



# **The Governors of Athabasca University**

## **Handbook**

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**Contents**

*Note: This is not an officially approved Board of Governors document. It is a compilation document, referencing Board decisions and generally reflecting practices, and is intended to serve as a resource for the Board and its Standing Committees members.*

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## The Role and Responsibilities of the Board of Governors

The Board of Governors of Athabasca University (the Board) is a corporation with the name “The Governors of Athabasca University” established under the [Post-secondary Learning Act](#) (PSLA) and the [Athabasca University Regulation](#) (AU Regulation).

Section 102.2(1) of the PSLA states the publicly funded post-secondary system in Alberta consists of six sectors. Athabasca University is considered a Comprehensive Academic and Research Institution (CARI), and may:

- (a) provide approved programs of study that lead to the granting of baccalaureate, master’s and doctoral degrees, diplomas and certificates
- (b) may conduct pure research and applied research and foster innovation, and
- (c) may conduct scholarly research.

Athabasca University governs itself through a bi-cameral governance system set out by the PSLA and AU Regulation. The Board has authority for business governance and the General Faculties Council (GFC) has authority for academic governance.

The conduct, management and control of the University and all its property, revenue, and business affairs are vested in the Board. Section 60(1) of the PSLA states the Board shall:

- (a) manage and operate the public post-secondary institution in accordance with its mandate,*
- (b) develop, manage and operate, alone or in co-operation with any person or organization, programs, services and facilities for the economic prosperity of Alberta and for the educational or cultural advancement of the people of Alberta,*
- (c) establish admission requirements for students of the public post-secondary institution other than students in apprenticeship programs under the Apprenticeship and Industry Training Act, and*
- (d) make and publish rules*
  - (i) respecting the enrolment of students to take courses, programs of study or training provided by the board, and*
  - (ii) governing the taking of courses, programs of study or training provided by the board.*

The PSLA also states the Board:

- shall set the tuition fees to be paid by students of the public post-secondary institution (s. 61 (1))
- shall appoint the president, prescribe the term of office of the president, the remuneration to be paid to the president and monitor his/her performance (s.81(1), (2), (3) and (4))
- may appoint the number of vice-presidents for the university and on the recommendation of the president, assign the powers, duties and functions for the vice-president (s. 82(1) and (2))
- must consider the recommendations of the general faculties council, if any on matters of academic import prior to providing for the establishment of faculties, schools, departments, chairs, programs of study and any other activities the board considered necessary or advantageous (s.19(e))

Further, the PSLA states:

- members of the Board must act in the best interests of the university (s.16(5))
- A board has the capacity and, subject to the PSLA, the rights, powers and privileges of a natural person (s.59(1))
- Notwithstanding s.59(1), the board shall not engage in or carry on any activity that is not within the mandate of Athabasca University (s.59(3))
- A board may delegate in writing to any person any power, duty or function conferred or imposed on it by the PSLA, except the power to make bylaws (s. 62)
- The board must prepare a statement setting out the mandate of the university for approval by the minister (s. 103(1))
- The board may not engage in or carry on any activity that is not within its approved mandate (s. 103(3))
- The board must provide to the minister a long-range land use and development plan relating to land owned by or leased to the board (s. 121(2))
- A board shall hire any employees and appoint any officers or others persons it considers necessary for the proper conduct of the affairs of the university and may promote or dismiss the officers, employees and other persons, determine the remuneration of the officers and employees, prescribe the dues of the officers and employees, and prescribe the term of employment and the terms and conditions of employment of the officers and employees (s. 83)
- The board shall enter into negotiations for the purpose of concluding or renewing an agreement (s.87(1))

It is important to note, sections 6 to 15, 16(3), 23, 56 and 57 of the PSLA do not apply to Athabasca University (s.8 of the AU Regulation).

### **Accountability and Mandatory Documents**

As stipulated in the PSLA s.78 and 79, the Board is responsible to the Government of Alberta for the preparation and approval of a number of documents including:

- [Annual business plan \(Comprehensive Institutional Plan\)](#) which includes the budget
- [Annual Report including approved financial statements](#)

Publicly funded post-secondary institutions in the Province of Alberta are recognized as Public Agencies under the [Alberta Public Agencies Governance Act](#) SA 2009, Chapter A-31.5 (APAGA). Pursuant to APAGA s.3, Athabasca University must have a Mandate and Roles Document. The document includes:

- the University's mandate,
- the roles and responsibilities of the University and the Government of Alberta (GOA),
- the accountability relationships between the University and the GOA
- mutual expectations between the University and the GOA in respect of communication, collaboration and consultation with each other
- the Board's committee structure
- responsibilities of the Board Chair, Board Members and the President
- processes for recruitment and appointment of Board Members, as well as orientation, education and development

The Governors of Athabasca University Mandate and Roles Document is available on the Office of the University Secretariat website at the following link:

[The Governors of Athabasca University Mandate and Roles Document](#)

Pursuant to APAGA s.11, Athabasca University must have a code of conduct governing the conduct of Board members. The Code of Conduct and Ethics for Members of the Board of Governors of Athabasca University, as well as the Statement of Quality and Performance Standards for members of the Board of Governors of Athabasca University are available on the Office of the University Secretariat website at the following links:

[Code of Conduct and Ethics for Members of the Board of Governors of Athabasca University](#)  
[Statement of Quality and Performance Standards for Members of the Board of Governors of Athabasca University](#)

Board members are required to sign statements of acknowledgement pertaining to each these two documents, as well as a Conflict of Interest Disclosure form on an annual basis.

### **Board of Governors Membership**

The membership composition for the Board is set out under s.3 of the Athabasca University Regulation. Section 3 states:

*3(1) The board consists of the following members:*

- (a) a person appointed by the Lieutenant Governor in Council as chair of the board;*
- (b) the president of Athabasca University;*
- (c) the following members appointed by the Minister:
  - (i) 2 members of the academic staff of Athabasca University, one nominated by the general faculties council and one nominated by the academic staff association;*
  - (ii) one member of the non-academic staff of Athabasca University nominated by the non-academic staff;*
  - (iii) one tutor nominated by the organization representing tutors;*
  - (iv) 2 students nominated by the council of the students association;*
  - (v) one graduate student nominated by the council of the graduate students association**
- (d) not more than 8 members representative of the general public appointed by the Lieutenant Governor in Council*

*(2) In addition to the members of the board referred to in subsection (1),*

- (a) the Minister may appoint as a member of the board one person who is an alumnus of Athabasca University and who is named in a resolution of the board requesting the appointment;*
- (b) the Lieutenant Governor in Council may appoint up to 2 members representative of the general public if requested to do so by a resolution of the board.*

### **Board of Governors Meeting Schedule**

The Board meets no less than four (4) times a year, and standing committees (other than the Honorary Awards Committee) have regularly scheduled meetings prior to each regular board meeting. Special meetings of the Board as well as standing committees are at the call of the Board Chair or the Chair of the Standing Committee.

## **Board of Governors of Athabasca University General By-laws**

The [Board of Governors of Athabasca University General By-laws](#) (“the By-laws”) set out the Rules of Order for meetings of the Board as well as standards for conflict of interest and confidentiality. Except where altered by the Bylaws, Robert’s Rules of Order govern the proceedings of the Board.

### **Motions/Resolutions**

Proceedings of the Board are governed in accordance with Roberts’s Rules of Order (Board By-laws PART II, D. Rules of Order, provision 1). This includes making of motions/resolutions.

A motion/resolution brings business before the Board or a standing committee for decision. A motion/resolution is debatable, amendable and takes a majority vote to adopt.

The components of a minuted motion/resolution are:

- the mover/seconded (if required);
- the proposed action; and
- the outcome of the decision.

Motions/resolutions use affirmative language whenever possible (e.g., to approve, endorse). A motion/resolution should be as detailed as possible. It is important for a motion to be worded precisely as members vote on the exact language, not on a vague idea.

A motion made at the Board must be moved and seconded before the subject matter of the motion is open for debate (discussion). Motions made at Board standing committee meetings do not require a seconder.

Once the debate is concluded, the Chair asks the question (those in favor, those opposed) and declares the results (carried, not carried).

A commonly misused term is to “table” a motion/resolution. To table a motion is to set a motion/resolution aside temporarily in order to take up something of immediate urgency. The intent is not to: i) activate a motion/resolution; or ii) kill a motion/resolution or to put it off to the next, or a future, meeting. If a member wishes to make a motion/resolution, he/she should “move” it. If a member wishes to propose that decision on an already moved motion/resolution be deferred to a later date, he/she should move to “defer or postpone” the action.

Types of motions and rules relating to motions are outlined in Robert’s Rules of Order.

### **A Typical Board Agenda**

A typical Board agenda is broken up into the following sections:

- Approval of the agenda, including the consent agenda and minutes of the previous Board meeting.

Consent agendas are used to expedite business at a meeting. The purpose of the consent agenda is generally to eliminate the need to deal separately with many routine items not requiring explanation or discussion. If a member wishes to discuss any item contained on a consent agenda, he/she may request that the item be removed from the consent agenda and placed on the regular agenda for consideration or discussion.

- Declaring Conflicts of Interest

Subject to the Conflict of Interest Guidelines set out in the Code of Conduct and Ethics for Members of the Board of Governors of Athabasca University, and the Board of Governors of Athabasca University General By-laws, members will be asked to declare any conflict they may have with respect to particular agenda items contained within the meeting agenda.

- Business arising from the consent agenda

- Business arising from the minutes

- Reports

- Report of the Chair
- Report of the President
- Student Reports

- Action items

## **Committee of the Whole**

The Board may occasionally need to form a Committee of the Whole. The purpose of a Committee of the Whole is to suspend a formal meeting in order to address a matter that can better be dealt with informally. Any votes taken during a Committee of the Whole session are not considered decisions of the Board, but recommendations to the Board (Roberts Rules of Order). The rules are as follows:

- The members of Board vote to go into Committee of the Whole.
- Committee of the Whole functions as a real committee; when it convenes, the Board ceases to be in session.
- Committee of the Whole can be chaired by a new Chair. The Chair of Committee of the Whole is appointed by the Chair of the Board.
- Committee of the Whole votes to rise at the conclusion of its session.
- Rising implies that Committee of the Whole ceases to exist and the Board is back in session.

Proceedings of Committee of the Whole are not entered into the formal minutes of the assembly. The University Secretary prepares a brief synopsis of the Committee of the Whole proceedings and enters them as an appendix to the minutes.

## **Committee System of the Board of Governors**

PART III of the Bylaws sets out the rules governing the formation, dissolution and matters of general application (including rules of order) for the standing committees of the Board. PART III of the Bylaws also establishes the standing committees and respective membership composition.

The Board has seven standing committees:

- [Executive Committee](#)
- [Finance & Property Committee](#)
- [Audit Committee](#)
- [Human Resources Committee](#)
- [Honorary Awards Committee](#)
- [Institutional Advancement Committee](#)
- [Academic Affairs Committee](#)

The terms of reference for each standing committee set out the powers and duties for that standing committee.

## **The Connection between the Board of Governors and General Faculties Council**

The PSLA establishes the roles of the Board and GFC, but there are overlapping jurisdictions. For example, a new program proposal has its academic elements reviewed by GFC, who makes recommendation for approval to the Board, and its financial components and its relationship to institutional priorities examined and approved by the Board.

The President is both a voting member of the Board, and the Chair of GFC. The PSLA requires any recommendations from GFC to the Board be transmitted to the Board through the President. As such, the President is the conduit between GFC and the Board and presents proposals from GFC to the Board.

One representative of GFC sits as a voting member of the Board. That representative is elected by the members of GFC for a three-year term, affirmed by the Minister, and can be reappointed (s.4(1) AU Regulation).

The Administration serves as the operational link between the two governing bodies. The University Secretary ensures that items flow from one committee system and governance body to the next, designing a schedule and routing for expeditious travel. The Vice-Presidents and other officers ensure that the policies approved by the Board and/or GFC are implemented and that the University's business and academic programs operate within the policy framework approved by the governing bodies.

## **The Responsibilities of General Faculties Council**

GFC, as specified in section 26(1) of the PSLA, subject to the authority of the board, is responsible for the academic affairs of the university and, without restricting the generality of the foregoing, has the authority to:

- (a) exercise any power of a faculty council that GFC considers desirable to exercise;
- (b) consider and make decisions on the reports of the faculty councils as to the programs of study in the faculties;

- (c) determine all programs of study to which clause (b) does not apply that are to be offered by the university for credit toward the requirements for any degree or diploma;
- (d) determine the timetables for examinations and for lectures and other instruction in each faculty;
- (e) consider and make decisions on the reports of faculty councils as to the appointment of examiners and the conduct and results of examinations in the faculties;
- (f) provide for the granting and conferring of degrees other than honorary degrees;
- (g) provide for the preparation and publication of the university calendar;
- (h) hear and determine appeals from the decisions of faculty councils on applications, requests or petitions by students and others;
- (i) consider all matters reported to it by any faculty council and communicate its opinion or action on those matters to the faculty council concerned;
- (j) determine the date for the beginning and end of lectures in the university and also the beginning and end of each university term;
- (k) make rules and regulations for the management and operation of libraries;
- (l) recommend to the board the establishment of faculties, schools, departments, chairs and programs of study in the university in any subject that GFC thinks fit;
- (m) make rules and regulations respecting academic awards;
- (n) determine standards and policies respecting the admission of persons to the university as students;
- (o) make recommendations to the board with respect to affiliation with other institutions, academic planning, campus planning, a building program, the budget, the regulation of residences and dining halls, procedures in respect of appointments, promotions, salaries, tenure and dismissals, and any other matters considered by GFC to be of interest to the university;
- (p) authorize lecturing and teaching on the university premises by persons other than members of the staff of the university;
- (q) authorize a school to have a school council of the same nature and with the same powers, duties and functions as a faculty council and, in its discretion, revoke any authority so given.

### **The Board of Governors Remuneration and Expenses**

Board Members are volunteers and receive no remuneration for their service. Pursuant to The Governors of Athabasca University Remuneration Policy and Procedures, Board Members will be reimbursed for “travel and other related expenses necessarily incurred by Board Members in conducting Board and AU business”. The reimbursement of these expenses is in accordance with the Athabasca University Travel and Expense Claim Policy.

[The Governors of Athabasca University Remuneration Policy](#)

[The Governors of Athabasca University Remuneration Procedures](#)

[Athabasca University Travel and Expense Claim Policy](#)

### **Athabasca University Policy and Procedures Manual**

The Athabasca University Policy and Procedures Manual is posted on the Office of the University Secretariat website. The policy and procedures list along with links to each of the policies and procedures is available at the following link: [Athabasca University Policy Manual](#)

## Insurance & Liability for Board Members

Protection from liability for Board Members - s.119 of the PSLA reads as follows:

*119(1) Neither a board, nor the members of a board, nor any officer or employee of a board is liable for any act or omission of an academic staff association, a student organization or a student.*

*(2) A member of a senate, a board or an initial governing authority is not personally liable for anything done by the senate, the board or the initial governing authority, as the case may be, or for anything done by the member in good faith in the purported exercise or performance of the member's powers, duties and functions under this Act.*

Insurance for Board Members – the following is an excerpt from the Canadian Universities Reciprocal Insurance Exchange - Educational Institutions Errors and Omissions Liability Policy:

*Limit of Liability \$50,000,000*

### *6.1 Additional Insureds*

*The words "Additional Insured" shall mean the following additional interests and any other interests added by endorsement:*

- (a) any officer, director, governor or member of the directing or governing body, employee, shareholder or volunteer while acting on behalf of the Named Insured or while acting as a director or officer of an entity other than the Named Insured at the direction of the Named Insured;*
- (b) any former officer, director, governor or member of the directing or governing body, employee, shareholder or volunteer with respect to acts performed in that capacity on behalf of the Named Insured at the direction of the Named Insured. "Acts performed" shall include failure or omission to act;*
- (c) any natural person appointed or elected by the Named Insured while acting as a trustee of any pension fund of the Named Insured and any such former trustee with respect to acts performed in that capacity;*
- (d) as respects the liability of each Insured as is defined in 6.1(a) and 6.1(b) and 6.1(c), the heirs, executors, administrators, assigns and legal representatives of these Insureds in the event of death, incapacity or bankruptcy;*
- (e) any person while registered as a student, undergraduate or otherwise, at the Named Insured, in respect of any activity related to the discipline in which so registered, in the furtherance of his or her education or training in such discipline, whether conducted on or off campus.*

## The Office of the University Secretariat

The [Office of the University Secretariat](#), under the direction of the University Secretary, is the administrative office responsible for ensuring the effective and efficient operation of Athabasca University's bicameral system of governance, comprised of the Board of Governors and the General

Faculties Council and their respective committees. In addition, the Office of the University Secretariat provides leadership and expertise in privacy compliance and information access, policy management, ombudsmanship, and legal matters.

### **The Board Website**

The [Board website](#) contains the Board By-laws, current membership list, meeting schedule, standing committee terms of references, and links to governing documents and legislation.

### **The Board of Governors Contact Directory**

The University Secretariat provides support for all areas of the Board of Governors. If you have any questions or require further information, please contact

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