

Governance

TRU Act

Board Bylaws/Manual

Policies

Good Governance Checklist

TRU Act

- Enacted specifically for TRU in 2005 after extensive consultation with senior administration.
- Bi-cameral governance – Board is not “senior” to Senate.
- Also have Planning Council for Open Learning:
 - tri-cameral governance.
- In administration, we look at this Act almost every day and carry it with us.

Bylaws and Manual

- This is the second tier of governance rules for the Board.
- The Bylaws were adopted by the Board in 2006 and revised in 2013.
- The Manual was adopted in 2012 and is posted online.
- The Bylaws are 8 pages long and deal with subjects including: Meetings, Officers, Code of Conduct, Quorum, etc.
- The Bylaws provide that Robert's Rules of Order apply to Board meetings.

Bylaws (cont'd)

Code of Conduct:

- Duties required of Board members include:
 - act honestly and in good faith in the best interest of the University as distinguished from the best interest of a group that elected the member;
 - act in a prudent and diligent manner;
 - confidentiality

Bylaws (cont'd)

➤ **Conflict of Duty and Interest:**

- 3 pages in Bylaws.
- Governors must not place themselves in a position where there is a conflict, or a perceived conflict, between their duties to the University and their personal interest (including family and close friends).
- Key is to stay alert to any situation that might give rise to a perceived conflict of interest.
- Once a concern is identified – should disclose to the Board Chair who can get legal advice if needed.

Board Manual

- Has 22 Chapters (plus reference documents)
- See especially Chapter 5 “Governor Position Description”
 - Standards of Conduct
 - Relationship with Administration
 - Board acts collectively
 - Public Statements
 - Board Activity

Board Charter

- This is an important chapter in the Manual.
- It provides that the Board delegates to Administration responsibility for the day to day operations of the University.
- It sets out the Board's responsibilities including:
 - Appointment and evaluation of CEO;
 - Ensuring good management and sound fiscal practices;
 - Approving major capital expenditures;
 - Strategic plans;
 - Governance

Policies

- TRU has nearly 100 policies
- About a quarter of these policies are Board policies;
- Significant Board policies include:
 - Signing Authority
 - Official Positions and Spokespeople
 - Acting President
 - Responsible Use of IT Facilities
 - Whistleblower

Good Governance Checklist

- Crown Agencies and Board Resourcing Office (CABRO) is a pan-government agency in Victoria.
- It promotes effective board performance for public sector in B.C. through governance support.
- CABRO has several resources for board appointees on its website, including a “Good Governance Checklist”.
- The checklist contains the following headings with several topics under each heading:
 - Board structure
 - Board administration
 - Board development