

ROLE PROFILE

Position Title: Governor

Enabling Legislation: Royal Roads University Act (1996)

Last Review Date: June 22, 2018

Position Summary

The Board of Governors provides authority for the actions of Royal Roads University, as detailed in the *Royal Roads University Act*, including the exercise of appropriate duties and powers specified in the *University Act* of British Columbia. Such duties and powers include the management, administration and control of the property, revenue, business and affairs of the university, except those duties and powers delegated to the President.

In establishing Royal Roads University through separate legislation, the Province of British Columbia created a unique university, one that offers programs solely in the applied and professional fields. Rather than the bicameral governance structure typical of traditional universities, with separate decision-making streams for administrative and academic governance matters and with a chair as the head of the board and a chancellor as the head of convocation, the government constituted Royal Roads University with unicameral governance. At Royal Roads, the Board essentially carries the responsibilities of a traditional university board and senate together (apart from those responsibilities specifically assigned to the President under the *Act*). To emphasize this, the *Royal Roads Act* stipulates that “The chair of the board is the chancellor of the university.” (S.11(1)).

The Royal Roads University Board of Governors comprises 12 members:

- the president
- a professor elected by the professors
- up to 6 persons appointed by the Lieutenant Governor in Council
- a student elected by the students
- an employee, who is not a professor, elected by the employees of the university who are not professors
- up to 2 persons, who are not employees of the university, appointed by the board.

The power to appoint two of its members is unique to the Royal Roads University Board of Governors.

The position of Governor is a voluntary one of significant public service and prestige. In addition to providing governance leadership for the University, Governors will have opportunities to attend various events at the University and engage with stakeholders and University partners.

Fiduciary Duties

As the trustees of the University, Governors are expected to, at all times:

- Act with integrity, independence and good faith, and to maintain the highest ethical standards;
- Comply with the Board's *Code of Conduct and Conflict of Interest Guidelines*;
- Not use for personal benefit or advantage any information acquired in the conduct of your service as a Governor; and
- Observe the confidentiality of information discussed in closed and *in camera* sessions and in committees established by the Board.

Role

In discharging the Board's collective responsibilities in the areas of academic program approval, executive oversight, financial and asset oversight, governance, and strategic direction, Governors are expected to:

- Understand that the Board's role is to set policy and strategy, not be involved in the daily conduct of university administration or management;
- Support the mission of the University and advance its objectives;
- Be bound by the majority and rules of dissent;
- Notwithstanding that members are nominated/elected/appointed by different constituencies, always serve the best interests of the University as a whole;
- Appreciate that the President is the primary spokesperson for the University and that the Chair is the authorized spokesperson for the Board.

Standard of Performance

Governors are expected to exercise a duty of care in discharging their responsibilities. They are expected to:

- Understand the University, its legislative framework, operating environment and financial condition;
- Attend and participate in Board meetings, prepare for Board meetings, maintain a strong attendance record, and be available to serve on at least one board committee;
- Demonstrate openness to others' opinions and a willingness to listen, contribute constructively to debate, be willing to raise tough questions in a manner that encourages open discussion, be an active, energetic and probing board member exercising critical judgment on policy and fiscal matters;
- Participate in Board orientation and continuing Board development; and
- Participate in periodic assessments of Board performance.

Qualifications & Competencies

The Board has identified the following range of competencies/experience that should be reflected in the membership of the Board:

- ✓ Financial Expertise
- ✓ Higher education with an emphasis on innovation
- ✓ The law (as a profession or with background)
- ✓ Audit and risk management
- ✓ Property management and construction
- ✓ Entrepreneurship
- ✓ Marketing and sales
- ✓ Public relations and communications
- ✓ Connection to community (local, provincial, national, indigenous and Pacific Rim)
- ✓ Connection to government
- ✓ High-tech industry and development in BC, e-commerce, digital technology
- ✓ Environmental management
- ✓ Fundraising
- ✓ Military affairs
- ✓ Compensation and employee engagement
- ✓ Governance
- ✓ International

Individual members should demonstrate one or more of these competencies to contribute effectively to the Board.

Additionally, members should have:

- An understanding of and appreciation for the distinct roles of the Board and management;
- Excellent verbal communication skills; and
- Ability to commit the time and energy to the work of the Board.

The Board is committed to reflecting the diversity of Canadian society in its membership.

Time Commitment

Board meetings

- Currently, the Board meets face-to-face five times a year, normally for a full day.
- Additional conference call meetings may be called from time to time, including one such standing meeting in May to consider the Audited Financial Statements.
- The Board's practice is to schedule a one-day retreat once during the year.
- Some preparatory work is required to review meeting materials.

Board Committees

- Currently, the Board has four committees: Program and Research Council; Finance and Audit; Governance and Nominating Committee; and the Standing Committee on Appeals.
- Members are expected serve on one of the following committees of the Board and may be called on to serve as Chair of the committee: Finance and Audit Committee; Governance and Nominating Committee; or Program and Research Council. Normally, each of these committees meets four to six times per year.
- All governors who are neither employees nor students of the university are members of the Standing Committee on Appeals, which meets on an as-needed basis. The Chair of the Board is the Chair of the Standing Committee on Appeals.

Convocation

- Currently, the University convenes four Convocation ceremonies each year, two on one day in the spring and two on one day in the fall. Governors are invited to attend convocation and join the platform party.

Other

- Governors are invited to attend various other events, such as the University's long-service recognition tea, various fundraising events, Convocation dinner to honour the Board's award recipients, etc. Some of these are regular events; others present themselves from time to time.

Remuneration

Governors serve in a voluntary capacity without remuneration. However, expenses for travel, sustenance, and accommodation on University business are recognized at University-approved rates.

Approvals

28 September 2012
30 September 2013
22 June 2018