



Board Special Resolution III.6

Role of the Board, Member Responsibilities and Board Collegiality

Category: Board of Governors

Approval: Board of Governors

Responsibility: University Secretary

Date Approved: April 23, 1999, Revised February 1, 2002; December 12, 2008, June 22, 2012; December 4, 2015; June 24, 2022; December 5, 2025

Introduction

Members of the Board of Governors and Board Committee Members come from diverse backgrounds and bring different experiences, perspectives, and skill sets to the deliberations they undertake in exercising their responsibilities as Governors and Committee Members of Trent University. It is expected that Board and Committee debate and decision-making will be conducted with respect for differences of opinion and in a constructive fashion. Every Board member and Committee Member has a responsibility to voice their viewpoint and to contribute to the debate on issues that come before the Board or Committee. Debate should be open, honest, clear and respectful. In any decisions taken, a member of the Board or Committee member has the responsibility to vote on the matter according to what they believe is in the best interests of the institution as a whole.

The Trent Act states that "...the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University." The following statements concerning the role of the Board and the responsibilities and expectations of Board members describe how the Board discharges its accountability for the University.

Role of the Board of Governors

- a) Providing stewardship for the University.
- b) Employing the President, delegating responsibility for the management of the University to the President, and evaluating Presidential performance.
- c) Approving the University's mission and ensuring that strategic directions, plans, major decisions, and outcomes are consistent with the mission.
- d) Monitoring the quality of the University and ensuring its future.

- e) Protecting and defending the University's autonomy.
- f) Advocating on behalf of the University and advancing its objects.
- g) Monitoring the identification and management of risks.
- h) Evaluating the performance of the Board.
- i) Meeting the responsibilities assigned to the Board in the Trent Act.

Responsibilities of Board Members

Each Governor or Committee member is expected to become an active participant in a board that functions effectively as a whole. A Governor or Committee member is responsible to:

- a) Be informed of, and abide by, the constituting documents and legislation under which the University exists, its By-laws, Special Resolutions, and Policies, as they pertain to the roles and duties of a Governor.
- b) Recognize and respect the difference between governing (the Board's responsibility) and managing (the administration's responsibility). The Board establishes policy within which the administration manages.
- c) Know and respect the distinction in the roles of the Board and the Senate.
- d) Keep generally informed about the activities of the University and issues within the broader post-secondary education sector.
- e) Prepare for, attend, and participate in, the majority of meetings of the Board and/or assigned committees and contribute from personal, professional, and life experience to the work of the Board.
- f) Exercise, in the performance of their duties, the degree of care, diligence, and skill required of a corporate director pursuant to the laws of the Province of Ontario.
- g) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the University's By-laws, Special Resolutions, and policies, and in particular with this Code.
- h) Not be influenced by self-interest, outside pressure, expectation of reward, or fear of criticism.
- i) Make judgments and decisions based on the best interests of the institution as a whole and on the advancement of higher education.
- j) Act with honesty and integrity and conduct themselves in a manner consistent with the maintenance of public confidence in the conduct of the Board's business.
- k) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- l) Maintain solidarity with fellow Governors and Committee members in support of a decision that has been made in good faith in a legally constituted meeting, by Governors and/or Committee members in reasonably full possession of the facts.
- m) Ask the Governors to review a decision if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations.

- n) Communicate promptly with the Board Chair or President, as appropriate, any significant concern, complaint, or question and let the Chair or President determine any actions.
- o) Work cooperatively with the administration of the University on committees or task forces of the Board.
- p) Respect the role of the Chair of the Board (or express designate) as spokesperson for the Board of Governors and the role of the President (or designate) as spokesperson for the University.
- q) Strengthen and sustain the President while actively and energetically probing and exercising critical judgment on policy matters.
- r) Maintain confidentiality with respect to confidential Board deliberations and materials.
- s) Act as ambassadors for Trent University by promoting and supporting it locally, provincially, nationally, and internationally; help interpret the community's perspective for the University; help maintain relations between the University and local government.
- t) Be involved in fundraising and donor stewardship on behalf of the University, including making calls, providing contacts, and personal financial contributions.
- u) Participate in major University events such as Convocation; become familiar with University life by taking advantage of opportunities for informal contact with faculty, staff, students, and alumni.
- v) Maintain the highest ethical standards.

Expectations for Conduct

A Governor and Committee member will at all times conduct themselves in a manner that:

- a) Supports the objectives of the University.
- b) Serves the overall best interests of the University.
- c) Subordinates personal interests, and those of any particular constituency, to the best interests of the University.
- d) Brings credibility and goodwill to the University.
- e) Respects principles of fair play and due process.
- f) Demonstrates respect for individuals and human rights.
- g) Respects and gives fair consideration to diverse and opposing viewpoints.
- h) Demonstrates due diligence and dedication in preparation for, and attendance at meetings, special events, and other activities on behalf of the University.
- i) Demonstrates good faith, prudent judgment, honesty, transparency, and openness in activities on behalf of the University.
- j) Ensures that the financial affairs of the University are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities.
- k) Avoids real or perceived conflicts of interest. See Special Resolution IV.3 – Conflict of Interest or Duty.

- l) Treats colleagues, members of the governing bodies (Board, Senate, Faculty Council), students, and employees with courtesy and respect and refrains from any form of discrimination or harassment.
- m) Refrains from exercising influence upon the administration of the University, for personal interest or for someone else's interest, concerning issues under preparation or consideration that are the responsibility of the administration of the University.
- n) Conforms with, and keeps up to date with, the By-laws and policies approved by the Board.

Each Governor and Committee member shall sign the Commitment Form appended as Appendix "A" to this Special Resolution on or before taking office.

Annual Member Self-Assessment:

In order to optimize the effectiveness and engagement of individual Board members, an annual Board member self-assessment survey will be conducted, that, at a minimum, will inform decisions relating to leadership development and broadening of Board experience.

Confidentiality

A Governor or Committee member who in their duties is provided with confidential information concerning the University, a student, benefactor, faculty or staff member of the University, or any other person related to the activities of the University, or with confidential information related to an individual's personal affairs or a business or professional matter, shall not disclose such information. Each Governor and Committee member shall sign the form of agreement appended as Appendix "B" to Special Resolution on or before taking office, and annually thereafter.

Next Review Date:

December 2030

Appendix A



TRENT UNIVERSITY BOARD OF GOVERNORS

Commitment Form

The Role of the Board of Governors

The Trent University Act states that "... the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University."¹

Eligibility of Board Members

In order to serve as a Board member, as per the Ontario Not-for-Profit Corporations Act, you must:

- Be at least 18 years of age
- Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- Not have been found to be incapable by any court in Canada or elsewhere.
- Have no undischarged bankruptcy

Expectations of individual members of the Board of Governors and its committees

In fulfilling the role of the Board as noted above, Board and Committee members are expected to²:

1. Be informed of, and abide by, the constituting documents and legislation under which the University exists, its By-laws, Special Resolutions, and Policies, as they pertain to the roles and duties of a Governor.
2. Recognize and respect the difference between governing (the Board's responsibility) and managing (the administration's responsibility). The Board establishes policy within which the administration manages.
3. Know and respect the distinction in the roles of the Board and the Senate.
4. Keep generally informed about the activities of the University and issues within the broader post-secondary education sector.
5. Prepare for, attend, and participate in, the majority of meetings of the Board and/or assigned committees and contribute from personal, professional, and life experience to the work of the Board.

¹Trent University Act, Sec. 10

²Board Special Resolution III.6 – Role of the Board, Member Responsibilities and Board Collegiality

6. Exercise, in the performance of their duties, the degree of care, diligence, and skill required of a corporate director pursuant to the laws of the Province of Ontario.
7. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the University's By-laws, Special Resolutions, and policies, and in particular with this Code.
8. Not be influenced by self-interest, outside pressure, expectation of reward, or fear of criticism.
9. Make judgments and decisions based on the best interests of the institution as a whole and on the advancement of higher education.
10. Act with honesty and integrity and conduct themselves in a manner consistent with the maintenance of public confidence in the conduct of the Board's business.
11. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
12. Maintain solidarity with fellow Governors and Committee members in support of a decision that has been made in good faith in a legally constituted meeting, by Governors and/or Committee members in reasonably full possession of the facts.
13. Ask the Governors to review a decision if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations.
14. Communicate promptly with the Board Chair or President, as appropriate, any significant concern, complaint, or question and let the Chair or President determine any actions.
15. Work cooperatively with the administration of the University on committees or task forces of the Board.
16. Respect the role of the Chair of the Board (or express designate) as spokesperson for the Board of Governors and the role of the President (or designate) as spokesperson for the University.
17. Strengthen and sustain the President while actively and energetically probing and exercising critical judgment on policy matters.
18. Maintain confidentiality with respect to confidential Board deliberations and materials.
19. Act as ambassadors for Trent University by promoting and supporting it locally, provincially, nationally, and internationally; help interpret the community's perspective for the University; help maintain relations between the University and local government.
20. Be involved in fundraising and donor stewardship on behalf of the University, including making calls, providing contacts, and personal financial contributions.
21. Participate in major University events such as Convocation; become familiar with University life by taking advantage of opportunities for informal contact with faculty, staff, students, and alumni.
22. Maintain the highest ethical standards.

I certify by my signature that I am eligible to serve on the Board of Governors, and further I understand and will uphold the foregoing expectations as a member of the Board of Governors and/or its committees of Trent University.

Name: _____

Signature: _____

Date: _____

Appendix B

Board of Governors: Confidentiality Agreement

Approved: May 31, 2013, rev June 24, 2022

I, _____, , declare that I have read, understood and agree to comply with Board Special Resolution III.6 and that in carrying out my duties as a Governor or Committee Member (including external consultants to committees), I further hereby agree as follows:

1. I will exercise the powers of my office and fulfill my responsibilities honestly, in good faith and in the best interests of the University.
2. I will exercise my responsibilities with all the requisite due diligence, care and skill required of a corporate director under the laws of the Province of Ontario. Nothing contained within the University's Bylaws, Special Resolutions or Policies, or this Confidentiality Agreement, is intended to detract from or lower these legal standards and I agree that such standards have not been lessened or reduced by these instruments.
3. I will keep confidential all information received or obtained during my term as a member of the Board of Governors or Committee unless such information has been provided or discussed during an open session of the Board of Governors or announced publicly. Notwithstanding the generality of the foregoing, I agree that:
 - a. I will hold confidential within the Board or Committee all discussions and deliberations that may occur in the process of arriving at decisions.
 - b. I will consider all matters received and/or reviewed by the Board of Governors or Committee to be confidential information, including verbal discussion, letters, emails, evaluations, surveys, or any other type of communication addressed to the Board of Governors or Committee or to a position on the Board save for those items distributed or discussed in an open session meeting of the Board.
 - c. I understand that the position I hold on the Board of Governors or Committee is separate from that of any other positions I may hold within the University. My

responsibilities to the Board of Governors, or Board Committee, its Confidentiality, and its Code of Conduct, remains in effect even while performing the duties of other positions I may hold within the University.

- d. Revealing or disseminating confidential information received during a Board of Governors meeting, or a meeting of one of its committees, without prior authorization from the Chair of the Board, shall be considered cause for removal from the Board of Governors or Board Committee.
4. I will immediately declare any conflict of interest that may come to my attention.
5. I will not use board or committee service for unfair personal advantage or for the unfair advantage of family, friends or associates.
6. I will exercise authority as a Governor only when acting in a meeting of the Board or one of its committees, unless previously expressly authorized by the Board to represent the University on a given matter in my capacity as Governor.
7. Upon the conclusion or termination of my term on the Board of Governors or Committee Member, I will return or destroy all documents, papers, and other materials in my possession, regardless of medium, obtained during my term as a member of the Board of Governors or Committee Member unless such materials were distributed or used during open session meetings of the Board.
8. These agreements and obligations shall survive the termination or conclusion of my term on the Board of Governors or Committee Member and shall continue, in perpetuity.

Signature:

Date: