



## **KPU Board of Governors – Regular Meeting**

**Date:** November 27, 2024

**Time:** 4:00 pm – 5:00 pm

**Location:** [MS Teams](#)

## BOARD OF GOVERNORS – REGULAR MEETING AGENDA

**November 27, 2024**

**4:00– 5:00 pm**

Via [MS Teams](#)

**Attending:** Kwuntiltunaat (Kim) Baird, Erin Barnes, Rhiannon Bennett (Vice Chair), Amrit Chahal, Ivy Chen (Chair) Alan Davis, Mehtoj Ghuman, Gabby Gill, Muhammad Afzal Malik, Kim McGill, Lyndsay Passmore, Stephanie Smith, Amanda Smith-Weston, Joe Vosburgh

*M = Motion to Approve*  
*D = Discussion*  
*I = Information*  
*E = Education*

### Regrets:

**Presenters & Administrative Resources:** Sonia Banwait, Laurie Clancy, Lily Chong, Brent Elliott, Chervahun Emilien, Randall Heidt, Lori McElroy, Zena Mitchell, Diane Purvey, Asma Sayed, Peter Smailes

### Regular Board Meeting Closed Board Meeting to follow In Camera Debriefing Session to follow

| AGENDA ITEM  | RESOURCE | ACTION | TIME | PAGE |
|--|----------|--------|------|------|
| 1. Call to Order & Introductory Remarks  | Ivy Chen |        | 4:00 |      |
| We at Kwantlen Polytechnic University respectfully acknowledge that we live, work and study in a region that overlaps with the unceded traditional and ancestral First Nations territories of the Musqueam, Katzie, Semiahmoo, Tsawwassen, Qayqayt, and Kwikwetlem, and with the lands of the Kwantlen First Nation, which gifted its name to this university. |          |        |      |      |
| 2. Approval of Agenda  | Ivy Chen | M      | 4:01 | 2    |
| <b>MOTION:</b> THAT the Board of Governors approve the regular meeting agenda for November 27, 2024.   |          |        |      |      |
| 3. Conflict of Interest  | Ivy Chen |        | 4:02 |      |
| 4. Consent Agenda  | Ivy Chen | M      | 4:03 | 5    |
| 4.1. Minutes of the September 25, 2024<br>Regular Board of Governors Meeting   |          |        |      | 6    |
| 4.2. Amendment of Motion for Item #9.2 of<br>September 25, 2024 Minutes  |          |        |      |      |



**MOTION:** THAT the Board of Governors approve the following items on the Consent Agenda:

4.1. Minutes of the September 25, 2024 Regular Board of Governors Meeting.

4.2. Amendment of Motion for Item #9.2 of September 25, 2024 Minutes

|  |                     |   |      |    |
|--|---------------------|---|------|----|
| 5. Governance Committee Report   | Amanda Smith-Weston |   |      |    |
| 5.1. Committee Chair Report  | Amanda Smith-Weston | I | 4:04 |    |
| 5.2. Program Discontinuances: Certificate in Mechatronics and Advanced Manufacturing Technology and; Diploma in Mechatronics and Advanced Manufacturing Technology | Laura McDonald      | I | 4:05 | 15 |

**MOTION:** THAT the Board of Governors approve the discontinuance of the Certificate in Mechatronics and Advanced Manufacturing Technology program and the Diploma in Mechatronics and Advanced Manufacturing Technology program, effective September 1, 2025, as recommended by the Board Governance Committee.

|  |                              |   |      |    |
|--|------------------------------|---|------|----|
| 5.3. Draft Policy and Procedure – AC3 Program Review | Lori McElroy / Meredith Haaf | M | 4:10 | 22 |
|--|------------------------------|---|------|----|

**MOTION:** THAT the Board of Governors approve the Policy and Procedure AC3 Program Review, effective September 1, 2025, as recommended by the Board Governance Committee.

|   |                   |   |      |     |
|---|-------------------|---|------|-----|
| 6. Human Resources Committee Report                 |                   |   |      |     |
| 6.1. Committee Chair Report                         | Rhiannon Bennett  | I | 4:15 |     |
| 6.2. Revisions to the Board Governance Manual       | Lily Chong        | I | 4:16 | 36  |
| 7. Audit Committee Report                           |                   |   |      |     |
| 7.1. Committee Chair Report                         | Ivy Chen          | I | 4:20 |     |
| 7.2. Re-Appointment of External Auditor for 2024/25 | Chervahun Emilien | M | 4:21 | 322 |

**MOTION:** THAT the Board of Governors approve the reappointment of KPMG LLP as External Auditor for the 2024/25 reporting year, as recommended by the Board Audit Committee.

|   |                   |   |      |     |
|---|-------------------|---|------|-----|
| 7.3. Management Discussion and Analysis and Analytics Supporting the Approved Financial Statements from the Year Ended March 31, 2024 | Chervahun Emilien | M | 4:25 | 324 |
|---|-------------------|---|------|-----|

**MOTION:** THAT the Board of Governors approve the draft Management Discussion and Analysis for the Year Ended March 31, 2024, as recommended by the Board Audit Committee.

|   |                   |   |      |     |
|---|-------------------|---|------|-----|
| 8. Finance Committee Report               |                   |   |      |     |
| 8.1. Committee Chair Report               | Ivy Chen          | I | 4:30 |     |
| 8.2. FY2026 Budget Process Update         | Chervahun Emilien | I | 4:31 | 387 |
| 8.3. Recurring Procurement Over \$200,000 | Chervahun Emilien | M | 4:40 | 396 |

**MOTION:** THAT the Board of Governors approve and recommend, subject to budgetary approval, the attached list of contracts to be renewed through procurement that are greater than \$200,000, as recommended by the Board Finance Committee.

|  |              |   |      |               |
|--|--------------|---|------|---------------|
| 9. President's Report  | Alan Davis   | I | 4:45 | 399           |
| 9.1. Report to the Board   |              |   |      |               |
| 10. Provost's Report   | Diane Purvey | I | 4:46 | Verbal report |
| 10.1. Report to the Board  |              |   |      |               |
| 11. Senate Report – Meeting held on <a href="#">October 21, 2024</a> and <a href="#">November 18, 2024</a>           | Alan Davis   | I | 5:00 |               |
| 12. Next Meeting Agenda Contribution   | Ivy Chen     | D | 5:00 |               |
| 13. For the Good of the Order  | All          | D |      |               |
| 14. Feedback on the Meeting  | All          | D |      |               |
| 15. Closing Remarks  | Ivy Chen     |   |      |               |
| <b>16. Appendix:</b>   | N/A          |   |      |               |
| 16.1. <a href="#">Report to the Board of Governors</a>   |              |   |      |               |
| 16.2. Phase One Posting:   |              |   |      |               |
| • <a href="#">SR12 Emergency Planning</a>  |              |   |      |               |
| • <a href="#">AR7 Graduation with Distinction</a>  |              |   |      |               |
| 17. Next Meeting: Regular Board Meeting<br>Wednesday, January 29, 2025<br><b>Surrey Cedar 2110</b><br>4:00 – 7:00 pm | Ivy Chen     |   |      |               |

18. Adjournment

Ivy Chen

5:00

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number: 4**

**Meeting Date:** *November 27, 2024*

**Presenter(s):** *Ivy Chen*

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**AGENDA TITLE:** CONSENT AGENDA

**ACTION REQUESTED:** Motion

**RECOMMENDED RESOLUTION**

**THAT the Board of Governors approve the following items on the Consent Agenda:**

**4.1. Minutes of the September 25, 2024 Regular Board of Governors Meeting.**

**4.2. Amendment of Motion for Item #9.2 of September 25, 2024 Minutes**

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**Attachments**

1. Minutes of the September 25, 2024 Regular Board of Governors Meeting.
2. Amendment of Motion for Item #9.2 of September 25, 2024 Minutes

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**Submitted by**

Sonia Banwait, Executive Assistant to the Board of Governors

**Date submitted**

November 18, 2024

## BOARD OF GOVERNORS - REGULAR MEETING

**Minutes of Regular Meeting**  
**Wednesday, September 25, 2024**  
**4:02 p.m. – 4:45 p.m.**  
**MS Teams**

**Present: Board**

Kim (Kwuntlunaat) Baird, Chancellor  
Erin Barnes  
Amrit Chahal  
Ivy Chen, Chair  
Alan Davis, President & Vice-Chancellor  
Gabby Gill  
Muhammad Afzal Malik  
Kim McGill  
Lyndsay Passmore  
Stephanie Smith  
Amanda Smith-Weston

**University G8 members**

Laurie Clancy, Vice-President, Human Resources  
Chervahun Emilien, Chief Financial Officer  
Randall Heidt, Vice-President, External Relations  
Zena Mitchell, Vice-President, Students  
Diane Purvey, Provost & Vice-President, Academic  
Asma Sayed, Vice-President, Equity & Inclusive Communities  
Peter Smailes, Vice-President, Administration

**Presenters and Administrative Resources**

Sonia Banwait, Executive Assistant, Board of Governors  
Lily Chong, University Secretary & Executive Assistant to the President & Vice Chancellor  
Jennifer Duprey, General Counsel  
Brent Elliott, Associate Vice-President, Campus Community and Planning  
Lori McElroy, Associate Vice-President, Planning and Accountability  
David Connop Price, Director, Communications and Media Relations

**Regrets:** Rhiannon Bennett, Vice-Chair  
Mehtoj Ghuman  
Joe Vosburgh

**1. Call to Order and  
Introductory Remarks**

The Chair called the meeting to order at 4:02pm.

The Chair acknowledged KPU's commitment to reconciliation and recognition that we live, work and study in a region that overlaps with the unceded traditional and ancestral First Nations territories of the Musqueam, Katzie, Semiahmoo, Tsawwassen, Qayqayt, and Kwikwetlem, and with the lands of the Kwantlen First Nation, which gifted its name to this university.

### **1.1. Welcome by KPU Elder in Residence**

The Chair welcomed Lekeyten, KPU Elder in Resident, for his welcome to the shared traditional territories.

## **2. Approval of Agenda**

### **MOTION #01-24/25**

**MOVED, SECONDED AND CARRIED THAT the Board of Governors approve the regular meeting agenda for September 25, 2024.**

## **3. Conflict of Interest**

No other conflict of Interest was declared.

## **4. Approval of Consent Agenda**

### **MOTION #02-24/25**

**MOVED, SECONDED AND CARRIED the motion THAT Board of Governors approve the following item on the Consent Agenda as circulated:**

#### **4.1. Minutes of the June 26, 2024 Regular Board of Governors Meeting.**

## **5. Board Committee Chairs**

Lily Chong, University Secretary, informed that the Board Governance Manual governance structure and principles currently states that the Board Chair must chair the Board Governance Committee and that the Board Chair may not chair the Audit and Finance Committees. However, an exception was made for the 2023/24 academic year to allow the Board Chair, Ivy Chen, to chair the Board Audit and Finance Committees and for a previous member to Chair the Governance Committee.

This exception was made due to the fact only two members on the Board held financial designations, which is a requirement for the Audit and Finance committee chair to possess. Similarly, this year only two individuals on the Board hold financial designations and experience to chair the committee, therefore Ivy Chen will continue to chair the Audit and Finance Committees and an exception is coming forward to allow Amanda Smith-Weston to chair the Board Governance Committee.

### **MOTION #03-24/25**

**MOVED, SECONDED AND CARRIED THAT the Board of Governors approve an exception to the Board Governance Manual to allow Amanda Smith-Weston to chair the Governance Committee in recognition of their respective background and areas of expertise.**

## 6. Governance Committee Report

### 6.1. Committee Chair Report

Amanda Smith-Weston, Committee Chair, informed the committee met on September 18, 2024 and noted the items discussed at the meeting are on the agenda.

### 6.2. Academic Plan 2024-2027

Diane Purvey, Provost, presented the newly developed Academic Plan for 2024-2027 and shared the plan is built around the theme of coherence, as this was the most common theme to emerge from the feedback received through the NAP27 consultations. The plan supports, reinforces and helps achieve VISION 2026 goals and build coherence amongst our programs, courses, academic Faculties and campuses.

Purvey shared there are four main goals in the new plan, as well as the set of key actions embedded in the goals and designed to measure progress for each goal.

### 6.3. Accountability and Planning Report 2023/24

Lori McElroy, Associate Vice-President, Planning & Accountability, shared the Accountability Plan Report for 2023-24 was brought forward as a draft to the Board in June 2024 and was reviewed by the Ministry in the summer where they provided minor feedback. This final report incorporates the feedback and fulfills the requirements of the Ministry of Post-Secondary Education and Future Skills Accountability framework. The purpose of the report is to ensure that post-secondary institutions are accountable to the government and that the government is accountable to the post-secondary institutions.

McElroy informed there are 5 key goals aligned with VISION 2026 and noted the performance measures set by the Ministry as well as measures set by the University.

McElroy informed that upon approval, the Plan will be posted to the KPU and Ministry website.

#### **Motion #04-24/25**

**THAT the Board Governance Committee recommend that the Board of Governors approve the 2023/24 Accountability Plan & Report for submission to the Ministry of Post-Secondary Education and Future Skills.**

**7. Human Resources Committee Report**

**7.1. Committee Chair Report**

Ivy Chen, on behalf of Committee Chair, informed the committee met on September 19, 2024 and there was nothing to report.

**8. Audit Committee Report**

**8.1. Committee Chair Report**

Ivy Chen, Committee Chair, informed that the committee met on September 17, 2024 and there was nothing to report.

**9. Finance Committee Report**

**9.1. Committee Chair Report**

Ivy Chen, Committee Chair, informed that the committee met on September 17, 2024 and items are on the agenda.

**9.2. Request for Proposal – Technical Studies for KPU Communities Trust**

Peter Smailes, Vice-President, Administration, provided a brief background of the KPU Communities Trust (KPUCT) for new members and explained that KPUCT establishment as a subsidiary of KPU, with a goal to transform KPU campuses into vibrant, sustainable and inclusive spaces, consistent with the KPU2050 Official Campus Plan.

Peter Smailes introduced Brent Elliott, Associate Vice-President, Campus Community and Planning, to speak further to the item.

Brent Elliott informed that in order for the Ministry of Post-Secondary Education and Future Skills to support lease of lands to KPUCT, and to establish the basis for the future regulatory role KPU will need to provide to KPUCT, Campus and Community Planning have identified that a number of planning and technical studies will need to be completed. Hence, the purpose of this proposal.

Elliott shared that the process to complete the outlined work is anticipated to span 24-months and will be completed in three phases.

**MOTION #05-24/25**

**MOVED, SECONDED AND CARRIED THAT the Board of Governors approve that the staff be authorized to initiate a Negotiated Request for Proposals process to evaluate and**



**select the necessary consultant support to advance the required planning and technical studies in support of KPU Communities Trust, where any amount in excess of \$750,000 shall be subject to 2026/27 budget availability, as recommended by the Board Finance Committee.**

**9.3. Executive Statement of Financial Information (SOFI)  
Public Bodies Report as of March 31, 2024**

Chervahun Emilien, Chief Financial Officer, presented the Executive Statement of Financial Information (SOFI) Public Bodies Report as of March 31, 2024. Emilien noted the report is prepared in accordance with the Financial Information Act and as required by the Ministry of Finance.

The report includes audited financial statements that have been previously presented by the external auditors and approved by management and the Board, as well as unaudited information that has been prepared by the Finance team.

**MOTION #06-24/25**

**MOVED, SECONDED AND CARRIED THAT the Board of Governors approve the Statement of Financial Information (SOFI) Public Bodies Report of March 31, 2024 for submission to the Ministry of Post-Secondary Education and Future Skills, as recommended by the Board Finance Committee.**

**9.4. RBC Signing Authority Update**

Chervahun Emilien noted that the RBC Bank Resolution honors the authority of certain individuals to act on behalf of the university as approved by the Board of Governors.

Emilien shared that since the circulation of the agenda package, an update has been made to include the Associate Vice-President Finance position and remove the Director, Operations position.

An updated report was sent to Board members post-meeting noting these changes.

**MOTION #07-24/25**

**MOVED, SECONDED AND CARRIED THAT the Board of Governors approve the RBC Banking Resolution, which grants signing authority to certain individuals to act on behalf of Kwantlen Polytechnic University, as recommended by the Board Finance Committee.**

## **10. President's Report**

### **10.1. Report to the Board**

The President, Alan Davis, welcomed new Board members and shared the Board Orientation held in August with members went very well.

The President commented on the impact of the cap on international student enrollment and noted that the latest report shows an overall 10% decline, with the full impact yet to be assessed. The President informed a larger update will be shared in late October which will include a clearer picture and include financial numbers from the impact from decreased international enrollment. This update will be shared with the university and brought forward to the appropriate committees, Senate and the Board.

Additionally, President Davis shared that the university is doing what it can to ensure there is little to no impact to faculty and staff, as well as the services currently offered to students in light of the anticipated financial impacts.

Lastly, the President shared that on September 7, 2024, KPU raised its orange flag at the Surrey campus and renamed the Surrey Main building to Maple Building. He encouraged members to visit the campus and see the made enhancements.

## **11. Provost's Report**

### **11.1. Report to the Board**

The Provost, Diane Purvey, provided her report and highlighted the new and popular programs throughout the university, including the launch of the first Artificial Intelligence course offered in July, with another course offering in October. Purvey also noted the short-term English programs being offered to Japanese students by the International department. Finally, the Provost added that the Continuing & Professional Studies (CPS) has been growing in the Melville School of Business and the Faculty of Trades.

Lastly, the Provost informed that with the imposed restrictions from Immigration, Refugee and Citizenship Canada (IRCC), the university is taking closer looks at the diploma credentials and preparing curriculum reports as needed.

## **12. Senate Reports**

Senate report from June 24, 2024 was included in the meeting package.

|   |   |
|---|---|
| <b>13. Next Meeting Agenda Contribution</b> | Board members were asked to send contributions for the next meeting agenda to the Board Office at least two weeks in advance of the meeting.  |
| <b>14. For the Good of the Order</b>        | There were no additional items identified.  |
| <b>15. Feedback on the Meeting</b>          | There was no other feedback on the meeting.   |
| <b>16. Closing Remarks</b>                  | The Chair thanked everyone, including Board Members for attending and contributing to the discussions. The Chair also thanked the guests who attended the meeting.  |
| <b>17. Appendix</b>                         | <p><b>17.1. Phase One Posting:</b></p> <ul style="list-style-type: none"> <li>• <b>AD4 Continuing Education and Contract Services</b></li> <li>• <b>AC15 Micro-Credentials</b></li> <li>• <b>AC16 Academic Title Awards</b></li> </ul> <p>Information on policies currently in phase one posting were circulated in the agenda package.</p> |
| <b>18. Next Meeting</b>                     | The next meeting has been scheduled for Wednesday, November 27, 2024 via MS Teams.  |
| <b>19. Adjournment</b>                      | The meeting adjourned at 4:45pm.  |

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**Board Chair**

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number:** 4.2

**Meeting Date:** November 27, 2024

**Presenter(s):** N/A

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**AGENDA TITLE:** AMENDMENT OF MOTION FOR ITEM #9.2 OF SEPTEMBER 25, 2024  
MINUTES (REQUEST FOR PROPOSAL – TECHNICAL STUDIES – AMENDED MOTION)

**ACTION REQUESTED:** Information

**RECOMMENDED RESOLUTION:**

N/A

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### COMMITTEE REPORT

The amendment was received by the Board Finance Committee on November 19, 2024, as part of the consent agenda.

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#### Context and Background

At the Board Finance Committee meeting held September 17, 2024, the motion put forward for recommendation related to the submitted item **Request for Proposal – Technical Studies for KPU Communities Trust** was amended.

The amended motion carried forward to the Board of Governors meeting held September 25, 2025, where the following amended motion was approved by the Board:

“MOVED, SECONDED AND CARRIED THAT the Board Finance Committee recommend to the Board of Governors that staff be authorized to initiate a Negotiated Request for Proposals process to evaluate and select the necessary consultant support to advance the required planning and technical studies in support of KPU Communities Trust, where any amount in excess of \$750,000 shall be subject to 2026/27 budget availability.”

Subsequent to the Board of Governors meeting held on September 25, 2024, it was determined that the budget year referenced in the motion passed should be revised to be subject to **2025/26** budget availability.

### **Key Messages**

1. The amended motion, as described above, was approved by the Board of Governors at the September 25, 2024 Board meeting.
2. Upon review subsequent to Finance Committee and Board meetings, it was determined that the budget year referenced in the amended motion passed needed to read “subject to **2025/26** budget availability.”
3. This provides notification to Finance Committee and Board Members that the amended motion related to the Negotiated Request for Proposals process to evaluate and select the necessary consultant support to advance the required planning and technical studies in support of KPU Communities Trust should be updated to reflect that amounts in excess of \$750,000 shall be subject to **2025/26** budget availability.

### **Resource Requirements**

N/A

### **Implications/Risks**

N/A

### **Consultations**

N/A

### **Attachments**

None

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### **Submitted by**

Brent Elliott, Associate Vice President, Campus & Community Planning

Peter Smailes, Vice President, Administration

### **Date submitted**

November 5, 2024

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number: 5.2**

**Meeting Date:** *November 27, 2024*

**Presenter(s):** *Laura McDonald*

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**AGENDA TITLE:** PROGRAM DISCONTINUANCES: CERTIFICATE IN MECHATRONICS AND ADVANCED MANUFACTURING TECHNOLOGY, DIPLOMA IN MECHATRONICS AND ADVANCED MANUFACTURING TECHNOLOGY

**ACTION REQUESTED:** Motion

### RECOMMENDED RESOLUTION

**THAT the Board of Governors approve the discontinuance of the Certificate in Mechatronics and Advanced Manufacturing Technology program and the Diploma in Mechatronics and Advanced Manufacturing Technology program, effective September 1, 2025, as recommended by the Board Governance Committee.**

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### Committee Report

On November 13, 2024, The Board Governance committee received, reviewed and recommended that the Board of Governors approve the discontinuance of the Certificate in Mechatronics and Advanced Manufacturing Technology program and the Diploma in Mechatronics and Advanced Manufacturing Technology program, effective September 1, 2025.

On October 21, 2024, Senate recommended the Board of Governors approve the discontinuance of the Certificate in Mechatronics and Advanced Manufacturing Technology program and the Diploma in Mechatronics and Advanced Manufacturing Technology program, effective September 1, 2025.

On October 4, 2024, the Joint Senate Standing Committee on Academic Planning and Priorities and on University Budget recommended that Senate recommend the Board of Governors approve the discontinuance of the Certificate in Mechatronics and Advanced Manufacturing Technology program and the Diploma in Mechatronics and Advanced Manufacturing Technology program, effective September 1, 2025.

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### Context and Background

The existing programs have insufficient enrolment to offer a strong educational experience that can be sustained over time while also justifying the expenditure required to maintain safe and current equipment. The program has not been successful in increasing potential student interest and is not

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expected to do so in the foreseeable future. Were it to be successful in changing this, however, cost projections indicate that significant cuts would need to be made in other areas of the Faculty of Trades and Technology in order to fund Mechatronics. Mechatronics is, thusly, not sustainable as either the program it is today or as a potential future program with more students.

### **Key Messages**

1. The programs have not differentiated themselves from other engineering programs in the region and lack articulation with most institutions, limiting their competitiveness. Program intakes have been cancelled for two years (Fall 2023 and Fall 2024).
2. Since these are the only two programs in the Department of Mechatronics and Advanced Manufacturing Technology, the department will also close as part of this discontinuance. Enrolled students were informed of the cancellations, and all were supported in completing the program. The Electrical Department has repurposed the instructional spaces and equipment.
3. An internal working group and Program Advisory Committee (PAC), including faculty, industry experts, and KPU offices, reviewed the program's challenges from September 2023 to April 2024. Dr. Diane Purvey, Provost and Vice-President Academic, endorsed the discontinuance, acknowledging that all efforts to sustain the program had been exhausted.

### **Implications/Risks**

- None

### **Consultations**

1. An internal working group comprised of Future Students Office, International Education, the Office of Planning and Accountability, and Faculty of Trades and Technology.
2. A program advisory committee (PAC) convened by the Faculty of Trades and Technology.
3. Discussions were held with the Program Chair, Faculty of Trade and Technology Chairs, Instructors, and the Faculty Council.

### **Attachments**

1. Rationale – Discontinuance of MaMT
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### **Submitted by**

Michelle Molnar, Administrative Coordinator, Senate

### **Date submitted**

November 15, 2024

## RATIONALE – DISCONTINUANCE OF MAMT

A proposal to discontinue a program must include the following:

- i. All impacted credentials and specific discipline or field of study:  
**Certificate in Mechatronics and Advanced Manufacturing Technology**  
**Diploma in Mechatronics and Advanced Manufacturing Technology**
- ii. Location(s) of the program:  
**KPU Tech**
- iii. Faculty, Department, or School offering the program:  
**Faculty of Trades and Technology**
- iv. Anticipated final date of discontinuance:  
**September 2025**
- v. Reasons for discontinuance of the program, such as:

The existing programs have insufficient enrolment to offer a strong educational experience that can be sustained over time while also justifying the expenditure required to maintain safe and current equipment. The program, as we note below, has not been successful in increasing potential student interest in the program. Were it to be successful in changing this, however, cost projections indicate that significant cuts would need to be made in other areas of the Faculty of Trades and Technology in order to fund Mechatronics. Mechatronics is, thusly, not sustainable as either the program it is today or as a potential future program with more students.

As these are the only two programs offered by the Department of Mechatronics and Advanced Manufacturing Technology, this motion shall, in line with Policy AC10: *Development and Change of Senate-Approved Programs*, also constitute the closure of the Department.

### 1) Insufficient financial resources:

In its current iteration, growth of the program to numbers closer to the class size maximum (32) will require:

- An additional two faculty members (2 FTE at a cost of \$115,129 each plus benefits). All MAMT courses in the program contain lab components. These lab components have a class size maximum of 16 students. If the program sees student growth beyond 16 students per class, it will be necessary to hire an additional instructor to accommodate those students.
- Additional capital equipment. The current request for capital items totals \$219,870.77. This amount is to support a class size that has been typical up to now: no more than 16 students in the program. An increase to the class size maximum of 32 students will require additional capital equipment atop space for expansion of the lab. This would range from \$219,870.77 to over \$2,000,000 for a complete renovation of an existing space to accommodate the larger student numbers.



## RATIONALE – DISCONTINUANCE OF MAMT

- Were enrollments in Mechatronics to increase (itself highly unlikely) the Faculty of Trades and Technology would require \$299,335.40 in operational funding and \$219,870.77 in capital funding to sustain the program. These funds would need to be drawn from other programs in Trades and Technology.
- There is ongoing high demand for skilled trades workers to support current and upcoming infrastructure and development and demand for KPU apprenticeship and foundations programming is high. The new hospital being built adjacent to KPU Tech is a prime example. Reducing our Trades footprint to fund a MAMT expansion would also diminish our standing among post-secondary Trades schools in the Lower Mainland. In other words, reducing our intakes in other trades would have a negative effect on student recruitment.

To conclude, the Dean's Office has worked hard to grow our programs through increased connections with local school districts, union training providers, First Nations groups, the Fraser Regional Correctional Centre, and others. An expansion of the MAMT program and subsequent reduction in apprenticeship and foundation Trades intakes put this continued growth in jeopardy.

## RATIONALE – DISCONTINUANCE OF MAMT

### 2) Lack of enrolment demand

*Data provided by the Office of the Registrar*

#### MECHATRONICS REGISTRANTS PER TERM

|                                 | Fall 2018 | Fall 2019 | Fall 2020 | Fall 2021 | Fall 2022 |
|---------------------------------|-----------|-----------|-----------|-----------|-----------|
| New students starting in year 1 | 11        | 12        | 9         | 10        | 9         |
| Continued into year 2           |           | 8         | 6         | 8         | 9         |

#### GRADUATES PER TERM

##### Count of ID

| Row Labels               | 201920   | 201930   | 202020    | 202120   | 202220   | 202230   | 202320   | Grand Total |
|--------------------------|----------|----------|-----------|----------|----------|----------|----------|-------------|
| Mechatronics Certificate | 7        | 1        | 6         |          |          |          |          | 14          |
| Mechatronics Diploma     |          |          | 7         | 6        | 5        | 1        | 8        | 27          |
| <b>Grand Total</b>       | <b>7</b> | <b>1</b> | <b>13</b> | <b>6</b> | <b>5</b> | <b>1</b> | <b>8</b> | <b>41</b>   |

#### Count of Student ID

| Row Labels                    | Fall 2018 | Fall 2019 | Fall 2020 | Fall 2021 | Fall 2022  | Fall 2023 | Grand Total |
|-------------------------------|-----------|-----------|-----------|-----------|------------|-----------|-------------|
| Admission Deferred            |           | 1         | 3         |           |            |           | 4           |
| Admission Withdrawn (no reg)  | 3         | 4         | 2         | 12        | 8          |           | 29          |
| Admitted (all conditions met) | 2         | 4         | 2         | 6         | 6          |           | 20          |
| Admitted (no conditions)      | 9         | 9         | 8         | 7         | 3          |           | 36          |
| Application Withdrawn         | 9         | 56        | 41        | 41        | 64         | 3         | 214         |
| Contact Admissions            |           |           |           | 1         |            |           | 1           |
| Denied, requirements not met  | 1         | 2         | 4         | 7         | 6          |           | 20          |
| Incomplete documentation      | 1         |           |           |           |            |           | 1           |
| Offer Expired or Rescinded    | 3         | 13        | 16        | 15        | 25         | 1         | 73          |
| Program not available         |           |           |           |           |            | 37        | 37          |
| Redundant application         | 1         |           |           |           |            |           | 1           |
| See Alternate Application     |           |           |           |           | 1          |           | 1           |
| <b>Grand Total</b>            | <b>29</b> | <b>89</b> | <b>76</b> | <b>89</b> | <b>113</b> | <b>41</b> | <b>437</b>  |

Five years of historical data have shown consistent low enrolment in the program.

In Fall 2021, the Vice President Academic and Provost, Dr. Sandy Vanderburgh, offered all newly admitted students for the Fall 2021 intake a \$1000 tuition waiver. Even with this incentive, enrolment numbers remained low.

### 3) Curricular issues relating to the decline in quality or the inability to meet required program outcomes:

The program has not distinguished itself from engineering-focused programs available at surrounding institutions which market themselves with the same name. This is a standalone program which does not articulate to any institutions in the region, and is

## RATIONALE – DISCONTINUANCE OF MAMT

nationally and internationally recognized for articulation at only one post-secondary institution: Lakehead College.

- 4) Inability to provide appropriate institutional support:  
Not applicable.

vi. Plan for phasing-out of program, including:

- 1) Steps taken to consult with faculty and staff regarding phasing out

An internal working group was chaired by Dr. David Burns. The goal was to review the program from an internal perspective and determine where blocks to admission and registration were occurring, as well as discuss feedback regarding the student recruitment experience. Members of this group comprised the Future Students Office, International Education, the Office of Planning and Accountability, and Faculty of Trades and Technology.

A program advisory committee (PAC) was convened by the Faculty of Trades and Technology and was chaired by Dr. Amr Marzouk, coordinator and senior lecturer of the Simon Fraser University School of Mechatronic Systems Engineering. Alongside industry experts and a former student, Dr. Joel Murray, Associate Dean for the Faculty of Trades and Technology, Ron Murray and John Singh, instructors for the Mechatronics and Advanced Manufacturing Technology program, representatives of the Future Students Office, Office of the Registrar, and Faculty of Trades and Technology also participated.

Dr. Joel Murray worked directly with Ron Murray and John Singh during release time dedicated to reviewing and revamping the Mechatronics and Advanced Manufacturing Technology program. They met bi-weekly in Dr. Murray's office to discuss updates and potential curricular and admission changes. The meetings began September 25, 2023 and ceased on April 12, 2024 when the decision was made by the Dean and the Provost's Office to cancel the Fall 2024 intake of MAMT.

Discussion with the program chair, Mike Mann, on Friday, August 2, 2024

Discussion with Faculty of Trades and Technology Chairs: September 5, 2024

Discussion with instructors: September 6, 2024

Discuss with Faculty Council: September 18, 2024

- 2) Steps taken to consult with students regarding phasing out:  
All enrolled students were informed of the cancellation of the Fall 2023 and Fall 2024 intakes. There are no students currently enrolled in the program.
- 3) Steps taken to ensure students in the program have the opportunity to complete the program:  
Two intakes (Fall 2023 and Fall 2024) were cancelled. All actively enrolled students were provided with the opportunity to complete the program. Two students were supported in completion of the program via Guided Study Contracts.
- 4) Steps taken to consult with other impacted departments, Faculties, and units;

## RATIONALE – DISCONTINUANCE OF MAMT

Finance  
Office of the Registrar  
Future Students Office  
Faculty of Science  
Faculty of Arts  
Melville School of Business  
Electrical Department  
Industrial Mechanic/Millwright Department

External to KPU:  
Siemens will need to be notified as we will no longer be certifying students.  
Lakehead College will need to be notified as we have an existing articulation agreement.

- 5) Impact on and/or reorganization of curriculum in cognate disciplines:  
Not applicable. This is a standalone program.
- 6) Timeline of activities:  
The program intakes have been cancelled for two years (Fall 2023 and Fall 2024).  
The instructors have transitioned back to the departments to which they were originally hired.  
The instructional spaces have been incorporated into the Electrical Department as Electrical is the Faculty of Trades and Technology's largest department and so needed additional space. As well, Electrical has repurposed the majority of the capital items originally purchased for MAMT.
- vi. Name, title, phone number and email address of the institutional contact person in case more information is required (normally, the Dean of the Faculty in which the program is housed):
- Laura McDonald  
Dean, Faculty of Trades and Technology  
604-598-6112  
[Laura.mcdonald@kpu.ca](mailto:Laura.mcdonald@kpu.ca)
- vii. Potential legal implications as a result of the program discontinuance:  
None.
- viii. Endorsement by the Provost:

After reviewing the long record of attempts to revise these programs, increase its enrollment, redefine its recruitment, and improve its connection to industry, it is clear that everything that could be done to sustain the diploma and certificate has been done. I thank the faculty and Dean's office for their many efforts to help this program succeed and to ensure the broader success of the Faculty of Trades and Technology.

Dr. Diane Purvey,  
Provost and Vice-President, Academic  
August 23, 2024

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number: 5.3**

**Date:** November 27, 2024

**Presenter(s):** Dr. Lori McElroy; Meredith Haaf

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**AGENDA TITLE:** DRAFT POLICY AND PROCEDURE AC3 PROGRAM REVIEW

**ACTION REQUESTED:** Motion

**RECOMMENDED RESOLUTION**

**THAT the Board of Governors approve Policy and Procedure AC3 Program Review effective September 1, 2025, as recommended by the Board Governance Committee.**

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### COMMITTEE REPORT

On November 13, 2024, the Board Governance Committee received, reviewed and recommended that the Board of Governors approve Policy and Procedure AC3 Program Review, effective September 1, 2025.

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### Context and Background

The President and AVP, Planning & Accountability developed new metrics to track progress against the goals outlined in VISION 2026. Goal E1: Ensure continuous improvement of all KPU programs and services, is one of the goals in VISION 2026 that was also in VISION 2023.

As part of the process of developing these metrics, gaps in the existing AC3 Policy and Procedure were identified regarding the timeframe for review of degree versus non-degree programs and the definition of compliance. Revisions were made to fill those gaps.

The Office of Planning & Accountability, with direction from the Provost, has conducted extensive consultations from March to May 2024 as part of the consultation and amendment stage. The Policy and Procedure were posted on the KPU Policy Blog for a 3-week [Phase Two Posting](#) from June 10 - June 28, 2024. No comments were received during this period and no further changes were made to the Policy and Procedure.

On September 23, 2024, Senate passed the motion to recommend the Board of Governors approve the revise Policy and Procedure AC3 Program Review.

---

## Key Messages

1. The Board of Governors, with Senate's Advice, is the approving jurisdiction of Policy and Procedure AC3 Program Review. The Provost and Vice-President, Academic is the Policy Sponsor. The Office of Planning is the Policy Developer.
2. Draft Policy and Procedure AC3 Program Review was posted on the KPU Policy Blog from June 10 – June 28, 2024. The policy developer received no comment from the posting.
3. On September 23, 2024, Senate passed the motion to recommend the Board of Governors approve the revise Policy and Procedure AC3 Program Review.
4. The planned implementation date of the Policy and Procedure is the start of the 2025/26 academic year. The Office of Planning & Accountability (OPA) will develop a transition plan for affected programs to manage workload for both OPA and the Senate Standing Committee on Program Review (SSCPR).

## Resource Requirements

N/A

## Implications/Risks

KPU is required by the ministry to ensure our programs are compliant with the Program Review policy. A clear definition of compliance is needed to be able to effectively monitor compliance. The absence of a clear definition of compliance in the Program Review policy and procedure will lead to confusion and possible non-compliance with ministry requirements.

Additionally, the consequences of not standardizing the timeframe for review of degree and non-degree programs is misalignment with the university's direction towards offering additional shorter credentials by signaling that quality of degree programs is more important than the quality of non-degree programs.

## Consultations

1. [Phase Two Posting, June 10 – June 28, 2024](#)

## Attachments

1. KPU Policy Blog – Phase Two Posting, June 10 – June 28, 2024
2. Draft AC3 Program Review Policy
3. Draft AC3 Program Review Procedure

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## Submitted by

Tristan Li, Policy and Academic Affairs Specialist

**Date submitted**

September 24, 2024



# KPU POLICY BLOG



## [PHASE TWO POSTING] AC3 PROGRAM REVIEW

This Phase Two Posting is open for feedback until June 28, 2024, at 11:59pm PST.

### Background

The Provost is seeking to implement changes to Policy and Procedure AC3 to standardize the timeframe for review of both degree and non-degree programs to every five years, and to clarify the time limit for completion of program reviews in line with the standardized timeframe.

### Summary of Main Points

### SEARCH

### PROBLEM SUBMITTING COMMENTS?

If you experience technical difficulties in submitting your comments, please send comments directly to [policy@kpu.ca](mailto:policy@kpu.ca) and your comments will be posted by a member of the Policy Coordination Team.



The following is a summary of changes made to AC3 Policy and Procedure:

### AC3 Policy

- Updated context and purpose section to include discipline/sector representatives (e.g., program advisory committees) and programs' Deans offices as participants in program review, which captures current practice
- Updated policy principles to reflect that all degree and non-degree programs will be scheduled for review at least once every five (5) years



### AC3 Procedure

- Expanded definitions to include all four Program Review reporting deliverables and added more fulsome descriptions of Program Review guides
- Introduced links to external webpages to enhance document accessibility
- Updated references to timing of reviews to reflect that all degree and non-degree programs will be reviewed at least once every five (5) years
- Specified that a program's next Program Review begins five years following the date of approval of the Quality Assurance Plan by SSCPR
- Changed typical timeframe for completion of program reviews from 16 months to 16–20 months
- Added 24-month time limit for completion of Program Review and definition of compliance with respect to this limit
- Expanded the description of what constitutes completion of a Program Review to include completion of Annual Follow-up Reporting, to reflect current practice
- Specified that, when an extension to a program review is requested, the Dean or AVP, Academic decides if the delay is appropriate
- Specified that the Provost will decide on the appropriate action should a program not be in compliance with the Policy and Procedure
- Changed Institutional Analysis and Planning to Office of Planning & Accountability (OPA)

## GV2 STEPS EXPLAINED

**Phase One (3 weeks):** A rationale document is posted. KPU Employees and Students can comment on the post and request to be included in consultations during the policy development.

**Consultation:** Policy Developers consult with mandatory, identified and opted-in consultees.

(List of Policies and Procedures at [Consultation Stage](#))

**Phase Two (3 weeks):** A set of drafts are posted for review and feedback (for new/revised Policy and Procedure only).

## RECENT POSTS

[Policies Currently Posted for Comments June 21, 2024](#)

[\[PHASE TWO POSTING\] AD5 EMERITI DESIGNATION AND AWARDS June 10, 2024](#)

# Proposed Timeline: All Programs



## Consultation

From March 8 to March 28, 2024, a [Phase One Rationale \(PDF\)](#) for AC3 was posted on the [KPU Policy Blog](#) to invite the University community to opt in for consultation.

The following groups and individuals had the opportunity to provide feedback to the Policy Developer as part of the policy development and consultation process:

- Senate Standing Committee on Program Review
- Senate Standing Committee on Policy
- Faculty Councils
- AVP, Academic
- Office of General Counsel
- Risk
- Career Development Centre
- Office of Equity & Inclusive Communities
- Privacy

[\[PHASE TWO POSTING\] HR1 8 JOB ACCOMMODATIONS FOR EMPLOYEES](#) June 10, 2024

[\[PHASE TWO POSTING\] ST1 4 SERVICES FOR STUDENTS WITH DISABILITIES, ST1 5 STUDENT ACCESS TO INTERPRETING SERVICES](#) June 10, 2024

[\[PHASE TWO POSTING\] AC3 PROGRAM REVIEW](#) June 10, 2024

## CATEGORIES

[Administration](#)

[Board](#)

[New Policy/Procedure](#)

[Phase One Posting](#)

[Phase Two Posting](#)

[Policy Amendment](#)

[Policy/Procedure Elimination](#)

[President](#)

[Procedure Amendment](#)

[Senate](#)

[Uncategorized](#)

- Labour Relations
- AVP Indigenous Leadership
- Lead Advisor on Disability, Accessibility and Inclusion

### Draft for Feedback – Phase Two Posting



The Policy Developers reviewed and considered all feedback and suggestions received to finalize the draft Policy and Procedure. The draft Policy and Procedure, linked below, is now available for feedback from the University community for a three-week Phase Two Posting period. The Policy Developers will review and respond to all comments on the Blog after the posting period is complete.

1. [AC3 Program Review Policy Draft \(PDF\)](#)
2. [AC3 Program Review Procedure Draft \(PDF\)](#)

Comments and feedback are welcomed on this post until June 28, 2024, at 11:59pm PST.

## RECENT COMMENTS

Fiona on [\[PHASE TWO POSTING\] HR18 JOB ACCOMMODATIONS FOR EMPLOYEES](#)

Fiona on [\[PHASE TWO POSTING\] ST14 SERVICES FOR STUDENTS WITH DISABILITIES, ST15 STUDENT ACCESS TO INTERPRETING SERVICES](#)

Tristan on [\[PHASE TWO POSTING\] HR18 JOB ACCOMMODATIONS FOR EMPLOYEES](#)

Tristan on [\[PHASE TWO POSTING\] ST14 SERVICES FOR STUDENTS WITH DISABILITIES, ST15 STUDENT ACCESS TO INTERPRETING SERVICES](#)

Janet on [\[PHASE TWO POSTING\] ST14 SERVICES FOR STUDENTS WITH DISABILITIES, ST15 STUDENT ACCESS TO INTERPRETING SERVICES](#)

## ARCHIVES

[June 2024](#)

[May 2024](#)

## Policy Developer

- Meredith Haaf, Director, Planning & Accountability

Posted in [Phase Two Posting](#), [Policy Amendment](#), [Procedure Amendment](#), [Senate](#) and tagged [degree program](#), [non-degree program](#), [Program Development](#), [Program Review](#), [Senate–Approved Programs](#) on [June 10, 2024](#) by [Tristan](#). > [Edit](#)



← [\[PHASE ONE POSTING\] HR24 PROTECTED DISCLOSURE](#)

[POLICIES CURRENTLY POSTED FOR COMMENTS](#) →

[March 2024](#)

[February 2024](#)

[January 2024](#)

[December 2023](#)

[November 2023](#)

[September 2023](#)

[June 2023](#)

[May 2023](#)

[April 2023](#)

[March 2023](#)

[January 2023](#)

[November 2022](#)

[October 2022](#)

[September 2022](#)

[May 2022](#)

[March 2022](#)

[February 2022](#)

[January 2022](#)

[December 2021](#)

[October 2021](#)

[May 2021](#)

[March 2021](#)

**Policy History**

**Policy No.**

AC3

**Approving Jurisdiction:**

Board of Governors, with Senate advice

**Administrative Responsibility:**

Provost and Vice President Academic

**Effective Date:**

September 1, 2025

## Program Review Policy

### A. CONTEXT AND PURPOSE

1. Program Review at Kwantlen Polytechnic University is a faculty-led, collaborative, systematic and evidence-based examination of a program's quality. Program Review allows for a detailed analysis of a program's strengths and areas for improvement that result in enhancements to the program. Students, faculty, alumni, discipline/sector representatives (e.g., program advisory committees), and programs' Deans offices are all given an opportunity to provide their perspectives during the review.
2. As a public institution, KPU has a duty to ensure and report on the quality of its programs. Program Review is the mechanism by which we practice this accountability, and communicate it to our community. KPU's Senate Standing Committee on Program Review (SSCPR) oversees this process.
3. Program Review is the process that drives continual progress and improvement at the program level. Program Review findings should inform Senate deliberations on curricular changes and curriculum development. For this reason, Quality Assurance Plans will be submitted to Senate following approval by the SSCPR, as part of the SSCPR Chair's Report.

### B. SCOPE AND LIMITS

1. This policy applies to educational programs under the governance of Senate.
2. Program Review does not evaluate performance of individual faculty, staff, or administrators.
3. This policy does not apply to programs which are not under the governance of Senate (e.g. Continuing/Professional Studies and Apprenticeship).

### C. STATEMENT OF POLICY PRINCIPLES

1. All degree and non-degree programs will be scheduled for review at least once every five (5) years.
2. All programs under the governance of Senate must meet the requirements of Policy AC3, including programs that undergo extensive review by external accrediting bodies. As appropriate, the review of programs that undergo external review may occur concurrently *with the external accreditation so as not to duplicate processes*.

3. Successful completion of a Program Review includes the SSCPR's approval of the following reports: Self-Study Report, External Review, and Quality Assurance Plan.
4. Final completion of a Program Review occurs when implementation of the Quality Assurance Plan has been deemed substantially completed by the SSCPR, as demonstrated through Annual Follow-Up Reports.
5. The SSCPR Chair will include approved Quality Assurance Plans in the SSCPR Report to Senate.

## **D. DEFINITIONS**

Refer to Section A of AC3 Procedure for a list of definitions in support of this Policy.

## **E. RELATED POLICIES & LEGISLATION**

University Act 35.2 (6)(f)

*AC9 Skills and Outcomes Policy*

*AC10 Development and Change of Senate-Approved Programs*

## **F. RELATED PROCEDURES**

Refer to Procedure AC3 *Program Review*.

| Policy History   |
|--|
| <b>Policy No.</b><br>AC3   |
| <b>Approving Jurisdiction:</b><br>Board of Governors, with Senate advice     |
| <b>Administrative Responsibility:</b><br>Provost and Vice President Academic |
| <b>Effective Date:</b><br>September 1, 2025                                  |

## Program Review Procedure

### A. DEFINITIONS

1. **Annual Follow-up Report:** Annual Follow-up Reporting is the last phase in KPU's Program Review process. It provides programs with a framework for reporting on progress made in carrying out the Quality Assurance Plan (QAP). The first annual-follow up report is due one year after the Quality Assurance Plan has been approved. Reports are provided annually until the program has demonstrated to the satisfaction of the Senate Standing Committee on Program Review (SSCPR) that the Quality Assurance Plan (QAP) is substantially completed. This is required so KPU can demonstrate how the Program Review led to program improvements, one of our accountability requirements to government.
2. **External Review:** The External Review follows the completion of the Self-Study Report. It is conducted by a team of three members, two of whom are external to KPU, and one who is a faculty member from another faculty at KPU. The purpose is to validate the Self-Study Report and provide additional information regarding program's strengths and areas needing improvement. The External Review phase involves a site visit, either on-campus or online, which allows the External Review Team (ERT) to meet with various interested parties to ensure that the ERT has sufficient information upon which to base their assessment of the Self-Study Report.
3. **Program:** A defined set of courses of instruction that lead to a credential approved by KPU Senate. A program also consists of a) a unit of study, under the governance of Senate, that results in the granting of a degree or a non-degree credential or b) a unit of study that constitutes the

- designation of major or minor, or c) a unit of study that constitutes a department.
4. **Quality Assurance Plan:** The Quality Assurance Plan (QAP) is a multi-year strategic plan for how the program will address the recommendations emerging from the Self-Study and External Review of the program.
  5. **Self-Study:** The Self-Study consists of a review of the program's curriculum, instructional design and delivery, program relevance, student demand and resources needed to support the program. It is the core of the program review process and forms the foundation on which the entire review is based. It includes an analysis of the program's strengths, weaknesses, opportunities and challenges, as well as recommendations that will need to be addressed to improve the program's quality.
  6. **SSCPR:** The Senate Standing Committee on Program Review (SSCPR) is responsible for: developing procedures and standards to ensure Program Reviews are conducted in accordance with the principles of the Program Review Policy; and reviewing reports to ensure they meet KPU's program review standards. The Committee includes faculty, dean, staff and student representation.

## B. PROCEDURES

1. The schedule for Program Reviews is updated on a yearly basis by the Office of Planning & Accountability's (OPA) Manager of Quality Assurance, in consultation with the Deans and Associate Deans, and provided to Senate to ensure programs are reviewed at least once every five years. For departments with more than one program in the same discipline, they are reviewed together.
2. The review consists of four components, each of which requires a report to be submitted to the SSCPR:
  - a. Phase 1: Self-Study;
  - b. Phase 2: External Review;
  - c. Phase 3: Quality Assurance Plan;
  - d. Phase 4: Annual Follow-Up Reporting.
3. Faculty are responsible for writing and submitting all Program Review reports and appendices (with the exception of the External Review) and ensuring that each report is in compliance with SSCPR-approved standards and templates. Deans are also expected to provide input to all reports (with the exception of the External Review). The Provost is expected to provide direct input to the Quality Assurance Plan.
4. Guides that lay out expectations for each component of the review process, as well as templates for each report, are available on OPA's Program Review webpage, linked here: [Guides & Sample Reports](#). These documents include, but are not limited to, the following:
  - a. **Guide #1: Getting Started** – provides the Program Review Team with an overview of the Program Review process at KPU and prepares them for the Program Review kick-off meeting.



- b. **Guide #2: Curriculum Review** – includes information on how to conduct a curriculum review, including developing/reviewing program learning outcomes, career pathways map, and curriculum map. It also explains where to report this information in the Self-Study Report template.
  - c. **Guide #3: Self-Study Data** – provides information about the data sources available for the Self-Study, including administrative data, standard survey questions, and the survey development process. Administrative data and survey results, which are provided by OPA, inform assessments of program relevance and demand, effectiveness of instructional delivery, and program resources, services, and facilities.
  - d. **Guide #4: Self-Study** – Explains how to use the Self-Study data to address the Program Review questions and where to report this information in the Self-Study Report template within the following sections: program relevance and demand (relevance, faculty qualifications and currency, student demand); effectiveness of instructional delivery (instructional design and delivery of the curriculum, student success, student experience including equity, diversity and inclusion); and resources, services and facilities.
  - e. **Guide #5: External Review** – provides information on the steps required to plan an external review site visit and criteria for selection of external reviewers.
  - f. **Guide #6: Quality Assurance Plan Development** – comes with a template and explains in detail how to develop a Quality Assurance Plan based on the findings and recommendations in the Self-Study and External Review Reports.
  - g. **Guide #7: Annual Follow-Up Reporting** – explains the process for reporting back to the SSCPR on progress made in carrying out the Quality Assurance Plan.
5. Sample approved reports are also available on the OPA's Program Review webpage, linked here: [Guides & Sample Reports](#).
  6. To ensure quality standards, the SSCPR must approve each report before the review can proceed to the next phase of the process.
  7. The SSCPR also approves the individuals the program nominates to serve as external reviewers.
  8. A program with an external accreditation body will only require one external review site visit (to be conducted by the accreditation external review team) if the following conditions are met:
    - a. The composition of the accreditation external review panel is equivalent to that of a KPU external review team (i.e. the team consists of a combination of academics and discipline/sector professionals).
    - b. The accreditation review site visit is similar in scope to that of a KPU external review site visit and will involve talking to similar groups of stakeholders (e.g. students, faculty, staff, alumni, advisory board members).
    - c. The accreditation external review report can be made public on KPU's Program Review website.
  9. The Quality Assurance Plan is approved by SSCPR and is then forwarded to Senate for information. The next Program Review begins five years following the date of approval of the Quality Assurance Plan by SSCPR. The approved Quality Assurance Plans are available on OPA's Program Review webpage, linked here: [Completed Reviews](#).
  10. A Program Review is completed once the SSCPR has determined that the Quality Assurance Plan has been substantially completed and no additional Annual Follow-up Reporting is required.
  11. A review typically takes 16-20 months from commencement to submission of the Quality Assurance Plan, unless the program has provided the SSCPR with an appropriate rationale for an extension. The Dean or AVP Academic decides if a delay is appropriate. However, all reviews

must be completed within 24 months of starting (i.e., the Quality Assurance Plan must be approved by the SSCPR within 24 months of the commencement of the review).

12. Compliance with AC3 Policy and Procedure would encompass the following situations:
  - a. A program's Quality Assurance Plan not more than five years ago; OR
  - b. The review is underway, started within 5 years of completion of the last review, and is progressing appropriately (i.e., it has been less than 24 months since the review began).
13. The Provost will decide on the appropriate action should a program not be in compliance with this Policy and Procedure.
14. OPA provides planning support and guidance throughout the review process; provides administrative data; oversees survey data collection (which includes gathering views from students, faculty, alumni and members of the sector), including guidance on survey design, survey administration, and data analysis and reporting. OPA also provides administrative support to the SSCPR. The OPA staff who are on-hand to provide support are:
  - a. Manager, Quality Assurance;
  - b. Research Analysts, Quality Assurance.

## **C. RELATED POLICY**

*AC3 Program Review*

*AC9 Skills and Outcomes*

*AC10 Development and Change of Senate-Approved Programs*

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number:** 6.2

**Meeting Date:** November 27, 2024

**Presenter(s):** Lily Chong

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**AGENDA TITLE:** BOARD GOVERNANCE MANUAL CLERICAL CHANGES

**ACTION REQUESTED:** Information

**RECOMMENDED RESOLUTION**

N/A

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### COMMITTEE REPORT

On November 14, 2024, the Board Governance Manual clerical changes came to the Board Human Resources Committee as information.

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### Context and Background

The Board Governance Manual sets out the governance structure and principles pursuant to which the Board exercises its responsibilities and carries out its duties of stewardship and accountability.

As per the Board Governance Manual, Section 1 – Introduction, the University Secretary, after consulting with the Board Chair, may make and publish amendments to this Board Manual that are minor or administrative in nature.

### Key Messages

1. The Board Governance Manual is a key document that outlines the duties and responsibilities of the Board as a whole, its committees and individual Board members.
2. The Board Governance Manual requires periodic updating to stay current with the university structure and policies and sometimes a more in-depth review and edit when the Board feels significant changes are required.
3. The Board Governance Manual is presented here for discussion and direction to the University Secretary if any updating is required.
4. The following revisions have been made to the Board Governance Manual:
  - Degendering of the Board Governance Manual
  - All legislative changes to the University Act (pertaining to s. 22, 23, 27, 59, 60, and 61)

- Update to the Glossary of Acronyms
- Update of Section 9: to include KPU's most up-to-date policies on code of conduct, including:
  - KPU Employee Code of Conduct (A.2)
  - KPU Policy HR5 Diversity and Inclusiveness (C.6)
  - KPU Policy HR21 Respectful Workplace (C.1(c))
- Updates to Appendix D: Board Approved University Policies

### **Resource Requirements**

1. Consultation and Communication: To ensure consistent application of updated terminology and policy standards.
2. Additional resources may be needed to ensure that Board Members have access to the latest version.

### **Implications/Risks**

1. Compliance: Failure to update or implement legislative changes to the University Act accurately may result in non-compliance with provincial regulations, potentially impacting governance integrity.
2. Reputational: Maintaining updated language that reflects inclusivity (degendering) and adherence to policies around respect and diversity reinforces the Board's commitment to inclusivity. Delays in these updates could affect perceptions of KPU's governance standards.
3. Operational: Board members may require

### **Consultations**

1. The Office of the President; Vice President, Human Resources; Vice President, Office of Equity and Inclusive Communities were consulted.

### **Attachments**

1. KPU Board Manual 2017 – Revised October 30, 2024

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### **Submitted by**

Lily Chong, University Secretary.

### **Date submitted**

November 15, 2024



## KWANTLEN POLYTECHNIC UNIVERSITY BOARD GOVERNANCE MANUAL

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### APPROVED BY THE BOARD OF GOVERNORS

ORIGINAL EFFECTIVE DATE: NOVEMBER 21, 2012

REVISED: ~~SEPTEMBER 29, 2022~~ NOVEMBER 1, 2024

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<sup>1</sup> Recommended by the Board/Senate Task Force on Bicameral Governance and approved by Senate (December 15, 2014) and the Board of Governors (September 23, 2015).

<sup>2</sup> The Skills Competency Matrix for Governing Board referred to in this Board Manual is detailed in Section 19 (Board Composition and Succession Planning) and addresses the combination of skills and experience that Board Members, as a group, should possess.

## 1. INTRODUCTION

This Board Governance Manual (“this Board Manual”) has been approved by the Board of Governors of Kwantlen Polytechnic University (“KPU”). It sets out the governance structure and principles pursuant to which the Board exercises its responsibilities and carries out its duties of stewardship and accountability.

The Board Manual is reviewed and approved at least every two years, or as required by legislative changes or developments in governance best practice, by the Board through its Governance Committee.

The University Secretary, after consulting with the Board Chair, may make and publish amendments to this Board Manual that are minor or administrative in nature.

## 2. KPU OVERVIEW

Kwantlen Polytechnic University (KPU) has served Metro Vancouver since 1981 through multiple campus locations in the South Fraser region, offering a comprehensive range of [programs](#) in business, arts, design, health, science and horticulture, trades and technology, developmental and English Language Studies.

It began in 1981 as Kwantlen College, became Kwantlen University College in 1995, and achieved full university status as KPU in 2008.

As of 2016, KPU has served over 200,000 learners. Over 19,000 students annually have a choice from over 120 programs, including bachelor's degrees, associate degrees, post-baccalaureate programs, diplomas, certificates, citations and apprenticeship training.

International education at KPU has grown since 2008, and in the 2016/17 Academic year represented 16% of enrollments and 35% of total tuition revenues. Students are drawn from all around the world, notably India, China, and the Middle East.

KPU undertakes disciplinary, mission-critical and applied research and scholarship in areas such as Horticulture, Sustainable Agriculture, Psychology, the Liberal Arts, the Sciences, Business and many dimensions of teaching and learning.

Each year, KPU publishes an [Accountability Plan and Report](#) to the government of BC which provides an update on the university's developments, enrollments and financial picture. A [Report to the Board](#) at each of meeting of the Board of Governors provides a detailed update on KPU's activities.

### 3. DEFINITIONS

|                    |  |
|--------------------|--|
| All Applicable Law | All applicable federal, provincial and municipal law including statutes, regulations, bylaws, directives, guidelines and public sector reporting requirements and any contractual or other legal obligations.  |
| Appointed Member   | An individual who is appointed to the Board by the Lieutenant Governor in Council.   |
| Associate          | Means: <ul style="list-style-type: none"> <li>i) a spouse of the Board Member;</li> <li>ii) a <u>child (biological, adopted, stepchildren)</u> <del>son or daughter</del> of the Board Member;</li> <li>iii) a relative of the Board Member who is living in the family residence, other than <del>his or her son or daughter</del> <u>child (biological, adopted, stepchildren)</u>, who <del>is</del> <u>are</u> living in the family residence;</li> <li>iv) a friend of the Board Member;</li> <li>v) a corporation of which the Board Member beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation; and</li> <li>vi) a trust or estate in which the Board Member has a substantial beneficial interest or for which the Board Member serves as trustee.</li> </ul> |
| Board              | KPU Board of Governors.  |
| Board Member       | Means a duly elected, appointed or ex-officio member of KPU's Board of Governors.  |
| Closed Meetings    | KPU Board Meetings that are held in the absence of the public.   |
| Elected Member     | An individual who is elected to the Board by a constituency group.   |
| In Camera Meetings | KPU Board Meetings that are held without any members of the  |

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|                           | University Executive.   |
| Management                | Employees of KPU. Elected Board Members are not covered by the use of this term.                            |
| Officer of the University | Means the University's President, Vice President(s), Associate Vice President(s), and University Secretary. |
| Regular Meetings          | KPU Board Meetings that are open to the public.   |
| Senior Leadership         | Refers to the President and Vice Presidents collectively.   |
| University Executive      | Refers to the members of the <a href="#">University Executive</a> listed on the website                     |

## 4. BICAMERAL GOVERNANCE FRAMEWORK

As of September 1, 2008, KPU became a Polytechnic University, governed by the *University Act* (“Act”). This brought bicameral governance to KPU, an important difference from its previous governance structure.

Both the Board and the Senate are governing bodies of KPU. Bicameral governance delineates the strategic oversight of the Board from the academic responsibility of the Senate.

The Board’s role is to be informed about, but not supervise or direct the day-to-day activities, risks and successes of the organization. The Board sets the overall vision and strategic direction, periodically assesses the operational status relative to that direction, and leaves the day-to-day operational issues to KPU’s Senior Leadership. The Board is responsible for the business of KPU – its administration, finances, operations, assets, role in the community and the integrity of such.

The Senate has a more focused responsibility for the academic integrity of KPU, subject to the Board’s involvement where academic matters interface with matters of business and the larger community. Composed primarily of the academic employees of KPU, the Senate is responsible for academic and curriculum-related matters, including setting curriculum content for courses, policies for examinations and evaluation of student performance and qualifications for admission.<sup>3</sup>

With support from the University Executive, the President plays a bridging role between the Board and the Senate. The President is a member of the Board and Chair of the Senate.

The *University Act* provides for Board interaction with the Senate in a number of areas and ways. Below is a brief outline of the Board’s relationship with the Senate. Additional details are found in Appendix “C.1” of this Board Manual.

### Consider recommendations from the Senate

The Board must consider recommendations from the Senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction.<sup>4</sup>

Consult with the Senate:

The Board must consult with Senate on specified matters, including the maintenance and order and condition of real property, to erect and maintain buildings and structures on it that in the opinion of the board are necessary and advisable, and to make rules

<sup>3</sup> *University Act*, s. 35.2(5).

<sup>4</sup> *University Act*, s. 27(2)(i). Providing for their establishment also requires the approval of Senate (see below) – *University Act*, s. 27(2)(j).

~~respecting the management, government and control of the real property, buildings, and structures, rules respecting the management, government and control of real property, buildings and structures~~ and the conservation of heritage sites of the university, including any heritage buildings, structures, and land of KPU.<sup>5</sup>

**Commented [LC3]:** Legislative change of UA 22(d)(e)

### Seek advice from the Senate

The Senate must also advise the Board and the Board must seek the advice of the Senate on the development of educational policy for specified matters, including the mission statement and educational goals, objectives, strategies and priorities of KPU; establishment, revision or discontinuance of courses and programs at KPU; establishment or discontinuance of faculties at KPU; qualifications for faculty members.<sup>6</sup>

### With approval from the Senate

The Board must get approval of the Senate on specified matters, including the selection procedure for the President, deans, librarians, registrar, and other senior academic administrators as the Board may designate;<sup>7</sup> providing for the establishment of faculties and departments the Board considers necessary;<sup>8</sup> providing for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the Board and Senate consider advisable;<sup>9</sup> and determining the number of students – in the opinion of the Board – to be accommodated at KPU or in any faculty at KPU.<sup>10</sup>

The *University Act* also provides that the Board may appoint one person to be a non-voting member of the Senate to serve for one year.<sup>11</sup>

To facilitate the transition from University College to Polytechnic University, the Board and Senate struck a joint task force on bicameral governance (the “Task Force”). The Task Force developed a set of principles to guide bicameral governance at KPU which were approved and adopted by the Board of Governors and Senate (Appendix “C.2”). The principles are broad in nature and are intended to assist in developing policies in all areas involving both the Board and the Senate. In addition, the Task Force assisted in developing procedures for the budget development and review process, and the establishment, revision, suspension and/or discontinuance of programs.

<sup>5</sup> *University Act*, s. 27(2)(d) and (e).

<sup>6</sup> *University Act* s. 35.2(6).

<sup>7</sup> *University Act*, s. 27(2)(f).

<sup>8</sup> *University Act*, s. 27(2)(j).

<sup>9</sup> *University Act*, s. 27(2)(k).

<sup>10</sup> *University Act*, s. 27(2)(r).

<sup>11</sup> *University Act*, s. 35.2(2)(k).



## 5. BOARD GOVERNANCE STRUCTURE

### Board Powers and Duties

Pursuant to the *University Act*, the Board is responsible for the “management, administration and control of the property, revenue, business and affairs” of KPU.<sup>12</sup> The Board fulfills its duty by delegating to the President responsibility for the day-to-day operations of KPU within the parameters set by the Board and requires regular reporting from the President. Board Members serve part time and the Board’s role is one of governance and oversight of KPU.

The Board’s governance role is set out in the Board Terms of Reference and involves a wide range of responsibilities, including approving KPU’s strategic plan, monitoring KPU’s performance, ensuring Senior Leadership are appropriately qualified, reviewing KPU’s material risks and overseeing a succession planning process to ensure continued leadership.

### Board Structure

The Board is composed of 15 members as follows:<sup>13 14</sup>

- a) the Chancellor;
- b) the President;
- c) two faculty members elected by faculty members;
- d) eight persons appointed by the Lieutenant Governor in Council, two of whom are appointed from individuals nominated by the alumni association;
- e) two students elected by students; and
- f) one person elected by and from KPU employees who are not faculty members.

### Term Lengths

Board Members hold office for terms of varying lengths:<sup>15</sup>

- a) Faculty and KPU employee representatives are elected for three-year terms;
- b) Student representatives are elected for one-year terms.<sup>16</sup>

<sup>12</sup> *University Act*, s. 27(1).

<sup>13</sup> For Elected Members, see Section 26, *Conflict of Interest*

<sup>14</sup> *University Act*, s. 19(1).

<sup>15</sup> *University Act*, s. 19

<sup>16</sup> *University Act*, ss. 20(1) and(2).

- c) Elected Members are eligible for re-election, but may not hold office for more than six consecutive years.<sup>17</sup>
- d) Appointed Members are appointed for term lengths up to three years at the Government's discretion and may be re-appointed to a maximum of six consecutive years.<sup>18</sup>
- e) The Chancellor and the President are members of the Board for so long as they hold their respective offices.<sup>19</sup>

### Eligibility

The following persons are not eligible to be or to remain Board Members:<sup>20</sup>

- ~~b)~~a) \_\_\_\_\_ members of the Parliament of Canada;
- ~~e)~~b) \_\_\_\_\_ members of the Executive Council or of the Legislative Assembly;
- ~~d)~~c) \_\_\_\_\_ a member of the public service in the ministry;
- ~~e)~~d) \_\_\_\_\_ a member of the public service designated by the Minister;

<sup>17</sup> *University Act*, s. 21.

<sup>18</sup> *University Act*, ss. 20(1.1) and 21.

<sup>19</sup> *University Act*, s. 20(3).

<sup>20</sup> *University Act*, s. 23(1)(2).

### Committees

The Board has the power to appoint the Committees it considers necessary and advisable, including joint Committees with the Senate.

The current Committees of the Board are:

- a) Audit;
- b) Finance;
- c) Human Resources; and
- d) Governance.

The Board has established Terms of Reference for each committee that set out the committee's mandate, composition, powers and duties, rules of procedure and accountability.

The Board may establish task forces, Advisory Boards or other temporary working groups to address time limited projects.

### Board Relations with KPU's Senior Leadership

The Board appoints the President of KPU and delegates to the President overall responsibility for the operations of KPU within the parameters set by the Board.

This Board Manual establishes the roles and responsibilities of the Board in relation to the President, Senior Leadership and the University Executive. Board Members may direct questions or concerns through the Board Chair to the President, or through the Vice Chair, who is also Chair of the Human Resource Committee.

**Board Relations with the Kwantlen Polytechnic University Foundation<sup>21</sup>**

The Board recognizes and supports the important fundraising work done by the Kwantlen Polytechnic University Foundation (the “Foundation”) to fund KPU’s key strategic priorities.

To support the Foundation’s work, the Board:

- a) encourages each Board Member to make a meaningful gift to the Foundation, commensurate with ~~their~~<sup>his or her</sup> means.

**Board Relations with the Kwantlen Polytechnic University Alumni Association (KPUAA)<sup>22</sup>**

The Board recognizes the significant impact KPU’s alumni have on the communities we serve and the Board supports the KPUAA’s commitment to actively engage with its alumni.

Under the *University Act*<sup>23</sup>, the KPUAA’s duties with regard to the Board are to:

- a) Nominate the candidate for chancellor; and
- b) Nominate candidates for two positions on the Board.

<sup>21</sup> The KPU Foundation is a separate entity from KPU. The relationship between KPU and the Foundation is guided by a Memorandum of Agreement.

<sup>22</sup> The KPU Alumni Association is a separate entity from KPU. The relationship between KPU and the Alumni Association is guided by a memorandum of understanding.

<sup>23</sup> *University Act* s. 11(1)



## 6. BOARD TERMS OF REFERENCE

### Role

As set out in the *University Act*, the Board is responsible to manage, administer and control KPU's property, revenue, business and affairs.<sup>24</sup>

The Board delegates to the President responsibility for the day-to-day operations of KPU within the parameters set by the Board. Board Members serve part-time and the Board's role is one of governance and oversight of KPU.

### Responsibilities

The Board's powers are set out in section 27(2) of the *University Act*. In furtherance of the roles and responsibilities conferred on it by the Act, and in accordance with the BC government's [Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability](#) (June 2014), the Board establishes a governance framework to guide its work.

The President and the four current Board Committees that provide in-depth concentration in key areas of Board responsibility support the Board's work.

The key responsibilities of the Board are set out below.

### Human Resources

The Board:

- a) appoints the President as the chief executive officer of KPU, sets the President's salary or remuneration, and defines the President's duties and tenure of office;<sup>25</sup>
- b) monitors and evaluates the President's performance;
- c) oversees President succession planning and ensures plans are in place to deal with a planned or emergency departure of the President;
- d) provides advice and counsel to the President in the execution of the President's duties;
- e) with approval of the Senate, establishes procedures for the recommendation and selection of candidates for President, deans, librarians, registrar and other senior academic administrators as the Board may designate;<sup>26</sup>

<sup>24</sup> *University Act*, s. 27(1).

<sup>25</sup> *University Act*, s. 27(2)(g).

<sup>26</sup> *University Act*, s. 27(2)(f).

- f) delegates to the President or those individuals or committees as outlined in Appendix “H” responsibility to appoint, promote and remove senior academic administrators, faculty and other members of the teaching staff, and the officers and employees of KPU and set their salaries or remuneration, define their duties and their tenure of office or employment;
- g) upon nomination by the alumni association and after consultation with the Senate, appoints the Chancellor in accordance with the *University Act*;<sup>27</sup> and
- h) ensures that KPU human resources strategies provide for the development of key personnel consistent with the future leadership needs of KPU;
- i) approves collective agreements and Terms and Conditions of Employment for Administrative Employees; and
- j) ensures KPU’s compensation and human resources philosophies and strategies are in keeping with KPU’s mission, vision, values and goals and legislative and policy requirements.

### **Strategy**

KPU’s Senior Leadership, in consultation with internal and external stakeholders and in accordance with KPU’s fiscal accountability to the Government (i.e. the annual mandate<sup>28</sup> and budget letters) formulates a strategic plan and supporting operating and capital plans and budgets and the Board assesses and ultimately approves them.

The Board:

- a) reviews and approves KPU’s mission, mandate, vision and commitment statements;
- b) participates in the development of and approves KPU’s strategic plan;
- c) oversees the ongoing implementation of KPU’s strategic plan and establishes key performance measures;
- d) monitors KPU’s performance against the various plans and budgets, and agreed-upon key performance measures and approves revisions to the plans and budgets as required;
- e) reviews and approves KPU’s annual capital and operating budgets;<sup>29</sup>

<sup>27</sup> *University Act*, s. 11(1).

<sup>28</sup> The Mandate Letter provides the government’s strategic priorities and sets out performance expectations for the fiscal year for KPU: [2023 Mandate Letter](#)

<sup>29</sup> *University Act*, s. 27(2)(l).

- f) seeks the advice of the Senate on the development of educational policy for those matters outlined in section 35.2(6) of the *University Act*;
- g) considers recommendations from the Senate for the establishment and discontinuance of faculties and departments;<sup>30</sup>

### Risk

The primary responsibility for KPU's risk management is vested in the President and overseen by the Board.

KPU's Senior Leadership is responsible for establishing processes, procedures and mechanisms by which key matters of risk are identified, and ensuring that strategies are developed to manage such risks.

The Board is responsible for:

- a) understanding the key strategic risks to KPU;
- b) ensuring, through regular reviews and assessments, that Senior Leadership has established appropriate systems to manage these risks; and
- c) receiving regular reports from Senior Leadership on the management of material risks<sup>31</sup> to KPU.

In particular, the Board will review with Senior Leadership the policies and procedures that are in place to identify, manage and monitor material risks including, but not limited to:

- a) Financial – Impacts to KPU's physical assets and financial resources;
- b) Human Resources – Impacts to KPU's ability to invest, manage, and support its Human Resources;
- c) Operational – Impacts to KPU's ability to manage day-to-day programs, processes, engagement and the effective and efficient use of its resources;
- d) Regulatory & Compliance – Impacts to KPU's ability to adhere to all applicable law;
- e) Strategic & Reputational - Impacts to KPU's ability to achieve strategic goals and objectives;
- f) Safety & Security – Impacts to KPU's ability to protect itself and its stakeholders from harm; and

<sup>30</sup> *University Act*, s. 27(2)(i) and 35.2(6)(e).

<sup>31</sup> A material risk is defined as an exposure which, if realized, can adversely affect the achievement of KPU's strategic priorities, objectives or goals.

- g) Other areas of specific concern to the Board and/or Senior Leadership.

#### **Risk Review**

At least annually, the Board participates in a Risk Identification and Assessment session with Senior Leadership where:

- a) KPU's strategic risks are identified or updated;
- b) Newly identified or updated risks are assessed for their likelihood of occurrence and severity of impact; and
- c) Progress on Senior Leadership's risk mitigation plans are reviewed for adequacy and effectiveness.

#### **Financial Information, Systems and Controls**

The Board:

- a) directs and oversees KPU's internal and external audit;
- b) verifies that Senior Leadership has established and is applying appropriate audit, accounting and financial reporting principles;
- c) verifies that internal financial and operational controls and information systems are in place and functioning satisfactorily; and
- d) reviews and approves KPU's annual audited financial statements.

#### **Monitoring and Reporting**

The Board:

- a) ensures the publication of the Board's governance framework;
- b) monitors KPU's performance against the objectives set out in the strategic plan and agreed-upon key performance measures;
- c) identifies and monitors quantifiable measures and benchmarks relating to the academic and overall experience of KPU students and establishes processes to obtain student feedback;
- d) ensures KPU's financial position is reported fairly and in accordance with generally accepted financial reporting standards;
- e) ensures quarterly reporting to the Government on the annual capital and operating budget<sup>32</sup>;

<sup>32</sup> *Budget Transparency and Accountability Act*

- f) annually approves for submission to the Government a copy of KPU's audited financial statements and the Institutional Accountability Plan and Report; and
- g) at the request of the Minister, prepares and submits, an annual report together with financial statements, and other information that the Minister considers necessary to carry out the Minister's responsibilities under the *University Act*.<sup>33</sup>

#### Code of Conduct

The Board:

- a) establishes, and updates as required, a Code of Conduct for Board Members which includes the duties of Members of the Board or its Committees in conflict of interest situations;
- b) approves a Code of Conduct<sup>34</sup> for all KPU employees and monitors through Senior Leadership, compliance with all significant policies that govern KPU's operations; and
- c) adheres to the Code of Conduct for Board Members as described in Section 9

#### Appeal

The Board:

- a) conducts appeal hearings for any member of the teaching and administrative staffs and any officer or employee of KPU suspended by the President.<sup>35</sup>

#### Communications

The Board:

- a) ensures KPU has a plan in place to communicate effectively with students, faculty, employees, government, stakeholders and the public.

The President is the primary spokesperson for KPU and the Board Chair is the primary spokesperson for the Board. As authorized by the President, KPU has additional spokespersons for specific subject matters<sup>36</sup>.

<sup>33</sup> *University Act*, s. 32(1) and s. 49(1). See for example the Ministry of Advanced Education's reporting requirements for BC's public post-secondary institutions at <http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration>

<sup>34</sup> Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability (June 2014)

<sup>35</sup> *University Act*, s. 60(3).

<sup>36</sup> See Section 9, "Public Statements"

**Government Relations****The Board:**

- a) works in a collaborative relationship with the Government;
- b) requires Senior Leadership to report (both promptly and adequately) the financial performance of KPU to Government and stakeholders;
- c) reports to Government on the Board's stewardship for the preceding year, upon request of the Government; and
- d) in a timely manner, keeps Government informed of material issues that could affect KPU and KPU's ability to meet targets set by Government.

**Governance Effectiveness****The Board:**

- a) establishes the framework for the governance of KPU;
- b) may appoint non-program advisory committees, consisting, either wholly or partly of persons unconnected with KPU ("Advisory Committee");<sup>37</sup>
- c) may refer matters to an Advisory Committee for advice and report, such advice and report which must be considered and weighed by anybody in KPU which the Board so directs;<sup>38</sup>
- d) reviews and updates the Board's governance policies referred to in this Board Manual at least every two years or more frequently as required;
- e) develops a plan for long term Board composition and updates the Skills Competency Matrix for Governing Board;<sup>39</sup>
- f) provides comprehensive orientation and professional development sessions for Board Members; and
- g) annually examines the effectiveness of the Board, its committees and the current Board Chair and its relationship with Senior Leadership, the Senate and Government.

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<sup>37</sup> *University Act*, s. 34(1);

<sup>38</sup> *University Act*, s. 34(1).

<sup>39</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

### Reliance on Management

In carrying out its responsibilities, the Board relies on KPU's Senior Leadership to provide it with accurate and complete information.

### External Advisors

In carrying out its responsibilities, where appropriate (i.e. considering KPU's internal resources, and the Board budget and subject to KPU's procurement practices) and in consultation with Senior Leadership, the Board is entitled to retain and rely on external professional service firms, consultants and advisors (collectively "External Advisors") as needed to fulfill its mandate.

When the Board retains External Advisors, the Board must ensure that any relevant information, findings, or recommendations of the External Advisors be immediately reported to Senior Leadership, as appropriate. Typically, the Board Chair will provide such information to the President.

In Accordance with the *University Act*.<sup>40</sup>

### Advisory boards

- (1) The board may
  - (a) appoint advisory boards, consisting, either wholly or partly, of persons unconnected with the university, on terms and for purposes the board may consider advisable, and
  - (b) refer to an advisory board for advice and report any subject or matter that the board considers advisable.
- (2) The advice and report of an advisory board appointed under subsection (1) must be considered and weighed by anybody in the university to which the board directs the advice to be given or report to be made.

<sup>40</sup> *University Act*, s. 34

## 7. BOARD CHAIR POSITION DESCRIPTION

### Election and Term

The Board Chair is elected annually in accordance with Section 24 of the Board Manual and may be re-elected up to a maximum of three consecutive years.<sup>41</sup>

### Role

The principal role of the Board Chair is to provide leadership to the Board and ensure the Board meets its obligations and fulfills its governance responsibilities. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and Senior Leadership, and represents the Board internally and externally, including acting as a spokesperson on behalf of the Board. ~~He/She~~They acts as a signatory representing KPU and the Board, as authorized by the Board.

### Eligibility

The Board Chair must be an Appointed Member of the Board.

### Duties and Responsibilities

The Board Chair:

#### Working with Senior Leadership

- a) acts as a liaison between Senior Leadership and the Board;
- b) fosters a constructive relationship between the Board and Senior Leadership through regular contact with the President;
- c) acts as a sounding board, counselor and confidant for the President;
- d) provides support and mentorship to Senior Leadership;
- e) ensures appropriate and timely communication between the Board, stakeholders and the President;
- f) seeks to ensure that Senior Leadership presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities;

#### Board Operations

- a) in consultation with the President and/or University Secretary:

<sup>41</sup> The Board may, in exceptional circumstances, extend the Board Chair's term beyond three years.



- i. develops and sets the Board meeting agendas and discusses materials required to ensure Board members have sufficient background information to enable them to prepare for the meeting;
- ii. ensures minutes are accurately recorded and presented at subsequent meetings;
- b) calls meetings of the Board;
- c) presides over Board meetings;
- d) conducts Board meetings in an efficient, effective and focused manner;
- e) recommends to the Board the Chairs, Vice Chairs and members for each Committee;
- f) when not a member of a certain Committee, may nonetheless attend that Committee's meetings as a non-member;
- g) determines whether or not a conflict of interest exists in relation to KPU Board Members<sup>42</sup>;
- h) signs documents on behalf of the Board as authorized by the Board<sup>43</sup>;
- i) mentors and supports the vice-chair in the development of skills and attributes necessary for a leadership role;

#### **Board Effectiveness**

- a) leads the Board in fulfilling its governance responsibilities as set out in the Board Terms of Reference;
- b) ensures the Board has cohesion of direction and purpose at a policy and strategic level;
- c) maintains an appropriate boundary between the Board and Senior Leadership responsibilities;
- d) liaises with Committee Chairs to ensure coordination between the work of the Committees and the Board, and ensures satisfactory Committee reports for the Board;
- e) at meetings, encourages participation of all Board Members and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Members;
- f) builds consensus and develops teamwork within the Board;

<sup>42</sup> See Section 26 Conflict of Interest

<sup>43</sup> *University Act* s 56

- g) fosters ethical and responsible decision making by the Board;
- h) ensures that each Board Member is contributing to the Board's work;
- i) makes himself or herself available to individual Board Members for questions, counsel and discussions relating to KPU;
- j) in concert with the President and University Secretary, provides new Members with information on the Board's current issues as part of the Board Member orientation program;
- k) keeps the Board up to date on all significant developments at KPU, both at and between meetings; and
- l) in consultation with the Governance Committee, leads and/or participates in the Board and Board Member self-evaluation process.

#### **Appointments, Re-Appointments and Government Relations**

- a) acts as the principal interface between the Board and the Minister of Advanced Education, Skills and Training;
- b) liaises with the Board Resourcing and Development Office and the Minister of Advanced Education, Skills and Training regarding new appointments and re-appointments; and
- c) assumes those appointments on external bodies that are typically assumed by reason of his/her position as Board Chair.

#### **University Relations**

- a) participates in Convocation and other events organized by KPU; and
- b) facilitates appeal hearings for any member of the teaching and administrative staff and any officer or employee of KPU suspended by the President<sup>44</sup>.

#### **Board Chair Evaluation**

The Board formally evaluates the Board Chair's performance on an annual basis. The evaluation process is set out in the section entitled "Board Chair Evaluation".

#### **Board Chair Expenses**

The Board Chair is entitled to reimbursement for reasonable expenses in accordance with Section 25 of this Board Manual and KPU Policy *FM5 Business and Travel Expense*.

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<sup>44</sup> *University Act* s. 60(3)

The Board Chair's expenses are reviewed quarterly by the Chair of the Board Audit Committee.

#### **Board Member Expenses**

The Board Chair reviews and approves the expenses of Board Members, including the Vice Chair in accordance with KPU Policy *FM5 Business and Travel Expense*.

#### **President & Vice Chancellor Expenses**

The Board Chair pre-approves the President's travel expenses and reviews and approves the President's monthly expense and perquisite reimbursement.

## 8. BOARD VICE CHAIR POSITION DESCRIPTION

### Vice Chair

The Board Vice Chair is elected annually in accordance with Section 24 of the Board Manual and may be re-elected up to a maximum of three consecutive years.<sup>45</sup>

### Eligibility

The Vice Chair must be an Appointed Member of the Board.

### Duties and Responsibilities

The Vice Chair:

- a) in the absence of the Board Chair or as required, assists the President and the University Secretary in developing and setting Board meeting agendas;
- b) assists the Board Chair in coordinating and providing leadership to the Board;
- c) assumes leadership responsibilities for key initiatives or activities, as assigned;
- d) chairs the Board Human Resources Committee;
- e) performs the Board Chair's duties in his/her absence, including an unplanned vacancy until a successor is chosen by the Board in accordance with Section 24 of this Manual; and
- f) attends community and KPU events on behalf of the Board Chair, as assigned.

### Expenses

The Vice Chair is entitled to reimbursement for reasonable expenses in accordance with Section 25 of this Board Manual and KPU Policy *FM5 Business and Travel Expense*.

The Board Chair reviews and approves expenses of the Vice Chair.

<sup>45</sup> The Board may, in exceptional circumstances, extend the Board Vice Chair's term beyond three years.

## 9. INDIVIDUAL BOARD MEMBER POSITION DESCRIPTION AND CODE OF CONDUCT

### Introduction

The Board has developed this Position Description to outline the duties and responsibilities of individual Board Members and its expectations for how those duties and responsibilities are discharged. The duties and responsibilities of the Board as a whole are set out in the Board Terms of Reference.

This position description is also the Code of Conduct for all Board Members, including the Board Chair and Vice Chair.

### Standards of Conduct

In committing to provide a diverse and inclusive environment<sup>46</sup>, each Board Member must:

- a) exercise respect for the dignity of all persons, fair and equitable treatment of all persons; respect for diversity<sup>47</sup>;
- b) utilize conduct and language that reflects social standards of courtesy, dignity, trust, and respect;
- c) expand opportunities to safely express opinions and converse on issues of diversity<sup>48</sup>
- d) treat University employees in a respectful manner<sup>49</sup>

In discharging ~~his or her~~their responsibilities, each Board Member must:

- a) act honestly, in good faith and in the best interests of KPU; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these responsibilities, a Board Member is required to:

- a) acknowledge, by signing the Minister's Annual Mandate Letter, the Taxpayer Accountability Principles as set out in Appendix "G", and to take those principles into account when exercising their duties;

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<sup>46</sup> KPU Employee Code of Conduct "B"

<sup>47</sup> KPU Policy HR5 Diversity and Inclusiveness "A.2"

<sup>48</sup> KPU Policy HR5 Diversity and Inclusiveness "C.6"

<sup>49</sup> KPU Policy HR21 Respectful Workplace "C.1(c)"

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- b) act in the best interests of KPU as a whole and not in ~~his or her~~their self-interest, nor in the interest of a particular group or constituency;<sup>50</sup>
- c) comply with Board by-laws and policies, including the Board Governance Manual and this Code of Conduct<sup>51</sup> for Board Members;
- d) comply with all applicable law, including the *University Act* and regulations made under the *University Act*, and with KPU Bylaws and policies;
- e) make full and timely disclosure of any conflicts of interest in accordance with procedures set out in this Manual in order to protect the integrity of KPU;
- f) keep confidential information confidential, including all information associated with In Camera meetings and Closed Meetings. The duty to maintain information in confidence continues after a Board member ceases to be a Board Member;
- g) ensure that all records showing discussion pertaining to Board decisions are forwarded to the University Secretary if the University Secretary is not included in the discussion; and
- h) to regularly delete or destroy any copies of KPU records that the Board Member generates, collects, or receives, that the Board Member is not required to retain for a specific legal purpose. Board Members will confirm that KPU has a copy of any records supporting a Board decision if the Board Member is not certain before deleting or destroying KPU records.

### Complaints Procedure ~~For~~ Breaches of the Code of Conduct

#### Principles

All Board Members are expected and required to conduct themselves in accordance with the Individual Board Member Description and Code of Conduct (“Code”) contained in this Board Manual.

The Board of Governors is committed to maintaining an atmosphere in which the Board can receive and address in good faith all complaints regarding violations or perceived violations of the Code.

The Board is responsible for ensuring that any Board Member who, in good faith, has made a disclosure of a breach or potential breach of this Code does not suffer any adverse consequences as a result.

Since allegation of impropriety may result in serious personal repercussions for the subject of the complaint as well as for other parties including the institution itself, the

<sup>50</sup> *University Act*, s. 19.1.

<sup>51</sup> Appendix “I.2” Code of Conduct Declaration

Board Member making the allegation of impropriety should have reasonable and probable grounds before making a complaint and should undertake such reporting in good faith, in the best interests of KPU, and not for personal gain or motivation.

#### **Process**

Complaints cannot be made anonymously.

The privacy of an individual who makes a complaint in respect of this Code ("Complainant") will be respected as much as is possible in the circumstances.

All complaints received from Board Members in respect of the Code shall be referred to the Chair of the Governance Committee, other than complaints with respect to the Board Chair.

All complaints received from Board Members in respect of the Code that relate to the Board Chair shall be referred to the Vice Chair.

Upon receipt of a complaint, the Chair of the Governance Committee (or the Vice Chair, as applicable) shall conduct such investigation as ~~he or she~~they considers appropriate. This will include interviewing both the Complainant, and the person about whom the complaint was made.

The person conducting the investigation will ensure any documentation obtained or generated as part of the investigation is retained in a secure location.

The Chair of the Governance Committee (or the Vice Chair, as applicable) will report the results of the investigation to the Board.

#### **Retaliation Prohibited**

The Board prohibits discrimination, harassment or retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding an alleged breach of the Code.

A Complainant who legitimately, and in good faith, makes a complaint regarding a breach or perceived breach of the Code shall not, as a result of those activities, be discriminated, harassed or retaliated against in relation to the terms or conditions of their membership on the Board.

Any Board Member who retaliates against a Complainant is subject to discipline up to and including recommendation of termination of that person's Board Membership.

#### **Frivolous or Vexatious Complaints**

In the event that an investigation reveals that a complaint was made frivolously or undertaken for improper motives or in bad faith or without a reasonable basis, as determined by the Board, appropriate disciplinary action may be taken against the Complainant.

### **Punitive Action for Breaches**

Should the Chair of the Governance Committee (or the Vice Chair, as applicable) conclude that a Board Member has contravened any provision of the Code, the Board has the power (on a vote of at least a two-thirds majority of the Board) to impose punitive action, including one or more of the following:

- a) issue a letter of reprimand;
- b) pass a resolution providing the Lieutenant Governor in Council with the authority to remove a Board Member from the Board for cause.<sup>52</sup>
- c) Request that the board member resign.

### **Processing an Appeal to a Punitive Action for Breach of the Code**

If a Board Member rejects the decision of the Board, ~~he or she~~they may appeal to the Board by way of a written submission.

The appeal must be requested within five business days of the imposition of the penalty. The penalty will remain imposed until such time as the Board hears the appeal. The Board will make every effort to hear the appeal by way of reviewing the written submission within one month of its imposition and to issue its decision promptly.

On hearing the appeal, the Board may allow whatever evidence it considers appropriate, without regard to the rules of evidence.

After hearing the appeal, the Board may allow the appeal, or confirm its original decision. The Board will advise the Board Member of its decision, in writing.

### **Confidentiality**

All disclosures will be kept confidential unless the matter disclosed constitutes an actual or potential threat of serious harm to KPU, its students or employees or to the general public.

### **Relationship with Senior Leadership and Staff**

Each Board Member should be available as a resource to Senior Leadership, acting as a sounding board or providing advice as required.

Board Members may direct questions or concerns through Board and Committee meetings, or through the Board Chair to the President.

<sup>52</sup> *University Act*, s. 22(1.1).



Board Members must respect the organizational structure of KPU. The Board acts collectively and no Board Member has the authority to direct any employee of KPU except the University Secretary or designate with regard to Board business.

### Public Statements

The President is the primary spokesperson for KPU and the Board Chair is the primary spokesperson for the Board.

The Board speaks with one voice; although each Board Member has an important role as an ambassador of KPU, no Member may speak on behalf of KPU (e.g., to government or the media) in ~~his or her~~their capacity as an individual Board Member unless specifically asked or authorized to do so by the Board Chair.

Board Members are expected to avoid speaking against or undermining any decision of the Board, regardless of whether the Board member agrees with or voted for that decision.

### Community Engagement

Board Members are expected to engage with KPU's communities and stakeholders, and have typically welcomed the opportunity to do so.

Board Members shall participate in, and act as official representatives of KPU at certain events organized by the Board or KPU (such as Board-hosted receptions, awards ceremonies, and Convocations).

Board Members are valuable ambassadors of KPU who are well positioned to establish and foster strong relationships through two-way dialogue with community members and partners. Each Board Member is expected to listen to community members and partners and to share with them KPU's unique mandate, mission, and character as a Polytechnic University.

Board Members are free to attend municipal, regional, provincial and federal political fundraising events as valuable ambassadors of KPU or in their own personal or professional capacities but will not be eligible for reimbursement by KPU for expenses incurred with respect to such events or for other partisan or political purposes.

### Informed Decision Making

Board Members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While Senior Leadership will provide Board Members with the information that Senior Leadership thinks Board Members need in order to discharge their responsibilities, Board Members have a responsibility to review all meeting material and information provided and request any additional information they think necessary to make an informed decision. Requests for information are directed through the Board Chair.

KPU Board Governance Manual

Original effective date: 21 November 2012

Revised: ~~29 September 2022~~12 March 2024

Board Members are expected to be knowledgeable about KPU's mandate, goals and objectives, and operations.

### Legal Compliance

Board Members are expected to be aware of and to comply with all applicable law and any other contractual or legal obligations that affect how they carry out their duties and how the University conducts business.

### Board Activity

During meetings, a Board Member is expected to exemplify the expectations and standards of conduct outlined in this Code, including but not limited to:

- a) be prepared and well-informed on relevant issues (through pre-read materials or otherwise);
- b) bring ~~his or her~~their own experience, wisdom, judgment and influence to bear constructively on issues;
- c) interact with fellow Board Members, management and guests in a respectful, courteous and constructive manner;
- d) speak and act independently while remaining collaborative;
- e) express opinions in a clear and respectful manner;
- f) express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed;
- g) ask probing questions when appropriate;
- h) listen to, and exercise tolerance for, others' perspectives;
- i) be adaptable, flexible and open-minded in the consideration and implementation of change;
- j) exercise a logical, rational approach to problem solving;
- k) analyze issues from many perspectives, considering the impact of decisions on KPU's internal and external environments (e.g., students, faculty, employees, stakeholders, Government, community);
- l) be innovative and resourceful in developing solutions;
- m) whenever possible, advise the Board Chair and President in advance of introducing significant and previously unknown information;
- n) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management of KPU; and
- o) once Board decisions are made, support those decisions in a positive manner.

Between meetings, each Board Member should communicate with the Board Chair and President as necessary and appropriate.

In carrying out ~~his or her~~**their** responsibilities, each Board Member is expected to be actively engaged in and add value to the Board's work. Those Board Members who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by contributing to discussions on topics within their area of expertise.

### **Board Members Elected by Constituencies**

A Board Member elected by a constituency group is not a delegate or representative of that group. Although the Elected Member can express and take into account that constituency's interests and concerns, each Member has a duty to act in the best interests of KPU.<sup>53</sup>

### **Attendance**

Board Members are expected to maintain an excellent Board and Committee meeting attendance record. Pursuant to the *University Act*, unless excused by Board resolution, a Board Member who has not attended at least half of the regular meetings of the Board in any year is no longer a Board Member.<sup>54</sup>

Board Members should strive to attend meetings in person, but with the prior consent of the Chair, may participate in a Board or Committee meeting by telephone or other communication device that permits all participants to hear each other, and is not required to be physically present to be counted as part of the quorum. Prior notice must be given to the University Secretary if a Board Member is not attending a meeting in person.

### **Confidentiality of Board Information**

Board confidentiality is essential to ensure that full and frank discussion of issues deemed as confidential may take place in an atmosphere free from the risk of inappropriate disclosure. All information shared by Board Members and those presenting information to the Board shall be treated with utmost confidentiality, except when it is clearly understood that the information is in the public domain. Board Members may only disclose confidential information to external third parties when disclosure is authorized or required by law or an enactment in a court proceeding. Any

<sup>53</sup> *University Act*, s. 19.1.

<sup>54</sup> *University Act* s.22(2).

other external disclosure of confidential information is subject to prior approval of the Board Chair and President

#### **Management of KPU Board Records and Other KPU Business Records**

Board Members acknowledge that the records they may generate, collect, or receive pertaining to the KPU Board, or other KPU business, are controlled by KPU for the duration that each copy of the records exist. KPU maintains control over KPU Board records or other KPU business records that are managed in each Board Member's personal email addresses, or third party business email addresses that each Board Member may be using. KPU maintains control over KPU Board records, or other KPU business records, that each Board Member copies and stores within their residences, or third party business locations, whether those records are maintained as paper or electronic records.

For the duration of time that Board Members retain any KPU Board records, or other KPU business records, Board Members agree to:

- a) upon request, confirm whether KPU Board records or other KPU business records exist in any location they manage these records outside of KPU as soon as reasonably possible;
- b) protect KPU Board records, or other KPU business records, managed outside of KPU using standard physical, technical and administrative security measures;
- c) provide the University Secretary with any copies of KPU Board records, or other KPU business records, the Board Members confirm they are managing outside of KPU upon request;
- d) comply with any lawful request from KPU to delete or destroy KPU Board records, or KPU business records, as soon as reasonably possible. Board Members will confirm the date and time these records are deleted or destroyed.
- e) KPU Board Members commit to generating, collecting, and accepting the receipt of, the minimum amount of information and records required to make informed decisions.

#### **Duty to Disclose Information to Auditors**

No Board Member shall make any false or misleading statement to internal or external auditors or conceal or omit information necessary to make statements to such auditors meaningful. No Board Member will withhold any books or records relevant to any subject under review from the internal or external auditors.

#### **Orientation and Professional Development**

Board Members are required to participate in KPU's Board Member orientation program and ongoing professional development (for the Board or for an individual Board Member) as recommended by the Board. Board Members are also expected to

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undertake any required training and take time to educate themselves on governance duties and broad issues of the higher education sector as identified or recommended by Senior Leadership.

Board Members attending a conference or workshop at KPU's expense will submit an oral report to the Board at the next Board meeting following the conference or workshop.

### Removal

The Government may, at any time, remove from office an Appointed Member.<sup>55</sup>

The Government may, on a resolution of at least a 2/3 majority of the Board, remove from office a Board Member if the Board is satisfied that the person should be removed for cause.<sup>56</sup>

### Resignation

A Board Member's resignation becomes effective at the time KPU receives a written resignation from him or her, or at the time specified in the resignation, whichever is later.

### Re-Appointment

At least six months ahead of the end of an Appointed Member's term, the Board Member is required to inform the Board Chair whether ~~they he or she~~ intends to seek re-appointment for a further term. If the Board Member desires a further term, the Board Chair or University Secretary will advise the Crown Agency Board Resourcing office as to the Board Member's performance during the Board Member's prior term and recommend whether the Board Member should be re-appointed. The Board Chair's advice and recommendation will be informed by the Board Chair's own observations and the results of any Board Member feedback.

Appointed Members are appointed for term lengths up to three years at the Government's discretion and may be re-appointed to a maximum of six consecutive years.<sup>57</sup>

<sup>55</sup> *University Act*, s. 22(1).

<sup>56</sup> *University Act*, s. 22(1.1).

<sup>57</sup> *University Act*, ss. 20(1.1) and 21.

### Re-Election

Elected Members are re-elected in accordance with the Election Rules approved by Senate<sup>58</sup>.

In advance of the election, the Board provides each constituency with a copy of the Individual Board Member's Position Description and the Skills Competency Matrix for Governing Board<sup>59</sup> in order to communicate to the constituencies the desired skills and experience for upcoming elections.

Elected faculty members and non-faculty employees hold office as a Board Member for 3 years to a maximum of 6 consecutive years<sup>60</sup>.

Elected students hold office as a Board Member for 1 year to a maximum of 6 consecutive years<sup>61</sup>.

### End of Term

Upon a Board Member's term ending, ~~he or she~~they must return to KPU all materials and other items belonging to KPU, including confidential Board materials.

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<sup>58</sup> *University Act*, s. 43

<sup>59</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

<sup>60</sup> *University Act*, s. 20

<sup>61</sup> *University Act*, s. 20

## 10. PRESIDENT AND VICE-CHANCELLOR POSITION DESCRIPTION

### Introduction

This position description describes the roles and responsibilities of the President and Vice-Chancellor (the “President”) of KPU. It should be read in conjunction with the President’s employment agreement.

### Appointment

The *University Act* gives the Board the power to appoint the President as the chief executive officer of KPU.<sup>62</sup>

The President is a Member of the Board.<sup>63</sup>

### Role

The President is the chief executive officer of KPU and must generally supervise and direct the academic work of KPU.<sup>64</sup> The President has overall responsibility for leading and managing KPU through the development and implementation of strategies and policies and efficient and effective operations.

### Accountability

The President is accountable to the Board.

### Duties and Responsibilities

The President:

#### Leadership

- a) leads and manages KPU academically and operationally within the objectives set out in the strategic plan and agreed-upon performance measures;
- b) provides leadership in the establishment and articulation of KPU’s mission, mandate, vision and commitment statements;
- c) ensures that KPU operates within established policies and priorities by apprising the Board of all matters affecting its responsibilities as set out in All Applicable Law;

<sup>62</sup> *University Act*, s. 27(2)(g)

<sup>63</sup> *University Act*, s. 63(a).

<sup>64</sup> *University Act*, s. 59(1).

- d) develops and implements operational policies to guide KPU within the framework of the vision and strategic goals approved by the Board;
- e) directs and monitors KPU's activities in a manner that ensures the assets of KPU are safeguarded and optimized;
- f) summons meetings of a faculty when the President considers it necessary or advisable to do so;<sup>65</sup>
- g) convenes joint meetings of all or any of the faculties at the President's discretion;<sup>66</sup>
- h) establishes committees the President considers necessary or advisable;<sup>67</sup>
- i) chairs meetings of the Senate;<sup>68</sup>
- j) with support from the University Executive, plays a bridging role between the Board and the Senate;

#### **Strategic**

- a) Provides leadership in developing institution-wide short and long term plans through a consultative process;

#### **Reporting**

- a) Makes any necessary recommendations to the Board and Senate and reports on any matter referred to the President by the Board or Senate;<sup>69</sup>
- b) Monitors KPU's educational, administrative and financial performance and provides reports as appropriate;
- c) Prepares and publishes an annual report on KPU's progress;<sup>70</sup>

#### **Board**

- a) supports the Board Chair and the Board in carrying out the Board's governance responsibilities, including the timely provision of relevant information;

<sup>65</sup> *University Act*, s. 59(2)(b).

<sup>66</sup> *University Act*, s. 59(2)(b).

<sup>67</sup> *University Act*, s. 59(2)(d).

<sup>68</sup> *University Act*, s. 35.2(2)(b) and s. 63(b).

<sup>69</sup> *University Act*, s. 62(1)(b) and (c).

<sup>70</sup> *University Act*, s. 62(1)(a).



### **Budget**

- a) prepares and submits to the Board an annual budget in consultation with the appropriate standing committee of the Senate;<sup>71</sup>

### **Financial and Risk Management**

- a) ensures the integrity of KPU's internal control and management systems;
- b) identifies and ensures reporting to the Board on, the principal risks of KPU and ensures the implementation of effective systems to manage those risks;

### **Human Resources**

- a) develops and implements an organizational structure that is appropriate for the effective and efficient operation of KPU;
- b) annually establishes and maintains a Board approved plan for Senior Leadership development and succession, including President succession planning;
- c) appoints, promotes and removes members of the teaching and administrative staffs and the officers and employees of KPU as outlined in Appendix "H";
- d) authorizes lectures and instruction in any faculty to be given by persons other than the appointed members of the teaching staff;<sup>72</sup>
- e) may suspend any member of the teaching and administrative staffs and any officer or employee of KPU and must promptly report the action to the Board with a statement of ~~his or her~~their reasons;<sup>73</sup>
- f) upon nomination by the Alumni Association, appoints one alumni member who is not a faculty member to the Senate;<sup>74</sup>

### **External Relations**

- a) acts as the primary spokesperson for KPU and oversees KPU's interface with the public and stakeholders;
- b) develops and implements a communications program to support KPU's strategic objectives;

<sup>71</sup> *University Act*, s. 62(2).

<sup>72</sup> *University Act*, s. 59(2)(c).

<sup>73</sup> *University Act*, s. 60(1) and (2).

<sup>74</sup> *University Act*, s. 35.2(2)(i).

- c) develops and maintains effective relationships in dealings with the federal, provincial and municipal governments, educational institutions, professional associations, unions, business, alumni, the Foundation and the public at large;
- d) where appropriate, presents KPU's submissions to the Minister;<sup>75</sup>

#### **Funds and Grants**

- a) makes reasonable efforts to ensure that funds are raised and grants are obtained to fulfill the vision of KPU.

#### **Outside Commitments**

- a) obtains Board approval prior to accepting public service commitments and/or outside board appointments.

#### **Offices**

The President <sup>76</sup> is:

- a) a Board Member and must attend its meetings<sup>77</sup>, unless excused by the Board Chair;
- b) Chair of the Senate;
- c) a member of all standing committees of the Senate except the standing committee on appeals;
- d) a member of each faculty; and
- e) in the absence of the Chancellor, Chair of Convocation with the obligation to confer degrees.

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<sup>75</sup> *University Act*, s. 62(3).

<sup>76</sup> *University Act*, s. 63.

<sup>77</sup> *University Act*, s. 63(a)

### Compensation

The Board determines the President's compensation,<sup>78</sup> subject to parameters set for executive compensation in B.C.'s public sector by the Public Sector Employers' Council.<sup>79</sup>

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<sup>78</sup> *University Act*, s. 27(2)(g).

<sup>79</sup> The Public Sector Employers' Council coordinates the management of executive compensation in British Columbia. See <http://www2.gov.bc.ca/gov/content/governments/organizational-structure/ministries-organizations/central-government-agencies/public-sector-employers-council-secretariat>

## 11. UNIVERSITY SECRETARY POSITION DESCRIPTION

### Appointment

The University Secretary is a member of the University Executive and reports to the President and Vice Chancellor. ~~He/she is~~They are accountable to the Board Chair for Board related activities.

### Role

The University Secretary supports the Board by coordinating and facilitating the activities of the Board and Board Committees to ensure the effective and efficient operation of KPU's bicameral governance framework. The University Secretary acts as a liaison among the Board, the Senate and the executive.

The University Secretary is responsible for the organization and administration for all Board related matters and the organization and maintenance of governance records, including governance compliance matters. ~~He/she~~They works with the executive on agendas and work planning for the Board to ensure the timely submission of reports to the Board of Governors.

Other duties include:

- a) Recommending an annual schedule of Board Meetings;
- b) Developing, for approval by the Board, and monitoring expenditures of, the annual Board budget.
- c) Ensuring appropriate minutes for the Board and Board committees are recorded.

### Conflict

If there is a conflict of interest (actual, potential, or apparent) on any particular matter, between the University Secretary's administrative or managerial responsibilities within KPU and his/her responsibilities to the Board, it is the responsibility of the University Secretary to draw it to the attention of the Board through the Board Chair. The Board Chair determines whether or not a Conflict of Interest exists.

## 12. COMMITTEE OPERATING GUIDELINES

Each Committee's Terms of Reference are set out separately in this Board Manual. The provisions below identify the operating guidelines applicable to all Committees.

### Purpose

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

### Mandate

Each Committee reviews its own Terms of Reference annually and submits any substantive proposed changes to the Governance Committee for review and recommendation to the full Board.

### Accountability and Decision-Making (including Recommendations)

Each Committee is accountable to the Board.

Under the *University Act*, the Board may confer on the Committees power and authority to act for the Board.<sup>80</sup> However, no Committee has the power and authority to act for the Board unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise (for example, through a motion at a Board meeting).

As such, the Committees have no authority to direct Senior Leadership, speak for, or commit KPU unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise.

In the absence of express authority to act for the Board, decisions, if any, made by a Committee are recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

Regardless of whether the power and authority to act for the Board has been delegated to a Committee, no Committee may make a decision that may have a material impact on KPU's strategic plan (see Section 13); such decisions must be made by the Board.

Decisions made by a Committee are determined by consensus, or, if necessary, by majority vote.

<sup>80</sup> *University Act*, s. 27(2)(c).

### Composition

The Board Chair appoints Committee Chairs, Vice Chairs and committee members and informs the Board regularly. A Board Member may belong to more than one Committee at one time.

A Committee member may be removed or replaced at any time by the Board Chair and will cease to be a Committee member upon ceasing to be a Board Member.

The Board Chair may be appointed a member of any Committee, in which case ~~they he or she are~~ is counted in establishing quorum and ~~has~~ has a vote. The Board Chair is an *ex officio* member of all Board Committees when ~~he or she they is~~ are not otherwise appointed a member. When serving on a Committee in an *ex officio* capacity, the Board Chair observes, provides advice and oversees the coordination of the Committee's work in relation to the Board, but does not vote.

### Meetings

#### Frequency

Each Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

#### Closed

Committee meetings are closed (held in the absence of the public). At the request of the Committee Chair, non-Committee members may be invited to attend a meeting to present information and answer questions about a particular agenda item. Some committee agenda items may be in camera – see section 17.

Subject to the exception below, when not a member of a certain Committee, an individual Board Member may attend that Committee's meetings as a non-member upon notice to the University Secretary. When attending a Committee meeting in this capacity, the Board Member observes the meeting, but does not vote.

Attendance at the Human Resources Committee and Audit Committee meetings is limited to Appointed Members.

#### Attendance

Most Committee meetings are held in person and Committee members are expected to attend in person. If attending an in person Committee meeting by video/teleconference, a Committee member must inform the University Secretary with 24-hours' notice.

Some Committee meetings are held by video/teleconference.

**Agenda**

The Committee Chair, in consultation with the member(s) of the University Executive assigned to support the Committee and the University Secretary or designate, develops the agenda for each Committee meeting.

Under normal circumstances, the agenda and supporting materials are distributed to Board Committee Members at least five working days in advance of the meeting.

Material distributed to the Board Members in advance of Committee meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions, if any, sought from the Committee.

Board Members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair or the University Secretary at least two weeks prior to the Committee meeting. The Committee Chair may exercise ~~his or her~~ **their** discretion whether to include the suggested item on an upcoming Committee meeting agenda.

**Education**

Education sessions will be held on topics relevant to each committee's duties and responsibilities as part of the committee's regularly scheduled meetings as required.

**Notice of Meetings**

The Committee meeting schedule is set a year in advance, and notice of upcoming regular meetings of each Committee is given at the previous regular Committee meeting. Wherever possible, at least 48 hours' notice is given of extraordinary Committee meetings.

**Quorum**

The quorum for a Committee meeting is a majority of members.

**Location**

In person Committee meetings are normally held on one of KPU's campuses.

**Minutes**

The University Secretary or designate ensures the minutes of each Committee meeting are prepared in a timely fashion for the Committee Chair to review. Committee minutes, once approved by the Committee, are distributed to the Board as part of their next Board meeting package.

The University Secretary may make minor/administrative corrections to approved Committee minutes, provided the corrections are approved by the respective Committee Chair. All other amendments must be approved by the Board. The

University Secretary will notify the Board, at the next regularly scheduled Board meeting, of any amendments made by the University Secretary.

### Reporting

At the next Board meeting, the Committee Chair provides an oral report that summarizes, at a high-level, what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's work plan.

In addition, each Committee reports to the Board by distributing the Committee's approved minutes in advance of the next Board meeting.

The Committee provides an annual report to the Board on its work plan demonstrating that the Committee has fulfilled its duties and responsibilities or noting item(s) that were not completed and provides a timeline for completion.

### Committee Support

One or more members of the University Executive and the University Secretary or designate support each Committee in carrying out its work.

### External Advisors

In carrying out its responsibilities, where appropriate (i.e. considering KPU's internal resources, and the Board budget and subject to KPU's procurement practices) and in consultation with Senior Leadership and approval of the Board Chair, each committee is entitled to retain and rely on external professional service firms, consultants and advisors (collectively "External Advisors") as needed to fulfill its mandate.

When a Committee retains External Advisors, the Committee must ensure that any relevant information, findings, or recommendations of the External Advisors be immediately reported to Senior Leadership, as appropriate. Typically, the Committee Chair will report to the Board and the President or the designated senior leader(s) supporting the Committee.



### 13. AUDIT COMMITTEE TERMS OF REFERENCE

#### Purpose

The purpose of the Audit Committee (the “Committee”) is to assist the Board in fulfilling its obligations and oversight responsibilities relating to the internal and external audit processes, financial reporting, risk management and the system of internal controls that management and the Board have established, and when required, to make recommendations to the full Board for approval.

In the process of overseeing KPU’s audit procedures, the Committee will have unrestricted access to KPU’s personnel and documents and will be provided with the resources necessary to carry out its responsibilities, including external advisors in accordance with Section 6 of this Board Manual.<sup>81</sup>

#### Composition and Quorum

The Committee is composed of at least four Members, all of whom must be Appointed Members and “independent”.<sup>82</sup>

Committee members must be financially literate.<sup>83</sup> At least one member of the Committee must have a financial designation or significant relevant financial management expertise. The Chair of the Audit Committee must not be the Chair of the Board.

A majority of members of the Committee constitutes a quorum.

#### Audit Oversight Responsibilities

Subject to the powers and duties of the Board, the Audit Committee performs the following duties.

#### Risk Management

<sup>81</sup> See Section 6 (Board Terms of Reference) in this Board Manual for additional information on external advisor engagement.

<sup>82</sup> In this context, “independent” means having no material direct or indirect association with KPU, which could, in the view of KPU’s Board, reasonably interfere with the exercise of the Member’s independent judgment.

<sup>83</sup> In this context, “financially literate” means that the Member has the ability to read and understand a set of financial statements which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by KPU’s financial statements.

The Audit Committee supports the Board with respect to risk management and provides a leadership role in ensuring that other Board Committees support the Board in regard to risk management should the need arise.

In addition, the Audit Committee:

- a) provides leadership to the Board's overall approach to risk management oversight;
- b) leads an annual review with the Board on KPU's identified material risks and Senior Leadership's risk mitigation strategies;
- c) understands the material risks to KPU;
- d) reviews and makes recommendations on KPU's risk management controls and policies and seeks input and assistance from other Board Committees as appropriate;
- e) reviews Senior Leadership's systems to manage said risks;
- f) receives regular reports from Senior Leadership on the management of material risks to KPU;
- g) obtains reasonable assurance from Senior Leadership that systems are effective in eliminating or managing said risks; and
- h) verifies KPU is adequately insured to cover material business risks and uncertainties.

#### **External Audit**

The Committee:

- a) reviews and recommends to the Board the terms of the External Auditor's engagement;<sup>84 85</sup>
- b) recommends to the Board the appointment of the External Auditor;<sup>86</sup>
- c) reviews the performance of the External Auditor;
- d) confirms the independence of the External Auditor;
- e) reviews all issues related to any change in the appointment of the External Auditor;

<sup>84</sup> KPU Policy and Procedure GV1 [Selection and Appointment of Auditors](#)

<sup>85</sup> Typically, the RFP for the External Auditor occurs every three years.

<sup>86</sup> Pursuant to section 33 of the *University Act*, unless the Auditor General is appointed in accordance with the *Auditor General Act* as the Auditor of the Board, the Board must appoint an Auditor to audit the accounts of the Board at least once each year.

- f) reviews and recommends to the Board the annual external audit plan;
- g) holds in camera meetings with the External Auditor, without Management present;
- h) reviews and approves the provision of non-audit services provided by the External Auditor;
- i) meets with the External Auditor at least biannually and obtains reasonable assurances that KPU has implemented appropriate systems of internal control:
  - i) over relevant changes to financial reporting, information technology, data security and protection of personal information and privacy, and that these systems are operating effectively;
  - ii) any other relevant matters as identified during the audit process.
- j) reviews problems experienced by the External Auditor in performing the audit, including any restrictions imposed by Senior Leadership and all significant accounting issues on which there was a disagreement with Senior Leadership;
- k) reviews the post-audit opinion letter containing the recommendations of the External Auditor and reviews the Senior Leadership's response and subsequent follow-up to any significant identified weaknesses;
- l) The Committee:
  - i) confirms that if there is a legal matter raised by the External Auditor that could have a significant impact on KPU's financial statements, then Senior Leadership will provide an explanation;
  - ii) reviews with the Vice President, Finance and Administration, on at least an annual basis:
    - KPU's compliance with applicable and material legal and regulatory requirements;
- m) reviews the evaluation of internal controls by the External Auditor, including any recommendations for improvement of KPU's accounting procedures and internal controls, together with Senior Leadership's response; and
- n) directs the External Auditor's examinations to particular areas of concern with respect to internal controls.

#### **Financial Reporting**

The Committee:

- a) reviews KPU's annual financial statements to ensure they are fairly presented in all material respects in accordance with generally accepted accounting and financial reporting principles;

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- b) reviews the financial statements and reports, and recommends their approval or disapproval to the Board; the Committee will provide an explanation if it cannot recommend approval;
- c) discusses with Senior Leadership and with the External Auditor such matters as:
  - i) all proposed changes in accounting policy;
  - ii) the import and presentation of all large risks or uncertainties;
  - iii) compliance with accounting standards;
  - iv) adjustments arising out of the audit process and related party transactions; and
  - v) all estimates or judgments of Senior Leadership that may be material to financial reporting;
- d) discusses with Senior Leadership and the External Auditor significant financial reporting, record or presentation issues identified during the fiscal period and the manner of their resolution;
- e) examines the audited annual financial statements in conjunction with the reports of the External Auditor, which may include determining whether the statements:
  - i) properly reflect the significant accounting policies selected;
  - ii) reflect estimates and other financial statements elements that are reasonable and consistent;
  - iii) adequately disclose all major transactions and issues;
  - iv) disclose all post-year-end significant events; and
  - v) are understandable, relevant, reliable and comparable;
- f) reviews and recommends to the Board approval of the:
  - i) annual audited financial statements;
  - ii) management discussion and analysis that accompanies the audited financial statements.

The Chair of the Audit Committee reviews and approves the Board Chair's expenses quarterly and reports any issues or concerns to the Committee.

#### **Internal Audit**

The Committee:

- a) in consultation with the Vice President Finance and Administration, reviews and approves the appointment or termination of the Internal Auditor, for

recommendation to the Board and annually evaluates the Internal Auditor's performance;

- b) In consultation with the Chief Financial Officer, management, and the Risk Team, the Internal Audit Division obtains reasonable assurances that KPU has implemented appropriate systems of internal control:
  - i. to ensure compliance with its policies and procedures and that these systems are operating effectively;
  - ii. to identify, monitor, mitigate, and report significant financial or operational risk exposures and that these systems are operating effectively; and
- c) reviews and approves the Annual Internal Audit Plan with the Internal Auditor for recommendation to the Board;
- d) ensures the Internal Audit Plan is satisfactory, effective and meets the requirements of the Board;
- e) ensures the Internal Auditor's approach to risk and internal controls is appropriate;
- f) reviews the Internal Audit Plan to ensure consistency with International Standards for the Professional Practice of Internal Auditing;
- g) ensures there are adequate resources for the Internal Auditor in performing its functions, including any restrictions imposed by Senior Leadership and all significant difficulties or disagreements with Senior Leadership;
- h) reviews the findings of the reports prepared by the Internal Auditor and receives periodic reports to ensure that any recommendations are implemented;
- i) meets with the Internal Auditor in camera at least annually without other Management present.

### **Alleged Wrong-Doing**

The Committee:

- a) ensures that Senior Leadership has implemented a process to receive and respond to complaints or allegations of wrong-doing or questionable acts by KPU, its employees or Board Members with respect to financial wrong-doing; and
- b) reviews and advises the Board with respect to complaints of alleged financial wrong-doing.

### **Conflict of Interest for Board Members**

The Committee:

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- a) annually and/or as required, reviews the Conflict of Interest Registry of Conflict of Interest disclosures<sup>87</sup> filed by Board Members; and
- b) at least annually submits the Conflict of Interest Registry to the Board of Governors for review.

### Compliance

The Committee:

- a) confirms the appropriate policies and procedures are in place for monitoring compliance with All Applicable Laws and ascertains their adequacy and the levels of compliance;
- b) reports to the Board all updates to risk mitigation and risk management strategies;
- c) advises the Board on any new or pending developments in accounting and/or reporting standards;
- d) reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of KPU; and
- e) reviews such other matters that the Committee or the Board deems advisable or timely.

### Meetings

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members or the External or Internal Auditor.

### Committee Support

The Vice-President Administration, Chief Financial Officer, Provost and Vice-President Academic, Internal Auditor approved by the Board of Governors and the University Secretary or designates support the Committee in carrying out its work.

### Responsibility for Policy Review

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, public sector reporting requirements, or a development in governance best practices) all Board Bylaws and

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<sup>87</sup> Appendix "I.3" Annual Conflict of Interest Disclosure

Board-Approved University Policies and sections of this Board Manual which relate to audit matters, including the following:

**Board Bylaws and Board Manual Sections**

- a) Bylaw 1 – Insurance and Indemnification
- b) Section 13 – Audit Committee Terms of Reference
- c) Section 27 – Conflict of Interest for Board Members

**Board-Approved University Policies**

- a) GV1 Selection and Appointment of Auditors
- b) HR24 Protected Disclosure

## 14. FINANCE COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Finance Committee (the “Committee”) is to assist the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, Financial Reporting, Investments, Property and when required, to make recommendations to the full Board for approval.

### Composition and Quorum

The Committee is composed of four to six Members, four of whom must be Appointed Members and “independent”.<sup>88</sup>

Committee members must be financially literate.<sup>89</sup> At least one member of the Committee must have a financial designation or significant relevant financial management expertise.

A majority of members of the Committee constitutes a quorum.

### Financial Oversight Duties and Responsibilities<sup>90</sup>

Subject to the powers and duties of the Board, the Finance Committee will perform the following duties with respect to financial oversight of KPU.

#### Financial Planning

The Committee:

- a) reviews and makes recommendations to the Board in respect of:
  - i) financial plans and budgets;<sup>91</sup>
  - ii) the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or budgets;
  - iii) the consistency of the plans and budgets with strategic plans, policies, objectives and initiatives approved by the Board;

<sup>88</sup> In this context, “independent” means having no material direct or indirect association with Kwantlen, which could, in the view of Kwantlen’s Board, reasonably interfere with the exercise of the Member’s independent judgment.

<sup>89</sup> In this context, “financially literate” means that the Member has the ability to read and understand KPU’s financial information.

<sup>90</sup> Typically, these matters are addressed in the first part of each Committee meeting when both Elected and Appointed Members may be present.

<sup>91</sup> *University Act*, s.27(2)(l).



- iv) the consistency of the financial plans and budgets with any other financial data;
  - v) any significant assumptions, forecasts, targets or performance goals used by Senior Leadership in the preparation of the financial plans and/or budgets;
  - vi) setting, determining and collecting fees as provided for by the *University Act*;<sup>92</sup>
  - vii) the provision for student loans;<sup>93</sup>
  - viii) the collection of fees on behalf of student societies;<sup>94</sup>
  - ix) the provision of funds for chairs, institutes, fellowships, scholarship, exhibitions, bursaries and prizes the Board and Senate consider advisable;<sup>95</sup>
  - x) the determination of student enrolment, with approval of the Senate;<sup>96</sup>
  - xi) the Board of Governors annual budget;
  - xii) the schedule of signing authorities, annually.
- b) ensures the Board receives, on a timely basis, meaningful financial information regarding KPU's current financial status and up-to-date forecasts required to make decisions;

#### **Investments and Borrowing**

The Committee:

- a) reviews and recommends to the Board policies with respect to KPU's investments and borrowing; and
- b) monitors KPU's investments and borrowing.

#### **Property**

The Committee:

<sup>92</sup> *University Act*, s.27(2)(m).

<sup>93</sup> *University Act*, s.27(2)(q).

<sup>94</sup> *University Act*, s. 27.1(1).

<sup>95</sup> *University Act*, s. 27(2)(k).

<sup>96</sup> *University Act*, s. 27(2)(r).

- a) in consultation with Senate, recommends to the Board rules respecting the management, governance and control of KPU's real property, buildings and structures;<sup>97</sup>
- b) oversees facilities planning and real property matters including:
  - i) financing arrangements;
  - ii) acquisition and disposition, both owned and leased and through both purchase and donation;
  - iii) development of long-term master site and facility plan for KPU's campuses;
  - iv) development of specific facilities to accommodate KPU's academic, ancillary and related activities;
  - v) selection and appointment of professionals and contractors involved in the planning and construction of KPU's facilities subject to KPU's procurement practices;
  - vi) development of sustainable, efficient and long-term facilities;
- c) in consultation with Senate, recommends to the Board policies regarding the conservation of KPU's heritage sites;<sup>98</sup>
- d) reviews and recommends to the Board policies with respect to KPU's intellectual property, including those matters specified in the *University Act*.<sup>99</sup>

#### **Financial Reporting**

The Committee:

- a) reviews significant financial reporting made public by KPU to ensure that it represents a complete, accurate and balanced picture of KPU's performance and financial situation as requested or required by the Board;
- b) reviews applicable Ministry of Advanced Education, Skills and Training reporting to ensure that it represents a complete, accurate and balanced picture of KPU's performance and financial situation;

#### **Compliance**

The Committee:

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<sup>97</sup> *University Act*, s. 27(2)(d).

<sup>98</sup> *University Act*, s. 27(2)(e).

<sup>99</sup> *University Act*, s. 27(2)(u) and (v).

- a) confirms the appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertains their adequacy and the levels of compliance;
- b) reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of KPU; and
- c) reviews such other matters that the Committee or the Board deems advisable or timely.

### **Meetings**

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### **Committee Support**

The Vice-President Administration, Chief Financial Officer, Provost and Vice-President Academic and the University Secretary or designates support the Committee in carrying out its work.

### **Responsibility for Policy Review**

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, public sector reporting requirements, or a development in governance best practices) all Board Bylaws and Board-Approved University Policies and sections of this Board Manual which relate to financial matters, including the following:

#### **Board Bylaws and Board Manual Sections**

- a) By Law 4 – Fees
- b) Section 14 – Finance Committee Terms of Reference
- c) Section 26 – Board Member Remuneration and Expenses

#### **Board-Approved University Policies**

- a) BP4 Campus Master Planning
- b) GV 4 Signing Authority Policy and Procedure and Schedules of Signatures 1 and 2
- c) ER9 Political Fundraising Expenses Policy and Procedure
- d) FM2 Management and Investment of Operating Funds Policy, Procedures and Investment Policy Statement & Strategies

## 15. HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Human Resources Committee is to assist the Board in fulfilling its obligations relating to KPU's human resources philosophies and strategies, including succession planning and significant human resources policy development. The committee also leads the President's performance evaluation, goals and objectives setting and compensation.

### Composition and Quorum

The Human Resources Committee is composed of at least four Board Members, all of whom must be Appointed Members and "independent".<sup>100</sup>

The Board Vice Chair is the Chair of the Human Resources Committee.

Committee members must be familiar with good practices in human resources including executive compensation<sup>101</sup>, human resources planning, labour relations, recruitment and evaluation.

A majority of members of the Human Resources Committee constitutes a quorum.

Attendance at the Human Resources Committee meetings is limited to Appointed Members.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the Human Resources Committee performs the following duties:

The Committee:

- a) ensures KPU's compensation and human resources philosophies and strategies are in keeping with:
  - i) KPU's mission, vision, values and goals; and
  - ii) legislative and policy guidelines and requirements;
- b) together with the Board Chair, leads the development of the President's annual goals and objectives, for recommendation to the Board;

<sup>100</sup> In this context, "independent" means having no material direct or indirect association with KPU, which could, in the view of KPU's Board, reasonably interfere with the exercise of the Member's independent judgment.

<sup>101</sup> See [BC Public Sector Compensation and Expense Policies](#)

- c) together with the Board Chair, leads the President's annual performance and compensation review, for recommendation to the Board;
- d) annually reviews KPU's Management structure and succession plans;
- e) reviews and recommends to the Board KPU's compensation governance framework in consideration of Public Sector Employers' Council (PSEC) guidelines;
- f) upon Government request, sends the Committee chair or designate to review PSEC guidelines;
- g) with approval from Senate, establishes procedures for the recommendation and selection of candidates for the President<sup>102,103</sup>;
- h) oversees the appointment process for the President<sup>92</sup>;
- i) annually reviews KPU's human resources policies regarding appointments, promotions and removals for recommendation to the Board;
- j) reviews Senior Leadership's recommendations for programs, policies and practices with respect to the development of KPU's human resources;
- k) assumes other related responsibilities as assigned by the Board.

### Meetings

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### Committee Support

The Vice President Human Resource and the University Secretary or designates support the Committee in carrying out its work.

### Responsibility for Policy Review

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, or a development in governance best practices) all Board Bylaws and Board-Approved University Policies and sections of this Board Manual which relate to human resource matters, including the following:

#### Board Manual Sections

<sup>102</sup> KPU Policy HR22 *Presidential Search Advisory, Appointment and Re-appointment* [Policy](#) and [Procedure](#)

<sup>103</sup> *University Act*, s. 27(2)(f).

- a) Section 15 – Human Resources Committee Terms of Reference
- b) Section 10 – President and Vice Chancellor Position Description
- c) Section 22 – President Evaluation
- d) Section 23 – President Succession Planning
- e) Appendix H – Appointment, Promotion and Termination of Employees

**Board-Approved University Policies**

- a) HR 20 – Search Advisory, Appointment and Re-Appointment of Senior Academic Administrator Positions
- b) HR 21 – Respectful Workplace
- c) HR 22 – Presidential Search Advisory, Appointment and Re-appointment
- d) HR 26 – Responsibilities and Compliance Requirements for the Appointment and Termination of Administrative Staff
- e) Employee Code of Conduct

## 16. GOVERNANCE COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Governance Committee is to develop and recommend KPU's approach to good governance and KPU's governance framework, support and oversee Appointed Member recruitment and to lead processes to support and evaluate the effectiveness of the Board, Committees, the Board Chair and individual Board Members.

### Composition and Quorum

The Governance Committee is composed of at least five Board Members, inclusive of the Board Chair who is the Governance Committee Chair, two Appointed Members and two Elected Members.

A majority of members of the Governance Committee constitutes a quorum.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the Governance Committee:

- a) at least every two years, reviews the governance framework (including this Manual) for KPU and advises the Board regarding:
  - i) areas of concern;
  - ii) best practices; and
  - iii) recommended changes;
- b) ensures appropriate structures and procedures are in place to allow the Board to function effectively;
- c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Skills Competency Matrix for Governing Board to ensure the desired Board composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity;<sup>104</sup>
- d) annually or as vacancies arise, works with the Board Chair and President to identify any gaps that should be filled by newly Appointed Member candidates and recommends to the Board the desired knowledge, experience and skills for potential new Board Members;

<sup>104</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

- e) in respect of Appointed Members, works with the Board Chair and President to identify potential candidates for appointment to the Board;<sup>105</sup>
- f) in respect of Elected Members and in advance of an election, ensures that each constituency is provided with a copy of the Individual Board Member's Position Description and the Skills Competency Matrix for Governing Board<sup>106</sup> in order to communicate to the constituencies the desired knowledge, experience and skills for the upcoming election;
- g) leads the Board Chair and Vice Chair succession planning process as detailed in the Board Chair Succession Planning section of this Board Manual;
- h) ensures programs are in place for new Board Member orientation and ongoing professional development;<sup>107</sup>
- i) reviews and recommends the annual review processes for evaluating the effectiveness of the Board and other areas as appropriate under section 21 of this Board Manual;
- j) periodically reviews and assesses KPU's governance communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on KPU's internal and external websites;
- k) considers recommendations from the Senate for the establishment and discontinuance of Faculties and Departments;<sup>108</sup>
- l) considers recommendations from Senate for the establishment and discontinuance of Programs with regard to adherence to the strategic priorities, mission, vision and mandate of KPU;<sup>109</sup>
- m) annually reviews and ensures the adequacy of KPU's Code of Conduct for Board Members<sup>110</sup>;

<sup>105</sup> Potential candidates are recommended to the Ministry of Advanced Education and the Crown Agency Board Resourcing Office through the Board Chair, assisted by the University Secretary.

<sup>106</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

<sup>107</sup> Refer to Section 20 (Orientation and Professional Development) of this Board Manual for further information.

<sup>108</sup> *University Act*, s. 27(2)(i) and 35.2(6)(e).

<sup>109</sup> *University Act*, s.35.2(6)(b) and 27(2)(i)

<sup>110</sup> Refer to Section 9 (Individual Board Member Position Description and Code of Conduct) of this Board Manual for further information.



- n) annually receives and reviews Code of Conduct declarations from Board Members;
- o) addresses Code of Conduct issues as delegated to the Committee by the Board;
- p) assumes other related responsibilities as assigned by the Board.

### Meetings

The Governance Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### Committee Support

The President or designate and the University Secretary or designate support the Committee in carrying out its work.

### Responsibility for Policy Review

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, or a development in governance best practices) all Board Bylaws and Board-Approved University Policies and sections of this Board Manual which relate to governance matters, including the following:

#### Board Bylaws and Board Manual Sections

- a) Bylaw 2 – Amendment of Bylaws
- b) Bylaw 3 – Meetings of the University Board of Governors
- c) Section 5 – Board Governance Structure
- d) Section 6 – Board Terms of Reference
- e) Section 7 – Board Chair Position Description
- f) Section 8 – Board Vice Chair Position Description
- g) Section 9 – Individual Board Member Position Description and Code of Conduct
- h) Section 12 – Committee Operating Guidelines
- i) Section 16 – Governance Committee Terms of Reference
- j) Section 17 – Board Meeting Guidelines
- k) Section 18 – Strategic Planning
- l) Section 19 – Board Composition and Succession Planning
- m) Section 20 – Orientation and Professional Development

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- n) Section 21 – Board and Board Member Evaluation
- o) Section 24 – Board Chair Succession Planning

**Board-Approved University Policies**

- a) AC1 Advisory Committees
- b) AC3 Program Review
- c) AC8 Principles of Academic Freedom and Responsibility
- d) AC10 Establishment, Revision, Suspension and/or Discontinuance of Programs
- e) AC13 Qualifications for Faculty Members
- f) AD4 Continuing Education and Contract Services
- g) AR17 Academic Schedule
- h) ER 8 Asset Naming Opportunities
- i) ER9 Political Fundraising Expenses
- j) GV 2 Protocol for the Development of University Policies
- k) GV9 Establishment and/or Discontinuance of Faculties and Departments
- l) GV10 Mission, Vision and Values Development and Amendment
- m) ST7 Student Conduct (Non-Academic)
- n) SR14 Sexual Violence and Misconduct

## 17. BOARD MEETING GUIDELINES

Under the *University Act*, the Board has the authority to make rules for the meetings of the Board and its transactions.<sup>111</sup>

### Frequency

The Board typically holds six regular meetings per year that are open to the public.<sup>112</sup>

The Board also holds an annual strategic planning session that is restricted to the Board and Senior Leadership. The Board may also hold special meetings as required.

The Board's calendar will be determined by June of each year for the following academic year but be reasonably amended if necessary in order to accommodate scheduling challenges and ensure quorum.

### Location

Board meetings are normally held on one of KPU's campuses.

### Meeting Types

#### Regular Board Meetings:

- a) are open to the public;
- b) to avoid unnecessary disruption of the meeting all recording devices (camera, video and audio) must be turned off when the meeting is called to order, except for the media who will only be permitted to use their recording devices for the first 5 minutes of the meeting. After that time, media's recording devices must all be turned off.

#### Closed Board Meetings:

- a) typically follow a Regular Board Meeting
- b) are held in the absence of the public
- c) include members of the University Executive as requested by the Board
- d) deal with the following matters:
  - i) items which are subject to solicitor/client privilege;

<sup>111</sup> *University Act*, s. 27(2)(a).

<sup>112</sup> Pursuant to s. 26(1) of the *University Act*, the Board is statutorily required to meet at least once every three months.

- ii) items where disclosure could reasonably be expected to harm a security or disciplinary matter;
- iii) items where disclosure could harm KPU's financial or economic interests;
- iv) items relating to management of personnel or the administration of KPU and that have not yet been implemented or made public;
- v) items concerning negotiations carried on, by or for KPU;
- vi) items where disclosure could be harmful to individual or public safety;
- vii) items where the disclosure of information could reasonably be expected to result in the premature disclosure of a proposal or project or in undue financial loss or gain to a third party;
- viii) items where protection of a third party's personal information and privacy is involved; and
- ix) any other item that in the opinion of the Board Chair is not appropriate to discuss in an open session.

#### **In-Camera Board Meetings:**

After the *closed* session of a Board Meeting, the Board will regularly debrief *in camera* without any members of the University Executive present.

If discussing any of the following, the President will also be excused:

- a) the President's appointment, performance, evaluation or compensation;
- b) the President's annual goals;
- c) President succession planning; or
- d) Board functioning.

Immediately following this debriefing session, the Board Chair shall report to the President on issues discussed at the debriefing session, as appropriate.

#### **Agenda**

The Board Chair, in consultation with the President and with support from the University Secretary or designate, develops the agenda for each Board meeting. The Vice Chair may also support the development of the agenda.

The agenda and supporting materials will be distributed to Board Members typically five working - days in advance of the meeting.

For Regular Board Meetings, the agenda and supporting materials (excluding working papers) are posted on the Board's webpage.

Board Members who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the Board Chair or the University Secretary at least two weeks prior to the Board meeting. The Board Chair may exercise ~~his or her~~<sup>their</sup> discretion whether to include the suggested item on an upcoming Board meeting agenda.

### Notice

The Board meeting schedule is set in June for the following academic year, and notice of upcoming regular meetings of the Board is given at the previous regularly-scheduled Board meeting. Notice of special Board meetings will be in accordance with Section 15 of this Board Manual.

### Information for meetings

Materials assembled in support of Board meetings will be coordinated by the University Secretary. All material submitted for consideration by the Board becomes part of the record of the Board, and will be deposited with the University Secretary for maintenance, safekeeping and access.

An approved covering memo is required for all material distributed to the Board, outlining the background of the agenda item, the key messages, resource requirements, the financial implications, the anticipated risks and previous consultations that have taken place. The approved covering memo template can be requested from the University Secretary.

Material distributed to the Board Members in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions sought from the Board.

Additional supporting documents may be presented during Board meetings, including by Board Members or members of Senior Leadership and invited external advisors.

Presentations at Board meetings should briefly summarize the material sent to Board Members, so as to maximize the time available for discussion on questions regarding the material.

### Delegations at Regular Board Meetings – Open Sessions

Any person or persons, including constituency groups or representatives (a “delegation”) wishing to address a regular Board meeting shall make a request in writing, using the template found in Appendix “F”, to the University Secretary at least two weeks prior to the meeting.

Delegations shall be permitted at the discretion of the Board Chair, in consultation with the President as required.

Prior to being allocated a time to present to the Board, the delegation must provide a written submission (maximum two pages – see Appendix “F”) outlining the issue, the delegation’s position and listing the persons who will be attending as part of the delegation, designating a spokesperson. The written submission will be distributed to Board Members with the meeting agenda.

Speaking time for a delegation shall be limited to a maximum of five minutes. A time extension may be given by agreement of the Board.

There may be a limit on the number of delegations able to appear at a given Board meeting.

Board Members shall not enter into debate with the delegation upon the completion of their presentation. Members should only ask questions for clarification and to obtain additional, relevant information. All remarks and questions, whether from delegates or Board Members, shall be directed through the Board Chair.

No delegation shall:

- a) speak disrespectfully of any person;
- b) use offensive words;
- c) speak on any subject other than the subject for which they have received approval to address the Board; or
- d) disobey the rules of procedure or a decision of the Board Chair.

The Board Chair may curtail any delegation, any questions of a delegation or debate during a delegation for disorder or any other breach of this Board Manual and, where the Board Chair rules that the delegation is concluded, the delegation shall immediately withdraw.

### **Media at Regular Board Meetings – Open Sessions**

Members of the media are welcome to attend KPU’s Regular Board Meetings. In order to avoid disruption of the meeting and give consideration to space restrictions, cameras and operators will not be permitted during Board meetings. The Board also wishes to avoid the distraction of cameras and sound technicians attempting to make live recordings of the meetings. To accommodate the media and to avoid these distractions, cameras (both still and video) will be allowed to take photos and film during the first five minutes. The cameras, microphones or other recording devices, both audio and video, are then removed from the boardroom or in the case of mobile devices, are no longer to be used to capture photos or video. The Board welcomes media interviews with Board and KPU spokespersons outside the boardroom.

### Procedures at Meetings

The following describes general procedures for the conduct of meetings:

- a) The quorum for any meeting of the Board shall be 51% of Board Members.<sup>113</sup>
- b) The affirmative votes of a majority present and voting at a meeting at which a quorum is present are sufficient to pass a Board resolution.
- c) The Board Chair has the same right to vote as other Board Members, and in the case of a tie vote on a motion, the motion is defeated, and the Board Chair must so declare.<sup>114</sup>
- d) In extenuating circumstances where a Board Member is unable to attend in person, and with the prior consent of the Board Chair, that Board Member may participate in a Board meeting by telephone or other communication device that allows participants to communicate effectively. A minimum of 24 hours' notice must be given to the University Secretary by Board Members participating via teleconference or videoconference to allow for proper set-up. The Board member is not required to be physically present to be counted as part of the quorum.
- e) Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Board Member participating by telephone conference call.
- f) Board meetings will adjourn four hours after the scheduled time of commencement. The time for adjournment may be extended for a maximum of 30 minutes at a time at any meeting by a successful motion for extension, which is not debatable, and requires an affirmative vote of two-thirds majority.
- g) Robert's Rules of Order (current edition) apply to Board meetings, subject to the provisions of this Board Manual.

### Minutes

The Board Chair is provided with the draft minutes of each regular, closed and in camera meeting of the Board as soon as possible after each meeting. Once approved by the Board at its next scheduled meeting, the minutes serve as the official record of the meeting and are filed in a secure location.

<sup>113</sup> *University Act*, s. 26(2).

<sup>114</sup> *University Act*, s. 26(3).

The minutes from the open session of the regular Board meetings will be posted on the Board's webpage and sent electronically to all other persons required by statute to receive them.

The University Secretary may make minor/administrative corrections to approved Board or Committee minutes, provided the corrections are approved by the Board Chair or respective Committee Chair. All other amendments must be approved by the Board. The University Secretary will notify the Board, at the next regularly scheduled board meeting, of any amendments made by the University Secretary.

### **Board Deliberations and Confidentiality**

The details of any matter discussed at a *closed* or *in camera* meeting of the Board must be held in strict confidence by all those in attendance. By resolution of the Board, any of the matters discussed at a *closed* meeting may be brought forward for discussion at a regular meeting open to the public.

### **Special Meetings of the Board**

In order to address a particular issue, a special meeting of the Board can be convened by the Board Chair and must be convened by the Board Chair upon request of any other four Board Members. Special meetings should only be called when the particular issue is of an urgent nature and the business cannot wait until the next scheduled Board meeting. Notice of a special Board meeting must set forth every issue the special meeting will address and the Board can only discuss the business that was stated in the notice.

### **Attendance**

Board Members are expected to attend all meetings. Unless excused by Board resolution, a Board Member who does not attend at least half of the Board's regular meetings in any year is deemed to have vacated ~~his or her~~their seat.<sup>115</sup>

<sup>115</sup> *University Act*, s. 22(2).



## 18. STRATEGIC PLANNING

### Introduction

Planning is a critical component of good management and good governance. While the Board has ultimate responsibility for approving the strategic plan, Senior Leadership has the responsibility to develop the plan and work collaboratively with the Board in areas of critical strategic importance.

The strategic plan is the cornerstone of KPU's planning framework and the priorities as set out in the strategic plan are reflected in KPU's annual operating and capital budgets.

### Roles and Responsibilities

#### Government

The Government and KPU have signed a Government Letter of Expectations (or similar document), reflecting agreement on respective roles and responsibilities, including high-level strategic priorities and public policy issues.

Every year, the Government, through the Ministry of Advanced Education, Skills & Training, provides KPU with a budget letter that outlines the student enrolment targets and operating budget allocations to support targeted programs and priority issues for the coming fiscal year.<sup>116</sup>

The financial parameters for KPU are also set by the Government's tuition limit policy.<sup>117</sup>

#### Senior Leadership

Senior leadership, led by the President, is responsible for the development of the strategic plan and the annual operating and capital budgets.

<sup>116</sup> Budget letter is available at: <http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration/budget-letters>

<sup>117</sup> Available at <http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration/tuition-limit-policy>

**Board**

The Board:

- a) ensures there is an appropriate planning process in place that involves adequate consultation with key stakeholders; and
- b) reviews, questions, offers advice, validates and ultimately approves KPU's strategic plan, and monitors its implementation.

At various stages of development of the strategic plan, the Board is briefed on the status of the planning process and may be asked to review draft elements of the plan.

**Senate**

The Senate plays an advisory role with respect to strategic planning and participates in the strategic planning process on an annual basis. The Senate advises the Board, and the Board must seek advice from the Senate, on the development of educational policy for several matters, including KPU's mission statement and educational goals, objectives, strategies and priorities.<sup>118</sup>

**Five-Year Strategic Planning Framework**

KPU plans for long-term success and sustainability. Every five years the President leads a comprehensive planning process resulting in a five-year strategic plan. Annually, during each year of the five-year strategic plan, the plan is reviewed and adjustments are made as necessary to reflect any changes in KPU's internal or external environment and/or to KPU's risk profile (see Section 13).

Prior to beginning the strategic planning process, the President reviews with the Board the proposed process to develop the five-year strategic plan, including the proposed involvement of the Senate and other key stakeholders. The Board reviews and approves the strategic planning process.

**Annual Planning Framework**

Annually, during each year of the five-year strategic plan, the strategic plan is reviewed and adjustments are made as necessary to reflect any changes in KPU's internal or external environment and/or to KPU's risk profile.

The annual review process for the five-year strategic plan consists of several key contact points between Senior Leadership, the Senate and the Board.

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<sup>118</sup> *University Act*, s. 35.2(6)(a).

### **Process**

Following consultation with the Board, the Senate and key stakeholders, Senior Leadership meets with the Board and the Senate to review Senior Leadership's view of any changes in KPU's internal or external environment (including the financial parameters set by the Government) and/or KPU's risk profile and, in light of those changes, any proposed adjustments to the five-year strategic plan. The Board and the Senate provide feedback to Senior Leadership and the goal of this meeting is to ensure alignment between the Board, the Senate and Senior Leadership on any changes to the five-year plan and to articulate the upcoming year's initiatives (the annual plan).

Taking into account the feedback received from the Board and the Senate on key strategic issues, Senior Leadership prepares a draft of any proposed adjustments to the five-year strategic plan and a draft of the annual plan for the upcoming year for review by the Board. Once approved by the Board, Senior Leadership incorporates appropriate components of the annual plan into the operating and capital budgets.

### **Annual Operating and Capital Budget Approval**

Following approval of the annual plan, KPU develops rolling operating and capital plans to implement KPU's strategic initiatives, and an annual operating and capital budget.

Senior Leadership develops KPU's annual operating and capital budgets after receiving departmental budgets in the Fall of each year and seeks advice from the Senate Standing Committee on the University Budget. Senior Leadership then presents the budgets to the Board for approval the following March.

### **Performance Reporting Measures Approval**

Following the annual planning framework review and in connection with the development of the operating and capital plans, the Board and Senior Leadership agree on a set of key performance measures for KPU. While some of the performance measures are derived directly from the annual operating and capital budgets, other measures are identified according to their short and long term strategic importance to KPU.

### **Performance Reporting**

Using a dashboard, Senior Leadership provides a bi-annual report to the Board on the performance of KPU, whether it is achieving its targets as identified and any actions planned for areas that are not meeting expectations.

### **Timelines**

The schedule for completion of the strategic plan, annual operating and capital budget as well as performance-reporting measures is developed by the President and approved by the Board.

## 19. BOARD COMPOSITION AND SUCCESSION PLANNING

### Introduction

Effective Boards are composed of Board Members having the right combination of personal attributes and relevant skills and experience.

The KPU Board is composed of:

- a) The Chancellor and the President;
- b) Appointed Members; and
- c) Elected Members.

All Board Members are responsible to act in the best interests of KPU at all times. The duties and responsibilities of individual Board Members are set out in the Individual Board Member Position Description and Code of Conduct.

As set out below, the Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for appointment or election to the Board. This framework is shared with bodies that appoint or elect Board Members.

### Key Considerations in Board Composition

The optimal Board composition for KPU involves a consideration of the following four broad categories.

#### Personal Characteristics

All Board Members should be committed to KPU's vision, mission and values and possess the following personal characteristics:

- a) commitment to innovative and interdisciplinary education;
- b) integrity and accountability;
- c) the ability to express views in a collegial manner;
- d) informed judgment;
- e) the ability to provide wise, thoughtful counsel on a broad range of governance issues;
- f) a preference for Board and team performance over individual performance;
- g) high performance standards;
- h) a history of achievements that reflects high standards for themselves and others;
- i) ability to commit the time required; and

- j) no actual, potential or apparent conflicts.<sup>119</sup>

### **Specific Skills and Experience**

Board Members, as a group, should possess a combination of skills and experience relevant to KPU's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to KPU's internal and external opportunities or challenges.

Relevant skills and experience identified by the Crown Agency and Board Resourcing Office:

- |                                   |   |
|-----------------------------------|---|
| • Accounting                      | • Trades management                                   |
| • Investment management           | • Legal expertise                                     |
| • Business (executive) management | • Financial expertise                                 |
| • Risk management                 | • Public sector: knowledge of how government operates |
| • Real estate                     | • Previous leadership experience                      |
| • Communications                  | • Tourism industry                                    |
| • Marketing                       | • Engineering   |
| • Public relations                | • Governance and board experience                     |
| • Labour relations                | • Community involvement                               |
| • Human resources                 |   |

Additional skills and experience identified by the Board:

- Strategic planning

### **Board Leadership**

In order for the Board to be effective, it is important that the Board include some Board Members who have the necessary skills, experience and desire to fill key leadership positions on the Board including the Board Chair and Committee Chairs.

### **Diversity**

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Board Members with the goal of creating robust Board dynamics, fulsome Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives and

<sup>119</sup> It is acknowledged that Elected Members, by reason of being elected by constituencies, bring with them certain conflicts that are deemed acceptable and managed by the Board. Refer to the Conflict of Interest section of this Manual for more information.

problem solving approaches. The Board should also reflect cultural, gender and other forms of diversity relevant to the community served by KPU.

### Process

The Board Chair, Governance Committee and Board Members all play key roles in identifying the needs of the Board and potential candidates to fill those needs.

#### Identifying Required Skills and Experience

In consultation with the Board Chair, the Governance Committee leads a process to identify specific skills and experience desired in new Board Members to fill upcoming vacancies.

In order to identify the desired skills and experience, the Governance Committee develops and analyzes the Skills Competency Matrix for Governing Board to determine:

- a) the optimal attributes desired for the Board as a whole;
- b) the skills, background and experience of continuing Appointed Members; and
- c) the “priority needs” (i.e., those attributes that should be added and/or strengthened on the Board) to be filled in the appointment of new Members.

Appendix “E” sets out a form of Skills Competency Matrix for Governing Board to be used as a guide by the Governance Committee in reviewing the needs of the Board and the priority needs in new Board appointments.

In completing the Skills Competency Matrix for Governing Board, each year the Board:

- a) reviews and revises the list of desired skills and experience along the horizontal axis as required;
- b) marks the key skills and experience of each continuing Board Member;<sup>120</sup> and
- c) circulates the completed Skills Competency Matrix for Governing Board to Board Members for their review and approval.<sup>121</sup>

The completed Skills Competency Matrix for Governing Board, as approved by the Board, is used as a guide in identifying potential candidates.

#### Process Considerations – Appointed Board Members

<sup>120</sup> In completing the competencies of each continuing Board Member, the Board Member receives a check mark for each area in which the Board Member makes a significant contribution and is expected to play a leadership role on the Board.

<sup>121</sup> Board Members who disagree with their key skills analysis can recommend changes to the Governance Committee.

As noted by the Board Resourcing and Development Guidelines:

*“While, ultimately, it is the government’s responsibility to appoint directors, ideally, after consultation with the organization, the organization should be satisfied that the appointee has the skills and knowledge necessary to enhance the effectiveness of the board and will be a good fit with the board culture.”*

Once the needs of the Board are determined as set out above, the Governance Committee, together with the Board Chair and after consultation with the President, identifies individuals qualified to stand for re-appointment and/or searches proactively to identify individuals to become new Members of the Board, consistent with any knowledge, experience and skills approved by the Board. All Board Members are encouraged to identify for the Governance Committee’s consideration individuals who meet the desired skills and experience.

The Board Chair (with support from the University Secretary) plays a lead role in liaising with the Ministry of Advanced Education, Skills and Training and the Crown Agency and Board Resourcing Office with respect to Appointed Members. Throughout the recruitment and appointment process, the Board Chair consults with the Board Resourcing and Development Office on the knowledge, experience and skills required on the Board, potential Appointed Member candidates, and feedback on the performance of incumbent Board Members.

In relation to any current Appointed Member that is eligible for re-appointment, the Board Chair provides the Crown Agency and Board Resourcing Office with an assessment of the Board Member’s performance during the preceding term, based on the Board Chair’s personal assessment and any feedback provided through a Board Member evaluation process (if applicable).

At least six months prior to the expiry of a Board Member’s term, the Board, through the Board Chair, and after consultation with the Governance Committee, using the Crown Agency and Board Resourcing Office’s processes:

- a) provides notice to the Crown Agency and Board Resourcing Office that the term of the Board Member is about to expire;
- b) provides a written request for a new appointment to fill such vacancy;
- c) provides the Crown Agency and Board Resourcing Office with the Board’s analysis of the knowledge, experience and skills to be filled in a new appointment; and
- d) provides the names and biographical information of any individuals recommended by the Board to fill the vacancy.

#### **Process Considerations – Elected Members**

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Prior to an election being held, the Board on the recommendation of the Board Governance Committee, through the University Secretary, ensures that via the election sites each constituency is provided with:

- a) the Individual Board Member Position Description and Code of Conduct; and
- b) the Board's analysis of the knowledge, experience and skills to be filled on the Board as a whole.



## 20. ORIENTATION AND PROFESSIONAL DEVELOPMENT

The Governance Committee, with the assistance of the Board Chair, University Secretary and Senior Leadership, ensures there is an orientation program for new Board Members.

### Goals

The goals of the orientation program are to:

- a) ensure that each new Board Member has a clear understanding of KPU's formal governance framework, including the role of the Board, its supporting committees and the Senate, and the expectations in respect of individual Board Member performance;
- b) help each new Board Member build an understanding of KPU, its operations and working environment including:
  - i) its strategic goals and initiatives;
  - ii) summary details of its principal assets, liabilities and significant commitments;
  - iii) its major risks and risk management strategy;
  - iv) key performance indicators;
  - v) any operational or financial constraints imposed by legislation or otherwise;
  - vi) responsibilities and obligations for compensation transparency, statutory requirements and guideline reporting in the Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability: June 2014 (refer to Appendix "G")
  - vii) the roles, responsibilities and expectations of Board Members outlined in the Board Manual, including the code of conduct, conflict of interest, and confidentiality provisions;
- c) build a link with the individuals who make up KPU, including:
  - i) opportunities to meet and get to know fellow Board Members;
  - ii) meetings with Senior Leadership;
  - iii) visits to KPU's campuses to meet faculty, staff and students; and
- d) build an understanding of KPU's main relationships, including Government, key constituencies and other key stakeholders.

### Materials

New Board Members receive a comprehensive set of briefing materials including:

- a) the Board Governance Manual;
- b) the most recent strategic plan and annual accountability report;
- c) minutes from the previous year's Regular Board Meetings;
- d) a schedule of dates for upcoming Board meetings and Committee meetings; and
- e) minutes from the previous year's Committee meetings for any Committee that the Board Member will be joining.

### Process for New Members

Each new Board Member is expected to participate in KPU's Board Member Orientation Program.

The University Secretary ensures that arrangements are made for the orientation program for a new Board Member. The program is scheduled as soon as possible after his/her appointment or election. The program includes specific orientation in respect of any Committees that the new Board Member will be joining.

### Professional Development

The Board is committed to ongoing professional development for Board Members.

Typically, the Board as a whole attends a planning seminar once per year as well as a joint Governance session with Senate.

Each Board Member may also attend one professional development session per year. Criteria for Board Member attendance at professional development session is as follows:

- a) attendance must be of value to the Board or KPU;
- b) a minimum, but adequate, number of Board Members should be selected to attend;
- c) those attending should be selected on the basis of their educational needs as Board Members;
- d) a Board Member has an excellent record of attendance at Board meetings; and
- e) a Board Member continues to be eligible for re-appointment or re-election.

Board Members are encouraged to bring to the Governance Committee's attention professional development opportunities that may be of value to the Board or Board Members. If a Board Member wishes to take advantage of such a professional development opportunity not previously identified by the Board, and seeks

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reimbursement from the Board for expenses related to the opportunity, the Board Member must obtain the prior approval from the Governance Committee using the following criteria for selection:

- a) valuable for Board education, policy development, information gathering and clarification of legislation or procedures;
- b) valuable to the education or development of new Board Members; and
- c) opportunity for interaction with educational leaders and other professional colleagues.

## 21. BOARD AND BOARD MEMBER EVALUATION

### Introduction

The Board is committed to Board evaluation, the purpose of which is to provide Board Members with an opportunity each year to examine how the Board and Board Chair are performing, which may also include examining the performance of the Board's Committees, Committee Chairs and individual Board Members, and to identify opportunities for improvement.

### Process

The process used varies from year to year. Each year, the Governance Committee recommends the annual review processes for evaluating the effectiveness of the Board and the Board Chair, which may also include an evaluation of the Committees, Committee Chairs and individual Board Members. The process is appropriate to the Board's stage of development, and takes into account past Board evaluation processes and results.

The Governance Committee may engage an outside advisor to assist in the design and implementation of the evaluation process.

The evaluation process may include an evaluation questionnaire, interviews, facilitated discussions or any combination of methods.

### Board Evaluation

#### Objective

The objective of the Board evaluation process is to assist the Board to:

- a) assess the overall performance of the Board and measure the contributions made by the Board to KPU in keeping with stakeholder expectations;
- b) evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of KPU;
- c) add value to KPU; and
- d) achieve and maintain excellent governance practices.

#### Areas to be Evaluated

Board evaluation is designed to review the effectiveness of the Board. Typical assessments evaluate the following areas:

- a) the quality of Board meetings including appropriateness, effectiveness and sufficiency of topics, time allocation, pre-meeting information packages and presentations;
- b) Board dynamics, including the quality of the discussion;
- c) the appropriateness and sufficiency of financial and operational reporting;
- d) the quality of the relationships between the Board and Senior Leadership and the Board and the Senate;
- e) KPU's practices with respect to business conduct and ethical behaviour;
- f) Board Member training and education;
- g) Board processes with respect to strategic planning, risk management, President evaluation, succession and compliance; and
- h) the Board's relationship with the Government, key stakeholders and the public.

### **Board Chair Evaluation**

#### **Objective**

The objective of the Board Chair evaluation process is to provide feedback to the Board Chair to improve the overall performance of the Board Chair and, in turn, the Board.

#### **Areas to be Evaluated**

The Board Chair evaluation is based on the expectations of the Board Chair set out in the Board Chair Position Description at page 21 of this Manual, and covers such areas as:

- a) integrity and ethics;
- b) management of Board meetings;
- c) management of information flow between the Board and Senior Leadership;
- d) management of the Board's decision-making processes;
- e) relationship with the President;
- f) relationship with Board Members; and
- g) relationship with Government, key stakeholders and the public on behalf of the Board.

### **Committee Evaluation**

#### **Objective**

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The objective of Committee evaluation is to improve the functioning of the Committee and thus contribute to the Board's overall performance.

#### **Areas to be Evaluated**

Committee evaluation covers such areas as:

- a) the appropriateness of the Committee's mandate;
- b) the composition of the Committee;
- c) the contributions of the Committee to the Board's work; and
- d) the quality of its reporting to the Board.

#### **Committee Chair Evaluation**

##### **Objective**

The objective of Committee Chair evaluation is to provide feedback to the Committee Chair to improve the overall performance of the Committee Chair and, in turn, the Committee.

The Committee Chair evaluation covers such areas as:

- a) integrity and ethics;
- b) management of Committee meetings;
- c) management of information flow between the Committee and the Board;
- d) management of the Committee's decision-making processes;
- e) relationship with the Board Chair; and
- f) relationship with Committee members.

#### **Individual Board Member Self-Evaluation**

##### **Objective**

The objective of individual Board Member self-evaluation is to provide aggregate feedback to the Board on individual Board Member performance and effectiveness so the Board may identify opportunities for improvement.

#### **Areas to be Evaluated**

The individual Board Member self-evaluation is based on the expectations of individual Board Members set out in the Individual Board Member Position Description and covers such areas as:

- a) key areas of contribution;

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- b) level of engagement;
- c) communications style; and
- d) how Board Member's contributions could be greater.

## 22. PRESIDENT EVALUATION

### Introduction

The annual evaluation of the President is one of the most important responsibilities of the Board and is carried out under the leadership of the Human Resources Committee and the Board Chair. A formal evaluation process makes performance expectations clear for both the Board and the President and provides an opportunity for the Board and President to have an open, frank and constructive discussion regarding the President's leadership of KPU.

The main objectives of the President evaluation process are to:

- a) assess the President's past performance and award as appropriate;
- b) assess the President in light of the future leadership needs of KPU and set strategic goals and objectives for the President for the upcoming year; and
- c) strengthen Board/President relations.

While the Human Resources Committee and Board Chair provide a leadership role in carrying out the evaluation process, it involves input from the whole Board.

### Performance Benchmarks

The President has general responsibilities to lead KPU as set out in the President's employment agreement and the President Position Description in this Board Manual.

In addition to the President's general responsibilities, each year the President and the Board agree on specific performance goals and objectives for the President for the upcoming year. The annual performance goals and objectives typically reflect:

- a) key performance measures for KPU developed by the Board for the upcoming year related to KPU's strategic plan;
- b) specific goals related to the President's leadership of KPU, including eight key task areas
  - i) Institutional Agenda
  - ii) Academic Leadership
  - iii) General Management and Planning
  - iv) Fiscal Management and Budgeting
  - v) Internal Relationships
  - vi) External Relationships
  - vii) Decision Making and Problem Solving



- viii) Modeling KPU Values; and
- c) the President's personal professional development goals.

### Annual Performance Evaluation

The President's performance is evaluated annually. The President is evaluated on:

- a) execution of the President's responsibilities as chief executive officer of KPU; and
- b) achievement of the annual performance goals as set out in the President's annual goals and objectives.

### Process

The President evaluation process involves the following steps:

- a) In the Spring of each year, the President prepares annual performance goals and objectives for the following academic year, specifying how progress against each target will be measured. The President shares those targets with the Board Chair and the Human Resources Committee, which reviews and if necessary amends them, in consultation with the President. The targets are then presented to the full Board for discussion in June or September, revision if required, and approval.
- b) Mid-way through the academic year, the Human Resources Committee, the Board Chair and the President review and discuss the President's targets and progress against them.
- c) In the Spring of each year, the President evaluation process takes place as follows.
  - i) The President prepares a written self-appraisal, rating ~~his or her~~their performance against the President's general responsibilities and the previously agreed-upon annual goals and objectives.
  - ii) The President's self-appraisal is provided to the Human Resources Committee.
  - iii) The Human Resources Committee Chair obtains input from all Board Members as to the President's performance. Feedback may be obtained by way of a written survey questionnaire, Board discussion or some other format.

- iv) In addition to feedback from Board Members, the Board through the Human Resources Committee Chair may obtain feedback from various stakeholders relevant to KPU.<sup>122</sup>
- v) All feedback is consolidated by the Human Resources Committee Chair and discussed in confidence with the Board.
- vi) Following discussion by the Board, the Board Chair and Chair of the Human Resources Committee meet with the President to provide the President with a written summary of the Board's evaluation.
- vii) The President may provide the Board with a written response to the review, through the Human Resources Committee or the Board Chair.
- viii) The Board's evaluation and the President's response are placed in the President's file.

### Compensation Review

Following the President's response, if any, the Board, on the advice of the Human Resources Committee, determines the President's remuneration for the upcoming year subject to the PSEC guidelines.

<sup>122</sup> Each year, the Human Resources Committee may identify several relevant internal and external stakeholder groups or individuals from whom feedback is sought.

## 23. PRESIDENT SUCCESSION PLANNING

### Introduction

The purpose of succession planning is to ensure that, as KPU grows and changes, the right leadership is in place for KPU to achieve its strategic objectives. The Board is directly responsible for President succession planning and is responsible to ensure the President has appropriate succession plans in place for senior academic and administrative positions.

### Overview

Planning for President succession involves a discussion of:

- a) Based on KPU's strategy, what attributes are needed in a future President, in both a planned and emergency succession situation?
- b) Who within KPU are seen as potential successors?
- c) What development, if any, is required to prepare potential successor candidates for the future President role?
- d) If there are no internal candidates, what are the plans to prepare for emergency and planned transition?

Recognizing the link between succession planning and strategy, an appropriate time to review and discuss the President and his succession plans is as part of or shortly after the completion of the annual strategic review.

The Board and President should be aligned in their views of potential internal candidates and their developmental needs. There should also be a logistics plan prepared in anticipation of an emergency and planned transition to ensure confidence in the process to both internal and external stakeholders.

### Roles and Responsibilities

Responsibility for the succession planning process is shared among the Board, the Human Resources Committee and the President.

#### Board

The Board is responsible for:

- a) ensuring there is a succession plan in place for the President that includes:
  - i) a description of attributes that are key to the President's ability to lead the successful execution of KPU's strategic plan

- ii) a description of the attributes that would be key for a person stepping into the President's role on an interim basis in the event of an unplanned departure of the President;
  - iii) an assessment of potential President successor candidates against the Executive Leadership Competencies;<sup>123</sup>
  - iv) a development plan for each potential President successor candidate that takes into consideration the ~~long-term~~long-term criteria; and
  - v) an assessment of potential candidates who could fill the President's role on an interim basis should there be an emergency or unplanned departure of the President.
- b) ensuring that criteria and processes for recognition, promotion, development and appointment of Senior Leadership are consistent with the future leadership requirements of KPU; and
- c) ensuring that appropriate communications plans are in place with respect to:
- i) communications with potential President successors regarding ongoing assessment and development;
  - ii) communications on behalf of KPU should there be an unplanned departure of the President.

#### Human Resources Committee

The Human Resources Committee annually:

- a) leads the process, in collaboration with the President, to develop the President succession plan;
- b) reviews and updates the President succession plan and leads the annual President succession plan review with the Board;
- c) reviews the President's succession plan for senior academic and administrative positions; and
- d) reviews and discusses with the President, the processes and outcomes associated with the recognition, promotion, and development of the senior academic and administrative team.

<sup>123</sup> Part of the President's Annual Performance and Evaluation Form

**President**

The President:

- a) establishes internal processes for identifying and developing KPU's leaders in keeping with the leadership needs as identified through the strategic planning process;
- b) works with the Human Resources Committee to develop a President succession plan;
- c) develops a senior academic and administrative leadership succession plan to ensure continued strong leadership at KPU as required to successfully execute KPU's strategic plan;
- d) designs KPU's leadership assessment and development processes in keeping with the President succession plan and senior academic and administrative leadership succession plan;
- e) provides periodic updates to the Human Resources Committee and the Board on the mechanisms that build leadership talent and succession capability in KPU, including leadership competency frameworks, management development training and job changes; as well as assessments of the most likely successors for President, and other key positions at KPU;
- f) ensures KPU has appropriate criteria and processes in place to hire, promote, transfer, and retain employees in Senior Leadership and other key leadership positions; and
- g) reviews the senior academic and administrative leadership succession plans each year with the Human Resources Committee and the Board.

**President Pro Tem Appointments**

In accordance with KPU Policy *HR22 Presidential Search Advisory, Appointment and Re-appointment*, the Board will:

- a) appoint a President Pro Tem when the sitting President, for whatever reason, is unable to fulfil his/her duties, and/or to fulfil these duties during a Presidential Search.
- b) in consultation with the Senate, identify one or more qualified personnel who may be asked to assume the role of President Pro Tem.

**Presidential Search, Appointment and Re-appointment**

See KPU Policy *HR22 Presidential Search Advisory, Appointment and Re-appointment*

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## 24. BOARD CHAIR SUCCESSION PLANNING

### Introduction

The Board Chair, as the presiding Member of the Board, ensures that all critical relationships are effectively managed to achieve objectives of the Board. The Board Chair's role includes working with the President, government and managing affairs of the Board and KPU in collaboration with the Board and Senior Leadership and leading the Board in the exercise of its responsibilities.

KPU maintains a Board Chair succession plan that identifies qualified<sup>124</sup> and available candidates. The plan is intended to ensure the stability, continuity, effectiveness and renewal of the Board Chair position. As set out below, the Board strives to select the Board Chair on the basis of consensus.

This section of this Board Manual should be read in conjunction with the Board Chair Position Description.

### Key Skills and Experience

Annually, the Board, supported by the Governance Committee, reviews the optimal key skills and attributes required of the Board Chair. The optimal skills and attributes, as approved by the Board are set out below. While it is recognized that no individual may possess all of these attributes, the ideal candidate to serve as Board Chair should display a significant number of them.

**Commitment to Higher Education:** a commitment to post-secondary education and KPU's mission.

**Time Commitment:** the ability to commit the time required to devote to undertaking the Board Chair's responsibilities as set out in the Board Chair Position Description.

**Community/Business Credibility:** recognized stature as a business and/or community leader at a local or provincial level.

**Leadership:** a strong consensus builder and leader of people, with experience motivating and mentoring senior executives.

**Sensitivity to Academic Environment:** prepared to work collaboratively and respect the role of the Senate, students, faculty members and others involved in decision-making at KPU.

**Board Experience:** an understanding of contemporary governance standards and expectations in the context of a higher education institution.

<sup>124</sup> The Board Chair must be an Appointed Member

**Public Sector:** public sector experience, an understanding of the fact that KPU operates within a highly public environment and respect for the role of government(s) in post-secondary education.

### Accountability

The Governance Committee (“Committee”) is responsible to lead the Board Chair succession planning process to ensure KPU has a Board Chair succession plan that gives consideration to:

- a) the requirements of the Board Chair Position Description;
- b) the incumbent Board Chair’s performance review, tenure and future availability;
- c) KPU’s strategy and timelines for leadership renewal; and
- d) the availability of the Board Chair succession candidates.

In the event that the Committee is required to lead a Board Chair transition process as outlined below, any members of the Committee who are interested in seeking the Board Chair position<sup>125</sup> shall not participate in any of the Committee’s discussions regarding Board Chair transition.

### Process

Individuals elected to Board Chair and Vice Chair typically serve in those roles for two years. However, succession planning is an ongoing process and involves the following elements:

- a) On an annual basis, the Committee reviews the Board Membership to satisfy itself that there are candidates who could serve in the Board Chair and Vice Chair positions.
- b) When recommending new candidates for the appointment to the Board, the Committee considers the need for Board leadership, including the Board Chair and Vice Chair positions.
- c) When consulting with the Board Chair regarding the recommendation of Board Members to serve as Committee members or Committee chairs, the Committee considers Board Chair succession.
- d) When the Board Chair (or Vice Chair, as applicable) position becomes vacant (the unplanned succession situation) or is anticipated to become vacant within the following year (the planned succession situation), the Committee leads the transition process as follows:

<sup>125</sup> Only appointed Board Members are eligible to be Board Chair and Vice Chair

- i) The Committee invites nominations for the Board Chair (or Vice Chair, as applicable) position and asks Members who are interested in serving as Chair or Vice Chair to contact the Committee and current Board Chair.
- ii) The Committee ascertains from those Board Member(s) who have been nominated, their interest and willingness to serve as Board Chair (or Vice Chair, as applicable).
- iii) Once ascertaining the interest of the nominated Board Chair (or Vice Chair, as applicable) candidate(s), the Committee confirms that the Board Member(s) is eligible for appointment or re-appointment to the Chair or Vice-Chair position.
- iv) An election for the position of Chair (or Vice Chair, as applicable) is held at the next Board meeting. The election is managed by the University Secretary.
- v) If there is only one candidate for the position of Chair (or Vice Chair, as applicable), the candidate will acclaim the position.
- vi) If there is more than one candidate for the position of Chair (or Vice Chair, as applicable) a vote is held and the candidate with the majority of votes is elected.
  - Upon request of at least one Board member at the meeting, the election will be held by secret ballot.



## 25. BOARD MEMBER LIABILITY AND INSURANCE COVERAGE

### Exclusion of Liability

Under the *University Act*, Board Members are protected against actions for damages in respect of any act or omission in the course of their duties, excepting acts of bad faith.

Section 69(1) of the *University Act* provides:

An action or proceeding must not be brought against a member of a board, senate or faculties, or against an officer or employee of a university, in respect of an act or omission of a member of a board, senate or faculties, or officer or employee, of the university done or omitted in good faith in the course of the execution of the person's duties on behalf of the university.

### Liability and Insurance Coverage

Board Members are covered under KPU's insurance policies and are indemnified by KPU as outlined in KPU's Bylaws.<sup>126</sup>

<sup>126</sup> Bylaw 1

## 26. BOARD MEMBER REMUNERATION AND EXPENSES

### Remuneration

No remuneration is paid to any Board Member in respect of their service as a Board Member.

### Expenses

Board Members are reimbursed by KPU for travelling and out-of-pocket expenses necessarily incurred by them in the discharge of their duties in accordance with KPU Policy and Procedures *FM5 Business and Travel Expense*.

Board Members are not eligible for reimbursement by KPU for expenses incurred with respect to municipal, regional, provincial and federal political fundraising events, or for other partisan purposes.

The Board Chair reviews and approves the expenses of Board Members, including the Vice Chair in accordance with KPU Policy *FM5 Business and Travel Expense*.

The Board Chair's expenses are reviewed quarterly by the Chair of the Board Audit Committee.

## 27. CONFLICT OF INTEREST

### Introduction

All Board Members are expected to act with honesty, integrity and in the University's best interest, and to avoid circumstances that may place their own interest in conflict with KPU's.

Conflicts of interest threaten the reputation of, or cause harm to, the persons involved and potentially undermine public confidence and trust in the University as a whole.

Conflict of interest exists in the following, or similar circumstances:

- a) Where the activities of a Board Member have the intention or effect of advancing ~~his or her~~their own interests or those of an associate in a way that may be detrimental, or potentially detrimental, to the normal operations, the integrity, or the fundamental mission of the University; and
- b) In any situation when a Board Member has a personal or private interest sufficient to cause a reasonable person to question whether the Board Member is, or could be, influenced in the objective exercise of ~~his or her~~their duties to KPU.

Compliance with these Conflict of Interest rules shall not relieve a Board Member from any obligation to KPU imposed by any applicable law, contract<sup>127</sup> or government directive such as the *Taxpayer Accountability Principles*. Consequently, a Board Member uncertain of ~~his or her~~their duties in any particular circumstance should raise this concern with the Board Chair in order to obtain appropriate guidance and advice.

### Definitions

In this section of the Board Manual:

- a) "Appointed Member" means an individual who is appointed to the Board by the Lieutenant Governor in Council;
- b) "associate" means:
  - i) a spouse of the Board Member;
  - ii) a ~~child (biological, adopted, stepchildren)–son or daughter~~ of the Board Member;

<sup>127</sup> The President has additional obligations with respect to conflicts of interest per ~~his or her~~their employment contract.

- iii) a relative of the Board Member who is living in the family residence, other than ~~his or her son or daughter~~ child (biological, adopted, stepchildren), who is living in the family residence;
  - iv) a friend of the Board Member;
  - v) a corporation of which the Board Member beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation; and
  - vi) a trust or estate in which the Board Member has a substantial beneficial interest or for which the Board Member serves as trustee.
- c) "Board Member" means Appointed Members, Elected Members and Ex Officio Members;
- d) "Conflict of Interest" is a situation in which the private interests of a Board Member conflict, potentially conflict or appear to conflict with ~~his or her~~ their duties to KPU, including ~~his or her~~ their duty to act in the best interests of KPU. This includes actual, potential and apparent conflicts of interest, as follows:
- i) An actual conflict of interest exists where a Board Member exercises an official power or performs an official duty, at the same time knowing that, in exercise of such performance, there is the opportunity to further a private interest.
  - ii) A potential conflict of interest exists where there is some private interest that could influence the performance of a Board Member's duty or function or the exercise of power, provided that she or he has not yet exercised that duty or function.
  - iii) An apparent conflict of interest exists where a reasonable person might hold the apprehension that a conflict of interest exists on the part of the Board Member.
- e) "Elected Member" means an individual who is elected to the Board by a constituency group;
- f) "friend" means an individual with whom the Board Member is connected by frequent or close association;
- g) "private interest" means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Board Member or ~~his or her~~ their associate;
- h) "relative" means a relative by blood, adoption or marriage; and
- i) "spouse" means a person to whom the Board Member is married or with whom the Board Member is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Board Member

is separated or living apart and with whom the Board Member has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

### Duties

A Board Member's duties with respect to conflict of interest include the following:

- a) Board Members must act honestly, in good faith and in the best interests of KPU.<sup>128</sup> In placing the interests of KPU ahead of their own personal or business interests, Board Members must:
  - i) be honest in their dealings with KPU and with others on behalf of KPU;
  - ii) except for systemic conflicts of interests as discussed below, avoid situations where they could profit at the expense of KPU, appropriate a business opportunity of KPU or otherwise put themselves in a position of conflict between their own private interests and the best interests of KPU;
  - iii) make full disclosure of all real, potential and apparent conflicts of interest annually, by signing an Annual Declaration; and
  - iv) immediately disclose any conflict of interest not previously declared, prior to discussion or decision of an issue.
- b) Board Members have a duty of continuing disclosure. If a Board Member becomes aware of a matter which ~~he or she~~they have has a duty to disclose or report, the Board Member must advise the Board Chair as soon as is reasonably practicable and must refrain from any discussion, voting or participation with respect to the matter.

### Conflicts of Interest Relating to Elected Members

Elected Members are in a unique situation in relation to Conflict of Interest considerations. By reason of their membership in a particular constituency of KPU, or by reason of their position within KPU, they are more likely than Appointed Members to have a Conflict of Interest. Given that the Board structure is prescribed by the *University Act*, certain Conflicts of Interest in relation to Elected Members are deemed to be acceptable and should not require the Elected Member to be excluded from the discussion or voting. On the other hand, because of the unique position of Elected Members, there will be situations where the Conflict of Interest is significant enough to require that they be excluded from discussion or voting.

<sup>128</sup> *University Act*, s. 19.1.

Conflict of Interest situations that involve Elected Members will generally fall into one of four categories.

- a) **Constituency Membership.** In situations where the Elected Member has an interest in a matter or issue under consideration that is shared in common with a substantial section of the constituency of which ~~he/she is~~they are a member and who elected ~~him or her~~them to the Board, the Elected Member will not be taken to have a Conflict of Interest for the purpose of this Code and is expected to participate in the discussion and voting. Examples include discussions regarding:
  - i) KPU's budget; and
  - ii) tuition.
- b) **Duty to the Constituency.** In situations where duties of an Elected Member to the constituency that elected him/her conflict with the Elected Member's duty to KPU, and the Conflict of Interest is of a significant, ongoing nature, the Elected Member must either resign from the KPU Board or from ~~his or her~~their position with the constituency. Under the University Act, a KPU employee is not eligible to be a Board Member if ~~he or she is~~they are a voting member of the executive body of, or an officer of, an academic or non-academic staff association of KPU who has the responsibility, or joint responsibility with others, to:
  - i) negotiate with the Board, on behalf of the association, the terms and conditions of service of that association; or
  - ii) adjudicate disputes regarding members of the association.<sup>129</sup>

However, a student who is a voting member or an officer of the Kwantlen Student Association board is not prohibited from being an Elected Member.
- c) **Commercially Sensitive.** In situations where the issue under consideration is of a commercially sensitive nature that potentially involves the corporate interests of the constituency, then the Conflict of Interest is deemed to be of a significant nature and Elected Members of that constituency should not participate in such discussions or voting. Examples of this type of Conflict of Interest include:
  - i) discussions relating to audit matters;
  - ii) discussions related to collective bargaining; and
  - iii) review of KPU's internal controls.
- d) **One-off.** In situations where a Conflict of Interest arises that is not regularly recurring, the Conflict of Interest can be managed under a well-defined protocol that requires the Elected Member to disclose the Conflict of Interest and refrain from participating in the discussion or voting. For example:

<sup>129</sup> *University Act*, s. 23(1)(g).

- i) decisions directly affecting a specific instructional program in which a student Elected Member is enrolled; faculty or staff Elected Members are employed in the program or service areas; or an Elected Member's associate is enrolled in or employed in the program or service areas.

### Examples of Conflicts of Interest Relating to Board Members

The following examples have been developed to provide guidance to Board Members in areas where Conflict of Interest or other ethical issues may arise. They do not constitute an exhaustive list. Further, these examples are provided for reference purposes and are not in substitution for, any Board Member's obligation to KPU imposed upon by common law, equity or statute (for example, securities legislation).<sup>130</sup>

**Corporate Opportunity** – No Board Member should receive personal financial benefit through the use or misuse of confidential information in relation to the business of KPU. Examples of situations that could contravene this policy are:

- a) taking advantage, for personal gain, of a business opportunity known because of one's position with KPU;
- b) speculating on a specific basis on any commodity, product, or real estate that is or is likely to be acquired or required by KPU; and
- c) conducting any private business activity from or by using any KPU asset for personal purposes, unless expressly authorized to do so by consent of the Board, in writing.

**Investment Activity** – Board Members may not, directly or indirectly through associates, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the performance of their duties with KPU that could affect the value of such interest.

**Non-Profit Associations and Professional Associations** – From time to time, a Board Member may reach a position of leadership in a non-profit or professional association where ~~he or she~~ they may be viewed as a spokesperson for that group. In such situations, the Board Member should take reasonable steps to ensure that when speaking on behalf of such an association ~~he or she~~ they ~~is~~ are seen as speaking for the organization and not as a spokesperson of KPU.

**Use of KPU Property** – KPU assets must not be misappropriated for personal use by Board Members. Board Members are entrusted with the care, management and cost-effective use of KPU's property, including the use of KPU's name, and should not make

<sup>130</sup> The President has additional obligations with respect to conflicts of interest per ~~his or her~~ their employment contract.

use of these resources for their own personal benefit or purposes. Board Members should ensure that any KPU property assigned to them for business purposes is maintained in good condition, and should be able to account for such property.

### Protocol for Dealing with Conflicts of Interest

#### Knowledge of Conflict of Interest

A Board Member has an obligation to declare a Conflict of Interest at the earliest possible time and, in any event, prior to discussion or decision of an issue.

#### Possible Conflict of Interest

Where a Board Member other than the Board Chair is unsure of whether ~~he or she~~ is they are in Conflict of Interest, that Board Member should raise the possible Conflict of Interest with the Board Chair, and the Board Chair determines whether or not a Conflict of Interest exists.

If the Board Chair is unsure of whether ~~he or she~~ they are ~~is~~ in Conflict of Interest, the Board Chair should raise the possible Conflict of Interest with the Vice Chair, and the Vice Chair determines whether or not a Conflict of Interest exists.

A Board Member who perceives another Board Member other than the Board Chair to be in Conflict of Interest should identify the possible Conflict of Interest to the Board Chair at the first opportunity. The Board Chair determines whether or not a Conflict of Interest exists.

A Board Member who perceives the Board Chair to be in Conflict of Interest should identify the possible Conflict of Interest to the Vice Chair at the first opportunity. The Vice Chair determines whether or not a Conflict of Interest exists.

Where the Board Chair (or the Vice Chair, as applicable) has determined that a possible Conflict of Interest does not exist, the Board Chair (or the Vice Chair, as applicable) will report to the Board ~~his or her~~ their findings at the meeting where the topic will be discussed.

Where a Board Member has been declared by the Board Chair (or the Vice Chair, as applicable) to be in a Conflict of Interest, and that Board Member does not agree with the Board Chair (or the Vice Chair, as applicable) that a Conflict of Interest needs to be declared; or, where the Board Chair (or the Vice Chair, as applicable) has reported to the Board ~~his or her~~ their decision that a possible Conflict of Interest did not exist, and any Board Member disagrees with this decision, the Board Chair (or the Vice Chair, as applicable) will:

- a) call an *in camera* meeting prior to the meeting at which the topic for which the possible Conflict of Interest may exist is scheduled to be discussed;
- b) put the question to the full Board for a decision at the *in camera* meeting.



The Board shall determine by majority vote whether or not a Conflict of Interest exists.

If a Board Member is declared by majority vote to be in a Conflict of Interest, ~~he/she~~<sup>they</sup> shall abide by the steps outlined below regarding declarations of Conflict of Interest.

#### **Declaration of Conflicts of Interest**

Upon declaration of a Conflict of Interest at, or prior to, a Board meeting, the person recording the meeting's proceedings will note the declaration and the Board Member must, as applicable:

- a) refrain from speaking, discussing and voting on that particular matter, contract or arrangement, if the meeting is open to the public.
- b) absent him or herself from the proceedings during discussion or voting on that particular matter, contract or arrangement, if the meeting is *in camera*;
- c) refrain from further participation in any activities involved with the matter;

#### **Conflict of Interest Discovered After Consideration of a Matter**

Where a Conflict of Interest is discovered after consideration of a matter, the Conflict of Interest must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that the Board Member's involvement has, or could be perceived to have, influenced the decision,<sup>131</sup> the Board must re-examine the matter.

#### **Exemptions**

In extraordinary circumstances, where it is not contrary to the law and where it is clearly in the best interests of KPU to do so, and upon a Board resolution, a Board Member may be exempted in writing from a requirement of these Conflict of Interest provisions, following full and detailed disclosure by the Board Member of all material and relevant circumstances respecting the matter. Conditions may be attached to an exemption, and the Board will publicly disclose any exemptions.

The Board Member must refrain from participating in any way in any decision-making respecting the subject matter of the Conflict of Interest except to the extent specifically authorized in the decision granting the exemption.

<sup>131</sup> An example of a situation where the Board Member has or could be perceived to have influenced a decision is where the member expressed his/her views to the other Members on the matter in question.

**Annual Declaration**

Board Members are required to annually complete, sign and submit to the University Secretary the Conflict of Interest Declaration<sup>132</sup>.

A Conflict of Interest Registry of disclosures filed by Board Members will be held by the Board Office and reviewed by the Board Audit Committee annually or as required and circulated to the Board of Governors annually or as required.

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<sup>132</sup> Appendix "I.2"

**28. OATH OF OFFICE**

The Oath of Office<sup>133</sup> is to be sworn, signed, and dated before the Board at the commencement of all Members' first meeting with the Board. The Board Chair or Board Committee Chair administers the Oath of Office and the Board Chair signs the Oath of Office.

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<sup>133</sup> Appendix H.1 Oath of Office

## UNIVERSITY ACT

Link to the [University Act](#)

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## BOARD BYLAWS

Bylaw No. 1, *Insurance and Indemnification for Governors and Officers*

Bylaw No. 2, *Amendment of Bylaws*

Bylaw No. 3, *Meetings of the University Board of Governors*

Bylaw No. 4, *Fees*

[Link to the Board Bylaws](#)

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**C.1 BOARD OF GOVERNORS & SENATE ROLES (PER UNIVERSITY ACT)**

| <b>Powers of Board</b>   |   |  |
|--|---|--|
| <p>27 (1) The management, administration and control of the property, revenue, business and affairs of the university are vested in the board.</p> <p>(2) Without limiting subsection (1) or the general powers conferred on the board by this Act, the board has the following powers:</p> <p>(a) to make rules for the meetings of the board and its transactions;</p> <p>(b) to elect from among its members appointed by the Lieutenant Governor in Council a chair, and, when necessary, an acting chair;</p> <p>(c) to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board; *</p> <p>(g) subject to section 28, to appoint the president of the university, deans of all faculties, the librarian, the registrar, the bursar, the professors, associate professors, assistant professors, lecturers, instructors and other members of the teaching staff of the university, and the officers and employees the board considers necessary for the purpose of the university, and to set their salaries or remuneration, and to define their duties and their tenure of office or employment;</p> <p>(h) if the president is absent or unable to act, or if there is a vacancy in that office, to appoint an acting president;</p> <p>(l) to receive from the president and analyse and adopt with or without modifications the budgets for operating and capital expenditure for the university;</p> | <p>(m) to set, determine and collect the fees</p> <p>(i) to be paid for instruction, research and all other activities in the university,</p> <p>(ii) for extramural instruction,</p> <p>(iii) for public lecturing, library fees, and laboratory fees,</p> <p>(iv) for examinations, degrees and certificates,</p> <p>(v) for the use of any student or alumni organization in charge of student or alumni activities, and</p> <p>(vi) for the building and operation of a gymnasium or other athletic facilities;</p> <p>(n) to pay over</p> <p>(i) the fees collected for a student or alumni organization that the organization may request, and</p> <p>(ii) in accordance with section 27.1, the fees collected for a student society or a provincial or national student organization;</p> <p>(o) to administer funds, grants, fees, endowments and other assets;</p> <p>(p) to select a seal and arms for the university and have sole custody and use of the seal;</p> <p>(q) to provide for student loans;</p> <p>(s) to enter into agreements on behalf of the university;</p> <p>(t) to regulate, prohibit and impose requirements in relation to the use of real property, buildings, structures and personal property of the university, including in respect of</p> <p>(i) activities and events,</p> <p>(ii) vehicle traffic and parking, including bicycles and other conveyances, and</p> <p>(iii) pedestrian traffic;</p> | <p>(u) to acquire and deal with</p> <p>(i) an invention or any interest in it, or a license to make, use or sell the product of an invention, and</p> <p>(ii) a patent, copyright, trademark, trade name or other proprietary right or any interest in it;</p> <p>(v) to require, as a term of employment or assistance, that a person assign to the board an interest in an invention or an interest in a patent, copyright, trademark, trade name or other proprietary right resulting from an invention</p> <p>(i) made by that person using the facilities, equipment or financial aid provided by the board, or</p> <p>(ii) made by that person while acting within the scope of the person's duties or employment, or resulting from or in connection with the person's duties or employment as an officer or employee of the university;</p> <p>(w) to pay to a municipality incorporated under an Act a grant in a year not exceeding the lesser of</p> <p>(i) the amount that would be payable as general municipal taxes in the year on property of the university within the municipality if the property were not exempt from these taxes, and</p> <p>(ii) the amount specified by the minister or calculated in the manner specified by the minister;</p> <p>(x) to make rules consistent with the powers conferred on the board by this Act;</p> <p>(y) to do and perform all other matters and things that may be necessary or advisable for carrying out and advancing, directly or indirectly, the purposes of the university and the performance of any duty by the board or its officers prescribed by this Act or the Sexual Violence and Misconduct Policy Act.</p> |
| <p><b>Chancellor</b> 11 (1) There must be a chancellor of each university, who is to be appointed by the board on nomination by the alumni association and after consultation with the senate or, in the case of the University of British Columbia, after consultation with the council.</p>  |   |  |

| Board with Senate Role   | Senate's Advisory Role to Board   |
|--|---|
| <p><b>27 (2) Powers of the Board</b></p> <p>(c) to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board;</p> <p>(d) in consultation with the senate, to maintain and keep in proper order and condition the real property of the university, to erect and maintain the buildings and structures on it that in the opinion of the board are necessary and advisable, and to make rules respecting the management, government and control of the real property, buildings and structures;</p> <p>(e) in consultation with the senate, to provide for conservation of the heritage sites of the university, including any heritage buildings, structures and land of the university;</p> <p>(f) with the approval of the senate, to establish procedures for the recommendation and selection of candidates for president, deans, librarians, registrar and other senior academic administrators as the board may designate;</p> <p>(i) to consider recommendations from the senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction;</p> <p>(j) subject to section 29 and with the approval of the senate, to provide for the establishment of faculties and departments the board considers necessary;</p> <p>(k) to provide for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the board and the senate consider advisable;</p> <p>(r) with the approval of the senate, to determine the number of students that may in the opinion of the board, having regard to the resources available, be accommodated in the university or in any faculty of it, and to make rules considered advisable for limiting the admission or accommodation of students to the number so determined;</p> | <p><b>Senate of a special purpose, teaching university</b></p> <p><b>35.2 (6)</b> The senate of a special purpose, teaching university must advise the board, and the board must seek advice from the senate, on the development of educational policy for</p> <p>(a) the mission statement and the educational goals, objectives, strategies and priorities of the special purpose, teaching university;</p> <p>(b) the establishment, revision or discontinuance of courses and programs at the special purpose, teaching university;</p> <p>(c) the preparation and presentation of reports after implementation by the special purpose, teaching university without prior review by the senate of</p> <p>(i) new non-credit programs, or</p> <p>(ii) programs offered under service contract;</p> <p>(d) the priorities for implementation of new programs and courses leading to certificates, diplomas or degrees;</p> <p>(e) the establishment or discontinuance of faculties at the special purpose, teaching university;</p> <p>(f) the evaluation of programs and educational services;</p> <p>(g) the library and resource centers;</p> <p>(h) the setting of the academic schedule;</p> <p>(i) the qualifications for faculty members;</p> <p>(j) the adjudication procedure for appealable matters of student discipline;</p> <p>(k) the terms for affiliation with other post-secondary bodies;</p> <p>(l) the consultation with community and program advisory groups concerning the special purpose, teaching university's educational programs;</p> <p>(m) other matters specified by the board.</p> |

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| <p><b>Other Board Items (cont'd)</b></p> <p><b>Short Term Borrowing</b></p> <p><b>31</b> (1) The board may, by resolution, borrow money required to meet the expenditures of the university until the revenues of the current year are available.</p> <p>(2) Money borrowed under subsection (1) must be repaid out of current revenues and may be secured by promissory notes of the university.</p> <p><b>Annual Report</b></p> <p><b>32</b> (1) The board must make an annual report of its transactions to the minister, in which it must set out</p> <p>(a) a balance sheet and a statement of revenue and expenditure for the year ending on the preceding March 31, and</p> <p>(b) other particulars the minister may require.</p> <p>(2) A copy of the annual report must be sent promptly to the senate.</p> <p><b>Audit</b></p> <p><b>33</b> Unless the Auditor General is appointed in accordance with the <i>Auditor General Act</i> as the auditor of the board, the board must appoint an auditor to audit the accounts of the board at least once each year</p> <p><b>Advisory Boards</b></p> <p><b>34</b> (1) The board may</p> <p>(a) appoint advisory boards, consisting, either wholly or partly, of persons unconnected with the university, on terms and for purposes the board may consider advisable, and</p> <p>(b) refer to an advisory board for advice and report any subject or matter that the board considers advisable.</p> <p>(2) The advice and report of an advisory board appointed under subsection (1) must be considered and weighed by any body in the university to which the board directs the advice to be given or report to be made.</p> <p><b>Borrowing</b></p> <p><b>58</b> (1) With the approval of the minister and Minister of Finance, a university may borrow money for the purpose of</p> <p>(a) purchasing or otherwise acquiring land for the use of the university, or</p> <p>(b) erecting, repairing, adding to, furnishing or equipping any building or other structure for the use of the university.</p> <p>(2) The board may</p> <p>(a) enter into any agreement that it may consider necessary or advisable for carrying out the purposes mentioned in this section, and</p> <p>(b) execute in the name of the university all agreements, deeds and other instruments considered necessary or</p> | <p>advisable to carry into effect the provisions of the agreement.</p> <p>a) (3) [Repealed 1998-6-19.]</p> <p>b) Suspension of staff member</p> <p><b>60</b> (1) The president has power to suspend any member of the teaching and administrative staffs and any officer or employee of the university.</p> <p>(2) On the exercise of the power, the president must promptly report the action to the board with a statement of <del>his or her</del><u>their</u> reasons.</p> <p>(3) A person who is suspended under this section has a right of appeal to the board.</p> <p><b>Jurisdictional disputes</b></p> <p><b>70</b> (1) If a question arises respecting the powers and duties of the convocation, chancellor, president, faculties or an officer or employee of the university, that is not provided for in this Act, the board must settle and determine the question.</p> <p>(2) A decision of the board under subsection (1) is final.</p> |
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## C.2 PRINCIPLES TO GUIDE BICAMERAL GOVERNANCE AT KWANTLEN POLYTECHNIC UNIVERSITY

The following principles have been prepared to guide bicameral governance at the University. These principles are broad and will assist in all areas involving both the Board and Senate.

### 1. EDUCATION

The Board and Senate will develop, through ongoing educational opportunities, information and orientations a common and solid understanding of the *University Act*, the powers assigned to each of the bodies, the spirit and intent of the Act, its limitations and uncertainties and options to address these limitations and uncertainties.

### 2. MUTUAL TRUST, RESPECT AND GOODWILL

The Board and Senate recognize the need to develop and maintain an attitude of mutual trust, respect and goodwill, both in their collective roles as two critical bodies within the University and as individual members within those bodies; the Board and Senate recognize that maximizing the potential of the University requires building on the strengths and abilities of each of these bodies.

### 3. STRATEGIC ADVICE

Both the Board and Senate recognize that their role is to provide broad, strategic\* direction to the University, leaving operational\*\* issues to University management.

### 4. MULTI-YEAR PLANNING

Planning and consultation between the two bodies will involve both immediate and long-term issues, using the approach of revolving, multi-year plans.

### 5. ONGOING COMMUNICATIONS

The Board and Senate recognize the need to strive, on an ongoing basis, to share, understand and solicit feedback on the issues that each body is responsible for as well as the issues for which they bear joint responsibility; both

bodies also recognize the importance of timely feedback allowing sufficient time for response and, where necessary, action.

#### 6. BROAD CONSULTATION

Both parties recognize the desirability of soliciting and encouraging the feedback and advice of the broader University community regarding those matters that relate to bicameral governance issues.

#### 7. ACCOUNTABILITY

The University will provide Senate, on a regular basis, with a report that summarizes actual versus planned results on those strategic issues that are within the purview of Senate and the Board of Governors.

#### 8. REGULAR MEETINGS

The Board and the Senate and the appropriate committees of each will meet face-to-face as required in order to resolve governance issues and to ensure adherence to these principles.

#### 9. DOCUMENTATION

Requests for information, decisions and other forms of communication will be documented in writing with reasonable expectations for timely feedback.

#### 10. POLICY DEVELOPMENT

The Board and Senate will develop a protocol that, while acknowledging the ultimate authority of one body or the other with respect to certain issues, opens up meaningful opportunities for dialogue and exchanges of information so that each body makes the most informed decision possible.

\*Strategic planning involves thinking about issues that are long-term, that are fundamental to the University and that set broad directions for the institution.

\*\*Operational decision-making involves the day-to-day implementation of strategic decisions.

### C.3 SENATE BYLAWS

[Link to the Senate Bylaws](#)

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### BOARD APPROVED UNIVERSITY POLICIES

| #    | Policy Title  | Approved by:                             | Link  |
|------|---|--|---|
| AC1  | Program Advisory Committees                               | Senate/Board                             | <a href="#">Advisory Committees Policy / Procedure</a>  |
| AC3  | Program Review  | Senate/Board                             | <a href="#">Program Review Policy / Procedure</a>   |
| AC8  | Principles of Academic Freedom and Responsibility         | Board/Senate                             | <a href="#">Principles of Academic Freedom and Responsibility</a>   |
| AC10 | Development and Change of Senate-Approved Programs Policy | Board/Senate                             | <a href="#">Development and Change of Senate-Approved Programs Policy / Procedure / Appendix A</a>                              |
| AC13 | Minimum Qualifications for Faculty Members Policy         | Senate/Board                             | <a href="#">Minimum Qualifications for Faculty Members Policy / Procedures</a>  |
| AC15 | <a href="#">Micro-credentials</a>                         | <a href="#">Board/with Senate advice</a> | <a href="#">Micro-credentials / Procedure</a>   |
| AD4  | Continuing Education and Contract Services                | Board/Senate                             | <a href="#">Continuing Education and Contract Services Policy</a>   |
| AR17 | Academic Schedule and Course Timetables Policy            | Senate/Board                             | <a href="#">Academic Schedule and Course Timetables Policy / Procedures</a>   |
| BP4  | Campus Planning   | Board                                    | <a href="#">Campus Planning Policy/ Procedures</a>  |
| ER8  | Asset Naming Opportunities                                | Board                                    | <a href="#">Asset Naming Opportunities Policy</a><br><a href="#">Asset Naming Opportunities Procedure</a>                       |
| ER9  | Political Fundraising Expenses                            | Board                                    | <a href="#">Political Fundraising Expenses</a>  |
| FM2  | Investment Policy   | Board                                    | <a href="#">Investment Policy / Procedures</a>  |
| GV1  | Selection and Appointment of Auditors                     | Board                                    | <a href="#">Selection and Appointment of Auditors Policy</a><br><a href="#">Selection and Appointment of Auditors Procedure</a> |

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|      |  |               |   |
|------|--|---------------|---|
| GV2  | Protocol for the Development of University Policies                                      | Senate/Board  | <a href="#">Protocol for the Development of University Policies Policy / Procedure / New KPU Policy and/or Procedure Flowchart / Amending a KPU Policy Flowchart / Amending a KPU Procedure Flowchart / Eliminating a KPU Policy and Procedure Flowchart</a>          |
| GV4  | Signing Authority  | Board         | <a href="#">Signing Authority Policy</a><br><a href="#">Signing Authority Procedure</a><br><a href="#">Schedule A – Commitment Authority Table</a><br><a href="#">Schedule B – Approval Authority Table</a><br><a href="#">Schedule C – Signing Authority by Unit</a> |
| GV9  | Establishment and/or Discontinuance of Faculties and Departments                         | Board/Senate  | <a href="#">Establishment and/or Discontinuance of Faculties and Departments / Procedures</a>   |
| GV10 | Mission, Vision and Values Development and Amendment                                     | Board/Senate  | <a href="#">Mission, Vision and Values Development and Amendment Policy / Procedures</a>  |
| HR20 | Search Advisory, Appointment & Re-appointment of Senior Academic Administrator Positions | Board/Senate* | <a href="#">Search Advisory, Appointment &amp; Re-appointment of Senior Academic Administrator Positions / Procedures</a><br><br>* Policy is approved by the Board, and Procedure is approved by the Board with Senate's advice.                                      |
| HR21 | Respectful Workplace   | Board         | <a href="#">Respectful Workplace / Procedures</a>   |
| HR22 | Presidential Search Advisory, Appointment and Re-appointment                             | Board/Senate* | <a href="#">Presidential Search Advisory, Appointment and Re-appointment / Procedures</a><br><br>* Policy is approved by the Board, and Procedure is approved by the Board with Senate's advice.  |
| HR24 | Protected Disclosure   | Board         | <a href="#">Protected Disclosure / Procedures</a>   |
| HR26 | Responsibilities and Compliance Requirements for the Appointment and Termination of      | Board         | <a href="#">Responsibilities and Compliance Requirements for the Appointment and Termination of Administrative Staff / Procedures</a>   |

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|-------|---------------------------------------|---------------------------|---|
|       | Administrative Staff                  |                           |   |
| RS5   | <a href="#">Intellectual Property</a> | <a href="#">Board</a>     | <a href="#">Intellectual Property / Procedure</a>   |
| SR 14 | Sexual Violence and Misconduct        | Board                     | <a href="#">Sexual Violence and Misconduct Policy</a><br><a href="#">Procedures for Dealing with Sexual Violence and Misconduct</a> |
| ST7   | Student Conduct (Non-Academic)        | Board, with Senate advice | <a href="#">Student Conduct (Non-Academic) Policy</a><br><a href="#">Procedures for Dealing with Conduct Violations</a>             |
|       | Employee Code of Conduct              | Board                     | <a href="#">Employee Code of Conduct</a>  |

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SKILLS COMPETENCY MATRIX FOR GOVERNING BOARD

|  | Name        | Appointment Expiry | Renewable To                | Specialized Sectoral Experience/Education   | Accounting | Investment Management | Business Management | Risk Management | Real Estate | Communications | Marketing | Public Relations | Labour Relations | Human Resources | Trades Management | Legal Expertise | Financial Expertise | Public Sector Knowledge of how government operates | Previous Leadership experience | Tourism Industry | Engineering | Governance & Board Expertise | Community Involvement | Gender | Ethnic Diversity | Geography | Date Profile was Updated |
|--|-------------|--------------------|-----------------------------|---|------------|-----------------------|---------------------|-----------------|-------------|----------------|-----------|------------------|------------------|-----------------|-------------------|-----------------|---------------------|--|--------------------------------|------------------|-------------|------------------------------|-----------------------|--------|------------------|-----------|--------------------------|
|  | John Doe    | YYYY-MM-DD         | Yes/No 2016                 | B.A., M.A., LL.B. Chartered Accountant LGIC | X          | X                     |                     |                 |             |                |           |                  |                  |                 |                   |                 |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |
|  | Sally Smith | YYYY-MM-DD         | Yes/No YYYY (if re-elected) | Elected Student                             |            |                       |                     |                 |             |                |           |                  |                  |                 |                   |                 |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |
|  | Jane Jones  | YYYY-MM-DD         | Yes/No YYYY                 | Lawyer                                      |            |                       |                     |                 |             |                |           |                  |                  |                 |                   | X               |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |
|  |             | YYYY-MM-DD         | Yes/No YYYY                 |   |            |                       |                     |                 |             |                |           |                  |                  |                 |                   |                 |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |
|  |             | YYYY-MM-DD         | Yes/No YYYY                 |   |            |                       |                     |                 |             |                |           |                  |                  |                 |                   |                 |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |
|  |             | YYYY-MM-DD         | Yes/No YYYY                 |   |            |                       |                     |                 |             |                |           |                  |                  |                 |                   |                 |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |
|  |             | YYYY-MM-DD         | Yes/No YYYY                 |   |            |                       |                     |                 |             |                |           |                  |                  |                 |                   |                 |                     |  |                                |                  |             |                              |                       |        |                  |           |                          |

Ranking: X= Professional Designation or Education Degree

| Name | Appointment<br>Start Date | Appointment<br>End Date | Specializations<br>and/or<br>Designations<br>(ex: CPA, CHRP,<br>etc.) | Accounting | Investment<br>Management | Business<br>Management | Risk Management | Real Estate | Communications | Marketing | Public Relations | e-commerce | Labour Relations | Human Resources | Trades Management | Legal Expertise | Financial Expertise<br>Public Sector: | Knowledge of how<br>government operates | Previous Leadership<br>experience | Tourism Industry | Engineering | Governance &<br>Board Expertise | Community<br>Involvement | Gender<br>(Male, Female, Non-<br>Binary, Prefer Not to<br>Say) | Ethnic Diversity<br>(ex: South Asian,<br>Metis, Cambodian...) | Geography<br>(where in the Lower<br>Mainland) | Date<br>Profile<br>was<br>Updated |
|------|---------------------------|-------------------------|---|------------|--------------------------|------------------------|-----------------|-------------|----------------|-----------|------------------|------------|------------------|-----------------|-------------------|-----------------|---------------------------------------|---|-----------------------------------|------------------|-------------|---------------------------------|--------------------------|--|---|---|-----------------------------------|
|      | YYYY-MM-DD                | YYYY-MM-DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY-MM-DD                | YYYY-MM-DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY-MM-DD                | YYYY-MM-DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY-MM-DD                | YYYY-MM-DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY-MM-DD                | YYYY-MM-DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY-MM-DD                | YYYY-MM-DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |

Ranking: 1= no or limited experience; 2 = moderate experience; 3 = high level experience

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**DELEGATION TO THE BOARD REQUEST****Delegation Request Template****Date of Request:****Designated Spokesperson:****University Constituency:****Contact Information (Phone and  
E-mail):****Other Persons in Delegation  
(attending Board meeting):****Date of Board Meeting:****Description of the Issue:**  
(max 2 pages)**Action Taken to Date:****Board Action Sought:**

**TAXPAYER ACCOUNTABILITY PRINCIPLES: STRENGTHENING PUBLIC  
SECTOR GOVERNANCE AND ACCOUNTABILITY: JUNE 2014**

[Link to the Taxpayer Accountability Principles](#)

KPU Board Governance Manual  
Original effective date: 21 November 2012  
Revised: ~~29 September 2022~~12 March 2024

## APPOINTMENT, TERMINATION AND PROMOTION OF EMPLOYEES

### A. Purpose and Scope

The Board's authority under the University Act ("Act") to appoint, promote, and terminate officers and employees of Kwantlen Polytechnic University ("KPU") will be exercised by the Board, and delegated by the Board, as set out below.

All appointments and terminations listed in the table below will be subject to all applicable KPU Policies and HR processes and, with the exception of "Teaching Staff" and "Employees not otherwise specified", notification to the President.

### B. Appointments and Terminations by the Board of Governors

#### 1. Appointment of the President - University Act, s. 27(2)(f) and s. 27(2)(g)

The Board will appoint the President, pursuant to its authority under section 27(2)(g) of the Act and having regard to the procedures established by the Board, with the approval of Senate, for the recommendation and selection of candidates.

#### 2. Appointment of the Vice Presidents – University Act, 27(2)(g)

The Board will appoint the Provost and Vice-President Academic, and the other Vice President(s), pursuant to its authority under section 27(2)(g) of the Act and having regard to the procedures established by the Board for the recommendation and selection of candidates.

#### 3. Appointment of the Chancellor – University Act, s. 11(1)

The Board will appoint the Chancellor, pursuant to its authority under section 11(1) of the Act, on nomination by the KPU Alumni Association and after consultation with the Senate.

#### 4. Appointment of the University Secretary – University Act, s. 27(2)(c)

The Board will appoint the University Secretary, pursuant to its authority under section 27(2)(c) of the Act.

#### 5. Appointment of the Internal Auditor

The Board will appoint the Internal Auditor on the recommendation of the Board Audit Committee in accordance with section 13 of this Manual.

#### 6. Appointment of a *Pro Tem* President, Provost, or Vice President

The Board will appoint a *pro tem* President, Provost and Vice-President Academic, or other Vice-President should the need arise. Temporary and *pro tem* appointments cannot become regular appointments without a search being conducted in accordance with the procedures for appointment applicable to the position.

### C. Procedures for Appointments – University Act 27(2)(f)

The Board will, as required by section 27(2)(f) of the Act, and with the approval of the Senate, establish procedures for the recommendation and selection of candidates for the

Original Effective Date: 21 November 2012

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following appointments: president, deputy provosts, vice provosts, deans, chief librarian, registrar and such other senior academic administrators as the Board may designate.

**D. Authority of the Board's Human Resources Committee – University Act, s. 28(1) and s. 27(2)(c) and (g)**

The Board authorizes its Human Resources Committee to exercise the Board's authority under sections 27(2)(g) and 28(1) of the Act in matters related to the appointment, promotion, or termination of KPU's officers and employees as set out in the Table below, subject to the requirements of any procedures established by the Board for the recommendation and selection of candidates.

**E. Authority to Appoint, Promote and Terminate Teaching Staff and Faculty – University Act, s. 27(2)(g) and s. 28**

**1. Appointment of Teaching Staff and Faculty – University Act, s. 27 and s. 28**

The Board authorizes the Provost to exercise the Board's authority under sections 27 and 28 of the Act to appoint teaching staff and faculty, subject to the requirements of any applicable collective agreement or any written employment contract.

**2. Promotion of Teaching Staff and Faculty – University Act, s. 28(3)**

The Board authorizes the Provost to exercise the Board's authority under section 28 of the Act to approve the promotion of teaching staff and faculty, subject to the requirements of any applicable collective agreement or any written employment contract.

**3. Termination of Teaching Staff and Faculty – University Act, s. 28(3)**

Upon receipt of a recommendation from the President, the Board (or a committee of the Board duly appointed to deal with such matters) may exercise its authority to terminate the appointment of teaching staff and faculty, subject to the requirements of any applicable collective agreement or written employment contract.

**F. Authority of the University Executive and Other Designated Position-Holders to Appoint, Promote, and Terminate Employees Who Are Not Part of the Teaching Staff or Faculty**

**1.** The Board authorizes the position-holders listed in the Table below to exercise the Board's authority in all matters relating to the appointment, promotion, and termination of employees in the positions or classes of employee listed in the Table.

**2.** Promotion of an employee will be made in accordance with the requirements of the applicable collective agreement or written employment contract and terms and conditions of employment.

**3.** Termination of an employee is subject to the requirements of the applicable collective agreement or written employment contract and is subject to approval by the Vice President under whom the position reports. 'Termination' in this context means KPU's unilateral decision to end an employee's employment without regard to the circumstances giving rise to KPU's decision but does not include an employee's resignation or retirement.

from employment with KPU, nor KPU's decision to lay-off an employee.

**G. Authority of the President to make Temporary and *Pro Tem* Appointments**

The Board authorizes the President to exercise the Board's power under section 65 of the Act to appoint an Acting Registrar and authorizes the President, or the President's designate, to make other temporary or *pro tem* appointments except for the positions of President, Provost and Vice President(s). Temporary and *pro tem* appointments cannot become regular appointments without a search being conducted in accordance with the procedures for appointment applicable to the position.

**H. Authority of the President to Suspend Employees – University Act s. 60**

The President may suspend any member of the teaching or administrative staffs or any officer or employee of the University, but the President must promptly report such suspension to the Board with a statement of reasons as required by sections 60(1) and s.60(2) of the Act.

| <u>Position</u>  | <u>Approval to Hire</u>   | <u>Approval to Terminate</u> | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
|--|---------------------------|------------------------------|----------------------------|----------------------------|
| <u>President and Vice Chancellor</u>                                     | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>Provost and Vice President, Academic</u>                              | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>Vice Presidents</u>   | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>Chief Financial Officer</u>   | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>Director, Internal Audit</u>  | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>University Secretary</u>  | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>Chancellor</u>  | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>Director, Internal Audit</u>  | <u>Board of Governors</u> | <u>Board of Governors</u>    | <u>N/A</u>                 | <u>N/A</u>                 |
| <u>General Counsel</u>   | <u>President</u>          | <u>President</u>             | <u>Yes**</u>               | <u>N/A</u>                 |
| <u>Associate Vice President, Planning and Accountability</u>             | <u>President</u>          | <u>President</u>             | <u>Yes**</u>               | <u>N/A</u>                 |
| <u>Associate Vice President, Indigenous Leadership</u>                   | <u>President</u>          | <u>President</u>             | <u>Yes**</u>               | <u>N/A</u>                 |
| <u>Director, Communications and Media Relations</u>                      | <u>President</u>          | <u>President</u>             | <u>Yes**</u>               | <u>N/A</u>                 |
| <u>Officers or senior executives reporting directly to the President</u> | <u>President</u>          | <u>President</u>             | <u>Yes</u>                 | <u>N/A</u>                 |

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Original Effective Date: 21 November 2012  
Revised: 29 September 2022

| <u>Position</u>   | <u>Approval to Hire</u>                                 | <u>Approval to Terminate</u>                            | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
|---|---|---|----------------------------|----------------------------|
| <u>Associate Vice President, Academic</u>                                   | <u>Provost</u>  | <u>Provost</u>  | <u>Yes**</u>               | <u>N/A</u>                 |
| <u>Associate Vice President, Research, Innovation, and Graduate Studies</u> | <u>Provost</u>  | <u>Provost</u>  | <u>Yes**</u>               | <u>N/A</u>                 |
| <u>Associate Vice President, Teaching and Learning</u>                      | <u>Provost</u>  | <u>Provost</u>  | <u>Yes*</u>                | <u>N/A</u>                 |
| <u>University Librarian</u>   | <u>Provost</u>  | <u>Provost</u>  | <u>Yes*</u>                | <u>N/A</u>                 |
| <u>Deans</u>  | <u>Provost</u>  | <u>Provost</u>  | <u>Yes*</u>                | <u>N/A</u>                 |
| <u>Associate Deans</u>  | <u>Provost</u>  | <u>Provost</u>  | <u>No</u>                  | <u>No</u>                  |
| <u>Associate Vice President, Equity &amp; Inclusive Communities</u>         | <u>Vice President, Equity and Inclusive Communities</u> | <u>Vice President, Equity and Inclusive Communities</u> | <u>No</u>                  | <u>Yes</u>                 |
| <u>Director, Equity, Diversity, and Inclusion</u>                           | <u>Vice President, Equity and Inclusive Communities</u> | <u>Vice President, Equity and Inclusive Communities</u> | <u>No</u>                  | <u>Yes</u>                 |
| <u>Associate Vice President, Enrollment Services and Registrar</u>          | <u>Vice President, Students</u>                         | <u>Vice President, Students</u>                         | <u>Yes*</u>                | <u>N/A</u>                 |
| <u>Associate Vice President, International</u>                              | <u>Vice President, Students</u>                         | <u>Vice President, Students</u>                         | <u>No</u>                  | <u>Yes</u>                 |
| <u>Associate Vice President, Student Affairs</u>                            | <u>Vice President, Students</u>                         | <u>Vice President, Students</u>                         | <u>No</u>                  | <u>Yes</u>                 |

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| <u>Position</u>  | <u>Approval to Hire</u>                 | <u>Approval to Terminate</u>            | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
|--|---|---|----------------------------|----------------------------|
| <u>Associate Vice President, Finance</u>                       | <u>Chief Financial Officer</u>          | <u>Chief Financial Officer</u>          | <u>No</u>                  | <u>Yes</u>                 |
| <u>Director, Business Advisory</u>                             | <u>Chief Financial Officer</u>          | <u>Chief Financial Officer</u>          | <u>No</u>                  | <u>Yes</u>                 |
| <u>Associate Vice President, Campus and Community Planning</u> | <u>Vice President, Administration</u>   | <u>Vice President, Administration</u>   | <u>Yes**</u>               | <u>No</u>                  |
| <u>Chief Information Officer</u>                               | <u>Vice President, Administration</u>   | <u>Vice President, Administration</u>   | <u>No</u>                  | <u>Yes</u>                 |
| <u>Executive Director, Facilities</u>                          | <u>Vice President, Administration</u>   | <u>Vice President, Administration</u>   | <u>No</u>                  | <u>Yes</u>                 |
| <u>Executive Director, Marketing and Communications</u>        | <u>Vice President, Administration</u>   | <u>Vice President, Administration</u>   | <u>No</u>                  | <u>Yes</u>                 |
| <u>Executive Director, Advancement and Alumni Affairs</u>      | <u>Vice President, External Affairs</u> | <u>Vice President, External Affairs</u> | <u>No</u>                  | <u>Yes</u>                 |
| <u>Associate Vice President, People Relations</u>              | <u>Vice President, Human Resources</u>  | <u>Vice President, Human Resources</u>  | <u>No</u>                  | <u>Yes</u>                 |
| <u>Associate Vice President, People Services</u>               | <u>Vice President, Human Resources</u>  | <u>Vice President, Human Resources</u>  | <u>No</u>                  | <u>Yes</u>                 |
| <u>Director, Risk and Security</u>                             | <u>Vice President, Human Resources</u>  | <u>Vice President, Human Resources</u>  | <u>No</u>                  | <u>Yes</u>                 |

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| <u>Position</u>   | <u>Approval to Hire</u>                | <u>Approval to Terminate</u>           | <u>Ratification by HRC</u>       | <u>Report to Board HRC</u>       |
|---|--|--|----------------------------------|----------------------------------|
| <u>Director, Organizational Development and Employee Experience</u>   | <u>Vice President, Human Resources</u> | <u>Vice President, Human Resources</u> | <u>No</u>                        | <u>Yes</u>                       |
| <u>Officers and senior executives not otherwise specified who report directly to a Vice President or the Chief Financial Officer and who are part of the University's Executive</u> | <u>Applicable Vice President</u>       | <u>Applicable Vice President</u>       | <u>Yes</u>                       | <u>N/A</u>                       |
| <u>Officers and senior executives who report directly to a Vice President or the Chief Financial Officer and who are not part of the University's Executive</u>                     | <u>Applicable Vice President</u>       | <u>Applicable Vice President</u>       | <u>No</u>                        | <u>Yes</u>                       |
| <u>Teaching Staff</u>   | <u>Provost</u>                         | <u>President</u>                       | <u>Yes, for termination only</u> | <u>Yes, for termination only</u> |
| <u>Employees not otherwise specified</u>  | <u>Hiring Manager</u>                  | <u>Vice President</u>                  | <u>No</u>                        | <u>No</u>                        |
| <u>Position</u>   | <u>Approval to Hire</u>                | <u>Approval to Terminate</u>           | <u>Ratification by HRC</u>       | <u>Report to Board HRC</u>       |
| <u>President and Vice Chancellor</u>  | <u>Board of Governors</u>              | <u>Board of Governors</u>              | <u>N/A</u>                       | <u>N/A</u>                       |
| <u>Provost and Vice President, Academic</u>   | <u>Board of Governors</u>              | <u>Board of Governors</u>              | <u>N/A</u>                       | <u>N/A</u>                       |
| <u>Vice President, Administration</u>   | <u>Board of Governors</u>              | <u>Board of Governors</u>              | <u>N/A</u>                       | <u>N/A</u>                       |

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| Position  | Approval to Hire   | Approval to Terminate | Ratification by HRC | Report to Board HRC |
|---|--------------------|-----------------------|---------------------|---------------------|
| Vice President, External Affairs                                  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Vice President, Students  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Vice Presidents not specified                                     | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Internal Auditor  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| University Secretary  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Chancellor  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Position  | Approval to Hire   | Approval to Terminate | Ratification by HRC | Report to Board HRC |
| General Counsel   | President          | President             | Yes**               | N/A                 |
| Associate Vice President, Human Resources                         | President          | President             | Yes**               | N/A                 |
| Associate Vice President, Planning and Accountability             | President          | President             | Yes**               | N/A                 |
| Officers or senior executives reporting directly to the President | President          | President             | Yes                 | N/A                 |
| Position  | Approval to Hire   | Approval to Terminate | Ratification by HRC | Report to Board HRC |
| Associate Deans   | Provost            | Provost               | No                  | No                  |

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| Position  | Approval to Hire         | Approval to Terminate    | Ratification by HRC | Report to Board HRC |
|---|--------------------------|--------------------------|---------------------|---------------------|
| Associate Vice President, Academic  | Provost                  | Provost                  | Yes**               | N/A                 |
| Deputy Provost  | Provost                  | Provost                  | Yes*                | N/A                 |
| Vice Provost  | Provost                  | Provost                  | Yes*                | N/A                 |
| Deans   | Provost                  | Provost                  | Yes*                | N/A                 |
| Chief Librarian   | Provost                  | Provost                  | Yes*                | N/A                 |
| Officers or senior executives not otherwise specified who report directly to the Provost who are not part of the University's Executive | Provost                  | Provost                  | No                  | Yes                 |
| Officers or senior executive not otherwise specified who report directly to the Provost who are part of the University's Executive      | Provost                  | Provost                  | Yes **              | N/A                 |
| Position  | Approval to Hire         | Approval to Terminate    | Ratification by HRC | Report to Board HRC |
| Registrar   | Vice President, Students | Vice President, Students | Yes*                | N/A                 |
| Senior Director, Student Services   | Vice President, Students | Vice President, Students | No                  | Yes                 |
| Associate Vice President, International   | Vice President, Students | Vice President, Students | No                  | Yes                 |
| Officers or senior executives not otherwise   | Vice President, Students | Vice President, Students | Yes**               | N/A                 |

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| <u>Position</u>   | <u>Approval to Hire</u>                    | <u>Approval to Terminate</u>               | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
|---|--|--|----------------------------|----------------------------|
| <del>specified who report directly to the VP, Students and who are part of the University's Executive</del>   |  |  |                            |                            |
| <del>Officers or senior executives not otherwise specified who report directly to the VP, Students and who are not part of the University's Executive</del> | <del>Vice President, Students</del>        | <del>Vice President, Students</del>        | <del>No</del>              | <del>Yes</del>             |
| <u>Position</u>   | <u>Approval to Hire</u>                    | <u>Approval to Terminate</u>               | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
| Executive Director, Finance   | Vice President, Finance and Administration | Vice President, Finance and Administration | Yes**                      | N/A                        |
| Executive Director, Facilities  | Vice President, Administration             | Vice President, Administration             | No                         | Yes                        |
| Chief Information Officer   | Vice President, Administration             | Vice President, Administration             | No                         | Yes                        |
| Chief Safety Officer  | Vice President, Administration             | Vice President, Administration             | No                         | Yes                        |
| Officers or senior executives not otherwise specified who report directly to the VP, Administration and who are part of the University's Executive          | Vice President, Administration             | Vice President, Administration             | Yes                        | N/A                        |

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| <u>Position</u>  | <u>Approval to Hire</u>                    | <u>Approval to Terminate</u>               | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
|--|--|--|----------------------------|----------------------------|
| Officers or senior executives not otherwise specified who report directly to the VP, Finance and Administration and who are not part of the University's Executive | Vice President, Finance and Administration | Vice President, Finance and Administration | No                         | Yes                        |
| <u>Position</u>  | <u>Approval to Hire</u>                    | <u>Approval to Terminate</u>               | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
| Executive Director, Marketing and Recruitment  | Vice President, External Affairs           | Vice President, External Affairs           | No                         | Yes                        |
| Executive Director, Advancement  | Vice President, External Affairs           | Vice President, External Affairs           | No                         | Yes                        |
| Officers and senior executives not otherwise specified who report directly to the VP, External Affairs and who are part of the University's Executive              | Vice President, External Affairs           | Vice President, External Affairs           | Yes                        | N/A                        |
| Officers and senior executives who report directly to the VP, External Affairs and who are not part of the University's Executive                                  | Vice President, External Affairs           | Vice President, External Affairs           | No                         | Yes                        |
| <u>Position</u>  | <u>Approval to Hire</u>                    | <u>Approval to Terminate</u>               | <u>Ratification by HRC</u> | <u>Report to Board HRC</u> |
| Teaching Staff   | Provost                                    | President                                  | Yes, for termination only  | Yes, for termination only  |

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| <u>Position</u>                   | <u>Approval to Hire</u> | <u>Approval to Terminate</u> | <u>Ratification by<br/>HRC</u> | <u>Report to Board<br/>HRC</u> |
|-----------------------------------|-------------------------|------------------------------|--------------------------------|--------------------------------|
| Employees not otherwise specified | Hiring Manager          | Vice President               | No                             | No                             |

\*Required by the *University Act*

\*\*Member of Kwantlen Polytechnic University Executive

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**I.1 OATH OF OFFICE**

The following Oath of Office is to be sworn, signed, and dated before the Board at the commencement of all Members’ first meeting with the Board. The Board Chair or Board Committee Chair administers the Oath of Office and the Board Chair signs the Oath of Office.

*“I (print name) \_\_\_\_\_, sincerely promise and swear (or affirm) that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of the Board of Kwantlen Polytechnic University. I have read and agree to abide by the Code of Conduct for Board Members (including the Conflict of Interest provisions) of Kwantlen Polytechnic University as outlined in the Board Manual.”*

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**I.2 CODE OF CONDUCT DECLARATION**

I, \_\_\_\_\_ (*print name*), declare that:

- 1. I have read and understood the Individual Board Member Position Description and Code of Conduct (“Code”) as outlined in the Kwantlen Polytechnic University Board Manual (“Manual”).
- 2. I agree to comply with all of the terms of the Code, including the conflict of interest provisions contained in the Manual.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



**I.3 ANNUAL CONFLICT OF INTEREST DISCLOSURE**

This Statement discloses information as of *(date)* \_\_\_\_\_

I, \_\_\_\_\_ *(print name)*, declare that:

1. I have read and considered the Conflict of Interest provisions in the Kwantlen Polytechnic University's Board Manual and I agree to conduct myself in accordance with its terms.
2. Other than disclosed below, I do not have any relationships or interests that could compromise, or appear to compromise, my ability to exercise judgment in the best interests of Kwantlen Polytechnic University.
3. A Conflict of Interest (as defined in the Manual) with my duty as a Board Member of Kwantlen Polytechnic University may arise because:

|  |
|--|
|  |
|  |
|  |
|  |

4. I agree to promptly provide an updated Declaration annually or as may be required by changed circumstances.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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## GLOSSARY OF ACRONYMS

| Acronym       | Description   |
|---------------|---|
| <b>ABE</b>    | Adult Basic Education   |
| <b>ABEABC</b> | Adult Basic Education Association of British Columbia   |
| <b>ABT</b>    | Applied Business Technology   |
| <b>ACA</b>    | Faculty of Academic and Career Advancement  |
| <b>ACCC</b>   | Association of Canadian Community Colleges  |
| <b>ACP</b>    | Academic and Career Preparation   |
| <b>ADM</b>    | Assistant Deputy Minister   |
| <b>AEST</b>   | Advanced Education, Skills & Training (formerly Ministry of Advanced Education, AVED)   |
| <b>AGM</b>    | Annual General Meeting  |
| <b>APPD</b>   | Access Programs for People with Disabilities  |
| <b>APPSO</b>  | Apprenticeship Student Outcomes survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies. |
| <b>AETSE</b>  | <del>Adult Special Education</del> Accessible Education and Training  |
| <b>AUCC</b>   | Association of Universities & Colleges of Canada  |
| <b>BANNER</b> | Student, Financial Services and Human Resources Information Systems   |
| <b>BCAIU</b>  | British Columbia Association of Institutes and Universities   |
| <b>BCGEU</b>  | British Columbia Government & Service Employees' Union  |
| <b>BGS</b>    | Baccalaureate Graduate Survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies.          |
| <b>BOG</b>    | Board of Governors  |
| <b>BSN</b>    | Bachelor of Science in Nursing  |
| <b>CACIE</b>  | China Education Association for International Education   |
| <b>CADD</b>   | Computer Assistant Drafting and Design  |
| <b>CADD</b>   | Computer Aided Design Drafting  |
| <b>CBS</b>    | Computer Based Systems  |
| <b>CCLS</b>   | Career Choices and Life Success   |
| <b>CE</b>     | Continuing Education  |
| <b>CFS</b>    | Canadian Federation of Students   |
| <b>CGPA</b>   | Cumulative Grade Point Average  |
| <b>CICan</b>  | College and Institutes Canada <del>+</del> (CICan)  |
| <b>CIS</b>    | Computer Information Systems  |
| <b>CMEC</b>   | Council of Ministers Education, Canada  |

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|                                |   |
|--------------------------------|---|
| <b>COWCUBS</b>                 | Council of Western Canadian University Board Secretaries  |
| <b>COWCUP</b>                  | Council of Western Canadian University Presidents   |
| <b>CPS</b>                     | Continuing and Professional Studies   |
| <b>CSIT</b>                    | Computer Science and Information Technology   |
| <b>DACSO</b>                   | Diploma, Associate degree and Certificate Student Outcomes survey conducted by BC Students Outcomes through BC Stats, which collects information on their educational experiences, subsequent employment and further studies. |
| <b>DM</b>                      | Deputy Minister   |
| <b>EAP</b>                     | Employee Assistance Program   |
| <b>EDST</b>                    | Department of Educational Studies   |
| <b>EEAM</b>                    | <del>Employment &amp; Educational Access for Men</del>  |
| <b>EEAW</b>                    | <del>Employment &amp; Educational Access for Women</del>  |
| <b>EHC</b>                     | Extended Health Coverage  |
| <b>ELST</b>                    | English Language Studies  |
| <b>ELT</b>                     | English Language Training   |
| <b>ESL</b>                     | English as a Second Language  |
| <b>FIND</b>                    | Foundations in Design   |
| <b>FOI/POPI/PPA</b>            | Freedom of Information/Protection of Privacy <u>Act</u>   |
| <b>FoGS</b>                    | <u>Faculty of Graduate Studies</u>  |
| <b>FSG</b>                     | Facilities Support Generalist   |
| <b>FTE</b>                     | Full-Time Equivalent  |
| <b>GDMA</b>                    | Graphic Design for Marketing  |
| <b>GED</b>                     | Graduation Equivalency Diploma  |
| <b>GN/EAL</b>                  | Graduate Nurse/English As a Second Language   |
| <b>GNQU</b>                    | Graduate Nurse Qualifying   |
| <b>GNR</b>                     | <del>Graduate Nurse Refresher</del>   |
| <b>GPA</b>                     | Grade Point Average   |
| <b>HRS</b>                     | Human Resource Services   |
| <b>IAP</b>                     | Institutional Analysis and Planning   |
| <b>IAU</b>                     | International Association of Universities   |
| <b>IDEA</b>                    | Interdisciplinary Expressive Arts   |
| <b>IET</b>                     | Information & Educational Technology  |
| <b>ILL</b>                     | Inter-Library Loan  |
| <b><del>INSTLT&amp;L</del></b> | <del>Institute for Innovation and Scholarship in</del> Teaching and Learning  |
| <b>ITA</b>                     | Industry Training Authority   |
| <b>KCDC</b>                    | Kwantlen Capacity Development Camp  |
| <b>KFA</b>                     | Kwantlen Faculty Association  |
| <b>KORA</b>                    | Kwantlen Open Resource Access   |
| <b>KPU</b>                     | Kwantlen Polytechnic University   |

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|                     |  |
|---------------------|--|
| <b>KPUAA</b>        | Kwantlen Polytechnic University Alumni Association   |
| <b>KSA</b>          | Kwantlen Student Association   |
| <b>KSNA</b>         | Kwantlen Student Nurses' Association   |
| <b>LOA</b>          | Leave of Absence   |
| <b>LOI</b>          | Letter of Intent   |
| <b>LTC</b>          | Long Term Care   |
| <b>LTD</b>          | Long Term Disability   |
| <b>MOU</b>          | Memorandum of Understanding  |
| <b>MSP</b>          | Medical Services Plan  |
| <b>NEVR</b>         | Network to Eliminate Violence in Relationships   |
| <b>OISS</b>         | <del>Office of International Students and Scholars</del>   |
| <b>ORS</b>          | Office of Research and Scholarship   |
| <b>P40</b>          | Personal Status Change Form  |
| <b>PD</b>           | Professional Development   |
| <b>PGPA</b>         | Program Grade Point Average  |
| <b>PLA</b>          | Prior Learning Assessment  |
| <b>PLAR</b>         | Prior Learning Assessment Review   |
| <b>PLN</b>          | Provincial Learning Network  |
| <b>PO</b>           | Purchase Order   |
| <b>PSEA</b>         | Post-Secondary Employers' Association  |
| <b>PSEC</b>         | Public Sector Employers' Council   |
| <b>PSIPS</b>        | Post-secondary Institution Proposal System - <i>Ministry of Advanced Education – all applications for ministerial consent or approval must be submitted through PSIPS. PSIPS is a web-based application for submission and review of degree program proposals, applications for exempt status and use of the word “university”</i> |
| <b>PUE</b>          | Polytechnic University Executive   |
| <b>RCA</b>          | Resident Care Attendant  |
| <b>SCC</b>          | Senate Sub-Committee on Course Curriculum  |
| <b>SCCPolicyRev</b> | Senate Standing Committee on Policy <del>Review</del>  |
| <b>SEC</b>          | Senate Executive Committee   |
| <b>SETA</b>         | Special Education Teacher Assistant  |
| <b>SGNC</b>         | Senate Standing Governance <u>and Nominating</u> Committee   |
| <b>SNC</b>          | <del>Senate Standing Nominating Committee</del>  |
| <b>SMC</b>          | <u>Senate Micro-Credential Committee</u>   |
| <b>SPWC</b>         | <u>Senate Sub-Committee on Pathway Courses</u>   |
| <b>SSCA</b>         | Senate Standing Committee on Appeals   |
| <b>SSCAPP</b>       | Senate Standing Committee on Academic Planning and Priorities  |
| <b>SSCC</b>         | Senate Standing Committee on Curriculum  |
| <b>SSCL</b>         | Senate Standing Committee on the Library   |

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| <b>SSCPR</b> | Senate Standing Committee on Program Review       |
| <b>SSCT</b>  | Senate Standing Committee on Tributes             |
| <b>SSCUB</b> | Senate Standing Committee on University Budget    |
| <b>SSG</b>   | System Support Generalist                         |
| <b>SQC</b>   | Senate Sub-committee on Quantitative Courses      |
| <b>SWIC</b>  | Senate Sub-committee on Writing Intensive Courses |
| <b>TALK</b>  | Third Age Learning at Kwantlen                    |
| <b>TGPA</b>  | Term Grade Point Average                          |
| <b>UT</b>    | University Transfer                               |
| <b>VST</b>   | Vocational Skills Training                        |
| <b>WCB</b>   | Workers' Compensation Board/Work Safe BC          |
| <b>WFCP</b>  | World Federation of Colleges and Polytechnics     |
| <b>WHMIS</b> | Workplace Hazardous Materials Information System  |



**KWANTLEN POLYTECHNIC UNIVERSITY  
BOARD GOVERNANCE MANUAL**

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**APPROVED BY THE BOARD OF GOVERNORS**

ORIGINAL EFFECTIVE DATE: NOVEMBER 21, 2012

REVISED: NOVEMBER , 2024

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<sup>1</sup> Recommended by the Board/Senate Task Force on Bicameral Governance and approved by Senate (December 15, 2014) and the Board of Governors (September 23, 2015).

<sup>2</sup> The Skills Competency Matrix for Governing Board referred to in this Board Manual is detailed in Section 19 (Board Composition and Succession Planning) and addresses the combination of skills and experience that Board Members, as a group, should possess.

## 1. INTRODUCTION

This Board Governance Manual (“this Board Manual”) has been approved by the Board of Governors of Kwantlen Polytechnic University (“KPU”). It sets out the governance structure and principles pursuant to which the Board exercises its responsibilities and carries out its duties of stewardship and accountability.

The Board Manual is reviewed and approved at least every two years, or as required by legislative changes or developments in governance best practice, by the Board through its Governance Committee.

The University Secretary, after consulting with the Board Chair, may make and publish amendments to this Board Manual that are minor or administrative in nature.

## 2. KPU OVERVIEW

Kwantlen Polytechnic University (KPU) has served Metro Vancouver since 1981 through multiple campus locations in the South Fraser region, offering a comprehensive range of [programs](#) in business, arts, design, health, science and horticulture, trades and technology, developmental and English Language Studies.

It began in 1981 as Kwantlen College, became Kwantlen University College in 1995, and achieved full university status as KPU in 2008.

As of 2016, KPU has served over 200,000 learners. Over 19,000 students annually have a choice from over 120 programs, including bachelor's degrees, associate degrees, post-baccalaureate programs, diplomas, certificates, citations and apprenticeship training.

International education at KPU has grown since 2008, and in the 2016/17 Academic year represented 16% of enrollments and 35% of total tuition revenues. Students are drawn from all around the world, notably India, China, and the Middle East.

KPU undertakes disciplinary, mission-critical and applied research and scholarship in areas such as Horticulture, Sustainable Agriculture, Psychology, the Liberal Arts, the Sciences, Business and many dimensions of teaching and learning.

Each year, KPU publishes an [Accountability Plan and Report](#) to the government of BC which provides an update on the university's developments, enrollments and financial picture. A [Report to the Board](#) at each of meeting of the Board of Governors provides a detailed update on KPU's activities.



### 3. DEFINITIONS

|                    |  |
|--------------------|--|
| All Applicable Law | All applicable federal, provincial and municipal law including statutes, regulations, bylaws, directives, guidelines and public sector reporting requirements and any contractual or other legal obligations.  |
| Appointed Member   | An individual who is appointed to the Board by the Lieutenant Governor in Council.   |
| Associate          | Means: <ul style="list-style-type: none"> <li>i) a spouse of the Board Member;</li> <li>ii) a child (biological, adopted, stepchildren) of the Board Member;</li> <li>iii) a relative of the Board Member who is living in the family residence, other than child (biological, adopted, stepchildren), who are living in the family residence;</li> <li>iv) a friend of the Board Member;</li> <li>v) a corporation of which the Board Member beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation; and</li> <li>vi) a trust or estate in which the Board Member has a substantial beneficial interest or for which the Board Member serves as trustee.</li> </ul> |
| Board              | KPU Board of Governors.  |
| Board Member       | Means a duly elected, appointed or ex-officio member of KPU's Board of Governors.  |
| Closed Meetings    | KPU Board Meetings that are held in the absence of the public.   |
| Elected Member     | An individual who is elected to the Board by a constituency group.   |
| In Camera Meetings | KPU Board Meetings that are held without any members of the University Executive.  |

|                           |   |
|---------------------------|---|
| Management                | Employees of KPU. Elected Board Members are not covered by the use of this term.                            |
| Officer of the University | Means the University's President, Vice President(s), Associate Vice President(s), and University Secretary. |
| Regular Meetings          | KPU Board Meetings that are open to the public.   |
| Senior Leadership         | Refers to the President and Vice Presidents collectively.   |
| University Executive      | Refers to the members of the <a href="#">University Executive</a> listed on the website                     |

## 4. BICAMERAL GOVERNANCE FRAMEWORK

As of September 1, 2008, KPU became a Polytechnic University, governed by the *University Act* (“Act”). This brought bicameral governance to KPU, an important difference from its previous governance structure.

Both the Board and the Senate are governing bodies of KPU. Bicameral governance delineates the strategic oversight of the Board from the academic responsibility of the Senate.

The Board’s role is to be informed about, but not supervise or direct the day-to-day activities, risks and successes of the organization. The Board sets the overall vision and strategic direction, periodically assesses the operational status relative to that direction, and leaves the day-to-day operational issues to KPU’s Senior Leadership. The Board is responsible for the business of KPU – its administration, finances, operations, assets, role in the community and the integrity of such.

The Senate has a more focused responsibility for the academic integrity of KPU, subject to the Board’s involvement where academic matters interface with matters of business and the larger community. Composed primarily of the academic employees of KPU, the Senate is responsible for academic and curriculum-related matters, including setting curriculum content for courses, policies for examinations and evaluation of student performance and qualifications for admission.<sup>3</sup>

With support from the University Executive, the President plays a bridging role between the Board and the Senate. The President is a member of the Board and Chair of the Senate.

The *University Act* provides for Board interaction with the Senate in a number of areas and ways. Below is a brief outline of the Board’s relationship with the Senate. Additional details are found in Appendix “C.1” of this Board Manual.

### Consider recommendations from the Senate

The Board must consider recommendations from the Senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction.<sup>4</sup>

Consult with the Senate:

The Board must consult with Senate on specified matters, including the maintenance and order and condition of real property, to erect and maintain buildings and structures on it that in the opinion of the board are necessary and advisable, and to make rules

<sup>3</sup> *University Act*, s. 35.2(5).

<sup>4</sup> *University Act*, s. 27(2)(i). Providing for their establishment also requires the approval of Senate (see below) – *University Act*, s. 27(2)(j).

respecting the management, government and control of the real property, buildings, and structures, and the conservation of heritage sites of the university, including any heritage buildings, structures, and land of KPU.<sup>5</sup>

### **Seek advice from the Senate**

The Senate must also advise the Board and the Board must seek the advice of the Senate on the development of educational policy for specified matters, including the mission statement and educational goals, objectives, strategies and priorities of KPU; establishment, revision or discontinuance of courses and programs at KPU; establishment or discontinuance of faculties at KPU; qualifications for faculty members.<sup>6</sup>

### **With approval from the Senate**

The Board must get approval of the Senate on specified matters, including the selection procedure for the President, deans, librarians, registrar, and other senior academic administrators as the Board may designate;<sup>7</sup> providing for the establishment of faculties and departments the Board considers necessary;<sup>8</sup> providing for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the Board and Senate consider advisable;<sup>9</sup> and determining the number of students – in the opinion of the Board – to be accommodated at KPU or in any faculty at KPU.<sup>10</sup>

The *University Act* also provides that the Board may appoint one person to be a non-voting member of the Senate to serve for one year.<sup>11</sup>

To facilitate the transition from University College to Polytechnic University, the Board and Senate struck a joint task force on bicameral governance (the “Task Force”). The Task Force developed a set of principles to guide bicameral governance at KPU which were approved and adopted by the Board of Governors and Senate (Appendix “C.2”). The principles are broad in nature and are intended to assist in developing policies in all areas involving both the Board and the Senate. In addition, the Task Force assisted in developing procedures for the budget development and review process, and the establishment, revision, suspension and/or discontinuance of programs.

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<sup>5</sup> *University Act*, s. 27(2)(d) and (e).

<sup>6</sup> *University Act* s. 35.2(6).

<sup>7</sup> *University Act*, s. 27(2)(f).

<sup>8</sup> *University Act*, s. 27(2)(j).

<sup>9</sup> *University Act*, s. 27(2)(k).

<sup>10</sup> *University Act*, s. 27(2)(r).

<sup>11</sup> *University Act*, s. 35.2(2)(k).

## 5. BOARD GOVERNANCE STRUCTURE

### Board Powers and Duties

Pursuant to the *University Act*, the Board is responsible for the “management, administration and control of the property, revenue, business and affairs” of KPU.<sup>12</sup> The Board fulfills its duty by delegating to the President responsibility for the day-to-day operations of KPU within the parameters set by the Board and requires regular reporting from the President. Board Members serve part time and the Board’s role is one of governance and oversight of KPU.

The Board’s governance role is set out in the Board Terms of Reference and involves a wide range of responsibilities, including approving KPU’s strategic plan, monitoring KPU’s performance, ensuring Senior Leadership are appropriately qualified, reviewing KPU’s material risks and overseeing a succession planning process to ensure continued leadership.

### Board Structure

The Board is composed of 15 members as follows:<sup>13 14</sup>

- a) the Chancellor;
- b) the President;
- c) two faculty members elected by faculty members;
- d) eight persons appointed by the Lieutenant Governor in Council, two of whom are appointed from individuals nominated by the alumni association;
- e) two students elected by students; and
- f) one person elected by and from KPU employees who are not faculty members.

### Term Lengths

Board Members hold office for terms of varying lengths:<sup>15</sup>

- a) Faculty and KPU employee representatives are elected for three-year terms;
- b) Student representatives are elected for one-year terms.<sup>16</sup>

<sup>12</sup> *University Act*, s. 27(1).

<sup>13</sup> For Elected Members, see Section 26, *Conflict of Interest*

<sup>14</sup> *University Act*, s. 19(1).

<sup>15</sup> *University Act*, s. 19

<sup>16</sup> *University Act*, ss. 20(1) and (2).

- c) Elected Members are eligible for re-election, but may not hold office for more than six consecutive years.<sup>17</sup>
- d) Appointed Members are appointed for term lengths up to three years at the Government's discretion and may be re-appointed to a maximum of six consecutive years.<sup>18</sup>
- e) The Chancellor and the President are members of the Board for so long as they hold their respective offices.<sup>19</sup>

### Eligibility

- a) The following persons are not eligible to be or to remain Board Members:<sup>20</sup>members of the Parliament of Canada;
- b) members of the Executive Council or of the Legislative Assembly;
- c) a member of the public service in the ministry;
- d) a member of the public service designated by the Minister;

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<sup>17</sup> *University Act*, s. 21.

<sup>18</sup> *University Act*, ss. 20(1.1) and 21.

<sup>19</sup> *University Act*, s. 20(3).

<sup>20</sup> *University Act*, s. 23(1)(2).

### **Committees**

The Board has the power to appoint the Committees it considers necessary and advisable, including joint Committees with the Senate.

The current Committees of the Board are:

- a) Audit;
- b) Finance;
- c) Human Resources; and
- d) Governance.

The Board has established Terms of Reference for each committee that set out the committee's mandate, composition, powers and duties, rules of procedure and accountability.

The Board may establish task forces, Advisory Boards or other temporary working groups to address time limited projects.

### **Board Relations with KPU's Senior Leadership**

The Board appoints the President of KPU and delegates to the President overall responsibility for the operations of KPU within the parameters set by the Board.

This Board Manual establishes the roles and responsibilities of the Board in relation to the President, Senior Leadership and the University Executive. Board Members may direct questions or concerns through the Board Chair to the President, or through the Vice Chair, who is also Chair of the Human Resource Committee.

**Board Relations with the Kwantlen Polytechnic University Foundation<sup>21</sup>**

The Board recognizes and supports the important fundraising work done by the Kwantlen Polytechnic University Foundation (the “Foundation”) to fund KPU’s key strategic priorities.

To support the Foundation’s work, the Board:

- a) encourages each Board Member to make a meaningful gift to the Foundation, commensurate with their means.

**Board Relations with the Kwantlen Polytechnic University Alumni Association (KPUAA)<sup>22</sup>**

The Board recognizes the significant impact KPU’s alumni have on the communities we serve and the Board supports the KPUAA’s commitment to actively engage with its alumni.

Under the *University Act*<sup>23</sup>, the KPUAA’s duties with regard to the Board are to:

- a) Nominate the candidate for chancellor; and
- b) Nominate candidates for two positions on the Board.

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<sup>21</sup> The KPU Foundation is a separate entity from KPU. The relationship between KPU and the Foundation is guided by a Memorandum of Agreement.

<sup>22</sup> The KPU Alumni Association is a separate entity from KPU. The relationship between KPU and the Alumni Association is guided by a memorandum of understanding.

<sup>23</sup> *University Act* s. 11(1)



## 6. BOARD TERMS OF REFERENCE

### Role

As set out in the *University Act*, the Board is responsible to manage, administer and control KPU's property, revenue, business and affairs.<sup>24</sup>

The Board delegates to the President responsibility for the day-to-day operations of KPU within the parameters set by the Board. Board Members serve part-time and the Board's role is one of governance and oversight of KPU.

### Responsibilities

The Board's powers are set out in section 27(2) of the *University Act*. In furtherance of the roles and responsibilities conferred on it by the Act, and in accordance with the BC government's [Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability](#) (June 2014), the Board establishes a governance framework to guide its work.

The President and the four current Board Committees that provide in-depth concentration in key areas of Board responsibility support the Board's work.

The key responsibilities of the Board are set out below.

### Human Resources

The Board:

- a) appoints the President as the chief executive officer of KPU, sets the President's salary or remuneration, and defines the President's duties and tenure of office;<sup>25</sup>
- b) monitors and evaluates the President's performance;
- c) oversees President succession planning and ensures plans are in place to deal with a planned or emergency departure of the President;
- d) provides advice and counsel to the President in the execution of the President's duties;
- e) with approval of the Senate, establishes procedures for the recommendation and selection of candidates for President, deans, librarians, registrar and other senior academic administrators as the Board may designate;<sup>26</sup>

<sup>24</sup> *University Act*, s. 27(1).

<sup>25</sup> *University Act*, s. 27(2)(g).

<sup>26</sup> *University Act*, s. 27(2)(f).

- f) delegates to the President or those individuals or committees as outlined in Appendix “H” responsibility to appoint, promote and remove senior academic administrators, faculty and other members of the teaching staff, and the officers and employees of KPU and set their salaries or remuneration, define their duties and their tenure of office or employment;
- g) upon nomination by the alumni association and after consultation with the Senate, appoints the Chancellor in accordance with the *University Act*;<sup>27</sup> and
- h) ensures that KPU human resources strategies provide for the development of key personnel consistent with the future leadership needs of KPU;
- i) approves collective agreements and Terms and Conditions of Employment for Administrative Employees; and
- j) ensures KPU’s compensation and human resources philosophies and strategies are in keeping with KPU’s mission, vision, values and goals and legislative and policy requirements.

### **Strategy**

KPU’s Senior Leadership, in consultation with internal and external stakeholders and in accordance with KPU’s fiscal accountability to the Government (i.e. the annual mandate<sup>28</sup> and budget letters) formulates a strategic plan and supporting operating and capital plans and budgets and the Board assesses and ultimately approves them.

The Board:

- a) reviews and approves KPU’s mission, mandate, vision and commitment statements;
- b) participates in the development of and approves KPU’s strategic plan;
- c) oversees the ongoing implementation of KPU’s strategic plan and establishes key performance measures;
- d) monitors KPU’s performance against the various plans and budgets, and agreed-upon key performance measures and approves revisions to the plans and budgets as required;
- e) reviews and approves KPU’s annual capital and operating budgets;<sup>29</sup>

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<sup>27</sup> *University Act*, s. 11(1).

<sup>28</sup> The Mandate Letter provides the government’s strategic priorities and sets out performance expectations for the fiscal year for KPU: [2023 Mandate Letter](#)

<sup>29</sup> *University Act*, s. 27(2)(l).

- f) seeks the advice of the Senate on the development of educational policy for those matters outlined in section 35.2(6) of the *University Act*;
- g) considers recommendations from the Senate for the establishment and discontinuance of faculties and departments;<sup>30</sup>

### Risk

The primary responsibility for KPU's risk management is vested in the President and overseen by the Board.

KPU's Senior Leadership is responsible for establishing processes, procedures and mechanisms by which key matters of risk are identified, and ensuring that strategies are developed to manage such risks.

The Board is responsible for:

- a) understanding the key strategic risks to KPU;
- b) ensuring, through regular reviews and assessments, that Senior Leadership has established appropriate systems to manage these risks; and
- c) receiving regular reports from Senior Leadership on the management of material risks<sup>31</sup> to KPU.

In particular, the Board will review with Senior Leadership the policies and procedures that are in place to identify, manage and monitor material risks including, but not limited to:

- a) Financial – Impacts to KPU's physical assets and financial resources;
- b) Human Resources – Impacts to KPU's ability to invest, manage, and support its Human Resources;
- c) Operational – Impacts to KPU's ability to manage day-to-day programs, processes, engagement and the effective and efficient use of its resources;
- d) Regulatory & Compliance – Impacts to KPU's ability to adhere to all applicable law;
- e) Strategic & Reputational - Impacts to KPU's ability to achieve strategic goals and objectives;
- f) Safety & Security – Impacts to KPU's ability to protect itself and its stakeholders from harm; and

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<sup>30</sup> *University Act*, s. 27(2)(i) and 35.2(6)(e).

<sup>31</sup> A material risk is defined as an exposure which, if realized, can adversely affect the achievement of KPU's strategic priorities, objectives or goals.

- g) Other areas of specific concern to the Board and/or Senior Leadership.

### **Risk Review**

At least annually, the Board participates in a Risk Identification and Assessment session with Senior Leadership where:

- a) KPU's strategic risks are identified or updated;
- b) Newly identified or updated risks are assessed for their likelihood of occurrence and severity of impact; and
- c) Progress on Senior Leadership's risk mitigation plans are reviewed for adequacy and effectiveness.

### **Financial Information, Systems and Controls**

The Board:

- a) directs and oversees KPU's internal and external audit;
- b) verifies that Senior Leadership has established and is applying appropriate audit, accounting and financial reporting principles;
- c) verifies that internal financial and operational controls and information systems are in place and functioning satisfactorily; and
- d) reviews and approves KPU's annual audited financial statements.

### **Monitoring and Reporting**

The Board:

- a) ensures the publication of the Board's governance framework;
- b) monitors KPU's performance against the objectives set out in the strategic plan and agreed-upon key performance measures;
- c) identifies and monitors quantifiable measures and benchmarks relating to the academic and overall experience of KPU students and establishes processes to obtain student feedback;
- d) ensures KPU's financial position is reported fairly and in accordance with generally accepted financial reporting standards;
- e) ensures quarterly reporting to the Government on the annual capital and operating budget<sup>32</sup>;

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<sup>32</sup> *Budget Transparency and Accountability Act*

- f) annually approves for submission to the Government a copy of KPU's audited financial statements and the Institutional Accountability Plan and Report; and
- g) at the request of the Minister, prepares and submits, an annual report together with financial statements, and other information that the Minister considers necessary to carry out the Minister's responsibilities under the *University Act*.<sup>33</sup>

### **Code of Conduct**

The Board:

- a) establishes, and updates as required, a Code of Conduct for Board Members which includes the duties of Members of the Board or its Committees in conflict of interest situations;
- b) approves a Code of Conduct<sup>34</sup> for all KPU employees and monitors through Senior Leadership, compliance with all significant policies that govern KPU's operations; and
- c) adheres to the Code of Conduct for Board Members as described in Section 9

### **Appeal**

The Board:

- a) conducts appeal hearings for any member of the teaching and administrative staffs and any officer or employee of KPU suspended by the President.<sup>35</sup>

### **Communications**

The Board:

- a) ensures KPU has a plan in place to communicate effectively with students, faculty, employees, government, stakeholders and the public.

The President is the primary spokesperson for KPU and the Board Chair is the primary spokesperson for the Board. As authorized by the President, KPU has additional spokespersons for specific subject matters<sup>36</sup>.

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<sup>33</sup> *University Act*, s. 32(1) and s. 49(1). See for example the Ministry of Advanced Education's reporting requirements for BC's public post-secondary institutions at <http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration>

<sup>34</sup> Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability (June 2014)

<sup>35</sup> *University Act*, s. 60(3).

<sup>36</sup> See Section 9, "Public Statements"

### **Government Relations**

The Board:

- a) works in a collaborative relationship with the Government;
- b) requires Senior Leadership to report (both promptly and adequately) the financial performance of KPU to Government and stakeholders;
- c) reports to Government on the Board's stewardship for the preceding year, upon request of the Government; and
- d) in a timely manner, keeps Government informed of material issues that could affect KPU and KPU's ability to meet targets set by Government.

### **Governance Effectiveness**

The Board:

- a) establishes the framework for the governance of KPU;
- b) may appoint non-program advisory committees, consisting, either wholly or partly of persons unconnected with KPU ("Advisory Committee");<sup>37</sup>
- c) may refer matters to an Advisory Committee for advice and report, such advice and report which must be considered and weighed by anybody in KPU which the Board so directs;<sup>38</sup>
- d) reviews and updates the Board's governance policies referred to in this Board Manual at least every two years or more frequently as required;
- e) develops a plan for long term Board composition and updates the Skills Competency Matrix for Governing Board;<sup>39</sup>
- f) provides comprehensive orientation and professional development sessions for Board Members; and
- g) annually examines the effectiveness of the Board, its committees and the current Board Chair and its relationship with Senior Leadership, the Senate and Government.

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<sup>37</sup> *University Act*, s. 34(1);

<sup>38</sup> *University Act*, s. 34(1).

<sup>39</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

### Reliance on Management

In carrying out its responsibilities, the Board relies on KPU's Senior Leadership to provide it with accurate and complete information.

### External Advisors

In carrying out its responsibilities, where appropriate (i.e. considering KPU's internal resources, and the Board budget and subject to KPU's procurement practices) and in consultation with Senior Leadership, the Board is entitled to retain and rely on external professional service firms, consultants and advisors (collectively "External Advisors") as needed to fulfill its mandate.

When the Board retains External Advisors, the Board must ensure that any relevant information, findings, or recommendations of the External Advisors be immediately reported to Senior Leadership, as appropriate. Typically, the Board Chair will provide such information to the President.

In Accordance with the *University Act*:<sup>40</sup>

#### Advisory boards

- (1) The board may
  - (a) appoint advisory boards, consisting, either wholly or partly, of persons unconnected with the university, on terms and for purposes the board may consider advisable, and
  - (b) refer to an advisory board for advice and report any subject or matter that the board considers advisable.
- (2) The advice and report of an advisory board appointed under subsection (1) must be considered and weighed by anybody in the university to which the board directs the advice to be given or report to be made.

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<sup>40</sup> *University Act*, s. 34

## 7. BOARD CHAIR POSITION DESCRIPTION

### Election and Term

The Board Chair is elected annually in accordance with Section 24 of the Board Manual and may be re-elected up to a maximum of three consecutive years.<sup>41</sup>

### Role

The principal role of the Board Chair is to provide leadership to the Board and ensure the Board meets its obligations and fulfills its governance responsibilities. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and Senior Leadership, and represents the Board internally and externally, including acting as a spokesperson on behalf of the Board. They act as a signatory representing KPU and the Board, as authorized by the Board.

### Eligibility

The Board Chair must be an Appointed Member of the Board.

### Duties and Responsibilities

The Board Chair:

#### Working with Senior Leadership

- a) acts as a liaison between Senior Leadership and the Board;
- b) fosters a constructive relationship between the Board and Senior Leadership through regular contact with the President;
- c) acts as a sounding board, counselor and confidant for the President;
- d) provides support and mentorship to Senior Leadership;
- e) ensures appropriate and timely communication between the Board, stakeholders and the President;
- f) seeks to ensure that Senior Leadership presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities;

#### Board Operations

- a) in consultation with the President and/or University Secretary:

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<sup>41</sup> The Board may, in exceptional circumstances, extend the Board Chair's term beyond three years.



- i. develops and sets the Board meeting agendas and discusses materials required to ensure Board members have sufficient background information to enable them to prepare for the meeting;
- ii. ensures minutes are accurately recorded and presented at subsequent meetings;
- b) calls meetings of the Board;
- c) presides over Board meetings;
- d) conducts Board meetings in an efficient, effective and focused manner;
- e) recommends to the Board the Chairs, Vice Chairs and members for each Committee;
- f) when not a member of a certain Committee, may nonetheless attend that Committee's meetings as a non-member;
- g) determines whether or not a conflict of interest exists in relation to KPU Board Members<sup>42</sup>;
- h) signs documents on behalf of the Board as authorized by the Board<sup>43</sup>;
- i) mentors and supports the vice-chair in the development of skills and attributes necessary for a leadership role;

#### **Board Effectiveness**

- a) leads the Board in fulfilling its governance responsibilities as set out in the Board Terms of Reference;
- b) ensures the Board has cohesion of direction and purpose at a policy and strategic level;
- c) maintains an appropriate boundary between the Board and Senior Leadership responsibilities;
- d) liaises with Committee Chairs to ensure coordination between the work of the Committees and the Board, and ensures satisfactory Committee reports for the Board;
- e) at meetings, encourages participation of all Board Members and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Members;
- f) builds consensus and develops teamwork within the Board;

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<sup>42</sup> See Section 26 Conflict of Interest

<sup>43</sup> *University Act* s 56

- g) fosters ethical and responsible decision making by the Board;
- h) ensures that each Board Member is contributing to the Board's work;
- i) makes himself or herself available to individual Board Members for questions, counsel and discussions relating to KPU;
- j) in concert with the President and University Secretary, provides new Members with information on the Board's current issues as part of the Board Member orientation program;
- k) keeps the Board up to date on all significant developments at KPU, both at and between meetings; and
- l) in consultation with the Governance Committee, leads and/or participates in the Board and Board Member self-evaluation process.

#### **Appointments, Re-Appointments and Government Relations**

- a) acts as the principal interface between the Board and the Minister of Advanced Education, Skills and Training;
- b) liaises with the Board Resourcing and Development Office and the Minister of Advanced Education, Skills and Training regarding new appointments and re-appointments; and
- c) assumes those appointments on external bodies that are typically assumed by reason of his/her position as Board Chair.

#### **University Relations**

- a) participates in Convocation and other events organized by KPU; and
- b) facilitates appeal hearings for any member of the teaching and administrative staff and any officer or employee of KPU suspended by the President<sup>44</sup>.

#### **Board Chair Evaluation**

The Board formally evaluates the Board Chair's performance on an annual basis. The evaluation process is set out in the section entitled "Board Chair Evaluation".

#### **Board Chair Expenses**

The Board Chair is entitled to reimbursement for reasonable expenses in accordance with Section 25 of this Board Manual and KPU Policy *FM5 Business and Travel Expense*.

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<sup>44</sup> *University Act* s. 60(3)

The Board Chair's expenses are reviewed quarterly by the Chair of the Board Audit Committee.

**Board Member Expenses**

The Board Chair reviews and approves the expenses of Board Members, including the Vice Chair in accordance with KPU Policy *FM5 Business and Travel Expense*.

**President & Vice Chancellor Expenses**

The Board Chair pre-approves the President's travel expenses and reviews and approves the President's monthly expense and perquisite reimbursement.

## 8. BOARD VICE CHAIR POSITION DESCRIPTION

### Vice Chair

The Board Vice Chair is elected annually in accordance with Section 24 of the Board Manual and may be re-elected up to a maximum of three consecutive years.<sup>45</sup>

### Eligibility

The Vice Chair must be an Appointed Member of the Board.

### Duties and Responsibilities

The Vice Chair:

- a) in the absence of the Board Chair or as required, assists the President and the University Secretary in developing and setting Board meeting agendas;
- b) assists the Board Chair in coordinating and providing leadership to the Board;
- c) assumes leadership responsibilities for key initiatives or activities, as assigned;
- d) chairs the Board Human Resources Committee;
- e) performs the Board Chair's duties in his/her absence, including an unplanned vacancy until a successor is chosen by the Board in accordance with Section 24 of this Manual; and
- f) attends community and KPU events on behalf of the Board Chair, as assigned.

### Expenses

The Vice Chair is entitled to reimbursement for reasonable expenses in accordance with Section 25 of this Board Manual and KPU Policy *FM5 Business and Travel Expense*.

The Board Chair reviews and approves expenses of the Vice Chair.

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<sup>45</sup> The Board may, in exceptional circumstances, extend the Board Vice Chair's term beyond three years.

## 9. INDIVIDUAL BOARD MEMBER POSITION DESCRIPTION AND CODE OF CONDUCT

### Introduction

The Board has developed this Position Description to outline the duties and responsibilities of individual Board Members and its expectations for how those duties and responsibilities are discharged. The duties and responsibilities of the Board as a whole are set out in the Board Terms of Reference.

This position description is also the Code of Conduct for all Board Members, including the Board Chair and Vice Chair.

### Standards of Conduct

In committing to provide a diverse and inclusive environment<sup>46</sup>, each Board Member must:

- a) exercise respect for the dignity of all persons, fair and equitable treatment of all persons; respect for diversity<sup>47</sup>;
- b) utilize conduct and language that reflects social standards of courtesy, dignity, trust, and respect;
- c) expand opportunities to safely express opinions and converse on issues of diversity<sup>48</sup>
- d) treat University employees in a respectful manner<sup>49</sup>

In discharging their responsibilities, each Board Member must:

- a) act honestly, in good faith and in the best interests of KPU; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these responsibilities, a Board Member is required to:

- a) acknowledge, by signing the Minister's Annual Mandate Letter, the Taxpayer Accountability Principles as set out in Appendix "G", and to take those principles into account when exercising their duties;

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<sup>46</sup> KPU Employee Code of Conduct "B"

<sup>47</sup> KPU Policy HR5 Diversity and Inclusiveness "A.2"

<sup>48</sup> KPU Policy HR5 Diversity and Inclusiveness "C.6"

<sup>49</sup> KPU Policy HR21 Respectful Workplace "C.1(c)"

- b) act in the best interests of KPU as a whole and not in their self-interest, nor in the interest of a particular group or constituency;<sup>50</sup>
- c) comply with Board by-laws and policies, including the Board Governance Manual and this Code of Conduct<sup>51</sup> for Board Members;
- d) comply with all applicable law, including the *University Act* and regulations made under the *University Act*, and with KPU Bylaws and policies;
- e) make full and timely disclosure of any conflicts of interest in accordance with procedures set out in this Manual in order to protect the integrity of KPU;
- f) keep confidential information confidential, including all information associated with In Camera meetings and Closed Meetings. The duty to maintain information in confidence continues after a Board member ceases to be a Board Member;
- g) ensure that all records showing discussion pertaining to Board decisions are forwarded to the University Secretary if the University Secretary is not included in the discussion; and
- h) to regularly delete or destroy any copies of KPU records that the Board Member generates, collects, or receives, that the Board Member is not required to retain for a specific legal purpose. Board Members will confirm that KPU has a copy of any records supporting a Board decision if the Board Member is not certain before deleting or destroying KPU records.

## **Complaints Procedure or Breaches of the Code of Conduct**

### **Principles**

All Board Members are expected and required to conduct themselves in accordance with the Individual Board Member Description and Code of Conduct (“Code”) contained in this Board Manual.

The Board of Governors is committed to maintaining an atmosphere in which the Board can receive and address in good faith all complaints regarding violations or perceived violations of the Code.

The Board is responsible for ensuring that any Board Member who, in good faith, has made a disclosure of a breach or potential breach of this Code does not suffer any adverse consequences as a result.

Since allegation of impropriety may result in serious personal repercussions for the subject of the complaint as well as for other parties including the institution itself, the

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<sup>50</sup> *University Act*, s. 19.1.

<sup>51</sup> Appendix “I.2” Code of Conduct Declaration

Board Member making the allegation of impropriety should have reasonable and probable grounds before making a complaint and should undertake such reporting in good faith, in the best interests of KPU, and not for personal gain or motivation.

### **Process**

Complaints cannot be made anonymously.

The privacy of an individual who makes a complaint in respect of this Code (“Complainant”) will be respected as much as is possible in the circumstances.

All complaints received from Board Members in respect of the Code shall be referred to the Chair of the Governance Committee, other than complaints with respect to the Board Chair.

All complaints received from Board Members in respect of the Code that relate to the Board Chair shall be referred to the Vice Chair.

Upon receipt of a complaint, the Chair of the Governance Committee (or the Vice Chair, as applicable) shall conduct such investigation as they consider appropriate. This will include interviewing both the Complainant, and the person about whom the complaint was made.

The person conducting the investigation will ensure any documentation obtained or generated as part of the investigation is retained in a secure location.

The Chair of the Governance Committee (or the Vice Chair, as applicable) will report the results of the investigation to the Board.

### **Retaliation Prohibited**

The Board prohibits discrimination, harassment or retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding an alleged breach of the Code.

A Complainant who legitimately, and in good faith, makes a complaint regarding a breach or perceived breach of the Code shall not, as a result of those activities, be discriminated, harassed or retaliated against in relation to the terms or conditions of their membership on the Board.

Any Board Member who retaliates against a Complainant is subject to discipline up to and including recommendation of termination of that person's Board Membership.

### **Frivolous or Vexatious Complaints**

In the event that an investigation reveals that a complaint was made frivolously or undertaken for improper motives or in bad faith or without a reasonable basis, as determined by the Board, appropriate disciplinary action may be taken against the Complainant.

### **Punitive Action for Breaches**

Should the Chair of the Governance Committee (or the Vice Chair, as applicable) conclude that a Board Member has contravened any provision of the Code, the Board has the power (on a vote of at least a two-thirds majority of the Board) to impose punitive action, including one or more of the following:

- a) issue a letter of reprimand;
- b) pass a resolution providing the Lieutenant Governor in Council with the authority to remove a Board Member from the Board for cause.<sup>52</sup>
- c) Request that the board member resign.

### **Processing an Appeal to a Punitive Action for Breach of the Code**

If a Board Member rejects the decision of the Board, they may appeal to the Board by way of a written submission.

The appeal must be requested within five business days of the imposition of the penalty. The penalty will remain imposed until such time as the Board hears the appeal. The Board will make every effort to hear the appeal by way of reviewing the written submission within one month of its imposition and to issue its decision promptly.

On hearing the appeal, the Board may allow whatever evidence it considers appropriate, without regard to the rules of evidence.

After hearing the appeal, the Board may allow the appeal, or confirm its original decision. The Board will advise the Board Member of its decision, in writing.

### **Confidentiality**

All disclosures will be kept confidential unless the matter disclosed constitutes an actual or potential threat of serious harm to KPU, its students or employees or to the general public.

### **Relationship with Senior Leadership and Staff**

Each Board Member should be available as a resource to Senior Leadership, acting as a sounding board or providing advice as required.

Board Members may direct questions or concerns through Board and Committee meetings, or through the Board Chair to the President.

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<sup>52</sup> *University Act*, s. 22(1.1).



Board Members must respect the organizational structure of KPU. The Board acts collectively and no Board Member has the authority to direct any employee of KPU except the University Secretary or designate with regard to Board business.

### **Public Statements**

The President is the primary spokesperson for KPU and the Board Chair is the primary spokesperson for the Board.

The Board speaks with one voice; although each Board Member has an important role as an ambassador of KPU, no Member may speak on behalf of KPU (e.g., to government or the media) in their capacity as an individual Board Member unless specifically asked or authorized to do so by the Board Chair.

Board Members are expected to avoid speaking against or undermining any decision of the Board, regardless of whether the Board member agrees with or voted for that decision.

### **Community Engagement**

Board Members are expected to engage with KPU's communities and stakeholders, and have typically welcomed the opportunity to do so.

Board Members shall participate in, and act as official representatives of KPU at certain events organized by the Board or KPU (such as Board-hosted receptions, awards ceremonies, and Convocations).

Board Members are valuable ambassadors of KPU who are well positioned to establish and foster strong relationships through two-way dialogue with community members and partners. Each Board Member is expected to listen to community members and partners and to share with them KPU's unique mandate, mission, and character as a Polytechnic University.

Board Members are free to attend municipal, regional, provincial and federal political fundraising events as valuable ambassadors of KPU or in their own personal or professional capacities but will not be eligible for reimbursement by KPU for expenses incurred with respect to such events or for other partisan or political purposes.

### **Informed Decision Making**

Board Members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While Senior Leadership will provide Board Members with the information that Senior Leadership thinks Board Members need in order to discharge their responsibilities, Board Members have a responsibility to review all meeting material and information provided and request any additional information they think necessary to make an informed decision. Requests for information are directed through the Board Chair.

Board Members are expected to be knowledgeable about KPU's mandate, goals and objectives, and operations.

### **Legal Compliance**

Board Members are expected to be aware of and to comply with all applicable law and any other contractual or legal obligations that affect how they carry out their duties and how the University conducts business.

### **Board Activity**

During meetings, a Board Member is expected to exemplify the expectations and standards of conduct outlined in this Code, including but not limited to:

- a) be prepared and well-informed on relevant issues (through pre-read materials or otherwise);
- b) bring their own experience, wisdom, judgment and influence to bear constructively on issues;
- c) interact with fellow Board Members, management and guests in a respectful, courteous and constructive manner;
- d) speak and act independently while remaining collaborative;
- e) express opinions in a clear and respectful manner;
- f) express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed;
- g) ask probing questions when appropriate;
- h) listen to, and exercise tolerance for, others' perspectives;
- i) be adaptable, flexible and open-minded in the consideration and implementation of change;
- j) exercise a logical, rational approach to problem solving;
- k) analyze issues from many perspectives, considering the impact of decisions on KPU's internal and external environments (e.g., students, faculty, employees, stakeholders, Government, community);
- l) be innovative and resourceful in developing solutions;
- m) whenever possible, advise the Board Chair and President in advance of introducing significant and previously unknown information;
- n) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management of KPU; and
- o) once Board decisions are made, support those decisions in a positive manner.

Between meetings, each Board Member should communicate with the Board Chair and President as necessary and appropriate.

In carrying out their responsibilities, each Board Member is expected to be actively engaged in and add value to the Board's work. Those Board Members who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by contributing to discussions on topics within their area of expertise.

### **Board Members Elected by Constituencies**

A Board Member elected by a constituency group is not a delegate or representative of that group. Although the Elected Member can express and take into account that constituency's interests and concerns, each Member has a duty to act in the best interests of KPU.<sup>53</sup>

### **Attendance**

Board Members are expected to maintain an excellent Board and Committee meeting attendance record. Pursuant to the *University Act*, unless excused by Board resolution, a Board Member who has not attended at least half of the regular meetings of the Board in any year is no longer a Board Member.<sup>54</sup>

Board Members should strive to attend meetings in person, but with the prior consent of the Chair, may participate in a Board or Committee meeting by telephone or other communication device that permits all participants to hear each other, and is not required to be physically present to be counted as part of the quorum. Prior notice must be given to the University Secretary if a Board Member is not attending a meeting in person.

### **Confidentiality of Board Information**

Board confidentiality is essential to ensure that full and frank discussion of issues deemed as confidential may take place in an atmosphere free from the risk of inappropriate disclosure. All information shared by Board Members and those presenting information to the Board shall be treated with utmost confidentiality, except when it is clearly understood that the information is in the public domain. Board Members may only disclose confidential information to external third parties when disclosure is authorized or required by law or an enactment in a court proceeding. Any

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<sup>53</sup> *University Act*, s. 19.1.

<sup>54</sup> *University Act* s.22(2).

other external disclosure of confidential information is subject to prior approval of the Board Chair and President

### **Management of KPU Board Records and Other KPU Business Records**

Board Members acknowledge that the records they may generate, collect, or receive pertaining to the KPU Board, or other KPU business, are controlled by KPU for the duration that each copy of the records exist. KPU maintains control over KPU Board records or other KPU business records that are managed in each Board Member's personal email addresses, or third party business email addresses that each Board Member may be using. KPU maintains control over KPU Board records, or other KPU business records, that each Board Member copies and stores within their residences, or third party business locations, whether those records are maintained as paper or electronic records.

For the duration of time that Board Members retain any KPU Board records, or other KPU business records, Board Members agree to:

- a) upon request, confirm whether KPU Board records or other KPU business records exist in any location they manage these records outside of KPU as soon as reasonably possible;
- b) protect KPU Board records, or other KPU business records, managed outside of KPU using standard physical, technical and administrative security measures;
- c) provide the University Secretary with any copies of KPU Board records, or other KPU business records, the Board Members confirm they are managing outside of KPU upon request;
- d) comply with any lawful request from KPU to delete or destroy KPU Board records, or KPU business records, as soon as reasonably possible. Board Members will confirm the date and time these records are deleted or destroyed.
- e) KPU Board Members commit to generating, collecting, and accepting the receipt of, the minimum amount of information and records required to make informed decisions.

### **Duty to Disclose Information to Auditors**

No Board Member shall make any false or misleading statement to internal or external auditors or conceal or omit information necessary to make statements to such auditors meaningful. No Board Member will withhold any books or records relevant to any subject under review from the internal or external auditors.

### **Orientation and Professional Development**

Board Members are required to participate in KPU's Board Member orientation program and ongoing professional development (for the Board or for an individual Board Member) as recommended by the Board. Board Members are also expected to

undertake any required training and take time to educate themselves on governance duties and broad issues of the higher education sector as identified or recommended by Senior Leadership.

Board Members attending a conference or workshop at KPU's expense will submit an oral report to the Board at the next Board meeting following the conference or workshop.

### **Removal**

The Government may, at any time, remove from office an Appointed Member.<sup>55</sup>

The Government may, on a resolution of at least a 2/3 majority of the Board, remove from office a Board Member if the Board is satisfied that the person should be removed for cause.<sup>56</sup>

### **Resignation**

A Board Member's resignation becomes effective at the time KPU receives a written resignation from him or her, or at the time specified in the resignation, whichever is later.

### **Re-Appointment**

At least six months ahead of the end of an Appointed Member's term, the Board Member is required to inform the Board Chair whether they intend to seek re-appointment for a further term. If the Board Member desires a further term, the Board Chair or University Secretary will advise the Crown Agency Board Resourcing office as to the Board Member's performance during the Board Member's prior term and recommend whether the Board Member should be re-appointed. The Board Chair's advice and recommendation will be informed by the Board Chair's own observations and the results of any Board Member feedback.

Appointed Members are appointed for term lengths up to three years at the Government's discretion and may be re-appointed to a maximum of six consecutive years.<sup>57</sup>

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<sup>55</sup> *University Act*, s. 22(1).

<sup>56</sup> *University Act*, s. 22(1.1).

<sup>57</sup> *University Act*, ss. 20(1.1) and 21.

### Re-Election

Elected Members are re-elected in accordance with the Election Rules approved by Senate<sup>58</sup>.

In advance of the election, the Board provides each constituency with a copy of the Individual Board Member's Position Description and the Skills Competency Matrix for Governing Board<sup>59</sup> in order to communicate to the constituencies the desired skills and experience for upcoming elections.

Elected faculty members and non-faculty employees hold office as a Board Member for 3 years to a maximum of 6 consecutive years<sup>60</sup>.

Elected students hold office as a Board Member for 1 year to a maximum of 6 consecutive years<sup>61</sup>.

### End of Term

Upon a Board Member's term ending, they must return to KPU all materials and other items belonging to KPU, including confidential Board materials.

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<sup>58</sup> *University Act*, s. 43

<sup>59</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

<sup>60</sup> *University Act*, s. 20

<sup>61</sup> *University Act*, s. 20

## 10. PRESIDENT AND VICE-CHANCELLOR POSITION DESCRIPTION

### Introduction

This position description describes the roles and responsibilities of the President and Vice-Chancellor (the “President”) of KPU. It should be read in conjunction with the President’s employment agreement.

### Appointment

The *University Act* gives the Board the power to appoint the President as the chief executive officer of KPU.<sup>62</sup>

The President is a Member of the Board.<sup>63</sup>

### Role

The President is the chief executive officer of KPU and must generally supervise and direct the academic work of KPU.<sup>64</sup> The President has overall responsibility for leading and managing KPU through the development and implementation of strategies and policies and efficient and effective operations.

### Accountability

The President is accountable to the Board.

### Duties and Responsibilities

The President:

#### Leadership

- a) leads and manages KPU academically and operationally within the objectives set out in the strategic plan and agreed-upon performance measures;
- b) provides leadership in the establishment and articulation of KPU’s mission, mandate, vision and commitment statements;
- c) ensures that KPU operates within established policies and priorities by apprising the Board of all matters affecting its responsibilities as set out in All Applicable Law;

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<sup>62</sup> *University Act*, s. 27(2)(g)

<sup>63</sup> *University Act*, s. 63(a).

<sup>64</sup> *University Act*, s. 59(1).

- d) develops and implements operational policies to guide KPU within the framework of the vision and strategic goals approved by the Board;
- e) directs and monitors KPU's activities in a manner that ensures the assets of KPU are safeguarded and optimized;
- f) summons meetings of a faculty when the President considers it necessary or advisable to do so;<sup>65</sup>
- g) convenes joint meetings of all or any of the faculties at the President's discretion;<sup>66</sup>
- h) establishes committees the President considers necessary or advisable;<sup>67</sup>
- i) chairs meetings of the Senate;<sup>68</sup>
- j) with support from the University Executive, plays a bridging role between the Board and the Senate;

### **Strategic**

- a) Provides leadership in developing institution-wide short and long term plans through a consultative process;

### **Reporting**

- a) Makes any necessary recommendations to the Board and Senate and reports on any matter referred to the President by the Board or Senate;<sup>69</sup>
- b) Monitors KPU's educational, administrative and financial performance and provides reports as appropriate;
- c) Prepares and publishes an annual report on KPU's progress;<sup>70</sup>

### **Board**

- a) supports the Board Chair and the Board in carrying out the Board's governance responsibilities, including the timely provision of relevant information;

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<sup>65</sup> *University Act*, s. 59(2)(b).

<sup>66</sup> *University Act*, s. 59(2)(b).

<sup>67</sup> *University Act*, s. 59(2)(d).

<sup>68</sup> *University Act*, s. 35.2(2)(b) and s. 63(b).

<sup>69</sup> *University Act*, s. 62(1)(b) and (c).

<sup>70</sup> *University Act*, s. 62(1)(a).



**Budget**

- a) prepares and submits to the Board an annual budget in consultation with the appropriate standing committee of the Senate;<sup>71</sup>

**Financial and Risk Management**

- a) ensures the integrity of KPU's internal control and management systems;
- b) identifies and ensures reporting to the Board on, the principal risks of KPU and ensures the implementation of effective systems to manage those risks;

**Human Resources**

- a) develops and implements an organizational structure that is appropriate for the effective and efficient operation of KPU;
- b) annually establishes and maintains a Board approved plan for Senior Leadership development and succession, including President succession planning;
- c) appoints, promotes and removes members of the teaching and administrative staffs and the officers and employees of KPU as outlined in Appendix "H";
- d) authorizes lectures and instruction in any faculty to be given by persons other than the appointed members of the teaching staff;<sup>72</sup>
- e) may suspend any member of the teaching and administrative staffs and any officer or employee of KPU and must promptly report the action to the Board with a statement of their reasons;<sup>73</sup>
- f) upon nomination by the Alumni Association, appoints one alumni member who is not a faculty member to the Senate;<sup>74</sup>

**External Relations**

- a) acts as the primary spokesperson for KPU and oversees KPU's interface with the public and stakeholders;
- b) develops and implements a communications program to support KPU's strategic objectives;

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<sup>71</sup> *University Act*, s. 62(2).

<sup>72</sup> *University Act*, s. 59(2)(c).

<sup>73</sup> *University Act*, s. 60(1) and (2).

<sup>74</sup> *University Act*, s. 35.2(2)(i).

- c) develops and maintains effective relationships in dealings with the federal, provincial and municipal governments, educational institutions, professional associations, unions, business, alumni, the Foundation and the public at large;
- d) where appropriate, presents KPU's submissions to the Minister;<sup>75</sup>

#### **Funds and Grants**

- a) makes reasonable efforts to ensure that funds are raised and grants are obtained to fulfill the vision of KPU.

#### **Outside Commitments**

- a) obtains Board approval prior to accepting public service commitments and/or outside board appointments.

#### **Offices**

The President <sup>76</sup> is:

- a) a Board Member and must attend its meetings<sup>77</sup>, unless excused by the Board Chair;
- b) Chair of the Senate;
- c) a member of all standing committees of the Senate except the standing committee on appeals;
- d) a member of each faculty; and
- e) in the absence of the Chancellor, Chair of Convocation with the obligation to confer degrees.

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<sup>75</sup> *University Act*, s. 62(3).

<sup>76</sup> *University Act*, s. 63.

<sup>77</sup> *University Act*, s. 63(a)

### Compensation

The Board determines the President's compensation,<sup>78</sup> subject to parameters set for executive compensation in B.C.'s public sector by the Public Sector Employers' Council.<sup>79</sup>

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<sup>78</sup> *University Act*, s. 27(2)(g).

<sup>79</sup> The Public Sector Employers' Council coordinates the management of executive compensation in British Columbia. See <http://www2.gov.bc.ca/gov/content/governments/organizational-structure/ministries-organizations/central-government-agencies/public-sector-employers-council-secretariat>

## 11. UNIVERSITY SECRETARY POSITION DESCRIPTION

### Appointment

The University Secretary is a member of the University Executive and reports to the President and Vice Chancellor. They are accountable to the Board Chair for Board related activities.

### Role

The University Secretary supports the Board by coordinating and facilitating the activities of the Board and Board Committees to ensure the effective and efficient operation of KPU's bicameral governance framework. The University Secretary acts as a liaison among the Board, the Senate and the executive.

The University Secretary is responsible for the organization and administration for all Board related matters and the organization and maintenance of governance records, including governance compliance matters. They work with the executive on agendas and work planning for the Board to ensure the timely submission of reports to the Board of Governors.

Other duties include:

- a) Recommending an annual schedule of Board Meetings;
- b) Developing, for approval by the Board, and monitoring expenditures of, the annual Board budget.
- c) Ensuring appropriate minutes for the Board and Board committees are recorded.

### Conflict

If there is a conflict of interest (actual, potential, or apparent) on any particular matter, between the University Secretary's administrative or managerial responsibilities within KPU and his/her responsibilities to the Board, it is the responsibility of the University Secretary to draw it to the attention of the Board through the Board Chair. The Board Chair determines whether or not a Conflict of Interest exists.

## 12. COMMITTEE OPERATING GUIDELINES

Each Committee's Terms of Reference are set out separately in this Board Manual. The provisions below identify the operating guidelines applicable to all Committees.

### Purpose

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

### Mandate

Each Committee reviews its own Terms of Reference annually and submits any substantive proposed changes to the Governance Committee for review and recommendation to the full Board.

### Accountability and Decision-Making (including Recommendations)

Each Committee is accountable to the Board.

Under the *University Act*, the Board may confer on the Committees power and authority to act for the Board.<sup>80</sup> However, no Committee has the power and authority to act for the Board unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise (for example, through a motion at a Board meeting).

As such, the Committees have no authority to direct Senior Leadership, speak for, or commit KPU unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise.

In the absence of express authority to act for the Board, decisions, if any, made by a Committee are recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

Regardless of whether the power and authority to act for the Board has been delegated to a Committee, no Committee may make a decision that may have a material impact on KPU's strategic plan (see Section 13); such decisions must be made by the Board.

Decisions made by a Committee are determined by consensus, or, if necessary, by majority vote.

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<sup>80</sup> *University Act*, s. 27(2)(c).

## Composition

The Board Chair appoints Committee Chairs, Vice Chairs and committee members and informs the Board regularly. A Board Member may belong to more than one Committee at one time.

A Committee member may be removed or replaced at any time by the Board Chair and will cease to be a Committee member upon ceasing to be a Board Member.

The Board Chair may be appointed a member of any Committee, in which case they are counted in establishing quorum and have a vote. The Board Chair is an *ex officio* member of all Board Committees when they are not otherwise appointed a member. When serving on a Committee in an *ex officio* capacity, the Board Chair observes, provides advice and oversees the coordination of the Committee's work in relation to the Board, but does not vote.

## Meetings

### Frequency

Each Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### Closed

Committee meetings are closed (held in the absence of the public). At the request of the Committee Chair, non-Committee members may be invited to attend a meeting to present information and answer questions about a particular agenda item. Some committee agenda items may be in camera – see section 17.

Subject to the exception below, when not a member of a certain Committee, an individual Board Member may attend that Committee's meetings as a non-member upon notice to the University Secretary. When attending a Committee meeting in this capacity, the Board Member observes the meeting, but does not vote.

Attendance at the Human Resources Committee and Audit Committee meetings is limited to Appointed Members.

### Attendance

Most Committee meetings are held in person and Committee members are expected to attend in person. If attending an in person Committee meeting by video/teleconference, a Committee member must inform the University Secretary with 24-hours' notice.

Some Committee meetings are held by video/teleconference.

### **Agenda**

The Committee Chair, in consultation with the member(s) of the University Executive assigned to support the Committee and the University Secretary or designate, develops the agenda for each Committee meeting.

Under normal circumstances, the agenda and supporting materials are distributed to Board Committee Members at least five working days in advance of the meeting.

Material distributed to the Board Members in advance of Committee meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions, if any, sought from the Committee.

Board Members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair or the University Secretary at least two weeks prior to the Committee meeting. The Committee Chair may exercise their discretion whether to include the suggested item on an upcoming Committee meeting agenda.

### **Education**

Education sessions will be held on topics relevant to each committee's duties and responsibilities as part of the committee's regularly scheduled meetings as required.

### **Notice of Meetings**

The Committee meeting schedule is set a year in advance, and notice of upcoming regular meetings of each Committee is given at the previous regular Committee meeting. Wherever possible, at least 48 hours' notice is given of extraordinary Committee meetings.

### **Quorum**

The quorum for a Committee meeting is a majority of members.

### **Location**

In person Committee meetings are normally held on one of KPU's campuses.

### **Minutes**

The University Secretary or designate ensures the minutes of each Committee meeting are prepared in a timely fashion for the Committee Chair to review. Committee minutes, once approved by the Committee, are distributed to the Board as part of their next Board meeting package.

The University Secretary may make minor/administrative corrections to approved Committee minutes, provided the corrections are approved by the respective Committee Chair. All other amendments must be approved by the Board. The

University Secretary will notify the Board, at the next regularly scheduled Board meeting, of any amendments made by the University Secretary.

### **Reporting**

At the next Board meeting, the Committee Chair provides an oral report that summarizes, at a high-level, what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's work plan.

In addition, each Committee reports to the Board by distributing the Committee's approved minutes in advance of the next Board meeting.

The Committee provides an annual report to the Board on its work plan demonstrating that the Committee has fulfilled its duties and responsibilities or noting item(s) that were not completed and provides a timeline for completion.

### **Committee Support**

One or more members of the University Executive and the University Secretary or designate support each Committee in carrying out its work.

### **External Advisors**

In carrying out its responsibilities, where appropriate (i.e. considering KPU's internal resources, and the Board budget and subject to KPU's procurement practices) and in consultation with Senior Leadership and approval of the Board Chair, each committee is entitled to retain and rely on external professional service firms, consultants and advisors (collectively "External Advisors") as needed to fulfill its mandate.

When a Committee retains External Advisors, the Committee must ensure that any relevant information, findings, or recommendations of the External Advisors be immediately reported to Senior Leadership, as appropriate. Typically, the Committee Chair will report to the Board and the President or the designated senior leader(s) supporting the Committee.



## 13. AUDIT COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Audit Committee (the “Committee”) is to assist the Board in fulfilling its obligations and oversight responsibilities relating to the internal and external audit processes, financial reporting, risk management and the system of internal controls that management and the Board have established, and when required, to make recommendations to the full Board for approval.

In the process of overseeing KPU’s audit procedures, the Committee will have unrestricted access to KPU’s personnel and documents and will be provided with the resources necessary to carry out its responsibilities, including external advisors in accordance with Section 6 of this Board Manual.<sup>81</sup>

### Composition and Quorum

The Committee is composed of at least four Members, all of whom must be Appointed Members and “independent”.<sup>82</sup>

Committee members must be financially literate.<sup>83</sup> At least one member of the Committee must have a financial designation or significant relevant financial management expertise. The Chair of the Audit Committee must not be the Chair of the Board.

A majority of members of the Committee constitutes a quorum.

### Audit Oversight Responsibilities

Subject to the powers and duties of the Board, the Audit Committee performs the following duties.

### Risk Management

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<sup>81</sup> See Section 6 (Board Terms of Reference) in this Board Manual for additional information on external advisor engagement.

<sup>82</sup> In this context, “independent” means having no material direct or indirect association with KPU, which could, in the view of KPU’s Board, reasonably interfere with the exercise of the Member’s independent judgment.

<sup>83</sup> In this context, “financially literate” means that the Member has the ability to read and understand a set of financial statements which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by KPU’s financial statements.

The Audit Committee supports the Board with respect to risk management and provides a leadership role in ensuring that other Board Committees support the Board in regard to risk management should the need arise.

In addition, the Audit Committee:

- a) provides leadership to the Board's overall approach to risk management oversight;
- b) leads an annual review with the Board on KPU's identified material risks and Senior Leadership's risk mitigation strategies;
- c) understands the material risks to KPU;
- d) reviews and makes recommendations on KPU's risk management controls and policies and seeks input and assistance from other Board Committees as appropriate;
- e) reviews Senior Leadership's systems to manage said risks;
- f) receives regular reports from Senior Leadership on the management of material risks to KPU;
- g) obtains reasonable assurance from Senior Leadership that systems are effective in eliminating or managing said risks; and
- h) verifies KPU is adequately insured to cover material business risks and uncertainties.

### **External Audit**

The Committee:

- a) reviews and recommends to the Board the terms of the External Auditor's engagement;<sup>84 85</sup>
- b) recommends to the Board the appointment of the External Auditor;<sup>86</sup>
- c) reviews the performance of the External Auditor;
- d) confirms the independence of the External Auditor;
- e) reviews all issues related to any change in the appointment of the External Auditor;

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<sup>84</sup> KPU Policy and Procedure GV1 [Selection and Appointment of Auditors](#)

<sup>85</sup> Typically, the RFP for the External Auditor occurs every three years.

<sup>86</sup> Pursuant to section 33 of the *University Act*, unless the Auditor General is appointed in accordance with the *Auditor General Act* as the Auditor of the Board, the Board must appoint an Auditor to audit the accounts of the Board at least once each year.

- f) reviews and recommends to the Board the annual external audit plan;
- g) holds in camera meetings with the External Auditor, without Management present;
- h) reviews and approves the provision of non-audit services provided by the External Auditor;
- i) meets with the External Auditor at least biannually and obtains reasonable assurances that KPU has implemented appropriate systems of internal control:
  - i) over relevant changes to financial reporting, information technology, data security and protection of personal information and privacy, and that these systems are operating effectively;
  - ii) any other relevant matters as identified during the audit process.
- j) reviews problems experienced by the External Auditor in performing the audit, including any restrictions imposed by Senior Leadership and all significant accounting issues on which there was a disagreement with Senior Leadership;
- k) reviews the post-audit opinion letter containing the recommendations of the External Auditor and reviews the Senior Leadership's response and subsequent follow-up to any significant identified weaknesses;
- l) The Committee:
  - i) confirms that if there is a legal matter raised by the External Auditor that could have a significant impact on KPU's financial statements, then Senior Leadership will provide an explanation;
  - ii) reviews with the Vice President, Finance and Administration, on at least an annual basis:
    - KPU's compliance with applicable and material legal and regulatory requirements;
- m) reviews the evaluation of internal controls by the External Auditor, including any recommendations for improvement of KPU's accounting procedures and internal controls, together with Senior Leadership's response; and
- n) directs the External Auditor's examinations to particular areas of concern with respect to internal controls.

### **Financial Reporting**

#### **The Committee:**

- a) reviews KPU's annual financial statements to ensure they are fairly presented in all material respects in accordance with generally accepted accounting and financial reporting principles;

- b) reviews the financial statements and reports, and recommends their approval or disapproval to the Board; the Committee will provide an explanation if it cannot recommend approval;
- c) discusses with Senior Leadership and with the External Auditor such matters as:
  - i) all proposed changes in accounting policy;
  - ii) the import and presentation of all large risks or uncertainties;
  - iii) compliance with accounting standards;
  - iv) adjustments arising out of the audit process and related party transactions; and
  - v) all estimates or judgments of Senior Leadership that may be material to financial reporting;
- d) discusses with Senior Leadership and the External Auditor significant financial reporting, record or presentation issues identified during the fiscal period and the manner of their resolution;
- e) examines the audited annual financial statements in conjunction with the reports of the External Auditor, which may include determining whether the statements:
  - i) properly reflect the significant accounting policies selected;
  - ii) reflect estimates and other financial statements elements that are reasonable and consistent;
  - iii) adequately disclose all major transactions and issues;
  - iv) disclose all post-year-end significant events; and
  - v) are understandable, relevant, reliable and comparable;
- f) reviews and recommends to the Board approval of the:
  - i) annual audited financial statements;
  - ii) management discussion and analysis that accompanies the audited financial statements.

The Chair of the Audit Committee reviews and approves the Board Chair's expenses quarterly and reports any issues or concerns to the Committee.

### **Internal Audit**

The Committee:

- a) in consultation with the Vice President Finance and Administration, reviews and approves the appointment or termination of the Internal Auditor, for

- recommendation to the Board and annually evaluates the Internal Auditor's performance;
- b) In consultation with the Chief Financial Officer, management, and the Risk Team, the Internal Audit Division obtains reasonable assurances that KPU has implemented appropriate systems of internal control:
    - i. to ensure compliance with its policies and procedures and that these systems are operating effectively;
    - ii. to identify, monitor, mitigate, and report significant financial or operational risk exposures and that these systems are operating effectively; and
  - c) reviews and approves the Annual Internal Audit Plan with the Internal Auditor for recommendation to the Board;
  - d) ensures the Internal Audit Plan is satisfactory, effective and meets the requirements of the Board;
  - e) ensures the Internal Auditor's approach to risk and internal controls is appropriate;
  - f) reviews the Internal Audit Plan to ensure consistency with International Standards for the Professional Practice of Internal Auditing;
  - g) ensures there are adequate resources for the Internal Auditor in performing its functions, including any restrictions imposed by Senior Leadership and all significant difficulties or disagreements with Senior Leadership;
  - h) reviews the findings of the reports prepared by the Internal Auditor and receives periodic reports to ensure that any recommendations are implemented;
  - i) meets with the Internal Auditor in camera at least annually without other Management present.

### **Alleged Wrong-Doing**

The Committee:

- a) ensures that Senior Leadership has implemented a process to receive and respond to complaints or allegations of wrong-doing or questionable acts by KPU, its employees or Board Members with respect to financial wrong-doing; and
- b) reviews and advises the Board with respect to complaints of alleged financial wrong-doing.

### **Conflict of Interest for Board Members**

The Committee:

- a) annually and/or as required, reviews the Conflict of Interest Registry of Conflict of Interest disclosures<sup>87</sup> filed by Board Members; and
- b) at least annually submits the Conflict of Interest Registry to the Board of Governors for review.

### **Compliance**

The Committee:

- a) confirms the appropriate policies and procedures are in place for monitoring compliance with All Applicable Laws and ascertains their adequacy and the levels of compliance;
- b) reports to the Board all updates to risk mitigation and risk management strategies;
- c) advises the Board on any new or pending developments in accounting and/or reporting standards;
- d) reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of KPU; and
- e) reviews such other matters that the Committee or the Board deems advisable or timely.

### **Meetings**

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members or the External or Internal Auditor.

### **Committee Support**

The Vice-President Administration, Chief Financial Officer, Provost and Vice-President Academic, Internal Auditor approved by the Board of Governors and the University Secretary or designates support the Committee in carrying out its work.

### **Responsibility for Policy Review**

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, public sector reporting requirements, or a development in governance best practices) all Board Bylaws and

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<sup>87</sup> Appendix "I.3" Annual Conflict of Interest Disclosure

Board-Approved University Policies and sections of this Board Manual which relate to audit matters, including the following:

**Board Bylaws and Board Manual Sections**

- a) Bylaw 1 – Insurance and Indemnification
- b) Section 13 – Audit Committee Terms of Reference
- c) Section 27 – Conflict of Interest for Board Members

**Board-Approved University Policies**

- a) GV1 Selection and Appointment of Auditors
- b) HR24 Protected Disclosure

## 14. FINANCE COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Finance Committee (the “Committee”) is to assist the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, Financial Reporting, Investments, Property and when required, to make recommendations to the full Board for approval.

### Composition and Quorum

The Committee is composed of four to six Members, four of whom must be Appointed Members and “independent”.<sup>88</sup>

Committee members must be financially literate.<sup>89</sup> At least one member of the Committee must have a financial designation or significant relevant financial management expertise.

A majority of members of the Committee constitutes a quorum.

### Financial Oversight Duties and Responsibilities<sup>90</sup>

Subject to the powers and duties of the Board, the Finance Committee will perform the following duties with respect to financial oversight of KPU.

#### Financial Planning

The Committee:

- a) reviews and makes recommendations to the Board in respect of:
  - i) financial plans and budgets;<sup>91</sup>
  - ii) the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or budgets;
  - iii) the consistency of the plans and budgets with strategic plans, policies, objectives and initiatives approved by the Board;

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<sup>88</sup> In this context, “independent” means having no material direct or indirect association with Kwantlen, which could, in the view of Kwantlen’s Board, reasonably interfere with the exercise of the Member’s independent judgment.

<sup>89</sup> In this context, “financially literate” means that the Member has the ability to read and understand KPU’s financial information.

<sup>90</sup> Typically, these matters are addressed in the first part of each Committee meeting when both Elected and Appointed Members may be present.

<sup>91</sup> *University Act*, s.27(2)(l).



- iv) the consistency of the financial plans and budgets with any other financial data;
  - v) any significant assumptions, forecasts, targets or performance goals used by Senior Leadership in the preparation of the financial plans and/or budgets;
  - vi) setting, determining and collecting fees as provided for by the *University Act*;<sup>92</sup>
  - vii) the provision for student loans;<sup>93</sup>
  - viii) the collection of fees on behalf of student societies;<sup>94</sup>
  - ix) the provision of funds for chairs, institutes, fellowships, scholarship, exhibitions, bursaries and prizes the Board and Senate consider advisable;<sup>95</sup>
  - x) the determination of student enrolment, with approval of the Senate;<sup>96</sup>
  - xi) the Board of Governors annual budget;
  - xii) the schedule of signing authorities, annually.
- b) ensures the Board receives, on a timely basis, meaningful financial information regarding KPU's current financial status and up-to-date forecasts required to make decisions;

### **Investments and Borrowing**

The Committee:

- a) reviews and recommends to the Board policies with respect to KPU's investments and borrowing; and
- b) monitors KPU's investments and borrowing.

### **Property**

The Committee:

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<sup>92</sup> *University Act*, s.27(2)(m).

<sup>93</sup> *University Act*, s.27(2)(q).

<sup>94</sup> *University Act*, s. 27.1(1).

<sup>95</sup> *University Act*, s. 27(2)(k).

<sup>96</sup> *University Act*, s. 27(2)(r).

- a) in consultation with Senate, recommends to the Board rules respecting the management, governance and control of KPU's real property, buildings and structures;<sup>97</sup>
- b) oversees facilities planning and real property matters including:
  - i) financing arrangements;
  - ii) acquisition and disposition, both owned and leased and through both purchase and donation;
  - iii) development of long-term master site and facility plan for KPU's campuses;
  - iv) development of specific facilities to accommodate KPU's academic, ancillary and related activities;
  - v) selection and appointment of professionals and contractors involved in the planning and construction of KPU's facilities subject to KPU's procurement practices;
  - vi) development of sustainable, efficient and long-term facilities;
- c) in consultation with Senate, recommends to the Board policies regarding the conservation of KPU's heritage sites;<sup>98</sup>
- d) reviews and recommends to the Board policies with respect to KPU's intellectual property, including those matters specified in the *University Act*.<sup>99</sup>

### **Financial Reporting**

The Committee:

- a) reviews significant financial reporting made public by KPU to ensure that it represents a complete, accurate and balanced picture of KPU's performance and financial situation as requested or required by the Board;
- b) reviews applicable Ministry of Advanced Education, Skills and Training reporting to ensure that it represents a complete, accurate and balanced picture of KPU's performance and financial situation;

### **Compliance**

The Committee:

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<sup>97</sup> *University Act*, s. 27(2)(d).

<sup>98</sup> *University Act*, s. 27(2)(e).

<sup>99</sup> *University Act*, s. 27(2)(u) and (v).

- a) confirms the appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertains their adequacy and the levels of compliance;
- b) reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of KPU; and
- c) reviews such other matters that the Committee or the Board deems advisable or timely.

### **Meetings**

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### **Committee Support**

The Vice-President Administration, Chief Financial Officer, Provost and Vice-President Academic and the University Secretary or designates support the Committee in carrying out its work.

### **Responsibility for Policy Review**

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, public sector reporting requirements, or a development in governance best practices) all Board Bylaws and Board-Approved University Policies and sections of this Board Manual which relate to financial matters, including the following:

#### **Board Bylaws and Board Manual Sections**

- a) By Law 4 – Fees
- b) Section 14 – Finance Committee Terms of Reference
- c) Section 26 – Board Member Remuneration and Expenses

#### **Board-Approved University Policies**

- a) BP4 Campus Master Planning
- b) GV 4 Signing Authority Policy and Procedure and Schedules of Signatures 1 and 2
- c) ER9 Political Fundraising Expenses Policy and Procedure
- d) FM2 Management and Investment of Operating Funds Policy, Procedures and Investment Policy Statement & Strategies

## 15. HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Human Resources Committee is to assist the Board in fulfilling its obligations relating to KPU's human resources philosophies and strategies, including succession planning and significant human resources policy development. The committee also leads the President's performance evaluation, goals and objectives setting and compensation.

### Composition and Quorum

The Human Resources Committee is composed of at least four Board Members, all of whom must be Appointed Members and "independent".<sup>100</sup>

The Board Vice Chair is the Chair of the Human Resources Committee.

Committee members must be familiar with good practices in human resources including executive compensation<sup>101</sup>, human resources planning, labour relations, recruitment and evaluation.

A majority of members of the Human Resources Committee constitutes a quorum.

Attendance at the Human Resources Committee meetings is limited to Appointed Members.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the Human Resources Committee performs the following duties:

The Committee:

- a) ensures KPU's compensation and human resources philosophies and strategies are in keeping with:
  - i) KPU's mission, vision, values and goals; and
  - ii) legislative and policy guidelines and requirements;
- b) together with the Board Chair, leads the development of the President's annual goals and objectives, for recommendation to the Board;

<sup>100</sup> In this context, "independent" means having no material direct or indirect association with KPU, which could, in the view of KPU's Board, reasonably interfere with the exercise of the Member's independent judgment.

<sup>101</sup> See [BC Public Sector Compensation and Expense Policies](#)

- c) together with the Board Chair, leads the President's annual performance and compensation review, for recommendation to the Board;
- d) annually reviews KPU's Management structure and succession plans;
- e) reviews and recommends to the Board KPU's compensation governance framework in consideration of Public Sector Employers' Council (PSEC) guidelines;
- f) upon Government request, sends the Committee chair or designate to review PSEC guidelines;
- g) with approval from Senate, establishes procedures for the recommendation and selection of candidates for the President<sup>102;103</sup>;
- h) oversees the appointment process for the President<sup>92</sup>;
- i) annually reviews KPU's human resources policies regarding appointments, promotions and removals for recommendation to the Board;
- j) reviews Senior Leadership's recommendations for programs, policies and practices with respect to the development of KPU's human resources;
- k) assumes other related responsibilities as assigned by the Board.

### Meetings

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### Committee Support

The Vice President Human Resource and the University Secretary or designates support the Committee in carrying out its work.

### Responsibility for Policy Review

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, or a development in governance best practices) all Board Bylaws and Board-Approved University Policies and sections of this Board Manual which relate to human resource matters, including the following:

#### Board Manual Sections

<sup>102</sup> KPU Policy HR22 *Presidential Search Advisory, Appointment and Re-appointment* [Policy](#) and [Procedure](#)

<sup>103</sup> *University Act*, s. 27(2)(f).

- a) Section 15 – Human Resources Committee Terms of Reference
- b) Section 10 – President and Vice Chancellor Position Description
- c) Section 22 – President Evaluation
- d) Section 23 – President Succession Planning
- e) Appendix H – Appointment, Promotion and Termination of Employees

**Board-Approved University Policies**

- a) HR 20 – Search Advisory, Appointment and Re-Appointment of Senior Academic Administrator Positions
- b) HR 21 – Respectful Workplace
- c) HR 22 – Presidential Search Advisory, Appointment and Re-appointment
- d) HR 26 – Responsibilities and Compliance Requirements for the Appointment and Termination of Administrative Staff
- e) Employee Code of Conduct

## 16. GOVERNANCE COMMITTEE TERMS OF REFERENCE

### Purpose

The purpose of the Governance Committee is to develop and recommend KPU's approach to good governance and KPU's governance framework, support and oversee Appointed Member recruitment and to lead processes to support and evaluate the effectiveness of the Board, Committees, the Board Chair and individual Board Members.

### Composition and Quorum

The Governance Committee is composed of at least five Board Members, inclusive of the Board Chair who is the Governance Committee Chair, two Appointed Members and two Elected Members.

A majority of members of the Governance Committee constitutes a quorum.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the Governance Committee:

- a) at least every two years, reviews the governance framework (including this Manual) for KPU and advises the Board regarding:
  - i) areas of concern;
  - ii) best practices; and
  - iii) recommended changes;
- b) ensures appropriate structures and procedures are in place to allow the Board to function effectively;
- c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Skills Competency Matrix for Governing Board to ensure the desired Board composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity;<sup>104</sup>
- d) annually or as vacancies arise, works with the Board Chair and President to identify any gaps that should be filled by newly Appointed Member candidates and recommends to the Board the desired knowledge, experience and skills for potential new Board Members;

<sup>104</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

- e) in respect of Appointed Members, works with the Board Chair and President to identify potential candidates for appointment to the Board;<sup>105</sup>
- f) in respect of Elected Members and in advance of an election, ensures that each constituency is provided with a copy of the Individual Board Member's Position Description and the Skills Competency Matrix for Governing Board<sup>106</sup> in order to communicate to the constituencies the desired knowledge, experience and skills for the upcoming election;
- g) leads the Board Chair and Vice Chair succession planning process as detailed in the Board Chair Succession Planning section of this Board Manual;
- h) ensures programs are in place for new Board Member orientation and ongoing professional development;<sup>107</sup>
- i) reviews and recommends the annual review processes for evaluating the effectiveness of the Board and other areas as appropriate under section 21 of this Board Manual;
- j) periodically reviews and assesses KPU's governance communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on KPU's internal and external websites;
- k) considers recommendations from the Senate for the establishment and discontinuance of Faculties and Departments;<sup>108</sup>
- l) considers recommendations from Senate for the establishment and discontinuance of Programs with regard to adherence to the strategic priorities, mission, vision and mandate of KPU;<sup>109</sup>
- m) annually reviews and ensures the adequacy of KPU's Code of Conduct for Board Members<sup>110</sup>;

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<sup>105</sup> Potential candidates are recommended to the Ministry of Advanced Education and the Crown Agency Board Resourcing Office through the Board Chair, assisted by the University Secretary.

<sup>106</sup> Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

<sup>107</sup> Refer to Section 20 (Orientation and Professional Development) of this Board Manual for further information.

<sup>108</sup> *University Act*, s. 27(2)(i) and 35.2(6)(e).

<sup>109</sup> *University Act*, s.35.2(6)(b) and 27(2)(i)

<sup>110</sup> Refer to Section 9 (Individual Board Member Position Description and Code of Conduct) of this Board Manual for further information.



- n) annually receives and reviews Code of Conduct declarations from Board Members;
- o) addresses Code of Conduct issues as delegated to the Committee by the Board;
- p) assumes other related responsibilities as assigned by the Board.

### **Meetings**

The Governance Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members.

### **Committee Support**

The President or designate and the University Secretary or designate support the Committee in carrying out its work.

### **Responsibility for Policy Review**

The Committee has responsibility to review as required by the policy, and more frequently if necessary (based on legislative changes, or a development in governance best practices) all Board Bylaws and Board-Approved University Policies and sections of this Board Manual which relate to governance matters, including the following:

#### **Board Bylaws and Board Manual Sections**

- a) Bylaw 2 – Amendment of Bylaws
- b) Bylaw 3 – Meetings of the University Board of Governors
- c) Section 5 – Board Governance Structure
- d) Section 6 – Board Terms of Reference
- e) Section 7 – Board Chair Position Description
- f) Section 8 – Board Vice Chair Position Description
- g) Section 9 – Individual Board Member Position Description and Code of Conduct
- h) Section 12 – Committee Operating Guidelines
- i) Section 16 – Governance Committee Terms of Reference
- j) Section 17 – Board Meeting Guidelines
- k) Section 18 – Strategic Planning
- l) Section 19 – Board Composition and Succession Planning
- m) Section 20 – Orientation and Professional Development

- n) Section 21 – Board and Board Member Evaluation
- o) Section 24 – Board Chair Succession Planning

#### **Board-Approved University Policies**

- a) AC1 Advisory Committees
- b) AC3 Program Review
- c) AC8 Principles of Academic Freedom and Responsibility
- d) AC10 Establishment, Revision, Suspension and/or Discontinuance of Programs
- e) AC13 Qualifications for Faculty Members
- f) AD4 Continuing Education and Contract Services
- g) AR17 Academic Schedule
- h) ER 8 Asset Naming Opportunities
- i) ER9 Political Fundraising Expenses
- j) GV 2 Protocol for the Development of University Policies
- k) GV9 Establishment and/or Discontinuance of Faculties and Departments
- l) GV10 Mission, Vision and Values Development and Amendment
- m) ST7 Student Conduct (Non-Academic)
- n) SR14 Sexual Violence and Misconduct

## 17. BOARD MEETING GUIDELINES

Under the *University Act*, the Board has the authority to make rules for the meetings of the Board and its transactions.<sup>111</sup>

### Frequency

The Board typically holds six regular meetings per year that are open to the public.<sup>112</sup>

The Board also holds an annual strategic planning session that is restricted to the Board and Senior Leadership. The Board may also hold special meetings as required.

The Board's calendar will be determined by June of each year for the following academic year but be reasonably amended if necessary in order to accommodate scheduling challenges and ensure quorum.

### Location

Board meetings are normally held on one of KPU's campuses.

### Meeting Types

#### Regular Board Meetings:

- a) are open to the public;
- b) to avoid unnecessary disruption of the meeting all recording devices (camera, video and audio) must be turned off when the meeting is called to order, except for the media who will only be permitted to use their recording devices for the first 5 minutes of the meeting. After that time, media's recording devices must all be turned off.

#### Closed Board Meetings:

- a) typically follow a Regular Board Meeting
- b) are held in the absence of the public
- c) include members of the University Executive as requested by the Board
- d) deal with the following matters:
  - i) items which are subject to solicitor/client privilege;

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<sup>111</sup> *University Act*, s. 27(2)(a).

<sup>112</sup> Pursuant to s. 26(1) of the *University Act*, the Board is statutorily required to meet at least once every three months.

- ii) items where disclosure could reasonably be expected to harm a security or disciplinary matter;
- iii) items where disclosure could harm KPU's financial or economic interests;
- iv) items relating to management of personnel or the administration of KPU and that have not yet been implemented or made public;
- v) items concerning negotiations carried on, by or for KPU;
- vi) items where disclosure could be harmful to individual or public safety;
- vii) items where the disclosure of information could reasonably be expected to result in the premature disclosure of a proposal or project or in undue financial loss or gain to a third party;
- viii) items where protection of a third party's personal information and privacy is involved; and
- ix) any other item that in the opinion of the Board Chair is not appropriate to discuss in an open session.

#### **In-Camera Board Meetings:**

After the *closed* session of a Board Meeting, the Board will regularly debrief *in camera* without any members of the University Executive present.

If discussing any of the following, the President will also be excused:

- a) the President's appointment, performance, evaluation or compensation;
- b) the President's annual goals;
- c) President succession planning; or
- d) Board functioning.

Immediately following this debriefing session, the Board Chair shall report to the President on issues discussed at the debriefing session, as appropriate.

#### **Agenda**

The Board Chair, in consultation with the President and with support from the University Secretary or designate, develops the agenda for each Board meeting. The Vice Chair may also support the development of the agenda.

The agenda and supporting materials will be distributed to Board Members typically five working - days in advance of the meeting.

For Regular Board Meetings, the agenda and supporting materials (excluding working papers) are posted on the Board's webpage.

Board Members who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the Board Chair or the University Secretary at least two weeks prior to the Board meeting. The Board Chair may exercise their discretion whether to include the suggested item on an upcoming Board meeting agenda.

### **Notice**

The Board meeting schedule is set in June for the following academic year, and notice of upcoming regular meetings of the Board is given at the previous regularly-scheduled Board meeting. Notice of special Board meetings will be in accordance with Section 15 of this Board Manual.

### **Information for meetings**

Materials assembled in support of Board meetings will be coordinated by the University Secretary. All material submitted for consideration by the Board becomes part of the record of the Board, and will be deposited with the University Secretary for maintenance, safekeeping and access.

An approved covering memo is required for all material distributed to the Board, outlining the background of the agenda item, the key messages, resource requirements, the financial implications, the anticipated risks and previous consultations that have taken place. The approved covering memo template can be requested from the University Secretary.

Material distributed to the Board Members in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions sought from the Board.

Additional supporting documents may be presented during Board meetings, including by Board Members or members of Senior Leadership and invited external advisors.

Presentations at Board meetings should briefly summarize the material sent to Board Members, so as to maximize the time available for discussion on questions regarding the material.

### **Delegations at Regular Board Meetings – Open Sessions**

Any person or persons, including constituency groups or representatives (a “delegation”) wishing to address a regular Board meeting shall make a request in writing, using the template found in Appendix “F”, to the University Secretary at least two weeks prior to the meeting.

Delegations shall be permitted at the discretion of the Board Chair, in consultation with the President as required.

Prior to being allocated a time to present to the Board, the delegation must provide a written submission (maximum two pages – see Appendix “F”) outlining the issue, the delegation’s position and listing the persons who will be attending as part of the delegation, designating a spokesperson. The written submission will be distributed to Board Members with the meeting agenda.

Speaking time for a delegation shall be limited to a maximum of five minutes. A time extension may be given by agreement of the Board.

There may be a limit on the number of delegations able to appear at a given Board meeting.

Board Members shall not enter into debate with the delegation upon the completion of their presentation. Members should only ask questions for clarification and to obtain additional, relevant information. All remarks and questions, whether from delegates or Board Members, shall be directed through the Board Chair.

No delegation shall:

- a) speak disrespectfully of any person;
- b) use offensive words;
- c) speak on any subject other than the subject for which they have received approval to address the Board; or
- d) disobey the rules of procedure or a decision of the Board Chair.

The Board Chair may curtail any delegation, any questions of a delegation or debate during a delegation for disorder or any other breach of this Board Manual and, where the Board Chair rules that the delegation is concluded, the delegation shall immediately withdraw.

### **Media at Regular Board Meetings – Open Sessions**

Members of the media are welcome to attend KPU’s Regular Board Meetings. In order to avoid disruption of the meeting and give consideration to space restrictions, cameras and operators will not be permitted during Board meetings. The Board also wishes to avoid the distraction of cameras and sound technicians attempting to make live recordings of the meetings. To accommodate the media and to avoid these distractions, cameras (both still and video) will be allowed to take photos and film during the first five minutes. The cameras, microphones or other recording devices, both audio and video, are then removed from the boardroom or in the case of mobile devices, are no longer to be used to capture photos or video. The Board welcomes media interviews with Board and KPU spokespersons outside the boardroom.

### Procedures at Meetings

The following describes general procedures for the conduct of meetings:

- a) The quorum for any meeting of the Board shall be 51% of Board Members.<sup>113</sup>
- b) The affirmative votes of a majority present and voting at a meeting at which a quorum is present are sufficient to pass a Board resolution.
- c) The Board Chair has the same right to vote as other Board Members, and in the case of a tie vote on a motion, the motion is defeated, and the Board Chair must so declare.<sup>114</sup>
- d) In extenuating circumstances where a Board Member is unable to attend in person, and with the prior consent of the Board Chair, that Board Member may participate in a Board meeting by telephone or other communication device that allows participants to communicate effectively. A minimum of 24 hours' notice must be given to the University Secretary by Board Members participating via teleconference or videoconference to allow for proper set-up. The Board member is not required to be physically present to be counted as part of the quorum.
- e) Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Board Member participating by telephone conference call.
- f) Board meetings will adjourn four hours after the scheduled time of commencement. The time for adjournment may be extended for a maximum of 30 minutes at a time at any meeting by a successful motion for extension, which is not debatable, and requires an affirmative vote of two-thirds majority.
- g) Robert's Rules of Order (current edition) apply to Board meetings, subject to the provisions of this Board Manual.

### Minutes

The Board Chair is provided with the draft minutes of each regular, closed and in camera meeting of the Board as soon as possible after each meeting. Once approved by the Board at its next scheduled meeting, the minutes serve as the official record of the meeting and are filed in a secure location.

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<sup>113</sup> *University Act*, s. 26(2).

<sup>114</sup> *University Act*, s. 26(3).

The minutes from the open session of the regular Board meetings will be posted on the Board's webpage and sent electronically to all other persons required by statute to receive them.

The University Secretary may make minor/administrative corrections to approved Board or Committee minutes, provided the corrections are approved by the Board Chair or respective Committee Chair. All other amendments must be approved by the Board. The University Secretary will notify the Board, at the next regularly scheduled board meeting, of any amendments made by the University Secretary.

### **Board Deliberations and Confidentiality**

The details of any matter discussed at a *closed* or *in camera* meeting of the Board must be held in strict confidence by all those in attendance. By resolution of the Board, any of the matters discussed at a *closed* meeting may be brought forward for discussion at a regular meeting open to the public.

### **Special Meetings of the Board**

In order to address a particular issue, a special meeting of the Board can be convened by the Board Chair and must be convened by the Board Chair upon request of any other four Board Members. Special meetings should only be called when the particular issue is of an urgent nature and the business cannot wait until the next scheduled Board meeting. Notice of a special Board meeting must set forth every issue the special meeting will address and the Board can only discuss the business that was stated in the notice.

### **Attendance**

Board Members are expected to attend all meetings. Unless excused by Board resolution, a Board Member who does not attend at least half of the Board's regular meetings in any year is deemed to have vacated their seat.<sup>115</sup>

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<sup>115</sup> *University Act*, s. 22(2).



## 18. STRATEGIC PLANNING

### Introduction

Planning is a critical component of good management and good governance. While the Board has ultimate responsibility for approving the strategic plan, Senior Leadership has the responsibility to develop the plan and work collaboratively with the Board in areas of critical strategic importance.

The strategic plan is the cornerstone of KPU's planning framework and the priorities as set out in the strategic plan are reflected in KPU's annual operating and capital budgets.

### Roles and Responsibilities

#### Government

The Government and KPU have signed a Government Letter of Expectations (or similar document), reflecting agreement on respective roles and responsibilities, including high-level strategic priorities and public policy issues.

Every year, the Government, through the Ministry of Advanced Education, Skills & Training, provides KPU with a budget letter that outlines the student enrolment targets and operating budget allocations to support targeted programs and priority issues for the coming fiscal year.<sup>116</sup>

The financial parameters for KPU are also set by the Government's tuition limit policy.<sup>117</sup>

#### Senior Leadership

Senior leadership, led by the President, is responsible for the development of the strategic plan and the annual operating and capital budgets.

<sup>116</sup> Budget letter is available at: <http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration/budget-letters>

<sup>117</sup> Available at <http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration/tuition-limit-policy>

### **Board**

The Board:

- a) ensures there is an appropriate planning process in place that involves adequate consultation with key stakeholders; and
- b) reviews, questions, offers advice, validates and ultimately approves KPU's strategic plan, and monitors its implementation.

At various stages of development of the strategic plan, the Board is briefed on the status of the planning process and may be asked to review draft elements of the plan.

### **Senate**

The Senate plays an advisory role with respect to strategic planning and participates in the strategic planning process on an annual basis. The Senate advises the Board, and the Board must seek advice from the Senate, on the development of educational policy for several matters, including KPU's mission statement and educational goals, objectives, strategies and priorities.<sup>118</sup>

### **Five-Year Strategic Planning Framework**

KPU plans for long-term success and sustainability. Every five years the President leads a comprehensive planning process resulting in a five-year strategic plan. Annually, during each year of the five-year strategic plan, the plan is reviewed and adjustments are made as necessary to reflect any changes in KPU's internal or external environment and/or to KPU's risk profile (see Section 13).

Prior to beginning the strategic planning process, the President reviews with the Board the proposed process to develop the five-year strategic plan, including the proposed involvement of the Senate and other key stakeholders. The Board reviews and approves the strategic planning process.

### **Annual Planning Framework**

Annually, during each year of the five-year strategic plan, the strategic plan is reviewed and adjustments are made as necessary to reflect any changes in KPU's internal or external environment and/or to KPU's risk profile.

The annual review process for the five-year strategic plan consists of several key contact points between Senior Leadership, the Senate and the Board.

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<sup>118</sup> *University Act*, s. 35.2(6)(a).

### **Process**

Following consultation with the Board, the Senate and key stakeholders, Senior Leadership meets with the Board and the Senate to review Senior Leadership's view of any changes in KPU's internal or external environment (including the financial parameters set by the Government) and/or KPU's risk profile and, in light of those changes, any proposed adjustments to the five-year strategic plan. The Board and the Senate provide feedback to Senior Leadership and the goal of this meeting is to ensure alignment between the Board, the Senate and Senior Leadership on any changes to the five-year plan and to articulate the upcoming year's initiatives (the annual plan).

Taking into account the feedback received from the Board and the Senate on key strategic issues, Senior Leadership prepares a draft of any proposed adjustments to the five-year strategic plan and a draft of the annual plan for the upcoming year for review by the Board. Once approved by the Board, Senior Leadership incorporates appropriate components of the annual plan into the operating and capital budgets.

### **Annual Operating and Capital Budget Approval**

Following approval of the annual plan, KPU develops rolling operating and capital plans to implement KPU's strategic initiatives, and an annual operating and capital budget.

Senior Leadership develops KPU's annual operating and capital budgets after receiving departmental budgets in the Fall of each year and seeks advice from the Senate Standing Committee on the University Budget. Senior Leadership then presents the budgets to the Board for approval the following March.

### **Performance Reporting Measures Approval**

Following the annual planning framework review and in connection with the development of the operating and capital plans, the Board and Senior Leadership agree on a set of key performance measures for KPU. While some of the performance measures are derived directly from the annual operating and capital budgets, other measures are identified according to their short and long term strategic importance to KPU.

### **Performance Reporting**

Using a dashboard, Senior Leadership provides a bi-annual report to the Board on the performance of KPU, whether it is achieving its targets as identified and any actions planned for areas that are not meeting expectations.

### **Timelines**

The schedule for completion of the strategic plan, annual operating and capital budget as well as performance-reporting measures is developed by the President and approved by the Board.

## 19. BOARD COMPOSITION AND SUCCESSION PLANNING

### Introduction

Effective Boards are composed of Board Members having the right combination of personal attributes and relevant skills and experience.

The KPU Board is composed of:

- a) The Chancellor and the President;
- b) Appointed Members; and
- c) Elected Members.

All Board Members are responsible to act in the best interests of KPU at all times. The duties and responsibilities of individual Board Members are set out in the Individual Board Member Position Description and Code of Conduct.

As set out below, the Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for appointment or election to the Board. This framework is shared with bodies that appoint or elect Board Members.

### Key Considerations in Board Composition

The optimal Board composition for KPU involves a consideration of the following four broad categories.

#### Personal Characteristics

All Board Members should be committed to KPU's vision, mission and values and possess the following personal characteristics:

- a) commitment to innovative and interdisciplinary education;
- b) integrity and accountability;
- c) the ability to express views in a collegial manner;
- d) informed judgment;
- e) the ability to provide wise, thoughtful counsel on a broad range of governance issues;
- f) a preference for Board and team performance over individual performance;
- g) high performance standards;
- h) a history of achievements that reflects high standards for themselves and others;
- i) ability to commit the time required; and

- j) no actual, potential or apparent conflicts.<sup>119</sup>

### **Specific Skills and Experience**

Board Members, as a group, should possess a combination of skills and experience relevant to KPU's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to KPU's internal and external opportunities or challenges.

Relevant skills and experience identified by the Crown Agency and Board Resourcing Office:

- Accounting
- Investment management
- Business (executive) management
- Risk management
- Real estate
- Communications
- Marketing
- Public relations
- Labour relations
- Human resources
- Trades management
- Legal expertise
- Financial expertise
- Public sector: knowledge of how government operates
- Previous leadership experience
- Tourism industry
- Engineering
- Governance and board experience
- Community involvement

Additional skills and experience identified by the Board:

- Strategic planning

### **Board Leadership**

In order for the Board to be effective, it is important that the Board include some Board Members who have the necessary skills, experience and desire to fill key leadership positions on the Board including the Board Chair and Committee Chairs.

### **Diversity**

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Board Members with the goal of creating robust Board dynamics, fulsome Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives and

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<sup>119</sup> It is acknowledged that Elected Members, by reason of being elected by constituencies, bring with them certain conflicts that are deemed acceptable and managed by the Board. Refer to the Conflict of Interest section of this Manual for more information.

problem solving approaches. The Board should also reflect cultural, gender and other forms of diversity relevant to the community served by KPU.

### **Process**

The Board Chair, Governance Committee and Board Members all play key roles in identifying the needs of the Board and potential candidates to fill those needs.

#### **Identifying Required Skills and Experience**

In consultation with the Board Chair, the Governance Committee leads a process to identify specific skills and experience desired in new Board Members to fill upcoming vacancies.

In order to identify the desired skills and experience, the Governance Committee develops and analyzes the Skills Competency Matrix for Governing Board to determine:

- a) the optimal attributes desired for the Board as a whole;
- b) the skills, background and experience of continuing Appointed Members; and
- c) the “priority needs” (i.e., those attributes that should be added and/or strengthened on the Board) to be filled in the appointment of new Members.

Appendix “E” sets out a form of Skills Competency Matrix for Governing Board to be used as a guide by the Governance Committee in reviewing the needs of the Board and the priority needs in new Board appointments.

In completing the Skills Competency Matrix for Governing Board, each year the Board:

- a) reviews and revises the list of desired skills and experience along the horizontal axis as required;
- b) marks the key skills and experience of each continuing Board Member;<sup>120</sup> and
- c) circulates the completed Skills Competency Matrix for Governing Board to Board Members for their review and approval.<sup>121</sup>

The completed Skills Competency Matrix for Governing Board, as approved by the Board, is used as a guide in identifying potential candidates.

#### **Process Considerations – Appointed Board Members**

<sup>120</sup> In completing the competencies of each continuing Board Member, the Board Member receives a check mark for each area in which the Board Member makes a significant contribution and is expected to play a leadership role on the Board.

<sup>121</sup> Board Members who disagree with their key skills analysis can recommend changes to the Governance Committee.

As noted by the Board Resourcing and Development Guidelines:

*“While, ultimately, it is the government’s responsibility to appoint directors, ideally, after consultation with the organization, the organization should be satisfied that the appointee has the skills and knowledge necessary to enhance the effectiveness of the board and will be a good fit with the board culture.”*

Once the needs of the Board are determined as set out above, the Governance Committee, together with the Board Chair and after consultation with the President, identifies individuals qualified to stand for re-appointment and/or searches proactively to identify individuals to become new Members of the Board, consistent with any knowledge, experience and skills approved by the Board. All Board Members are encouraged to identify for the Governance Committee’s consideration individuals who meet the desired skills and experience.

The Board Chair (with support from the University Secretary) plays a lead role in liaising with the Ministry of Advanced Education, Skills and Training and the Crown Agency and Board Resourcing Office with respect to Appointed Members. Throughout the recruitment and appointment process, the Board Chair consults with the Board Resourcing and Development Office on the knowledge, experience and skills required on the Board, potential Appointed Member candidates, and feedback on the performance of incumbent Board Members.

In relation to any current Appointed Member that is eligible for re-appointment, the Board Chair provides the Crown Agency and Board Resourcing Office with an assessment of the Board Member’s performance during the preceding term, based on the Board Chair’s personal assessment and any feedback provided through a Board Member evaluation process (if applicable).

At least six months prior to the expiry of a Board Member’s term, the Board, through the Board Chair, and after consultation with the Governance Committee, using the Crown Agency and Board Resourcing Office’s processes:

- a) provides notice to the Crown Agency and Board Resourcing Office that the term of the Board Member is about to expire;
- b) provides a written request for a new appointment to fill such vacancy;
- c) provides the Crown Agency and Board Resourcing Office with the Board’s analysis of the knowledge, experience and skills to be filled in a new appointment; and
- d) provides the names and biographical information of any individuals recommended by the Board to fill the vacancy.

### **Process Considerations – Elected Members**

Prior to an election being held, the Board on the recommendation of the Board Governance Committee, through the University Secretary, ensures that via the election sites each constituency is provided with:

- a) the Individual Board Member Position Description and Code of Conduct; and
- b) the Board's analysis of the knowledge, experience and skills to be filled on the Board as a whole.



## 20. ORIENTATION AND PROFESSIONAL DEVELOPMENT

The Governance Committee, with the assistance of the Board Chair, University Secretary and Senior Leadership, ensures there is an orientation program for new Board Members.

### Goals

The goals of the orientation program are to:

- a) ensure that each new Board Member has a clear understanding of KPU's formal governance framework, including the role of the Board, its supporting committees and the Senate, and the expectations in respect of individual Board Member performance;
- b) help each new Board Member build an understanding of KPU, its operations and working environment including:
  - i) its strategic goals and initiatives;
  - ii) summary details of its principal assets, liabilities and significant commitments;
  - iii) its major risks and risk management strategy;
  - iv) key performance indicators;
  - v) any operational or financial constraints imposed by legislation or otherwise;
  - vi) responsibilities and obligations for compensation transparency, statutory requirements and guideline reporting in the Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability: June 2014 (refer to Appendix "G")
  - vii) the roles, responsibilities and expectations of Board Members outlined in the Board Manual, including the code of conduct, conflict of interest, and confidentiality provisions;
- c) build a link with the individuals who make up KPU, including:
  - i) opportunities to meet and get to know fellow Board Members;
  - ii) meetings with Senior Leadership;
  - iii) visits to KPU's campuses to meet faculty, staff and students; and
- d) build an understanding of KPU's main relationships, including Government, key constituencies and other key stakeholders.

## Materials

New Board Members receive a comprehensive set of briefing materials including:

- a) the Board Governance Manual;
- b) the most recent strategic plan and annual accountability report;
- c) minutes from the previous year's Regular Board Meetings;
- d) a schedule of dates for upcoming Board meetings and Committee meetings; and
- e) minutes from the previous year's Committee meetings for any Committee that the Board Member will be joining.

## Process for New Members

Each new Board Member is expected to participate in KPU's Board Member Orientation Program.

The University Secretary ensures that arrangements are made for the orientation program for a new Board Member. The program is scheduled as soon as possible after his/her appointment or election. The program includes specific orientation in respect of any Committees that the new Board Member will be joining.

## Professional Development

The Board is committed to ongoing professional development for Board Members.

Typically, the Board as a whole attends a planning seminar once per year as well as a joint Governance session with Senate.

Each Board Member may also attend one professional development session per year. Criteria for Board Member attendance at professional development session is as follows:

- a) attendance must be of value to the Board or KPU;
- b) a minimum, but adequate, number of Board Members should be selected to attend;
- c) those attending should be selected on the basis of their educational needs as Board Members;
- d) a Board Member has an excellent record of attendance at Board meetings; and
- e) a Board Member continues to be eligible for re-appointment or re-election.

Board Members are encouraged to bring to the Governance Committee's attention professional development opportunities that may be of value to the Board or Board Members. If a Board Member wishes to take advantage of such a professional development opportunity not previously identified by the Board, and seeks

reimbursement from the Board for expenses related to the opportunity, the Board Member must obtain the prior approval from the Governance Committee using the following criteria for selection:

- a) valuable for Board education, policy development, information gathering and clarification of legislation or procedures;
- b) valuable to the education or development of new Board Members; and
- c) opportunity for interaction with educational leaders and other professional colleagues.

## 21. BOARD AND BOARD MEMBER EVALUATION

### Introduction

The Board is committed to Board evaluation, the purpose of which is to provide Board Members with an opportunity each year to examine how the Board and Board Chair are performing, which may also include examining the performance of the Board's Committees, Committee Chairs and individual Board Members, and to identify opportunities for improvement.

### Process

The process used varies from year to year. Each year, the Governance Committee recommends the annual review processes for evaluating the effectiveness of the Board and the Board Chair, which may also include an evaluation of the Committees, Committee Chairs and individual Board Members. The process is appropriate to the Board's stage of development, and takes into account past Board evaluation processes and results.

The Governance Committee may engage an outside advisor to assist in the design and implementation of the evaluation process.

The evaluation process may include an evaluation questionnaire, interviews, facilitated discussions or any combination of methods.

### Board Evaluation

#### Objective

The objective of the Board evaluation process is to assist the Board to:

- a) assess the overall performance of the Board and measure the contributions made by the Board to KPU in keeping with stakeholder expectations;
- b) evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of KPU;
- c) add value to KPU; and
- d) achieve and maintain excellent governance practices.

#### Areas to be Evaluated

Board evaluation is designed to review the effectiveness of the Board. Typical assessments evaluate the following areas:

- a) the quality of Board meetings including appropriateness, effectiveness and sufficiency of topics, time allocation, pre-meeting information packages and presentations;
- b) Board dynamics, including the quality of the discussion;
- c) the appropriateness and sufficiency of financial and operational reporting;
- d) the quality of the relationships between the Board and Senior Leadership and the Board and the Senate;
- e) KPU's practices with respect to business conduct and ethical behaviour;
- f) Board Member training and education;
- g) Board processes with respect to strategic planning, risk management, President evaluation, succession and compliance; and
- h) the Board's relationship with the Government, key stakeholders and the public.

## **Board Chair Evaluation**

### **Objective**

The objective of the Board Chair evaluation process is to provide feedback to the Board Chair to improve the overall performance of the Board Chair and, in turn, the Board.

### **Areas to be Evaluated**

The Board Chair evaluation is based on the expectations of the Board Chair set out in the Board Chair Position Description at page 21 of this Manual, and covers such areas as:

- a) integrity and ethics;
- b) management of Board meetings;
- c) management of information flow between the Board and Senior Leadership;
- d) management of the Board's decision-making processes;
- e) relationship with the President;
- f) relationship with Board Members; and
- g) relationship with Government, key stakeholders and the public on behalf of the Board.

## **Committee Evaluation**

### **Objective**

The objective of Committee evaluation is to improve the functioning of the Committee and thus contribute to the Board's overall performance.

### **Areas to be Evaluated**

Committee evaluation covers such areas as:

- a) the appropriateness of the Committee's mandate;
- b) the composition of the Committee;
- c) the contributions of the Committee to the Board's work; and
- d) the quality of its reporting to the Board.

## **Committee Chair Evaluation**

### **Objective**

The objective of Committee Chair evaluation is to provide feedback to the Committee Chair to improve the overall performance of the Committee Chair and, in turn, the Committee.

The Committee Chair evaluation covers such areas as:

- a) integrity and ethics;
- b) management of Committee meetings;
- c) management of information flow between the Committee and the Board;
- d) management of the Committee's decision-making processes;
- e) relationship with the Board Chair; and
- f) relationship with Committee members.

## **Individual Board Member Self-Evaluation**

### **Objective**

The objective of individual Board Member self-evaluation is to provide aggregate feedback to the Board on individual Board Member performance and effectiveness so the Board may identify opportunities for improvement.

### **Areas to be Evaluated**

The individual Board Member self-evaluation is based on the expectations of individual Board Members set out in the Individual Board Member Position Description and covers such areas as:

- a) key areas of contribution;

- b) level of engagement;
- c) communications style; and
- d) how Board Member's contributions could be greater.

## 22. PRESIDENT EVALUATION

### Introduction

The annual evaluation of the President is one of the most important responsibilities of the Board and is carried out under the leadership of the Human Resources Committee and the Board Chair. A formal evaluation process makes performance expectations clear for both the Board and the President and provides an opportunity for the Board and President to have an open, frank and constructive discussion regarding the President's leadership of KPU.

The main objectives of the President evaluation process are to:

- a) assess the President's past performance and award as appropriate;
- b) assess the President in light of the future leadership needs of KPU and set strategic goals and objectives for the President for the upcoming year; and
- c) strengthen Board/President relations.

While the Human Resources Committee and Board Chair provide a leadership role in carrying out the evaluation process, it involves input from the whole Board.

### Performance Benchmarks

The President has general responsibilities to lead KPU as set out in the President's employment agreement and the President Position Description in this Board Manual.

In addition to the President's general responsibilities, each year the President and the Board agree on specific performance goals and objectives for the President for the upcoming year. The annual performance goals and objectives typically reflect:

- a) key performance measures for KPU developed by the Board for the upcoming year related to KPU's strategic plan;
- b) specific goals related to the President's leadership of KPU, including eight key task areas
  - i) Institutional Agenda
  - ii) Academic Leadership
  - iii) General Management and Planning
  - iv) Fiscal Management and Budgeting
  - v) Internal Relationships
  - vi) External Relationships
  - vii) Decision Making and Problem Solving



- viii) Modeling KPU Values; and
- c) the President's personal professional development goals.

### Annual Performance Evaluation

The President's performance is evaluated annually. The President is evaluated on:

- a) execution of the President's responsibilities as chief executive officer of KPU; and
- b) achievement of the annual performance goals as set out in the President's annual goals and objectives.

### Process

The President evaluation process involves the following steps:

- a) In the Spring of each year, the President prepares annual performance goals and objectives for the following academic year, specifying how progress against each target will be measured. The President shares those targets with the Board Chair and the Human Resources Committee, which reviews and if necessary amends them, in consultation with the President. The targets are then presented to the full Board for discussion in June or September, revision if required, and approval.
- b) Mid-way through the academic year, the Human Resources Committee, the Board Chair and the President review and discuss the President's targets and progress against them.
- c) In the Spring of each year, the President evaluation process takes place as follows.
  - i) The President prepares a written self-appraisal, rating their performance against the President's general responsibilities and the previously agreed-upon annual goals and objectives.
  - ii) The President's self-appraisal is provided to the Human Resources Committee.
  - iii) The Human Resources Committee Chair obtains input from all Board Members as to the President's performance. Feedback may be obtained by way of a written survey questionnaire, Board discussion or some other format.

- iv) In addition to feedback from Board Members, the Board through the Human Resources Committee Chair may obtain feedback from various stakeholders relevant to KPU.<sup>122</sup>
- v) All feedback is consolidated by the Human Resources Committee Chair and discussed in confidence with the Board.
- vi) Following discussion by the Board, the Board Chair and Chair of the Human Resources Committee meet with the President to provide the President with a written summary of the Board's evaluation.
- vii) The President may provide the Board with a written response to the review, through the Human Resources Committee or the Board Chair.
- viii) The Board's evaluation and the President's response are placed in the President's file.

### **Compensation Review**

Following the President's response, if any, the Board, on the advice of the Human Resources Committee, determines the President's remuneration for the upcoming year subject to the PSEC guidelines.

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<sup>122</sup> Each year, the Human Resources Committee may identify several relevant internal and external stakeholder groups or individuals from whom feedback is sought.

## 23. PRESIDENT SUCCESSION PLANNING

### Introduction

The purpose of succession planning is to ensure that, as KPU grows and changes, the right leadership is in place for KPU to achieve its strategic objectives. The Board is directly responsible for President succession planning and is responsible to ensure the President has appropriate succession plans in place for senior academic and administrative positions.

### Overview

Planning for President succession involves a discussion of:

- a) Based on KPU's strategy, what attributes are needed in a future President, in both a planned and emergency succession situation?
- b) Who within KPU are seen as potential successors?
- c) What development, if any, is required to prepare potential successor candidates for the future President role?
- d) If there are no internal candidates, what are the plans to prepare for emergency and planned transition?

Recognizing the link between succession planning and strategy, an appropriate time to review and discuss the President and his succession plans is as part of or shortly after the completion of the annual strategic review.

The Board and President should be aligned in their views of potential internal candidates and their developmental needs. There should also be a logistics plan prepared in anticipation of an emergency and planned transition to ensure confidence in the process to both internal and external stakeholders.

### Roles and Responsibilities

Responsibility for the succession planning process is shared among the Board, the Human Resources Committee and the President.

### Board

The Board is responsible for:

- a) ensuring there is a succession plan in place for the President that includes:
  - i) a description of attributes that are key to the President's ability to lead the successful execution of KPU's strategic plan

- ii) a description of the attributes that would be key for a person stepping into the President's role on an interim basis in the event of an unplanned departure of the President;
  - iii) an assessment of potential President successor candidates against the Executive Leadership Competencies;<sup>123</sup>
  - iv) a development plan for each potential President successor candidate that takes into consideration the long-term criteria; and
  - v) an assessment of potential candidates who could fill the President's role on an interim basis should there be an emergency or unplanned departure of the President.
- b) ensuring that criteria and processes for recognition, promotion, development and appointment of Senior Leadership are consistent with the future leadership requirements of KPU; and
- c) ensuring that appropriate communications plans are in place with respect to:
  - i) communications with potential President successors regarding ongoing assessment and development;
  - ii) communications on behalf of KPU should there be an unplanned departure of the President.

### **Human Resources Committee**

The Human Resources Committee annually:

- a) leads the process, in collaboration with the President, to develop the President succession plan;
- b) reviews and updates the President succession plan and leads the annual President succession plan review with the Board;
- c) reviews the President's succession plan for senior academic and administrative positions; and
- d) reviews and discusses with the President, the processes and outcomes associated with the recognition, promotion, and development of the senior academic and administrative team.

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<sup>123</sup> Part of the President's Annual Performance and Evaluation Form

**President**

The President:

- a) establishes internal processes for identifying and developing KPU's leaders in keeping with the leadership needs as identified through the strategic planning process;
- b) works with the Human Resources Committee to develop a President succession plan;
- c) develops a senior academic and administrative leadership succession plan to ensure continued strong leadership at KPU as required to successfully execute KPU's strategic plan;
- d) designs KPU's leadership assessment and development processes in keeping with the President succession plan and senior academic and administrative leadership succession plan;
- e) provides periodic updates to the Human Resources Committee and the Board on the mechanisms that build leadership talent and succession capability in KPU, including leadership competency frameworks, management development training and job changes; as well as assessments of the most likely successors for President, and other key positions at KPU;
- f) ensures KPU has appropriate criteria and processes in place to hire, promote, transfer, and retain employees in Senior Leadership and other key leadership positions; and
- g) reviews the senior academic and administrative leadership succession plans each year with the Human Resources Committee and the Board.

**President Pro Tem Appointments**

In accordance with KPU Policy *HR22 Presidential Search Advisory, Appointment and Re-appointment*, the Board will:

- a) appoint a President Pro Tem when the sitting President, for whatever reason, is unable to fulfil his/her duties, and/or to fulfil these duties during a Presidential Search.
- b) in consultation with the Senate, identify one or more qualified personnel who may be asked to assume the role of President Pro Tem.

**Presidential Search, Appointment and Re-appointment**

See KPU Policy *HR22 Presidential Search Advisory, Appointment and Re-appointment*

## 24. BOARD CHAIR SUCCESSION PLANNING

### Introduction

The Board Chair, as the presiding Member of the Board, ensures that all critical relationships are effectively managed to achieve objectives of the Board. The Board Chair's role includes working with the President, government and managing affairs of the Board and KPU in collaboration with the Board and Senior Leadership and leading the Board in the exercise of its responsibilities.

KPU maintains a Board Chair succession plan that identifies qualified<sup>124</sup> and available candidates. The plan is intended to ensure the stability, continuity, effectiveness and renewal of the Board Chair position. As set out below, the Board strives to select the Board Chair on the basis of consensus.

This section of this Board Manual should be read in conjunction with the Board Chair Position Description.

### Key Skills and Experience

Annually, the Board, supported by the Governance Committee, reviews the optimal key skills and attributes required of the Board Chair. The optimal skills and attributes, as approved by the Board are set out below. While it is recognized that no individual may possess all of these attributes, the ideal candidate to serve as Board Chair should display a significant number of them.

**Commitment to Higher Education:** a commitment to post-secondary education and KPU's mission.

**Time Commitment:** the ability to commit the time required to devote to undertaking the Board Chair's responsibilities as set out in the Board Chair Position Description.

**Community/Business Credibility:** recognized stature as a business and/or community leader at a local or provincial level.

**Leadership:** a strong consensus builder and leader of people, with experience motivating and mentoring senior executives.

**Sensitivity to Academic Environment:** prepared to work collaboratively and respect the role of the Senate, students, faculty members and others involved in decision-making at KPU.

**Board Experience:** an understanding of contemporary governance standards and expectations in the context of a higher education institution.

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<sup>124</sup> The Board Chair must be an Appointed Member

**Public Sector:** public sector experience, an understanding of the fact that KPU operates within a highly public environment and respect for the role of government(s) in post-secondary education.

### Accountability

The Governance Committee (“Committee”) is responsible to lead the Board Chair succession planning process to ensure KPU has a Board Chair succession plan that gives consideration to:

- a) the requirements of the Board Chair Position Description;
- b) the incumbent Board Chair’s performance review, tenure and future availability;
- c) KPU’s strategy and timelines for leadership renewal; and
- d) the availability of the Board Chair succession candidates.

In the event that the Committee is required to lead a Board Chair transition process as outlined below, any members of the Committee who are interested in seeking the Board Chair position<sup>125</sup> shall not participate in any of the Committee’s discussions regarding Board Chair transition.

### Process

Individuals elected to Board Chair and Vice Chair typically serve in those roles for two years. However, succession planning is an ongoing process and involves the following elements:

- a) On an annual basis, the Committee reviews the Board Membership to satisfy itself that there are candidates who could serve in the Board Chair and Vice Chair positions.
- b) When recommending new candidates for the appointment to the Board, the Committee considers the need for Board leadership, including the Board Chair and Vice Chair positions.
- c) When consulting with the Board Chair regarding the recommendation of Board Members to serve as Committee members or Committee chairs, the Committee considers Board Chair succession.
- d) When the Board Chair (or Vice Chair, as applicable) position becomes vacant (the unplanned succession situation) or is anticipated to become vacant within the following year (the planned succession situation), the Committee leads the transition process as follows:

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<sup>125</sup> Only appointed Board Members are eligible to be Board Chair and Vice Chair

- i) The Committee invites nominations for the Board Chair (or Vice Chair, as applicable) position and asks Members who are interested in serving as Chair or Vice Chair to contact the Committee and current Board Chair.
- ii) The Committee ascertains from those Board Member(s) who have been nominated, their interest and willingness to serve as Board Chair (or Vice Chair, as applicable).
- iii) Once ascertaining the interest of the nominated Board Chair (or Vice Chair, as applicable) candidate(s), the Committee confirms that the Board Member(s) is eligible for appointment or re-appointment to the Chair or Vice-Chair position.
- iv) An election for the position of Chair (or Vice Chair, as applicable) is held at the next Board meeting. The election is managed by the University Secretary.
- v) If there is only one candidate for the position of Chair (or Vice Chair, as applicable), the candidate will acclaim the position.
- vi) If there is more than one candidate for the position of Chair (or Vice Chair, as applicable) a vote is held and the candidate with the majority of votes is elected.
  - Upon request of at least one Board member at the meeting, the election will be held by secret ballot.



## 25. BOARD MEMBER LIABILITY AND INSURANCE COVERAGE

### Exclusion of Liability

Under the *University Act*, Board Members are protected against actions for damages in respect of any act or omission in the course of their duties, excepting acts of bad faith.

Section 69(1) of the *University Act* provides:

An action or proceeding must not be brought against a member of a board, senate or faculties, or against an officer or employee of a university, in respect of an act or omission of a member of a board, senate or faculties, or officer or employee, of the university done or omitted in good faith in the course of the execution of the person's duties on behalf of the university.

### Liability and Insurance Coverage

Board Members are covered under KPU's insurance policies and are indemnified by KPU as outlined in KPU's Bylaws.<sup>126</sup>

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<sup>126</sup> Bylaw 1

## 26. BOARD MEMBER REMUNERATION AND EXPENSES

### Remuneration

No remuneration is paid to any Board Member in respect of their service as a Board Member.

### Expenses

Board Members are reimbursed by KPU for travelling and out-of-pocket expenses necessarily incurred by them in the discharge of their duties in accordance with KPU Policy and Procedures *FM5 Business and Travel Expense*.

Board Members are not eligible for reimbursement by KPU for expenses incurred with respect to municipal, regional, provincial and federal political fundraising events, or for other partisan purposes.

The Board Chair reviews and approves the expenses of Board Members, including the Vice Chair in accordance with KPU Policy *FM5 Business and Travel Expense*.

The Board Chair's expenses are reviewed quarterly by the Chair of the Board Audit Committee.

## 27. CONFLICT OF INTEREST

### Introduction

All Board Members are expected to act with honesty, integrity and in the University's best interest, and to avoid circumstances that may place their own interest in conflict with KPU's.

Conflicts of interest threaten the reputation of, or cause harm to, the persons involved and potentially undermine public confidence and trust in the University as a whole.

Conflict of interest exists in the following, or similar circumstances:

- a) Where the activities of a Board Member have the intention or effect of advancing their own interests or those of an associate in a way that may be detrimental, or potentially detrimental, to the normal operations, the integrity, or the fundamental mission of the University; and
- b) In any situation when a Board Member has a personal or private interest sufficient to cause a reasonable person to question whether the Board Member is, or could be, influenced in the objective exercise of their duties to KPU.

Compliance with these Conflict of Interest rules shall not relieve a Board Member from any obligation to KPU imposed by any applicable law, contract<sup>127</sup> or government directive such as the *Taxpayer Accountability Principles*. Consequently, a Board Member uncertain of their duties in any particular circumstance should raise this concern with the Board Chair in order to obtain appropriate guidance and advice.

### Definitions

In this section of the Board Manual:

- a) "Appointed Member" means an individual who is appointed to the Board by the Lieutenant Governor in Council;
- b) "associate" means:
  - i) a spouse of the Board Member;
  - ii) a child (biological, adopted, stepchildren) of the Board Member;
  - iii) a relative of the Board Member who is living in the family residence, other than child (biological, adopted, stepchildren), who is living in the family residence;
  - iv) a friend of the Board Member;

<sup>127</sup> The President has additional obligations with respect to conflicts of interest per their employment contract.

- v) a corporation of which the Board Member beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation; and
  - vi) a trust or estate in which the Board Member has a substantial beneficial interest or for which the Board Member serves as trustee.
- c) “Board Member” means Appointed Members, Elected Members and Ex Officio Members;
- d) “Conflict of Interest” is a situation in which the private interests of a Board Member conflict, potentially conflict or appear to conflict with their duties to KPU, including their duty to act in the best interests of KPU. This includes actual, potential and apparent conflicts of interest, as follows:
  - i) An actual conflict of interest exists where a Board Member exercises an official power or performs an official duty, at the same time knowing that, in exercise of such performance, there is the opportunity to further a private interest.
  - ii) A potential conflict of interest exists where there is some private interest that could influence the performance of a Board Member’s duty or function or the exercise of power, provided that she or he has not yet exercised that duty or function.
  - iii) An apparent conflict of interest exists where a reasonable person might hold the apprehension that a conflict of interest exists on the part of the Board Member.
- e) “Elected Member” means an individual who is elected to the Board by a constituency group;
- f) “friend” means an individual with whom the Board Member is connected by frequent or close association;
- g) “private interest” means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Board Member or their associate;
- h) “relative” means a relative by blood, adoption or marriage; and
- i) “spouse” means a person to whom the Board Member is married or with whom the Board Member is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Board Member is separated or living apart and with whom the Board Member has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

## Duties

A Board Member's duties with respect to conflict of interest include the following:

- a) Board Members must act honestly, in good faith and in the best interests of KPU.<sup>128</sup> In placing the interests of KPU ahead of their own personal or business interests, Board Members must:
  - i) be honest in their dealings with KPU and with others on behalf of KPU;
  - ii) except for systemic conflicts of interests as discussed below, avoid situations where they could profit at the expense of KPU, appropriate a business opportunity of KPU or otherwise put themselves in a position of conflict between their own private interests and the best interests of KPU;
  - iii) make full disclosure of all real, potential and apparent conflicts of interest annually, by signing an Annual Declaration; and
  - iv) immediately disclose any conflict of interest not previously declared, prior to discussion or decision of an issue.
- b) Board Members have a duty of continuing disclosure. If a Board Member becomes aware of a matter which they have a duty to disclose or report, the Board Member must advise the Board Chair as soon as is reasonably practicable and must refrain from any discussion, voting or participation with respect to the matter.

## Conflicts of Interest Relating to Elected Members

Elected Members are in a unique situation in relation to Conflict of Interest considerations. By reason of their membership in a particular constituency of KPU, or by reason of their position within KPU, they are more likely than Appointed Members to have a Conflict of Interest. Given that the Board structure is prescribed by the *University Act*, certain Conflicts of Interest in relation to Elected Members are deemed to be acceptable and should not require the Elected Member to be excluded from the discussion or voting. On the other hand, because of the unique position of Elected Members, there will be situations where the Conflict of Interest is significant enough to require that they be excluded from discussion or voting.

Conflict of Interest situations that involve Elected Members will generally fall into one of four categories.

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<sup>128</sup> *University Act*, s. 19.1.

- a) **Constituency Membership.** In situations where the Elected Member has an interest in a matter or issue under consideration that is shared in common with a substantial section of the constituency of which they are a member and who elected them to the Board, the Elected Member will not be taken to have a Conflict of Interest for the purpose of this Code and is expected to participate in the discussion and voting. Examples include discussions regarding:
- i) KPU's budget; and
  - ii) tuition.
- b) **Duty to the Constituency.** In situations where duties of an Elected Member to the constituency that elected him/her conflict with the Elected Member's duty to KPU, and the Conflict of Interest is of a significant, ongoing nature, the Elected Member must either resign from the KPU Board or from their position with the constituency. Under the University Act, a KPU employee is not eligible to be a Board Member if they are a voting member of the executive body of, or an officer of, an academic or non-academic staff association of KPU who has the responsibility, or joint responsibility with others, to:
- i) negotiate with the Board, on behalf of the association, the terms and conditions of service of that association; or
  - ii) adjudicate disputes regarding members of the association.<sup>129</sup>
- However, a student who is a voting member or an officer of the Kwantlen Student Association board is not prohibited from being an Elected Member.
- c) **Commercially Sensitive.** In situations where the issue under consideration is of a commercially sensitive nature that potentially involves the corporate interests of the constituency, then the Conflict of Interest is deemed to be of a significant nature and Elected Members of that constituency should not participate in such discussions or voting. Examples of this type of Conflict of Interest include:
- i) discussions relating to audit matters;
  - ii) discussions related to collective bargaining; and
  - iii) review of KPU's internal controls.
- d) **One-off.** In situations where a Conflict of Interest arises that is not regularly recurring, the Conflict of Interest can be managed under a well-defined protocol that requires the Elected Member to disclose the Conflict of Interest and refrain from participating in the discussion or voting. For example:
- i) decisions directly affecting a specific instructional program in which a student Elected Member is enrolled; faculty or staff Elected Members

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<sup>129</sup> *University Act*, s. 23(1)(g).

are employed in the program or service areas; or an Elected Member's associate is enrolled in or employed in the program or service areas.

### Examples of Conflicts of Interest Relating to Board Members

The following examples have been developed to provide guidance to Board Members in areas where Conflict of Interest or other ethical issues may arise. They do not constitute an exhaustive list. Further, these examples are provided for reference purposes and are not in substitution for, any Board Member's obligation to KPU imposed upon by common law, equity or statute (for example, securities legislation).<sup>130</sup>

**Corporate Opportunity** – No Board Member should receive personal financial benefit through the use or misuse of confidential information in relation to the business of KPU. Examples of situations that could contravene this policy are:

- a) taking advantage, for personal gain, of a business opportunity known because of one's position with KPU;
- b) speculating on a specific basis on any commodity, product, or real estate that is or is likely to be acquired or required by KPU; and
- c) conducting any private business activity from or by using any KPU asset for personal purposes, unless expressly authorized to do so by consent of the Board, in writing.

**Investment Activity** – Board Members may not, directly or indirectly through associates, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the performance of their duties with KPU that could affect the value of such interest.

**Non-Profit Associations and Professional Associations** – From time to time, a Board Member may reach a position of leadership in a non-profit or professional association where they may be viewed as a spokesperson for that group. In such situations, the Board Member should take reasonable steps to ensure that when speaking on behalf of such an association they are seen as speaking for the organization and not as a spokesperson of KPU.

**Use of KPU Property** – KPU assets must not be misappropriated for personal use by Board Members. Board Members are entrusted with the care, management and cost-effective use of KPU's property, including the use of KPU's name, and should not make use of these resources for their own personal benefit or purposes. Board Members

<sup>130</sup> The President has additional obligations with respect to conflicts of interest per their employment contract.

should ensure that any KPU property assigned to them for business purposes is maintained in good condition, and should be able to account for such property.

### **Protocol for Dealing with Conflicts of Interest**

#### **Knowledge of Conflict of Interest**

A Board Member has an obligation to declare a Conflict of Interest at the earliest possible time and, in any event, prior to discussion or decision of an issue.

#### **Possible Conflict of Interest**

Where a Board Member other than the Board Chair is unsure of whether they are in Conflict of Interest, that Board Member should raise the possible Conflict of Interest with the Board Chair, and the Board Chair determines whether or not a Conflict of Interest exists.

If the Board Chair is unsure of whether they are in Conflict of Interest, the Board Chair should raise the possible Conflict of Interest with the Vice Chair, and the Vice Chair determines whether or not a Conflict of Interest exists.

A Board Member who perceives another Board Member other than the Board Chair to be in Conflict of Interest should identify the possible Conflict of Interest to the Board Chair at the first opportunity. The Board Chair determines whether or not a Conflict of Interest exists.

A Board Member who perceives the Board Chair to be in Conflict of Interest should identify the possible Conflict of Interest to the Vice Chair at the first opportunity. The Vice Chair determines whether or not a Conflict of Interest exists.

Where the Board Chair (or the Vice Chair, as applicable) has determined that a possible Conflict of Interest does not exist, the Board Chair (or the Vice Chair, as applicable) will report to the Board their findings at the meeting where the topic will be discussed.

Where a Board Member has been declared by the Board Chair (or the Vice Chair, as applicable) to be in a Conflict of Interest, and that Board Member does not agree with the Board Chair (or the Vice Chair, as applicable) that a Conflict of Interest needs to be declared; or, where the Board Chair (or the Vice Chair, as applicable) has reported to the Board their decision that a possible Conflict of Interest did not exist, and any Board Member disagrees with this decision, the Board Chair (or the Vice Chair, as applicable) will:

- a) call an *in camera* meeting prior to the meeting at which the topic for which the possible Conflict of Interest may exist is scheduled to be discussed;
- b) put the question to the full Board for a decision at the *in camera* meeting.

The Board shall determine by majority vote whether or not a Conflict of Interest exists.



If a Board Member is declared by majority vote to be in a Conflict of Interest, they shall abide by the steps outlined below regarding declarations of Conflict of Interest.

### **Declaration of Conflicts of Interest**

Upon declaration of a Conflict of Interest at, or prior to, a Board meeting, the person recording the meeting's proceedings will note the declaration and the Board Member must, as applicable:

- a) refrain from speaking, discussing and voting on that particular matter, contract or arrangement, if the meeting is open to the public.
- b) absent him or herself from the proceedings during discussion or voting on that particular matter, contract or arrangement, if the meeting is *in camera*;
- c) refrain from further participation in any activities involved with the matter;

### **Conflict of Interest Discovered After Consideration of a Matter**

Where a Conflict of Interest is discovered after consideration of a matter, the Conflict of Interest must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that the Board Member's involvement has, or could be perceived to have, influenced the decision,<sup>131</sup> the Board must re-examine the matter.

### **Exemptions**

In extraordinary circumstances, where it is not contrary to the law and where it is clearly in the best interests of KPU to do so, and upon a Board resolution, a Board Member may be exempted in writing from a requirement of these Conflict of Interest provisions, following full and detailed disclosure by the Board Member of all material and relevant circumstances respecting the matter. Conditions may be attached to an exemption, and the Board will publicly disclose any exemptions.

The Board Member must refrain from participating in any way in any decision-making respecting the subject matter of the Conflict of Interest except to the extent specifically authorized in the decision granting the exemption.

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<sup>131</sup> An example of a situation where the Board Member has or could be perceived to have influenced a decision is where the member expressed his/her views to the other Members on the matter in question.

**Annual Declaration**

Board Members are required to annually complete, sign and submit to the University Secretary the Conflict of Interest Declaration<sup>132</sup>.

A Conflict of Interest Registry of disclosures filed by Board Members will be held by the Board Office and reviewed by the Board Audit Committee annually or as required and circulated to the Board of Governors annually or as required.

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<sup>132</sup> Appendix "I.2"

## 28. OATH OF OFFICE

The Oath of Office<sup>133</sup> is to be sworn, signed, and dated before the Board at the commencement of all Members' first meeting with the Board. The Board Chair or Board Committee Chair administers the Oath of Office and the Board Chair signs the Oath of Office.

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<sup>133</sup> Appendix H.1 Oath of Office

## UNIVERSITY ACT

Link to the [University Act](#)

## BOARD BYLAWS

Bylaw No. 1, *Insurance and Indemnification for Governors and Officers*

Bylaw No. 2, *Amendment of Bylaws*

Bylaw No. 3, *Meetings of the University Board of Governors*

Bylaw No. 4, *Fees*

[Link to the Board Bylaws](#)

## C.1 BOARD OF GOVERNORS & SENATE ROLES (PER *UNIVERSITY ACT*)

| Powers of Board  |   |  |
|--|---|--|
| <p>27 (1) The management, administration and control of the property, revenue, business and affairs of the university are vested in the board.</p> <p>(2) Without limiting subsection (1) or the general powers conferred on the board by this Act, the board has the following powers:</p> <p>(a) to make rules for the meetings of the board and its transactions;</p> <p>(b) to elect from among its members appointed by the Lieutenant Governor in Council a chair, and, when necessary, an acting chair;</p> <p>(c) to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board; *</p> <p>(g) subject to section 28, to appoint the president of the university, deans of all faculties, the librarian, the registrar, the bursar, the professors, associate professors, assistant professors, lecturers, instructors and other members of the teaching staff of the university, and the officers and employees the board considers necessary for the purpose of the university, and to set their salaries or remuneration, and to define their duties and their tenure of office or employment;</p> <p>(h) if the president is absent or unable to act, or if there is a vacancy in that office, to appoint an acting president;</p> <p>(l) to receive from the president and analyse and adopt with or without modifications the budgets for operating and capital expenditure for the university;</p> | <p>(m) to set, determine and collect the fees</p> <p>(i) to be paid for instruction, research and all other activities in the university,</p> <p>(ii) for extramural instruction,</p> <p>(iii) for public lecturing, library fees, and laboratory fees,</p> <p>(iv) for examinations, degrees and certificates,</p> <p>(v) for the use of any student or alumni organization in charge of student or alumni activities, and</p> <p>(vi) for the building and operation of a gymnasium or other athletic facilities;</p> <p>(n) to pay over</p> <p>(i) the fees collected for a student or alumni organization that the organization may request, and</p> <p>(ii) in accordance with section 27.1, the fees collected for a student society or a provincial or national student organization;</p> <p>(o) to administer funds, grants, fees, endowments and other assets;</p> <p>(p) to select a seal and arms for the university and have sole custody and use of the seal;</p> <p>(q) to provide for student loans;</p> <p>(s) to enter into agreements on behalf of the university;</p> <p>(t) to regulate, prohibit and impose requirements in relation to the use of real property, buildings, structures and personal property of the university, including in respect of</p> <p>(i) activities and events,</p> <p>(ii) vehicle traffic and parking, including bicycles and other conveyances, and</p> <p>(iii) pedestrian traffic;</p> | <p>(u) to acquire and deal with</p> <p>(i) an invention or any interest in it, or a license to make, use or sell the product of an invention, and</p> <p>(ii) a patent, copyright, trademark, trade name or other proprietary right or any interest in it;</p> <p>(v) to require, as a term of employment or assistance, that a person assign to the board an interest in an invention or an interest in a patent, copyright, trademark, trade name or other proprietary right resulting from an invention</p> <p>(i) made by that person using the facilities, equipment or financial aid provided by the board, or</p> <p>(ii) made by that person while acting within the scope of the person's duties or employment, or resulting from or in connection with the person's duties or employment as an officer or employee of the university;</p> <p>(w) to pay to a municipality incorporated under an Act a grant in a year not exceeding the lesser of</p> <p>(i) the amount that would be payable as general municipal taxes in the year on property of the university within the municipality if the property were not exempt from these taxes, and</p> <p>(ii) the amount specified by the minister or calculated in the manner specified by the minister;</p> <p>(x) to make rules consistent with the powers conferred on the board by this Act;</p> <p>(y) to do and perform all other matters and things that may be necessary or advisable for carrying out and advancing, directly or indirectly, the purposes of the university and the performance of any duty by the board or its officers prescribed by this Act or the Sexual Violence and Misconduct Policy Act.</p> |
| <p><b>Chancellor</b> 11 (1) There must be a chancellor of each university, who is to be appointed by the board on nomination by the alumni association and after consultation with the senate or, in the case of the University of British Columbia, after consultation with the council.</p>  |   |  |

| Board with Senate Role   | Senate's Advisory Role to Board   |
|--|---|
| <p><b>27 (2) Powers of the Board</b></p> <p>(c) to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board;</p> <p>(d) in consultation with the senate, to maintain and keep in proper order and condition the real property of the university, to erect and maintain the buildings and structures on it that in the opinion of the board are necessary and advisable, and to make rules respecting the management, government and control of the real property, buildings and structures;</p> <p>(e) in consultation with the senate, to provide for conservation of the heritage sites of the university, including any heritage buildings, structures and land of the university;</p> <p>(f) with the approval of the senate, to establish procedures for the recommendation and selection of candidates for president, deans, librarians, registrar and other senior academic administrators as the board may designate;</p> <p>(i) to consider recommendations from the senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction;</p> <p>(j) subject to section 29 and with the approval of the senate, to provide for the establishment of faculties and departments the board considers necessary;</p> <p>(k) to provide for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the board and the senate consider advisable;</p> <p>(r) with the approval of the senate, to determine the number of students that may in the opinion of the board, having regard to the resources available, be accommodated in the university or in any faculty of it, and to make rules considered advisable for limiting the admission or accommodation of students to the number so determined;</p> | <p><b>Senate of a special purpose, teaching university</b></p> <p><b>35.2 (6)</b> The senate of a special purpose, teaching university must advise the board, and the board must seek advice from the senate, on the development of educational policy for</p> <p>(a) the mission statement and the educational goals, objectives, strategies and priorities of the special purpose, teaching university;</p> <p>(b) the establishment, revision or discontinuance of courses and programs at the special purpose, teaching university;</p> <p>(c) the preparation and presentation of reports after implementation by the special purpose, teaching university without prior review by the senate of</p> <p>(i) new non-credit programs, or</p> <p>(ii) programs offered under service contract;</p> <p>(d) the priorities for implementation of new programs and courses leading to certificates, diplomas or degrees;</p> <p>(e) the establishment or discontinuance of faculties at the special purpose, teaching university;</p> <p>(f) the evaluation of programs and educational services;</p> <p>(g) the library and resource centers;</p> <p>(h) the setting of the academic schedule;</p> <p>(i) the qualifications for faculty members;</p> <p>(j) the adjudication procedure for appealable matters of student discipline;</p> <p>(k) the terms for affiliation with other post-secondary bodies;</p> <p>(l) the consultation with community and program advisory groups concerning the special purpose, teaching university's educational programs;</p> <p>(m) other matters specified by the board.</p> |

| Other Board Items (cont'd)  |  |
|---|--|
| <p><b>Short Term Borrowing</b></p> <p><b>31</b> (1) The board may, by resolution, borrow money required to meet the expenditures of the university until the revenues of the current year are available.</p> <p>(2) Money borrowed under subsection (1) must be repaid out of current revenues and may be secured by promissory notes of the university.</p> <p><b>Annual Report</b></p> <p><b>32</b> (1) The board must make an annual report of its transactions to the minister, in which it must set out</p> <ul style="list-style-type: none"> <li>(a) a balance sheet and a statement of revenue and expenditure for the year ending on the preceding March 31, and</li> <li>(b) other particulars the minister may require.</li> </ul> <p>(2) A copy of the annual report must be sent promptly to the senate.</p> <p><b>Audit</b></p> <p><b>33</b> Unless the Auditor General is appointed in accordance with the <i>Auditor General Act</i> as the auditor of the board, the board must appoint an auditor to audit the accounts of the board at least once each year</p> <p><b>Advisory Boards</b></p> <p><b>34</b> (1) The board may</p> <ul style="list-style-type: none"> <li>(a) appoint advisory boards, consisting, either wholly or partly, of persons unconnected with the university, on terms and for purposes the board may consider advisable, and</li> <li>(b) refer to an advisory board for advice and report any subject or matter that the board considers advisable.</li> </ul> <p>(2) The advice and report of an advisory board appointed under subsection (1) must be considered and weighed by any body in the university to which the board directs the advice to be given or report to be made.</p> <p><b>Borrowing</b></p> <p><b>58</b> (1) With the approval of the minister and Minister of Finance, a university may borrow money for the purpose of</p> <ul style="list-style-type: none"> <li>(a) purchasing or otherwise acquiring land for the use of the university, or</li> <li>(b) erecting, repairing, adding to, furnishing or equipping any building or other structure for the use of the university.</li> </ul> <p>(2) The board may</p> <ul style="list-style-type: none"> <li>(a) enter into any agreement that it may consider necessary or advisable for carrying out the purposes mentioned in this section, and</li> <li>(b) execute in the name of the university all agreements, deeds and other instruments considered necessary or</li> </ul> | <p>advisable to carry into effect the provisions of the agreement.</p> <ul style="list-style-type: none"> <li>a) (3) [Repealed 1998-6-19.]</li> <li>b) Suspension of staff member</li> </ul> <p><b>60</b> (1) The president has power to suspend any member of the teaching and administrative staffs and any officer or employee of the university.</p> <p>(2) On the exercise of the power, the president must promptly report the action to the board with a statement of their reasons.</p> <p>(3) A person who is suspended under this section has a right of appeal to the board.</p> <p><b>Jurisdictional disputes</b></p> <p><b>70</b> (1) If a question arises respecting the powers and duties of the convocation, chancellor, president, faculties or an officer or employee of the university, that is not provided for in this Act, the board must settle and determine the question.</p> <p>(2) A decision of the board under subsection (1) is final.</p> |



## C.2 PRINCIPLES TO GUIDE BICAMERAL GOVERNANCE AT KWANTLEN POLYTECHNIC UNIVERSITY

The following principles have been prepared to guide bicameral governance at the University. These principles are broad and will assist in all areas involving both the Board and Senate.

### 1. EDUCATION

The Board and Senate will develop, through ongoing educational opportunities, information and orientations a common and solid understanding of the *University Act*, the powers assigned to each of the bodies, the spirit and intent of the Act, its limitations and uncertainties and options to address these limitations and uncertainties.

### 2. MUTUAL TRUST, RESPECT AND GOODWILL

The Board and Senate recognize the need to develop and maintain an attitude of mutual trust, respect and goodwill, both in their collective roles as two critical bodies within the University and as individual members within those bodies; the Board and Senate recognize that maximizing the potential of the University requires building on the strengths and abilities of each of these bodies.

### 3. STRATEGIC ADVICE

Both the Board and Senate recognize that their role is to provide broad, strategic\* direction to the University, leaving operational\*\* issues to University management.

### 4. MULTI-YEAR PLANNING

Planning and consultation between the two bodies will involve both immediate and long-term issues, using the approach of revolving, multi-year plans.

### 5. ONGOING COMMUNICATIONS

The Board and Senate recognize the need to strive, on an ongoing basis, to share, understand and solicit feedback on the issues that each body is responsible for as well as the issues for which they bear joint responsibility; both

bodies also recognize the importance of timely feedback allowing sufficient time for response and, where necessary, action.

#### 6. BROAD CONSULTATION

Both parties recognize the desirability of soliciting and encouraging the feedback and advice of the broader University community regarding those matters that relate to bicameral governance issues.

#### 7. ACCOUNTABILITY

The University will provide Senate, on a regular basis, with a report that summarizes actual versus planned results on those strategic issues that are within the purview of Senate and the Board of Governors.

#### 8. REGULAR MEETINGS

The Board and the Senate and the appropriate committees of each will meet face-to-face as required in order to resolve governance issues and to ensure adherence to these principles.

#### 9. DOCUMENTATION

Requests for information, decisions and other forms of communication will be documented in writing with reasonable expectations for timely feedback.

#### 10. POLICY DEVELOPMENT

The Board and Senate will develop a protocol that, while acknowledging the ultimate authority of one body or the other with respect to certain issues, opens up meaningful opportunities for dialogue and exchanges of information so that each body makes the most informed decision possible.

\*Strategic planning involves thinking about issues that are long-term, that are fundamental to the University and that set broad directions for the institution.

\*\*Operational decision-making involves the day-to-day implementation of strategic decisions.

## C.3 SENATE BYLAWS

[Link to the Senate Bylaws](#)

## BOARD APPROVED UNIVERSITY POLICIES

| #    | Policy Title  | Approved by:             | Link  |
|------|---|--------------------------|---|
| AC1  | Program Advisory Committees                               | Senate/Board             | <a href="#">Advisory Committees Policy / Procedure</a>  |
| AC3  | Program Review  | Senate/Board             | <a href="#">Program Review Policy / Procedure</a>   |
| AC8  | Principles of Academic Freedom and Responsibility         | Board/Senate             | <a href="#">Principles of Academic Freedom and Responsibility</a>   |
| AC10 | Development and Change of Senate-Approved Programs Policy | Board/Senate             | <a href="#">Development and Change of Senate-Approved Programs Policy / Procedure / Appendix A</a>                              |
| AC13 | Minimum Qualifications for Faculty Members Policy         | Senate/Board             | <a href="#">Minimum Qualifications for Faculty Members Policy / Procedures</a>  |
| AC15 | Micro-credentials   | Board/with Senate advice | <a href="#">Micro-credentials / Procedure</a>   |
| AD4  | Continuing Education and Contract Services                | Board/Senate             | <a href="#">Continuing Education and Contract Services Policy</a>   |
| AR17 | Academic Schedule and Course Timetables Policy            | Senate/Board             | <a href="#">Academic Schedule and Course Timetables Policy / Procedures</a>   |
| BP4  | Campus Planning   | Board                    | <a href="#">Campus Planning Policy/ Procedures</a>  |
| ER8  | Asset Naming Opportunities                                | Board                    | <a href="#">Asset Naming Opportunities Policy</a><br><a href="#">Asset Naming Opportunities Procedure</a>                       |
| ER9  | Political Fundraising Expenses                            | Board                    | <a href="#">Political Fundraising Expenses</a>  |
| FM2  | Investment Policy   | Board                    | <a href="#">Investment Policy / Procedures</a>  |
| GV1  | Selection and Appointment of Auditors                     | Board                    | <a href="#">Selection and Appointment of Auditors Policy</a><br><a href="#">Selection and Appointment of Auditors Procedure</a> |

|      |  |               |   |
|------|--|---------------|---|
| GV2  | Protocol for the Development of University Policies                                      | Senate/Board  | <a href="#">Protocol for the Development of University Policies Policy / Procedure / New KPU Policy and/or Procedure Flowchart / Amending a KPU Policy Flowchart / Amending a KPU Procedure Flowchart / Eliminating a KPU Policy and Procedure Flowchart</a>          |
| GV4  | Signing Authority  | Board         | <a href="#">Signing Authority Policy</a><br><a href="#">Signing Authority Procedure</a><br><a href="#">Schedule A – Commitment Authority Table</a><br><a href="#">Schedule B – Approval Authority Table</a><br><a href="#">Schedule C – Signing Authority by Unit</a> |
| GV9  | Establishment and/or Discontinuance of Faculties and Departments                         | Board/Senate  | <a href="#">Establishment and/or Discontinuance of Faculties and Departments / Procedures</a>   |
| GV10 | Mission, Vision and Values Development and Amendment                                     | Board/Senate  | <a href="#">Mission, Vision and Values Development and Amendment Policy / Procedures</a>  |
| HR20 | Search Advisory, Appointment & Re-appointment of Senior Academic Administrator Positions | Board/Senate* | <a href="#">Search Advisory, Appointment &amp; Re-appointment of Senior Academic Administrator Positions / Procedures</a><br><br>* Policy is approved by the Board, and Procedure is approved by the Board with Senate's advice.                                      |
| HR21 | Respectful Workplace   | Board         | <a href="#">Respectful Workplace / Procedures</a>   |
| HR22 | Presidential Search Advisory, Appointment and Re-appointment                             | Board/Senate* | <a href="#">Presidential Search Advisory, Appointment and Re-appointment / Procedures</a><br><br>* Policy is approved by the Board, and Procedure is approved by the Board with Senate's advice.  |
| HR24 | Protected Disclosure   | Board         | <a href="#">Protected Disclosure / Procedures</a>   |
| HR26 | Responsibilities and Compliance Requirements for the Appointment and Termination of      | Board         | <a href="#">Responsibilities and Compliance Requirements for the Appointment and Termination of Administrative Staff / Procedures</a>   |

|       |                                |                           |   |
|-------|--------------------------------|---------------------------|---|
|       | Administrative Staff           |                           |   |
| RS5   | Intellectual Property          | Board                     | <a href="#">Intellectual Property</a> / <a href="#">Procedure</a>   |
| SR 14 | Sexual Violence and Misconduct | Board                     | <a href="#">Sexual Violence and Misconduct Policy</a><br><a href="#">Procedures for Dealing with Sexual Violence and Misconduct</a> |
| ST7   | Student Conduct (Non-Academic) | Board, with Senate advice | <a href="#">Student Conduct (Non-Academic) Policy</a><br><a href="#">Procedures for Dealing with Conduct Violations</a>             |
|       | Employee Code of Conduct       | Board                     | <a href="#">Employee Code of Conduct</a>  |

## SKILLS COMPETENCY MATRIX FOR GOVERNING BOARD

| Name | Appointment<br>Start Date | Appointment<br>End Date | Specializations<br>and/or<br>Designations<br>(ex: CPA, CHRP,<br>etc.) | Accounting | Investment<br>Management | Business<br>Management | Risk Management | Real Estate | Communications | Marketing | Public Relations | e-commerce | Labour Relations | Human Resources | Trades Management | Legal Expertise | Financial Expertise<br>Public Sector: | Knowledge of how<br>government operates | Previous Leadership<br>experience | Tourism Industry | Engineering | Governance &<br>Board Expertise | Community<br>Involvement | Gender<br>(Male, Female, Non-<br>Binary, Prefer Not to<br>Say) | Ethnic Diversity<br>(ex: South Asian,<br>Metis, Cambodian...) | Geography<br>(where in the Lower<br>Mainland) | Date<br>Profile<br>was<br>Updated |
|------|---------------------------|-------------------------|---|------------|--------------------------|------------------------|-----------------|-------------|----------------|-----------|------------------|------------|------------------|-----------------|-------------------|-----------------|---------------------------------------|---|-----------------------------------|------------------|-------------|---------------------------------|--------------------------|--|---|---|-----------------------------------|
|      | YYYY MM DD                | YYYY MM DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY MM DD                | YYYY MM DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY MM DD                | YYYY MM DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY MM DD                | YYYY MM DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY MM DD                | YYYY MM DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |
|      | YYYY MM DD                | YYYY MM DD              |   |            |                          |                        |                 |             |                |           |                  |            |                  |                 |                   |                 |                                       |   |                                   |                  |             |                                 |                          |  |   |   |                                   |

Ranking: 1= no or limited experience; 2 = moderate experience; 3 = high level experience

**DELEGATION TO THE BOARD REQUEST****Delegation Request Template****Date of Request:****Designated Spokesperson:****University Constituency:****Contact Information (Phone and  
E-mail):****Other Persons in Delegation  
(attending Board meeting):****Date of Board Meeting:****Description of the Issue:**  
**(max 2 pages)****Action Taken to Date:****Board Action Sought:**



**TAXPAYER ACCOUNTABILITY PRINCIPLES: STRENGTHENING PUBLIC  
SECTOR GOVERNANCE AND ACCOUNTABILITY: JUNE 2014**

[Link to the Taxpayer Accountability Principles](#)

## APPOINTMENT, TERMINATION AND PROMOTION OF EMPLOYEES

### A. Purpose and Scope

The Board's authority under the University Act ("Act") to appoint, promote, and terminate officers and employees of Kwantlen Polytechnic University ("KPU") will be exercised by the Board, and delegated by the Board, as set out below.

All appointments and terminations listed in the table below will be subject to all applicable KPU Policies and HR processes and, with the exception of "Teaching Staff" and "Employees not otherwise specified", notification to the President.

### B. Appointments and Terminations by the Board of Governors

#### 1. Appointment of the President - University Act, s. 27(2)(f) and s. 27(2)(g)

The Board will appoint the President, pursuant to its authority under section 27(2)(g) of the Act and having regard to the procedures established by the Board, with the approval of Senate, for the recommendation and selection of candidates.

#### 2. Appointment of the Vice Presidents – University Act, 27(2)(g)

The Board will appoint the Provost and Vice-President Academic, and the other Vice President(s), pursuant to its authority under section 27(2)(g) of the Act and having regard to the procedures established by the Board for the recommendation and selection of candidates.

#### 3. Appointment of the Chancellor – University Act, s. 11(1)

The Board will appoint the Chancellor, pursuant to its authority under section 11(1) of the Act, on nomination by the KPU Alumni Association and after consultation with the Senate.

#### 4. Appointment of the University Secretary – University Act, s. 27(2)(c)

The Board will appoint the University Secretary, pursuant to its authority under section 27(2)(c) of the Act.

#### 5. Appointment of the Internal Auditor

The Board will appoint the Internal Auditor on the recommendation of the Board Audit Committee in accordance with section 13 of this Manual.

#### 6. Appointment of a *Pro Tem* President, Provost, or Vice President

The Board will appoint a *pro tem* President, Provost and Vice-President Academic, or other Vice-President should the need arise. Temporary and *pro tem* appointments cannot become regular appointments without a search being conducted in accordance with the procedures for appointment applicable to the position.

### C. Procedures for Appointments – University Act 27(2)(f)

The Board will, as required by section 27(2)(f) of the Act, and with the approval of the Senate, establish procedures for the recommendation and selection of candidates for the

Original Effective Date: 21 November 2012

Revised: 29 September 2022

following appointments: president, deputy provosts, vice provosts, deans, chief librarian, registrar and such other senior academic administrators as the Board may designate.

**D. Authority of the Board's Human Resources Committee – University Act, s. 28(1) and s. 27(2)(c) and (g)**

The Board authorizes its Human Resources Committee to exercise the Board's authority under sections 27(2)(g) and 28(1) of the Act in matters related to the appointment, promotion, or termination of KPU's officers and employees as set out in the Table below, subject to the requirements of any procedures established by the Board for the recommendation and selection of candidates.

**E. Authority to Appoint, Promote and Terminate Teaching Staff and Faculty – University Act, s. 27(2)(g) and s. 28**

**1. Appointment of Teaching Staff and Faculty – University Act, s. 27 and s. 28**

The Board authorizes the Provost to exercise the Board's authority under sections 27 and 28 of the Act to appoint teaching staff and faculty, subject to the requirements of any applicable collective agreement or any written employment contract.

**2. Promotion of Teaching Staff and Faculty – University Act, S. 28(3)**

The Board authorizes the Provost to exercise the Board's authority under section 28 of the Act to approve the promotion of teaching staff and faculty, subject to the requirements of any applicable collective agreement or any written employment contract.

**3. Termination of Teaching Staff and Faculty – University Act, s. 28(3)**

Upon receipt of a recommendation from the President, the Board (or a committee of the Board duly appointed to deal with such matters) may exercise its authority to terminate the appointment of teaching staff and faculty, subject to the requirements of any applicable collective agreement or written employment contract.

**F. Authority of the University Executive and Other Designated Position-Holders to Appoint, Promote, and Terminate Employees Who Are Not Part of the Teaching Staff or Faculty**

**1.** The Board authorizes the position-holders listed in the Table below to exercise the Board's authority in all matters relating to the appointment, promotion, and termination of employees in the positions or classes of employee listed in the Table.

**2.** Promotion of an employee will be made in accordance with the requirements of the applicable collective agreement or written employment contract and terms and conditions of employment.

**3.** Termination of an employee is subject to the requirements of the applicable collective agreement or written employment contract and is subject to approval by the Vice President under whom the position reports. 'Termination' in this context means KPU's unilateral decision to end an employee's employment without regard to the circumstances giving rise to KPU's decision but does not include an employee's resignation or retirement

from employment with KPU, nor KPU's decision to lay-off an employee.

**G. Authority of the President to make Temporary and *Pro Tem* Appointments**

The Board authorizes the President to exercise the Board's power under section 65 of the Act to appoint an Acting Registrar and authorizes the President, or the President's designate, to make other temporary or *pro tem* appointments except for the positions of President, Provost and Vice President(s). Temporary and *pro tem* appointments cannot become regular appointments without a search being conducted in accordance with the procedures for appointment applicable to the position.

**H. Authority of the President to Suspend Employees – University Act s. 60**

The President may suspend any member of the teaching or administrative staffs or any officer or employee of the University, but the President must promptly report such suspension to the Board with a statement of reasons as required by sections 60(1) and s.60(2) of the Act.

| Position  | Approval to Hire   | Approval to Terminate | Ratification by HRC | Report to Board HRC |
|---|--------------------|-----------------------|---------------------|---------------------|
| President and Vice Chancellor                                     | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Provost and Vice President, Academic                              | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Vice Presidents   | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Chief Financial Officer   | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Director, Internal Audit  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| University Secretary  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Chancellor  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| Director, Internal Audit  | Board of Governors | Board of Governors    | N/A                 | N/A                 |
| General Counsel   | President          | President             | Yes**               | N/A                 |
| Associate Vice President, Planning and Accountability             | President          | President             | Yes**               | N/A                 |
| Associate Vice President, Indigenous Leadership                   | President          | President             | Yes**               | N/A                 |
| Director, Communications and Media Relations                      | President          | President             | Yes**               | N/A                 |
| Officers or senior executives reporting directly to the President | President          | President             | Yes                 | N/A                 |

| Position   | Approval to Hire                                 | Approval to Terminate                            | Ratification by HRC | Report to Board HRC |
|--|--|--|---------------------|---------------------|
| Associate Vice President, Academic                                   | Provost  | Provost  | Yes**               | N/A                 |
| Associate Vice President, Research, Innovation, and Graduate Studies | Provost  | Provost  | Yes**               | N/A                 |
| Associate Vice President, Teaching and Learning                      | Provost  | Provost  | Yes*                | N/A                 |
| University Librarian   | Provost  | Provost  | Yes*                | N/A                 |
| Deans  | Provost  | Provost  | Yes*                | N/A                 |
| Associate Deans  | Provost  | Provost  | No                  | No                  |
| Associate Vice President, Equity & Inclusive Communities             | Vice President, Equity and Inclusive Communities | Vice President, Equity and Inclusive Communities | No                  | Yes                 |
| Director, Equity, Diversity, and Inclusion                           | Vice President, Equity and Inclusive Communities | Vice President, Equity and Inclusive Communities | No                  | Yes                 |
| Associate Vice President, Enrollment Services and Registrar          | Vice President, Students                         | Vice President, Students                         | Yes*                | N/A                 |
| Associate Vice President, International                              | Vice President, Students                         | Vice President, Students                         | No                  | Yes                 |
| Associate Vice President, Student Affairs                            | Vice President, Students                         | Vice President, Students                         | No                  | Yes                 |

| Position  | Approval to Hire                 | Approval to Terminate            | Ratification by HRC | Report to Board HRC |
|---|----------------------------------|----------------------------------|---------------------|---------------------|
| Associate Vice President, Finance                       | Chief Financial Officer          | Chief Financial Officer          | No                  | Yes                 |
| Director, Business Advisory                             | Chief Financial Officer          | Chief Financial Officer          | No                  | Yes                 |
| Associate Vice President, Campus and Community Planning | Vice President, Administration   | Vice President, Administration   | Yes**               | No                  |
| Chief Information Officer                               | Vice President, Administration   | Vice President, Administration   | No                  | Yes                 |
| Executive Director, Facilities                          | Vice President, Administration   | Vice President, Administration   | No                  | Yes                 |
| Executive Director, Marketing and Communications        | Vice President, Administration   | Vice President, Administration   | No                  | Yes                 |
| Executive Director, Advancement and Alumni Affairs      | Vice President, External Affairs | Vice President, External Affairs | No                  | Yes                 |
| Associate Vice President, People Relations              | Vice President, Human Resources  | Vice President, Human Resources  | No                  | Yes                 |
| Associate Vice President, People Services               | Vice President, Human Resources  | Vice President, Human Resources  | No                  | Yes                 |
| Director, Risk and Security                             | Vice President, Human Resources  | Vice President, Human Resources  | No                  | Yes                 |

| Position   | Approval to Hire                | Approval to Terminate           | Ratification by HRC       | Report to Board HRC       |
|--|---------------------------------|---------------------------------|---------------------------|---------------------------|
| Director, Organizational Development and Employee Experience   | Vice President, Human Resources | Vice President, Human Resources | No                        | Yes                       |
| Officers and senior executives not otherwise specified who report directly to a Vice President or the Chief Financial Officer and who are part of the University's Executive | Applicable Vice President       | Applicable Vice President       | Yes                       | N/A                       |
| Officers and senior executives who report directly to a Vice President or the Chief Financial Officer and who are not part of the University's Executive                     | Applicable Vice President       | Applicable Vice President       | No                        | Yes                       |
| Teaching Staff   | Provost                         | President                       | Yes, for termination only | Yes, for termination only |
| Employees not otherwise specified  | Hiring Manager                  | Vice President                  | No                        | No                        |
| Employees not otherwise specified  | Hiring Manager                  | Vice President                  | No                        | No                        |

\*Required by the *University Act*

\*\*Member of Kwantlen Polytechnic University Executive





## I.1 OATH OF OFFICE

The following Oath of Office is to be sworn, signed, and dated before the Board at the commencement of all Members' first meeting with the Board. The Board Chair or Board Committee Chair administers the Oath of Office and the Board Chair signs the Oath of Office.

*"I (print name) \_\_\_\_\_, sincerely promise and swear (or affirm) that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of the Board of Kwantlen Polytechnic University. I have read and agree to abide by the Code of Conduct for Board Members (including the Conflict of Interest provisions) of Kwantlen Polytechnic University as outlined in the Board Manual."*

---

Signature

---

Date

## I.2 CODE OF CONDUCT DECLARATION

I, \_\_\_\_\_ (*print name*), declare that:

1. I have read and understood the Individual Board Member Position Description and Code of Conduct (“Code”) as outlined in the Kwantlen Polytechnic University Board Manual (“Manual”).
2. I agree to comply with all of the terms of the Code, including the conflict of interest provisions contained in the Manual.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**I.3 ANNUAL CONFLICT OF INTEREST DISCLOSURE**

This Statement discloses information as of (date) \_\_\_\_\_

I, \_\_\_\_\_ (print name), declare that:

1. I have read and considered the Conflict of Interest provisions in the Kwantlen Polytechnic University's Board Manual and I agree to conduct myself in accordance with its terms.
2. Other than disclosed below, I do not have any relationships or interests that could compromise, or appear to compromise, my ability to exercise judgment in the best interests of Kwantlen Polytechnic University.
3. A Conflict of Interest (as defined in the Manual) with my duty as a Board Member of Kwantlen Polytechnic University may arise because:

|  |
|--|
|  |
|  |
|  |
|  |

4. I agree to promptly provide an updated Declaration annually or as may be required by changed circumstances.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Original Effective Date: 21 November 2012  
Revised: 29 September 2022

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## GLOSSARY OF ACRONYMS

| Acronym       | Description   |
|---------------|---|
| <b>ABE</b>    | Adult Basic Education   |
| <b>ABEABC</b> | Adult Basic Education Association of British Columbia   |
| <b>ABT</b>    | Applied Business Technology   |
| <b>ACA</b>    | Faculty of Academic and Career Advancement  |
| <b>ACCC</b>   | Association of Canadian Community Colleges  |
| <b>ACP</b>    | Academic and Career Preparation   |
| <b>ADM</b>    | Assistant Deputy Minister   |
| <b>AEST</b>   | Advanced Education, Skills & Training (formerly Ministry of Advanced Education, AVED)   |
| <b>AGM</b>    | Annual General Meeting  |
| <b>APPD</b>   | Access Programs for People with Disabilities  |
| <b>APPSO</b>  | Apprenticeship Student Outcomes survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies. |
| <b>AET</b>    | Accessible Education and Training   |
| <b>AUCC</b>   | Association of Universities & Colleges of Canada  |
| <b>BANNER</b> | Student, Financial Services and Human Resources Information Systems   |
| <b>BCAIU</b>  | British Columbia Association of Institutes and Universities   |
| <b>BCGEU</b>  | British Columbia Government & Service Employees' Union  |
| <b>BGS</b>    | Baccalaureate Graduate Survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies.          |
| <b>BOG</b>    | Board of Governors  |
| <b>BSN</b>    | Bachelor of Science in Nursing  |
| <b>CACIE</b>  | China Education Association for International Education   |
| <b>CADD</b>   | Computer Assistant Drafting and Design  |
| <b>CADD</b>   | Computer Aided Design Drafting  |
| <b>CBS</b>    | Computer Based Systems  |
| <b>CCLS</b>   | Career Choices and Life Success   |
| <b>CE</b>     | Continuing Education  |
| <b>CFS</b>    | Canadian Federation of Students   |
| <b>CGPA</b>   | Cumulative Grade Point Average  |
| <b>CICan</b>  | College and Institutes Canada (CICan)   |
| <b>CIS</b>    | Computer Information Systems  |
| <b>CMEC</b>   | Council of Ministers Education, Canada  |

Original Effective Date: 21 November 2012  
 Revised: 29 September 2022

|                |   |
|----------------|---|
| <b>COWCUBS</b> | Council of Western Canadian University Board Secretaries  |
| <b>COWCUP</b>  | Council of Western Canadian University Presidents   |
| <b>CPS</b>     | Continuing and Professional Studies   |
| <b>CSIT</b>    | Computer Science and Information Technology   |
| <b>DACSO</b>   | Diploma, Associate degree and Certificate Student Outcomes survey conducted by BC Students Outcomes through BC Stats, which collects information on their educational experiences, subsequent employment and further studies. |
| <b>DM</b>      | Deputy Minister   |
| <b>EAP</b>     | Employee Assistance Program   |
| <b>EDST</b>    | Department of Educational Studies   |
| <b>EHC</b>     | Extended Health Coverage  |
| <b>ELST</b>    | English Language Studies  |
| <b>ELT</b>     | English Language Training   |
| <b>ESL</b>     | English as a Second Language  |
| <b>FIND</b>    | Foundations in Design   |
| <b>FIPPA</b>   | Freedom of Information/Protection of Privacy Act  |
| <b>FoGS</b>    | Faculty of Graduate Studies   |
| <b>FSG</b>     | Facilities Support Generalist   |
| <b>FTE</b>     | Full-Time Equivalent  |
| <b>GDMA</b>    | Graphic Design for Marketing  |
| <b>GED</b>     | Graduation Equivalency Diploma  |
| <b>GN/EAL</b>  | Graduate Nurse/English As a Second Language   |
| <b>GNQU</b>    | Graduate Nurse Qualifying   |
|                |   |
| <b>GPA</b>     | Grade Point Average   |
| <b>HRS</b>     | Human Resource Services   |
| <b>IAP</b>     | Institutional Analysis and Planning   |
| <b>IAU</b>     | International Association of Universities   |
| <b>IDEA</b>    | Interdisciplinary Expressive Arts   |
| <b>IET</b>     | Information & Educational Technology  |
| <b>ILL</b>     | Inter-Library Loan  |
| <b>T&amp;L</b> | Teaching and Learning   |
| <b>ITA</b>     | Industry Training Authority   |
| <b>KCDC</b>    | Kwantlen Capacity Development Camp  |
| <b>KFA</b>     | Kwantlen Faculty Association  |
| <b>KORA</b>    | Kwantlen Open Resource Access   |
| <b>KPU</b>     | Kwantlen Polytechnic University   |
| <b>KPUAA</b>   | Kwantlen Polytechnic University Alumni Association  |
| <b>KSA</b>     | Kwantlen Student Association  |

Original Effective Date: 21 November 2012

Revised: 29 September 2022

|                  |  |
|------------------|--|
| <b>KSNA</b>      | Kwantlen Student Nurses' Association   |
| <b>LOA</b>       | Leave of Absence   |
| <b>LOI</b>       | Letter of Intent   |
| <b>LTC</b>       | Long Term Care   |
| <b>LTD</b>       | Long Term Disability   |
| <b>MOU</b>       | Memorandum of Understanding  |
| <b>MSP</b>       | Medical Services Plan  |
| <b>NEVR</b>      | Network to Eliminate Violence in Relationships   |
| <b>ORS</b>       | Office of Research and Scholarship   |
| <b>P40</b>       | Personal Status Change Form  |
| <b>PD</b>        | Professional Development   |
| <b>PGPA</b>      | Program Grade Point Average  |
| <b>PLA</b>       | Prior Learning Assessment  |
| <b>PLAR</b>      | Prior Learning Assessment Review   |
| <b>PLN</b>       | Provincial Learning Network  |
| <b>PO</b>        | Purchase Order   |
| <b>PSEA</b>      | Post-Secondary Employers' Association  |
| <b>PSEC</b>      | Public Sector Employers' Council   |
| <b>PSIPS</b>     | Post-secondary Institution Proposal System - <i>Ministry of Advanced Education – all applications for ministerial consent or approval must be submitted through PSIPS. PSIPS is a web-based application for submission and review of degree program proposals, applications for exempt status and use of the word “university”</i> |
| <b>PUE</b>       | Polytechnic University Executive   |
| <b>RCA</b>       | Resident Care Attendant  |
| <b>SCC</b>       | Senate Sub-Committee on Course Curriculum  |
| <b>SCCPolicy</b> | Senate Standing Committee on Policy  |
| <b>SEC</b>       | Senate Executive Committee   |
| <b>SETA</b>      | Special Education Teacher Assistant  |
| <b>SGNC</b>      | Senate Standing Governance and Nominating Committee  |
| <b>SMC</b>       | Senate Micro-Credential Committee  |
| <b>SPWC</b>      | Senate Sub-Committee on Pathway Courses  |
| <b>SSCA</b>      | Senate Standing Committee on Appeals   |
| <b>SSCAPP</b>    | Senate Standing Committee on Academic Planning and Priorities  |
| <b>SSCC</b>      | Senate Standing Committee on Curriculum  |
| <b>SSCL</b>      | Senate Standing Committee on the Library   |
| <b>SSCPR</b>     | Senate Standing Committee on Program Review  |
| <b>SSCT</b>      | Senate Standing Committee on Tributes  |
| <b>SSCUB</b>     | Senate Standing Committee on University Budget   |
| <b>SSG</b>       | System Support Generalist  |

Original Effective Date: 21 November 2012

Revised: 29 September 2022

|              |   |
|--------------|---|
| <b>SQC</b>   | Senate Sub-committee on Quantitative Courses      |
| <b>SWIC</b>  | Senate Sub-committee on Writing Intensive Courses |
| <b>TALK</b>  | Third Age Learning at Kwantlen                    |
| <b>TGPA</b>  | Term Grade Point Average                          |
| <b>UT</b>    | University Transfer                               |
| <b>VST</b>   | Vocational Skills Training                        |
| <b>WCB</b>   | Workers' Compensation Board/Work Safe BC          |
| <b>WFCP</b>  | World Federation of Colleges and Polytechnics     |
| <b>WHMIS</b> | Workplace Hazardous Materials Information System  |



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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number:** 7.2

**Meeting Date:** November 27, 2024

**Presenter(s):** Chervahun Emilien

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**AGENDA TITLE:** RE-APPOINTMENT OF THE EXTERNAL AUDITOR

**ACTION REQUESTED:** Motion

### RECOMMENDED RESOLUTION

**THAT the Board of Governors approve the reappointment of KPMG LLP as External Auditor for the 2024/25 reporting year, as recommended by the Board Audit Committee.**

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### COMMITTEE REPORT

On November 19, 2024, the Board Audit Committee received, reviewed and recommended the re-appointment of the external auditor for the 2024/25 reporting year.

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#### Context and Background

Section 33 of the *University Act* states that, “Unless the Auditor General is appointed in accordance with the Auditor General Act, as the Auditor of the Board, the Board must appoint an Auditor to audit the accounts of the Board at least once each year.”

In accordance with section 13 of KPU’s Board Governance Manual, the Audit Committee Terms of Reference, states that the Audit Committee recommends to the Board the appointment of the External Auditor.

KPMG LLP was selected through request for proposal (RFP) to act as KPU’s External Auditor for three years, commencing with the 2021/22 reporting year. KPU retains the option to extend the Service Agreement for up to two additional years (2024/25, 2025/26), in one-year increments, provided both parties agree to each renewal.

The Board of Governors approved the selection of KPMG LLP as External Auditor through RFP for three years commencing with the 2021/2022 reporting year, as recommended by the Board Audit Committee.

#### Key Messages

1. As per the *University Act*, regardless of the procurement process, an auditor needs to be appointed annually. If approved, the appointment will apply to the current fiscal year.

2. The original term of the contract is expired and the Office of the CFO has successfully exercised the first of the two extensions after performing an evaluation of the external auditor, which resulted in a satisfactory outcome.
3. In accordance with the Board's Audit Committee Guidelines and Workplan the auditors were evaluated for performance and their independence. The main criteria used were:
  - 3.1. Evaluation (overall rating was 78%)
    - 3.1.1 That the external auditor understood the business needs in the design of the engagement
    - 3.1.2 That all deliverables were completed on time and budget using the process described in the contract
    - 3.1.3 That the outcome described in the contract was achieved.
  - 3.2. Independence
    - 3.2.1 That no member of the auditor's team had direct or indirect material financial interest in KPU.
    - 3.2.2 That no member of the auditor's team had close personal or familial relationship with KPU's management
    - 3.2.3 That the auditor's team did not feel pressured to compromise objectivity to retain KPU as a client.

**Resource Requirements**

N/A

**Implications/Risks**

N/A

**Consultations**

N/A

**Attachments**

N/A

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**Submitted by**

Chervahun Emilien, Chief Financial Officer

**Date submitted**

November 8, 2024

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number:** 7.3

**Meeting Date:** November 27, 2024

**Presenter(s):** Chervahun Emilien

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**AGENDA TITLE:** MANAGEMENT DISCUSSION AND ANALYSIS AND ANALYTICS SUPPORTING THE APPROVED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

**ACTION REQUESTED:** Motion

### RECOMMENDED RESOLUTION

**THAT the Board of Governors approve the draft Management Discussion and Analysis for the year ended March 31, 2024, as recommended by the Board Audit Committee.**

---

### COMMITTEE REPORT

On November 19, 2024, the Board Audit Committee received, reviewed and recommended that the Board of Governors approve the draft Management Discussion and Analysis for the year ended March 31, 2024.

---

#### Context and Background

As per Section 13 of the Board Governance Manual, the Audit Committee reviews and recommends to the Board of Governors approval of the management discussion and analysis (“MD&A”) that accompanies the audited financial statements.

KPU’s audited consolidated financial statements for the year ended March 31, 2024 were approved by the Board of Governors on May 22, 2024. The reporting package did not contain the management, discussion and analysis (“MD&A”) component.

The MD&A is a core element of the financial statements reporting package. It is a powerful communication tool for management to describe how the financial statements were prepared, as well as how the University has created value and how it can continue to do so in the future. It also allows management to explain about the financial position and strategy of the University.

#### Key Messages

1. The MD&A provides a narrative explanation, through the eyes of management, on KPU’s financial condition.

2. The University continues to maintain surpluses each year and has a strong cash balance that allows it to meet its day to day obligations, along with a positive cash flow to support ongoing strategic opportunities. The current year allowed for a few financial strategies including deferring the entire operating grant from the Province for future use and setting up internally restricted funds for specific strategic initiatives. Financial indicator ratios show that KPU continues to outperform its targets annually, as it continues to maintain its strong financial position. Net debt has decreased steadily over the past five years indicating an overall improved financial condition.
3. The MD&A has been reviewed by the external auditors, KPMG, as an accurate representation of the annual financial results.

**Resource Requirements**

N/A

**Implications/Risks**

N/A

**Consultations**

1. University Executives
2. KPMG LLP

**Attachments**

1. Management Discussion and Analysis and Analytics Supporting the Approved Financial Statements for the Year Ended March 31, 2024

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**Submitted by**

Chervahun Emilien, Chief Financial Officer

**Date submitted**

November 20, 2024



Kwantlen Polytechnic University

# Annual Financial Report

**March 31, 2024**

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## *Territorial Acknowledgement*

*We at Kwantlen Polytechnic University respectfully acknowledge that we live, work and study in a region that overlaps with the unceded traditional and ancestral First Nations territories of the Musqueam, Katzie, Semiahmoo, Tsawwassen, Qayqayt and Kwikwetlem; and with the lands of the Kwantlen First Nation, which graciously bestowed its name on this university.*

## MESSAGE FROM THE CHIEF FINANCIAL OFFICER

I am pleased to present Kwantlen Polytechnic University's ("KPU's" or the "University's") annual financial report for the year ended March 31, 2024. KPU's annual financial report includes the audited consolidated financial statements for the year and management's discussion and analysis which provides a comprehensive review of the University's overall financial condition and areas of opportunity, risk and improvement.

The global economy and political landscape remain full of uncertainty, with increased inflation, supply chain and housing market challenges in recent years, alterations to federal government immigration policy, climate change, increasing cybersecurity risks, geopolitical conflicts impacting global stability, and the uncertain trajectory of economic recovery post-pandemic, to name a few.

Recent changes to federal government immigration policies have directly influenced KPU's international student enrollments. From December 2023 to March 2024, the federal government announced three major changes impacting international students in Canada: 1) a two-year cap on study permits; 2) doubling of the cost-of-living requirements; and, 3) elimination of open work permits for spouses and partners of international students in undergraduate programs, all compounding an already softening international student enrollment trend. KPU is determining how the University's allocation of study permits will be incorporated into long-term strategic planning and budgeting approaches. Assessing the impact on future enrolment is challenging as more changes are expected with the federal and provincial governments looking closely at immigration and international education policies.

KPU's approach to its fiscal year (FY) 2023-24 budget included maintaining prior year divisional budgets, enabling increases on a one-time-only basis only, while continuing to focus on diversifying revenue sources, enhancing student financial supports, improving technology and infrastructure to address security concerns and assist with a blended approach to learning and working, focusing resources on KPU's climate action plan, and funding for student and employee recruitment and retention.

Through continued efforts, KPU remains committed to educational achievements, research, innovation and accountability to ensure its students, employees and the entire KPU learning community have supports for diverse, inclusive and relevant streams of education. As a polytechnic university, KPU offers traditional and career programs with multiple pathways leading to university degrees. KPU's purpose is to provide students with the skills and understanding necessary to be engaged, aware, and responsible citizens, and to pursue fulfilling careers by focusing on the integration of theory, critical insight, and practice. It is through collective efforts across the University that KPU has navigated challenges, embraced opportunities and achieved significant milestones through education, professional development and innovative pursuits, to continue propelling both KPU and its community's growth and success.



A photograph of a university campus walkway. In the foreground, a person in a blue checkered shirt and grey pants walks away from the camera, carrying a black bag. To the right, two other students walk towards the camera. The background shows a modern building with a glass-enclosed upper level and a covered walkway with brick pillars. There are trees, flower boxes with pink flowers, and black lampposts. A large red box with white text is overlaid in the center.

# Management Discussion and Analysis

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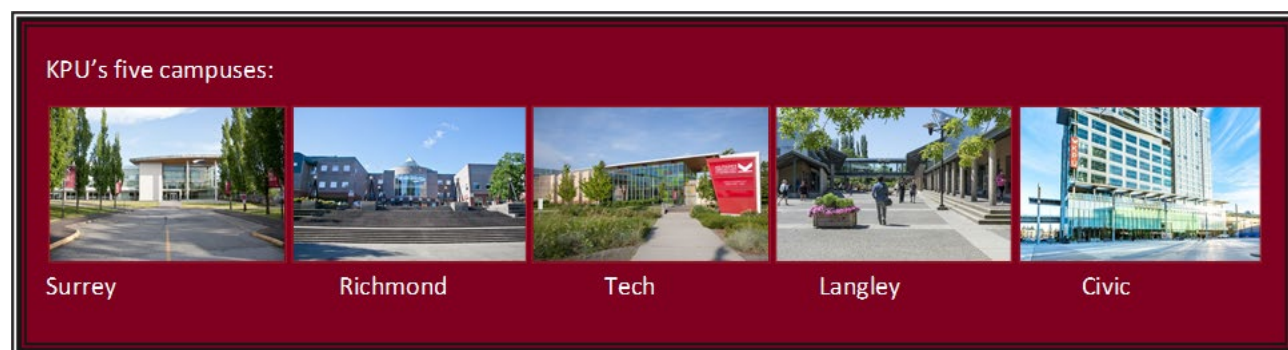


## EXECUTIVE SUMMARY

The management discussion and analysis (“MD&A”) provides an overview of KPU’s operating environment, financial condition and areas of financial risk and opportunity for the year-ending March 31, 2024. This MD&A and the accompanying audited consolidated financial statements are an important measure of the University’s financial health and should be read together. For expanded information on the topics below, please refer to the relevant section headings throughout the MD&A.

### About KPU

KPU, as the sole polytechnic university in Canada, uniquely combines the hands-on, industry-responsive approach of polytechnics with the expanded academic offerings and research integration of a university, offering diverse credentials through over 140 programs, serving over 20,000 students annually across five campuses in the region south of the Fraser River.



### Operating Environment and Governance

KPU operates under British Columbia's University Act and is accountable to the Ministry of Post-Secondary Education and Future Skills (“Ministry”), ensuring alignment of its strategic plan with provincial priorities. KPU features a bi-cameral governance model with a Board of Governors overseeing the management, administration and control of property, revenue, business and affairs, and a Senate managing academic policies. The President and executive team handle daily operations and policy implementation.

KPU receives base funding from the BC Government and is subject to balanced budget legislation. As part of the BC Government, KPU’s financial statements must comply with BC’s Budget Transparency and Accountability Act and are consolidated with the BC Government’s financial statements.

### Financial Results / Indicators

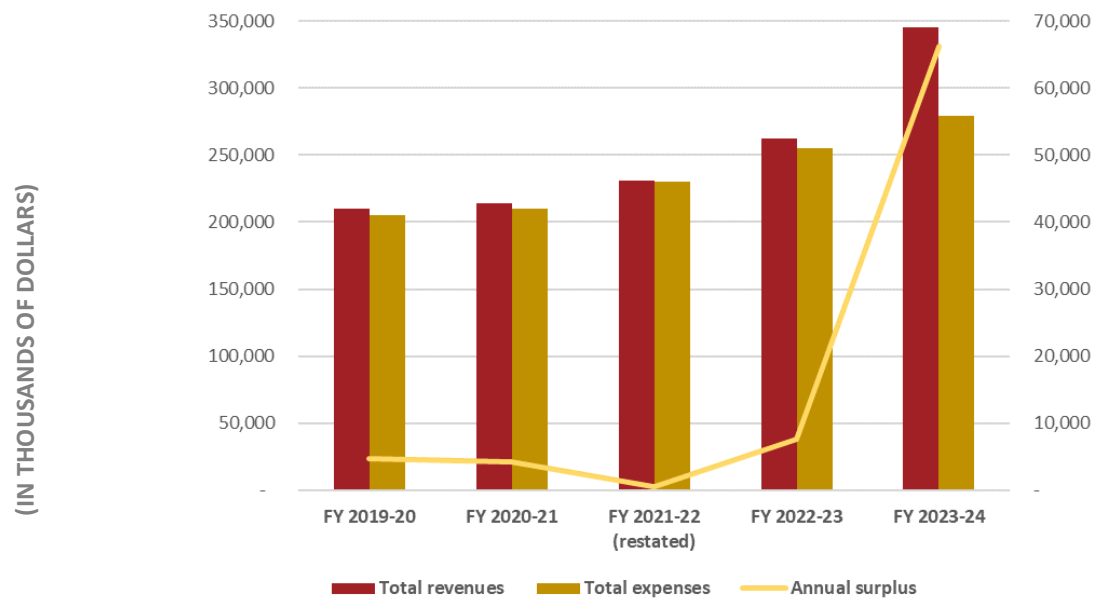
KPU’s financial health is based on various factors that collectively indicate its financial stability, sustainability, vulnerability and ability to fulfill its mission effectively.

In FY 2023-24, a significant transaction occurred with the sale of a portion of land, generating cash proceeds of \$117.6M and a gain-on-sale of \$116.4M. This transaction had a substantial impact on FY 2023-24’s revenue, operating surplus, financial position and cash flow. This transaction is referred to as the ‘land sale’ throughout the MD&A.

A detailed discussion of FY 2023-24 cash flows and operating results begins on page four of this report.

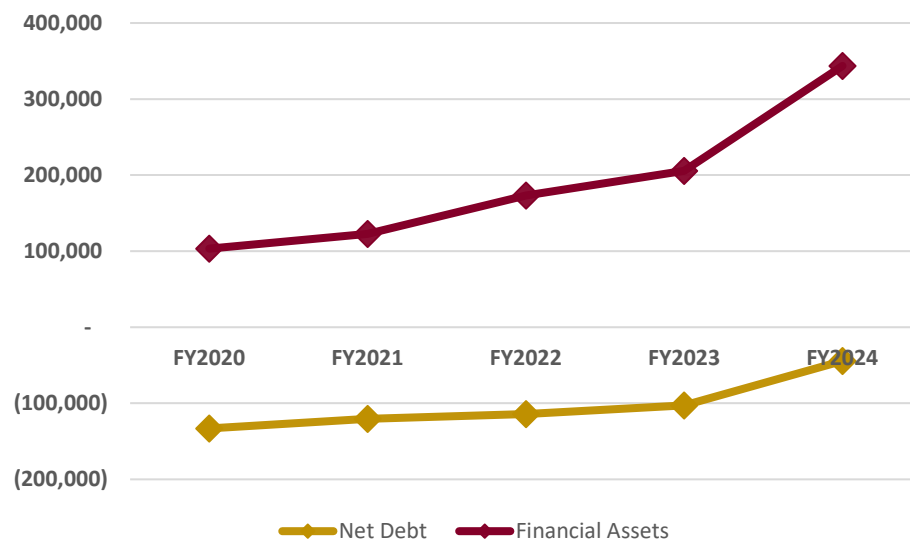
### Revenue Growth and Operating Surpluses

KPU has experienced consistent revenue growth over the past five years, increasing by 64%, while expenses have grown by 36%. KPU consistently maintained operating surpluses (revenues greater than expenses) each year.



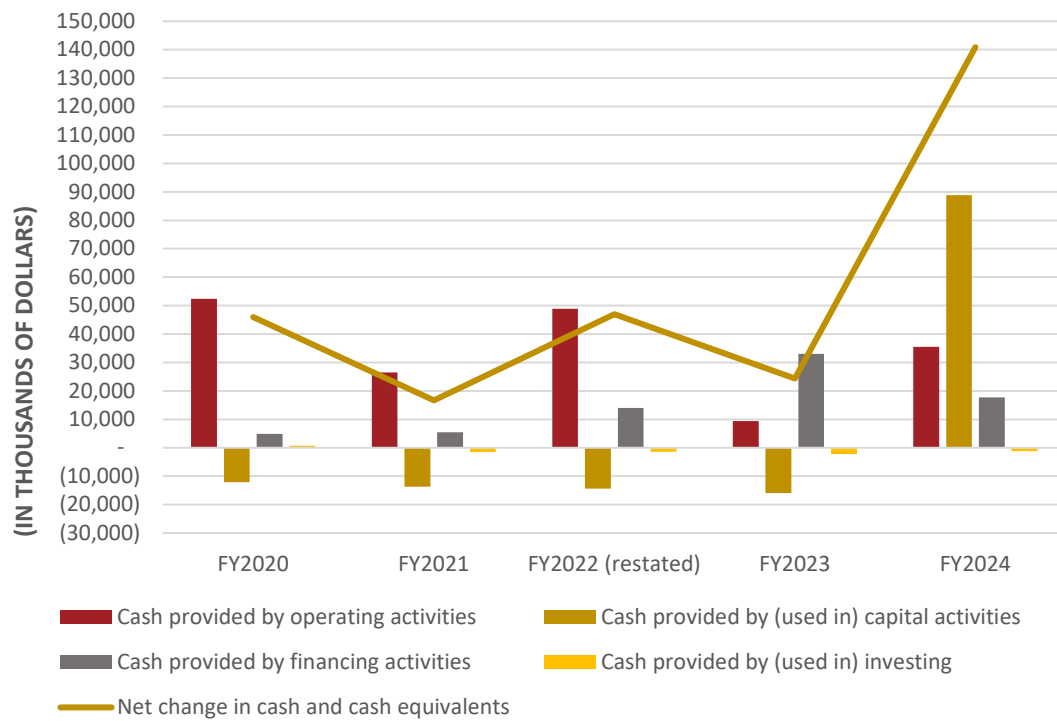
### Financial Position

KPU is in a strong financial position, evidenced by a considerable reduction in net debt and increase in financial assets over the last five years.



## Cash Flows

KPU consistently has strong cash from operating activities.



## Risks, uncertainties and opportunities

KPU encounters various challenges in its operational environment, including financial, regulatory, and geopolitical risks, particularly regarding its reliance on international student tuition. Additionally, the University contends with inflationary pressures, construction cost escalations, and cybersecurity threats. To address these issues, KPU is actively implementing strategies to mitigate risks and enhance student support, faculty recruitment, and cybersecurity measures.

## KPU looking forward

As KPU progresses, strategic enrolment management and diversifying revenue sources remain crucial for growth and operational effectiveness. Guided by Vision 2026 and uniquely positioned as Canada's only polytechnic university, KPU will continue to prioritize the learning needs of its students first by integrating theory, critical insight, and practice. The University aims to equip students with the skills and understanding necessary to become engaged, aware, and responsible citizens, and to pursue fulfilling careers. KPU is dedicated to teaching, research and innovation that enhance human capacity to influence and improve our world. KPU is undertaking an exercise of financial modeling to support decision making in reaction to the impact of externally controlled factors like the reduction in international students. While the modelling is ongoing and continuous as more data becomes available, the initial impression is that KPU is well positioned, in the short term, to withstand the impact of this downturn. This exercise will also lead to reviewing KPU's optimal size and breadth of its operations. KPU will continue to employ flexible budgeting practices and diversify revenue sources, including establishing revenue-generating opportunities through the KPU Communities Trust.

## OPERATING ENVIRONMENT AND GOVERNANCE

### University Overview

As Canada's sole polytechnic university, KPU stands out from conventional universities and polytechnic institutes nationwide. Polytechnics are higher education institutions that offer advanced technical education, with a hands-on, industry-oriented approach. These programs emphasize practical learning equipping students with the essential skills and proficiencies needed in today's workplaces, giving our graduates a significant advantage in the job market. Achieving university status allows KPU to award bachelor's, master's and doctoral degrees, as well as citations, certificates, and diplomas in both traditional and innovative disciplines. As a university, KPU has an enhanced ability to integrate academic and professional education, research, community engagement and critical thinking with theoretical knowledge into its educational framework.

Over 20,000 students annually attend courses at KPU's five campuses: Surrey, Richmond, Langley, Cloverdale and Civic Plaza. These campuses serve the region south of the Fraser River that overlaps with the unceded traditional and ancestral First Nations' territories of the Musqueam, Katzie, Semiahmoo, Tsawwassen, Qayqayt and Kwikwetlem, and with the lands of the Kwantlen First Nation, which gifted the use of its name to the University.

### Government Oversight

The Government of British Columbia ("BC Government") is made up of Ministries and various other organizations that deliver services & programs on its behalf, including post-secondary education. For reporting purposes, this group of entities is referred to as a Government Reporting Entity ("GRE"). Specifically, KPU is accountable to the public through the ministry which provides leadership and direction for post-secondary education and skills training across the province.

The Ministry requires KPU to align with overarching principles relevant to the entire public sector as well as specific directions on priorities and expectations. The Ministry issues mandate letters to British Columbia public post-secondary institutions ("PSIs") that outline government priorities for the public post-secondary system. KPU's mandate letter and the Minister's letter of direction highlight the government's priorities for the University. KPU meets these requirements by aligning its strategic goals and performance measures with provincial and Ministry post-secondary education sector objectives.

KPU operates under the authority of the *University Act* of British Columbia and is a not-for-profit entity governed by a Board of Governors, with the majority appointed by the provincial government. In accordance with the *University Act*, KPU has adopted principles of bi-cameral governance, where the Board oversees the management, administration and control of property, revenue and business affairs of the University while the Senate oversees academic governance. KPU is led by the President, supported by an executive team, is responsible for managing the day-to-day operations and implementing policies.

As a publicly funded PSI, KPU must adhere to guidelines set by the British Columbia post-secondary sector. The financial context for this sector is tightly constrained by the provincial government, which has mandated a 2% per year limit on domestic tuition increases, limiting opportunities to increase tuition revenue. While international tuition rate increases are not currently restricted by government, discretion must be used when setting rates to ensure they remain competitive in the international student market and provide predictability for international students.

### *Balanced budget legislation*

The British Columbia post-secondary education sector is subject to balanced budget legislation. This legislation requires that, in any given fiscal period there cannot be an operating deficit. This contributes to a complex operating environment, especially in times of economic uncertainty. Longer term planning is required to ensure the University is in a balanced financial position each year, regardless of historical surpluses or deficits.

The Ministry continues to provide the opportunity to the University, upon request, to present a deficit budget. Given its expected financial position, KPU did not request a deficit budget and KPU's Board approved a balanced budget for FY 2023-24.

## **Strategic priorities and planning**

KPU's strategic plan, Vision 2026, outlines the mission, vision, and goals that will steer the University's growth and decision-making over the coming years. Building on the foundation of Vision 2023, which concluded with a final report in fall 2023, Vision 2026 was developed through extensive consultations with key stakeholders. The final version of Vision 2026 received approval from KPU's Board of Governors (the "Board") in May 2023.

Vision 2026's mission, vision, values and goals embody KPU's identity as a polytechnic university, highlighting its unique potential to adapt and foresee future changes and challenges. By prioritizing key areas, KPU aims to ensure sustained success. The strategic direction set by Vision 2026 continues to shape the planning, budgeting and management processes, enabling the effective allocation of limited financial resources and the optimization of service outcomes.

## **Operating grants and Other Revenues**

Each year, eligible public PSIs receive base operating funding from the provincial government. For many institutions, including KPU, this grant is calculated independently of government student full-time equivalent ("FTE") targets. Consequently, changes in student delivery FTEs do not necessarily affect financial support. The Ministry issues an annual budget letter detailing KPU's operating grant and student FTE targets, associated accountabilities, and expectations for the upcoming year.

Public PSIs also generate revenue from various sources including tuition, ancillary services, federal grants, endowments and investments. However, the majority of their funding comes from a combination of the provincial operating grant and tuition.

## **Collective Agreements**

The Kwantlen Faculty Association ("KFA"), represents the faculty members at KPU. Meanwhile, the British Columbia Government and Service Employees' Union ("BCGEU") represents staff members at various public institutions across British Columbia, though not specifically at KPU. Both the KFA and the BCGEU have collective agreements in place, with the KFA's agreement covering the period from April 1, 2022 to March 31, 2025 and the BCGEU's agreement covering from July 1, 2022 to June 30, 2025.

# FINANCIAL RESULTS

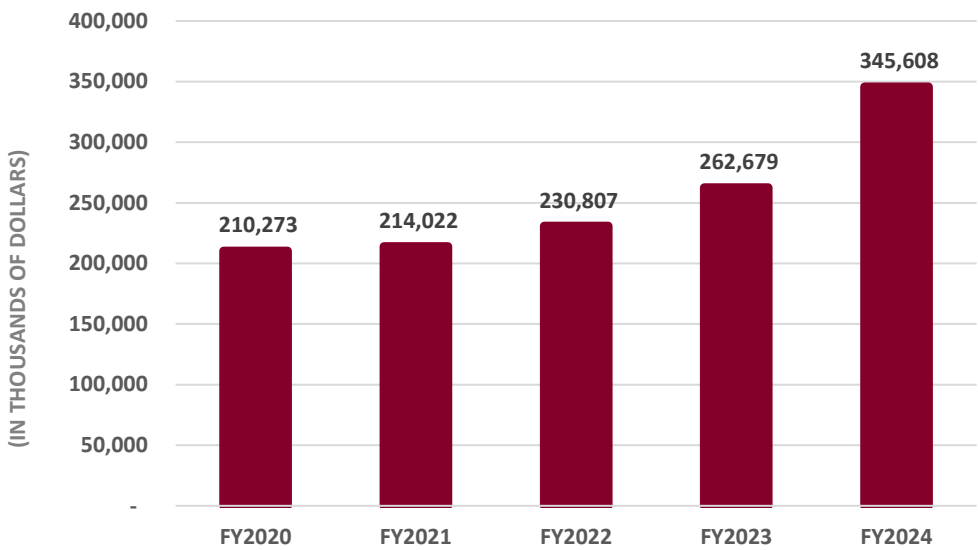
KPU prepares its consolidated financial statements in accordance with Section 23.1 of the *Budget Transparency and Accountability Act* (“Act”) of the Province of British Columbia (the “Province”). The Act mandates that KPU follow Public Sector Accounting Standards (“PSAS”) along with Regulations 257/2010 and 198/2011 issued by the Province’s Treasury Board. These regulations include notable differences related to deferred contributions. The basis for accounting and significant accounting policies followed for KPU’s consolidated audited financial statements for the year ended March 31, 2024 are detailed in Note 2 of the statements included later in this report, with Note 2(a) providing an in-depth description of the regulations and PSAS differences.

## Overview

This section provides a comprehensive overview of KPU’s financial results, including revenues, expenses, financial position and cash flows from multiple perspectives. In FY 2023-24, KPU sold a portion of land adjacent to its Cloverdale campus to Fraser Health. This significant transaction impacted the results presented in this report. The Board approved the sale of the land in FY 2022-23 and, the land was reclassified as “asset held-for-sale” on KPU’s FY 2022-23 Consolidated Statement of Financial Position. The sale was completed in August 2023 for a price of \$117.6M which resulted in a gain-on-sale of \$116.4M.

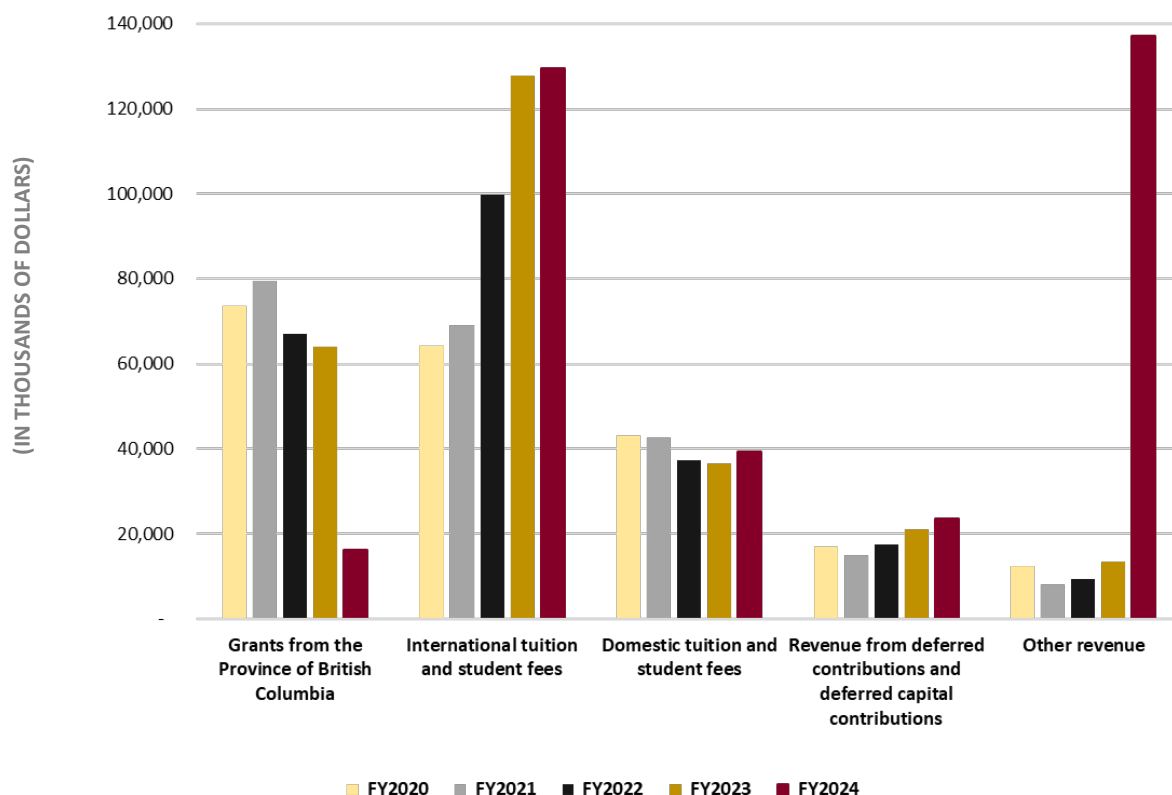
## Revenues

Revenues have shown consistent year-over-year growth, reflecting the University’s overall expansion over the past five years. As shown in the graph below, total revenues grew by 64.4% from \$210.3M in FY 2019-20 to \$345.6M in FY 2023-24. Revenue increased by 31.6% from FY 2022-23 (\$262.7M) to FY 2023-24 (\$345.6M). The significant increase in FY 2023-24 is attributed to the one-time land sale previously mentioned.



### Revenues by source

The following graph shows the trend in revenues by source over the past five years:



The sections below provide an overview of each revenue source and explanations of changes between FY 2022-23 to FY 2023-24.

### Grants from the Province of British Columbia

Grants from the Province primarily consist of the provincial operating grant, which serves as KPU's core funding. This category also encompasses provincial funding allocated for specific purposes and projects. Overall, reported grants from the province decreased by 74.6% in FY 2023-24 as compared to the prior year. The decrease is a result of KPU receiving approval from the Ministry to defer \$83.0M of its FY 2023-24 operating grant compared to \$23.0M in FY 2022-23.

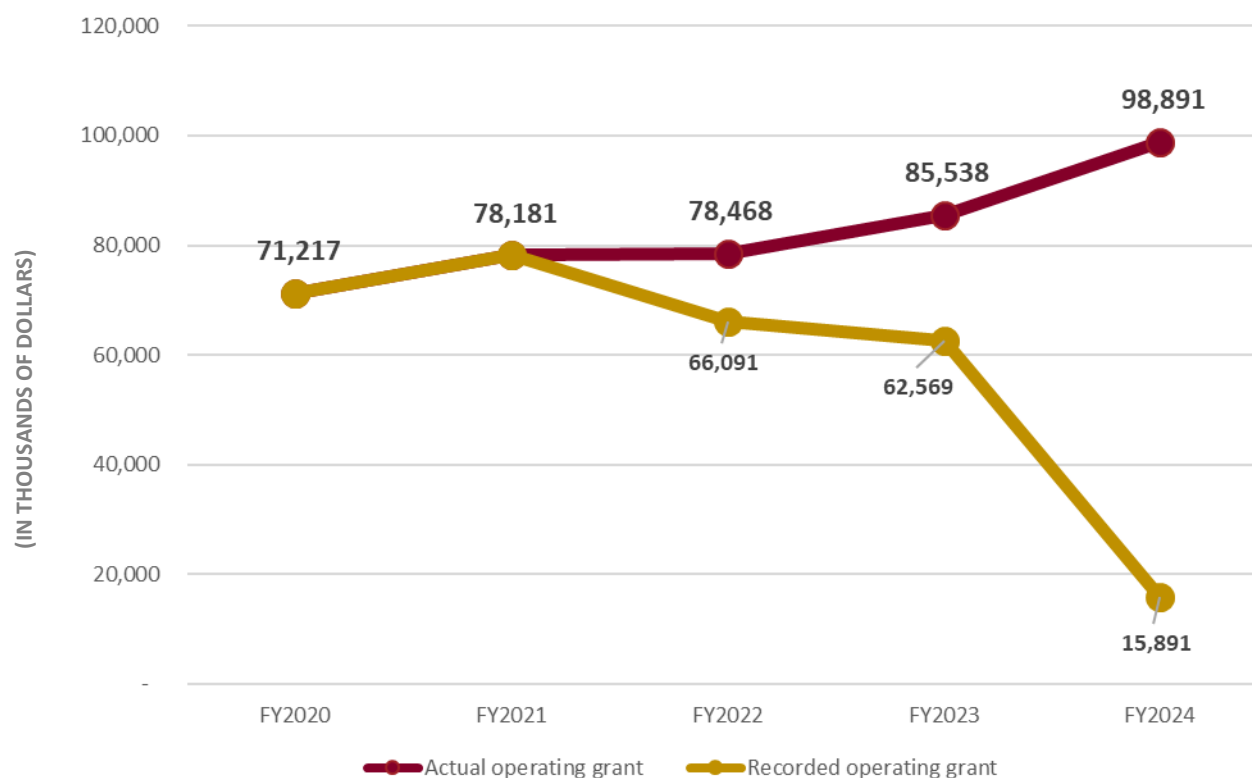
### Operating Grant Deferrals

KPU's FY 2023-24 budget letter indicated an operating grant of \$85.0M. Subsequently, the University received an additional \$13.9M for wage increases under the Province's Shared Recovery Mandate ("SRM") for funding related to FY 2022-23 and FY 2023-24, for a total annual operating grant of \$98.9M. The SRM provides funding for increases in salaries and benefits for all public sector employers with unionized employees, including the BCGEU KFA employees. Negotiations are focused on providing a fair and reasonable offer to public-sector workers that includes inflation protection, while ensuring that the BC Government has the resources to continue to invest in building a stronger province for everyone.

KPU was approved to defer \$23.0M of its FY 2022-23 operating grant for capital purposes. In FY 2023-24, KPU was approved to defer \$83.0M, with \$78M allocated for operating purposes and \$5M for capital purposes. The FY 2023-



24 deferral was implemented with a focus on long-term planning goals, support for equity, diversity and inclusion, student supports, indigeneity, and technology projects and services. Due to these deferrals, the operating grants recorded in KPU's consolidated financial statements may differ from actual grants received. The graph below shows that operating grants have been increasing over the past five years.

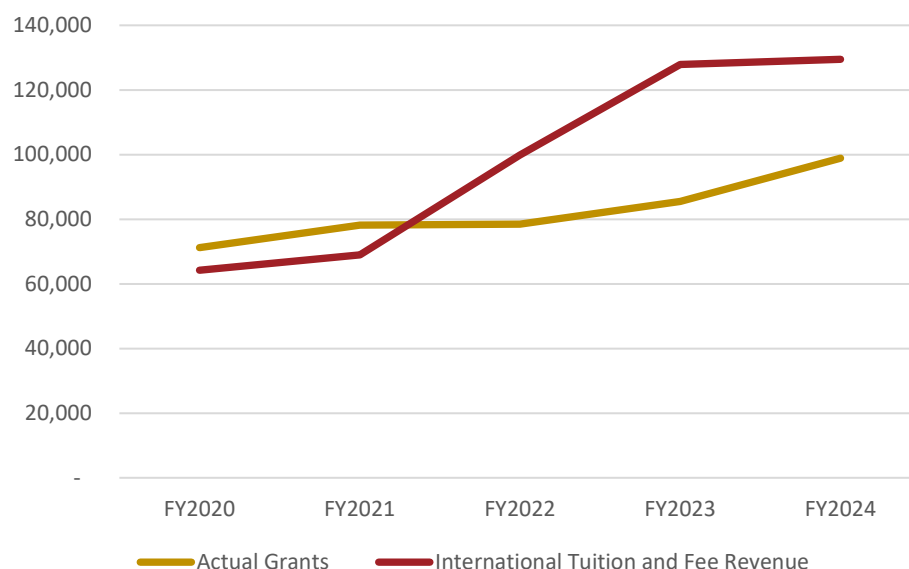


#### *International and domestic tuition and student fees*

Tuition and student fees represent all fees incurred by students to attend KPU for credential programs. International tuition and student fees are the University's largest revenue source, increasing by \$1.6M or 1.3% to \$129.5M in FY 2023-24 (FY 2022-23 - \$127.9M or 28.1%). The increase includes a 2% rise in fees offset by an 8.0% year-over-year decrease in international student FTEs. A significant number of students received transfer credits (referred to as "PLAR's") in FY 2022-23. Consequently, the drop in FTEs does not directly correspond to the year over year change in tuition. Tuition for international students is higher than that of domestic students because the government grants cannot be used to subsidize international student tuition.

Domestic tuition and student fees rose to \$39.2M (FY 2022-23 - \$36.6M), a 7.2% increase from FY 2022-23. This increase aligns with the 3.8% rise in domestic student FTEs.

Historically, grants from the province of British Columbia have been similar to international student tuition and fees, however, the graph below identifies a shift in FY 2021-22 where international student tuition and fee revenue exceeded the actual grants from the Province, becoming KPU's primary ongoing revenue source.



The graph reflects four years of data beginning in FY 2020-21 when international and domestic tuition and student fees were first disclosed separately on the consolidated financial statements.

#### *Revenue from deferred contributions*

Revenue from deferred contributions, which represent the spending of externally restricted grants as specified by the contributor, increased by 8.7% to \$11.5M in FY 2023-24 (FY 2022-23 - \$10.5M). A significant factor in this change was the increase in revenue recognized from sources other than provincial and federal contributions. These contributions are predominately for research grant activities, which continues to recover after being suppressed throughout the pandemic.

#### *Revenue from deferred capital contributions*

Prior to use, contributions restricted for the purpose of acquiring capital are recorded as deferred capital contributions on the Consolidated Statement of Financial Position. As capital projects are completed and assets are put into use, these contributions are recognized as revenue from deferred capital contributions at the same rate as the amortization of the tangible capital asset. In FY2024, there was a 14.6% increase to \$12.1M (FY2023 - \$10.5M), primarily driven by capital assets that were put into service in FY2024.

#### *Other revenue*

Other revenue is composed of ancillary services revenue, investment income, miscellaneous income, and the gain on the land sale, which was the driver of the significant increase in this revenue category in FY 2023-24.

Ancillary services revenue which includes revenue from the bookstore, parking and food services remained stable at \$3.3M in FY 2023-24 (FY 2022-23 - \$3.3M). Despite increased student and employee activity on campus post-pandemic, this revenue source has not returned to pre-pandemic levels due to an overall reduction in campus activities.

Investment income includes interest revenue, dividends and realized gains and losses on the sale of investments. There was a year-over-year increase of \$7.1M or 117.3% in investment income (FY 2022-23 - \$3.8M or 163%). This increase is largely attributed to higher interest earnings on increased cash balances from the land sale and elevated average interest rates with the prime rate remaining at 6.7% for most of the year.

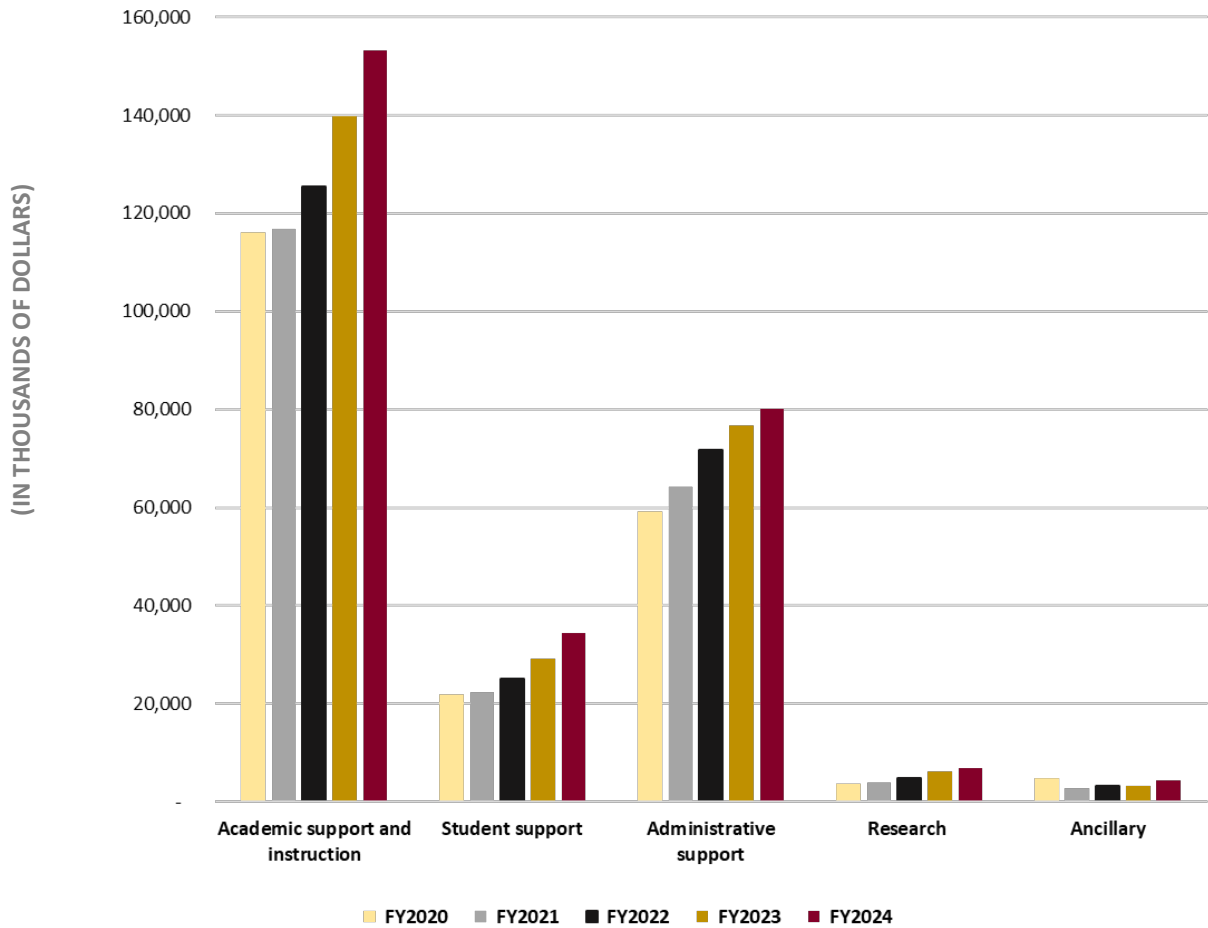
The remainder of other revenue is composed of miscellaneous income such as space rentals, donations received, trades shop income and product sales and contract revenue. This increased by 7.8% to \$4.3M in FY 2023-24 (FY 2022-23 - \$4.0M or 14.8% decrease).

Expenses

Overall, expenses have grown by 35.8% from \$205.6M to \$279.3M over the past five years, versus the increase in revenues of 64.3% over the same period.

Expenses by functional area

Functional areas reflect broad services provided by the University. KPU allocates the majority of its budget to ensuring the delivery of quality education, with significant investments in academic support, instruction and administrative support for core activities. The remaining budget is dedicated to supporting students in non-academic areas, research initiatives and providing ancillary services. The graph below illustrates the expense amounts for each function over the past five fiscal years.



Academic support and instruction

This functional area encompasses all academic programs, courses, and activities related to teaching and learning. It includes undergraduate and graduate programs, curriculum development, academic advising, student support services, faculty development, and instructional technology. The focus is on maintaining high-quality educational experiences for students and fostering a culture of academic excellence.

As KPU emerged from the pandemic, its focus shifted from maintaining core academic activities to furthering academic innovation and teaching excellence. Academic support and instruction increased by 9.7% to \$153.3M in FY 2023-24 (FY 2022-23 - \$139.7M). The majority of this increase is attributed to faculty salaries and benefits wage increases for existing programs, increases to the Entertainment Arts program and targeted investments in academic strategic initiatives and institutional and faculty development.

#### Student support

This functional area includes the Office of the Registrar, Student Affairs and KPU International:

- The Office of the Registrar supports students with admission, registration, academic records, graduation or transcripts.
- Student Affairs provides services and programs related to accessibility, academic advising, assessment and testing, campus recreation, career services, counseling, student-focused equity, diversity and inclusion initiatives, orientation and transition, student awards and financial assistance, student health and wellness, and student rights and responsibilities. The aim is to enhance the overall student experience and support student success and well-being.
- KPU International offers services to international students including admissions support services, and study abroad opportunities.

Student support increased by 17.8% to \$34.4M in FY 2023-24 (FY 2022-23 - \$29.2M). The University made targeted investments to enhance the student experience including increasing funding for student awards, and the introduction of a new KPU food security grant. The holistic approach to supporting students has been strengthened to further enhance the educational and learning experience.

#### Administrative support

This functional area encompasses the operational and administrative facets that support KPU's day-to-day functioning. It includes areas such as Campus and Community Planning, Campus Safety and Security, Communications, Equity and Inclusive Communities, External Affairs, Facilities, Finance, General Counsel, Governance, Human Resources, Indigenous Leadership, Innovation and Partnerships, Information Technology, Marketing, Office of the President, and Planning & Accountability. This area ensures efficient and effective management of resources and compliance with relevant regulations and policies.

Administrative support expenses increased by 4.3% to \$80.1M in FY 2023-24 (FY 2022-23 - \$76.8M). The increase is primarily due to salary and benefit increases and new strategic positions and additional Information Technology costs related to the final phase of the cloud migration. Higher costs related to the activities in KPU Communities Trust were also noted. These increases were partially offset by a \$3.9M year over year decrease in transfers to the KPU Foundation.

#### Research

This functional area focuses on advancing knowledge and innovation through research activities conducted by faculty, students, and staff. It includes research grants and funding, research laboratories and facilities, collaboration with industry partners, publication and dissemination of research findings, and support for research ethics and compliance. The aim is to promote a vibrant research environment and facilitate interdisciplinary collaboration and discovery.

Research expenses increased by 13.5% to \$7.0M in FY 2023-24 (FY 2022-23 - \$6.1M) driven by heightened activity on short-term research grants. KPU continues to support the expansion of its research initiatives, contributing \$2.0M to the KPU Research Endowment in the KPU Foundation towards research activities at the University in FY 2023-24. Since FY2020, research expenses have increased by 94.9%, reflecting significant growth driven by both internal and external grant activities. This growth reflects the University's commitment to enriching experiential learning opportunities through robust research support.

## Ancillary Services

This functional area includes non-academic services that enhance the student experience, such as bookstores, food services and parking. Ancillary expenses increased by 41.5% to \$4.4M in FY 2023-24 (FY 2022-23 - \$3.1M) primarily as a result of food services contract obligations and termination payments of \$0.5M related to the transition to a new service provider; additional repairs and maintenance of the Langley, Richmond, Surrey and Cloverdale campus parking lots of \$0.2M; and, adjustments to bookstore inventories for previously returned and unbilled merchandise netting to \$0.45M.

## Expenses by object

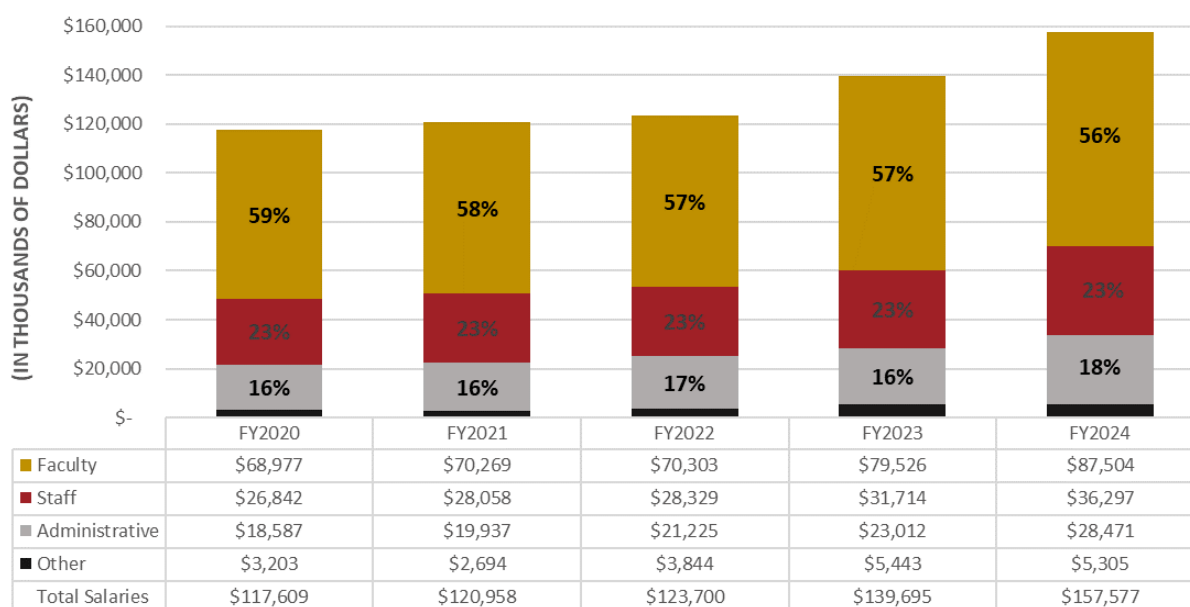
The object refers to the expense category. The table below shows the expenses by object for FY 2022-23 and FY 2023-24. Overall, expenses increased 9.5% from the prior year.

| Expenses by object (in \$'000s)         | FY 2023-24     | FY 2022-23     | Change        |
|---|----------------|----------------|---------------|
| Salaries and benefits                   | 194,744        | 173,175        | 21,569        |
| Travel and professional development     | 4,159          | 3,334          | 825           |
| Supplies                                | 4,971          | 5,121          | (150)         |
| Student awards, bursaries and donations | 8,685          | 11,600         | (2,915)       |
| Fees and services                       | 27,255         | 25,326         | 1,929         |
| Facilities                              | 15,834         | 14,524         | 1,310         |
| Cost of sales                           | 2,184          | 1,475          | 709           |
| Leases, property taxes, insurance       | 616            | 469            | 147           |
| Accretion                               | 54             | 98             | (44)          |
| Amortization of tangible capital assets | 20,789         | 19,895         | 894           |
| <b>Total expenses by object</b>         | <b>279,291</b> | <b>255,017</b> | <b>24,274</b> |

## Salaries and benefits

There are three main employee groups at KPU: faculty, staff and administration. Faculty are members of the Kwantlen Faculty Association ("KFA") and staff are members of the B.C. Government and Service Employees' Union ("BCGEU"). Administration staff are non-union.

Salaries and benefits are KPU's largest expenditures representing 69.7% of KPU's expenses in FY 2023-24 (FY 2022-23 – 67.9%). There was an overall increase in salaries and benefits of \$21.6M or 12.5% year-over-year. The graph below provides additional details of salaries by employee group.



The relative proportion of salary expense by employee group has remained stable over time. Recent growth in the Administrative functional area resulted from filling previously approved vacant positions over the past two fiscal years. The highest increases seen in the Academic and Student Services areas for targeted academic and student supports. The new Office of Equity and Inclusive Communities, Indigenous Leadership and the Office of Communications in the President’s functional area, and the Human Resources functional area also had continued growth along with increased activities at the KPU Communities Trust.

Both the BCGEU and the KFA collective agreements were ratified during FY2024. The increase in faculty and staff group salaries reflects the cumulative impact of higher than budgeted wage increases. The staff group also saw increases due to filling previously approved vacant positions over the past two fiscal years. Faculty salaries were further impacted by the ongoing rollout of the Entertainment Arts programs, and Health program expansions.

Non-salary expenses

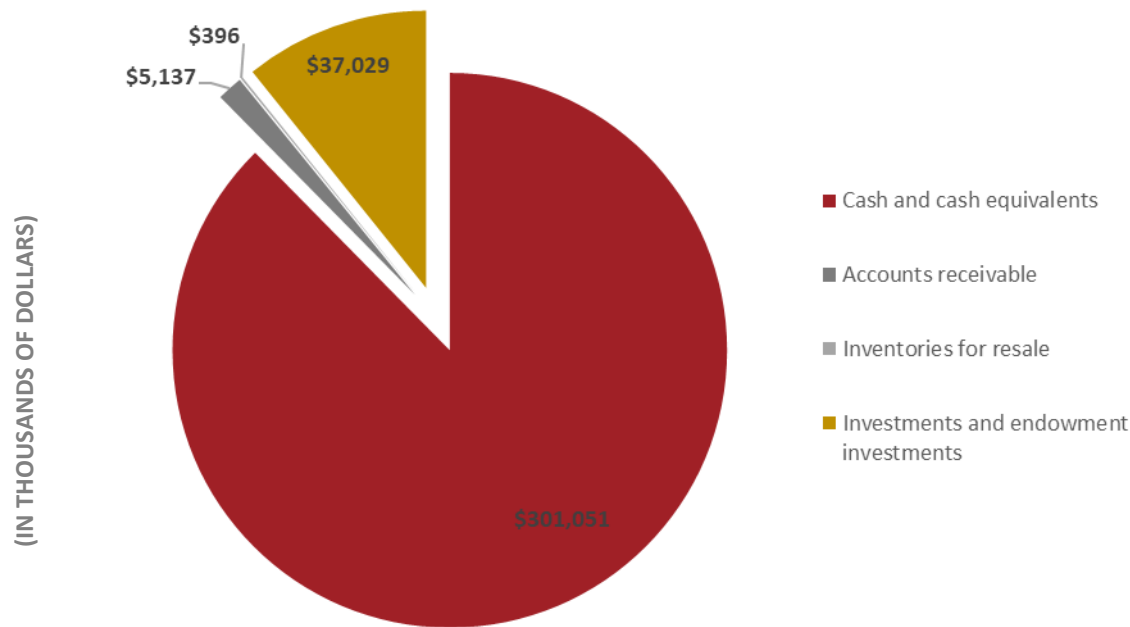
Non-salary expenses, including amortization, increased by 3.3% or \$2.7M to \$84.5M in FY2024 (FY2023 – \$81.8M). This increase is attributed to activity levels rebounding to pre-COVID levels, inflationary pressures, and an increase in amortization due to new asset additions. Significant new asset additions are discussed in the Non-Financial Assets section later in the report. These increases were partially offset by a \$3.9M in year over year decrease in transfers to the KPU Foundation.

Financial position

The University is in a strong financial position with significant increases in financial assets and reductions in net debt. This robust position provides greater flexibility for long term strategic decision making.

Financial assets

Financial assets represent resources that can be converted to cash to meet obligations or fund future operations. During FY 2023-24, financial assets increased by 67.0% to \$343.6M (FY 2022-23 - \$205.8M or 18.9%). The graph below provides a breakdown of financial assets at the year ended March 31, 2024:



Cash and cash equivalents are the most significant component of financial assets amounting to \$301.1M or 87.6% of all assets (FY2023 - \$160.2M or 77.8% of all assets). This represents a \$140.9M year-over-year increase (FY2023 –

\$24.3M increase), primarily due to \$117.6M received from the land sale, \$7.1M in additional interest income earned on cash balances due to higher interest rates, and funding from the provincial government for retroactive wage increases for BCGEU and KFA employees following the ratification of collective agreements.

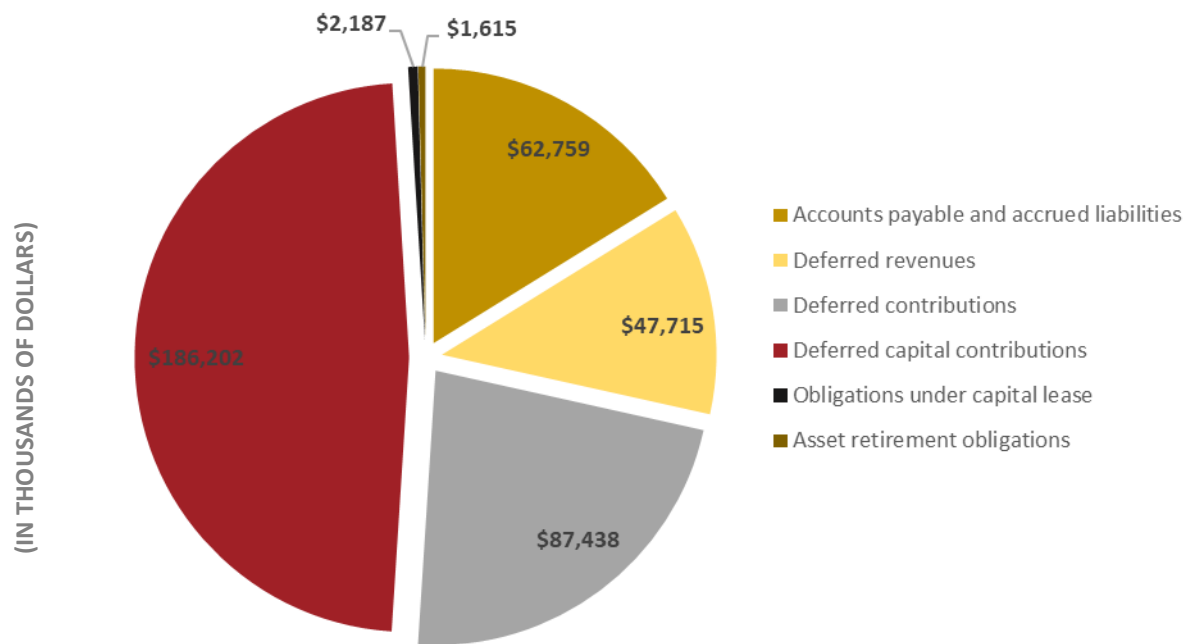
Accounts receivable represents \$5.1M or 1.5% of the financial asset balance (FY2023 - \$10.3M or 5.0% of assets), reflecting a year-over-year decrease of \$5.1M (49.9%). This decrease was primarily due to receiving funds from the Ministry for collective agreement increases that had not yet been ratified and were therefore receivable in FY 2022-23.

Inventories for resale, which include various products held for resale in KPU’s bookstores, remained relatively stable from FY2022 -23 to FY 2023-24.

Investments and endowment investments are the next largest component of financial assets totaling \$37.0M or 10.8% of financial assets (FY2023 – \$33.9M or 16.5% of assets). The year-over-year change was mainly due to unrealized gains on investments.

*Liabilities*

Liabilities represent the obligations the University has to others arising from past transactions or events. Liabilities increased by 25.7% to \$387.9M in FY 2023-24 (FY 2022-23 - \$308.6M or 7.4%). The graph below provides a breakdown of liabilities at the year ended March 31, 2024:



Accounts payable and accrued liabilities reflect amounts owed to vendors and others for goods or services received by the end of the fiscal year. These balances may include estimates where invoices have not yet been received. Accounts payable and accrued liabilities, representing 16.2% of total liabilities (FY 2022-23 – 16.1% of total liabilities), increased by 26.1% to \$62.8M in FY 2023-24 (FY 2022-23 - \$49.8M). This increase is largely due to higher accrued salaries, benefits and wages payable resulting from retroactive amount owed to employees upon ratification of collective agreements, increased in year-over-year vacation accruals due to more employees and wage increases, and the timing of payments to vendors.

Deferred revenues represent tuition payments made by students for future courses, which are recognized as revenue when the course is delivered. Deferred revenues, representing 12.3% of total liabilities (FY 2022-23 – 21.8%), decreased by 29.1% to \$47.7M in FY 2023-24 (FY 2022-23 - \$67.3M). This reduction is primarily due to a

decrease in payments received from international students for both the summer term and terms not yet registered, reflecting a decline in international enrolment.

Deferred contributions represent unspent externally restricted grants and contributions to be used in future periods, as specified by the contributor. Deferred contributions, representing 22.5% of total liabilities (FY 2022-23 – 3.3% of liabilities), increased significantly due to a \$78.0M deferral of the FY 2023-24 provincial operating grant for operating purposes.

Deferred capital contributions, which are externally restricted contributions for acquiring capital, are the largest component of liabilities at 48.0% of total liabilities (FY 2022-23 – 58.2% of total liabilities). This category increased by 3.6% to \$186.2M in FY 2023-24 (FY 2022-23 - \$179.7M), mainly due to a Ministry approved deferral of \$5.0M of the University's FY 2023-24 operating grant for capital purposes.

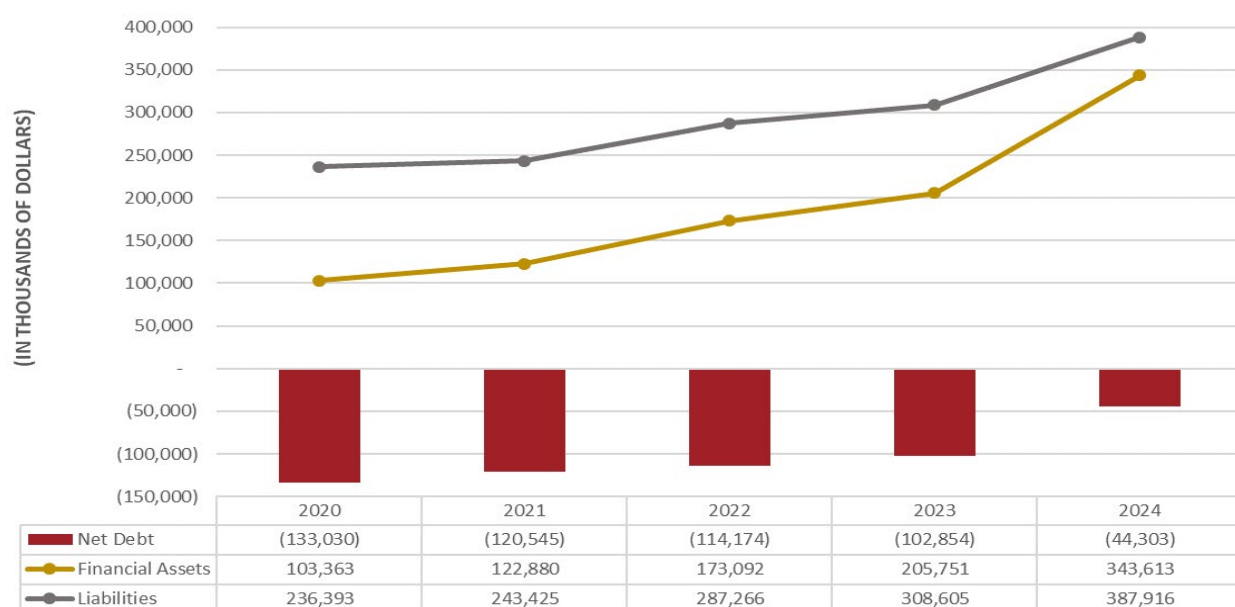
As discussed in the deferred contributions and deferred capital contributions sections, the University requested deferrals to fund future initiatives that it could not be addressed in the current fiscal year. These capital initiatives will focus on deferred maintenance of aging infrastructure, refreshing outdated information technology and furniture, and targeting planned University capital projects. This strategy supports the long-term financial stability of the University. The FY 2023-24 operating deferral requests were made with a focus on long term planning goals, equity, diversity, and inclusion supports, student supports, indigeneity, and technology projects and services.

Obligations under capital lease represent a capital lease the University entered into on September 1, 2023 to finance IT infrastructure for the Entertainment Arts program at an estimated cost of borrowing of 7.36% per annum (FY2023 – nil).

Included in liabilities is an asset retirement obligation for the removal of hazardous material from some of the University's buildings. The balance of asset retirement obligations at March 31, 2024 was \$1.6M (FY2023 - \$1.6M).

#### Net debt

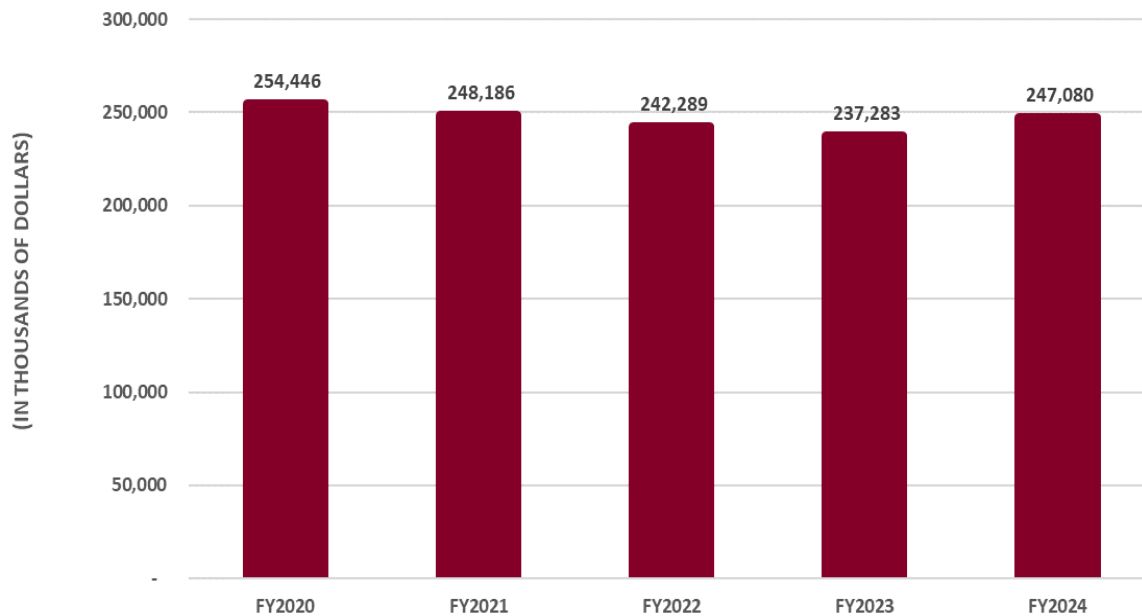
Net debt, the excess of liabilities over financial assets, was \$44.3M FY 2023-24, a decrease of \$58.6M from the prior year due to an annual surplus of \$66.3M in FY2024. The annual surplus was largely due to the proceeds from the land sale, offset by the deferral of the FY2023 - 24 operating grant from the Ministry. The following graph shows that net debt has been steadily decreasing over the past five years, indication an improvement in the University's liquidity and financial position are improving.





### Non-financial assets

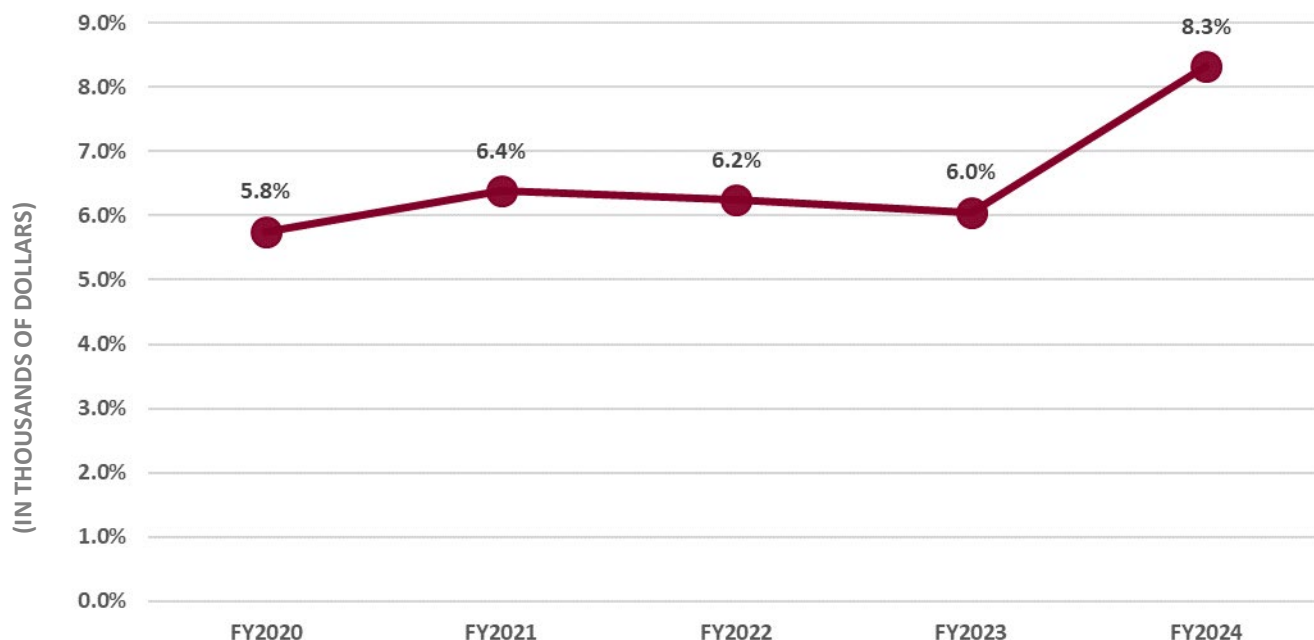
Non-financial assets are not available to discharge existing liabilities and are held to provide services in the future. These assets have useful lives extending beyond the current year and are not intended for sale in the ordinary course of operations. The following chart shows total non-financial assets by fiscal year.



The following table provides a breakdown of non-financial assets held by KPU for the last two fiscal years. Total non-financial assets increased by 4.1% in FY 2023-24.

| Non-financial assets (in \$000's)     | FY 2023-24     | FY 2022-23     | Change       |
|---------------------------------------|----------------|----------------|--------------|
| Tangible capital assets               | 240,411        | 232,450        | 7,961        |
| Investments and endowment investments | 2,817          | 2,817          | --           |
| Prepaid expenses and deposits         | 3,852          | 2,016          | 1,836        |
| <b>Total non-financial assets</b>     | <b>247,080</b> | <b>237,283</b> | <b>9,797</b> |

Tangible capital assets include assets purchased or constructed by the University, as well as assets fully or partially contributed by the provincial government. These assets encompass land, buildings, major site improvements, major equipment, library holdings, technology infrastructure, furniture and equipment, computing equipment and leased capital assets. The graph below depicts tangible capital asset additions as a percentage of total revenue. This ratio measures the extent to which an organization is investing in tangible capital assets, and demonstrates the allocation of resources, strategic investment decisions, and the overall financial and operational health of the entity.



Between FY2020 and FY2023, acquisitions were approximately 6% of total revenues, primarily consisting of routine furniture and equipment and computing equipment. In FY 2023-24, acquisitions increased to 8.3% of total revenues due to significant additions related to renovations at the Richmond campus to support programs targeting technology relevant skills, continued information technology and furniture and equipment refreshes and a new capital lease to support information technology infrastructure for the Entertainment Arts program.

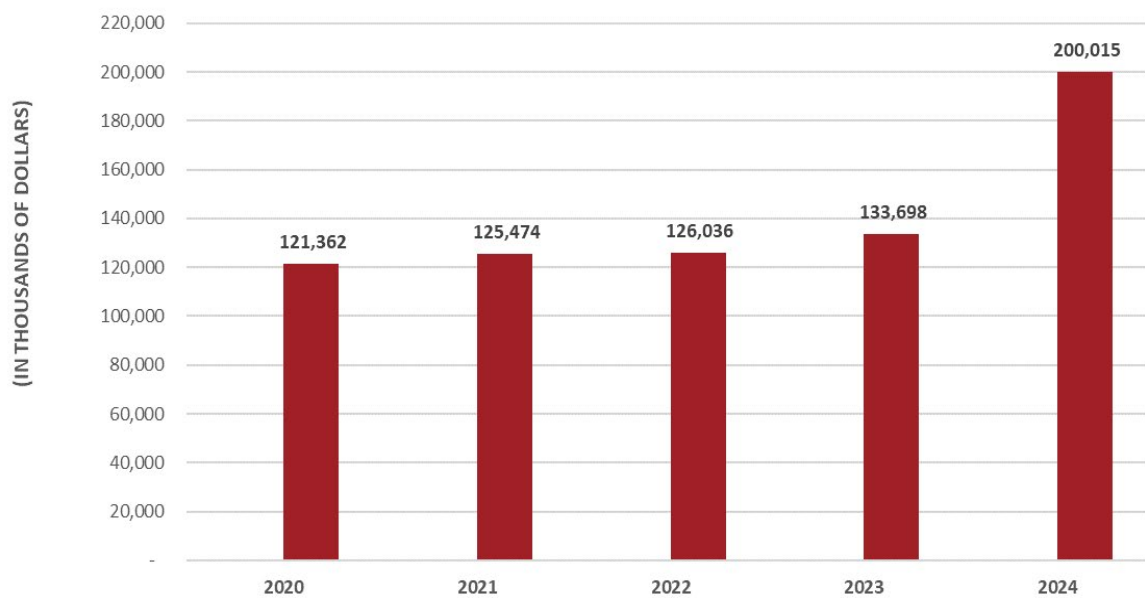
Investments and endowment investments reflect funds set aside to earn revenue for specific purposes, such as student bursaries or scholarships. KPU's Board sets rules for the establishment and management of an endowment fund, including the distribution of endowment earnings. The balance in investments and endowment investments remained stable from FY 2022-23 to FY 2023-24.

Prepaid expenses and deposits represent payments for goods and / or services that will be received in the next fiscal year. These expenses, representing 1.6% of total non-financial assets (FY 2022-23 – 0.8%), increased by 91.1% from FY 2022-23; primarily due to new prepaid balances related to the transition to the cloud for the Enterprise Resource Planning ("ERP") system.

### Accumulated surplus

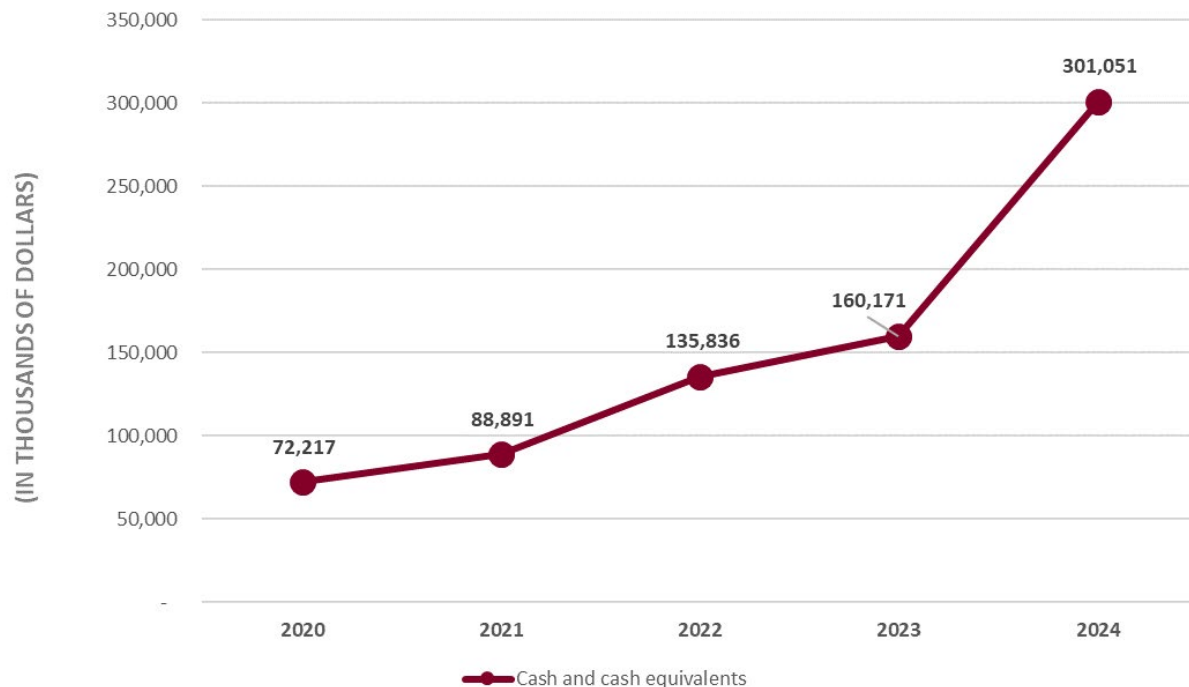
The University is in an accumulated surplus position. Indicating net positive resources that, subject to direction of the Province and Board of Governors, could be used to provide future services. A substantial portion of this balance is allocated either to future services through investments in capital assets or in reserved for specific purposes determined by the Board of Governors or external funding restrictions. The University's FY2023 -24 accumulated surplus includes \$44.6M in unrestricted reserves (FY2022-23 - \$35.7M) available to fund capital assets or other strategic initiatives.

The following graph depicts the fiscal year-by-year accumulated operating surplus, which constitutes the majority of the total accumulated surplus balance. The significant increase in accumulated operating surplus in FY 2023-24 is primarily due to the land sale.



## Cash flows

The Consolidated Statement of Cash Flows reports on the sources and uses of cash during the year. The University's overall cash position increased by \$140.9M from \$160.2M in FY 2022-23 to \$301.1M in FY 2023-24.



The primary source of cash in FY2023-24 was from the proceeds of the land sale. Other sources of cash are from operations, specifically cash received from student tuition and fees and grants from the Province. Cash received as contributions for tangible capital assets was another significant source. Cash is used to meet operational expenses, reduce liabilities and fund the University's investment in infrastructure. More detail is available in the Consolidated Statement of Cash Flows within the consolidated audited financial statements.

The format of the Consolidated Statement of Cash Flows changed in FY 2023-24 from the "indirect method", which adjusts the annual surplus for non-cash items, to the "direct method", which more clearly shows the cash received and used in KPU's activities. These activities include - operating (cash received and used in KPU's higher education service provision), capital (purchase and sale of tangible capital assets), financing (deferred capital contributions and capital leases), and investing (purchase and sale of investments).

## FINANCIAL INDICATORS

Overall, the financial indicators below demonstrate that over the past three years, KPU has maintained its strong financial position and its ability to meet its financial obligations.

| Key Financial Ratios   | FY 2023-24<br>Target | FY 2023-24<br>Actual | FY 2022-23<br>Actual | FY 2021-22<br>Actual<br>(Restated) |
|--|----------------------|----------------------|----------------------|------------------------------------|
| Net debt to total revenue ratio  | 41%                  | 13%                  | 39%                  | 49%                                |
| Net debt to total revenue ratio (normalized for operating grant deferrals and land sale)                               | 41%                  | 35%                  | 28%                  | 42%                                |
| Province of BC operating grant revenue to total revenue ratio  | 31%                  | 5%                   | 24%                  | 29%                                |
| Province of BC operating grant revenue to total revenue ratio (Normalized for operating grant deferrals and land sale) | 31%                  | 34%                  | 30%                  | 32%                                |
| Own source revenue per student FTE (in \$'000s)  | \$12.9               | \$21.6               | \$8.9                | \$11.3                             |
| Own source revenue per student FTE (in \$'000s) (normalized for the land sale in FY2023-24)                            | \$12.9               | \$13.4               | \$8.9                | \$11.3                             |
| Net debt per student FTE (in \$'000s)  | \$8.4                | \$3.1                | \$7.1                | \$8.8                              |
| Net debt per student FTE (in \$'000s) (normalized for operating grant deferrals and land sale)                         | \$8.4                | \$7.2                | \$5.5                | \$7.8                              |

### Net debt to total revenue ratio

Net debt equates to KPU's financial assets less its liabilities, and reflects KPU's ability to address its University obligations as at a given point in time. The net debt to total revenue ratio identifies the percentage of revenue available to cover KPU's net debt. The year-over-year decreases in the percentage are favourable as they indicate higher revenues earned in relation to net debt. The significant reductions in FY2024 is due to the land sale. Normalizing both revenue and net debt to remove the land sale gain and operating grant deferrals increases this ratio to 35%.

### Province of BC operating grant revenue to total revenue ratio

Province of BC grant revenue to total revenue ratio dropped significantly in FY2023-24 due to the operating grant deferral of \$83.0M in FY2024 (FY2023 - \$23.0M) and the \$116.4M gain on the land sale. Normalizing this ratio for the FY 2023-24 land sale and operating grant deferrals over the past few years indicates that this ratio has remained relatively consistent over time.

### Own source revenue per student full-time-equivalent (“FTE”)

Own source revenue per student FTE represents revenue earned by the University outside of provincial grants and other external contributions. The year-over-year increases indicate more revenue per student is being generated through the University’s own sources. This ratio has been normalized for the \$116.4M gain on the land sale and shows a strengthening ration over the past three years.

### Net debt per student full-time-equivalent (“FTE”)

Net debt per student represents the University’s debt attributable to each student. The year-over-year decreases represent growth in resources for the University. The decrease in FY2023-24 is partly driven by the land sale. After normalizing net debt this ratio is still favourably below our target of \$8.4 per student FTE.

## RISKS, UNCERTAINTIES AND OPPORTUNITIES

KPU operates in an increasingly complex environment facing challenges from competitive, financial, regulatory, research and scholarship and innovation perspectives.

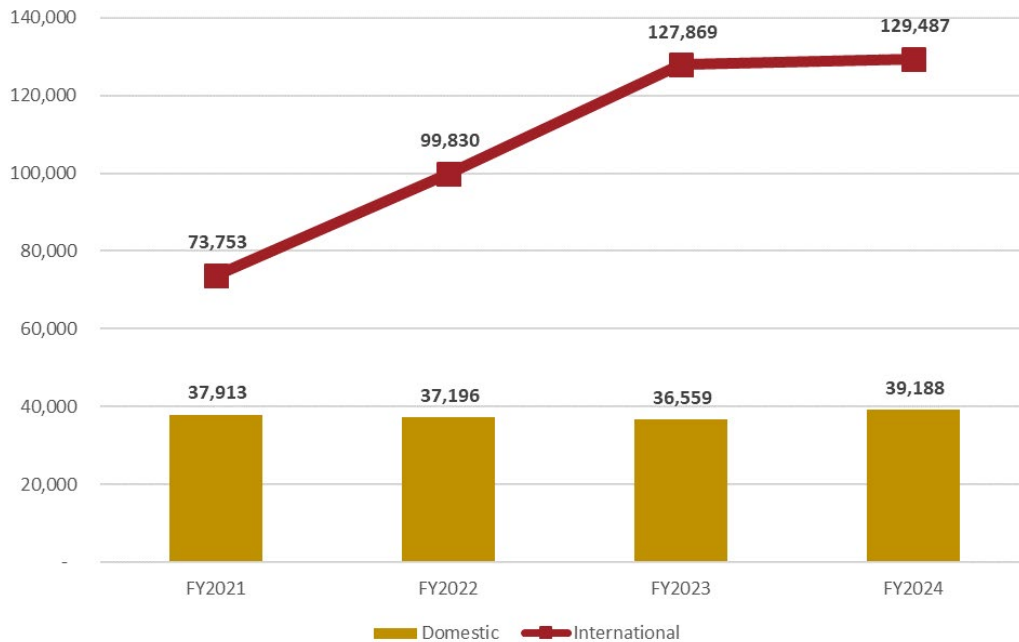
### Revenue Stability and Diversity

KPU has three-primary revenue sources: government grants, domestic tuition and fees and international tuition and fees. International tuition and fees are the largest single revenue source, the most volatile, making KPU's reliance on this revenue its largest financial risk. As demand for KPU's programs grew internationally, so did the need for additional infrastructure and employees. Consequently, KPU became increasingly reliant on international student tuition revenue for long-term sustainability. Various factors, including geo-political and immigration policy changes, can significantly impact this revenue source with little notice. This was evident in early 2024 following the federal government's announcement of three substantial modifications to its immigration policies:

- 1) implementing a two-year cap on study permits,
- 2) doubling the cost-of-living requirements, and
- 3) eliminating open work permits for spouses and partners of international students in undergraduate programs.

These changes exacerbated the decline in international student enrollment observed throughout FY 2023-24. KPU is determining how the University's new allocation of study permits will be incorporated into long-term strategic planning and budgeting approaches. Assessing the impact on future enrolment is challenging, with the federal and provincial governments looking closely at international education policies.

Domestic tuition and student fees are considered more stable revenue sources. However, the provincial government mandates that annual domestic tuition increases be capped at two percent. The only way to increase this revenue stream further is to expand the domestic student base. The graph below highlights that KPU had been experiencing a decline in domestic student FTEs up to and including FY 2022-23. Domestic FTEs increased by 3.9% from FY 2022-23 to FY 2023-24, reflecting a change in this trend. The University is optimistic that domestic FTEs will return to pre-pandemic levels.



Overall, the University faces greater risk due to its reliance on less resilient sources of revenue, such as international tuition and fees, to meet ongoing obligations. Recognizing this risk, KPU has implemented procedures to manage international enrolment through strategic enrolment planning. This approach focuses, on diversifying the international student body, thereby, reducing the potential risk associated with barriers from any single country that could affect student intake.

## Inflation

During FY 2023-24, domestic and global inflation increased significantly, impacting the University economically and socially. Students and employees have faced rising costs for food, housing and transportation, while the University has experienced significant pressures on construction and operating costs due to its multi-campus, asset-rich, environment. To mitigate these risks, the University maintains a prudent financial approach, structuring its budget with ongoing and one-time components aligned with the nature of its revenues, and maintaining a financial reserve to respond to any unforeseen challenges.



## Employee recruitment and retention

KPU relies on its faculty, administrators, support and operational employees to maintain its high standard of education. Experienced and diverse faculty are essential for effective student instruction, while dedicated employees are crucial to supporting a wide range of administrative and operational functions. Both are vital for ensuring students have a successful university experience. However, KPU faces the ongoing challenge of recruiting and retaining skilled and experienced staff, which are critical for its operations. To address this risk, KPU cultivates respectful learning and working environments that prioritize inclusivity and support fair and equitable treatment for all members of its diverse community. Additionally, KPU provides opportunities for both personal and professional growth, offers flexible hybrid work arrangements, and competitive benefits to its employees.

## Cybersecurity

Cybersecurity risks, such as data breaches, ransomware attacks, and phishing scams, present significant threats to sensitive information and operational stability. These risks can lead to the loss or exposure of data, disrupting academic and administrative functions and / or the compromise of research data integrity. Recent high-profile cyber incidents within the post-secondary sector highlight the critical need for proactive security measures. KPU prioritizes safeguarding its digital assets through regular security audits, extensive employee training, and the deployment of advanced threat detection technologies. Cultivating a culture of cybersecurity awareness among staff and students is essential in effectively mitigating evolving cyber threats.

## KPU LOOKING FORWARD

As KPU continues to evolve, strategic enrolment management will remain essential in managing cost pressures and maintaining effective operations. While global economic uncertainties and higher inflation pose concerns for financial impacts, KPU remains committed to educational advancements, innovation and excellence for its students, employees and the learning community.

The federal government's two-year cap on international student study permit has restructured KPU's share of the provincial allocation into FY2025 to be approximately 3,500 international study permit applicants. However, current application rates suggest that international student applications over the next year will be well below the cap due to the global confusion caused by the government's announcement, leading many to mistakenly believe that Canada is not currently accepting international students. KPU is actively addressing these misconceptions and working diligently to enhance international recruitment efforts. The University is cautiously optimistic that domestic student numbers will continue to increase and international student application numbers will improve.

The COVID-19 pandemic shifted educational delivery from primarily in-person classes to online instruction. KPU continues to assess the impacts of this evolutionary approach to learning and any potential long-term financial impacts. This evolution has been enabled through high levels of faculty engagement and sustained by increased investments in teaching and learning, including personnel, technologies and infrastructure. Currently, KPU has adopted a mixed approach to learning, offering both in-person classes and online instruction in many program areas.

KPU's financial reporting, planning and budgeting processes incorporate the Vision 2026 mandate, which clearly defines the mission, vision, values and goals for the University. This mandate provides for growth, planning and accountability, helping to guide and respond to challenges. The ongoing presidential search will also provide an opportunity for the University to consult, review and define key elements for the Office of the President, to ensure continuity and guidance for KPU's future achievements. As KPU looks ahead to FY2025, integrated planning, innovative improvements and long-term resourcefulness will be at the forefront for KPU's continued success.

The KPU Communities Trust (the "Trust") was created to generate revenue opportunities to support academic endeavors and enhance student experience and well-being. Work is underway to establish priorities, policies and processes to guide its growth.





# Consolidated Financial Statements



## Management's Statement of Responsibility

To the Board of Governors of Kwantlen Polytechnic University

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements for the year ended March 31, 2024, including responsibility for significant accounting judgments and estimates in compliance with the accounting requirements of Section 23.1 of the *Budget Transparency and Accountability Act* of the Province of British Columbia. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of the consolidated financial statements.

The Board of Governors (the "Board") and the Finance and Audit Committee (the "Committee") are composed primarily of those who are neither management nor employees of the University. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities and for approving the consolidated financial statements. The Committee has the responsibility of meeting with management and external auditors to discuss the financial reporting process, auditing matters, financial reporting issues, and recommends approval of the consolidated financial statements to the Board. The Committee is also responsible for recommending the appointment of the University's external auditor.

KPMG LLP, an independent firm of Chartered Professional Accountants, is appointed by the Board to audit the consolidated financial statements and report directly to them through the Committee. The external auditor has full and free access to, and meets periodically and separately with, both the Committee and management to discuss their audit findings.

On behalf of Kwantlen Polytechnic University



Dr. Alan Davis  
President and Vice-Chancellor



Chervahun Emilien  
Chief Financial Officer

**KPMG LLP**

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Vancouver BC V7Y 1K3  
Canada  
Telephone (604) 691-3000  
Fax (604) 691-3031

## INDEPENDENT AUDITOR'S REPORT

To the Board of Governors of Kwantlen Polytechnic University, and to the Ministry of  
Post-Secondary Education and Future Skills, Province of British Columbia

### *Opinion*

We have audited the consolidated financial statements of Kwantlen Polytechnic University (the "Entity"), which comprise:

- the consolidated statement of financial position as at March 31, 2024
- the consolidated statement of operations and accumulated operating surplus for the year then ended
- the consolidated statement of changes in net debt for the year then ended
- the consolidated statement of cash flows for the year then ended
- the consolidated statement of rereasurement gains and losses for the year then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements as at and for the year ended March 31, 2024 of the Entity are prepared, in all material respects, in accordance with the financial reporting provisions of Section 23.1 of the Budget Transparency and Accountability Act of the Province of British Columbia.

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "**Auditor's Responsibilities for the Audit of the Financial Statements**" section of our auditor's report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Emphasis of Matter – Financial Reporting Framework***

We draw attention to Note 2(a) to the financial statements which describes the applicable financial reporting framework and the significant differences between that financial reporting framework and Canadian public sector accounting standards.

Our opinion is not modified in respect of this matter.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation of the financial statements in accordance with the financial reporting provisions of Section 23.1 of the Budget Transparency and Accountability Act of the Province of British Columbia, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

### ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, flowing style. Below the signature is a single, long, horizontal, slightly wavy line that extends to the right.

Chartered Professional Accountants

Vancouver, Canada  
May 22, 2024

# KWANTLEN POLYTECHNIC UNIVERSITY

## Consolidated Statement of Financial Position

As at March 31, 2024

(In thousands of dollars)

|  |              | 2024<br>\$      | 2023<br>\$       |
|--|--------------|-----------------|------------------|
| <b>Financial assets</b>                  |              |                 |                  |
| Cash and cash equivalents                | (Note 4)     | 301,051         | 160,171          |
| Accounts receivable                      | (Note 5, 21) | 5,137           | 10,253           |
| Inventories for resale                   |              | 396             | 414              |
| Investments and endowment investments    | (Note 6)     | 37,029          | 33,856           |
| Asset held-for-sale                      | (Note 7)     | -               | 1,057            |
|  |              | <b>343,613</b>  | <b>205,751</b>   |
| <b>Liabilities</b>                       |              |                 |                  |
| Accounts payable and accrued liabilities | (Note 8)     | 62,759          | 49,760           |
| Deferred revenue                         |              | 47,715          | 67,293           |
| Deferred contributions                   | (Note 10)    | 87,438          | 10,271           |
| Deferred capital contributions           | (Note 11)    | 186,202         | 179,720          |
| Obligations under capital lease          | (Note 12)    | 2,187           | -                |
| Asset retirement obligations             | (Note 13)    | 1,615           | 1,561            |
|  |              | <b>387,916</b>  | <b>308,605</b>   |
| <b>Net debt</b>                          |              | <b>(44,303)</b> | <b>(102,854)</b> |
| <b>Non-financial assets</b>              |              |                 |                  |
| Tangible capital assets                  | (Note 15)    | 240,411         | 232,450          |
| Investments and endowment investments    | (Note 6)     | 2,817           | 2,817            |
| Prepaid expenses and deposits            |              | 3,852           | 2,016            |
|  |              | <b>247,080</b>  | <b>237,283</b>   |
| <b>Accumulated surplus</b>               |              | <b>202,777</b>  | <b>134,429</b>   |
| Accumulated surplus is comprised of:     |              |                 |                  |
| Accumulated operating surplus            |              | 200,015         | 133,698          |
| Accumulated remeasurement gains          |              | 2,762           | 731              |
|  | (Note 16)    | <b>202,777</b>  | <b>134,429</b>   |

Contractual obligations (Note 18)

Contingent liabilities (Note 19)

Contractual rights (Note 20)

  
Ivy Chen  
Chair, Board of Governors

  
Chervahun Emilien  
Chief Financial Officer

See accompanying notes to consolidated financial statements



# KWANTLEN POLYTECHNIC UNIVERSITY

## Consolidated Statement of Operations and Accumulated Operating Surplus

Year ended March 31, 2024

(In thousands of dollars)

|   |                    | <b>Budget</b><br><b>\$</b><br><b>(Note 2(n))</b> | <b>2024</b><br><b>\$</b> | <b>2023</b><br><b>\$</b> |
|---|--------------------|--|--------------------------|--------------------------|
| <b>Revenue:</b>                                   |                    |  |                          |                          |
| Grants from the Province of British Columbia      | (Note 21)          | 89,095   | 16,238                   | 63,850                   |
| Revenue from deferred contributions               | (Notes 10, 21)     | 6,572  | 11,455                   | 10,540                   |
| International tuition and student fees            |                    | 133,882  | 129,487                  | 127,869                  |
| Domestic tuition and student fees                 |                    | 38,455   | 39,188                   | 36,559                   |
| Ancillary services                                |                    | 3,049  | 3,343                    | 3,301                    |
| Investment income                                 |                    | 3,560  | 13,155                   | 6,055                    |
| Gain on sale of land                              | (Note 7)           | -  | 116,394                  | -                        |
| Other revenue                                     |                    | 3,515  | 4,296                    | 3,987                    |
| Revenue from deferred capital contributions       | (Notes 11, 21)     | 11,649   | 12,052                   | 10,518                   |
|   |                    | <b>289,777</b>                                   | <b>345,608</b>           | <b>262,679</b>           |
| <b>Expenses:</b>                                  | (Notes 21, 22, 23) |  |                          |                          |
| Academic support and instruction                  |                    | 162,120  | 153,319                  | 139,713                  |
| Student support                                   |                    | 32,516   | 34,443                   | 29,243                   |
| Administrative support                            |                    | 85,386   | 80,149                   | 76,809                   |
| Research  |                    | 6,460  | 6,957                    | 6,127                    |
| Ancillary services                                |                    | 3,295  | 4,423                    | 3,125                    |
|   |                    | <b>289,777</b>                                   | <b>279,291</b>           | <b>255,017</b>           |
| <b>Annual surplus</b>                             |                    | -  | 66,317                   | 7,662                    |
| Accumulated operating surplus, beginning of year  |                    | 133,698  | 133,698                  | 126,036                  |
| <b>Accumulated operating surplus, end of year</b> |                    | <b>133,698</b>                                   | <b>200,015</b>           | <b>133,698</b>           |

See accompanying notes to consolidated financial statements

# KWANTLEN POLYTECHNIC UNIVERSITY

## Consolidated Statement of Changes in Net Debt

Year ended March 31, 2024

(In thousands of dollars)

|   | Budget<br>\$<br>(Note 2(n)) | 2024<br>\$      | 2023<br>\$       |
|---|-----------------------------|-----------------|------------------|
| Annual surplus  | -                           | 66,317          | 7,662            |
| Acquisition of tangible capital assets, net of write-offs | (36,343)                    | (28,750)        | (15,885)         |
| Transfer of asset held for sale (Note 7)                  | -                           | -               | 1,057            |
| Amortization of tangible capital assets                   | 21,508                      | 20,789          | 19,895           |
|   | (14,835)                    | (7,961)         | 5,067            |
| Acquisition of prepaid expenses and deposits              | -                           | (1,836)         | (61)             |
| Net remeasurement gains (losses)                          | -                           | 2,031           | (1,348)          |
| Change in net debt  | (14,835)                    | 58,551          | 11,320           |
| Net debt, beginning of year                               | (102,854)                   | (102,854)       | (114,174)        |
| <b>Net debt, end of year</b>                              | <b>(117,689)</b>            | <b>(44,303)</b> | <b>(102,854)</b> |

See accompanying notes to consolidated financial statements

# KWANTLEN POLYTECHNIC UNIVERSITY

## Consolidated Statement of Cash Flows

Year ended March 31, 2024

(In thousands of dollars)

|  | 2024<br>\$     | 2023<br>\$      |
|--|----------------|-----------------|
| <b>Operating activities:</b>                         |                |                 |
| Cash received from:                                  |                |                 |
| Student tuition and fees                             | 150,593        | 159,969         |
| Grants and contributions                             | 110,555        | 68,215          |
| Sale of goods and rendering of services              | 4,720          | 4,471           |
| Interest and investment income                       | 12,494         | 5,507           |
| User fees, fines, penalties and other fees           | 1,900          | 1,614           |
|  | 280,262        | 239,776         |
| Less cash for:                                       |                |                 |
| Employee payments                                    | (152,616)      | (137,922)       |
| Supplier payments                                    | (84,413)       | (80,845)        |
| Interest paid  | (102)          | (37)            |
| Student awards                                       | (5,596)        | (4,600)         |
| Transfers to the KPU Foundation                      | (2,029)        | (7,000)         |
|  | (244,756)      | (230,404)       |
| <b>Cash provided by operating activities</b>         | <b>35,506</b>  | <b>9,372</b>    |
| <b>Capital activities:</b>                           |                |                 |
| Cash used to acquire tangible capital assets         | (28,750)       | (15,885)        |
| Proceeds on sale of land                             | 117,600        | -               |
| <b>Cash provided by (used in) capital activities</b> | <b>88,850</b>  | <b>(15,885)</b> |
| <b>Financing activities:</b>                         |                |                 |
| Contributions received for tangible capital assets   | 18,139         | 33,053          |
| Principal payments on capital lease obligations      | (473)          | -               |
| <b>Cash provided by financing activities</b>         | <b>17,666</b>  | <b>33,053</b>   |
| <b>Investing activities:</b>                         |                |                 |
| Increase in investments                              | (1,142)        | (2,205)         |
| <b>Cash used in investing</b>                        | <b>(1,142)</b> | <b>(2,205)</b>  |
| <b>Net change in cash and cash equivalents</b>       | <b>140,880</b> | <b>24,335</b>   |
| <b>Cash and cash equivalents, beginning of year</b>  | <b>160,171</b> | <b>135,836</b>  |
| <b>Cash and cash equivalents, end of year</b>        | <b>301,051</b> | <b>160,171</b>  |

See accompanying notes to consolidated financial statements

# KWANTLEN POLYTECHNIC UNIVERSITY

## Consolidated Statement of Remeasurement Gains and Losses

Year ended March 31, 2024

(In thousands of dollars)

|  | 2024<br>\$   | 2023<br>\$     |
|--|--------------|----------------|
| <b>Accumulated remeasurement gains, beginning of year</b>  | <b>731</b>   | <b>2,079</b>   |
| Unrealized gains (losses) generated during the year from:  |              |                |
| Fixed income pooled investments  | 677          | 1,027          |
| Pooled equity investments  | 1,406        | (2,042)        |
| Foreign currency translation   | 1            | (58)           |
| Remeasurement (gains) losses realized and reclassified to the<br>Statement of Operations and Accumulated Surplus from: |              |                |
| Pooled investments, mortgage-backed securities and mutual funds  | (50)         | (345)          |
| Foreign currency translation   | (3)          | 70             |
| <b>Net remeasurement gains (losses) for the year</b>   | <b>2,031</b> | <b>(1,348)</b> |
| <b>Accumulated remeasurement gains, end of year</b>  | <b>2,762</b> | <b>731</b>     |

See accompanying notes to consolidated financial statements

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 1. Authority and purpose

Kwantlen Polytechnic University (the "University") operates under the authority of the *University Act* of British Columbia. The University is a not-for-profit entity governed by a Board of Governors, the majority of which are appointed by the Province of British Columbia. The University is a registered charity and is exempt from income taxes under section 149 of the *Income Tax Act*.

The University offers career, vocational, developmental and academic programs from its Richmond, Langley and three Surrey campuses located in southwestern British Columbia. The academic governance of the University is vested in the Senate.

### 2. Summary of significant accounting policies

#### (a) Basis of accounting

These consolidated financial statements are prepared in accordance with the *Budget Transparency and Accountability Act* ("BTAA"), which requires application of generally accepted accounting principles for senior governments in Canada, supplemented by the following Province of British Columbia Treasury Board regulations ("Regulations"):

- Regulation 257/2010 requires that all taxpayer supported organizations adhere to the Public Sector Accounting Standards ("PSAS") without any public sector 4200 elections.
- Regulation 198/2011 requires that:
  - restricted contributions received or receivable for acquiring or developing a depreciable tangible capital asset or contributions in the form of a depreciable tangible capital asset are to be deferred and recognized in revenue at the same rate that amortization of the related tangible capital asset is recorded.
  - contributions restricted for specific purposes other than those for the acquisition or development of a depreciable tangible capital asset are recorded as deferred contributions and recognized in revenue in the period when the stipulation or restriction on the contributions have been met.

The Regulations result in revenue being recognized in the Consolidated Statement of Operations and Accumulated Operating Surplus and certain related deferred capital contributions being recorded in the Consolidated Statement of Financial Position differently than with application of the PSAS alone:

- PSAS requires unrestricted government transfers to be recognized as revenue by the recipient when approved by the transferor and the eligibility criteria have been met in accordance with PS 3410. The BTAA / Regulations allow government transfers to be recognized as revenue when received or receivable.
- In contrast to Regulation 198/2011, PSAS requires externally restricted contributions to be recognized in revenue in the period when the resources are used for the purpose specified in accordance with PS 3100.

## 2. Summary of significant accounting policies (continued)

### (b) Basis of consolidation

The consolidated financial statements reflect the assets, liabilities, revenues, and expenses of organizations which are controlled by the University. On May 22, 2022, KPU Communities Corporation (the "Corporation"), a wholly-owned subsidiary of the University, was incorporated under the *Business Corporations Act* of British Columbia and on June 1, 2022, a trust deed was executed and appointed the Corporation as sole trustee of KPU Communities Trust (the "Trust"). The purpose of the Trust is to create revenue generating opportunities to support academic endeavors and enhance student experience and well-being for the University. The Corporation and the Trust are fully consolidated into these statements and all inter-entity balances and transactions are eliminated on consolidation.

### (c) Cash and cash equivalents

Cash and cash equivalents include highly liquid investments with a term to maturity of three months or less at the date of purchase. They are subject to insignificant risk of change in value.

### (d) Financial instruments

Financial instruments are classified into two categories: fair value or cost.

- (i) Fair value category: The University manages and reports performance for groups of financial assets on a fair-value basis. Investments, including endowment investments, are reflected at fair value as at the reporting date. The carrying amounts are shown at fair value based on quoted prices (unadjusted) in active markets. Sales and purchases of investments are recorded on the trade date. Transaction costs related to the acquisition of investments are recorded as an expense. Unrealized gains and losses on financial assets except for those related to restricted endowments are recognized in the Consolidated Statement of Remeasurement Gains and Losses until such time that the financial asset is derecognized due to disposal or impairment. At the time of derecognition, the related realized gains and losses are recognized in the Consolidated Statement of Operations and Accumulated Operating Surplus and related balances reversed from the Consolidated Statement of Remeasurement Gains and Losses. Unrealized gains and losses on endowment investment assets, where earnings are restricted as to use, are recorded as deferred contributions and recognized in revenue when disposed of or when the related expenses are incurred.

## 2. Summary of significant accounting policies (continued)

### (d) Financial instruments (continued)

- (ii) Cost category: For accounts receivable, accounts payable and accrued liabilities, the carrying amount generally approximates fair value because of the short maturity of these instruments. Valuation allowances are made when collection is in doubt.

### (e) Inventories for resale

Inventories for resale, including new and used textbooks, course manuals, stationery, art supplies, clothing, and crested and non-crested giftware, are recorded at the lower of cost or net realizable value.

Cost includes the original purchase cost, plus shipping and applicable duties. Net realizable value is the estimated proceeds on sale less any costs to sell. Inventories are written down to net realizable value when the cost of inventories is estimated not to be recoverable.

When circumstances that previously caused inventories to be written down below cost no longer exist, the amount of write-down previously recorded is reversed.

### (f) Contaminated sites

A liability for contaminated sites is recognized when the following criteria are met:

- (i) an environmental standard exists;
- (ii) contamination exceeds the environmental standard;
- (iii) the University is directly responsible or accepts responsibility;
- (iv) it is expected that future economic benefits will be given up; and,
- (v) a reasonable estimate of the amount can be made.

The liability is recognized as management's estimate of costs directly attributable to remediation activities, including the cost of post-remediation operation, maintenance and monitoring that are an integral part of the remediation strategy for a contaminated site.

### (g) Non-financial assets

Non-financial assets are not available to discharge existing liabilities and are held for use in the provision of services. They have useful lives extending beyond the current year and are not intended for sale in the ordinary course of operations.

#### (i) Tangible capital assets

Tangible capital asset acquisitions are recorded at cost, which includes amounts that are directly attributable to the acquisition, construction, development or betterment of the asset. The cost, less the residual value, of the tangible capital assets are amortized on a straight-line basis over their estimated useful lives as shown below. Land is not amortized as it is deemed to have a permanent value. Work in progress is not amortized until the asset is available for productive use.

# KWANTLEN POLYTECHNIC UNIVERSITY

Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

## 2. Summary of significant accounting policies (continued)

### (g) Non-financial assets (continued)

#### (i) Tangible capital assets (continued)

|                           | Term                            |
|---------------------------|---------------------------------|
| Buildings                 | 40 years                        |
| Major site improvements   | 10 years                        |
| Major equipment           | 10 - 20 years                   |
| Library holdings          | 10 years                        |
| Technology infrastructure | 8 years                         |
| Furniture and equipment   | 5 years                         |
| Computing equipment       | 4 years                         |
| Leased capital assets     | lesser of 5 years or lease term |

Tangible capital assets are written down when conditions indicate that they no longer contribute to the University's ability to provide goods and services, or when the value of future economic benefits associated with the tangible capital assets are less than their net book value.

#### (ii) Leased tangible capital assets

Leases which transfer substantially all of the benefits and risks incidental to ownership of property are accounted for as obligations under capital lease and are reflected as part of tangible capital assets in the financial statements. All other leases are accounted for as operating leases and the related payments are expensed as incurred.

#### (h) Employee future benefits

The University and its employees make contributions to the College Pension Plan and Municipal Pension Plan, which are multi-year employer joint trustee pension plans. These plans are defined benefit plans, providing a pension on retirement based on the member's age at retirement, length of service and highest earnings averaged over five years.

As the assets and liabilities of the plans are not segregated by institution, the plans are accounted for as defined contribution plans and any contributions of the University to the plans are expensed as incurred.

The University's sick leave benefits do not vest or accumulate and related costs are expensed as incurred. The University accrues vacation for employees as earned. The University accrues a supplemental employment benefit for maternity and parental leave upon commencement of the related leave. Retirement allowances, where applicable, are accrued upon approval.



## 2. Summary of significant accounting policies (continued)

### (i) Asset retirement obligations

The University recognizes an asset retirement obligation, as at the financial reporting date, when there is a legal obligation to incur retirement costs in relation to a tangible capital asset, the past transaction or event giving rise to the liability has occurred, it is expected that future economic benefits will be given up, and a reasonable estimate of the amount can be made.

The estimate of the asset retirement obligation includes costs directly attributable to the asset retirement activities and is recorded as a liability and increase to the related tangible capital asset. The amount capitalized in tangible capital assets is amortized using the amortization accounting policy outlined in note 2(g)(i).

The carrying value of the liability is re-evaluated at each financial reporting date with changes to the timing or amount of the original estimate of cash flows recorded as an adjustment to the asset retirement obligation liability and tangible capital assets.

### (j) Revenue recognition

Tuition and student fees, ancillary revenues, and sales of other goods and services are reported as revenue when (or as) KPU satisfies a performance obligation by providing the promised goods or services to a payor. A performance obligation is an enforceable promise made by a public sector entity.

Unrestricted donations and grants are recorded as revenue if the amounts can be estimated and collection is reasonably assured. Pledges from donors are recorded as revenue when payment is received by the University or the transfer of property is completed.

## 2. Summary of significant accounting policies (continued)

### (j) Revenue recognition (continued)

Restricted donations and grants are reported as revenue depending on the nature of the restrictions on the use of the funds by the contributors as follows:

- (i) Contributions for the purpose of acquiring or developing a depreciable tangible capital asset or in the form of a depreciable tangible capital asset, in each case for use in providing services, are recorded and referred to as deferred capital contributions and recognized in revenue at the same rate that amortization of the tangible capital asset is recorded. The reduction of the deferred capital contributions and the recognition of the revenue are accounted for in the fiscal period during which the tangible capital asset is used to provide services.
- (ii) Contributions restricted for specific purposes other than for those to be held in perpetuity or the acquisition or development of a depreciable tangible capital asset are recorded as deferred contributions and recognized in revenue in the year in which the stipulation or restriction on the contribution have been met.
- (iii) Contributions restricted to be retained in perpetuity, allowing only the investment income earned thereon to be spent are recorded as endowment donations and as deferred contributions for any unspent restricted investment income earned thereon.

Investment income includes interest recorded on an accrual basis, dividends recorded as declared, and realized gains and losses on the sale of investments.

## 2. Summary of significant accounting policies (continued)

### (k) Functional classification of expenses

The University has identified the following functions and associated groups of activities based upon the functional areas of service provided by various departments:

#### (i) Academic support and instruction

Academic support and instruction includes the activities related to the support and delivery of education including cost of instructors, academic management, support staff and related support costs.

#### (ii) Student support

Student support includes direct supports for students including Student Affairs, Alumni Relations, International Education, The Learning Centre, Library Resources and the Office of the Registrar.

#### (iii) Administrative support

Administrative support includes expenses that relate to the activities that support the University, consisting of Campus and Community Planning, Campus Safety and Security, Office of Equity and Inclusive Communities, External Affairs, Facilities, Financial Services, General Counsel, Human Resources, Indigenous Leadership, Innovation and Partnerships, Information Technology, Marketing and Communications, Office of the President, Governance, and Planning & Accountability.

#### (iv) Research

Research consists of the Office of Research Services which assists researchers with proposal preparation, administration of sponsored projects and active research activities.

#### (v) Ancillary services

Ancillary services represent the business activities that support the University's campus life. It consists of the bookstore, food services and parking and transit services.

## 2. Summary of significant accounting policies (continued)

### (l) Use of estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, related disclosures, and the disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Areas where management has made estimates and assumptions include those related to the determination of useful lives of tangible capital assets for amortization and the amortization of related deferred capital contributions, accrued liabilities, valuation of accounts receivable, provisions for contingencies, and discount rate and future cash flows associated with asset retirement obligations. Where actual results differ from these estimates and assumptions, the impact will be recorded in future periods when the difference becomes known.

### (m) Foreign currency translation

The University's functional currency is the Canadian dollar. Transactions in foreign currencies are translated into Canadian dollars at the exchange rate in effect on the transaction date. Monetary assets and liabilities denominated in foreign currencies and non-monetary assets and liabilities which are designated in the fair value category under the financial instrument standard are reflected in the financial statements in equivalent Canadian dollars at the exchange rate in effect on the Consolidated Statement of Financial Position date.

Any gains or losses resulting from a change in rates between the transaction date and the settlement date or Consolidated Statement of Financial Position date is recognized in the Consolidated Statement of Remeasurement Gains and Losses. In the period of settlement, the related cumulative remeasurement gain/loss is reversed in the Consolidated Statement of Remeasurement Gains and Losses and the exchange gains or losses in relation to the exchange rate at the date of the item's initial recognition is recognized in the Consolidated Statement of Operations and Accumulated Operating Surplus.

### (n) Budget figures

Budget figures have been provided for comparative purposes and have been derived from the 2023-2024 University Budget approved by the Board of Governors on February 1, 2023. The budget is reflected in the Consolidated Statement of Operations and Accumulated Operating Surplus and the Consolidated Statement of Changes in Net Debt.

### (o) Assets held-for-sale

Assets held-for-sale are valued at the lower of cost or expected net realizable value.

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 3. Changes in accounting policy

#### (a) Private Public Partnerships

On April 1, 2023, the University adopted Canadian Public Sector Accounting Standard PS 3160, Public Private Partnerships ("PS 3160"). The new accounting standard addresses the recognition, measurement, presentation, and disclosure of infrastructure procured by public sector entities through certain types of public private partnership arrangements. Management has assessed that there is no impact of adopting PS 3160 on the consolidated financial statements of the University.

#### (b) Purchased intangibles

On April 1, 2023, the University adopted Public Sector Guideline PSG-8, Purchased Intangibles, applied on a prospective basis ("PSG-8"). PSG-8 defines purchased intangibles as identifiable non-monetary economic resources without physical substance acquired through an arm's length exchange transaction between knowledgeable, willing parties who are under no compulsion to act. Intangibles acquired through a transfer, contribution, or inter-entity transaction, are not purchased intangibles. Management has assessed that there is no impact of adopting PSG-8 on the consolidated financial statements of the University.

#### (c) Revenue

On April 1, 2023, the University adopted Canadian Public Sector Accounting Standard PS 3400, Revenue ("PS 3400"). Under the new accounting standard, there are two categories of revenue – exchange and unilateral. If the transaction gives rise to one or more performance obligations, it is an exchange transaction. If no performance obligations are present, it is unilateral revenue. Management has assessed that there is no impact of adopting PS 3400 on the consolidated financial statements of the University.

### 4. Cash and cash equivalents

|                  | 2024<br>\$     | 2023<br>\$     |
|------------------|----------------|----------------|
| Cash             | 297,978        | 157,182        |
| Cash equivalents | 3,073          | 2,989          |
|                  | <b>301,051</b> | <b>160,171</b> |

### 5. Accounts receivable

|                                 | 2024<br>\$   | 2023<br>\$    |
|---------------------------------|--------------|---------------|
| Student                         | 2,987        | 3,004         |
| Trade and other                 | 3,719        | 8,584         |
| Allowance for doubtful accounts | (1,569)      | (1,335)       |
|                                 | <b>5,137</b> | <b>10,253</b> |

# KWANTLEN POLYTECHNIC UNIVERSITY

Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

## 6. Investments and endowment investments

Investments and endowment investments recorded at fair value are comprised of the following:

|   | 2024<br>\$    | 2023<br>\$    |
|---|---------------|---------------|
| Designated to the fair value category (Level 2) |               |               |
| Fixed income pooled investments                 | 21,674        | 20,996        |
| Canadian equities pooled investments            | 7,788         | 7,087         |
| International equities pooled investments       | 7,796         | 6,375         |
| Guaranteed investment certificate               | 1,049         | 1,000         |
| Total Level 2 category investments              | 38,307        | 35,458        |
| Designated to the fair value category (Level 3) |               |               |
| Infrastructure pooled investments               | 26            | 82            |
| Real estate pooled investments                  | 1,513         | 1,133         |
| Total Level 3 category investments              | 1,539         | 1,215         |
| Total investments                               | 39,846        | 36,673        |
| Less endowment investments                      | (2,817)       | (2,817)       |
| <b>Investments</b>                              | <b>37,029</b> | <b>33,856</b> |

The financial instruments measured at fair value held within each investment are classified according to a hierarchy which includes three levels, reflecting the reliability of the inputs involved in the fair value determination. The different levels are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities (KPU has no Level 1 investments)
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table reconciles the changes in the fair value of investments classified as Level 3 during the year.

|                             | 2024<br>\$   | 2023<br>\$   |
|-----------------------------|--------------|--------------|
| Balance, beginning of year  | 1,215        | 742          |
| Purchases                   | 246          | 727          |
| Dispositions                | -            | (302)        |
| Income distribution         | -            | 34           |
| Unrealized gain             | 78           | 14           |
| <b>Balance, end of year</b> | <b>1,539</b> | <b>1,215</b> |

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 7. Asset held-for-sale

The Board of Governors previously approved the sale of a portion of land at the Cloverdale (Tech) campus to Fraser Health Authority. The sale was completed during the year for proceeds of \$117,600 and resulted in a gain on sale of land in the amount of \$116,394. In the comparative period, land with a cost of \$1,057 was classified as asset held-for-sale.

### 8. Accounts payable and accrued liabilities

|  | 2024<br>\$    | 2023<br>\$    |
|--|---------------|---------------|
| Accounts payable and accrued liabilities | 27,830        | 24,822        |
| Salaries, benefits and wages payable     | 20,298        | 12,410        |
| Accrued vacation payable                 | 14,631        | 12,528        |
|  | <b>62,759</b> | <b>49,760</b> |

### 9. Employee future benefits

#### (a) Pension benefits

The University and its employees contribute to the College Pension Plan and Municipal Pension Plan (jointly trustee pension plans). The boards of trustees for these plans, representing plan members and employers, are responsible for administering the plans, including investment of assets and administration of benefits. The plans are multi-employer defined benefit pension plans. Basic pension benefits are based on a formula. As at August 31, 2023, the College Pension Plan has about 17,200 active members, and approximately 10,700 retired members. As at December 31, 2022, the Municipal Pension Plan has about 240,000 active members, including approximately 7,000 from colleges.

Every three years, an actuarial valuation is performed to assess the financial position of the plans and adequacy of plan funding. The actuary determines an appropriate combined employer and member contribution rate to fund the plans. The actuary's calculated contribution rate is based on the entry-age normal cost method, which produces the long-term rate of member and employer contributions sufficient to provide benefits for average future entrants to the plans. This rate may be adjusted for the amortization of any actuarial funding surplus and will be adjusted for the amortization of any unfunded actuarial liability.

The most recent actuarial valuation for the College Pension Plan as at August 31, 2021, indicated a \$202,000 surplus for basic pension benefits on a going concern basis.

# KWANTLEN POLYTECHNIC UNIVERSITY

Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

## 9. Employee future benefits (continued)

### (a) Pension benefits (continued)

The most recent valuation for the Municipal Pension Plan as at December 31, 2021, indicated a \$3,761,000 funding surplus for basic pension benefits on a going concern basis.

The University paid \$13,217 for employer contributions to the plans in fiscal year 2024 (2023 – \$11,932).

The next valuation for the College Pension Plan will be as at August 31, 2024. The next valuation for the Municipal Pension Plan will be December 31, 2024.

Employers participating in the plans record their pension expense as the amount of employer contributions made during the fiscal year (defined contribution pension plan accounting). This is because the plans record accrued liabilities and accrued assets for each plan in aggregate, resulting in no consistent and reliable basis for allocating the obligation, assets and cost to individual employers participating in the plans.

### (b) Maternity or parental leave

The University provides supplemental employee benefits for faculty, staff and administration on maternity or parental leave. For the duration of the leave, employees on maternity or parental leave receive a supplemental payment added to employment insurance benefits. Employer-paid benefits also continue to be paid on the employees' behalf. The University has expensed \$1,215 in the current year (2023 – \$982). As at March 31, 2024, the University has an obligation of \$977 (2023 – \$452) which has been included in salaries, benefits and wages payable.

## 10. Deferred contributions

Deferred contributions represent the unspent externally restricted grants and contributions that will be used in future periods primarily for academic programming, as specified by the contributor.

|               | 2023          | Amounts<br>received | Recognized<br>as revenue | 2024          |
|---------------|---------------|---------------------|--------------------------|---------------|
|               | \$            | \$                  | \$                       | \$            |
| Provincial    | 6,047         | 83,094              | (6,308)                  | 82,833        |
| Federal       | 2,023         | 1,524               | (1,640)                  | 1,907         |
| Other sources | 2,201         | 4,004               | (3,507)                  | 2,698         |
|               | <b>10,271</b> | <b>88,622</b>       | <b>(11,455)</b>          | <b>87,438</b> |



# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 11. Deferred capital contributions

Contributions that are restricted for the purpose of acquiring capital are recorded as deferred capital contributions. Amounts are recognized into revenue at the same rate that amortization of the tangible capital asset is recorded.

Changes in deferred capital contributions balance are as follows:

|               | 2023           | Amounts<br>received | Recognized<br>as revenue | 2024           |
|---------------|----------------|---------------------|--------------------------|----------------|
|               | \$             | \$                  | \$                       | \$             |
| Provincial    | 156,803        | 18,498              | (10,781)                 | 164,520        |
| Federal       | 8,417          | 36                  | (771)                    | 7,682          |
| Other sources | 14,500         | -                   | (500)                    | 14,000         |
|               | <b>179,720</b> | <b>18,534</b>       | <b>(12,052)</b>          | <b>186,202</b> |

### 12. Obligations under capital lease

The University entered into a capital lease on September 1, 2023 to finance technology infrastructure at an estimated cost of borrowing of 7.36% per annum (2023 - nil). The principal and interest payments are as follows:

|   | 2024         | 2023 |
|---|--------------|------|
|   | \$           | \$   |
| 2025  | 984          | -    |
| 2026  | 984          | -    |
| 2027  | 411          | -    |
| Total minimum capital lease payments                | 2,379        | -    |
| Less amounts representing interest                  | (192)        | -    |
| Present value of net minimum capital lease payments | <b>2,187</b> | -    |

Total interest payment on capital leases for the year was \$102 (2023 - nil).

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 13. Asset retirement obligations

The University has recorded asset retirement obligations for the removal of hazardous material from some of the University's buildings.

The following is a reconciliation of the changes in the asset retirement obligations during the year:

|                             | 2024<br>\$   | 2023<br>\$   |
|-----------------------------|--------------|--------------|
| Balance, beginning of year  | 1,561        | 1,463        |
| Accretion expense           | 54           | 98           |
| <b>Balance, end of year</b> | <b>1,615</b> | <b>1,561</b> |

The undiscounted estimated cash flows required to settle the obligations are approximately \$2,169 (2023 - \$2,169) to be paid during the fiscal years 2032 to 2034. The estimated cash flows were discounted using the credit-adjusted risk-free rate of 3.5% (2023 - 3.2%) per annum.

### 14. Line of credit

The University has the ability to draw on a line of credit with a commercial bank for \$7,500 (2023 - \$7,500). As at March 31, 2024, the University has not utilized the available line of credit.

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 15. Tangible capital assets

|                                 | Land          | Buildings      | Major<br>site<br>improve-<br>ments | Major<br>equipment | Library<br>holdings | Technology<br>infrastruc-<br>ture | Furniture &<br>equipment | Computing<br>equipment | Leased<br>capital<br>assets | Work in<br>progress<br>(WIP) | 2024           | 2023           |
|---------------------------------|---------------|----------------|------------------------------------|--------------------|---------------------|-----------------------------------|--------------------------|------------------------|-----------------------------|------------------------------|----------------|----------------|
|                                 | \$            | \$             | \$                                 | \$                 | \$                  | \$                                | \$                       | \$                     | \$                          | \$                           | \$             | \$             |
| Cost                            |               |                |                                    |                    |                     |                                   |                          |                        |                             |                              |                |                |
| Opening balance                 | 20,428        | 267,414        | 49,041                             | 18,584             | 9,936               | 3,866                             | 88,567                   | 16,257                 | -                           | 9,013                        | 483,106        | 468,278        |
| Additions                       | -             | -              | 6,609                              | 642                | 228                 | 1,005                             | 5,526                    | 2,018                  | 2,660                       | 10,062                       | 28,750         | 15,885         |
| Transfer to asset held for sale | -             | -              | -                                  | -                  | -                   | -                                 | -                        | -                      | -                           | -                            | -              | (1,057)        |
| Transfer to/(from) WIP          | -             | -              | 7,078                              | 328                | -                   | 270                               | -                        | -                      | -                           | (7,676)                      | -              | -              |
| Closing balance                 | 20,428        | 267,414        | 62,728                             | 19,554             | 10,164              | 5,141                             | 94,093                   | 18,275                 | 2,660                       | 11,399                       | 511,856        | 483,106        |
| Accumulated amortization        |               |                |                                    |                    |                     |                                   |                          |                        |                             |                              |                |                |
| Opening balance                 | -             | (116,269)      | (30,309)                           | (4,310)            | (8,333)             | (3,097)                           | (75,795)                 | (12,543)               | -                           | -                            | (250,656)      | (230,761)      |
| Amortization                    | -             | (6,687)        | (4,254)                            | (1,361)            | (354)               | (524)                             | (5,304)                  | (1,788)                | (517)                       | -                            | (20,789)       | (19,895)       |
| Closing balance                 | -             | (122,956)      | (34,563)                           | (5,671)            | (8,687)             | (3,621)                           | (81,099)                 | (14,331)               | (517)                       | -                            | (271,445)      | (250,656)      |
| <b>Net book value</b>           | <b>20,428</b> | <b>144,458</b> | <b>28,165</b>                      | <b>13,883</b>      | <b>1,477</b>        | <b>1,520</b>                      | <b>12,994</b>            | <b>3,944</b>           | <b>2,143</b>                | <b>11,399</b>                | <b>240,411</b> | <b>232,450</b> |

# KWANTLEN POLYTECHNIC UNIVERSITY

Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

## 16. Accumulated surplus

The accumulated surplus is comprised of the following:

|                                       | 2024           | 2023           |
|---------------------------------------|----------------|----------------|
|                                       | \$             | \$             |
| Investment in tangible capital assets | 84,479         | 88,984         |
| Endowments (Note 6)                   | 2,817          | 2,817          |
| Internally restricted reserves        | 68,071         | 6,170          |
| Unrestricted reserves                 | 44,648         | 35,727         |
| Accumulated remeasurement gains       | 2,762          | 731            |
|                                       | <b>202,777</b> | <b>134,429</b> |

During the year ended March 31, 2024, the Board of Governors approved \$61,901 in internal restrictions of the University's total accumulated surplus, for the establishment of the Indigenous Fund of \$16,901, Student Award Fund of \$20,000 and Capital Reserve Fund of \$25,000 (2023 – nil).

## 17. Financial risk management

The University has exposure to certain risks from its financial instruments.

The Board of Governors ensures that the University has identified its major risks and ensures that management monitors and controls them.

### (a) Credit risk

Credit risk is the risk of financial loss to the University if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Such risks arise principally from certain financial assets held by the University consisting of cash and cash equivalents and accounts receivable.

Credit risk associated with cash and cash equivalents is minimized by ensuring that these assets are held at financial institutions with a high credit quality. The University holds the majority of its cash and cash equivalents in a Canadian Chartered bank.

Management believes the credit risk associated with accounts receivable is limited as the balance largely consists of receivables from the Province of British Columbia and student accounts receivable that are closely monitored and managed to limit further enrollment until payment is made.

## 17. Financial risk management (continued)

### (b) Market risk and interest rate risk

Market risk is the risk that changes in the market prices, such as interest rates, will affect the University's income. The objective of market risk management is to control market risk exposures within acceptable parameters while optimizing the return on risk.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates.

The University manages its market risk and interest rate risk on investments with established investment guidelines for its investment management companies to follow in managing its investment portfolios. The guidelines limit investments to those with BBB- or greater credit rating. The University does not invest in any derivatives.

### (c) Liquidity risk

Liquidity risk is the risk that the University will not be able to meet its financial obligations as they become due.

The University manages liquidity risk by continually monitoring actual and forecasted cash flows from operations and anticipated investing and financing activities to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the University's reputation.

### (d) Foreign exchange risk

Foreign exchange risk is the risk that the fair value of financial instruments or future cash flows associated with the instruments will fluctuate due to changes in foreign exchange rates. The University is exposed to foreign exchange risk on investments that are dominated in foreign currencies.

The functional currency of the University is the Canadian dollar. The University is also exposed to risk at it conducts some transactions in foreign currencies, particularly the U.S. dollar. The University maintains a U.S. dollar denominated bank account to minimize foreign exchange risk on these transactions.

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 18. Contractual obligations

The nature of the University's activities can result in multi-year contracts and obligations whereby the University will be committed to make future payments. Significant contractual obligations related to operations that can be reasonably estimated are as follows:

|                         | 2025          | 2026          | 2027         | 2028         | 2029         | There-<br>after |
|-------------------------|---------------|---------------|--------------|--------------|--------------|-----------------|
|                         | \$            | \$            | \$           | \$           | \$           | \$              |
| Capital commitments     | 7,372         | 31            | -            | -            | -            | -               |
| Operational commitments | 21,892        | 11,184        | 6,866        | 4,120        | 3,335        | 9,067           |
|                         | <b>29,264</b> | <b>11,215</b> | <b>6,866</b> | <b>4,120</b> | <b>3,335</b> | <b>9,067</b>    |

### 19. Contingent liabilities

The University may, from time to time, be involved in legal proceedings, claims, and litigation that arise in the normal course of operations.

There are several lawsuits pending in which the University is involved. It is considered that the potential claims against the University resulting from such litigation would not materially affect the financial statements of the University.

### 20. Contractual rights

The University may, from time to time, enter into contracts or agreements in its normal course of operations that will result in the realization of assets and revenues in future fiscal years.

The University enters into multi-year research funding agreements with various federal, provincial and municipal funding agencies whereby it has the opportunity to earn revenue in future years by incurring qualified expenditures. These research funding agreements do not abnormally impact the University's financial position.

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 21. Related party transactions

The University has entered into certain transactions and agreements in the normal course of business with certain of its related parties. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Significant related party transactions not disclosed elsewhere in the consolidated financial statements, are as follows:

#### Revenue and expenses:

| Included in revenue   | 2024<br>\$    | 2023<br>\$    |
|---|---------------|---------------|
| Ministry of Post-Secondary Education and Future Skills grants   | 16,238        | 63,850        |
| Other provincial government entities – grants and revenue<br>recognized from deferred contributions (Note 10)         | 6,308         | 6,799         |
| Other provincial government entities – grants and revenue<br>recognized from deferred capital contributions (Note 11) | 10,781        | 9,145         |
|   | <b>33,327</b> | <b>79,794</b> |
| Included in expenses  | 2024<br>\$    | 2023<br>\$    |
| Ministry of Post-Secondary Education and Future Skills  | 347           | 318           |
| Other provincial government entities  | 1,718         | 1,408         |
| Other provincial universities   | 485           | 384           |
|   | <b>2,550</b>  | <b>2,110</b>  |

#### Receivables and payables:

| Included in accounts receivable                        | 2024<br>\$ | 2023<br>\$   |
|--|------------|--------------|
| Ministry of Post-Secondary Education and Future Skills | <b>798</b> | <b>6,098</b> |

#### Related party transactions with key management personnel:

During the year, key management personnel, comprised of the Board and the University's Executives, have nil (2023 – nil) related party transactions with the University.

# KWANTLEN POLYTECHNIC UNIVERSITY

## Notes to Consolidated Financial Statements

Year ended March 31, 2024

(All figures in thousands of dollars)

### 22. Expense by object

The following is a summary of expenses by object:

|   | 2024<br>\$     | 2023<br>\$     |
|---|----------------|----------------|
| Salaries and benefits                   | 194,744        | 173,175        |
| Travel and professional development     | 4,159          | 3,334          |
| Supplies                                | 4,971          | 5,121          |
| Student awards, bursaries and donations | 8,685          | 11,600         |
| Fees and services                       | 27,255         | 25,326         |
| Facilities                              | 15,834         | 14,524         |
| Cost of sales                           | 2,184          | 1,475          |
| Leases, property taxes, insurance       | 616            | 469            |
| Accretion                               | 54             | 98             |
| Amortization of tangible capital assets | 20,789         | 19,895         |
|   | <b>279,291</b> | <b>255,017</b> |

### 23. Kwantlen Polytechnic University Foundation

The Kwantlen Polytechnic University Foundation (the "Foundation") was established on July 14, 2000 and is registered under the Societies Act (British Columbia). The Foundation is a registered charity under the Income Tax Act of Canada. The purpose of the Foundation, is the solicitation and management of donations and endowments for the purpose of providing awards and grants to students of the University and to advance the University's engagement with and within communities it serves. The Foundation is governed by an independent board of directors, the voting members of which can include employees and officers of the University. The University does not exercise control over the Foundation.

During the year, as part of its ordinary course of business, the University committed certain funds to the Foundation.

|                                      | 2024<br>\$   | 2023<br>\$   |
|--------------------------------------|--------------|--------------|
| KPU Research Endowment               | 2,000        | 4,000        |
| KPU Food Endowment                   | -            | 1,000        |
| KPU Financial Aid Endowment          | 1,000        | -            |
| KPU Financial Barrier Reduction Fund | 60           | 2,000        |
| KPU Other Transfers                  | 29           | -            |
|                                      | <b>3,089</b> | <b>7,000</b> |

The University also provides administrative, management and staff resources to the Foundation at no charge. As at March 31, 2024 the University has a payable of \$1,060 (2023 - nil) to the Foundation.

### 24. Comparative information

Certain comparative figures have been reclassified to conform to the current year consolidated financial statement presentation. These changes do not affect prior year's annual surplus.





KPU CIVIC PLAZA  
13485 Central Ave  
Surrey, BC

KPU LANGLEY  
20901 Langley Bypass  
Langley, BC

KPU RICHMOND  
8771 Lansdowne Rd  
Richmond, BC

KPU SURREY  
12666 72 Ave  
Surrey, BC

KPU TECH  
5500 180 St  
Surrey, BC

**kpu.ca**

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number:** 8.2

**Meeting Date:** November 27, 2024

**Presenter(s):** Chervahun Emilien

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**AGENDA TITLE:** FY2026 BUDGET PROCESS UPDATE

**ACTION REQUESTED:** Information

**RECOMMENDED RESOLUTION**

N/A

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### COMMITTEE REPORT

For Secretariat Use Only

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#### Context and Background

The Fiscal 2025-26 (FY2026) budget development process continues to progress. As a result of the anticipated decrease in ongoing new revenues and the financial pressures negatively impacting available budget, no new operating budget requests are being considered during the current budget development cycle. During the summer, divisions worked with service support areas, such as Facilities Services, Information Technology and Procurement to prepare FY2026 Capital Budget Requests. These submissions will be reviewed and prioritized through late Fall. Presentation of the draft budget, at consultation meetings with key parties, is scheduled to take place throughout February and March 2025. The final budget is on schedule to be presented for approval at the March 26, 2025, Board of Governors meeting.

#### Key Messages

1. In June 2024, due to the anticipated decline in International tuition and fees, the FY2026 budget process was altered from prior year to restrict new ongoing operating budget. The capital budget process moved forward as expected with the inclusion of consultation with the capital committee.
2. To address financial pressures and support the preparation of a balanced, FY2026 Budget, the Executive Team will utilize several short-term and long-term strategies, to curtail targeted spending and realign budget allocation to support the Budget Principles and Priorities.
3. In August 2024, the Executive team reviewed and prioritized \$5M of Fiscal 2024-25 one-time only budget items to be continued into the FY2026 Budget. During October, the Capital Committee

reviewed the FY2026 Capital Budget Requests and provided prioritized recommendations on which projects aligned with the University's strategic goals.

4. As a result of the uncertainty associated with international student enrolment, the consultation and presentation of the draft budget is being intentionally delayed until after Spring 2025 stable enrolment date, January 20, 2025. Delaying to this point will provide crucial insight into both Summer and Fall 2025 semester application cycles, which will not only address a significant portion of FY2026, but also serves as strong indicators for Spring 2026 enrolment expectations.

**Resource Requirements**

N/A

**Implications/Risks**

N/A

**Consultations**

N/A

**Attachments**

1. Fiscal 2025-26 Budget Development Update PowerPoint
- 

**Submitted by**

Chervahun Emilien, Chief Financial Officer

**Date submitted**

November 19, 2024

# **Fiscal 2025-26 Budget Development Update**

**Board Finance Committee  
Board of Governors**

# Budget Development Approach

- [Fiscal 2025-26 Budget Principles and Priorities](#)
- KPU's strategic priorities
- International Student enrolment and balancing the budget

# General Approach and Assumptions

- Increases in Operating Grant
- Contingency
- Roll forward of divisional, ongoing base budgets
- No new operating budget allocations
- Review of Fiscal 2024-25 approved one-time only (OTO) budget increases
- Targeting a delayed timeline

# Student Enrolment

## **International Students:**

- FY2025: 21% decline year over year  
(FY24: 7,964 heads; FY25: 6,308 heads)
- Knock-on impact in Fiscal 2025-26

## **Domestic Students:**

- FY2025: 0% change year over year  
(FY24: 11,211 heads; FY25: 11,238 heads)
- Increased competition in Fiscal 2025-26

# Strategic Budget Management

- Iterative, focused and consultative approach
  - Early Retirement Incentives
  - Right-sizing Faculties
  - Realigning infrastructure to support target student mix
  - Reducing discretionary expenses
  - Soft hiring freezes

continued...



# Strategic Budget Management

- Leveraging the Fiscal 2023-24 Operating Surplus Deferral
- Internal restrictions to support continued spending in priority areas

# Timeline

- Spring 2025 Stable Enrolment – January 2025
- Budget presentations will be made throughout February and March
- Final Draft Budget will be presented to the Board of Governors for approval at the March 26, 2025 meeting

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## BOARD OF GOVERNORS - REGULAR MEETING

**Agenda Number:** 8.3

**Meeting Date:** November 27, 2024

**Presenter(s):** Chervahun Emilien

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**AGENDA TITLE:** RECURRING CONTRACTS GREATER THAN \$200,000

**ACTION REQUESTED:** Motion

### RECOMMENDED RESOLUTION

**THAT the Board of Governors approve and recommends, subject to budgetary approval, the attached list of contracts to be renewed through procurement that are greater than \$200,000, as recommended by the Board Finance Committee.**

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### COMMITTEE REPORT

On November 19, 2024, the Board Finance Committee received, reviewed and recommended that the Board of Governors approve the attached list of contracts to be renewed through procurement that are greater than \$200,000, subject to budgetary approval.

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### Context and Background

Every fiscal year, KPU has contracts over \$200,000 that are set to expire. Per KPU [Procurement Policy AD3](#), requests to enter into contracts over \$200,000 require Board approval. For ease of administration, pre-approval is being requested for recurring contracts greater than \$200,000 expected to expire over the next two fiscal years.

The pre-approval of the contracts will enable Procurement Services to commence work on the required due diligence and necessary procurement strategies to ensure projects continue moving ahead with minimal disruption.

### Key Messages

1. Board pre-approval is requested for Procurement Services to proceed with a number of recurring contracts greater than \$200,000 that are expected to expire in the next two fiscal years.
2. In addition to this pre-approval, any actual agreements will be subject to budgetary approval.
3. Outcomes of the public procurement are communicated through regular Chief Financial Officer updates to KPU Executives and Board of Governors.

**Resource Requirements**

N/A

**Implications/Risks**

Minimal risk which is mitigated by Policy AD3 where the Chief Financial Officer is responsible for ensuring all procurement initiated with the approval of the Board are procure according to KPU policy.

**Consultations**

1. Board of Governors – established process previously approved.

**Attachments**

1. Projected Recurring Contracts FY 2025-27 greater than \$200,000.
- 

**Submitted by**

Chervahun Emilien, Chief Financial Officer

**Date submitted**

November 20, 2024

**List of Projected Recurring Contracts FY2025-27 Greater Than \$200k for Board Approval**  
***For the reporting period: April 1, 2025 - March 31, 2027***

**Existing Recurring Needs/Will Require Procurement in Next Cycle**

| Contract  | Vendor                                | Description  | Start Date | End Date  | Length of Contract | Department                    | Contract Commitment | Projected Cost:<br>-Over 5 year term for Services<br>-Over 3 year term for Goods | Procurement Approach             |
|-----------|---------------------------------------|--|------------|-----------|--------------------|-------------------------------|---------------------|--|----------------------------------|
| C22P0020  | Frequency Foundry Inc.                | Telax Contact Center License for Cloud Hosted Call Centre application used by Service Desk, Admissions and other KPU Departments.  | 1-Feb-20   | 31-Mar-25 | 5 years 2 months   | Information Technology        | \$996,190           | \$1,000,000  | Direct Award - Entrenched Vendor |
| M20P0323  | keep.meSAFE (a division of guard.me)  | Student Support Program  | 14-Feb-20  | 14-Feb-25 | 5 years            | Vice Provost, Students        | \$959,850           | \$1,000,000  | Open Competition                 |
| various   | Compugen Inc                          | BCNet Agreement for Infrastructure Value Added Reseller (IVAR) Services  | 1-Mar-20   | 30-Apr-25 | 5 years            | Information Technology        | As-If-When Required | \$1,545,644  | CISA - BCNET                     |
| M1508301  | Homewood Health                       | Employee and Family Assistance Plan (EFAP) Services  | 1-Apr-20   | 31-Mar-25 | 5 years            | Human Resources               | As-If-When Required | \$500,000  | CISA                             |
| M22R0073  | Heritage Food Service Group of Canada | Kitchen Equipment Maintenance and Repairs  | 1-Aug-21   | 31-Jul-26 | 5 years            | Ancillary Services            | As-If-When Required | \$375,000  | Open Competition                 |
| various   | Ricoh Canada Inc                      | Multi-functional Device and Network Printer Lease  | 1-Nov-21   | 1-Nov-25  | 4 years            | Information Technology        | As-If-When Required | \$2,000,000  | CISA - BCNET                     |
| BCNET0010 | NetApp                                | BCNet Agreement for Network Storage Equipment  | 1-Feb-22   | 31-Jan-25 | 3 years            | Information Technology        | As-If-When Required | \$400,000  | CISA - BCNET                     |
| M22R0223  | KPMG LLP                              | Financial Audit Services   | 15-Feb-22  | 14-Feb-27 | 5 years            | Financial Services            | \$247,500           | \$300,000  | Open Competition                 |
| M23P0003  | Oracle Canada ULC                     | Oracle Diagnostics and Tuning Packs for the Banner to Cloud Project  | 28-Feb-22  | 27-Feb-27 | 5 years            | Information Technology        | \$329,875           | \$395,850  | Direct Award - Entrenched Vendor |
| M23R0081  | Software 2 / AppsAnywhere             | AppsAnywhere software licenses   | 1-May-22   | 30-Apr-25 | 3 years            | Information Technology        | \$370,704           | \$600,000  | Direct Award - Entrenched Vendor |
| various   | Compugen Inc                          | BCNet Agreement for Software Value Added Reseller (VAR) Services:<br>* Microsoft Software Volume Licensing<br>* Adobe Creative Cloud<br>* Citrix Virtual Apps and Desktops<br>* CommVault Simpana Backup Software<br>* Red Hat Enterprise Linux Academic Site<br>* Ivanti Subscription | 25-Nov-22  | 24-Nov-25 | 3 years            | Information Technology        | As-If-When Required | \$6,323,715  | CISA - BCNET                     |
| M24R0057  | Blindside Networks Inc.               | Big Blue Button is a web conferencing tool for educators, integrated with Moodle for online teaching.  | 24-Apr-23  | 23-Apr-25 | 2 years            | Office of Teaching & Learning | \$177,325           | \$500,000  | Direct Award - Entrenched Vendor |
| M24R0139  | Microsoft Canada Inc.                 | Microsoft Unified Enterprise Support Services  | 1-Jun-23   | 31-May-26 | 3 years            | Information Technology        | \$322,329           | \$550,000  | Direct Award - Sole Source       |
| M24R0183  | Staples Advantage Canada              | CPA with Staples for custodial supplies  | 1-Jun-23   | 1-Jul-26  | 3 years 1 month    | Facilities - Maintenance      | \$901,025           | \$901,025  | CISA - BCNET                     |
| M24P0125  | MNP LLP                               | Information Security Incident Response services  | 15-Jun-23  | 14-Jun-25 | 2 years            | Information Technology        | As-If-When Required | \$300,000  | Direct Award - Entrenched Vendor |
| C21P0174  | Zoom Video Communications             | Video Conferencing   | 8-Oct-23   | 7-Oct-24  | 1 year             | Office of Teaching & Learning | \$89,673            | \$450,000  | Direct Award - Sole Source       |
| C25R0137  | Google Inc                            | Google Ad Words and Google Display Ads   | 1-Apr-24   | 31-Mar-25 | 1 year             | Marketing & Recruiting        | \$250,000           | \$1,250,000  | Direct Award - Sole Source       |
| M25R0117  | Viking Fire Protection                | Test, Service and Provide Preventative Maintenance on all Fire Protection Equipment  | 17-May-24  | 16-Feb-27 | 2 years 9 months   | Facilities - Maintenance      | As-If-When Required | \$400,000  | CISA - BCNET                     |
| M25P0224  | Canada Workday ULC                    | Forecast/reporting/budgeting tool  | 11-Sep-24  | 10-Sep-25 | 1 year             | Financial Services            | \$64,890            | \$324,450  | Open Competition                 |

## **Report to Board**

### **Alan Davis, President and Vice Chancellor**

### **November 27, 2024**

Since the last Board meeting in June, we wrapped up a successful summer semester, and in September we began another academic and governance year. What a difference a year makes. We have been beset this year by sudden and confusing policy changes by the federal government regarding international students, and so we have been working hard to stabilize enrollments and thus the financial outlook for the university.

We believe we will be close the approved budget for this fiscal year (including some new, mid-year allocations) and we are already looking at scenarios for 2025/26. This will be a major topic of discussion at all levels of governance for this academic year.

Meanwhile I was fortunate to attend [The Learner Conference](#) in Utrecht in July, with outstanding sessions on the impact of generative AI on teaching and learning. Then on to Rome where I met with staff at the Canadian Embassy and was able to visit one of the polytechnic institutions that form a network across Italy, and where there are some interesting possibilities for partnerships.

The KPU Board orientation was held on August 28 and we have some tremendous newly appointed and elected members joining us.

In early September I joined a small group to visit several cities in China, visiting the Beijing Institute of Fashion Technology, the Beijing University of Chinese Medicine, and attending and presenting at the Can Achieve conference in Hangzhou. All this as part of our renewal of activity in China to recruit students and to build pathways and partnerships in key programs, working with our tremendous field representative Jenny Luo.

We were also able to meet with the Canadian Ambassador to China and her staff, and with the incoming Consul to Vancouver, Mr Zhixue Dong. Some pictures of the trip are seen below.



The members of the salon held at The Beijing Institute of Fashion Technology



Signing a renewed MOU with the Beijing University of Chinese Medicine



KPU at the networking session at Can Achieve

On September 19 I was pleased to join in the KPU [Sustainability Hub](#) celebration. KPU has come a long way in its programming, operations and research in sustainability, and we are well positioned to do more. On September 20 I helped to launch the Office of Advancement's annual [Family Campaign](#).

This period has been dominated by more regulations from IRCC regarding international education, and the impact of those on KPU's enrollment planning and finance. I have briefed Senate and the University community on potential implications, and updates will be going out regularly. Town halls are planned for this month and each month thereafter as the situation unfolds.

I held town halls on the phase one of the proposed AC 16, academic title policy on October 24 and 25, and on the 24 I attended a very good workshop by Cherly Foy from Strategic Governance Consulting Services.

The Ridge-Meadows steering committee continues its work on developing a feasibility study for provision of higher education opportunities in that region. We met on September 26 and October 18.

BCAIU held a day on strategic planning on October 1, and I attended the Ontario College Quality Assurance management board meeting on October 3.

Led by Dean Howes and Heba Elsonbaty, President's Circle held its monthly meeting on October 16, exploring ideas based on the VUCA model of understanding and addressing significant change, based on the [Sharon Stein article](#) on such changes in higher education.

I was fortunate in October to also attend the Australian International Education Conference, where there were many sessions on trans-national education in its many forms and which KPU needs to explore. I was also able to meet with one of our key partners in Australia, the Royal Melbourne Institute of Australia.

Polytechnics Canada held its annual national Strategy Group on October 30 and 31 in Ottawa where we connected with senior government officials and brought along partners from Industry. Dave Kasper, VP Sales and Product Development, General Recycled, who has advised and worked with the Winson School of Design over the years, was able to attend with me.

On November 6 to 17 I attended, along with Dr Brett Favaro a "mission" of several invited Canadian universities to Kazakhstan, where the country is interested in working with international universities to building capacity in their emerging higher education system, especially in currently underserved regions. Based on this visit we will look closely at any possible further involvement.

November 20 and 21 saw the visit of Dr. Maria Stark, Professor in the Faculty of Environment, and Canada Research Chair in Ecosystem and Climate at the University of Waterloo. She met with faculty and students at KPU and addressed the university and public at a President's Dialogue event. She also gave a presentation to the Canadian Universities Women's Club and the Peatland Protection Society, whose president is KPU honorary degree recipient Eliza Olson.

November 21 saw the regular Board meeting of the British Columbia Association of Institutes and Universities.