Board of Governors Community-at-Large
Applicant FAQ

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. 24, 2020 with selected individuals beginning their appointment on July 1, 2020.

The Board of Governors are currently recruiting the following skillsets:

- accounting and finance (CPA certification or equivalent preferred)
- Industrial and research partner relations
- technology, innovation and entrepreneurship

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 (excluding the president).

Board Composition

The membership of the Board consists of:

- 4 students
- 2 faculty members
- 2 Carleton Senators
- 2 alumni association 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.
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 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. In addition, members also typically serve on one or two of the Board’s standing Committees, who each meet three to five times per year with varying dates/times.

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 in person, there is the opportunity to participate via conference call. Governors are also provided with an electronic meeting binder approximately one week in advance which includes all materials to review in preparation for the meeting.

ADDITIONAL EVENTS
New 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, committee 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, all 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, Board members 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 chairs the Executive Committee and the Nominating 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 s/he is 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.

The Board elects the Chair from among the members appointed by the Board. The Chair may be elected to such positions for not more than two consecutive one year term. 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 chair the 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. Audit and Risk
2. Finance
3. Building Program
4. Community Relations and University Relations
5. Executive
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. The 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. 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 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.

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 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
Contact

Office of the Board of Governors
607 Robertson Hall
1125 Colonel By Drive
Ottawa, ON K1S 5B6 Canada
Phone: 613 520-3811
Fax: 613 520-3731
governors@carleton.ca

University Secretary
Amanda Goth
Phone: 613-520-2600 ext. 2386
Amanda.Goth@carleton.ca