

Governance

TRU Act

Board Bylaws/Manual

Policies

Government Good Practices 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
 - Whistle Blower

Good Practices 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.
- Has issued the “Good Practices Checklist” that establishes a provincial standard for governance practices in the public sector. This Checklist is being updated and is no longer posted and the government has indicated to us that it has no estimate of when an updated version will be posted again.
- Previous government Guidelines covered topics including:
 - Committees
 - Board responsibilities
 - Role of Chair
 - Role of individual directors
 - Role of CEO and role of Secretary