

The Governors of the
University of Calgary
Mandate and Roles Document

Preamble

This Mandate and Roles Document for the University of Calgary (“**University**”) has been developed collaboratively between the Governors of the University of Calgary (the “**Board**”) and the Minister of Innovation and Advanced Education (“**Minister**”).

It provides a high-level overview of the principal governance of the University and the role and responsibilities of the Board, the General Faculties Council (“**GFC**”), the University President and the Department of Innovation and Advanced Education (“**Department**”). It also outlines how the University connects with the Department and will assist the public’s understanding of the mandate and governance of the University and its connection to government.

1. Mandate and Mission

Mandate

As required by the *Post-Secondary Learning Act* (“**PSLA**”), the University’s primary governing legislation, the University operates under a mandate approved by the Minister.

The University’s approved mandate can be found at <https://open.alberta.ca/publications/the-university-of-calgary-mandate>

While recognizing Board autonomy, 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.

Mission

The University’s mission is articulated through the foundational principles of its **Eyes High** vision developed collaboratively by the various stakeholders in the University and approved by the Board. The **Eyes High** vision can be found at www.ucalgary.ca/eyeshigh/.

Applicable Legislation and Regulations

The University is subject to a number of statutes and regulations, including:

- *Post-Secondary Learning Act*
- *Alberta Public Agencies Governance Act* (“**APAGA**”)
- *Financial Administration Act*
- *Fiscal Management Act*
- *Government Organization Act, Schedule 1 and Enterprise and Advanced Education Grants Regulation*
- *Freedom of Information and Protection of Privacy Act*
- *Lobbyists Act*
- *Results-based Budgeting Act*
- *Public Interest Disclosure (Whistleblower Protection) Act*

The PSLA is the primary legislation governing the University and includes the following regulations applicable to the University:

- Campus Alberta Sector Regulation;
- Land Use Regulation;
- Model Provisions Regulation;
- Pension Validation 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 www.qp.alberta.ca/Laws_Online.cfm.

Governance Overview

The University follows a shared governance system based upon a distribution of power and operated through broad participation, collaboration and compromise.

The Board retains the ultimate responsibility and authority for governance of the University; however, under shared governance, different groups are given primary authority over different areas of expertise and a voice in decisions affecting the University.

2. Duties and Responsibilities of the Principal Governance Participants

The Board

The Board manages and operates the University and carries out the other duties and responsibilities legislated by the PSLA and APAGA. A description of the role and responsibilities of the Board can be found at www.ucalgary.ca/secretariat/board-governors.

The Board is governed by a set of bylaws that contains the rules regulating the operation of the Board. These bylaws can be found at <https://www.ucalgary.ca/secretariat/sites/default/files/teams/1/board-of-governors/university-of-calgary-board-of-governors-bylaws-2018-03-16-final.pdf>

The Board carries out some of its duties and responsibilities through standing committees of the Board established from time to time under terms of reference. The terms of reference of each standing committee sets out the role, responsibilities, membership and authority of the committee. The terms of reference for each of the Board's standing committees can be found at <https://www.ucalgary.ca/secretariat/board-governors/board-standing-committees>

Board members serve as governors or trustees of the University and must act in the best interests of the University.

Board Chair

The Board Chair provides leadership to the Board and facilitates the work of the Board. The specific role and responsibilities of the Board Chair are described in the bylaws of the Board found at <https://www.ucalgary.ca/secretariat/sites/default/files/teams/1/board-of-governors/university-of-calgary-board-of-governors-bylaws-2018-03-16-final.pdf>

General Faculties Council

The GFC is responsible for the academic affairs of the University and has general supervision of student affairs. 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. The GFC has 113 members designated by the PSLA. A description of the membership, role and responsibilities of the GFC can be found at www.ucalgary.ca/secretariat/general-faculties-council.

The GFC is governed by terms of reference that contains the rules regulating the operation of the GFC. These terms of reference can be found at <https://www.ucalgary.ca/secretariat/general-faculties-council/gfc-standing-committees/gfc-standing-committees>.

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, membership and authority of the committee. The terms of reference for each of the GFC's standing committees can be found at <https://www.ucalgary.ca/secretariat/general-faculties-council/gfc-standing-committees/gfc-standing-committees>.

GFC members are the voice of the academic community of the University and bring important academic expertise and perspective to the governance of the University. GFC members are required to act in the best interests of the University in carrying out their role.

The President of the University is the Chair of GFC and acts as a conduit between the GFC and the Board.

President

The President is the Chief Executive Officer of the University and has general supervision over, and direction of, the operation of the University. The President has those powers, duties and function that are legislated by the PSLA and assigned by the Board. The role and responsibilities of the President are described in a roles document approved by the Board and found at <https://www.ucalgary.ca/president/about-president>

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 and its Board.

In addition, the Lieutenant Governor in Council:

- Appoints Board Members
- May by order disestablish the public post-secondary institution and its Board
- May order that the assets and liabilities of a dissolved Board be transferred to government or to another post-secondary institution
- Approves debenture borrowing
- Approves the incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board
- Approves the Board's establishment of a registered pension plan as an alternative to a designated pension plan
- Approves the Board's disposition of land

Auditor General

The Auditor General is the auditor of the Board.

Minister of Innovation and Advanced Education

The Minister is ultimately accountable to the legislature for the operation and performance of the post-secondary system and in particular, that public post-secondary institutions are fulfilling their mandates and meeting the needs of Albertans in an efficient and effective manner.¹ The Minister reports to the legislature on the affairs of the University and answers questions about the University. The Minister manages his or her accountability for the University at arm's length through his or her relationship with the Board.

The Minister oversees:

- strategic planning and direction setting for Alberta's advanced learning and innovation systems
- policy development
- funding for general operations and specific purposes
- promoting transparency and accountability²

The Minister's responsibilities as legislated by the PSLA and APAGA include:

- appointing, or recommending the appointment of, the Board members and the Board Chair based on her/his assessment that the appointees have the appropriate knowledge, skills, experience and values to assist the University in achieving its objectives and performing its functions
- participating with the University in setting the University's long-term objectives and its short-term targets, if any
- monitoring whether the University is acting within its mandate and achieving its long-term objectives and short-term targets
- advising the University, as the Minister considers appropriate, respecting any government policies applicable to the University or its activities or operations
- reviewing the mandate and operations of the University at least every seven years, taking into consideration: (a) whether, and the extent to which, the University's mandate continues to be relevant to the goals, priorities and policies of the Government of Alberta; (b) whether the functions performed by the public agency are best performed by the public agency, by another public agency or by a department; (c) whether the public agency's governance structure continues to be appropriate to its mandate and functions; (d) whether the public agency is carrying out its activities and operations in a manner that is effective and suited to achieving its mandate; and (e) any other matters set out in the regulations of APAGA

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.

¹ Guidelines for Board of Governors Members, an introduction to board governance at Alberta's public post-secondary institutions, Alberta Enterprise and Advanced Education, April 2013

² Ibid.

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 renewed or revised every three years
- Coordinating the Board's Mandate and purpose review, at a minimum, every seven years

3. Recruitment and Appointment of Board Members

Membership

The composition of the Board is mandated by the PSLA and consists of twenty-one members comprised of two ex officio members, ten members appointed by an Order in Council (including the Chair) and nine members nominated by constituent groups and appointed by Ministerial Order.

The Board members are:

- The Board Chair
- The Chancellor of the University
- The President of the University
- Two alumni of the University nominated by the alumni association
- One member of the University Senate nominated by the Senate
- Two members of the academic staff of the University, one of whom is nominated by the general faculties council and one of whom is nominated by the academic staff association
- Two students nominated by the council of the students association
- One graduate student nominated by the council of the graduate students association
- One member of the non-academic staff nominated by the non-academic staff association
- Nine members representative of the general public ("**public members**")

Recruitment

The Department has an established recruitment process that applies to the University. The recruitment of public members is competency based and led by the Department in conjunction with the Board. The Board will comply with all appointment requirements pursuant to the PSLA and any additional policies of the government or the Minister.

The recruitment of nominated members is carried out by each nominating group, which follows its own process and makes a recommendation to the Minister for appointment by Ministerial Order.

Process for Public Members

The Board's Role

The Board, through its Human Resources and Governance Committee, performs on-going succession planning. This committee tracks upcoming vacancies and also assesses skills gaps using a skills and experience matrix. The Board Chair actively approaches qualified members of the community on an on-going basis to gauge their interest and their suitability for the Board. Once a Board position has been posted on the Government's website, the Board Chair contacts the identified individuals and encourages

them to apply to the Government for the position. The Board also recruits community members from time to time to provide expertise and fill skills gaps on its standing committees. This can also provide a cadre of potential future Board members that have valuable experience in the University setting.

The Department's Role

The Department and the University Secretary communicate in advance of upcoming vacancies to prepare for the process. The Department, in conjunction with the Board, prepares an advertisement for the position, which includes the required skills identified by the Board, and publishes the advertisement for the position.

The Department collects the applications, carries out a thorough vetting process, and prepares a screening report which ranks the applicants based on competencies. The Department then sends this screening report to the Board. The Executive Committee of the Board reviews the applicants and makes a recommendation to the Minister. The Minister then makes a recommendation to Cabinet, which appoints an individual for a fixed term by *Order in Council*.

Appointment

Board appointments are for a fixed term of up to three years, with the potential for reappointment for a second term of up to three years. The Board Chair may serve multiple additional terms up to a maximum of ten consecutive years. Nominated members' terms also automatically expire when they cease to qualify for the position. For example, a University Senate-nominated member's term expires when they cease to be a member of the University Senate.

Remuneration

Board members are not remunerated for their service. The University does reimburse Board members for expenses incurred in the performance of their duties as a member of the Board. Board member expenses are voluntarily disclosed by the University and may be viewed at <http://ucalgary.ca/legalservices/expense-disclosure>.

Orientation

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 <https://open.alberta.ca/publications/guidelines-for-board-of-governors-members>. New Board members are also provided with a Governance Binder by the University that is continuously updated, and are individually oriented to the Board by the University Secretary.

In addition, all Board members attend an orientation session each September, which together with a strategic retreat, reorients Board members to their role and responsibilities and introduces and frames the Board's business anticipated for the upcoming year.

4. Board Code of Conduct

The Board's Code of Conduct is approved by the Board and administered by the Board Chair. The code can be found at <https://www.ucalgary.ca/secretariat/sites/default/files/teams/1/board-of-governors/Combined%20Board%20and%20University%20Code%20of%20Conduct.pdf>

5. Interaction between the Board and the Department

The Board serves as an intermediary between the University and the Government of Alberta. The Board Chair serves as the voice of the Board to the Minister and the public. Interaction between the University and the Department is carried out through formal meetings between the Minister (or his or her senior officials) and the Board Chair, Presidents and Vice-Presidents, as well as working relationships between the Department and University staff.

Annually, the Board provides the Department with the following plans and reports:

- The University's Comprehensive Institutional Plan <http://www.ucalgary.ca/about/our-strategy/our-strategies-and-plans>
- The University's Access Plan (Items 6.5 and 6.6 of the [Comprehensive Institutional Plan](#))
- The University's Annual Report <http://www.ucalgary.ca/about/annualreport>

The Board is also required under the PSLA to submit to the Minister any reports or other information required by the Minister.

One of the primary mechanisms for the University to connect with the Minister is through the Campus Alberta Strategic Directions Committee ("CASDC").³ The Board Chair and the President are members of CASDC. This committee, established under the PSLA, is chaired by the Minister and comprises board chairs and presidents of each of Alberta's twenty-six publicly funded institutions included in the Six Sector Model.⁴ The committee meets periodically each year and provides a venue to discuss strategic opportunities and challenges.

The goals of CASDC are to:

- provide an opportunity for the Minister to communicate provincial-level directions
- encourage dialogue and collaboration among institutions
- provide board chairs a forum to articulate their perspectives on system-wide topics among their peers
- give advice to the Minister on how to strategically advance the vision of Campus Alberta.⁵⁶

6. Administration

Three Year Renewal or Revision

This Mandate and Roles Document must be reviewed and renewed, amended or replaced within three years after the day on which the Mandate and Roles Document, or the most recent amendment to the Mandate and Roles Document, was signed.

Transparency

³ Ibid.

⁴ Each publically funded post-secondary institution in Alberta falls within a sector under the **Six Sector Model** which defines distinct and differentiated roles for each publicly funded institution in terms of programs offered, type of research conducted, and geographic area served. Comprehensive Academic and Research Institutions focus on students seeking undergraduate and graduate level education in a comprehensive research environment. (*Guidelines for Board of Governors Members, an introduction to board governance at Alberta's public post-secondary institutions, Alberta Enterprise and Advanced Education, April 2013*).

⁵ See Supra Note 1.

⁶ The concept of Campus Alberta describes post-secondary education and training providers working together to meet the needs of learners, taxpayers, and society, advancing Alberta's competitiveness in a global economy. Ultimate goals of Campus Alberta are to increase access and better serve learners, achieve efficiencies, leverage expertise, and maximize available resources.

Copies of the Mandate and Roles Document will be filed with the Minister of Innovation and Advanced Education and the Agency Governance Secretariat. In support of the principle of transparency, this document will also be made available on the Board's website and the Department's website.

Board Chair

Minister of Innovation and Advanced Education

Date

Date

Original signed by Bonnie DuPont,
Board Chair – October 17, 2014

Original signed by Honourable Don Scott,
Minister of Innovation and Advanced Education
- November 27, 2014