

The Governors of The University of Alberta Mandate and Roles Document

Preamble

This Mandate and Roles Document for the Governors of the University of Alberta (Board) has been developed collaboratively between the Minister of Innovation and Advanced Education (Minister) and the Board to reflect a common understanding of respective roles and responsibilities.

1. Mandate

Mandate

Continued under the *Post-secondary Learning Act* (PSLA), the Board manages and operates the post-secondary institution in accordance with its approved mandate [PSLA Section 60(1)(a)].

The Governors of The University of Alberta Mandate –

Created by the *University Act*, 1906 of the Legislative Assembly of the Province of Alberta, the University of Alberta is a board-governed, publicly-funded university that operates as a Comprehensive, Academic and Research Institution under the authority of Alberta's *Post-Secondary Learning Act*.

The Mandate, as approved by the Board and the Minister, can be found at:
<http://eae.alberta.ca/media/277211/uAlberta.pdf>

Vision and Mission

Approved by the Board May 12, 2006

Our Vision

To inspire the human spirit through outstanding achievements in learning, discovery, and citizenship in a creative community, building one of the world's great universities for the public good.

Our Mission

Within a vibrant and supportive learning environment, the University of Alberta (University) discovers, disseminates, and applies new knowledge through teaching and learning, research and creative activity, community involvement, and partnerships. The University gives a national and international voice to innovation in our province, taking a lead role in placing Canada at the global forefront.

We have anchored our vision on four cornerstones that provide the foundation for a great University and the uplifting of the whole people, that are: Talented People; Learning, Discovery, and Citizenship; Connecting Communities; and Transformative Organization and Support.

Link to University of Alberta Web Site: <http://www.ualberta.ca/>

Applicable Legislation and Regulations

The Board has responsibilities under, and is subject to, a number of statutes and regulations, which include but are not limited to the following:

- *Post-secondary Learning Act;*
- *Alberta Public Agencies Governance Act;*
- *Financial Administration Act;*
- *Fiscal Management Act;*
- *Freedom of Information and Protection of Privacy Act;*
- *Government Organizational Act (Schedule 1, Advanced Education)Lobbyist Act;*
- *Results-based Budgeting Act; and*
- *Public Interest Disclosure (Whistleblower Protection) Act.*

All of these statutes and their regulations can be viewed at: Link to Queen's Printer website: <http://www.qp.alberta.ca/index.cfm>

The PSLA provides the primary legislation for public post-secondary institutions in the province of Alberta. Regulations enacted under the PSLA include:

- Enterprise and **Advanced Education Grants Regulation (s. 13.2)**;
- Programs of Study Regulation;
- Campus Alberta Sector Regulation;
- Land Use Regulation;
- Model Provisions Regulation;
- Pension Validation Regulation; and
- Public Post-Secondary Institutions' Tuition Fees Regulation

2. Duties and Responsibilities

Lieutenant Governor in Council

The PSLA outlines the duties and responsibilities of the Lieutenant Governor in Council specific to the Board. These include the continuation of the public post-secondary institution [PSLA Section 126] and its Board [PSLA Section 16 (1)].

In addition, the Lieutenant Governor in Council:

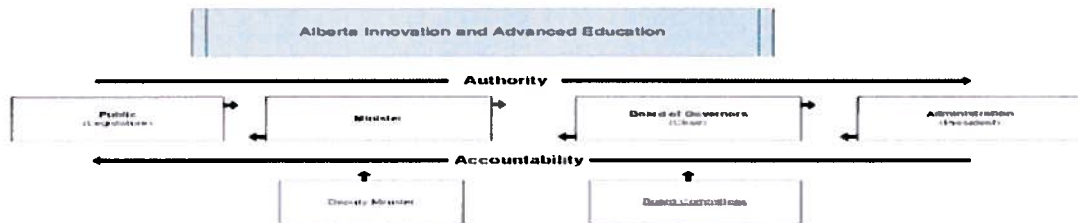
- Appoints public Board members [PSLA Section 16(3)(e)];
- May by order disestablish the public post-secondary institution and its Board [PSLA Section 102(1)];
- May order that the assets and liabilities of a dissolved Board be transferred to government or to another post-secondary institution [PSLA Section 102(2)];
- Approves debenture borrowing [PSLA Section 73(1)];

- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Approves the Board's establishment of a registered pension plan as an alternative to a designated pension plan [PSLA Section 69(2)(b)]; and
- Approves the Board's disposition of certain land [PSLA Section 67(1.1)].

Auditor General

The Auditor General of Alberta is the auditor of the Board as outlined in Section 71 of the PSLA.

Organization Chart



Minister of Innovation and Advanced Education

The PSLA outlines a variety of duties and responsibilities for the Minister including the appointment of Board members from nominees of constituent groups [PSLA Section 16(3)(d)] and approval of the institution's mandate statement [PSLA Section 103(1)].

In addition, the Minister:

- Monitors the institution's operation and performance through the Board's business plan, access plan, and annual report submissions [PSLA Sections 78(1), 78.1 and 79(1)];
- Approves the Board's establishment of supplementary pension plans [PSLA Section 69(2)(c)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Chairs the Campus Alberta Strategic Directions Committee [PSLA Section 107.1(2)]; and
- Informs the Board of government policies and direction impacting the work of the Board.

Under the *Alberta Public Agencies Governance Act* (APAGA), the Minister also conducts regular reviews (at least every seven years) of the Board's mandate and purpose [APAGA Section 19(1)].

Deputy Minister of Innovation and Advanced Education

The Deputy Minister supports and acts under the general direction of the Minister, and is responsible for activities which have been delegated by the Minister.

Department of Innovation and Advanced Education

The Department supports the Minister and Board in meeting their legislated responsibilities. Examples of Department support for Board related functions include:

- The provision of orientation materials and training support for new Board members;
- Establishment of workflow procedures for the recruitment and appointment of Board members;
- Ensuring that the Board's Mandate and Roles Document is affirmed annually and renewed or revised every three years; and
- Coordinating the Board's mandate and purpose review, at a minimum, every seven years.

The Governors of The University of Alberta

<http://www.governance.ualberta.ca/BoardofGovernors.aspx>

The Board shall manage and operate the institution in accordance with its mandate [PSLA Section 60(1)(a)].

The Board agrees to work with the Minister to support and promote Campus Alberta, and its goals of an accessible, affordable, quality, and sustainable post-secondary system in Alberta that fosters innovation, entrepreneurship and collaboration.

The Board has the authority through the PSLA to establish admission requirements and publish rules with respect to enrolment and programs [PSLA Section 60(1)(c) and (d)], determine tuition fees to be paid by students in accordance with the regulations [PSLA Section 61], and delegate in writing powers, duties or functions set out in the PSLA, with the exception of bylaws [PSLA Section 62]. Other Board specific functions include, but are not limited to:

- The settlement of questions [PSLA Section 63];
- Student discipline [PSLA Section 64];
- The acquisition of land [PSLA Section 66(1)];
- The disposition of land with approval of the Lieutenant Governor in Council [PSLA Section 67(1.1)(a) and (b)];
- Debenture borrowing, subject to the approval of the Lieutenant Governor in Council [PLSA Section 73];
- Banking and investment [PLSA Section 75]; and
- The appointment of the president and vice-presidents [PSLA Sections 81(1) and 82(1)].

In terms of accountability and reporting:

- The Board must prepare a statement setting out the mandate for the institution and this must be submitted to the Minister for approval [PSLA Section 103(1)].
- The Board must also submit a business plan, access plan and annual report to the Minister on an annual basis [PLSA Sections 78(1), 78.1 and 79(1)].
- The Board may be required to collect information (such as enrolment data and Key Performance Indicators) and submit to the Minister any information and reports the Minister considers necessary [PSLA Section 118(1)].
- The Board is accountable for ensuring that the public funds appropriated for the support of institutions are used effectively and appropriately. The Board approves annual operating and capital budgets and regularly review expenditures, investments and borrowings.
- The Board is responsible for the appointment of a President as the Chief Executive Officer of the institution [PSLA Section 81(1)] and the remuneration to be paid to the President [PSLA Section 81(2)]. The Board is ultimately responsible for the quality and performance of its administrations, and therefore is required to evaluate the overall efficiency and effectiveness of the President and the Senior Administration.

The Board may establish committees as it deems necessary to carry out its duties and ensures that a written mandate of each committee is reviewed and approved annually.

Committees for the Board include:

- Audit Committee
- Finance and Property Committee
- Human Resources and Compensation Committee
- Investment Committee
- Learning and Discovery Committee
- Safety, Health and Environment Committee
- University Relations Committee

Link to University of Alberta Board of Governors Standing Committees:

<http://www.governance.ualberta.ca/en/BoardofGovernors.aspx>

The Board acts as an intermediary between the institution and the public that it is intended to serve. The Board is responsible for ensuring that the institution is responsive to changing educational and societal needs. The Board, in collaboration with Senior Administration of the University, are significant participants in Campus Alberta.

Board Chair

With direction from the Board, the Chair represents the Board and its interests in dealing with the Minister, the Department, the President, stakeholders and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board.

Additional responsibilities of the Chair include:

- Planning and managing Board meetings;
- Providing the Minister with regular updates on the strategic direction of the University and informing the Minister regarding emergent issues;
- Ensuring that the Board, and its committees, have opportunities to meet independent of management;
- Ensuring that an adequate succession plan is in place for Board member and Senior Administration renewal, and
- Ensuring that members of the Board comply with the University's Conflict Policy – *Conflict of Interest and Commitment and Institutional Conflict*.
<https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Conflict-Policy--Conflict-of-Interest-and-Commitment-and-Institutional-Conflict.pdf>
- Ensuring that members of the Board are aware of the University's Ethical Conduct and Safe Disclosure Policy.
<https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Ethical-Conduct-and-Safe-Disclosure-Policy.pdf>
- The Vice-Chair, serves as the Acting Chair in the absence of the Board Chair, or when the position of Chair is vacant.

Board Members

Board members must act in the best interests of the University [PSLA Section 16(5)].

The individual responsibilities of Board members include:

- Attending all general and special Board meetings;
- Sitting on committees and attending committee meetings as required;
- Advocating for the University in securing resources in addition to government grants for the support of the institution;
- Keeping informed and abreast of relevant provincial, national and international issues, as well as developments within the institution;
- Acting in an ethical manner and complying with the Board's bylaws and policies;
- Participating in assessing the Board's performance and contribution to the institution and assessing ways in which the Board could improve in fulfilling its responsibilities; and
- Participating in campus activities and providing input where appropriate.

President

The President has general supervision over and direction of the operation of the institution and has those powers, duties and function that are assigned by the Board [PSLA Section 81(3)].

- Fulfills all of the duties of President as set out in the PSLA.
- Exercises oversight over the operational and fiscal management of the University. Delegates the internal operation of the University to the Provost and Vice-President (Academic).

- Exercises, under delegated authority from the Board, the authority to act in extraordinary and/or emergency circumstances (eg, a flu epidemic, extreme emergency or major disruption), and s/he may delegate to a member of the Executive team (either the Provost and Vice-President (Academic) or one of the Vice-Presidents) the responsibility for oversight of the University's affairs (including but not limited to the suspension or cancellation of classes) during such circumstances where such action is warranted.
- Creates and stages a vision that will build and advance the University as an exceptional institution.
- Creates, through all his/her dealings, an atmosphere of academic excellence that will further the reputation of the University as a leader in teaching, research and community service.
- Builds a senior executive team committed to fulfilling the vision, goals and priorities necessary to ensure the long-term sustainability of the University.
- Promotes, preserves and represents, through his/her personal reputation and stature, the achievements of the University in order to gain support for its many endeavours.
- Models, as the University's chief representative and spokesperson, the spirit, values and integrity of the institution as he/she champions, locally, provincially, nationally and internationally, the initiatives set out in the University Strategic Business Plan.
- Champions the University's fundraising initiatives and campaigns to ensure the long-term financial viability of the University. Works closely with the Vice-President (University Relations) to plan strategies for successfully accomplishing these initiatives.
- Ensures the overall effectiveness of the University through contact with and/ or participation in various orders of government and with councils and organizations involved in higher education at the provincial, national and international levels.
- Ensures the work of the various governing bodies (General Faculties Council (GFC), the Senate and the Board) is harmonized and focused on the achievement of the University vision. Maintains a strong relationship with the Chair of the Board and the Chancellor.
- Reports to the Board on the performance of the University against the measures laid out in the University Strategic Business Plan.

3. Recruitment and Appointment of Board Members

Membership

As outlined in the PSLA [Section 16(3)], the Board consists of the Chair of the Board, the Chancellor of the University, the President of the University, and not more than 9 members representative of the general public, in addition to the Chair, appointed by the Lieutenant Governor in Council. In addition, the Board consists of the following members appointed by the Minister:

- Two alumni of the University nominated by the alumni association;
- One member of the senate nominated by the other members of the senate;
- Two members of the academic staff of the University;
- Two students nominated by the council of the students association;

- If the University has a graduate students association, one graduate student nominated by the council of the association; and
- One member of the non-academic staff nominated by the non-academic staff association.

Recruitment

The recruitment of public members is competency based and led by the Department in consultation with the Board. The Board and the Department will develop a competency matrix for the Board as a whole as well as competencies required for individual members.

The steps that are taken or intended to be taken in the recruitment process and any identified skills, knowledge, experience or attributes required of a member to be appointed will be made public either before or after the member is appointed [APAGA Section 13(2)].

A public posting of all vacancies is the responsibility of the Department's Human Resources (HR) area.

Recruitment is based on the competencies approved by the Minister.

Process

When a vacancy occurs:

- The Board identifies competencies that need to be replaced and provides that profile to the HR area who facilitates the recruitment process.
- Applications are reviewed by HR and assessed on the basis of the applicable competencies and values identified through the development of a screening report.
- The Board Chair reviews the screening report and consults as appropriate and forwards a recommendation to the Minister.
- Based on the screening report and considering the Board recommendation, the Minister recommends the name of a candidate to Cabinet for appointment.
- Once Cabinet approves the Minister's recommendation, the Department will coordinate the appointment process by *Order in Council* (for public appointments) or Ministerial Order (for internally-elected appointments).

Appointment

Prior to the appointment of a Board member, appropriate screening will include determining potential conflicts of interest.

Appointment is for a fixed term of up to 3 years, with the potential for reappointment [PSLA Sections 56(1) and 56(2)].

Remuneration

Board members are not remunerated for their service. The University does reimburse Board members for expenses incurred in the performance of their duties as a member of the Board [PSLA Section 55].

Orientation, Education and Development

Following the appointment of a Board member, the Department provides the new member with an orientation manual. In addition, the new member participates in an orientation process coordinated by the Office of the Board of Governors. The Board is committed to on-going professional development for members and will identify and facilitate members' participation at workshops, conferences or other educational activities.

4. Interaction between Board and Department

The Board serves as the intermediary between the Government of Alberta and the institution. The Board may become involved in the development of provincial policies by:

- Providing advice on issues and trends;
- Reacting to proposals and statements put forward by the Minister;
- Recommending policy changes to the Minister; and
- Keeping the Minister informed about the development of the institution and plans for the future.

As described under Duties and Responsibilities, the Board provides the Department with regular reports on the institution's performance and future plans.

In addition, Board Chairs of post-secondary institutions serve on the Campus Alberta Strategic Directions Committee. The Campus Alberta Strategic Directions Committee is chaired by the Minister and provides advice to the Minister respecting issues related to Campus Alberta [PSLA Section 107.1].

5. Administration

Annual Affirmation

The Mandate and Roles Document will be reviewed annually by the the Board of Governors .

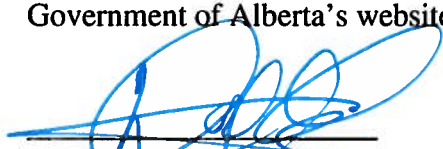
Three Year Renewal or Revision

The Mandate and Roles Document shall be in effect for not more than three years. It must be renewed or revised by the expiry date [APAGA Section 4].

Transparency

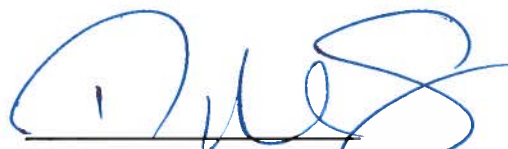
Copies of the Mandate and Roles Document will be filed with the Minister and the Agency Governance Secretariat. In support of the principle of transparency [APAGA

Section 5] this document will also be made available on the Board's website and the Government of Alberta's website.



Douglas Goss, QC, A.O.E.
Board Chair
University of Alberta

Oct 24/14
Date



Donald Scott, QC
Minister of Innovation and Advanced
Education

NOVEMBER 24/14
Date