

# The Governors of Athabasca University Mandate and Roles Document

## Preamble

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This Mandate and Roles Document for The Governors of Athabasca University (the 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

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### Mandate

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

<http://www.athabascau.ca/aboutau/mission.php>

**Mission** The mission of Athabasca University is:

### *Our Mission*

Athabasca University, [Canada's Open University](#), is dedicated to the removal of barriers that restrict access to and success in university-level study and to increasing equality of educational opportunity for adult learners worldwide.

We are committed to excellence in teaching, research and scholarship and to being of service to the general public.

### Applicable Legislation and Regulations

The Board has responsibilities under, and is subject to, a number of statutes and regulations including the:

- *Post-secondary Learning Act*;
- *Alberta Public Agencies Governance Act*;
- *Financial Administration Act*;
- *Government Organization Act (Schedule 1: Advanced Education)*;
- *Fiscal Management Act*;
- *Freedom of Information and Protection of Privacy Act*;
- *Lobbyists Act*;
- *Public Interest Disclosure (Whistleblower Protection) Act*;
- *Results-based Budgeting Act*;
- *Athabasca University Regulation*

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

- Athabasca University Regulation;
- Campus Alberta Sector Regulation;
- Land Use Regulation;
- Model Provisions Regulation;
- Programs of Study Regulation; and
- Public Post-secondary Institutions' Tuition Fee Regulation.

All of these statutes and their accompanying regulations can be viewed at [http://www.qp.alberta.ca/Laws\\_Online.cfm](http://www.qp.alberta.ca/Laws_Online.cfm)

## **2. Duties and Responsibilities**

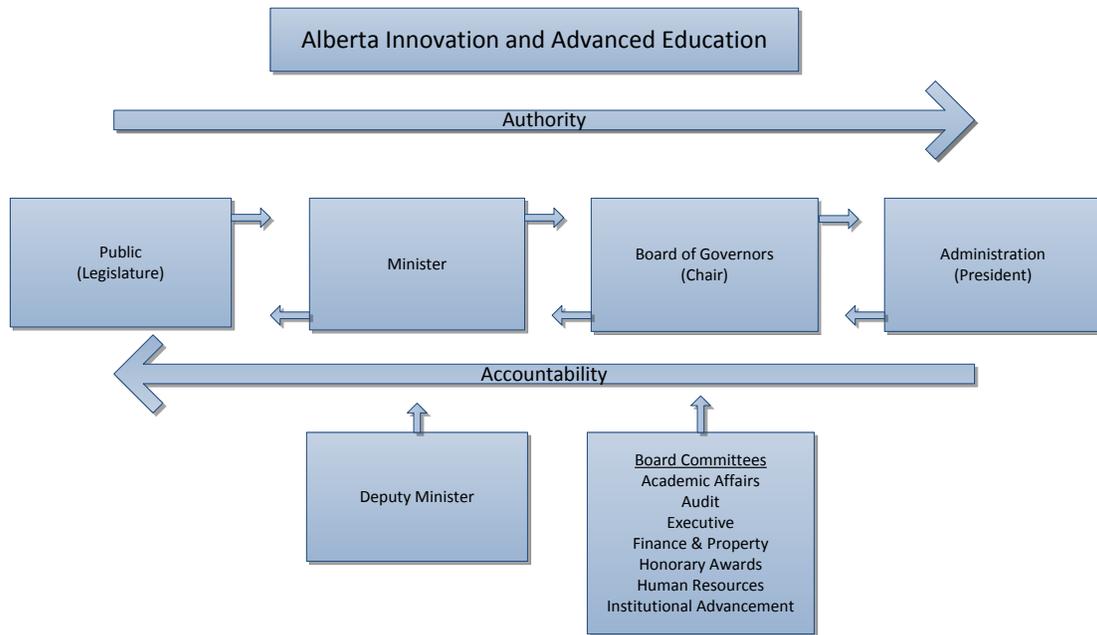
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### **Lieutenant Governor in Council**

The PSLA outlines the duties and responsibilities of the Lieutenant Governor in Council specific to the Board. These include the establishment of the public post-secondary institution [PSLA Section 3] and the Board [PSLA Section 33].

In addition, the Lieutenant Governor in Council:

- Appoints the Board Chair [PSLA-AUR Section 3(1)(a)]
- Appoints Board members [PSLA-AUR Section 3(1)(d) and Section 3(2)(b)];
- May by order disestablish the public post-secondary institution and the Board [PSLA Section 102(1)];
- May order that the assets and liabilities of the 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];
- 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 land [PSLA Section 67(1.1)].



### **Auditor General**

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

### **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 and public members [PSLA-AUR Section 3(1)(c), 3(1)(d) and Section 3(2)(a)] 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)];
- 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)].

The Mandate and Roles Document is jointly developed and amended by the Minister and the Board.

### **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 the 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 Athabasca University**

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) (b), (c) and (d)], determine tuition fees to be paid by students in accordance with the regulations [PSLA Section 61], in accordance with the Public Post-secondary Tuition Fees Regulation 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:

- 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 [PSLA Section 73];
- Banking and investment [PSLA 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 [PSLA Sections 78(1), 78.1 and 79(1)].

- The Board must submit other reports and information [PSLA Section 80].
- 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 reviews 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 administration.

The role of the Board and its operations are outlined in the Board General-Bylaws (see Appendix; <http://ous.athabascau.ca/content/board/documents/BOG%20By-laws.pdf>). This includes the establishment of committees as the Board deems necessary to carry out its duties and ensures that a written mandate of each committee is reviewed and approved annually. <http://ous.athabascau.ca/board/>

Current Committees for the Board include:

- Academic Affairs Committee
- Audit Committee
- Executive Committee
- Finance & Property Committee
- Honorary Awards Committee
- Human Resources Committee
- Institutional Advancement Committee

In addition to the standing committees of the Board listed above, a sub-committee of the Finance & Property Committee has been established as follows:

- Investment Advisory Group

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 ensures that the institution maintains appropriate liaisons with prospective employers and other stakeholders throughout 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. The role and responsibilities of

- the Chair are outlined in Board Chair position description, and include Planning and managing Board meetings;
- Providing the Minister with regular updates on the Board's operations and informing the Minister regarding emergent issues;
  - Ensuring that the Board, and its committees, have opportunities to meet independent of administration; and
  - Ensuring the members of the Board comply with the Code of Conduct and conflict of interest matters are addressed.
  - Ensuring there is an appropriate policy and practice in place for the recruitment, selection, evaluation and compensation of the President;
  - Ensuring that an adequate succession plan is in place for Board member and senior administration renewal;

### **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;
- Securing sources of funds or other 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 and professional manner, complying with the Board's bylaws, the Code of Conduct and Ethics for Members of The Governors of Athabasca University, the Statement of Quality and Performance Standards for Members of The Governors of Athabasca University and all 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)].

## **3. Recruitment and Appointment of Board Members**

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### **Membership**

As outlined in the PSLA *Athabasca University Regulation* [PSLA-AUR Section 3(1) and Section 3(2)], The Governors of Athabasca University consists of the Chair (appointed by the Lieutenant Governor in Council), the President of the University, and not more than 8 members representative of the general public, in addition to the Chair, appointed by the Lieutenant Governor in Council. In addition, 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. In addition, the Board consists of the following members appointed by the Minister:

- 2 members of the academic staff of Athabasca University, one nominated by the General Faculties Council and one nominated by the academic staff association;
- One member of the non-academic staff of Athabasca University nominated by the non-academic staff;
- One tutor nominated by the organization representing tutors;
- 2 students nominated by the Board of the students association;
- One graduate student nominated by the graduate students.

In addition, 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.

The Board will comply with all appointment requirements pursuant to the PSLA and any additional policies of the Government of Alberta or the Minister. The Department has an established recruitment process that applies to all of its agencies.

### **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 Department HR area who facilitates the recruitment process.
- Applications are reviewed by Department HR and assessed on the basis of the applicable competencies and values identified through the development of a screening report.
- A Board sub-committee reviews the screening report and forwards their recommendation to the Minister.
- Based on the screening report and the Board sub-committee recommendation, the Minister recommends to Cabinet the name of the candidate for appointment.
- Once Cabinet approves the Minister's recommendation, the Department will coordinate the appointment process by *Order in Council*.

## **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-AUR Section 4(1) and 4(2)].

## **Remuneration**

Board members are not remunerated for their service. All members of the Board shall be entitled to reimbursement of reasonable expenses [PSLA Section 55].

## **Orientation, Education and Development**

Upon their appointment, the Department provides new Board members with a set of Guidelines for Board of Governors members produced by the Department, a copy of which can be found at

<http://advancededucation.alberta.ca/media/496424/guidelines-for-board-of-governors-members-march-2017-with-updated-links.pdf>

Board members are also provided with a Governance binder by the University Secretary that is continuously updated. In addition, the new member participates in an orientation process coordinated by the University Secretary.

## **4. Interaction between the Board and Department**

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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. General Faculties Council**

Subject to the authority of the board, the general faculties council (GFC) is responsible for the academic affairs of the university [PSLA 26(1)]. Among other things, the GFC

approves academic policy and priorities, and offers advice on issues touching upon the academic work of the university. It also has other duties and responsibilities legislated by the PSLA and delegated by the Board. Composition of GFC is established through the Athabasca University regulation. The GFC has 53 members as designated by the PSLA and AU regulation. A description of the membership, role and responsibilities of the GFC can be found at

<http://ous.athabascau.ca/general/index.php>

The GFC is governed by the general by-laws that contain the rules regulating the operation of GFC. The GFC general by-laws can be found at

<http://ous.athabascau.ca/general/documents/gfc-rules.pdf>

The GFC carries out some of its duties and responsibilities through standing committees of the GFC established from time to time under terms of reference. The terms of reference of each standing committee sets out the role, responsibilities and authority of each committee, and can be found at <http://ous.athabascau.ca/general/index.php>

## **6. Administration**

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### **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.

Original signed by Barry Walker

Original signed by Minister Don Scott

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Barry Walker, FCA

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Don Scott , Q.C.

Board Chair

The Governors of Athabasca University

Minister of Innovation and Advanced  
Education,

Date: October 17, 2014

Date December 11, 2014