

# Member Responsibilities and Board Collegiality

**Category:** Board of Governors

**Approval:** Board of Governors

**Responsibility:** University Secretary

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Members of the Board of Governors and Board Committee Members (including external consultants to committees) 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 his or her viewpoint and to contribute to the debate on issues that come before the Board or Committee. In any decisions taken, a member of the Board or Committee member has the responsibility to vote on the matter according to what he or she believes is in the best interests of the institution as a whole.

Debate should be open, honest, clear and respectful.

The Board of Governors has approved a Statement respecting the standard of care and skill required to be exercised by governors and highlighting the nature of the fiduciary duties owed by governors to the University. This Statement, entitled "Governors and Officers Standard of Care and Fiduciary Duty" is found in the Board Handbook and is a companion to this Special Resolution to which governors should have reference.

## Statement of Responsibilities

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 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) Keep generally informed about the activities of the University and issues within the broader post-secondary education sector;
- c) Attend Board and/or Committee meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
- d) 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;
- e) Be independent and impartial;
- f) Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- g) Act with honesty and integrity and conduct his or herself in a manner consistent with the maintenance of public confidence in the conduct of the Board's business;
- h) Offer his or her personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- i) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- j) 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;
- k) Ask the Governors to review a decision, if he or she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- l) Work cooperatively with the staff of the University on committees or task forces of the Board;
- m) Know and respect the distinction in the roles of the Board, the Senate, the Faculty Council, and the staff;
- n) Respect the role of the Chair of the Board as spokesperson for the Board of Governors and the role of the President as spokesperson for the University;

- o) 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; and
- p) Comply with all other codes and policies approved by the Board from time to time.

### **Expectations for Conduct**

A Governor and Committee member will at all times conduct his or herself in a manner that:

- (a) Supports the objectives of the University;
- (b) Serves the overall best interests of the University;
- (c) Subordinates his or her 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 judgement, honesty, transparency and openness in his or her 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 his or her fiduciary responsibilities;
- (k) Avoids real or perceived conflicts of interest;
- (l) Treat his or her colleagues, members of the governing bodies (Board, Senate, Faculty Council(s)) and the staff of the University with courtesy and respect and refrain from any form of discrimination or harassment;
- (m) Refrains from exercising influence upon the staff of the University, for his or her own interest or for someone else's interest, concerning issues under preparation or consideration that are the responsibility of the administration of the University; and
- (n) Conforms with the By-laws and policies approved by the Board.

**Confidentiality**

A Governor or Committee member who in his or her 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 "A" to Special Resolution on or before taking office.

## Appendix A

### 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 IV.5 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: