



# **The Governors of Athabasca University**

## **Handbook**

**Updated: October 2023**

**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).

Athabasca University is considered a Comprehensive Academic and Research University (CARU). In accordance with Section 102.3(1) of the PSLA, a comprehensive academic and research university shall provide degree programs. In accordance with Section 102.3(2) a comprehensive academic and research university may

- a) provide diploma or certificate programs;
- b) undertake all forms of research, including discovery research and research in support of Alberta’s research and innovation agenda, and
- c) collaborate with other post-secondary institutions to support regional access to undergraduate degree programs.

In accordance with Section 102.3(3) notwithstanding subsection (2)(c), Athabasca University shall collaborate with other post-secondary institutions to support regional access to undergraduate degree programs.

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 classroom instruction that is part of an apprenticeship education program, 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 and mandatory non-instructional 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 and the remuneration to be paid to the president by the board.(s.81(1), (2))
- may appoint the number of vice-presidents for the public post-secondary institution that the board considers advisable. A vice-president has the powers, duties and functions that are assigned to the vice-president by the board on the recommendation of the 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 considers 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 contained in the investment management agreement entered into under section 78 (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 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 other persons it considers necessary for the proper conduct of the affairs of the public post-secondary institution and may promote or dismiss the officers, employees and other persons; determine the remuneration of the officers and employees; prescribe the duties 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 of a public post-secondary institution other than Banff Centre shall, subject to section 22(2), employ any persons it considers necessary to serve as academic staff members at the public post-secondary institution. A board shall, subject to any collective agreement, determine the remuneration of academic staff members, prescribe the duties of academic staff members, and prescribe the term of employment and the terms and conditions of employment of academic staff members (s. 84(2) and 84(3)).

It is important to note, sections 6 to 15 (Chancellor/Vice Chancellor and Senate), 16(3) (Composition of the Board), 23 (Composition of GFC), 56 (Term of Office and Vacancy) and 57 (Termination of Term of Office) of the PSLA do not apply to Athabasca University (s.8 of the AU Regulation). The applicable sections for Athabasca University are contained within 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 following:

- Enter into an Investment Management Agreement with the Minister (includes mandate of the institution, performance metrics for the institution, and anything else determined by the Minister)
- Prepare and approve a Budget (Integrated Resource Plan)
- Prepare and approve a Capital Plan
- Prepare and submit an Annual Report including approved financial statements ([Current Annual Report](#))

Pursuant to the [Conflicts of Interest Act](#) (COIA) s.23.922, as a public agency, Athabasca University must have a code of conduct governing the conduct of Board members.

### **[Code of Conduct and Conflict of Interest Guidelines for the Board of Governors](#)**

The Code states, “upon being appointed or elected to the Board, and annually thereafter, each member must complete an Acknowledgement and Agreement form acknowledging and agreeing that he or she has received a copy of the Code, will conscientiously and in good faith observe the provisions of the Code, and that a breach of the Code may result in remedial action up to and including a request for resignation or a recommendation for removal from the Board.” (see Schedule B in the Code)

The Code also states, “Every member must complete a Conflict Disclosure Statement (“Disclosure Statement” upon his or her initial appointment and update the Disclosure Statement at any time he or she becomes aware of new or additional relevant information, or as required by changed circumstances”. (see Schedule C in the Code)

### 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;*
  - (e) additional persons appointed by the Lieutenant Governor in Council on the recommendation of the Minister.*
- (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.*
  - (c) the Lieutenant Governor in Council may, on the recommendation of the Minister, appoint 2 or more members who are residents of the Town of Athabasca or Athabasca County.*

### 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 Bylaws

The [General Bylaws Board of Governors of Athabasca University](#) (“the Bylaws”) 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 (Bylaws Article 8.1.1).

## **Open, Closed and In Camera Sessions**

Pursuant to the Bylaws, the Board may meet in open, closed and in camera sessions. (Bylaws Article 8.11)

**Open Session** – Any person may attend the open session of a Board meeting as an observer, subject to the limitation of space and good conduct as determined by the Board Chair.

**Closed Session** – the Board may at any time determine that a meeting or part thereof, be designated as a closed session to deal with confidential matters. Board Standing Committees deal with topics that involve a considerable degree of confidentiality, and meetings are therefore closed (Committee members only in attendance, along with anyone designated by the Chair in consultation with the President to attend). Closed session matters, including all discussion, action, and documents, shall be kept in the strictest of confidence by every Member and attendee.

**In Camera Session** – the Board may, at any time, determine that a meeting, or part thereof be held in camera to deal with confidential matters. In camera means a meeting, or part of a meeting without administration or other parties present for which there is no agenda, at which no minutes are taken, and from which recommendations may be moved to an open or closed session meeting for a decision to be entered into the minutes. Only Members, the Chief Governance Officer and General Counsel, or designate, and those invited by the Chair shall attend an in camera meeting or session. In Camera matters, including all discussion, action, and documentation, shall be kept in the strictest of confidence by every member and attendee.

## **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 proceeds to put the question to a vote 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**

Article 8.11 of the Bylaws authorizes the Board to meet in open, closed and in camera sessions. Article 8.4 of the Bylaws notes that agendas for Board meetings are developed in two parts: an open session (public) agenda; and a closed session agenda, indicating which items are to be held in open and closed sessions.

A typical Board agenda for an open session 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.

- Conflict of Interest Declaration  
Subject to the Conflict of Interest Guidelines set out in the Code, members will be asked to declare any conflict they may have with respect to particular agenda items contained within the meeting agenda.
- President's Report to the Board
- Action, Information/Discussion Items
- Business Arising from the Consent Agenda
- Board Chair Report and Closing Comments

If a closed session of the meeting is required, a separate agenda for the closed session is prepared.

## **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 Chief Governance Officer and General Counsel 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

Article 9 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. Article 9 of the Bylaws also establishes the standing committees and respective membership composition.

The Board has six standing committees:

- [Audit Committee](#)
- [Executive Committee](#)
- [Finance & Property Committee](#)
- [Governance Committee](#)
- [Honorary Awards Committee](#)
- [Human Resources & Compensation Committee](#)

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

Pursuant to Article 9.1.4 of the Bylaws, standing committee meetings are closed.

## 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(2) AU Regulation).

The Administration serves as the operational link between the two governing bodies. The Office of the Chief Governance Officer and General Counsel (formerly the Office of the University Secretariat) 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, diploma or certificate;

- (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.

Further information on GFC can be accessed in the [GFC Handbook](#).

### **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 Expense Reimbursement Policy.

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

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

[Athabasca University Expense Reimbursement Policy](#)

### **Athabasca University Strategic Plan**

[IMAGINE: Transforming Lives Transforming Communities](#)

## Athabasca University Policy and Procedures Manual

The Athabasca University Policy and Procedures Manual is posted on the Office of the Chief Governance Officer and General Counsel (formerly 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 Chief Governance Officer and General Counsel**

The Office of the Chief Governance Officer and General Counsel 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 Chief Governance Officer and General Counsel provides leadership and expertise in governance, 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 Office of the Chief Governance Officer and General Counsel 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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