KPU | Board of Governors

Board Governance Manual

Approved by the Board of Governors

Original Effective Date: November 21, 2012

Revised: November 27, 2024

Revised: April 7, 2025

Revised: November 26, 2025

Revised: May 27, 2026

TABLE OF CONTENTS

Table of Contents ii

APPENDICES viii

1. Introduction 9

2. KPU overview 10

3. Definitions 11

4. Bicameral Governance framework 13

Consider recommendations from the Senate 13

Seek advice from the Senate 14

With approval from the Senate 14

5. Board Governance Structure 15

Board Powers and Duties 15

Board Structure 15

Term Lengths 15

Eligibility 16

Committees 17

Board Relations with KPU's Senior Leadership 17

Board Relations with the Kwantlen Polytechnic University Foundation 18

Board Relations with the Kwantlen Polytechnic University Alumni Association (KPUAA) 18

6. Board Terms of reference 19

Role 19

Responsibilities 19

Reliance on Management 24

External Advisors 25

7. Board Chair Position Description 26

Election and Term 26

Role 26

Eligibility 26

Duties and Responsibilities 26

Board Chair Evaluation 28

Board Chair Expenses 28

Board Member Expenses 29

President & Vice Chancellor Expenses 29

8. Board Vice Chair Position Description 30

Vice Chair 30

Eligibility 30

Duties and Responsibilities 30

Expenses 30

9. Individual Board Member Position Description and Code Of Conduct 31

Introduction 31

Standards of Conduct 31

Complaints Procedure or Breaches of the Code of Conduct 32

Relationship with Senior Leadership and Staff 34

Public Statements 35

Community Engagement 35

Informed Decision Making 35

Legal Compliance 36

Board Activity 36

Board Members Elected by Constituencies 37

Attendance 37

Confidentiality of Board Information 37

Management of KPU Board Records and Other KPU Business Records 38

Duty to Disclose Information to Auditors 38

Orientation and Professional Development 38

Removal 39

Resignation 39

Re-Appointment 39

Re-Election 39

End of Term 40

10. President and Vice-Chancellor Position Description 41

Introduction 41

Appointment 41

Role 41

Accountability 41

Duties and Responsibilities 41

Compensation 45

11. University Secretary Position Description 46

Appointment 46

Role 46
Conflict 46
12. Committee Operating Guidelines 47
Purpose 47
Mandate 47
Accountability and Decision-Making (including Recommendations) 47
Composition 48
Meetings 48
Reporting 50
Committee Support 50
External Advisors 50
13. Audit Committee Terms of Reference 51
Purpose 51
Composition and Quorum 51
Audit Oversight Responsibilities 51
Alleged Wrong-Doing 55
Conflict of Interest for Board Members 55
Compliance 56
Meetings 56
Committee Support 56
Responsibility for Policy Review 56
Board Bylaws and Board Manual Sections 57
Board-Approved University Policies 57
14. Finance Committee Terms of Reference 58
Purpose 58
Composition and Quorum 58
Financial Oversight Duties and Responsibilities 58
Compliance 60
Meetings 61
Committee Support 61
Responsibility for Policy Review 61
15. Human Resources Committee Terms of Reference 62
Purpose 62
Composition and Quorum 62
Duties and Responsibilities 62

Meetings 63
Committee Support 63
Responsibility for Policy Review 63
16. Governance Committee Terms of Reference 65
Purpose 65
Composition and Quorum 65
Duties and Responsibilities 65
Meetings 67
Committee Support 67
Responsibility for Policy Review 67
17. Board Meeting Guidelines 69
Frequency 69
Location 69
Meeting Types 69
Agenda 70
Notice 71
Information for meetings 71
Delegations at Regular Board Meetings – Open Sessions 71
Media at Regular Board Meetings – Open Sessions 72
Procedures at Meetings 72
Minutes 73
Board Deliberations and Confidentiality 74
Special Meetings of the Board 74
Attendance 74
18. Strategic Planning 75
Introduction 75
Roles and Responsibilities 75
Five-Year Strategic Planning Framework 76
Annual Planning Framework 76
19. Board Composition and Succession Planning 78
Introduction 78
Key Considerations in Board Composition 78
Process 80
20. Orientation and Professional Development 83
Goals 83

Materials 84
Process for New Members 84
Professional Development 84
21. Board and Board Member Evaluation 86
Introduction 86
Process 86
Board Evaluation 86
Board Chair Evaluation 87
Committee Evaluation 87
Committee Chair Evaluation 88
Individual Board Member Self-Evaluation 88
22. President Evaluation 89
Introduction 89
Performance Benchmarks 89
Annual Performance Evaluation 90
Process 90
Compensation Review 91
23. President Succession Planning 92
Introduction 92
Overview 92
Roles and Responsibilities 92
24. Board Chair Succession Planning 95
Introduction 95
Key Skills and Experience 95
Accountability 96
Process 96
25. Board Member Liability and insurance Coverage 98
Exclusion of Liability 98
Liability and Insurance Coverage 98
26. Board Member Remuneration and Expenses 99
Remuneration 99
Expenses 99
27. Conflict of Interest 100
Introduction 100

Definitions 100
Duties 102
Conflicts of Interest Relating to Elected Members 102
Examples of Conflicts of Interest Relating to Board Members 104
Protocol for Dealing with Conflicts of Interest 105
Exemptions 106
Annual Declaration 106
28. Oath of Office 108
A. University Act 109
B. Board Bylaws 110
C.1 Board of Governors & Senate Roles (per *University Act*) 111
C.2 PRINCIPLES TO GUIDE BICAMERAL GOVERNANCE AT KWANTLEN POLYTECHNIC UNIVERSITY 114
C.3 Senate Bylaws 116
D. BOARD APPROVED UNIVERSITY POLICIES 117
E. Skills Competency Matrix for Governing Board Template 120
F. Delegation to the Board Request 121
G. Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability: June 2014 122
H. Appointment, Termination and Promotion of Employees 123
2. Promotion of Teaching Staff and Faculty – University Act, s. 28(3) **124**
3. Termination of Teaching Staff and Faculty – University Act, s. 28(3) **124**
I.1 Oath of Office 128
I.2 CODE OF CONDUCT DECLARATION 129
I.3 Annual CONFLICT OF INTEREST disclosure 130
J. GLOSSARY OF ACRONYMS 131

APPENDICES

A. University Act

B. Board Bylaws

C. Bicameral Governance Framework

- C.1 Board of Governors & Senate Roles (per *University Act*)
- C.2 Principles to Guide Bicameral Governance at Kwantlen Polytechnic University[1]
- C.3 Senate Bylaws

D. Board-Approved University Policies

E. Skills Competency Matrix for Governing Board (template)[2]

F. Delegation to the Board Request

G. The Principles of Citizen-Centred Governance

H. Appointment, Promotion and Termination of Employees

I. Declarations for Board Members

- I.1 Oath of Office
- I.2 Code of Conduct Declaration
- I.2 Annual Conflict of Interest Disclosure

J. Glossary of Acronyms

[1] 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).

[2] 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: 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 their 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.
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 University Executive 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.[3]

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.[4]

Consult with the Senate:

[3] *University Act*, s. 35.2(5).

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

The Board must consult with Senate on specified matters, including the maintenance and order of real property, rules respecting the management, government and control of real property, buildings and structures and the conservation of heritage sites of KPU.[5]

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.[6]

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;[7] providing for the establishment of faculties and departments the Board considers necessary; [8] providing for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the Board and Senate consider advisable;[9] and determining the number of students – in the opinion of the Board – to be accommodated at KPU or in any faculty at KPU.[10]

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.[11]

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.

---

[5] *University Act*, s. 27(2)(d) and (e).

[6] *University Act* s. 35.2(6).

[7] *University Act*, s. 27(2)(f).

[8] *University Act*, s. 27(2)(j).

[9] *University Act*, s. 27(2)(k).

[10] *University Act*, s. 27(2)(r).

[11] *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.[12] 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:[13] [14]

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:[15]

a) Faculty and KPU employee representatives are elected for three-year terms;

b) Student representatives are elected for one-year terms.[16]

---

[12] *University Act*, s. 27(1).

[13] For Elected Members, see Section 26, *Conflict of Interest*

[14] *University Act*, s. 19(1).

[15] *University Act,* s. 19

[16] *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.[17]

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.[18]

e) The Chancellor and the President are members of the Board for so long as they hold their respective offices.[19]

Eligibility

a) The following persons are not eligible to be or to remain Board Members:[20]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;

[17] *University Act*, s. 21.

[18] *University Act*, ss. 20(1.1) and 21.

[19] *University Act*, s. 20(3).

[20] *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[21]

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)[22]

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*[23], 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.

[21] The KPU Foundation is a separate entity from KPU. The relationship between KPU and the Foundation is guided by a Memorandum of Agreement.

[22] 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.

[23] *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.[24]

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; [25]

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;[26]

[24] *University Act*, s. 27(1).

[25] *University Act*, s. 27(2)(g).

[26] *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*;[27] 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[28] 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;[29]

[27] *University Act*, s. 11(1).

[28] The Mandate Letter provides the government's strategic priorities and sets out performance expectations for the fiscal year for KPU: 2023 Mandate Letter

[29] *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;[30]

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[31] 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

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

[30] *University Act*, s. 27(2)(i) and 35.2(6)(e).

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

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[32];

f) annually approves for submission to the Government a copy of KPU's audited financial statements and the Institutional Accountability Plan and Report; and

[32] *Budget Transparency and Accountability Act*

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*.[33]

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 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. [34]

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[35].

Government Relations

The Board:

a) works in a collaborative relationship with the Government;

---

[33] *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

[34] *University Act*, s. 60(3).

[35] See Section 9, "Public Statements"

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");[36]

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;[37]

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;[38]

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.

Reliance on Management

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

[36] *University Act*, s. 34(1);

[37] *University Act*, s. 34(1).

[38] Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more 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:*[39]

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.

[39] *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.[40]

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, stake-holders 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:

[40] 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[41];

h) signs documents on behalf of the Board as authorized by the Board[42];

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;

[41] See Section 26 Conflict of Interest

[42] *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 their 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[43].

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*. The

[43] *University Act* s. 60(3)

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. The Board Chair may delegate this authority to the Vice Chair.

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.[44]

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 their 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.

[44] 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[45], each Board Member must:

a) exercise respect for the dignity of all persons, fair and equitable treatment of all persons; respect for diversity[46];

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[47]

d) treat University employees in a respectful manner[48]

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;

[45] KPU Employee Code of Conduct "B"

[46] KPU Policy HR5 Diversity and Inclusiveness "A.2"

[47] KPU Policy HR5 Diversity and Inclusiveness "C.6"

[48] 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;[49]

c) comply with Board by-laws and policies, including the Board Governance Manual and this Code of Conduct[50] 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

[49] *University Act*, s. 19.1.

[50] 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.[51]

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.

[51] *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.[52]

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.[53]

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

[52] *University Act*, s. 19.1.

[53] *University Act* s.22(2).

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.[54]

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.[55]

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.[56]

Re-Election

Elected Members are re-elected in accordance with the Election Rules approved by Senate[57].

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

[54] *University Act*, s. 22(1).

[55] *University Act*, s. 22(1.1).

[56] *University Act*, ss. 20(1.1) and 21.

[57] *University Act,* s. 43

Governing Board[58] 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[59].

Elected students hold office as a Board Member for 1 year to a maximum of 6 consecutive years[60].

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.

[58] Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

[59] *University Act,* s. 20

[60] *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.[61]

The President is a Member of the Board.[62]

Role

The President is the chief executive officer of KPU and must generally supervise and direct the academic work of KPU.[63] 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;

---

[61] *University Act,* s. 27(2)(g)

[62] *University Act*, s. 63(a).

[63] *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;[64]

g) convenes joint meetings of all or any of the faculties at the President's discretion;[65]

h) establishes committees the President considers necessary or advisable;[66]

i) chairs meetings of the Senate;[67]

j) with support from the University Executive, plays a bridging role between the Board and the Senate;

k) upon nomination by the Alumni Association, appoints one alumni member who is not a faculty member to the Senate;[68]

Strategic

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

b) Develops new insights into situations; questions conventional approaches; encourages new ideas; supports the design and implementation of new or cutting-edge programs/processes

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;[69]

b) Monitors KPU's educational, administrative and financial performance and provides reports as appropriate;

[64] *University Act*, s. 59(2)(b).

[65] *University Act*, s. 59(2)(b).

[66] *University Act*, s. 59(2)(d).

[67] *University Act*, s. 35.2(2)(b) and s. 63(b).

[68] *University Act,* s. 35.2(2)(i)

[69] *University Act*, s. 62(1)(b) and (c).

c) Prepares and publishes an annual report on KPU's progress; [70]

Board

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

Budget

a) prepares and submits to the Board an annual budget in consultation with the appropriate standing committee of the Senate;[71]

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) creates a culture of wellness that enhances and respects the health of employees and students, and provides the necessary resources to enable these objectives;

c) annually establishes and maintains a Board approved plan for Senior Leadership development and succession, including President succession planning;

d) appoints, promotes and removes members of the teaching and administrative staffs and the officers and employees of KPU as outlined in Appendix "H";

e) authorizes lectures and instruction in any faculty to be given by persons other than the appointed members of the teaching staff;[72]

f) 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;[73]

Social Justice

[70] *University Act*, s. 62(1)(a).

[71] *University Act*, s. 62(2).

[72] *University Act*, s. 59(2)(c).

[73] *University Act*, s. 60(1) and (2).

a) fosters strong relationships with Indigenous leaders and communities and guides KPU's implementation of the Truth and Reconciliation Commission of Canada: Calls to Action; the President shall support the development and implementation of KPU's Indigenization strategy;
b) ensures that anti-racism, justice, equity, diversity, and inclusion inform the institution's decision-making, and positively impact cultural and learning environments;

Sustainability

a) articulates a vision that integrates ecological sustainability into leadership of university operations and academic programming, with a focus on transition to a low-carbon economy;
b) ensures long-term economic sustainability by exhibiting sound fiscal management, advocating for resources from government, and exploring additional sources of revenue.

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;

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;[74]

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 [75] is:

[74] *University Act*, s. 62(3).

[75] *University Act*, s. 63.

a) a Board Member and must attend its meetings[76], 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.

Compensation

The Board determines the President's compensation,[77] subject to parameters set for executive compensation in B.C.'s public sector by the Public Sector Employers' Council.[78]

[76] *University Act*, s. 63(a)

[77] *University Act*, s. 27(2)(g).

[78] 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 their 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.[79] 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.

[79] *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 virtually but may be held in-person at the discretion of the Chair. If attending an in-person Committee meeting by video/teleconference, a Committee member must inform the University Secretary with 24-hours' notice.

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.[80]

Composition and Quorum

The Committee is composed of at least four Members, all of whom must be Appointed Members and "independent".[81]

Committee members must be financially literate.[82] 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

[80] See Section 6 (Board Terms of Reference) in this Board Manual for additional information on external advisor engagement.

[81] 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.

[82] 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;[83] [84]

b) recommends to the Board the appointment of the External Auditor;[85]

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;

[83] KPU Policy and Procedure GV1 *Selection and Appointment of Auditors*

[84] Typically, the RFP for the External Auditor occurs every three years.

[85] 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[86] 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 Board-Approved University Policies and sections of this Board Manual which relate to audit matters, including the following:

[86] Appendix "I.3" Annual Conflict of Interest Disclosure

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".[87]

Committee members must be financially literate.[88] 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[89]

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;[90]
   ii) the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or budgets;

[87] 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.

[88] In this context, "financially literate" means that the Member has the ability to read and understand KPU's financial information.

[89] Typically, these matters are addressed in the first part of each Committee meeting when both Elected and Appointed Members may be present.

[90] *University Act*, s.27(2)(l).

iii) the consistency of the plans and budgets with strategic plans, policies, objectives and initiatives approved by the Board;

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*;[91]

vii) the provision for student loans;[92]

viii) the collection of fees on behalf of student societies;[93]

ix) the provision of funds for chairs, institutes, fellowships, scholarship, exhibitions, bursaries and prizes the Board and Senate consider advisable;[94]

x) the determination of student enrolment, with approval of the Senate;[95]

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:

[91] *University Act*, s.27(2)(m).

[92] *University Act*, s.27(2)(q).

[93] *University Act*, s. 27.1(1).

[94] *University Act*, s. 27(2)(k).

[95] *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;[96]

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; [97]

d) reviews and recommends to the Board policies with respect to KPU's intellectual property, including those matters specified in the *University Act*.[98]

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:

[96] *University Act*, s. 27(2)(d).

[97] *University Act*, s. 27(2)(e).

[98] *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".[99]

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[100], 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;

[99] 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.

[100] 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[101];[102]

h) oversees the appointment process for the President[92];

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:

[101] KPU Policy HR22 *Presidential Search Advisory, Appointment and Re-appointment* *Policy* *and* *Procedure*

[102] *University Act*, s. 27(2)(f).

Board Manual Sections

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.

The President is an ex officio, voting member.

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;[103]

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;

[103] 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;[104]

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 [105] 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;[106]

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;[107]

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; [108]

m) annually reviews and ensures the adequacy of KPU's Code of Conduct for Board Members[109];

[104] 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.

[105] Refer to Appendix "E" and Section 19 (Board Composition and Succession Planning) of this Board Manual for more information.

[106] Refer to Section 20 (Orientation and Professional Development) of this Board Manual for further information.

[107] *University Act*, s. 27(2)(i) and 35.2(6)(e).

[108] *University Act*, s.35.2(6)(b) and 27(2)(i)

[109] 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.[110]

Frequency

The Board typically holds six regular meetings per year that are open to the public.[111]

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 or virtually.

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;

[110] *University Act*, s. 27(2)(a).

[111] 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.

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 session, the Board Chair shall report to the President on issues discussed at the 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.[112]

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.[113]

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) At in-person meetings 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. For virtual meetings, voting may be determined by calling for "all those opposed".

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.

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

[112] *University Act*, s. 26(2).

[113] *University Act*, s. 26(3).

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* 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.[114]

[114] *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.[115]

The financial parameters for KPU are also set by the Government's tuition limit policy.[116]

Senior Leadership

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

[115] Budget letter is available at: http://www2.gov.bc.ca/gov/content/education-training/post-secondary-education/institution-resources-administration/budget-letters

[116] 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.[117]

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.

[117] *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.[118]

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 problem

[118] 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.

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;[119] and

c) circulates the completed Skills Competency Matrix for Governing Board to Board Members for their review and approval.[120]

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

[119] 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.

[120] 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 their 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.[121]

[121] Each year, the Human Resources Committee may identify several relevant internal and external stakeholder groups or individuals from whom feedback is sought.

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.

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,[122]

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.

[122] 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 their 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[123] 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.

[123] The Board Chair must be an Appointed Member

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

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[124] 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

[124] Only appointed Board Members are eligible to be Board Chair and Vice Chair

following year (the planned succession situation), the Committee leads the transition process as follows:

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. [125]

[125] 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[126]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;

[126] The President has additional obligations with respect to conflicts of interest per their employment contract.

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 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 they have 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.[127] 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.

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

[127] *University Act*, s. 19.1.

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 them 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.[128]

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 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.

[128] *University Act*, s. 23(1)(g).

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).[129]

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 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.

[129] The President has additional obligations with respect to conflicts of interest per their employment contract.

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 i*n 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,[130] 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.

Annual Declaration

Board Members are required to annually complete, sign and submit to the University Secretary the Conflict of Interest Declaration[131].

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.

---

[130] An example of a situation where the Board Member has or could be perceived to have influenced a decision is where the member expressed their views to the other Members on the matter in question.

[131] Appendix "I.2"

28. OATH OF OFFICE

The Oath of Office [132] 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.

[132] Appendix H.1 Oath of Office

A. UNIVERSITY ACT

Link to the *University Act*

B. 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		
27 (1) The management, administration and control of the property, revenue, business and affairs of the university are vested in the board. (2) Without limiting subsection (1) or the general powers conferred on the board by this Act, the board has the following powers: (a) to make rules for the meetings of the board and its transactions; (b) to elect from among its members appointed by the Lieutenant Governor in Council a chair, and, when necessary, an acting chair; (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; * (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; (h) if the president is absent or unable to act, or if there is a vacancy in that office, to appoint an acting president; (l) to receive from the president and analyse and adopt with or without modifications the budgets for operating and capital expenditure for the university;	(m) to set, determine and collect the fees (i) to be paid for instruction, research and all other activities in the university, (ii) for extramural instruction, (iii) for public lecturing, library fees, and laboratory fees, (iv) for examinations, degrees and certificates, (v) for the use of any student or alumni organization in charge of student or alumni activities, and (vi) for the building and operation of a gymnasium or other athletic facilities; (n) to pay over (i) the fees collected for a student or alumni organization that the organization may request, and (ii) in accordance with section 27.1, the fees collected for a student society or a provincial or national student organization; (o) to administer funds, grants, fees, endowments and other assets; (p) to select a seal and arms for the university and have sole custody and use of the seal; (q) to provide for student loans; (s) to enter into agreements on behalf of the university; (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 (i) activities and events, (ii) vehicle traffic and parking, including bicycles and other conveyances, and (iii) pedestrian traffic;	(u) to acquire and deal with (i) an invention or any interest in it, or a license to make, use or sell the product of an invention, and (ii) a patent, copyright, trademark, trade name or other proprietary right or any interest in it; (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 (i) made by that person using the facilities, equipment or financial aid provided by the board, or (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; (w) to pay to a municipality incorporated under an Act a grant in a year not exceeding the lesser of (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 (ii) the amount specified by the minister or calculated in the manner specified by the minister; (x) to make rules consistent with the powers conferred on the board by this Act; (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.
Chancellor **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.		

Board with Senate Role	Senate's Advisory Role to Board
27 (2) Powers of the Board (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; (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; (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; (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; (i) to consider recommendations from the senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction; (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; (k) to provide for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the board and the senate consider advisable; (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;	**Senate of a special purpose, teaching university** **35.2 (6)** 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 (a) the mission statement and the educational goals, objectives, strategies and priorities of the special purpose, teaching university; (b) the establishment, revision or discontinuance of courses and programs at the special purpose, teaching university; (c) the preparation and presentation of reports after implementation by the special purpose, teaching university without prior review by the senate of (i) new non-credit programs, or (ii) programs offered under service contract; (d) the priorities for implementation of new programs and courses leading to certificates, diplomas or degrees; (e) the establishment or discontinuance of faculties at the special purpose, teaching university; (f) the evaluation of programs and educational services; (g) the library and resource centers; (h) the setting of the academic schedule; (i) the qualifications for faculty members; (j) the adjudication procedure for appealable matters of student discipline; (k) the terms for affiliation with other post-secondary bodies; (l) the consultation with community and program advisory groups concerning the special purpose, teaching university's educational programs; (m) other matters specified by the board.

Other Board Items (cont'd)

Short Term Borrowing

31 (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.

(2) Money borrowed under subsection (1) must be repaid out of current revenues and may be secured by promissory notes of the university.

Annual Report

32 (1) The board must make an annual report of its transactions to the minister, in which it must set out
(a) a balance sheet and a statement of revenue and expenditure for the year ending on the preceding March 31, and
(b) other particulars the minister may require.

(2) A copy of the annual report must be sent promptly to the senate.

Audit

33 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

Advisory Boards

34 (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 any body in the university to which the board directs the advice to be given or report to be made.**Borrowing**

58 (1) With the approval of the minister and Minister of Finance, a university may borrow money for the purpose of

(a) purchasing or otherwise acquiring land for the use of the university, or

(b) erecting, repairing, adding to, furnishing or equipping any building or other structure for the use of the university.

(2) The board may

(a) enter into any agreement that it may consider necessary or advisable for carrying out the purposes mentioned in this section, and

(b) execute in the name of the university all agreements, deeds and other instruments considered necessary or advisable to carry into effect the provisions of the agreement.

a) (3) [Repealed 1998-6-19.]

b) Suspension of staff member

60 (1) The president has power to suspend any member of the teaching and administrative staffs and any officer or employee of the university.

(2) On the exercise of the power, the president must promptly report the action to the board with a statement of their reasons.

(3) A person who is suspended under this section has a right of appeal to the board.

Jurisdictional disputes

70 (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.

(2) A decision of the board under subsection (1) is final.

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

D. BOARD APPROVED UNIVERSITY POLICIES

#	Policy Title	Approved by:	Link
AC1	Program Advisory Committee	Senate/Board	Program Advisory Committees Policy / Procedure
AC3	Program Review	Senate/Board	Program Review Policy / Procedure
AC8	Principles of Academic Freedom and Responsibility	Board/Senate	Principles of Academic Freedom and Responsibility Policy
AC10	Development and Change of Senate-Approved Programs	Board/Senate	Development and Change of Senate-Approved Programs Policy / Procedure / Appendix A
AC13	Minimum Qualifications for Faculty Members	Senate/Board	Minimum Qualifications for Faculty Members Policy / Procedure
AC15	Micro-credentials Digital Credentials (Non-Credit)	Board/with Senate advice	Micro-credentials Policy / Procedure Digital Credentials (Non-Credit) Policy / Procedure
AR17	Academic Schedule and Course Timetables	Senate/Board	Academic Schedule and Course Timetables Policy / Procedure
BP4	Campus Planning	Board	Campus Planning Policy/ Procedure
ER2	Naming of University Assets	Board/with Senate advice	Naming of University Assets Policy / Procedure
ER9	Political Fundraising Expenses	Board	Political Fundraising Expenses Policy
FM2	Investment	Board	Investment Policy / Procedure
GV1	Selection and Appointment of Auditors	Board	Selection and Appointment of Auditors Policy / Procedure

GV2	Protocol for the Development of University Policies	Senate/Board	Protocol for the Development of University Policies Policy / Procedure /
GV4	Signing Authority	Board	Signing Authority Policy / Procedure Schedule A – Commitment Authority Table Schedule B – Approval Authority Table Schedule C – Signing Authority by Unit
GV9	Establishment and/or Discontinuance of Faculties and Departments	Board/Senate	Establishment and/or Discontinuance of Faculties and Departments Policy / Procedure
GV10	Mission, Vision and Values Development and Amendment	Board/Senate	Mission, Vision and Values Development and Amendment Policy / Procedure
HR20	Search Advisory, Appointment & Re-appointment of Senior Academic Administrator Positions	Board/Senate*	Search Advisory, Appointment & Re-appointment of Senior Academic Administrator Positions / Procedure * Policy is approved by the Board, and Procedure is approved by the Board with Senate's advice.
HR21	Respectful Workplace	Board	Respectful Workplace Policy / Procedure
HR22	Presidential Search Advisory, Appointment and Re-appointment	Board/Senate*	Presidential Search Advisory, Appointment and Re-appointment Policy / Procedure * Policy is approved by the Board, and Procedure is approved by the Board with Senate's advice.
HR24	Protected Disclosure	Board	Protected Disclosure Policy / Procedure
HR26	Responsibilities and Compliance Requirements for the Appointment and Termination of Administrative Staff	Board	Responsibilities and Compliance Requirements for the Appointment and Termination of Administrative Staff Policy / Procedure

RS1	Research Involving Human Participants	Board	Research Involving Human Participants / Procedure
RS5	Intellectual Property	Board	Intellectual Property Policy / Procedure
SR14	Sexual Violence and Misconduct	Board	Sexual Violence and Misconduct Policy Procedures for Dealing with Sexual Violence and Misconduct
ST7	Student Conduct (Non-Academic)	Board, with Senate advice	Student Conduct (Non-Academic) Policy / Procedures
	Employee Code of Conduct	Board	Employee Code of Conduct

E. SKILLS COMPETENCY MATRIX FOR GOVERNING BOARD TEMPLATE

Name	Appointment Start Date	Appointment End Date	Specializations and/or Designations (ex: CPA, CHRP, etc.)	Accounting	Investment Management	Business Management	Risk Management	Real Estate	Communications	Marketing	Public Relations	e-commerce	Labour Relations	Human Resources	Trades Management	Legal Expertise	Financial Expertise	Public Sector: Knowledge of how	Previous Leadership experience	Tourism Industry	Engineering	Governance & Board Expertise	Community Involvement	Gender (Male, Female, Non-Binary, Prefer Not to Say)	Ethnic Diversity (ex: South Asian, Swedish, Metis,	Geography (where in the Lower Mainland)	Date Profile was 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

F. 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:	

G. PRINCIPLES OF CITIZEN-CENTERED GOVERNANCE

The Crown Agencies and Board Resourcing Office (CABRO) is responsible for Public Sector Organization (PSO) governance support. CABRO co-ordinates the legislated performance and reporting annual cycle for Crown Corporations under the Budget Transparency and Accountability Act, oversees the recruitment and recommendation of candidates for appointments to Crown corporations, agencies, boards and commissions, and provides public sector governance advice and training.

Strategic alignment with government priorities and policy objectives is crucial to the success of public sector organizations. CABRO coordinates the processes for Ministry and Crown service plans and annual service plan reports, as well as the process for Crown Mandate Letters to be issued by Responsible Ministers - all of which are designated to facilitate strategic alignment with government's priorities.

Here is a link to the Principles of Citizen-Centered Governance, which detail CABRO's expectations for Board Member conduct.

1. Put the interests of citizens at the centre of decision making.
2. Behave with integrity, demonstrate strong commitment to ethical values and respect the rule of law.
3. Ensure openness and respectful engagement with all citizens.
4. Strive for outcomes that support healthy communities in British Columbia, including social, economic and environmental wellbeing.
5. Implement actions to achieve the organization's mandate.

H. 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 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
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
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, Enrollment Services and Registrar	Vice President, Students	Vice President, Students	Yes*	N/A
Teaching Staff	Provost	President	Yes, for termination only	Yes, for termination only

Employees not otherwise specified	Hiring Manager	Vice President	No	No

*Required by the *University Act*

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 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

J. GLOSSARY OF ACRONYMS

Acronym	Description
ABE	Adult Basic Education
ABEABC	Adult Basic Education Association of British Columbia
ABT	Applied Business Technology
ACA	Faculty of Academic and Career Advancement
ACCC	Association of Canadian Community Colleges
ACP	Academic and Career Preparation
ADM	Assistant Deputy Minister
AEST	Advanced Education, Skills & Training (formerly Ministry of Advanced Education, AVED)
AGM	Annual General Meeting
APPD	Access Programs for People with Disabilities
APPSO	Apprenticeship Student Outcomes survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies.
AET	Accessible Education and Training
AUCC	Association of Universities & Colleges of Canada
BANNER	Student, Financial Services and Human Resources Information Systems
BCAIU	British Columbia Association of Institutes and Universities
BCGEU	British Columbia Government & Service Employees' Union
BGS	Baccalaureate Graduate Survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies.
BOG	Board of Governors
BSN	Bachelor of Science in Nursing
CACIE	China Education Association for International Education
CADD	Computer Assistant Drafting and Design
CADD	Computer Aided Design Drafting
CBS	Computer Based Systems
CCLS	Career Choices and Life Success
CE	Continuing Education
CFS	Canadian Federation of Students
CGPA	Cumulative Grade Point Average
CICan	College and Institutes Canada (CICan)
CIS	Computer Information Systems
CMEC	Council of Ministers Education, Canada

COWCUBS	Council of Western Canadian University Board Secretaries
COWCUP	Council of Western Canadian University Presidents
CPS	Continuing and Professional Studies
CSIT	Computer Science and Information Technology
DACSO	Diploma, Associate degree and Certificate Student Outcomes survey conducted by BC Students Outcomes though BC Stats, which collects information on their educational experiences, subsequent employment and further studies.
DM	Deputy Minister
EAP	Employee Assistance Program
EDST	Department of Educational Studies
EHC	Extended Health Coverage
ELST	English Language Studies
ELT	English Language Training
ESL	English as a Second Language
FIND	Foundations in Design
FIPPA	Freedom of Information/Protection of Privacy Act
FoGS	Faculty of Graduate Studies
FSG	Facilities Support Generalist
FTE	Full-Time Equivalent
GDMA	Graphic Design for Marketing
GED	Graduation Equivalency Diploma
GN/EAL	Graduate Nurse/English As a Second Language
GNQU	Graduate Nurse Qualifying
GPA	Grade Point Average
HRS	Human Resource Services
IAP	Institutional Analysis and Planning
IAU	International Association of Universities
IDEA	Interdisciplinary Expressive Arts
IET	Information & Educational Technology
ILL	Inter-Library Loan
T&L	Teaching and Learning
ITA	Industry Training Authority
KCDC	Kwantlen Capacity Development Camp
KFA	Kwantlen Faculty Association
KORA	Kwantlen Open Resource Access
KPU	Kwantlen Polytechnic University
KPUAA	Kwantlen Polytechnic University Alumni Association
KSA	Kwantlen Student Association
KSNA	Kwantlen Student Nurses' Association

LOA	Leave of Absence
LOI	Letter of Intent
LTC	Long Term Care
LTD	Long Term Disability
MOU	Memorandum of Understanding
MSP	Medical Services Plan
NEVR	Network to Eliminate Violence in Relationships
ORS	Office of Research and Scholarship
P40	Personal Status Change Form
PD	Professional Development
PGPA	Program Grade Point Average
PLA	Prior Learning Assessment
PLAR	Prior Learning Assessment Review
PLN	Provincial Learning Network
PO	Purchase Order
PSEA	Post-Secondary Employers' Association
PSEC	Public Sector Employers' Council
PSIPS	Post-secondary Institution Proposal System - *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"*
PUE	Polytechnic University Executive
RCA	Resident Care Attendant
SCC	Senate Sub-Committee on Course Curriculum
SCCPolicy	Senate Standing Committee on Policy
SEC	Senate Executive Committee
SETA	Special Education Teacher Assistant
SGNC	Senate Standing Governance and Nominating Committee
SMC	Senate Micro-Credential Committee
SPWC	Senate Sub-Committee on Pathway Courses
SSCA	Senate Standing Committee on Appeals
SSCAPP	Senate Standing Committee on Academic Planning and Priorities
SSCC	Senate Standing Committee on Curriculum
SSCL	Senate Standing Committee on the Library
SSCPR	Senate Standing Committee on Program Review
SSCT	Senate Standing Committee on Tributes
SSCUB	Senate Standing Committee on University Budget
SSG	System Support Generalist
SQC	Senate Sub-committee on Quantitative Courses

SWIC	Senate Sub-committee on Writing Intensive Courses
TALK	Third Age Learning at Kwantlen
TGPA	Term Grade Point Average
UT	University Transfer
VST	Vocational Skills Training
WCB	Workers' Compensation Board/Work Safe BC
WFCP	World Federation of Colleges and Polytechnics
WHMIS	Workplace Hazardous Materials Information System