



BOARD OF GOVERNORS POSITION DESCRIPTION: INDIVIDUAL GOVERNOR

1. INTRODUCTION

1.1 The Position Description for an Individual Governor outlines the expectations, personal and professional characteristics required of all Governors. The Terms of Reference are used as the basis for the evaluation of individual Governor performance and also serve as a model for establishing the general attributes and expectations in recommending Board nominees.

1.2 Broadly speaking, a Governor has three fundamental obligations:

1.2.1 **Honesty and Good Faith**

The Act requires a Governor to act in the best interest of the University [PSLA Section 16(5)]. The common law requires a Governor to act honestly and in good faith with a view to the best interests of the University as a public institution. The key elements of this standard of behaviour are:

1.2.1.1 A Governor must act in the best interests of the University as a whole even when that conflicts with his or her self-interest, or interests of some special interest group or constituency.

1.2.1.2 A Governor must not take personal advantage of privileged information that comes before him or her in the course of performing his or her duties.

1.2.1.3 A Governor must disclose to the Board any relevant personal interests that he or she holds that may conflict with the interests of the University.

1.2.1.4 A Governor must respect the University's confidentiality, ethical and conflict of interest requirements.

1.2.2 **Skillful Management**

Common law expects that a Governor will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. This means:

- 1.2.2.1 The Governor will bring their individual skills and abilities to bear on their duties and responsibilities of the Board.
- 1.2.2.2 The Governor must be proactive in the performance of his or her duties by:
 - 1.2.2.1.1 preparing appropriately and attending meetings so as to participate responsibly and effectively;
 - 1.2.2.1.2 being vigilant to ensure that the University is being properly managed and is complying with the law.

2. DEFINITIONS

In the Terms of Reference for an Individual Governor the following terms have the meaning ascribed to them:

- 2.1 "Act" means the *Post-Secondary Learning Act* (Alberta).
- 2.2 "Board" means the board of governors of the University as constituted under the Act.
- 2.3 "Governor" means a member of the Board.
- 2.4 "Minister" means the Minister determined under section 16 of the *Government Organization Act* (Alberta) as the Minister responsible for the Act.
- 2.5 "Senior Administrator" includes the President, Vice-Presidents, Associate Vice-Presidents, Deans and the University Librarian, Associate Deans and the Associate Librarian, and the Registrar.
- 2.6 "President" means the president, chief executive officer and vice-chancellor of the University, as appointed under section 81 of the Act.
- 2.7 "University" means The University of Lethbridge.

3. STANDARD OF BEHAVIOUR ESTABLISHED BY THE BOARD

To execute the Board responsibilities, Governors must possess certain characteristics and traits. The Board has established the following standards for Governors.

3.1 Board of Governors Activity

Each Governor will:

- 3.1.1 demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act prudently in their boardroom decisions;

- 3.1.2 provide wise, thoughtful counsel on a broad range of issues and develop the depth of knowledge to understand and question the assumptions upon which the strategic and business plans are based, and to form a reasoned independent judgment as to the probability that such plans can be achieved;
- 3.1.3 comply with the Board's governing documents and policies such as *Code of Conduct – Board of Governors*;
- 3.1.4 be available as a resource to Senior Administrators and the Board;
- 3.1.5 advise the President or the Chair of the Board, or both, in advance of introducing significant and previously unknown information at a Board meeting;
- 3.1.6 as necessary and appropriate, communicate with the Chair of the Board and with the President between meetings;
- 3.1.7 demonstrate a willingness and availability for individual consultation with the Chair of the Board or the President; and
- 3.1.8 be a positive force, using their abilities and influence constructively.

3.2 **Preparation and Attendance**

To enhance the effectiveness of Board and committee meetings, each Governor will:

- 3.2.1 prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting;
- 3.2.2 maintain an excellent Board and committee meeting attendance record; and
- 3.2.3 request, in a timely manner, any additional information necessary for responsible decision making.

3.3 **Communication**

The Board requires Governors who value Board and team performance over individual performance, and who possess respect for others. Communication is fundamental to Board effectiveness and therefore each Governor will:

- 3.3.1 participate fully and frankly in the deliberations and discussions of the Board;
- 3.3.2 demonstrate an openness to others' opinions and the willingness to listen; and appreciate that this quality ranks as highly as the ability to communicate persuasively;
- 3.3.3 approach others assertively, responsibly and supportively, and be willing to raise tough questions in a manner that encourages open discussion;

- 3.3.4 establish an effective, independent and respectful presence and a collegial relationship with other Governors;
- 3.3.5 focus inquiries on issues related to strategy, policy, and results rather than issues relating to the day-to-day management of the University; and
- 3.3.6 Individual Board members have the responsibility to form, hold and act on informed and reasoned positions on questions that have significant import for the University. They are free to communicate their views to all interested parties provided that: (1) they do not, without appropriate prior approval, represent themselves as speaking for the Board as a whole; and (2) do not violate the reasonable confidences of the Board. In matters of principle or the public interest, Board members may speak freely, subject only to the normal constraints of the law and the ethical standards of the community, including those they accepted when assuming the responsibilities.

3.4 **Independence**

Independence is an essential quality of an effective Governor. Each Governor will:

- 3.4.1 think, speak and act independently with confidence and courage;
- 3.4.2 be critical and responsive to change and new thinking;
- 3.4.3 resist behaving differently merely for the sake of appearances; being objective when considering tradeoffs and consequences; and
- 3.4.4 be willing to differ from the Chair of the Board and other Governors and/or the President in taking a reasoned, independent position.

3.5 **Committee Work**

In order to assist Board committees in being effective and productive, each Governor will:

- 3.5.1 participate on committees and become knowledgeable about the purpose and goals of each committee; and
- 3.5.2 understand the process of committee work, and the role of employees supporting the committee.

3.6 **Informed Governors**

Recognizing that decisions can be made only by well-informed Governors, each Governor will:

- 3.6.1 participate in Governor orientation and development programs provided by the University from time to time;

- 3.6.2 maintain a current understanding of the legislative, business, social and political environments within which the University operates;
- 3.6.3 become acquainted with the University Community;
- 3.6.4 frequently accept invitations and attend social functions, receptions and special events on behalf of the University; and
- 3.6.5 generally be an ambassador of the University.

Document History:

Board of Governors Approved: April 17, 2019; Jan. 19, 2005; Jul. 24, 2002