

PRINCIPLES OF ENGAGEMENT FOR MEMBERS OF THE BOARD OF GOVERNORS

The following describes the roles and responsibilities of members of the Board of Governors ("Governors").

ROLE

Governors are each responsible for advancing and upholding the mission of the University. Governors must act in accordance with their fiduciary duty to the University, including with the diligence, integrity, independence and good faith of a reasonable individual to promote the best interests of the University, and in fulfillment of the role of the Board and of Governors as set out in Dalhousie's governing legislation and the By-Laws of the Board of Governors.

In addition to the responsibilities set out in the Act and the Board By-Laws, the following describes the duties and responsibilities of an individual Governor.

DUTIES AND RESPONSIBILITIES

Governors must:

- Carry out their functions with diligence, integrity, independence, good faith and the prudence of a reasonable individual.
- Act in the best interests of the University as a whole. Each Governor has a responsibility only to the University. Each Governor must function as a member of the Board and not as a spokesperson for a constituency. While it is expected that Governors will bring to the Board a variety of perspectives, a Governor's responsibility is to the University and not to any private interest, community tie, or particular university sector.
- Appreciate the roles of universities in society, the particular mission of Dalhousie University as a civic university, and the bicameral nature of the University's governance system.
- Understand that the Board's role is one of oversight with a focus on strategic matters and policy making rather than hands on administration.
- Recognize that authority resides only with the Board as a whole and not in its individual members.
- Strengthen and support the President while being an active, energetic, and probing Governor exercising critical judgment on policy matters.
- Defend the autonomy and the independence of the University, as well as independence of faculty members through academic freedom.
- Foster openness and trust.
- Support the fullest range of respectful and constructive discourse.

Board of Governors

- Uphold the values of the Board in relation to equity, diversity, inclusion and accessibility.
- Hold the University accountable, while acting as ambassadors for it.

More specifically, Governors are responsible for the following:

Oversight

- Make good governance of the University a first priority;
- Accept responsibility and accountability for delivery of the University's strategic plan;
- Monitor the University's performance in meeting the objectives in the strategic plan;
- Monitor the financial health of the University; and
- Oversee the effective management of the University's physical assets.

Outreach

- Attend University events including convocations, Board retreats, and campus events;
- Take an active role as a University contributor and ambassador; and
- Keep appropriately informed about major aspects and activities of the University.

Bicameral Governance

- Understand the respective roles of the Board and the Senate and Dalhousie's bicameral governance system and administration;
- Maintain a clear separation between the strategic and policy role of the Board and day-to-day operational responsibilities of administration; and
- Respect the internal administrative authority of administration.

Board Development and Evaluation

- Support an orientation program for new members;
- Participate in ongoing educational sessions for all Governors; and
- Regularly help assess the Board's performance and the performance of its standing committees; as well as the individual's own effectiveness as a Governor.

Preparation

Governors should make every effort to understand the University, including its constating legislation and the Board's responsibilities and procedures, as well as to familiarize themselves with trends in governance and in post-secondary education. They should prepare thoroughly for each meeting.

Attendance and Participation

Governors are expected to adequately prepare for and attend Board and assigned Committee meetings regularly. Governors are expected to participate actively, constructively, and vigilantly in meetings of the Board and of the Committees to which they are assigned, and take an informed position on matters. Governors are expected to speak their mind at Board meetings, but to support policies and programs once established.

Exercise of Due Diligence

Governors must act with integrity, independence and the good faith of a reasonable individual to promote the best interests of the University, bringing due care, diligence and competence to that task.

Key Principles of Ethical Conduct

Governors must demonstrate a commitment to the highest ethical standards. Consistent with the University's values, including academic freedom, collegiality and civil discourse, the following principles are intended to complement other applicable statutes, policies, guidelines and other materials within the University to guide considerations and conduct. They are not intended to be static, encompassing rules.

Respect for Others

Every member of the University should be able to work, live, teach and learn in an environment free from discrimination and harassment. Inappropriate language or behavior which may impair these conditions is not to be tolerated. Respect for the rights and dignity of others regardless of differences must be maintained; demeaning actions or behavior along sexual, racial, physical, socioeconomic or political lines has no place in our University.

In carrying out their duties, Governors are expected to recognize and value differing points of view, and engage in discourse in a respectful manner.

Conflict of Interest

Occasionally, situations may arise when a Governor's interests may actually or appear to conflict with their role and responsibility to the University. All members are responsible for maintaining the transparency on which the University prides itself within the immediate and broader communities.

A conflict can arise when one's position on the Board can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal relations.

Any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated.

When the Board is to decide upon an issue with respect to which a member has a conflict of interest, that member will absent themselves without comment from the vote and as well as any deliberation on the matter. Such member may, if requested by the Board, be asked to leave the meeting during the discussion or voting of any motion relating thereto.

Confidentiality

In their highly trusted advisory and governing capacities, Governors will be exposed to different types of sensitive information requiring considered use and confidentiality. This may concern faculty, staff, administration or students; it may, for example, be specific to University affairs or financial business, or it may be proprietary to the University. Governors must ensure that they fully understand their obligations and maintain this information in confidence indefinitely or until such time that the Chair of the Board has authorized appropriate disclosure.

All Governors must complete a Conflict of Interest Disclosure and Confidentiality Undertaking Form (Appendix A) on an annual basis and must disclose any actual or potential conflicts of interest to the Chair as they arise.

Communication

Governors must recognize that the only spokesperson to the media for Board matters is the Chair of the Board of Governors or the Chair's express delegate. The only spokesperson for the senior administration to the media on Board matters is the President or the President's express delegate. Governors should direct any requests from media to the University Secretary.

Governors are expected to communicate promptly and clearly to the Chair of the Board, University Secretary and the President any significant concern or complaint. They should refer any request for information, beyond what is publicly available, to the Board Chair or University Secretary.

SKILLS AND KNOWLEDGE

While Governors bring a valued range of unique skill sets and diverse perspectives to the Board, all Governors should have the following skills and knowledge:

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- Ability to quickly and objectively assess and analyze information in order to reach decisions;
- Understanding of the communities in which the University operates;
- Understanding of the importance of the principles of equity, diversity, inclusion and accessibility in all aspects of the University's operations;
- Appreciation of requirements for working as a team;
- Understanding of the broad context and perspective for Board decision making;
- Understanding of the need for longer term strategic planning to ensure the continued renewal and assessment of the role and mission of an organization;
- Understanding of the University in the context of the full range of educational opportunities provincially, nationally and internationally;
- Understanding of the need for the University to operate within the perspective of a global economic and learning environment;

- Ability to assess the quality of service being delivered by the University;
- Ability to deal with conflicting goals and competing interests in a public setting; and
- Bring a diverse skill set to the policy and operational responsibilities of the Board's committees.

SANCTION/TERMINATION OF A GOVERNOR

Failure to comply with the terms of these Principles of Engagement is a breach of a Governor's fiduciary duties and obligations to the University, and the Governor may be subject to sanction by the Board, up to and including termination from the Board pursuant to a resolution of the Board, as the circumstances may require. In the event a breach is alleged, a review will be undertaken in accordance with a Board approved process.

Appendix A**Conflict of Interest Disclosure and Confidentiality Undertaking for Members of the Board of Governors**

BOARD MEMBER (NAME):	
DISCLOSURE PERIOD:	

Each governor shall complete a disclosure form congruent with their (re)appointment/(re)election to the Board and submit it to the Chair of the Board and the University Secretary and annually each June thereafter. Each governor is further required to submit a supplemental conflict of interest declaration to the Chair of the Board at such further time throughout the year that an actual, perceived, or potential conflict of interest may arise.

"Personal Interest" means the personal, private or financial interests of a member or a closely associated person or related business.

"Closely Associated Person" means a person related to the member or a person with whom the member has an intimate personal relationship.

1. To the best of your knowledge, do you, or a Closely Associated Person, have a Personal Interest in an entity(s) that does business with or competes with the University?

Yes

No

If yes, please list the name of the entity and the interest that you or a Related Party has:

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2. Do you or a Closely Associated Person, individually or through an entity in which you have a Personal Interest, have any employment or contractual relationships with the University?

Yes

No

If yes, please list the name of the entity and the interest that you or a Closely Associated Person has:

3. Please describe any relationships, positions, or circumstances in which you are involved, other than those described above, that you believe could be a conflict of interest.

Conflict of interest situations may take many forms. Examples include, but are not limited to, cases in which a governor:

- *is a party to a decision on the part of the university to enter into a contract that may affect a family member's financial interests or those of a related business;*
- *participates in a university recommendation or decision that affects the employment of a partner, spouse, or other family member;*
- *is an employee of the university and such governor's promotion, terms of employment or termination of employment is being discussed;*
- *uses university resources for private business purposes; or*
- *uses information acquired in the course of carrying out duties as a governor which is not in the public domain to advance their personal or financial interests or those of a related business.*

Undertaking regarding conflict of interest and confidentiality

I have read and understood Dalhousie University's Principles of Engagement for Board Members.

I understand and agree to the following:

- I have disclosed all activity I am engaged in that could be perceived as a conflict of interest.
- I will not distribute Board and committee materials further, and I will keep in confidence the Board and committee materials designated as confidential and confidential conversations of the Board. I agree that my undertaking of confidentiality extends beyond my term on the Board into perpetuity.
- Should circumstances change, and in particular if a new potential conflict of interest arises, I will update the information in this declaration to disclose any such change as soon as possible.

I certify that the information provided above is true and complete to the best of my knowledge.

Signature



Board of Governors

Print Name

Date