

<b>Policy Title:</b>	<b>Board Member Responsibilities</b>
Policy Approver:	Board of Governors
Policy Holder:	Board of Governors
Category:	Board Policy
Original Date:	November 2006
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### **Policy Statement**

An effective Board of Governors is composed of dedicated, knowledgeable Board members.

### **Approval Statement**

With the consent of the Board of Governors and approval of the Chair of the Board of Governors, this policy is hereby deemed in effect the 7<sup>th</sup> day of June, 2019.

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Chair, Board of Governors

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Date

**Board Member Responsibilities**

Individual Board members have specific responsibilities to:

1. Attend, prepare for, and participate in all Board and committee meetings by reviewing all agenda materials including reports.
2. Be informed of the purposes, mission, vision, goals, and operations of the University.
3. Be objective, open minded, and dedicated to the best interests of the University.
4. Act ethically in all matters relating to the University.
5. Represent and actively promote the University at community and University functions.
6. Express opinions – supportive or divergent – respecting all other Board members’ rights to do the same, and always within the atmosphere of a member of a team dedicated to the best interest of the University.
7. Comply with all related legislation, bylaws, and policies.
8. Specifically note Board Bylaw 16.0 pertaining to absences:

**16.0 BOARD ATTENDANCE**

In keeping with Board policy, an effective Board of Governors composed of dedicated Members whereby regular attendance and compliance with policies and bylaws are some of the determinants of effectiveness. This section of the bylaws is to address regular Board meetings and regularly scheduled Committee meetings.

16.1 When a member is unable to attend a regular Board meeting and/or a regularly scheduled Committee meeting in person, s/he may request, to the Chair, to be linked by electronic means and will be deemed in such cases to have been present.

16.2 When for any reason a Board member intends to be absent s/he must notify the Board Secretary of such absence in advance of the meeting.

16.3 An attendance concern occurs when:

16.3.1 A Board member is absent without notice from a regular Board meeting; or

16.3.2 A Board member has three absences from a regular Board meeting with notice (consecutive or not consecutive) within a fiscal year.

16.4 In the event of an attendance concern, the following is to take place:

16.4.1 Absences from regular Board meetings will be monitored and addressed by the Board Chair whereby the Board Chair will promptly contact the member for discussion.

16.4.2 Absences from Committee meetings will be monitored and addressed by the Committee Chair whereby the Committee Chair will promptly contact the member for

discussion. The Committee Chair will then report to the Board Chair with an update of the conversation.

16.4.3 Conversations with the Board Chair may trigger notice of a breach of the policy.

16.4.4 If a Board Member has reached four absences from a regular Board meeting within a fiscal year, it shall be deemed to be an automatic resignation whereby the Board Secretary will so advise the Commissioner-in-Executive Council to take the necessary steps to appoint a replacement. Notice will be sent by the Board Chair to the absent member.

9. Keep informed of current, and pending Board issues and processes, participate in the setting of priorities and directions, provide a link between the University and its various communities.
10. Donate the honoraria payment from one Board meeting per year, usually June, to the Board of Governors Endowment Fund. If the Board member is absent from the June meeting, the honorarium donation will be paid to the Endowment Fund on behalf of that member at the next Board meeting that the member attends, usually September.

### **Board Chair Responsibilities**

In addition to Board Member Responsibilities, the Board Chair is expected to:

1. Be an ambassador for the University in the community.
2. Work closely with the President to develop Board agendas and packages in advance of each meeting.
3. Maintain the integrity of the Board's process and represent the Board, when required, to outside parties.
4. Conduct Board meetings, unless otherwise prescribed by legislation/bylaws, taking into account the attached information regarding desired Board Chair qualities and conduct.
5. Serve as an ex-officio member of Board committees and ensure all other Board members are advised of committee meeting so that they may attend in a non-voting capacity.
6. Serve as, or designate, the Board representative to the Minister of Education of Yukon Government as per the Letter of Understanding.

7. Ensure the Board Vice Chair/s are informed of current and pending Board issues and processes and have the opportunity to be involved in agenda preparation.
8. Appoint Board Committee Chairs.
9. Perform such other duties as determined by the Board.
10. The Chair is the only Board Member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her/him, or in exceptional circumstances, delegates that responsibility to another Board member.
11. Ensure opportunities exist and are exercised for the appointment of two co-Vice Chairs when appropriate and ensure balanced representation when considering the appointments of these positions.

### **Vice-Chair Responsibilities**

In addition to Board Member Responsibilities, the Board Vice-Chair/s is/are expected to:

- Perform the duties of the Chair in the absence of the Board Chair.
- The Vice Chair may be offered the opportunity to Chair one Board meeting per year, in consultation with the President and current Board Chair.
- To sit as an ex-officio member on all standing committees of the Board.

### **Scope and Limitations of the President**

Not applicable.

### **Information and Monitoring Requirements**

- Board Member Evaluation
- Board Bylaws

**Addendum A: Desired Qualities in a Board Chair**

## Vision and Commitment

- Committed to the organization’s mission and success.
- Able to think strategically and focus on core issues.
- Able to articulate the Board’s vision of the organization.

## Leadership &amp; Management

- Able spokesperson and advocate on the organization’s behalf.
- Active listener.
- Builds consensus.
- Works collaboratively.
- Inspires and motivates others to contribute.
- Engages different voices and opinions.
- Recognizes and ameliorates problems, conflicts, and/or tensions.
- Focuses on goals of the organization; refrains from advancing personal goals.
- Identifies and takes advantage of individual strengths of board members.
- Respects and supports the Board Members, President, and Staff.

## Character

- Sets a good example.
- Illustrates a high level of personal integrity and ethics.
- Flexible.
- Open-minded and fair.
- Respectful of diversity.