Preamble
This Mandate and Roles Document for the Governors of the University of Alberta (“Board”) has been developed collaboratively between the Minister of Advanced Education (“Minister”) and the Board to reflect a common understanding of respective roles and responsibilities.

1. Mandate

Mandate
The University of Alberta operates as a Comprehensive Academic and Research University in accordance with the Post-secondary Learning Act (“PSLA”). The University of Alberta’s mandate statement, as approved by the Board and the Minister, can be found here.

Vision and Mission (approved by the Board June 19, 2016)

Vision
To inspire the human spirit through outstanding achievements in learning, discovery, and citizenship in a creative community, building one of the world’s great universities for the public good.

Mission
Within a vibrant and supportive learning environment, the University of Alberta (University) discovers, disseminates, and applies new knowledge for the benefit of society through teaching and learning, research and creative activity, community involvement, and partnerships. The University gives a national and international voice to innovation in our province, taking a lead role in placing Canada at the global forefront.

Values
The University of Alberta community of students, faculty, staff, and alumni rely on shared, deeply held values that guide behaviour and actions. These values are drawn from the principles on which the University of Alberta was founded in 1908 and reflect a dynamic, modern institution of higher learning, leading change nationally and internationally.

Above all, we value intellectual integrity, freedom of inquiry and expression, and the equality and dignity of all persons as the foundation of ethical conduct in research, teaching, learning, and service. We value excellence in teaching, research, and creative activity that enriches learning experiences, advances knowledge, inspires engaged citizenship, and promotes the public good.

We value learners at all stages of life and strive to provide an intellectually rewarding educational environment for all.

We value academic freedom and institutional autonomy as fundamental to open inquiry and the pursuit of truth.

We value diversity, inclusivity, and equity across and among our people, campuses, and disciplines.
We value **creativity and innovation** from the genesis of ideas through to the dissemination of knowledge. We value the **history and traditions** of our university, celebrating with pride our people, achievements, and contributions to society.

The University’s strategic plan, *For the Public Good* can be found at: [www.ualberta.ca/strategic-plan](http://www.ualberta.ca/strategic-plan).

**Applicable Legislation and Regulations**

The Board has responsibilities under, and is subject to, a number of statutes and regulations, including the:

- *Post-secondary Learning Act (‘PSLA’)*:
  - Alternative Academic Council Regulation;
  - Land Use Regulation;
  - Pension Validation Regulation;
  - Programs of Study Regulation; and
  - Sessional Faculty Regulation
  - Tuition Fees Regulation
- *Alberta Public Agencies Governance Act*;
- *Access to the Future Act*;
- *Conflicts of Interest Act*;
- *Financial Administration Act*;
- *Fiscal Planning and Transparency Act*;
- *Labour Relations Code*;
- *Public Service Employee Relations Act*;
- *Public Sector Compensation Transparency Act*;
  - Public Sector Compensation Transparency General Regulation;
- *Freedom of Information and Protection of Privacy Act*;
  - Freedom of Information and Protection of Privacy (Ministerial) Regulation;
  - Freedom of Information and Protection of Privacy Regulation;
- *Government Organizational Act (Schedule 1, Advanced Education)*
  - Advanced Education Grants Regulation;
- *Reform of Agencies, Boards and Commissions Compensation Act*;
  - Reform of Agencies, Boards and Commissions (Post-secondary Institutions) Compensation Regulation;
  - Salary Restraint Regulation;
- *Lobbyist Act*;
  - Lobbyists Act General Regulation; and
- *Public Interest Disclosure (Whistleblower Protection) Act*.

**2. Duties and Responsibilities**

**Lieutenant Governor in Council**

The PSLA outlines the duties and responsibilities of the Lieutenant Governor in Council specific to the Board. These include the continuation of the public post-secondary institution [PSLA Section 126] and its Board [PSLA Section 16 (1)].
In addition, the Lieutenant Governor in Council:

- Appoints public Board members [PSLA Section 16(3)(e)];
- May by order disestablish the public post-secondary institution and its Board [PSLA Section 102(1)];
- May order that the assets and liabilities of a dissolved Board be transferred to government or to another post-secondary institution [PSLA Section 102(2)];
- Approves debenture borrowing [PSLA Section 73(1)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Approves the Board’s establishment of a registered pension plan as an alternative to a designated pension plan [PSLA Section 69(2)(b)]; and
- Approves the Board’s disposition of certain land [PSLA Section 67(1.1)].

Auditor General

The Auditor General of Alberta is the auditor of the Board as outlined in Section 71 of the PSLA.

Minister of Advanced Education

The PSLA outlines a variety of duties and responsibilities for the Minister including the appointment of Board members from nominees of constituent groups [PSLA Section 16(3)(d)] and approval of the institution’s mandate statement [PSLA Section 103(1)].

In addition, the Minister:

- Monitors the institution’s operation and performance through the Board’s business plan, access plan, and annual report submissions [PSLA Sections 78(1), 78.1 and 79(1)];
- Approves the Board’s establishment of supplementary pension plans [PSLA Section 69(2)(c)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act]; and
- Informs the Board of government policies and direction impacting the work of the Board.

Under the Alberta Public Agencies Governance Act (APAGA), the Minister also conducts regular reviews (at least every seven years) of the Board’s mandate and purpose [APAGA Section 19(1)].

Deputy Minister of Advanced Education

The Deputy Minister supports and acts under the general direction of the Minister, and is responsible for activities which have been delegated by the Minister.

Department of Advanced Education

The Department supports the Minister and Board in meeting their legislated responsibilities. Examples of Department support for Board related functions include:

- The provision of orientation materials and training support for new Board members;
- Establishment of workflow procedures for the recruitment and appointment of Board members;
- Ensuring that the Board’s Mandate and Roles Document is affirmed annually and renewed or revised every three years; and
- Coordinating the Board’s mandate and purpose review, at a minimum, every seven years.
The Governors of The University of Alberta

The Board shall manage and operate the institution in accordance with its mandate [PSLA Section 60(1)(a)].

The Board agrees to work with the Minister to support and promote the adult learning system principles of accessibility, affordability, quality, coordination, and accountability.

The Board has the authority through the PSLA to establish admission requirements and publish rules with respect to enrolment and programs [PSLA Section 60(1)(c) and (d)], determine tuition fees to be paid by students in accordance with the regulations [PSLA Section 61], and delegate in writing powers, duties or functions set out in the PSLA, with the exception of bylaws [PSLA Section 62]. Other Board specific functions include, but are not limited to:

- The settlement of questions [PSLA Section 63];
- Student discipline [PSLA Section 64];
- The acquisition of land [PSLA Section 66(1)];
- The disposition of land with approval of the Lieutenant Governor in Council [PSLA Section 67(1.1)(a) and (b)];
- Debenture borrowing, subject to the approval of the Lieutenant Governor in Council [PLSA Section 73];
- Banking and investment [PLSA Section 75]; and
- The appointment of the president and vice-presidents [PSLA Sections 81(1) and 82(1)].

In terms of accountability and reporting:

- The Board must prepare a statement setting out the mandate for the institution and this must be submitted to the Minister for approval [PSLA Section 103(1)].
- The Board must also submit a business plan, access plan and annual report to the Minister on an annual basis [PLSA Sections 78(1), 78.1 and 79(1)].
- The Board may be required to collect information (such as enrolment data and Key Performance Indicators) and submit to the Minister any information and reports the Minister considers necessary [PSLA Section 118(1)].
- The Board is accountable for ensuring that the public funds appropriated for the support of institutions are used effectively and appropriately. The Board approves annual operating and capital budgets and regularly review expenditures, investments and borrowings.
- The Board is responsible for the appointment of a President as the Chief Executive Officer of the institution [PSLA Section 81(1)] and the remuneration to be paid to the President [PSLA Section 81(2)]. The Board is ultimately responsible for the quality and performance of its administrations, and therefore is required to evaluate the overall efficiency and effectiveness of the President and the Senior Administration.
- The Board’s Code of Conduct is reviewed and approved by the Ethics Commissioner, and the Board ratifies and makes public the Code of Conduct. Updates to the Code of Conduct are submitted to the Ethics Commissioner for review. All Board members must adhere to the institution’s Code of Conduct. The Chair administers the Code of Conduct for Board members.

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1 The Comprehensive Institutional Plan integrates the institutional business plan, institutional access plan, and the institutional research plan into one document and satisfies legislated requirements (Fiscal Planning and Transparency Act, Post-secondary Learning Act) that institutions submit business plans and access plans annually.
The code administrator for the Chair is the Ethics Commissioner, who receives disclosures from the Chair and has the authority to investigate alleged breaches as necessary.

The Board may establish committees as it deems necessary to carry out its duties and ensures that a written mandate of each committee is reviewed annually.

Committees for the Board include:

- Audit and Risk Committee
- Finance and Property Committee
- Governance Committee
- Human Resources and Compensation Committee
- Investment Committee
- Learning, Research, and Student Affairs Committee
- Reputation and Public Affairs Committee

Link to the Board’s standing committees: ualberta.ca/governance/member-zone/board-standing-committees

The Board acts as an intermediary between the institution and the public that it is intended to serve. The Board is responsible for ensuring that the institution is responsive to changing educational and societal needs. The Board, in collaboration with Senior Administration of the University, is a significant participant in Campus Alberta.

**Board Chair**

With direction from the Board, the Chair represents the Board and its interests in dealing with the Minister, the Department, the President, stakeholders and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board.

Additional responsibilities of the Chair include:

- Planning and managing Board meetings;
- Providing the Minister with regular updates on the strategic direction of the University and informing the Minister regarding emergent issues;
- Ensuring that the Board, and its committees, have opportunities to meet independent of management;
- Ensuring that an adequate succession plan is in place for Board member and Senior Administration renewal, and
- Ensuring that members of the Board comply with the University’s *Code of Conduct: Board Members’ Obligations Respecting Conflict of Interest*:


- Ensuring that members of the Board are aware of the University’s Ethical Conduct and Safe Disclosure Policy: https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Ethical-Conduct-and-Safe-Disclosure-Policy.pdf
- A Vice-Chair serves as the Acting Chair in the absence of the Board Chair, or when the position of Chair is vacant.
**Board Members**

Board members must act in the best interests of the University [PSLA Section 16(5)].

The individual responsibilities of Board members include:

- Attending all general and special Board meetings;
- Sitting on committees and attending committee meetings as required;
- Advocating for the University in securing resources in addition to government grants for the support of the institution;
- Keeping informed and abreast of relevant provincial, national and international issues, as well as developments within the institution;
- Acting in an ethical manner and complying with the Board's bylaws and policies;
- Participating in assessing the Board's performance and contribution to the institution and assessing ways in which the Board could improve in fulfilling its responsibilities; and
- Participating in campus activities and providing input where appropriate.

**President**

As Chief Executive Officer and Vice-Chancellor, the President positions the University such that its standing as a major comprehensive and research-intensive institution is preserved, enhanced, and secured. The President leads the university in striving for excellence in teaching, research and in service to the broader community. The President ensures the achievement of this standard of excellence while fostering an atmosphere that demonstrates and promotes the highest standard of ethical behaviour.

**Key Accountabilities**

Without restricting the generality of the above purpose statement and in accordance with Article 81(3) of the PSLA, the President has supervision over and direction of the operation of the University of Alberta and these other powers, duties and functions, as set out below:

- Creates and implements a vision that will build and advance the University of Alberta as an exceptional institution within Alberta, across Canada, and internationally.
- Exercises oversight over the operational and fiscal management of the University. Delegates the internal operation of the University to the Provost and Vice-President (Academic).
- Creates, through all his/her dealings, an atmosphere of academic excellence in all subject areas represented at the University of Alberta that will further the reputation of the University as a leader in teaching, research, and community service.
- Encourages, leads, and nurtures the development of areas of research excellence and, where relevant, develops strategic academic institutes focusing on research, innovation, and enterprise to act as a catalyst for the local, and Provincial, and, in some cases, National economies.
- Supports and collaborates to build excellence in teaching, research and service.
- Fosters a culture that attracts, retains and ensures the success of students and ensures a positive student experience.
- Creates and continually encourages further opening-up the University of Alberta to the world (by attracting more international students, faculty, and programmes).
- Builds a senior executive team committed to working with the community in fulfilling the vision, goals, and priorities necessary to ensure the long-term sustainability of the University.
• Promotes, preserves, and represents, through his/her personal reputation and stature, the achievements of the University in order to gain support for its many endeavours.
• Models, as the University’s chief representative and spokesperson, the spirit, values, and integrity of the institution as he/she champions, locally, provincially, nationally, and internationally, the initiatives set out in the University’s Comprehensive Institutional Plan.
• Champions the University’s advancement initiatives and campaigns and develops diversified income streams to ensure the long-term financial viability of the University. Works closely with the Vice-President (Advancement) and, where relevant, Deans of Faculties and other relevant stakeholders to plan strategies for successfully accomplishing these initiatives.
• Ensures the overall effectiveness of the University through advocacy to, contact with, and/or participation in various orders of government and with councils and organizations involved in higher education at the provincial, national, and international levels.
• Ensures the University of Alberta contributes to a vibrant knowledge economy integral to and driving Alberta’s success by engaging with businesses, industry, and government across the Province.
• Ensures the collegial, harmonious, and collaborative work of the various governing bodies (General Faculties Council (GFC), the Senate, and the Board of Governors), focusing on the achievement of the University vision of excellence.
• Maintains a strong relationship with the Chair of the Board of Governors and with the Chancellor.
• Ensures connection to and alignment and engagement with the Senate, Alumni and with key University community members, groups and associations.
• Ensures the various Faculties and other academic units, as well as executive and senior leadership of the University, are structured in a manner that encourages innovative and efficient administration of the entire institution.
• Reports to the Board of Governors on all matters including the performance of the University against the measures laid out in the University’s Comprehensive Institutional Plan.
• Exercises, under delegated authority from the Board of Governors, the authority to act in extraordinary and/or emergency circumstances.

3. Recruitment and Appointment of Board Members

Membership
As outlined in the PSLA [Section 16(3)], the Board consists of the Chair of the Board, the Chancellor of the University, the President of the University, and not more than 9 members representative of the general public, in addition to the Chair, appointed by the Lieutenant Governor in Council. In addition, the Board consists of the following members appointed by the Minister:
• Two alumni of the University nominated by the alumni association;
• One member of the senate nominated by the other members of the senate;
• Two members of the academic staff of the University, one of whom is nominated by the general faculties council and one of whom is nominated by the academic staff association;
• Two students nominated by the council of the students association;
• If the University has a graduate students association, one graduate student nominated by the council of the association; and
• One member of the non-academic staff nominated by the non-academic staff association.
Additional persons may be appointed by the Lieutenant Governor in Council on the recommendation of the Minister.

**Public Members**

Public members are recruited and appointed by the Government of Alberta. Appointment of each member is for a fixed term of up to three years, with the potential of reappointment [PSLA Sections 56(1) and 56(2)]. Recruitment is competency-based.

The Board aspires to achieve an equitable, diverse and inclusive membership consistent with the objectives set out in the university's Strategic Plan for Equity, Diversity, and Inclusivity (“EDI Strategic Plan”). The Board also develops a competency matrix that outlines the skills, experience and knowledge required as a whole, and identifies how each individual contributes to those requirements. The competency matrix is a resource for boards to identify competencies or skill gaps to be recruited.

**Recruitment Process**

The public member recruitment process is managed by the Department. When a recruitment for a public member is required:

- The Department, in consultation with the Board completes a recruitment plan guided by principles of equity, diversity, and inclusion, that includes a recommended set of desired competencies based on the skills, experience and knowledge listed in the competency matrix. The Minister approves the recruitment plan and recruitment is conducted based on the approved competencies.
- Screening is completed by the Department, including (where possible) the identification of any potential conflicts of interest.
- The Board recommends potential candidates to the Minister.
- Interviews take place with potential candidates.
- The Minister then recommends an individual(s) for appointment (or reappointment) by the Lieutenant Governor in Council.

**Reappointment Process**

Public member reappointments may not require a recruitment. Instead, a written request, including sufficient rationale to support the reappointment may be submitted to the Minister by the Chair. If there is sufficient alignment between the Minister and the Board, a reappointment request may result.

**Appointment Process**

The Lieutenant Governor in Council considers the Minister’s recommendation for appointment or reappointment of public members. If approved, the public member is appointed or reappointed by Order in Council.

**Representative Members**

Representative members (students, graduate students, academic, non-academic, tutor, alumni) are nominated by their respective associations at each post-secondary institution and appointed by the Minister. Appointment of each member is for a fixed term of up to three years, with the potential of reappointment [PSLA Sections 56(1) and 56(2)] based on criteria identified by the PSLA, and specific to each post-secondary institution.
Appointment Process

- Representative members are nominated by their respective associations at each post-secondary institution. Individuals are chosen for appointment (or reappointment) and names provided to the Board. The Board then sends their recommendation to the Minister.
- If the Minister approves the recommendation, the appointment is formalized through a Ministerial Order.

Remuneration

Board members are not remunerated for their service. The University does reimburse Board members for expenses incurred in the performance of their duties as a member of the Board [PSLA Section 55].

Orientation, Education and Development

The Department provides new Board members with orientation materials to assist them in their role. In addition, new members participate in an orientation process coordinated by the University Governance office. The Board is committed to ongoing professional development for members and will identify and facilitate members’ participation at workshops, conferences or other educational activities.

4. Interaction between Board and Department

The Board serves as the intermediary between the Government of Alberta and the institution. The Board may become involved in the development of provincial policies by:

- Providing advice on issues and trends;
- Reacting to proposals and statements put forward by the Minister;
- Recommending policy changes to the Minister; and
- Keeping the Minister informed about the development of the institution and plans for the future.

As described under Duties and Responsibilities, the Board provides the Department with regular reports on the institution’s performance and future plans.

5. Administration

Annual Affirmation

The Mandate and Roles Document must be affirmed annually by the Minister and the Board Chair, or on a change in either the Minister or Board Chair.

Three Year Renewal or Revision

The Mandate and Roles Document must be reviewed and renewed, amended, or replaced within three years after the day on which the document or the most recent amendment to the document was signed [APAGA Section 4].
Transparency

Copies of the Mandate and Roles Document will be filed with the Department and the Public Agency Secretariat. In support of the principle of transparency [APAGA Section 5] this document will also be made available on the Board’s website and the Government of Alberta’s website.

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Kate Chisholm                                    Demetrios Nicolaides
Board Chair                                    Minister of Advanced Education
University of Alberta

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Date                                             Date