

**STATEMENT OF QUALITY AND PERFORMANCE STANDARDS
FOR MEMBERS OF
THE BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY**

1.0 INTRODUCTION

1.1 The Statement of Quality and Performance Standards for an individual Member of the Board of Governors of Athabasca University (the “Board”) outlines the personal and professional characteristics required of all Members of the Board. The Statement of Quality and Performance Standards is used as the basis for the evaluation of individual Members’ performance and also serves as a model for establishing the general attributes and expectations in recommending nominees for positions on the Board.

1.2 Broadly speaking, a Member of the Board has three fundamental obligations:

1.2.1 To Act Honestly and In Good Faith

The Act requires a Member to act in the best interest of the University. The common law requires a Member to act honestly and in good faith with a view to the best interests of the University as a public institution. The key elements of this standard of behaviour are:

- i. a Member must act in the best interests of the University as a whole even when that conflicts with his or her self-interest, or interests of some special interest group or constituency;
- ii. a Member must not take personal advantage of privileged information that comes before him or her in the course of performing his or her duties;
- iii. a Member must disclose to the Board any relevant personal interests that he or she holds that may conflict with the interests of the University; and
- iv. a Member must respect the University's confidentiality and conflict of interest requirements.

1.2.2 To Exercise Care, Diligence and Skillful Management

Common law expects that a Member will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. This means:

- i. the standard of behaviour expected of a Member will depend upon the individual qualities or characteristics that the Member brings to the University in relation to the particular matters under consideration; and
- ii. the Member must be proactive in the performance of his or her duties by preparing appropriately and attending meetings so as to participate responsibly and effectively; and being vigilant to ensure that the University is being properly managed and is complying with the law.

1.2.3 Disclosure of Interests

A Member who in any way, directly or indirectly, has an interest in a contract or a proposed contract or transaction with the University will declare that interest in accordance with the Conflict of Interest provisions of the General By-laws of the Board of Governors of Athabasca University.

2.0 DEFINITIONS

In the Statement of Quality and Performance Standards for an individual Member the following terms have the meaning ascribed to them:

- 2.1 "Act" means the *Post-Secondary Learning Act*, Statutes of Alberta, 2003 Chapter P-19.5 as amended;
- 2.2 The "Board" means the Board of Governors of Athabasca University continued under the Act;
- 2.3 "Member" means a member of the Board of Governors;
- 2.4 "Minister" means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for the Act;
- 2.5 "President" means the President of the University;.
- 2.6 "University" means Athabasca University.

3.0 STANDARD OF BEHAVIOUR ESTABLISHED BY THE BOARD OF GOVERNORS

To execute the Board responsibilities, Members must possess certain characteristics and traits. The Board has established the following standards for Members.

3.1 Board of Governors Activity

Each Member will:

- 3.1.1 demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act prudently in their decisions as part of the Board;
- 3.1.2 provide wise, thoughtful counsel on a broad range of issues and develop the depth of knowledge to understand and question the assumptions upon which the strategic and business plans are based, and to form a reasoned independent judgment as to the probability that such plans can be achieved;
- 3.1.3 possess or acquire a high level of financial literacy, know how to read financial statements, and other information for evaluating the University's performance;
- 3.1.4 respect confidentiality;
- 3.1.5 be available as a resource to executive staff of the University and the Board;
- 3.1.6 advise the President or the Board Chair, or both, in advance of introducing significant and previously unknown information at a Board meeting;
- 3.1.7 as necessary and appropriate, communicate with the Board Chair and with the President between meetings;
- 3.1.8 demonstrate a willingness and availability for individual consultation with the Board Chair and the President;
- 3.1.9 be a positive force, using their abilities and influence constructively; and
- 3.1.10 respect majority decisions.

3.2 **Preparation and Attendance**

To enhance the effectiveness of the Board and committee meetings, each Member will:

- 3.2.1 prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting;
- 3.2.2 maintain an excellent Board and committee meeting attendance record by attending meetings in person wherever possible; and
- 3.2.3 request, in a timely manner, any additional information necessary for responsible decision making.

3.3 **Communication**

The Board requires Members who value the Board and team performance over individual performance, and who possess respect for others. Communication is fundamental to the Board effectiveness and therefore each Member will:

- 3.3.1 participate fully and frankly in the deliberations and discussions of the Board;
- 3.3.2 demonstrate an openness to others' opinions and the willingness to listen; and appreciate that this quality ranks as highly as the ability to communicate persuasively;
- 3.3.3 approach others knowledgably, responsibly and supportively, and be willing to raise tough questions in a manner that encourages open discussion;
- 3.3.4 establish an effective, independent and respectful presence and a collegial relationship with other Members;
- 3.3.5 focus inquiries on issues related to strategy, policy, and results rather than issues relating to the day-to-day management of the University; and

3.3.6 Members have the responsibility to form, hold and act on informed and reasoned positions on questions that have significant importance for the University. Members are free to communicate their views to all interested parties provided that: (1) they do not, without appropriate prior approval, represent themselves as speaking for the Board as a whole; and (2) do not violate the reasonable confidences of the Board. In matters of principle or the public interest, Members may speak freely, subject only to the normal constraints of the law and the ethical standards of the community, including those they accepted when assuming the responsibilities.

3.4 **Independence**

Independence is an essential quality of an effective Member. Each Member will:

- 3.4.1 think, speak and act independently;
- 3.4.2 be critical and responsive to change and new thinking;
- 3.4.3 be objective when considering tradeoffs and consequences; and
- 3.4.4 be willing to differ from the Board Chair and other Members and/or the President in taking a reasoned, independent position.

3.5 **Committee Work**

In order to assist the Board committees in being effective and productive, each Member will:

- 3.5.1 participate on committees and become knowledgeable about the purpose and goals of each committee; and
- 3.5.2 understand the process of committee work, and the role of employees supporting the committee.

3.6 **Informed Members**

Recognizing that sound decisions can be made only by well-informed Members, each Member will:

- 3.6.1 participate in Member orientation and development and training programs identified by the University from time to time;
- 3.6.2 maintain a current understanding of the legislative, business, social and political environments within which the University operates;
- 3.6.3 become acquainted with the University Community;
- 3.6.4 frequently accept invitations and attend social functions, receptions and special events on behalf of the University;
- 3.6.5 wherever possible participate in the University's convocation ceremonies and related functions involving the Board; and
- 3.6.6 generally be an ambassador of the University.