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 March 1 of each year with selected individuals beginning their appointment on July 1.

The Board of Governors are currently recruiting the following skillsets for the 2019/20 term:

- Expertise in or experience with fundraising, public relations and promotion.
- Experience in multi-year capital planning and management of existing and projected construction of facilities within a dynamic urban environment.

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. As the corporate body of the university, the Board of Governors provides oversight of budgetary and infrastructure decisions as well as appoints the president and vice-chancellor and other key senior executives. All governors serve on a volunteer basis (excluding the president).

### Board Composition

- 4 Students
- 2 Faculty
- 2 Senate
- 2 Alumni
- 2 Staff
- 18 Community

(ex officio members)

- President
- Chancellor

### 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**.

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

- Approving the annual budget and 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.

Senate is responsible for the academic affairs of the university including but not limited to:
• Establishing, maintaining and modifying curricula.
• Determining standards of admission.
• Granting degrees and honorary degrees.
• Considering and coordinating long-range academic planning.

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 about six times each year (September - June). Meetings typically run between two to three hours, depending on meeting content. Unless otherwise specified, meetings begin at 3:00 p.m. and are hosted on campus. Each Board Committee meets three to five times per year with varying dates/times. Members typically serve on one to two committees.

The full meeting schedule is approved during the June Board meeting for the following year and provided to members in advance. If unable to attend a meeting, there is the opportunity to participate via conference call.

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

Members are required to attend the annual Board Orientation (September), planning sessions (one to two times per year), and year end dinner (June). Optional events include holiday receptions, sporting events, committee events, Throwback weekend, convocation, and additional Carleton related events.

MENTORSHIP

Governors are expected to take part in the Board mentorship program to help new governors become better acquainted with the role. Each September, all new governors are assigned a Board mentor, who is a returning member of the Board that has been on one or more of the standing committees, 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.

In addition, Governors owe a fiduciary duty to Carleton as a whole, which consists of aspects of care, diligence and loyalty. It requires that Governors make careful, good faith decisions in best interest of Carleton free from undue influence from any party; act honestly and in good faith with a view to the best interests of Carleton; are not representative of any particular interest group; must avoid conflicts of interest; and maintain confidentiality of information.

CHAIR OF THE BOARD
The Chair of the Board chairs the full Board meetings and Executive Committee meetings. The Chair sets the agenda in consultation the President prior to these meetings. The Chair will be regularly informed of issues arising by the President and will provide advice and support as necessary. The Chair can set the tone for meetings bringing matters of importance to higher education in general to the table for discussion.

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 chair the standing committees 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 a voting member of the Board and the Executive Committee and typically serves for two years.
Standing Committees of the Board
There are seven standing committees of the Board. Governors typically serve on one or two of these committees each year during their term.

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

Committees meet according to need, typically three to four times in any given year, depending on the nature and urgency of the business. All governors are expected to be a member of at least one Board committee.

Board Representative on Senate
There is an opportunity to become one of four representatives of the Board at Senate, which 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. In addition to the regular meetings of Senate, the Board representatives are required to attend Senate orientation (September). 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 well being of the university 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. We welcome those who would contribute to the further diversification of our university including, but not limited to, women; visible minorities; First Nations, Inuit and Métis peoples; persons with disabilities; and persons of any sexual orientation or gender identity and expressions.
The Nominating Committee reviews submissions and makes recommendations to the Board of Governors for election. The Committee does not disclose the names or status of nominations at any time. The deadline for the applications is March 1 of each year with selected individuals beginning their appointment on July 1.

More information about the Board
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, 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

Website: carleton.ca/boardofgovernors

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