	Policy No.	Replaces	Policy
	B.309		Board
Policy Name			
Board Chair and Board Member Roles and Responsibilities			
Approved by	Responsibility		Category
Board	Board of Governors		General
Date Issued	Date Revised	Revision	Related Policies, Reference
March 11, 2014			Policy B.306 – Board Bylaws

1. BOARD MEMBER ROLES AND RESPONSIBILITIES

1.1 Code of Conduct

Board of Governors members:


- (a) are bound by the provisions of the University Act;
- (b) must adhere to and annually sign the University’s code of conduct and confidentiality agreements;
- (c) must comply with policies and bylaws of the Board and the University;
- (d) must make timely disclosure of any conflicts of interest; and
- (e) are expected to maintain confidentiality

To support the Board in achieving its obligations, board members will:

- (f) act with integrity and in good faith;
- (g) be respectful to all stakeholders;
- (h) contribute to the advancement and objectives of the University;
- (i) strive to be constructive, resourceful and solution-oriented;
- (j) represent the interests of the University as a whole;
- (k) respect that the Chair is the only authorized spokesperson for the Board; and
- (l) publicly support decisions of the Board. If for some reason a member does not agree with a decision passed by the Board, that member must not, while serving on the Board of Governors, publicly express dissent.

1.2 Meetings

To facilitate effective and efficient Board meetings, board members will:

	Policy No.	Replaces	Policy
	B.309		Board
	Policy Name		
Board Chair and Board Member Roles and Responsibilities			
Approved by	Responsibility		Category
Board	Board of Governors		General
Date Issued	Date Revised	Revision	Related Policies, Reference
March 11, 2014			Policy B.306 – Board Bylaws

- (a) be well prepared for all board meetings, committee meetings and planning sessions;
- (b) strive for 100% attendance at board meetings. Attendance in person is preferred, however, on occasion if circumstances warrant, a member may attend by conference call. The University Act directs that a Board member who fails to attend at least half of the regular meetings of the Board in any year is deemed to have vacated his or her seat.
- (c) where possible, provide notice to the Board Chair about emerging board meeting agenda issues;
- (d) be prepared to discuss issues and ask relevant questions; and
- (e) respect diversity of opinions and perspectives.

1.3 Board Orientation and Personal Development


Board members will:

- (a) strive to attend the Board’s Member orientation program, and participate, as appropriate, in any professional development program made available by the University to Board members;
- (b) take part in the Board’s programs of self-assessment for the Board as a whole and for individual Board members;
- (c) endeavour to become knowledgeable about the University; and
- (d) be familiar with the University’s strategic plan, mission, vision, values, operating environment and basic financial drivers.

2. BOARD CHAIR ROLE AND RESPONSIBILITIES

2.1 Role

The Chair of the Board of Governors provides leadership to the Board and the President of the University.

	Policy No.	Replaces	Policy
	B.309		Board
	Policy Name		
Board Chair and Board Member Roles and Responsibilities			
Approved by	Responsibility		Category
Board	Board of Governors		General
Date Issued	Date Revised	Revision	Related Policies, Reference
March 11, 2014			Policy B.306 – Board Bylaws

2.2 Attributes

The Chair must have excellent leadership, communication, negotiation, team building and networking skills.


2.3 Eligibility

The Chair must be elected from the Board members appointed by Order in Council.

2.4 Responsibilities

To fulfill the responsibilities of the position, the Chair:

- (a) acts as the organizational spokesperson;
- (b) signs documents on behalf of the Board;
- (c) manages conflicts of interest;
- (d) builds a strong working relationship with the Minister and other government representatives;
- (e) builds succession for the position of Chair;
- (f) builds and maintains a sound working relationship with the President and senior team members;
- (g) provides the Board with updates regarding relations and negotiations with key stakeholders;
- (h) is available to meet with and discuss issues with stakeholders;
- (i) participates in key University events, as required;
- (j) conducts committee or director evaluations;
- (k) provides guidance and recommendations to Board directors regarding roles, responsibilities and conduct; and
- (l) builds and maintains a high performing Board.

	Policy No.	Replaces	Policy
	B.309		Board
Policy Name			
Board Chair and Board Member Roles and Responsibilities			
Approved by	Responsibility		Category
Board	Board of Governors		General
Date Issued	Date Revised	Revision	Related Policies, Reference
March 11, 2014			Policy B.306 – Board Bylaws

2.5 Meetings

To facilitate effective and efficient Board meetings, the Chair will:

- (a) establish Board and planning session agendas, with input from the President;
- (b) call meetings of the Board;
- (c) chair meetings;
- (d) encourage participation of all Board members in discussions and questions.

2.6 Committees

To support the committees in achieving their obligations, the Chair will:

- (a) appoint/recommend committee Chairs and committee members;
- (b) be ex-officio on all committees;
- (c) act as a resource to all committee chairs; and
- (d) ensure committees are fulfilling their responsibilities and reporting requirements.

3. APPLICABLE LAW

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