



UNIVERSITY OF ALBERTA  
UNIVERSITY GOVERNANCE

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# Report & Recommendations of the Board Working Group

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to the Board of Governors

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June 15, 2018

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<b>OVERVIEW</b>	<b>2</b>
2017 BOARD STRATEGIC RETREAT	2
BOARD WORKING GROUP	2
<b>PROCESS &amp; CONSULTATION</b>	<b>3</b>
<b>RECOMMENDATIONS</b>	<b>4</b>
<b>OUT OF THE WEEDS...THE VIEW FROM 50 THOUSAND FEET UP</b>	<b>5</b>
ALIGNING BOARD WORK WITH THE INSTITUTIONAL STRATEGIC PLAN	5
AGENDA PLANNING MEETINGS TO GUIDE THE WORK OF BOARD COMMITTEES	6
PRINCIPLES TO GUIDE BOARD DELEGATION OF AUTHORITY	7
BOARD / BOARD COMMITTEE AD HOC GROUPS	8
<b>COMMITTEE TRANSFORMATION</b>	<b>9</b>
ESTABLISHMENT OF A BOARD GOVERNANCE COMMITTEE	10
DISBANDING OF THE BOARD SAFETY, HEALTH AND ENVIRONMENT COMMITTEE	10
BOARD AUDIT COMMITTEE – INCREASED RISK OVERSIGHT	11
BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE	12
BOARD LEARNING AND DISCOVERY COMMITTEE	12
BOARD UNIVERSITY RELATIONS COMMITTEE	13
<b>AREAS REQUIRING FURTHER WORK AND CONSULTATION</b>	<b>14</b>
BOARD COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP	14
PARKING LOT	15
<b>FINAL WORD</b>	<b>15</b>
<b>APPENDICES</b>	<b>16</b>

### 2017 BOARD STRATEGIC RETREAT

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In August 2017, the Board of Governors held a strategic retreat at which Board members expressed a desire to more meaningfully contribute to university governance, recognized their responsibilities under the *Post-secondary Learning Act* (PSLA), acknowledged the value of their diverse backgrounds, and united in concern for the best interests of the university.

Board members fully understood their PSLA-legislated responsibilities and wanted the design of Board and committee meetings to help discharge those responsibilities more meaningfully. There was concern that the existing Board governance model concentrated too much on reports, review and discussion of non-critical matters, looked at the past rather than planned for the future, and meant the Board functioned as a rubber stamp for matters laboriously addressed by other bodies. Various members of the Board questioned the workplans and agendas of Board and committee meetings and how that content related to their responsibilities.

At the end of the retreat, the Board Chair proposed forming an ad hoc committee of the Board to look into areas in which the work of the Board of Governors could be made more effective.

#### 2017 Board of Governors Strategic Retreat Objectives:

To solidify the Board of Governors' commitment to dimensional governance that ensures the Board and all committees are doing the right work to guide the University and to support the ambitions of *For the Public Good*.

To understand and explore the challenges and opportunities inherent in the context in which the University is currently conducting its work.

To clarify how individual governors can make the greatest contribution to the institutional strategic plan.

To define next steps in moving forward.

### BOARD WORKING GROUP

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In October 2017, the Board of Governors approved the establishment of a Board Working Group to respond to retreat outcomes. The working group would review the Board's processes, structure and role in providing strategic oversight, insight and foresight with the goal of governance excellence in support of the university's institutional strategic plan.

#### *Considerations regarding University Governance*

The working group began regular meetings in October. As it worked through the issues, it was aware of the complexities of the bicameral (or perhaps tricameral) nature of the university governance system (the concurrent jurisdictions of the Board of Governors, General Faculties Council and the Senate). It also recognized that the collegial culture of a university is one accommodating significant input from many different groups as matters are advanced through to an ultimate decision. Indeed, this approach lends strength to university governance. However, the working group wanted it not to be forgotten that ultimately, the Board has final, overarching, legal responsibility for the governance of the university.

#### *Importance of Board–Administration Relationship*

The working group recognizes that the university is very fortunate to have a strong and talented senior administration. An added strength, in the perception of the working group, is the broad-based mutual respect shared between the Board and the administration. While Board members can be tempted to descend into minutiae, particularly when matters brought to the Board invite that response, the working group looked for ways the Board might be engaged more effectively, to limit unproductive distractions and respect the legitimate need the administration has to properly discharge its delegated responsibilities. The working group believes that achieving meaningful change will require adjustments to the culture of the Board of Governors -- most significantly, the culture within the Board, as well as the culture expressed in the patterns and approaches of all those who work with the Board.

### Guiding Principles for the Board Working Group

A commitment that Board meetings / Board committee meetings be conducted in a manner that encourages participation and engagement while making best use of available time and resources and respecting the volunteer nature of Board members.

An expectation that the Board will add value and become visibly high-performing, with a reputation for leading by example, using best practices, and conducting meaningful work.

A commitment that Board members will represent the best interests of the university as a whole.

An expectation that the Board will generate ideas, thoughts, and perspectives in support of strategic plans and decisions.

A commitment to responsive, respectful, and appropriate engagement with other governing bodies and with university administration.

A commitment that the Board will carry out duties as prescribed in the Post-secondary Learning Act.

### *Where and how should the Board be focused?*

In developing recommendations, the Board Working Group grappled with the challenge of achieving appropriate balance in areas where there are no right or wrong ways of doing things. When is something important enough to be dealt with by the Board of Governors, and when not? Through time, it may be that a certain “rebalancing” will be required.

Where should the time of the Board be dedicated? Certain important business does not require much Board time even if it is necessary because it is not controversial, or because it has been thoroughly discussed at other levels of university governance. How much time should be spent celebrating the many ongoing amazing things happening at the university? And how much time should be spent addressing the future -- risks, strategies, and opportunities that may influence the institution in the years and decades to come?

### *Value-added Board governance*

Board members are selected and appointed through various channels including the Province, and the Board is fortunate to have members who are passionate and committed to doing what is best for the university. Members bring an impressive blend of wisdom and experience of significant value to the university, far beyond the formal governance role.

As discussed at the 2017 Retreat, individual Board members want to contribute to the university in ways that make a difference and add value. Each member understands they must act in the best interests of the university, with the definition of “best interests” personal to each individual. With this in mind, the Board Working Group developed a model supporting this Board and future Boards in making meaningful contributions to the university while providing the utmost in good governance.

## PROCESS & CONSULTATION

### *Process*

The Board Working Group met regularly (typically bi-weekly) from October 2017 to June 2018 to consider and evaluate how to effectively realign board governance at the University of Alberta. Its deliberations involved a process of research and consultation that included review of the committee structures at other Canadian universities and consultation with each of the standing committees and other stakeholders.

The Board Working Group recognized that the University of Alberta values good governance and benefitted from the recent review of the academic governance body, General Faculties Council (GFC), and the resulting report from its *Ad Hoc Committee on Academic Governance, Including Delegated Authority*. Concepts identified in this report resonated with the working group and, where possible, alignment with themes raised in the GFC academic governance report were considered and incorporated into the analysis of themes contained herein.

## Consultation

The Board Working Group engaged in thorough consultation of stakeholder groups throughout its work. Consultation included:

- Co-Chairs of the GFC Ad Hoc Committee on Academic Governance, Including Delegated Authority
- Representatives from Advancement, Alumni Association, Senate and University Relations re: committee structure / mandates
- General Counsel re: legislated obligations of the Board and potential delegations of authority
- Finance and Administration portfolio re: delegation and committee mandates
- Facilities and Operations portfolio re: delegation and committee mandates
- Provost and Vice-President (Academic) re: delegation and committee mandates
- Chancellor re: committee structure / mandates
- Board Committee Chairs and Vice-Chairs re: committee mandates, structure and delegation of authority
- Board of Governors Strategic Planning Session re: Board structure, committee mandates and delegation of authority
- Board of Governors Standing Committees "Tour of Terms of References"
- Regular meetings between the Board Chair and President
- Board of Governors (October, December, March, May, June)

## RECOMMENDATIONS

The Board Working Group has provided a series of recommendations that will require various timelines for final approval and implementation; this process should be continued under the direction of the Board Chair (on behalf of the Board) with proposals coming forward for approval as they are fully developed. The work of implementing recommendations will begin over the summer of 2018 and should be completed on or before June 2019.

While the formal motions for Board approval are attached to this report as **Appendix A**, the significant findings outlined in more detail in this report include the following elements:

- Recommendations allowing the Board to accomplish its mandated obligations required by legislation while also providing opportunities for strategic focus in committee and Board discussions and deliberations.
- Recommendations for committee transformation to strengthen Board Governance, improve committee effectiveness, and make better use of Board members' and Administration's time and expertise.
- An implementation plan for the Board Working Group's recommendations, and suggestions for moving forward on those areas initially intended to be addressed by the Board Working Group that were ultimately not attended to due to time restrictions.

As identified at the Board Retreat, Board Governance is important and should be approached with excellence in mind. Governing a university is complex. The Board Working Group realizes the Board governance structure must be responsive to challenges and pressures, as well as enduring. Therefore, in consideration of good governance principles, the Board will undertake regular reviews to ensure it continues to provide the governance oversight, insight, hindsight and foresight that is required.

## OUT OF THE WEEDS...THE VIEW FROM 50 THOUSAND FEET UP

The University of Alberta Board of Governors, as the senior governing body of a public institution, has legislated requirements set-out in several provincial statutes and regulations, including the *Post-secondary Learning Act*. The Board's Mandate and Roles Document is developed collaboratively with the Minister of Advanced Education to reflect a common understanding of each party's roles and responsibilities. So, within that legislated framework, how does a university governing board reach its potential? And what is that end goal?

The Board Working Group considered this issue through many months – debating the balance of required oversight with the Board's desire to provide foresight and insight and add value to the university. What, if any, were these “weeds” the Board was unnecessarily spending its time on? Could the Board, within this legislated framework, further delegate its authority to its committees and Administration? What would a “50 thousand foot view” look like? And what would it take, in an institution imbued with history and tradition, for the Board to reach its goal of achieving strategic focus?

In the end, following consultation with Administration, General Counsel, and members of the Board of Governors and its committees, the working group determined the following:

- The Board's natural focus should be consideration of the opportunities, innovation, and risks associated with the university's institutional strategic plan.
- By engaging Committee Chairs in setting of meeting agendas, the Chairs will be able to work with Administration to provide appropriate advice and feedback on agenda topics and material, to ensure “weedy” items are minimized where possible and time is instead allotted for higher level discussions.
- Further delegations of authority should be considered and pursued, within Board-approved principles of delegation, and should be carried out only following appropriate consultation with Administration, General Counsel, General Faculties Council, and other bodies as appropriate.
- Topics of immediate and specific interest to the Board can be reviewed and considered by short-term Ad hoc groups rather than added to the work of Board standing committees.

*Governing boards should act effectively and ethically in their duties related to overseeing the institution's mission, fiscal integrity, and educational quality, and to recruiting, supporting, and evaluating the chief executive.*

*Highly effective governing boards accomplish these tasks while maintaining a strategic focus.*

*Public boards have the additional responsibilities of maintaining the public trust and balancing the needs of the state and those of the institution they govern.*

- Association of Governing Boards of Universities and Colleges (AGB).  
Governance Brief: Board Responsibilities.  
Retrieved from [www.agb.org/briefs/board-responsibilities](http://www.agb.org/briefs/board-responsibilities)

### ALIGNING BOARD WORK WITH THE INSTITUTIONAL STRATEGIC PLAN

The University of Alberta institutional strategic plan, *For the Public Good*, sets out comprehensive objectives for the institution. At the 2017 retreat, it was identified by the Board that part of working more effectively included time to consider how the Board could further the strategic plan objectives including consideration of opportunities, innovation, and risks.

Since the retreat, Administration has been considering the type of high-quality information and materials governing bodies require. Ideally, information is focused and to-the-point; questions are highlighted; and briefing material relevant to key issue areas is provided. On behalf of the President, the University Secretary led a consultation process to improve governance materials and affirm commitment to achieving governance excellence. To this end, at the Board of Governors meeting in March 2018, the *Governance Executive Summary (GES)* template (see Appendix B) was introduced, with requirements that materials be succinct, align with *For the Public Good*, and direct proposers to make it clear why an item is coming forward, what decision is required, and where members can add value.

### *Recommendations*

To further engage the Board as a whole with the institutional strategic plan, the Board Working Group recommends that the Board of Governors, working together with Senior Administration, annually develop an outline of topics for discussion by the Board over the course of a year, related to the objectives of *For the Public Good* and also including topics concerning Board governance and institutional risk.

The Board Working Group further recommends that the function of setting the 2018-2019 outline of topics for discussion by the Board be done by the current Board Working Group, and that, once established, the Board Governance Committee lead this process going forward.

In discussion of topics, the Board can generate ideas, identify preferences, set direction for further committee work or for Administration, and seek further information if required. Determination of how best to facilitate discussion of the topics, either directly by the Board or through the committee structure, would be decided based on the topic at hand. This process is not intended to detract or replace the work of any committee working on strategic issues as part of its mandate.

### *Examples of possible topics*

Examples of objectives from the strategic plan for future discussion could include: undergraduate and graduate enrolment (objective 1), response to the Truth and Reconciliation Commission (objective 4), securing and stewarding financial resources (objective 22), environmental sustainability (objective 20), and Board transparency (objective 21).

## **AGENDA PLANNING MEETINGS TO GUIDE THE WORK OF BOARD COMMITTEES**

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Of the many issues the Board Working Group discussed, one that arose often was how the Board and its committees could most effectively provide input into the topics and issues discussed at meetings.

The Board Working Group acknowledges most items coming to a committee arrive because of the legitimate needs of the Administration. Specific areas have been delegated to each committee and actions must be taken, reports need feedback, and the committee needs to be informed. But committee members and Chairs may have other issues they would like to discuss.

In consultation with Board Committee Chairs and Vice-Chairs, the working group was reminded that Agenda Planning Meetings had worked effectively in the past to address such issues.

### *Agenda Planning Meeting – description and function*

An Agenda Planning Meeting for a committee would be held three weeks or more before the actual committee meeting. It would be attended by the Committee Chair, Vice Chair, a representative from University Governance, as well as the Vice-Presidents who sit on the committee and/or other administrative members of the committee.

The Administration would outline the matters they need or wish to come to the upcoming meeting, and University Governance staff would identify any additional issues required or which should come to the committee. The discussion and description of these issues would help to properly brief the Chair and Vice-Chair on matters coming to the meeting.

The Chair or Vice Chair would raise any other agenda items they felt appropriate for the upcoming meeting. Meeting outcomes, time allocations, items for the Consent Agenda and items to defer or remove from the agenda would also be discussed.

This collaboration would result in a final meeting agenda giving Administration time to prepare any new material as appropriate.

### *Agenda Planning vs Agenda Review*

The current practice of holding Agenda Review Meetings immediately prior to the actual committee meetings, following distribution of the agenda, would end, unless Administration requested that such a meeting be held in addition to a regularly-scheduled Agenda Planning Meeting.

### *Benefits of Agenda Planning Meetings*

An agenda planning process acknowledges the role of the Committee Chair and Vice Chair. It allows for meaningful collaboration between the committee and the Administration with respect to matters coming to the committee as well as the allocation of the limited time available. And, most importantly, it helps to ensure that matters coming to the committee are ones needed or required, while also accommodating topics of legitimate interest to the committee.

### *Recommendation*

The Board Working Group recommends that the Board of Governors implement Agenda Planning Meetings, as described above, for each Board committee, and that University Governance be mandated to require such a meeting be held before the agenda and materials for Board committee meetings are distributed.

## **PRINCIPLES TO GUIDE BOARD DELEGATION OF AUTHORITY**

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As outlined in the *Post-secondary Learning Act*, the Board of Governors has specific powers. It delegates some of its provincially-mandated authorities to its standing committees, individuals, and other campus entities, and outlines details in policies and procedures. Delegation is essential to efficient and timely decision-making and allows the Board to focus on substantive and strategic issues to the university community.

The Board Working Group engaged General Counsel in a review of required board oversight and opportunities for delegation. It focused its work primarily on two key areas that, once implemented, will clarify delegation while facilitating timely decision-making.

As outlined in **Appendix C**, there are many opportunities for the immediate delegation of authority. While the Board Working Group has identified these opportunities, implementing delegations must be done carefully and will require:

- changes to Board standing committee terms of reference to clarify the delegations;,
- careful consultation with affected stakeholders to ensure transparency; and
- policy and procedural revisions in some cases, which will need to be undertaken with the appropriate governance consultation and approval processes in place.

The Board Working Group also took time to consider overarching Principles of Board of Governors' Delegation to offer guidance for future delegations of authority and help maintain accountability, transparency, and efficiency in board governance at the University of Alberta.

### *Recommendations*

The Board Working Group recognizes the necessity of delegation and recommends the following:

- THAT opportunities for immediate delegation be prioritized and implemented following appropriate consultation and governance and/or policy reviews and approvals;
- THAT strategic issues be brought to the Board for early consultation regardless of whether authority for those issues has been delegated to another body or individual;

- THAT delegations of authority to Board standing committees, individuals, policies and/or procedures, and other campus entities be clearly articulated in committee terms of reference, identified in position descriptions, policies and/or procedures, and identified within campus entities;
- THAT the Board Governance Committee be responsible for ensuring all delegations of authority are reviewed at a minimum once every three years; and
- THAT the Board of Governors adopt the Principles for Board of Governors Delegation of Authority, as set forth in **Appendix D**, to further guide the Board on matters of delegation.

## **BOARD / BOARD COMMITTEE AD HOC GROUPS**

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Ad hoc groups provide a flexible vehicle to deal with specific issues. Currently, the Board has no guidelines or restrictions regarding the creation of such groups with ad hoc groups periodically used to deal with specific issues (e.g. planning Board strategic retreats).

The Board Working Group believes it would be helpful to formalize the use of ad hoc groups to address important issues in a timely manner. At the same time, it does not want the proliferation of ad hoc groups to undermine rigorous governance processes, authorities, and accountabilities.

### *Proposed Guidelines for Board / Board Committee Ad hoc Groups*

The following guidelines will enable the Board to address important issues including: response to short-term needs; topics requiring in-depth and focused examination; issues not easily or effectively addressed by a Board standing committee; and/or those requiring special member skills, abilities, and experience.

1. The Chair of the Board of Governors can recommend the establishment of an ad hoc group with the approval of the Board (by electronic vote if time is of the essence). Approval should, at a minimum, specify membership, terms of reference and a reporting schedule. Board ad hoc groups should report to the Board on a specified schedule.
2. Chairs of Board standing committees can recommend the establishment of their own ad hoc groups with the approval of that Board standing committee (by electronic vote if time is of the essence). These ad hoc groups should be for matters that relate only to that standing committee's terms of reference, don't significantly impact any other standing committee, and follow the general guidelines for Board ad hoc groups. The approval should, at a minimum, specify membership, terms of reference and a reporting schedule. Standing committee ad hoc groups should report to the standing committee on a specified schedule.
3. Ad hoc groups should have clear and specific terms of reference (mandate). The Board will make all decisions arising from the deliberations and conclusions of ad hoc groups.
4. Ad hoc group membership must include at least one member of the Board or the standing committee. The ad hoc group can also include non-board members with specific expertise relevant to the terms of reference. Members of administration should be advisors and resource persons for the ad hoc group.
5. The ad hoc group shall appoint its own chair and secretary who together determine the agenda and ensure brief notes of important deliberations and conclusions are recorded. The University Governance office will organize and maintain the calendar of the ad hoc group and provide ongoing advice and support.
6. Terms of reference should include a term or time limit for the group. The normal term would be one year or less, with explicit reporting to the Board at the end of that term. Any recommendations must be approved by the Board for implementation.
7. The number of ad hoc groups of the Board should be limited to three at any one time. (Board standing committees should also limit the number of their ad hoc groups.)
8. Meetings should be open, unless the terms of reference explicitly indicate the meetings be closed.

### Recommendation

The Board Working Group recommends that the Board endorse the future use of ad hoc groups of the Board and its standing committees as required and as outlined above, with guidelines for the use of ad hoc groups to be incorporated into the Board's bylaws, once established.

### Examples of possible ad hoc groups

Ad hoc groups of the Board should address areas of substantive, strategic and widespread interest, typically addressing issues that cross more than one standing committee's jurisdiction. Current possibilities could include:

- Operating or capital budget processes: how the Board can make meaningful and timely contributions to the development and review of annual budgets
- Planning and review of Board retreats
- Planning and review of Board development/orientation
- Governance of Administration's strategic initiatives
- Long-term approach to ancillary services (e.g. strategic decisions about size, nature and focus of residences for all students)
- Board transparency (e.g. possibility and desirability of live streaming of open sessions of Board meetings; impact on transparency, quality of decisions and reputation)

## COMMITTEE TRANSFORMATION

The Board of Governors last reviewed its committee structure and mandates as a whole in 1999. Since that time, the *Universities Act* transitioned into the *Post-secondary Learning Act* (2004), the *Alberta Public Agencies Governance Act* (APAGA) was established, and the University of Alberta has continued to grow and transform.

In February 2018, the Board Working Group held a session with Board members, committee members, and Administration to evaluate the mandate and responsibilities of Board committees, consider other university Board committee structures, and contemplate opportunities for change.

### Current Board of Governors Standing Committees

Audit Committee  
Finance and Property Committee  
Human Resources and Compensation Committee  
Investment Committee  
Learning and Discovery Committee  
Safety, Health and Environment Committee  
University Relations Committee

Committees were then asked to assess their terms of reference, mandate, role and responsibilities, with results submitted to the Board Working Group and shared with the Board of Governors at its March 2018 meeting.

The working group spent many meetings considering current standing committees, and member suggestions and feedback. It reviewed each committee's intended purpose, current functionality, and potential for fulfilling the Board's new strategic focus, as well as areas where the Board was not quite fulfilling its mandated role. During these deliberations, the working group noted that the current committees were generally performing their duties well, and that the university had been well-served for the last 19 years, but did ultimately conclude that:

- the addition of a Board Governance Committee would appropriately support the Board's governance requirements and responsibilities as outlined in APAGA, as well as be an appropriate body to oversee Board and committee alignment with the institutional strategic plan; and that
- there were opportunities to consolidate committee mandates and sharpen committee focus to make better use of Board members' and Administration's time and expertise.

## **ESTABLISHMENT OF A BOARD GOVERNANCE COMMITTEE**

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### *Recommendation*

In the interests of the work of the Board of Governors becoming more focused and effective, the Board Working Group recommends that the Board of Governors establish a Board Governance Committee to enhance board governance integrity and oversee the organization and procedures of the Board of Governors.

### *Overview / Role*

A Board Governance Committee will assess the university's board governance development and practices in accordance with adopted policies, principles and strategies and make recommendations on these matters to the Board of Governors.

In the context of the University of Alberta, a Governance Committee will take on work presently undertaken by the Board and some committees to free up time in those forums for discussion and action on objectives of the strategic plan, *For the Public Good*. In addition, a Governance Committee will be concerned with overseeing the overarching governance issues of the Board to ensure items are addressed efficiently, appropriately, and in accordance with legislated standards and best practices.

### *Membership*

The proposed Governance Committee would be a small committee in the interests of flexibility, allowing other Board members to work on ongoing issues and strategic plan objectives. All Board members would be eligible to be appointed, on the recommendation of the Board Chair.

### *Examples of work that can be undertaken by a Governance Committee*

- Facilitating Board consideration of matters related to Board member orientation, development, continuing education and Board strategic planning to support a solid understanding of the university's state of affairs and good governance practices.
- Advising on Board succession planning, including oversight and maintenance of a skills matrix for the Board to fulfil its responsibilities.
- Oversight of the Board self-evaluation process.
- Regular review of Board processes, code of conduct, committee structure, and meeting effectiveness.
- Identifying the annual outline of topics for discussion by the Board related to the institutional strategic plan.
- Ensuring follow-up on action items and other recommendations of the Board; ensuring committee mandates remain relevant and effective.
- Reviewing information needs and time restrictions of governors to maximize effective use of Board time.

## **DISBANDING OF THE BOARD SAFETY, HEALTH AND ENVIRONMENT COMMITTEE**

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The Board Safety, Health and Environment Committee (BSHEC) was established in 1994 to monitor, evaluate, advise and make decisions on behalf of the Board with respect to all matters concerning the protection of the environment, health of the university community, and general safety of the public at the university. In 2008, following the Virginia Tech shooting and a presentation from Field Law on fiduciary responsibilities regarding occupational health and safety and risk management, the BSHEC Terms of Reference were re-written to change the focus of the mandate from "environment, health and safety" to "environmental health and safety" and risk management. In 2015, as proposed by a student member and following a reported rise in the number of student suicides and suicide attempts, the Board expanded BSHEC's mandate to include "university student health and wellness", an identified hole in Board oversight.

Since 2015, BSHEC has been instrumental in fostering a “safety culture” on the university campus and on the Board, and has increased Board awareness and oversight of student well-being issues. It also led the Board in aligning its agenda items with objectives and strategies in *For the Public Good* and in its creation of a committee dashboard of strategic initiatives, tactical initiatives, and program maintenance items. During its February 2018 discussion on committee mandate, BSHEC members indicated a desire to demonstrate the Board’s commitment to a safe, healthy, and supportive environment for all members of our university community, but also identified that BSHEC was largely an oversight committee.

The Board Working Group firmly acknowledges the importance of BSHEC’s mandate to the Board and to the university, as well as the Board’s oversight responsibilities legislated by the Alberta *Occupational Health and Safety Act*. However, in its review of the Board’s committees, the working group identified BSHEC as a committee where meeting time was devoted largely to information reports, that was primarily involved in oversight, and that had a mandate that could intersect easily with that of other committees. The working group also reviewed comparable university board committee structures across Canada and found that only one other institution had a similar Board committee.

### *Recommendations*

With this information, following careful consideration and consultation, and in support of the goals and objectives identified at the 2017 Board Strategic Retreat, the Board Working Group recommends:

- THAT the Board of Governors disband the Board Safety, Health and Environment Committee as a standing committee of the University of Alberta Board of Governors, with its mandate distributed among the other Board standing committees as follows:
  - Oversight for environmental health, safety and security of the University community transferred to the Board Audit Committee (proposed to be renamed the “Board Audit and Risk Committee”),
    - with a further recommendation to implement the use of regular compliance reports for occupational health and safety reporting, where appropriate.
  - Oversight for student health and wellness initiatives and strategies on campus transferred to the Board Learning and Discovery Committee (proposed to be renamed the “Board Learning, Research and Student Experience Committee”).

## **BOARD AUDIT COMMITTEE – INCREASED RISK OVERSIGHT**

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The University of Alberta’s Risk Management Policy states:

*In an environment of significant change and of increasing competition it is essential that the University recognize the importance of assuming a reasonable level of risk if it is to fulfill its vision, mission and strategic priorities. Due to the diverse nature of the University’s teaching, research and community service, and the fact that not all risks can be transferred to third parties through insurance policies, contracts or waivers, the management of residual risk at all levels of the organization is imperative.*

The Board Audit Committee currently has delegated authority from the Board for oversight of the university’s enterprise-wide risk management process and for providing institutional risk information to the university’s Board of Governors. The Audit Committee works in consultation with the other Board of Governors’ standing committees as directed by their individual mandates. However, during consultation with Board and committee members, the Board Working Group heard that members were not aware of and/or comfortable with the current level of Board engagement on risk management. The Board Audit Committee itself, during its February 2018 discussion on committee mandate, questioned how to highlight its risk management role.

According to the Association of Governing Boards of Universities and Colleges (AGB) Governance Brief on Risk Management, “...the board can best monitor risk through its committees, locating the function in a

single committee such as audit or finance, or charging all committees to monitor risks related to their areas of oversight.”<sup>1</sup>

#### *Recommendations*

With this, and following consultation with administration as well as a review of other Canadian university board structures, the Board Working Group recommends:

- THAT the Board of Governors rename the Board Audit Committee as the “Board Audit and Risk Committee” to properly reflect and more overtly state the committee’s overarching oversight responsibility for the university’s enterprise-wide risk management process; and
- direct the Board Audit and Risk Committee to examine the current governance process guiding review and input into the university’s institutional risks, and to consider devoting additional meeting agenda time, or allocating specific meetings, to risk management discussions.

### **BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE**

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The Board Human Resources and Compensation Committee terms of reference states that the committee will “annually report on an evaluation of the Board”. Following its review of committee mandates and the committee’s self-assessment report, the Board Working Group recognized the Board Human Resources and Compensation Committee as very well-functioning but also very busy. Its fulsome mandate means the time needed to appropriately review and follow-up on recommendations from the annual Board self-evaluation is simply not available.

#### *Recommendations*

Therefore, the Board Working Group recommends that the Board of Governors transfer oversight of the Board self-evaluation process from the Board Human Resources and Compensation Committee to the Board Governance Committee, effective upon implementation of the Board Governance Committee.

### **BOARD LEARNING AND DISCOVERY COMMITTEE**

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The *Post-secondary Learning Act* indicates “The board of a public post-secondary institution shall (a) manage and operate the public post-secondary institution in accordance within its mandate.” As noted by Advanced Education, the University of Alberta’s “fundamental mandate is to offer a broad range of outstanding learning and research programs to prepare citizens and leaders who will make a difference.”

#### *Current Situation*

While the Board has undertaken this fundamental responsibility through its Learning and Discovery Committee with mixed success, the Board Working Group believes a committee focused on the university’s teaching, research and student experience should be maintained and strengthened. The working group believes oversight of the university’s role as a world-class public education institution is an essential Board responsibility appropriately addressed through a revitalized and refocused committee.

#### *Committee Focus*

Recognizing General Faculties Council’s academic governance role, the committee workplan would address long-term opportunities and directions, prompting foresight and insight within its mandated areas.

The committee would draw from themes and priorities outlined in *For the Public Good* and the *Comprehensive Institutional Plan*, including items such as: instructional excellence; academic balance; trends in professional development and continuing education; intellectual and creative diversity; international and multicultural programming; established and emerging areas of research and teaching; accessibility and affordability including rural, northern and Aboriginal community access; signature areas

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<sup>1</sup> Association of Governing Boards of Universities and Colleges. *Governance Brief: Risk Management*. Retrieved from [www.agb.org/briefs/risk-management#](http://www.agb.org/briefs/risk-management#)

of research and teaching excellence; and trends, opportunities and issues related to post-secondary education. The graduate and undergraduate student experience, inclusive of health and wellness, falls within the scope of this committee and is a priority area of interest to the Board.

Because this committee addresses high level topics and exploratory ideas, some discussions could be designed to be public and open, with outcomes long-term and directional rather than immediate and decision-focused.

### *Recommendations*

Following consideration, consultation and a mandate review, the Board Working Group recommends:

- THAT the Board of Governors rename the Board Learning and Discovery Committee as the “Board Learning, Research and Student Experience Committee”; with direction to the committee that its advisory role, in addition to its legislated oversight role, be strengthened through collaborative work with the Vice-President (Research) and the Provost and Vice-President (Academic) to develop an annual committee workplan addressing strategic themes, with meetings that engage through dialogue, discussion and member input as well as articulated deliverables administration sees as adding value.

## **BOARD UNIVERSITY RELATIONS COMMITTEE**

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The Board University Relations Committee addresses: reputation; identity; strategic communications; community engagement; and, philanthropy and advancement.

### *Background*

The purpose and focus for this committee has been reviewed previously to ensure relevance. In 2010, the Board Community and Government Relations Committee was assessed in relation to legislative requirements, authorities, and accountabilities, concluding that the committee should continue but be enhanced to include reputational requirements and responsibilities. Consequently, the Board University Relations Committee was formed. Since 2010, Advancement, Alumni Relations, government relations and social media expertise have been added skill sets enhancing university operations.

### *Current Situation*

The Board Working Group appreciates how essential a positive reputation is to achievement of the institutional vision and mission. Reputation is the foundation upon which sustainable success is built: the investments of governments, donors and granting agencies; the attraction of top local, provincial, national and international students; the recruitment and retention of world class researchers, academic talent and administrative staff; and, the social license the institution requires from the taxpayers who fund it. As recent events illustrate, the University of Alberta’s relevance in the community matters, and protecting and maintaining the brand is critical.

### *Committee Focus*

While the university has talented communications and issues management professionals, the Board Working Group sees value in a Board committee providing support, advice, insights and “off campus” perspectives to enhance relationships, consider reputational matters, restore confidence, and grow support.

The university has strong connections and sensitivity to national and international post-secondary environments. It also needs to be attuned to audiences beyond the sector. The Board’s mandate clarifies its responsibility in bringing public sensibility to reputational and relational issues. The committee will function to support the Board’s ambassadorial role described in The Governors of the University of Alberta Mandate and Roles Document as, “The Board acts as an intermediary between the institution and the public that it is intended to serve.” It will also help individual members in: “Advocating for the University in securing resources in addition to government grants for the support of the institution.”

## *Recommendations*

Recognizing the significance of reputational issues, the Board Working Group recommends:

- THAT the Board of Governors rename the Board University Relations Committee as the “Board Reputation and Public Affairs Committee”; with direction to the committee that:
  - its advisory role be strengthened through collaborative work with the Vice-Presidents (University Relations) and (Advancement) to develop an annual committee workplan focused on: reputational enhancement; donor development and growth; and provincial, national and international partnerships and positioning;
  - committee meetings be reduced from five (5) to four (4) per year, each including: a multi-dimensional environmental scan; strategic discussion focused on reputation, relationships and building trust; and clearly articulated deliverables administration sees as adding value; and that
  - external members on the committee include reputation-building and brand experts, augmenting internal talent and bringing in outside perspectives.

## **AREAS REQUIRING FURTHER WORK AND CONSULTATION**

Implementing the recommendations contained in this report will take time and will require consultation and further thought and analysis. Given this realization, the Board Working Group is seeking the following from the Board of Governors:

1. Approval in principle of the overall direction as set out in the report
2. Recognition that there is further work to do which will include revising the overall committee structure and settling the details for each standing committee
3. Endorsement of a series of recommendations that will further improve and clarify board governance and committee alignment.

The original timeline was ambitious, and additional time is necessary to ensure the recommendations can be reasonably implemented. The Board Working Group is suggesting that an ad hoc group oversee the realization of the recommendations and the transition work. The Board Working Group would like to ensure that the recommendations and continued work be completed on or before June 2019.

Lastly, remaining issues have been identified and included in a ‘Parking Lot’ and require further work before final recommendations can be made. The Board Chair will oversee the ‘Parking Lot’ and identify a workplan and target deadlines for completion.

## **BOARD COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP**

As of June 15, 2018, the Board Working Group will have completed its term and made its recommendations. It is now up to the Board of Governors to determine a path forward to implement those recommendations related to Board committee structures and mandates, and consideration of future committee membership.

## *Recommendations*

With acknowledgement that the next steps require time, consultation, and fresh perspectives, the Board Working Group recommends:

- THAT the Board of Governors establish a Board Ad Hoc Group, as outlined in **Appendix E**, to continue the implementation of committee-restructuring recommendations, to be completed on or before December 2019, and
- THAT the current Board Standing Committees, mandates, and delegated authorities remain in place until such time as the new terms of reference are approved by the Board.

## **PARKING LOT**

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The Board Chair is committed to tracking issues raised over the course of the Board Working Group's deliberations, with an understanding that some of the items and issues raised go beyond the original scope of the Board Working Group, yet remain important and will be considered in due course.

Many of these topics would be appropriately addressed by the future Board Governance Committee, and are attached to this report as **Appendix F**.

## **FINAL WORD**

*This section to be written following the June 15 Board of Governors' meeting.*

Respectfully submitted:

Michael Phair, Chair  
Marina Banister  
Mary Pat Barry  
David Cooper  
Lynn Parish  
Bob Teskey

## APPENDICES

- APPENDIX A**      **Recommendations of the Board Working Group (for approval)**
- APPENDIX B**      **Governance Executive Summary (GES) Templates – as submitted to the Board in March 2018**
- APPENDIX C**      **Possible Opportunities for Immediate Delegation of Authority**
- APPENDIX D**      **Principles for Board of Governors Delegation of Authority (for approval)**
- APPENDIX E**      **Proposal for Establishment of a Board Ad Hoc Group for Implementation of Board Committee Restructuring (for approval)**
- APPENDIX F**      **Parking Lot of Unresolved Topics / Issues**

*The Board Working Group recommends that the Board of Governors:*

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### **Recommendation 1**

Working together with Senior Administration, annually develop an outline of topics for discussion by the Board over the course of a year, related to the objectives of *For the Public Good* and also including topics concerning Board governance and institutional risk; that the function of setting the 2018-2019 outline of topics for discussion by the Board be done by the current Board Working Group, and that, once established, the Board Governance Committee lead this process going forward.

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### **Recommendation 2**

Implement Agenda Planning Meetings, as described above, for each Board committee, and that University Governance be mandated to require such a meeting be held before the agenda and materials for Board committee meetings are distributed, effective upon approval.

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### **Recommendation 3**

*With respect to delegation of authority, and working together with Senior Administration:*

- Prioritize and implement, where feasible, opportunities for immediate delegation following appropriate consultation and governance and/or policy reviews and approvals;
- Bring strategic issues to the Board for early consultation regardless of whether authority for those issues has been delegated to another body or individual;
- Ensure that delegations of authority to Board standing committees, individuals, policies and/or procedures, and other campus entities are clearly articulated in committee terms of reference; identified in position descriptions, policies and/or procedures; and identified within campus entities;
- Delegate responsibility to the Board Governance Committee for ensuring all delegations of authority are reviewed at a minimum once every three years; and
- Adopt the Principles for Board of Governors Delegation of Authority, as set forth in **Appendix D**, to further guide the Board on matters of delegation, effective upon approval.

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### **Recommendation 4**

Endorse the future use of Ad hoc groups of the Board and its standing committees as required and as outlined in the *Report and Recommendations of the Board Working Group*, with guidelines for the use of Ad hoc groups to be incorporated into the Board's bylaws, once established.

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### **Recommendation 5**

Establish a Board Governance Committee to enhance board governance integrity and oversee the organization and procedures of the Board of Governors.

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### **Recommendation 6**

Disband the Board Safety, Health and Environment Committee as a standing committee of the University of Alberta Board of Governors, with its mandate distributed among the other Board standing committees as follows:

- Oversight for environmental health, safety and security of the University community transferred to the Board Audit Committee (proposed to be renamed the "Board Audit and Risk Committee"),
  - with a further recommendation to implement the use of regular compliance reports for occupational health and safety reporting, where appropriate.
- Oversight for student health and wellness initiatives and strategies on campus transferred to the Board Learning and Discovery Committee (proposed to be renamed the "Board Learning, Research and Student Experience Committee").



### **Recommendation 7**

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- a) Rename the Board Audit Committee as the “Board Audit and Risk Committee” to properly reflect and more overtly state the committee’s overarching oversight responsibility for the university’s enterprise-wide risk management process; and
- b) Direct the Board Audit and Risk Committee to examine the current governance process guiding review and input into the university’s institutional risks, and to consider devoting additional meeting agenda time, or allocating specific meetings, to risk management discussions.

### **Recommendation 8**

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Transfer oversight of the Board self-evaluation process from the Board Human Resources and Compensation Committee to the Board Governance Committee, effective upon implementation of the Board Governance Committee.

### **Recommendation 9**

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Rename the Board Learning and Discovery Committee as the “Board Learning, Research and Student Experience Committee”; with direction to the committee that its advisory role, in addition to its legislated oversight role, be strengthened through collaborative work with the Vice-President (Research) and the Provost and Vice-President (Academic) to develop an annual committee workplan addressing strategic themes, with meetings that engage through dialogue, discussion and member input as well as articulated deliverables administration sees as adding value.

### **Recommendation 10**

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Rename the Board University Relations Committee as the “Board Reputation and Public Affairs Committee”; with direction to the committee that:

- its advisory role be strengthened through collaborative work with the Vice-Presidents (University Relations) and (Advancement) to develop an annual committee workplan focused on: reputational enhancement; donor development and growth; and provincial, national and international partnerships and positioning;
- committee meetings be reduced from five (5) to four (4) per year, each including: a multi-dimensional environmental scan; strategic discussion focused on reputation, relationships and building trust; and clearly articulated deliverables administration sees as adding value; and that
- external members on the committee include reputation-building and brand experts, augmenting internal talent and bringing in outside perspectives.

### **Recommendation 11**

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Establish a Board Ad Hoc Group, as outlined in **Appendix E**, to continue the implementation of committee-restructuring recommendations, to be completed on or before December 2019, and that the current Board Standing Committees, mandates, and delegated authorities remain in place until such time as the new terms of reference are approved by the Board.

**OUTLINE OF ISSUE**  
**Advice, Discussion, Information Item**

Agenda Title: **Governance Executive Summary Template**

**Item**

Proposed by	David Turpin, President and Vice-Chancellor and Marion Haggarty-France, University Secretary
Presenter	David Turpin, President and Vice-Chancellor and Marion Haggarty-France, University Secretary

**Details**

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To present for Board discussion the draft 'new' executive summary templates for governance supporting materials.
The Impact of the Proposal is	Continued progress toward goals established at the 2017 Board Retreat
Replaces/Revises	Existing Outline of Issue templates
Timeline/Implementation Date	Soft launch immediately, effective date and complete transition, July 1, 2018
Estimated Cost /funding source	n/a
Next Steps	<p>The President will continue to lead in the preparation of appropriate executive summary materials that come forward through governance. University Governance will work with the key members of the senior team on the preparation of materials coming forward. In addition, University Governance will create a 'tipsheet' for users.</p> <p>Any refinements/changes to the executive summary will be incorporated to ensure it continues to meet our needs.</p>
Supplementary Notes and context	<p>The August 2017 Board of Governors held a strategic retreat with the following objectives:</p> <ul style="list-style-type: none"> <li>• To solidify the Board of Governors' commitment to dimensional governance that ensures the Board and all committees are doing the right work to guide the University and to support the ambitions of <i>For the Public Good</i>.</li> <li>• To understand and explore the challenges and opportunities inherent in the context in which the University is currently conducting its work.</li> <li>• To clarify how individual governors can make the greatest contribution to the institutional strategic plan.</li> <li>• To define next steps in moving forward.</li> </ul> <p>A key outcome from the retreat was committing to Governance Excellence. At the retreat the President received a mandate to review and revitalize governance support. To this end, the following needs were outlined:</p> <ul style="list-style-type: none"> <li>• Alignment with Principles and Values</li> <li>• Succinct materials</li> <li>• Summarizing Major Topics</li> <li>• Decision-making clarity</li> </ul> <p>To help achieve governance excellence in this regard, the <b>Governance Executive Summary Template</b> has been developed. The proposed new template is more succinct, ensures alignment with <i>For the Public</i></p>

Item No. 5b

	<i>Good</i> , and directs the proposers to make it clear why an item is coming forward, what decision is required and where members can add value.
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**Engagement and Routing** (Include meeting dates)

<p>Participation: (parties who have seen the proposal and in what capacity)</p> <p>&lt;For further information see the link posted on the <a href="#">Governance Toolkit section Student Participation Protocol</a>&gt;</p>	<p><b><u>Those who have been informed:</u></b></p> <ul style="list-style-type: none"> <li>• Board of Governors</li> </ul>
	<p><b><u>Those who have been consulted:</u></b></p> <ul style="list-style-type: none"> <li>• David Turpin, President and Vice-Chancellor</li> <li>• Portfolio leads and administrators from the following areas: President, Provost and Vice-President (Academic), Vice-President (Research), Vice-President (Advancement), Vice-President (Facilities and Operations), Vice-President (Finance and Administration), Vice-President (University Relations, General Counsel and University Governance)</li> </ul>
	<p><b><u>Those who are actively participating:</u></b></p> <ul style="list-style-type: none"> <li>• President</li> <li>• President’s Executive Team</li> <li>• Key members in the senior administration</li> <li>• University Governance</li> </ul>

**Alignment/Compliance**

<p>Alignment with Guiding Documents</p>	<p>Institutional Strategic Plan – <i>For the Public Good:</i></p> <p><i>SUSTAIN: Sustain our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all Albertans.</i></p> <p><i>21. Encourage continuous improvement in administrative, governance, planning and stewardship systems, procedures, and policies that enable students, faculty, staff, and the institution as a whole to achieve shared strategic goals.</i></p> <p><i>University of Alberta – Board of Governors Strategic Retreat (August 2017)</i></p> <p>Defining what governors need in order to proactively participate in governance excellence</p>
<p>Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)</p>	<ul style="list-style-type: none"> <li>• The <i>Alberta Public Agencies Governance Act</i> (APAGA) promotes transparency, accountability, and good governance for the province’s nearly 250 agencies, boards and commissions.</li> </ul>

Attachments:

1. Governance Executive Summary Template – Action
2. Governance Executive Summary Template – Advice, Discussion, Information

Prepared by: Marion Haggarty-France, University Secretary [marion.haggarty-france@ualberta.ca](mailto:marion.haggarty-france@ualberta.ca)

**Governance Executive Summary  
Action Item**

Agenda Title: **(in Bold)**

**Motion:** THAT

**Item**

Action Requested	<input type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	
Presenter(s)	

**Details**

Responsibility	<insert lead portfolio or other administrative unit>
The Purpose of the Proposal is (please be specific)	The proposal is before the committee because....
Executive Summary (outline the specific item– and remember your audience)	<p>While you are preparing the governance briefing note, consider why this item is before the committee and what you are asking of the committee.</p> <p>Consider addressing the following questions in the briefing note:</p> <ul style="list-style-type: none"> <li>• What is the strategic impact of the proposal?</li> <li>• What problems/opportunities will it address?</li> <li>• What questions might you consider asking in the executive summary that will enable members to think about the issue meaningfully – for example: <ul style="list-style-type: none"> <li>○ Analysis undertaken in developing the proposal</li> <li>○ Other options that were considered</li> <li>○ timeline</li> </ul> </li> <li>• What risk (opportunity) is addressed in the Enterprise Wide Risk Management Framework (be specific)</li> <li>• What are the financial implications (costs and funding sources)</li> <li>• Does this item come forward annually?</li> <li>• What are the next steps?</li> </ul> <p>Ideally, the executive brief should be no more than two pages.</p>
Supplementary Notes and context	<This section is for use by University Governance only to outline governance process.>

**Engagement and Routing** (Include meeting dates)

Consultation and Stakeholder Participation (parties who have seen the proposal and in what capacity)  <For information on the protocol see the <a href="#">Governance Toolkit section Student Participation Protocol</a> >	<u>Those who are actively participating:</u> •
	<u>Those who have been consulted:</u> •
	<u>Those who have been informed:</u> •
Approval Route (Governance) (including meeting dates)	

Item No. <>

**Strategic Alignment**

Alignment with <i>For the Public Good</i>	Please note the Institutional Strategic Plan objective(s)/strategies the proposal supports.
Alignment with Institutional Risk Indicator	Please note the specific institutional risk this proposal is addressing
Legislative Compliance and jurisdiction	Cite reference to relevant legislation, policy, and governance committee(s) [title only is required].

Attachments (each to be numbered 1 - <>)

1. Attachment 1 (page(s) 1 - <>)
2. Attachment 2 (page(s) 1 - <>)

*Prepared by:* <Name, Title, e-mail address>

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ACTION

**Governance Executive Summary  
Advice, Discussion, Information Item**

Agenda Title: (in Bold)

**Item**

Proposed by	
Presenter	

**Details**

Responsibility	<insert lead portfolio or other administrative unit>
The Purpose of the Proposal is (please be specific)	The proposal is before the committee because....
Executive Summary (outline the specific item– and remember your audience)	<p>While you are preparing the governance briefing note, consider why this item is before the committee and what you are asking of the committee.</p> <p>Focus the briefing information so that you receive the feedback you are looking for from this committee/audience.</p> <p>Consider including questions you would like the committee members to consider so that they can provide meaningful feedback</p> <p>Include timeline and next steps.</p> <p><i>Ideally, the briefing note should be no more than two pages.</i></p>
Supplementary Notes and context	<This section is for use by University Governance only to outline governance process.>

**Engagement and Routing** (Include proposed plan)

Consultation and Stakeholder Participation	<p>Include information about your consultation and stakeholder participation process &lt;For further information see the link posted on the <a href="#">Governance Toolkit section Student Participation Protocol</a>&gt;</p>
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**Strategic Alignment**

Alignment with <i>For the Public Good</i>	Please note the Institutional Strategic Plan objective(s)/strategies the proposal supports.
Alignment with Institutional Risk Indicator	Please note the specific institutional risk this proposal is addressing
Legislative Compliance and jurisdiction	Cite reference to relevant legislation, policy, and governance committee(s) [title only is required].

Attachments (each to be numbered 1 - <>)

1. Background information/relevant reference documents (page(s) 1 - <>)

Prepared by: <Name, Title, e-mail address>

Revised: 3/9/2018

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BOARD APPROVAL ITEMS	CURRENT PRACTICE		PROPOSED PRACTICE	BOARD WORKING GROUP COMMENTS
	Board	Consent Agenda		
<b><u>Administrative Appointments</u></b>				
President	X		Board	
President (Renewal)	X		Board	
President Performance Goals & Objectives	X		Board	
Vice-President	X		Board	
Vice-President (Renewal)	X		Board	
Deans	X		BHRCC	Comfortable delegating to committee-level.
Deans (Renewal)	X		BHRCC	
<b><u>Tuition and Other Fees</u></b>				
General Tuition Fees	X		*Board	*Could be on Consent Agenda if set by Government Mandate
International Tuition Fees	X		*Board	
Mandatory Instructional Fees		X	*Board	**Board could approve delegation to Administration within a certain parameter, but it would return outside of that parameter (could be considered for all fees if students agreed to parameters)
Residence Rental Rates		X	**Administration	
Residence Meal Rates	X		**Administration	
Parking Rates		X	**Administration	
Collection of University of Alberta Students' Union Fees		X	BFPC	Comfortable delegating to at least committee-level.
Collection of Graduate Students' Association Fees		X	BFPC	
<b><u>Financial Statements and Other Reports</u></b>				
Comprehensive Institutional Plans (budget and capital plan)	X		Board	
Comprehensive Institutional Plan	X		Board	
Annual Audited Financial Statements	X		Board	
Annual Report		X	Board Consent	
Capital Expenditure Authorization Requests (CEAR)		X	Board Consent	Delegations already in place based on \$ values established in policy

BOARD APPROVAL ITEMS	CURRENT PRACTICE		PROPOSED PRACTICE	BOARD WORKING GROUP COMMENTS
	Board	Consent Agenda		
<b><u>Policy (examples)</u></b>				
University Endowment Pool Spending Policy	X		*Board	Depends on nature of policy and changes being made. Policies/ changes with significant institutional impact should be approved by the Board / Board Committee. Operational policies should be delegated to Administration.
Sexual Violence Policy		X	Board	
Infectious Diseases Regulation		X	Administration	
Parking and Traffic Management Policies		X	Board Consent	
<b><u>Dispositions or Acquisitions of Land</u></b>				
Sale or Lease (>5 years) of lands or buildings		X	Board Consent	Could delegate to Committee based on financial threshold
Acquisition of lands or buildings by purchase or lease		X	BFPC	Could delegate to administration based on financial thresholds
<b><u>Miscellaneous</u></b>				
Capitalization of Investment Funds		X	BFPC	
Termination of Academic Programs		X	General Faculties Council	With the understanding that the Board would consider suspension of programs

## Principles for Board of Governors Delegation of Authority

### Introduction

Governance is understood as the process through which an organization defines and achieves its mandate, which includes making decisions with regard to the structures, policies, and practices of decision-making; the exercise of authority; and the mechanisms of accountability. The Board of Governors has employed a structure that relies upon the delegation of its provincially-mandated authorities to its standing committees, the President or other members of Administration and other campus bodies. Delegation is essential to ensure timely and efficient decision-making in smaller forums with access to appropriate resource people, while allowing the Board to focus on substantive and strategic issues of broad relevance to the university community. The following offers guidance to this delegation structure and helps maintain accountability, transparency, and efficiency in board governance at the University of Alberta.

### Retained Authority

The Board shall pursue major policy and strategic issues that include:

- strategic and institutionally significant policy issues related to the business affairs of the university;
- any matter involving the alteration of the mandate, terms of reference, membership, or structure of a Board standing committee; and
- those matters that a standing committee, body, or officer holding delegated authority from the Board considers to be of major strategic significance or long-term impact on the university.

### Principles

1. Delegations of authority must be reasonable in scope and appropriate to the character and capacity of the body (e.g. board or committee) or officer receiving the delegated authority.
2. An officer or body acting with delegated authority is accountable to the body which delegated the authority and must report to that body in a timely and sufficiently detailed fashion on actions taken under the delegated authority.
3. An officer or body is responsible to be alert to situations where, for example, there is uncertainty as to whether an item falls within the intended delegation or the significance of an issue and the division of opinion on the issue suggest it is prudent to refer the issue or decision to the delegating body for consideration. When there is uncertainty as to whether an item falls within the intended delegated authority, or if there is clear division of opinion, the officer or body with delegated authority will refer the item to the body that delegated the authority along with a recommendation.
4. Delegations should be recorded in written form and curated in a transparent manner.



5. A body delegating authority may impose restrictions on that authority -- including restrictions on the authority to sub-delegate -- so long as the restrictions allow sufficient authority for the delegation to be meaningful.
6. All delegations of authority should be reviewed at regular intervals (ideally once every three years) to ensure they remain appropriate.
7. Withdrawal of delegated authority should be considered judiciously based on the best interest of the institution and cannot be done retroactively.
8. An officer or body is not compelled to exercise delegations. The fact that a delegation is held does not oblige the officer or body to exercise the delegation if, in the opinion of the delegate, some special or unusual circumstances are involved which make it sensible that the issue should receive consideration at a more senior level.

Approved by the Board of Governors: <insert date>

*Note: In determining how to develop a stand-alone Principles of Delegation for the Board of Governors, the working group reviewed the final report prepared by the Ad Hoc Committee on Academic Governance Including Delegated Authority and determined that the Principles for GFC delegation that were endorsed by the academic body with slight modifications can apply to the Board of Governors as well. Given our bi-cameral governance model it also seemed appropriate that the two documents align and complement each other.*

For approval:

### Goals and Outcomes

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To drive the implementation of committee-restructuring recommendations made by the Board Working Group, by:

1. proposing, in consultation with Senior Administration and General Counsel, mandates for Board Standing Committees and limitations on delegation by the Board of Governors;
2. developing a template for future Terms of Reference for Board Standing Committees;
3. drafting Principles on Board Standing Committee Composition; and
4. proposing a committee composition framework for each Board Standing Committee, based on the Board-approved Principles on Board Standing Committee Composition

all for final approval by the Board of Governors, on or before December 14, 2018.

### Proposed Membership

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#### Members:

Michael Phair,	Chair, Board of Governors (General Public)
Reed Larsen	Member, Board of Governors (President, Students' Union)
Sheri Somerville	Member, Board of Governors (General Public)
Dick Wilson	Governor Emeritus

#### Advisors

David Turpin	President and Vice-Chancellor
Brad Hamdon	General Counsel

#### Resources

University Governance staff

For information/discussion:

### Timeline (tentative)

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- June 15, 2018 Board Meeting:
  - o Approval of the establishment of the Board Ad Hoc Group on Committee Mandates and Membership
  - o Approval from the Board regarding the goals and outcomes of the Board Ad Hoc Group
  - o Guidance from the Board regarding what will success look like and how will we know we are there
- October 12, 2018 Board Meeting:
  - o Approval of Principles on Board Standing Committee Composition;
  - o Approval of mandates for Board Standing Committees; and
  - o Update on Ad Hoc Group progress
- December 14, 2018 Board Meeting:
  - o Approval of limitations on delegation by the Board of Governors for Board Standing Committees;
  - o Approval of template for future Terms of Reference for Board Standing Committees; and
  - o Approval of committee composition framework for each Board Standing Committee

With the recommendation that the following next steps take place by June 2019:

- o Finalization of Terms of Reference for Board Standing Committees
- o Determination of Board Standing Committee membership for 2019-2020



*Development of Board Bylaws, including but not limited to:*

- Member Roles and Responsibilities
- Standing Committee Composition and Structure
- Role of Board Chair and Vice-Chair
- Role of Committee Chairs and Vice-Chairs
- Meeting Procedures
  - Open/Regular, Closed, *In camera*
  - Recording Policy
  - Quorum
  - Robert's Rules of Order
- Meeting Schedules and Notice
- Reporting to/from the Board
  - Reports to GFC/Senate/Alumni Council
  - Constituency Reports
  - Reports from Committees to the Board
- Curator of the Corporate Record
- Link to President Employment Procedures
- Link to Operational Seal Procedure
- Link to Travel/Expense Reimbursement Procedures
- A mechanism whereby Board members who are not members of particular committees can be notified of discussions at those committees and/or attend committee meetings on a non-voting basis to participate in the discussion.

*Consideration of Orientation and Board Member Development, including but not limited to:*

- Member Handbook
- Board Member Services
- Ongoing Education and Development
- Member Engagement/Events