



Roles and Responsibilities of Members of the Lakehead University Board of Governors (the “Board Roles Document”)

Approval Authority: Board of Governors

Established on: June 15, 2012

Amendments: June 9, 2017, May 4, 2022

Reviews: May 4, 2022

Contents

Roles and Responsibilities of Members of the Lakehead University Board of Governors (the “Board Roles Document”).....	1
Roles and Responsibilities of Governors.....	3
ROLE	3
DUTIES AND RESPONSIBILITIES	3
Oversight	4
Outreach.....	4
Bicameral Governance	4
Board Development and Evaluation.....	5
Preparation	5
Attendance and Participation	5
Exercise of Due Diligence.....	5
Ethics.....	5
Confidentiality and Security	6
Conflict of Interest.....	6

Communication..... 7

SKILLS AND KNOWLEDGE 7

Board Chair Position Description 8

 ROLE 8

 DUTIES AND RESPONSIBILITES 8

 Working with the University President..... 8

 Board Operations..... 8

 Board Effectiveness 9

 Relationship with Government and Other Stakeholders 10

 Appointments, Performance and Re-Appointments 10

 SKILLS, KNOWLEDGE AND ATTRIBUTES..... 10

Board Vice-Chair Position Description 11

 ROLE 11

 SKILLS, KNOWLEDGE AND ATTRIBUTES..... 11

Board Past Chair Position Description 12

 ROLE 12

 SKILLS, KNOWLEDGE, AND ATTRIBUTES..... 13

Roles and Responsibilities of Board Committee Chairs 14

 ROLE 14

 DUTIES AND RESPONSIBILITIES 14

 SKILLS AND KNOWLEDGE 15

Roles and Responsibilities of Governors

The following describes the individual roles and responsibilities of members of the Lakehead University Board of Governors ("Governors").

ROLE

Governors are each responsible for contributing to the University fulfilling its mission and serve, to the fullest possible extent, current and future generations. Governors should act in accordance with their fiduciary duty to the University, including with the integrity, independence and good faith of a reasonable individual to promote the best interests of the University, and in fulfillment of the role of the Board as set out in the Lakehead University Act, 1965 (the "Act") and the Bylaws of the Board of Governors ("Board Bylaws").

In addition to the Board responsibilities set out in the Act and the Board Bylaws (including Board Bylaw Article 4 - "Powers of the Board"), the following describes the duties and responsibilities required of an individual Board member:

DUTIES AND RESPONSIBILITIES

Every Governor, in exercising powers and discharging duties to the University, shall: (a) act honestly and in good faith with a view to the best interests of the University, in accordance with their fiduciary duty to the University; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, in accordance with their duty of care to the University. Accordingly, Governors must:

- Carry out their functions with integrity, independence, good faith and the prudence of a reasonable individual.
- Act in the best interests of the University as a whole. Each Governor has a responsibility only to the University. Each Governor must function as a member of the Board and not as a spokesperson for a constituency. While it is expected that Governors will bring to the Board a variety of perspectives, a Governor's responsibility is to the University and not to any private interest, community tie, or particular university sector.

- Appreciate the roles of universities in society, the particular mission of Lakehead University, and the Senate's role in the University's governance.
- Distinguish between matters of policy (Board responsibility) and matters of administration (President's responsibility). (Matters of policy may be defined as: general rules or principles, or a statement of direction or intent, which provide guidance to the President and senior academic administrators in reaching decisions with respect to the particular matters entrusted to their care.)

More specifically, Governors are responsible for the following:

Oversight

- Make good governance of the University a first priority;
- Accept responsibility and accountability for delivery of the University's vision/mission and strategic plan;
- Monitor the University's performance in meeting the annual objective in the strategic plan;
- Maintain the financial health of the University; and
- Oversee the effective management of the University's physical assets.

Outreach

- Attend University events including convocations, Board retreats, and student events;
- Take an active role as a University contributor and ambassador; and
- Keep appropriately informed about major aspects and activities of the University.

Bicameral Governance

- Understand the respective roles of the Board and the Senate and Lakehead's bicameral governance system, the Ogimaawin-Aboriginal Governance Council and University Administration;
- Maintain a clear separation between the strategic and policy role of the Board and day to day operational responsibilities of Administration; and
- Respect the internal administrative authority of University Administration.

Board Development and Evaluation

- Support an orientation program for new members and participate in ongoing development programs for all Governors;
- Regularly help assess the Board's performance and the performance of its standing and advisory committees; and
- Evaluate, at least once a year, his/her own effectiveness as a Governor.

Preparation

Governors should make every effort to understand the University, including the Lakehead University Act and the Board's responsibilities and procedures, as well as to familiarize themselves with trends in governance and in post-secondary education. They should devote adequate time to preparation for Board and committee meetings and deliberations.

Attendance and Participation

Governors are expected to adequately prepare and attend Board and assigned Committee meetings regularly. Governors are expected to participate actively, constructively, and vigilantly in meetings of the Board and of the Committees to which they are assigned, and take an informed position on matters.

Exercise of Due Diligence

Governors must act with integrity, independence and the good faith of a reasonable individual to promote the best interests of the University, bringing due care, diligence and competence to that task. (Due diligence is defined as: the duty of Governors to exercise such degree of skill and diligence as would amount to the reasonable care that an ordinary person might be expected to take in the circumstances on his or her own behalf.)

Ethics

Governors must demonstrate a commitment to ethical standards appropriate of a member of a public board, and conduct all actions with University staff, faculty, students, and the public in accordance with the Board's standard of conduct.

Confidentiality and Security

Governors are expected to maintain the confidentiality of Board deliberations both in Committee and in-camera Board meetings and of materials considered in such meetings forever. A Governor who breaches confidentiality shall be subject to sanction by the Chair up to and including a request for the member's resignation.

Governors are required to keep and dispose of confidential Board materials in a secure manner. Governors must dispose of confidential paper records securely or return them to the University Secretariat for disposition. Likewise, members who keep Board records on computers, laptops or other electronic devices must keep these records secure. This involves measures such as taking steps to protect the physical security of the device, and ensuring that the records cannot be viewed by others when using the device in a public space. In order to minimize the risk of unauthorized access, Governors' copies of Board documents should be deleted after each meeting. Governors needing to review Board documents subsequent to meetings may access the official Board documents, which are held by the University Secretariat. If a Governor's computer, laptop or other electronic device containing confidential Board materials is lost or stolen, the Governor must promptly inform the University Secretariat. Governors travelling across international borders should be aware that electronic devices may be subject to search.

Conflict of Interest

Governors must act in the best interests of the University and must make full disclosure of all real, potential and apparent conflicts of interest annually and when they arise. If a Governor becomes aware during the year of a conflict of interest or an apparent conflict of interest, he or she must declare that conflict of interest immediately in writing and must conduct him- or herself in accordance with the sections of the Board's Procedures on Conflict of Interest (refer to Bylaws - Article 19). Governors must not:

- Assist any person or any organization in its dealings with the University, when such intervention may result in real, potential, or apparent preferential treatment to that person or organization by the University;
- Use, for personal benefit or advantage, any information acquired in the exercise of their office that is not otherwise generally available to the public; or

- Use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than those expressly approved by the University.

If a Governor becomes aware of any unethical or illegal behaviour associated with the activities of the Board, he or she must report it to the Board Chair or University Secretary.

Communication

Governors must recognize that the only spokesperson to the media for Board matters is the Chair of the Board of Governors or the Chair's express delegate. The only spokesperson for the senior administration to the media on Board matters is the President or the President's express delegate.

Governors are expected to communicate promptly and clearly to the Chair of the Board and the President any significant concern or complaint and to let them deal with it. They should refer any request for information from a member of the University community to the Board Chair or the University Secretary.

SKILLS AND KNOWLEDGE

Governors should have the following skills and knowledge:

- Familiarity with budgets and budgeting and the importance of ensuring the financial health of the institution;
- Ability to quickly and objectively assess and analyze information in order to reach decisions;
- Understanding of the communities in which the University operates;
- Appreciation of requirements for working as a team;
- Understanding the broad context and perspective for Board decision making;
- Understanding of how large organizations function, preferably in a unionized setting;
- Understanding the need for longer term strategic planning to ensure the continued renewal and assessment of the role and mission of an organization;
- Understanding the University in the context of the full range of educational opportunities provincially, nationally and internationally;
- Understanding the need for the University to operate within the perspective of a global economic and learning environment;

- Ability to assess the quality of service being delivered by the University; and
- Ability to deal with conflicting goals and competing interests in a public setting

Board Chair Position Description

ROLE

The principal role of the Board Chair is to provide leadership to the Board of Governors. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and President, and represents the Board internally and externally, including acting as a spokesperson for Board decisions where appropriate.

DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities of an individual Governor, the Board Chair is responsible for fulfilling such other duties set out in the Board Bylaws (see specifically Article 4.3(a) and 4.3(b)(1)), and the following:

Working with the University President

- Act as a liaison between the Lakehead University President and the Board;
- Foster a constructive and harmonious relationship between the Board and administration through periodic contact with the President;
- Act as a sounding board, counselor and confidant for the President, including helping to review strategies, define issues, maintain accountability, and build community relationships;
- Review and approve the President's monthly expense and perquisite reimbursement;
- Keep informed generally of the activities of the University and administration.

Board Operations

- Recommend an annual schedule of the date, time and location of Board and Standing Committee meetings;

- With the President and University Secretary's assistance, develop and set the Board meeting agendas and oversee pre-meeting information packages;
- Chair Board meetings;
- Call meetings of the Board;
- Develop and monitor Board budget expenses;
- Ensure proper minutes are recorded and presented to subsequent Board meetings; and
- Oversee issues raised with respect to conflict of interest.

Board Effectiveness

- Ensure the Board fulfills its governance responsibilities as set out in the Act and Board Bylaws;
- Ensure Board meetings are conducted in an efficient, effective and focused manner;
- Maintain the boundaries between Board and University administration responsibilities;
- Ensure that Governors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable Governors to form appropriate judgments;
- At meetings, encourage participation of all Governors and promote a spirit of collegiality where robust questioning and discussion is encouraged;
- Build consensus and develop teamwork within the Board;
- Foster ethical and responsible decision-making by the Board and Governors;
- Ensure that each Governor is contributing to the Board's work;
- Be available to Governors for questions, counsel and discussions relating to University;
- Provide, with the University Secretary's assistance, new Governors with information on their duties and responsibilities and encourage ongoing Governor education;
- Ensure the Board has cohesion of direction and purpose at a policy and strategic level;
- Keep the Board up to date on all significant developments.

Relationship with Government and Other Stakeholders

- Support the President in interactions between the University and government;
- Ensure the Board and President are alert to the University's obligations to government; and
- From time to time, to attend meetings with outside stakeholders.

Appointments, Performance and Re-Appointments

- In consultation with the Board and the Board Governance and Nominating Committee consider the optimal Board composition and desired attributes in new Governor appointees to strengthen the Board;
- Work with the Board Governance and Nominating Committee and Standing Committee Chairs regarding new Governor appointments, performance and re-appointments; and
- Working with the Governance and Nominating Committee, participate in the Board effectiveness evaluation process and meet with individual Governors to provide constructive feedback and advice

SKILLS, KNOWLEDGE AND ATTRIBUTES

All skills, knowledge and attributes required of an individual Governor as outlined above, plus:

- Leadership and consensus-building skills;
- Demonstrates facilitative skill and appreciation of teamwork;
- Ability to deal with and effectively resolve conflicting goals and competing interests in a public setting.
- An ability to act impartially, without bias, and in the best interests of Lakehead University;
- Knowledge of the strategic plan and risks of Lakehead University;
- Familiarity with bicameral governance models and University governing bodies;
- Knowledge of the latest version of Roberts Rules of Order and how to conduct a constructive meeting;
- Communication skills to represent the University if necessary before community groups, the media, and all levels of the University;

- The independence, competencies and attributes required to fulfill this Position Description;
- An ability, willingness and time to fulfill this Position Description;
- The Board Chair should normally have served as Vice-Chair for at least one year prior to becoming considered for Board Chair;
- The Board Chair must be willing to fulfill the duties and responsibilities of Board Chair; and
- Such other criteria reviewed and approved by the Board on the recommendation of the Board Governance and Nominating Committee.

Board Vice-Chair Position Description

ROLE

The principal role of the Board Vice-Chair is to provide interim leadership to the Board of Governors when the Board Chair is unavailable.

DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities of an individual Governor, the Board Vice-Chair is responsible for fulfilling such other duties set out in the Board Bylaws (see specifically Article 4.3(a) and 4.3(b)(3)), and as follows:

The duties of the Vice-Chair include but are not limited to, the following:

- Chairing Board meetings in the absence of the Board Chair;
- Chairing Executive Committee meetings in the absence of the Board Chair;
- Representing the Board of Governors at formal and other functions held at the University; and
- Other duties as may be required from time to time.

SKILLS, KNOWLEDGE AND ATTRIBUTES

All skills, knowledge and attributes required of an individual Governor as outlined above, plus:

- Leadership and consensus-building skills;
- Demonstrates facilitative skill and appreciation of teamwork;
- Ability to deal with and effectively resolve conflicting goals and competing interests in a public setting
- An ability to act impartially, without bias, and in the best interests of Lakehead University;
- Knowledge of the strategic plan and risks of Lakehead University;
- Familiarity with bicameral governance and the University governing bodies;
- Knowledge of the latest version of Roberts Rules of Order and how to conduct a constructive meeting;
- Communication skills to represent the University if directed by the Board Chair before community groups, the media, and all levels of the University; and
- The independence, competencies and attributes required to fulfill this Position Description;
- An ability, willingness and time to fulfill this Position Description;
- should normally have served as a Standing Committee Chair for at least one year prior to becoming considered for Vice-Chair;
- should be willing to entertain becoming Board Chair if the Board so desires, and must be willing to temporarily fulfill the duties of Board Chair from time to time; and
- Such other criteria reviewed and approved by the Board on the recommendation of the Board Governance and Nominating Committee.

Board Past-Chair Position Description

ROLE

The principal role of the Board Past-Chair is to work with and mentor the Board Chair as requested by the Board Chair, in part to ensure a smooth transition.

DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities of an individual Governor, the Board Past-Chair is responsible for fulfilling such other duties set out in the Board Bylaws (see specifically Article 4.3(a) and 4.3(b)(2)), and as follows:

The duties of the Past-Chair include but are not limited to, the following:

- Representing the Board of Governors at formal and other functions held at the University;
- participating in activities of appropriate external organizations to which Lakehead belongs, such as the COU Council of Chairs of Ontario Universities, and
- Other duties as may be required from time to time.

SKILLS, KNOWLEDGE, AND ATTRIBUTES

All skills, knowledge and attributes required of an individual Governor as outlined above, plus:

- the skills, knowledge and attributes of the Board Chair as outlined above;
- Leadership and consensus-building skills;
- An ability to act impartially, without bias, and in the best interests of Lakehead University;
- Knowledge of the strategic plan and risks of Lakehead University;
- The independence, competencies and attributes required to fulfill this Position Description;
- An ability, willingness and time to fulfill this Position Description;
- The Past-Chair shall normally be the immediate past chair of the Board; however, in the event the immediate past chair is no longer a Board member, is unable or unwilling to act as Past Board Chair, or the Board determines otherwise, another former Board Chair may be selected as Past-Chair; and
- Such other criteria reviewed and approved by the Board on the recommendation of the Board Governance and Nominating Committee.

Roles and Responsibilities of Board Committee

Chairs

ROLE

The principal role of a Board Committee Chair is to provide leadership and stewardship to the designated Committee on behalf of the Board of Governors for the conduct and implementation of the Committee's Terms of Reference. A Standing Committee Chair is accountable to the Board and acts as a direct liaison between the Board, the Board Chair and the Standing Committee and represents the Committee at Board meetings. A Standing Committee Chair is an external member of the Board.

DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities of an individual Governor, each Board Committee Chair is responsible for fulfilling such other duties set out in the Board Bylaws (see specifically "Standing Committees – General Rules" (Article 33)), the Committee's respective "Terms of Reference", and the following:

The Board Committee Chair:

- Sets the agenda and tone for the Committee work and delegates work among Committee members;
- Ensures that Committee members have the information needed in a timely fashion to fulfill their roles in an informed way;
- Conducts Committee meetings in compliance with applicable legislation and Board Bylaws: sets the agenda, facilitates discussion and resolution of matters processed by the Committee, and ensures timely distribution of meeting minutes;
- Ensures proper Committee minutes are recorded and presented to subsequent meetings; oversees issues raised with respect to conflict;
- Ensures that administration presents to the Committee all matters necessary to enable the Committee to effectively discharge its responsibilities in a timely fashion;

- Coordinates with the University Secretary, the logistics of the Committee's operations and liaises with the Board Chair regarding interface of Board and Committee;
- Produces and delivers reports to the Board as routinely required, including bringing forth recommendations or motions from the Committee;
- Initiates, leads and reports the Committee's annual report to the Board;
- Leads and reports the Committee performance evaluation to the Executive Committee;
- Collaborates with other Board Committee Chairs as required;
- Informs Committee members of relevant internal or external information regarding the University;
- Liaises with the Board Chair regarding Committee member appointments and performance;
- Reports progress on the Committee's projects and decisions to the Board Chair.

SKILLS AND KNOWLEDGE

All skills and knowledge required of an individual Governor as outlined above, plus:

- Be an interactive communicator with strong facilitative leadership skills and the ability to communicate well with a variety of people at all levels of the organization;
- Be familiar with bicameral governance and the University governing bodies;
- Knowledge of the latest version of Roberts Rules of Order and how to conduct a constructive meeting;
- Possess the skills and experience appropriate to the specific Committee;
- Ability to follow directions and accept feedback;
- Ability to manage time and meet deadlines; and
- Appropriate Board, senior staff, business or community leadership experience that is relevant to the focus and mandate of the Committee he/she is chairing.

Review Period: 5 years or as required

Date for Next Review: 2027

Please contact the University Secretariat if you require this information in another format:

Open: Monday through Friday from 8:30am to 4:30pm;

Location: University Centre, Thunder Bay Campus, Room UC2002;

Phone: 807-346-7929 or Email: univsec@lakeheadu.ca.