



Canadian Association of University Teachers
Association canadienne des professeurs et professeurs d'université

November 30, 2015

Dr. Roseann O'Reilly Runte
President and Vice-Chancellor
Carleton University
503 Tory Building
1125 Colonel By Drive
Ottawa, Ontario
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Dear President Runte:

I am writing in response to your letter of November 23, 2015, and to update you on the deliberations of these matters at the CAUT Council meeting this past weekend.

With respect to your letter of November 23, I want to be clear that I fully agree that all Governors have a duty to protect confidential information and avoid conflict of interest. Further, all Governors -- including Faculty representatives -- have a duty to be honest and loyal to the University as a whole.

CAUT also accepts that it is entirely appropriate for the Board to have closed, in camera sessions on a narrow range of matters that are truly confidential. In these limited cases, Governors do have a duty to not disclose confidential information discussed at closed sessions.

However, the central issue is that the content of the *Statement of General Duties, Fiduciary Responsibilities and Conflict of Interest* (the 'Statement') expands the obligations of Governors well beyond the scope of normal fiduciary duty. With respect, I believe your letter of November 23, 2015 fundamentally mischaracterizes both the fiduciary duty owed by Governors to Carleton and the content of the Statement. Your assertion that the confidentiality requirements of the Statement apply only to matters discussed during closed sessions of the Board is demonstrably incorrect. The Statement requires that all matters discussed at the Board are to remain secret unless disclosure is authorized by legal proceedings (Part II s. 8). There are no distinctions in the Statement with regards to the application of the confidentiality provisions during open and closed Board sessions. Further, it is a blanket confidentiality requirement that "survives the end of the term of office of a member of the Board, and continues without limitation as to time."

I am very pleased that you have stated your commitment to openness and transparency in University governance. However, the content of the Statement is fundamentally at odds with these principles. The entire tone and substantive content of the Statement create a presumption of secrecy that is inappropriate at a public institution like Carleton University. As I have stated to you earlier, secrecy is the enemy of democratic accountability and collegial governance.

These matters, and the threat of sanctions against an elected faculty Governor who has refused to sign the revised Statement, were discussed at CAUT Council meeting this past weekend. After a consideration of the facts, the following resolution was unanimously approved:

WHEREAS Carleton University has repeatedly shown disregard for the democratic functioning of the institution;

WHEREAS the Board of Governors has made significant changes to its Statement of General Duties, Fiduciary Responsibilities and Conflict of Interest for Board Members which demand an unprecedented level of secrecy from representatives that flies in the face of collegial governance, transparency and academic freedom;

WHEREAS the Board of Governors, through its Chair, has repeatedly threatened a democratically elected faculty representative with removal for speaking publicly about open session activities of the Board;

WHEREAS members of the Carleton community are no longer welcome to attend Board of Governors meetings in person and now must watch a live stream in a room across campus;

BE IT RESOLVED THAT CAUT Council condemn the actions of the Carleton University Board of Governors.

FURTHER, THAT CAUT Council call on Carleton University to commit to fair, open and transparent governance that respects the principles of collegial governance and academic freedom.

AND FURTHER, THAT this matter be referred to the CAUT Academic Freedom and Tenure Committee to initiate the procedures leading to censure.

It is in the best interest of the University to resolve this matter as soon as possible. I would be very pleased to discuss this further with you.

Sincerely,



David Robinson
Executive Director

cc: Peter McInnis, Chair, CAUT Academic Freedom and Tenure Committee
Robin Vose, President, CAUT
Pum van Veldhoven, President, Carleton University Academic Staff Association