



## BOARD OF GOVERNORS CHARTER OF EXPECTATIONS

### PREAMBLE

The University of Lethbridge is a public post-secondary institution under the Post-Secondary Learning Act of the Province of Alberta. The Board of Governors 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.

### 1. DEFINITIONS

In this Charter of Expectations the following terms have the meaning ascribed to them:

- 1.1 "Act" means the *Post-Secondary Learning Act (Alberta)*.
- 1.2 "Board" means the board of governors of the University as constituted under the Act.
- 1.3 "Governor" means a member of the Board.
- 1.4 "Mandate" means the mandate of the University as approved by the Minister under section 103(1) of the Act.
- 1.5 "Minister" means the Minister determined under section 16 of the Government Organization Act (Alberta) as the Minister responsible for the Act.
- 1.6 "Senior Administrator" includes the President, Vice-Presidents, Associate Vice-Presidents, Deans and the University Librarian, Associate Deans and the Associate Librarian, Executive Directors, and the Registrar.
- 1.7 "President" means the president, chief executive officer and vice-chancellor of the University, as appointed under section 81 of the Act.
- 1.8 "University" means The University of Lethbridge.

### 2. INTRODUCTION

- 2.1 The Board shall manage and operate the University in accordance with its Mandate. The Board has the capacity and, subject to the PSLA, the rights, powers and privileges of a natural person.
- 2.2 Section 60 of the Act lists, for greater certainty, the general powers and duties of the Board. The University has adopted this Charter of Expectations which sets out the specific responsibilities to be discharged by the Board in addition to the powers and

duties of the Board set out in the Act. A purpose of this Charter of Expectations is to assist the Board in annually assessing its performance.

- 2.3 Although the Board consists of those persons determined in accordance with Section 16(3) of the Act, the best interests of the University as a whole must always be paramount when acting as a Governor, regardless of how a person becomes a Governor.
- 2.4 The Board of Governors operates within the Mandate and may, from time to time, make recommendations for changes for the approval of the Minister. While the Board has the responsibility to manage and operate the University, this is, in part, done by delegation through the President who is charged with the day-to-day leadership and management of the University. The prime responsibility of the President is to lead the University. The President formulates strategies and plans and presents them to the Board for approval. The Board approves the goals of the University, the objectives and policies within which it is managed, and then steps back and evaluates Senior Administrator performance. Reciprocally, the President keeps the Board fully informed of the University's progress towards the achievement of its goals and of all material deviations from the goals or objectives and policies established by the Board, in a timely and candid manner.
- 2.5 The involvement and commitment of the Governors is evidenced by regular Board and committee attendance, preparation, and active participation in setting goals and evaluating performance.

### **3. RESPONSIBILITIES**

Under normal circumstances the Board would commit to a mode of operation with the primary focus to provide governance and to delegate day-to-day operation to the President. In order to meet its obligations under the Act, the Board has the following responsibilities:

- 3.1 **direct and supervise strategic management,**
  - 3.1.1 provide input to Senior Administrators on emerging trends and issues,
  - 3.1.2 review and approve the University strategic plan,
  - 3.1.3 review and approve the University's objectives, plans and actions, including significant capital allocations and expenditures,
  - 3.1.4 review and approve operating and capital budgets and total expenditure increases thereto;
- 3.2 **appoint and oversee the President and other Senior Administrators,**
  - 3.2.1 monitor, evaluate and, if necessary, replace the President and other Senior Administrators,
  - 3.2.2 set terms of reference and terms of employment of the President,
  - 3.2.3 provide advice and counsel to the President in the execution of the President's duties,

- 3.2.4 approve major organizational changes,
  - 3.2.5 ensure Senior Administrator succession and ensure training and development programs for Senior Administrators are in place,
  - 3.2.6 approve the compensation to be paid and benefit plans to be established for the employees of the University;
- 3.3 **maintain Ministerial relations,**
- 3.3.1 report to the Minister as legally required and, from time to time, suggesting amendments to the mandate statement.
  - 3.3.2 ensure the University has in place effective communication processes with the Minister and other stakeholders,
  - 3.3.3 reflect concerns of the Minister to Senior Administrators.
  - 3.3.4 ensure that the financial performance of the University is properly reported to the Minister in the Board's annual report,
  - 3.3.5 ensure the financial results are reported fairly and in accordance with generally accepted accounting principles,
  - 3.3.6 ensure the timely reporting of any other developments that have a significant and material impact on the University,
  - 3.3.7 ensure the Board Audit Committee meets regularly with and receive the reports of the Auditor General and the representatives and agents of the Auditor General and ensure Senior Administrators address issues raised in these reports;
- 3.4 **protect and enhance the University's assets,**
- 3.4.1 monitor the University's performance against the strategic, operating and capital plans, including assessing operating results to evaluate whether the University is being properly managed,
  - 3.4.2 ensure Senior Administrators identify the principle risks to the University and ensure appropriate systems are in place to manage the risks,
  - 3.4.3 receive, at least annually, reports from Senior Administrators on matters relating to, among others, ethical conduct, employee health and safety and human rights,
  - 3.4.4 ensure Senior Administrators take reasonable steps to ensure the implementation and integrity of the University's internal controls and management information systems,
  - 3.4.5 approve the commencement or settlement of litigation that may have a material impact on the University;

**3.5 fulfill fiduciary and legal requirements,**

- 3.5.1 direct Senior Administrators to adhere to all applicable laws and regulations,
- 3.5.2 adhere to high ethical and moral standards in exercising the Governor's fiduciary responsibilities.
- 3.5.3 ensure all necessary minutes, records, contracts and documents have been properly prepared, approved, maintained and, where applicable, filed,
- 3.5.4 approve and monitor compliance with all significant policies and procedures by which the University is operated,
- 3.5.5 review significant new policies or material amendments to existing policies;

**3.6 manage the affairs of the Board,**

- 3.6.1 appoint committees to provide more detailed review of important areas of responsibility and establish and periodically review their terms of reference,
- 3.6.2 delegate certain responsibilities to Senior Administrators,
- 3.6.3 delegate to committees of the Board or any one or more Senior Administrators, special powers with respect to the execution of instruments,
- 3.6.4 appoint, reappoint or remove Senior Administrators as the Board considers advisable and name one of the Vice-Presidents as Senior Vice-President, and assign powers, duties and functions to the Senior Administrators,
- 3.6.5 develop and implement a process to evaluate the performance of the Board, committees and Governors in fulfilling their responsibilities,
- 3.6.6 assess and monitor the process for new Governor orientation and ongoing Governor development,
- 3.6.7 establish and enforce a Board confidentiality policy and conflict of interest policy,
- 3.6.8 implement effective governance processes to fulfill its responsibility for oversight and control,
- 3.6.9 perform such other functions as prescribed by law.

**Document History:**

*Board of Governors Approved: Apr. 24, 2014; Jan. 19, 2005; Jul. 24, 2002*