of every such meeting, the Chair will advise the President of the nature and outcome of the discussion.

2.3 Strategy

The Board supports strategic planning by:

- (a) providing input, reviewing and approving the strategic plan and initiatives;
- (b) reviewing and approving the annual business plan, inclusive of capital plans, operating budgets, and key performance indicators;
- (c) annually monitoring the progress of all strategic initiatives including the Academic Plan and the Accreditation process;
- (d) quarterly monitoring the progress of all approved plans;
- (e) approving material policies and major transactions;
- (f) ensuring compliance with legal and regulatory requirements;
- (g) creating an excellent working relationship with the Minister and the Ministry of Advanced Education to facilitate the University's progress in implementing approved strategies and plans.

	Policy No.	Officer Responsible	
	B.308	President	
	Policy Name	Board of Governors Charter	
Approved by	Replaces	Category	Next Review
Board		A	April 2017
Date Issued	Date Revised	Related Policies, Reference	
March 11, 2014	April 27, 2015	B.306 Board Bylaws	

2.4 Financial/Risk

As responsible stewards of University resources, the Board:

- (a) ensures management has established appropriate systems of control to mitigate risk;
- (b) annually reviews the University's risk reduction plans and progress;
- (c) reviews and approves annual audited financial statements;
- (d) at least quarterly monitors the University's financial position;
- (e) receives, reviews and monitors all investment reports related to funds of the University and the Capilano University Foundation;
- (f) annually reviews the draft Institutional Accountability Plan and Report prior to its submission to the Ministry of Advanced Education; and
- (g) ensures that controls, codes or guidelines are in place governing ethical conduct, conflict of interest, environmental protection, personal and public safety, equity and similar concerns.

2.5 Governance

The Board shall establish committees to assist its work. Each committee shall develop Terms of Reference approved by the Board, and shall report and make recommendations to the Board. Committees shall not have the power to make decisions on behalf of the Board, except as specifically directed by the Board or as set out in any Terms of Reference approved by the Board. Each year the Board Chair shall appoint members and chairs for each committee, taking into account their experience and background. All committees are accountable to remain informed about emerging best practices in corporate governance relevant to the committee served.

Committees shall include:

- Executive
- Governance
- Audit
- Academic Review
- Investment

	Policy No.	Officer Responsible		
	B.308	President		
	Policy Name	Board of Governors Charter		
Approved by	Replaces	Category	Next Review	
Board		A	April 2017	
Date Issued	Date Revised	Related Policies, Reference		
March 11, 2014	April 27, 2015	B.306 Board Bylaws		

- Policy and Planning

3. BOARD PERFORMANCE

The Board will monitor its performance by:

- (a) The Board will develop and implement a comprehensive orientation program for new directors;
- (b) An annual performance evaluation shall be conducted by the Board; and the outcome will be used to develop a plan to enhance performance and governance;
- (c) The board shall monitor the annual governance plan for completion and progress;
- (d) An annual succession plan will be developed to prepare directors to take on Chair, Vice Chair and committee chair roles; and set out the skills and characteristics required of future directors to meet the University's strategic needs; and
- (e) Board members will sign the University's code of conduct and conflict of interest policies annually.

4. APPLICABLE LAW

Capilano University operates under the authority of the British Columbia *University Act*, R.S.B.C. 1996, c. 468.