

# BOARD OF GOVERNORS

## Community-at-Large Applicant Handbook

**2024/2025**

**Office of the Board of Governors**  
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Thank you for your interest in volunteering on Carleton University's Board of Governors. In this document, you will find information about the Board and the role of Governor.

The deadline for the applications is Feb. 16, 2024, with selected individuals beginning their appointment on July 1, 2024 for an initial three-year term.

**The Board of Governors are currently recruiting individuals with expertise in the following fields:**

- Information Technology/entrepreneurship
- Infrastructure and capital planning
- Philanthropy

In addition, the Board is seeking Indigenous representation and members from underrepresented groups including but not limited to those represented by [race, sex, Indigeneity, disability, gender identity, gender expression, and sexual orientation.](#)

Applications are invited from Canadian citizens or permanent residents from all geographic locations of the country.

## About the Board

Carleton University's Board of Governors are a diverse group of 32 members with a unique understanding of higher education and its force for good. The Board is responsible for oversight of the university's governance and administration. This includes approving budgetary decisions and establishing policies necessary to ensure sound management of the university. The Board's role is primarily strategic and financial oversight, removed from the day-to-day decision making of the university. The University's Administration presents information, seeks advice and requests the approval of proposals by the Board of Governors. The Board is expected to scrutinize these proposals and management's assumptions. All governors are volunteers with the exception of the President.

## BOARD COMPOSITION

The membership of the Board consists of:

- 4 students
- 2 faculty members
- 2 Carleton Senators
- 2 alumni representatives
- 2 administrative staff
- 18 community-at-large
- President and Chancellor who are both ex officio members

## Governance at Carleton University

The university is governed by a bi-cameral system that is established by the Carleton University Act, a statute of the Province of Ontario, with two governing bodies – the Board of Governors and the Senate.

Through the bi-cameral system, there is recognition of the need for sound administrative practices and oversight by a Board that is independent of the university's senior staff, but assigns responsibility for academic policy and related matters to its academic leadership to Senate.

The Board is responsible for overseeing administrative and corporate affairs of the university including but not limited to:

- Approving the annual budgets.
- Oversight of the strategic plan.
- Overseeing financial and property matters.
- Managing the performance of the president and vice-chancellor.
- Implementing policies and procedures to ensure the appropriate and efficient governance of the university.

## Community-at-Large Member Commitment

### TERM

Typically, community-at-large members serve a three-year term, with the possibility of renewal for one additional three-year term, with a maximum term of nine years.

### MEETINGS

The full Board meets approximately five times each year (from September to June). Meetings typically run three hours, depending on meeting content. Unless otherwise specified, meetings begin at 3:00 p.m. and are hosted on campus (for the course of the pandemic, meetings will take place virtually). In addition, members also typically serve on one or two of the Board's standing committees, which meet three to five times per year with varying dates/times.

The full meeting schedule is provided to members in advance. Governors are provided with an electronic meeting binder approximately one week in advance which includes all materials to review in preparation for the meeting.

### ADDITIONAL EVENTS

All members are required to attend the annual Board Orientation (September). In addition, members attend planning sessions (one to two times per year), and the year-end dinner (June) following the final Board meeting. Optional events include holiday receptions, sporting events, Throwback weekend, convocation, and additional Carleton related events.

## MENTORSHIP

A Board mentorship program is provided to help new governors become better acquainted with their role. Each September, new governors are assigned a Board mentor, who is a returning member of the Board, to help guide them through their first year of service.

## Roles for Various Board Members

The term of office for governors is typically three-years beginning July 1 in the year that they are elected and ending June 30 in the third year of their term. Student governors serve a one-year term. Alumni governors serve a two-year term.

## GOVERNORS

All governors are responsible for ensuring the overall stewardship of Carleton. This includes but is not limited to:

- Reviewing and supporting the strategic direction of the university.
- Financial oversight and safeguarding resources.
- Oversight and control relating to the identification of key risks and implementation of controls.
- Ensuring that there is a strong executive leadership team in place.
- Monitoring the performance of, evaluating and appointing the president.
- Representing and acting as an ambassador for Carleton in the community.
- Ongoing strengthening and renewal of Board governance framework.

Governors owe a fiduciary duty to Carleton University as a whole, which consists of a duty of care, diligence and loyalty. As fiduciaries, members of the Board must act honestly, in good faith and at all times in the best interests of the university. In all circumstances, Governors are required to put the interests of the university ahead of any other personal or stakeholder interest. They must not derive any direct or indirect benefit from their position, must avoid real and perceived conflicts of interest and must respect the confidentiality of confidential Board deliberations and material. More information about member's fiduciary duties can be found at: <https://carleton.ca/secretariat/boardofgovernors/governance/>

## CHAIR OF THE BOARD

The Chair of the Board of Governors presides at all Board meetings and is an ex-officio member of all committees of the Board. The Board Chair also chairs the Executive Committee. The Chair is entitled to vote at all Board meetings and is the spokesperson for the Board.

The Chair has a wide-ranging set of administrative duties. These duties include: preparing and chairing meetings for which they are Chair; contributing to the activities of other Board committees; playing a lead role in the evaluation of the President's performance and executive compensation framework; regularly consulting with the President, the University Secretary and

General Counsel; and representing the university's interests with a range of government bodies and the public. The Chair also participates in a wide range of university functions, including annual convocation ceremonies and he is invited to participate in such external bodies as Canadian University Board Association and the Council of Ontario Universities Chairs.

The Board elects the Chair from current members of the Board of Governors. The Chair may be elected for not more than two consecutive one-year terms. In special circumstances, as may be determined by the Board, the Board may extend the final term of the Chair for a further period of not more than one year.

### **VICE-CHAIR OF THE BOARD**

The Vice-Chair of the Board will act in absence of the Chair and is a member of the Executive Committee, sharing representation at various committees and events with the Chair.

### **COMMITTEE CHAIRS**

Committee Chairs serve as chair of their respective standing committees of the Board and meet with the executive officers of committees in advance to plan the agendas and activities of the committee. They are also members of the Executive Committee. The term of a Committee Chair is typically no more than two consecutive years.

### **COMMITTEE VICE-CHAIRS**

Committee Vice-Chairs support the committee chairs and act in the absence of the Chair at both the committee and the Executive Committee. The term of a Vice-Chair is typically no more than two consecutive years.

### **PAST CHAIR OF THE BOARD**

The Past-Chair of the Board is the immediate former Chair of the Board of the university and may serve until the end of the Chair's term.

## **Standing Committees of the Board**

There are six standing committees of the Board. Governors typically serve on one or two of these committees each year during their term.

1. Advancement and University Relations
2. Audit and Risk
3. Building Program
4. Executive
5. Finance
6. Governance

Committees meet according to need, typically three to five times a year, depending on the nature and urgency of the business before the committee. All governors are expected to be a member of at least one standing committee.

## Board Representative on Senate

There is an opportunity to become one of four representatives of the Board at Senate. Carleton University's Senate meets 10 times per year on the last Friday of each month for up to two hours (with the exception of July and August). Meetings are usually held on campus from 2:00 - 4:00 p.m. (For the course of the pandemic, Senate meetings will take place virtually). In addition to the regular meetings of Senate, the Board representatives are required to attend Senate orientation. The four Board representatives have a total of two votes at Senate meetings.

## Recruitment

Governors are recruited based upon their demonstrated ability to contribute to the wellbeing of the university, its governance and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole include:

- Knowledge of/experience in strategic planning and governance
- Expertise in financial management and oversight, including financial reporting and auditing requirements of a complex private or public sector organization
- Legal and risk management expertise and experience
- Expertise in or experience with fundraising, public relations and promotion of the university
- Leadership skills in the post-secondary education sector, the non-profit sector or other similar endeavors
- Experience with multi-year capital planning and management of existing, and projected construction of facilities, within a dynamic urban environment
- Human resources management expertise and experience
- Technology and cyber security expertise and experience
- Knowledge of the Carleton community and or post-secondary sector

Carleton University is strongly committed to fostering diversity within its community as a source of excellence, cultural enrichment and social strength. The Board is committed to fostering and supporting [equity, diversity and inclusion at the university](#). This includes a commitment to achieving a membership that reflects the broadest range of qualifications, skills, experiences, perspectives and the myriad of human identities essential to advancing the university's mission. Carleton welcomes applications from highly-skilled potential candidates who reflect the diversity of Canadian society and the university, having particular regard to underrepresented groups including but not limited to those represented by race, sex, Indigeneity, disability, gender identity, gender expression and sexual orientation.

The Governance Committee reviews submissions and makes recommendations to the Board of Governors for the nomination and election. The Committee does not disclose the names or status of nominations at any time.

## Additional Information

We invite you to visit the Board website below where you can find further information including:

- Board governing documents such as the Carleton University Act and bylaws
- Board committees
- Meeting agendas and minutes from open session meetings of the Board
- Current schedule of meetings
- Profiles of Board members
- General news announcements
- Detailed overview of the Board and university governance

Website: [carleton.ca/boardofgovernors](http://carleton.ca/boardofgovernors)

## Contact

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