Carleton University Mission Statement

Carleton University is an independent, collegial university dedicated to the advancement of learning through disciplinary and interdisciplinary teaching, study and research, the creation and dissemination of knowledge, and the betterment of its community. It is centred in Ottawa and serves the people of Ontario, Canada, and the world.

For more information on the Carleton Strategic Integrated Plan and Strategic Mandate Agreement, please visit our website at http://carleton.ca/sip/mission-statement.

Bi-Cameral Institution

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; and
- 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 honorary degrees;
- Granting degrees; and
- Consider and coordinate long-range academic planning.

Board Composition

The Carleton University Act dictates that there must be 32 Governors on the Board, including the Chancellor and President and Vice-Chancellor. In addition, the Bylaws also identifies that the Board should include:

- 4 students reflecting the undergraduate and graduate students;
- 2 members of the Administrative Staff;
- 2 members of Senate who are also members of the Teaching Staff;
- 2 members of the Academic Staff;
- 2 members of the Alumni; and
- 18 eighteen members from the community-at-large.
Community-at-Large Member Terms

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

The term of office of Governors typically begins on July 1st in the year that they are elected and ends on the 30th day of June in the third year of their term, as appropriate, based on the provisions in the Bylaws.

Governor Indemnification

The General Bylaws of the University provide for indemnification of governors. Governors and former governors are indemnified from funds of Carleton in relation to actions undertaken in execution of office with the exception of expenses/decisions caused by the individual’s wilful neglect or default. See the General Operating Bylaws for further information.

Roles for Various Board Members

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 Carleton in community; and
- 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 of conflicts of interest; and maintain confidentiality of information.

COMMITTEE CHAIRS:
Committee chairs will chair the committee meetings and meet with the staff assigned to the committees in advance to plan the agendas and activities of the committee. They will also be members of the Executive committee. The term of a committee chair is typically no more than up to two consecutive years.

VICE-CHAIRS:
Vice Chairs will support the chair and fill in when the Chair is absent at both the committee and the Executive Committee. While the Vice-Chair may become Chair of the committee, it is not necessarily expected. In order to offer different experiences and to take terms into account, some shuffling is to be expected. The term of a Vice-Chair is typically no more than up to two consecutive years.

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. While the Vice Chair will normally become chair, it is not always the case.
CHAIR OF THE BOARD
The Chair of the Board will Chair the Board and the Executive Committee. The Chair will normally review the agenda of the meetings with the President prior to the 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.

PAST CHAIR OF THE BOARD
The Past Chair of the Board is a voting member of the Board and the Executive Committee. When there is a significant matter before the Board, it would be hoped that this person might be available to offer advice, support and to participate.

Meetings of the Board and Other Key Initiatives

REGULAR MEETINGS OF THE BOARD
There are 6 regular meetings each year (September, November, January, March, April, June), which typically run between two and three hours, depending on the theme of the meeting. Unless otherwise specified, meetings begin at 4:00pm and they are hosted on campus at Carleton University.

Whether for Board or standing committee meetings, Governors will be provided with an electronic meeting binder approximately one week in advance, with all materials to review in preparation for the meeting.

In the event that you are not able to attend a meeting in person, there is the opportunity to participate via conference call.

ORIENTATION SESSION & MENTOR PROGRAM
There is a full-day orientation session for all new and returning members prior to the September meeting. In addition, all new members will be assigned a Board Mentor – a returning member of the Board who has been on one or more of the standing committees who can help you become better acquainted with the role of a Governor.

FALL RETREAT
The Chair of the Board hosts a two-day off campus retreat each fall (October). The retreat typically begins at 4pm on the Friday and wraps up by 4pm on Saturday.

Standing Committees of the Board

There are six standing committees of the Board and members of the Board typically serve on one of these committees each year during their term.

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

These committees meet according to need, typically 3 to 4 times in any given year, depending on the nature and urgency of the business. The Audit and Finance committees follows the schedule of budgets, audited reports and statements. The Building committee meets to plan buildings. The Nominating Committee meets less frequently,
depending on vacancies. The Governance Committee reviews by-laws and governing documents of the University. The Community Relations and Advancement Committee considers reputational issues and campaigns, fundraising efforts, and recruitment activities. There is also an Executive Committee which is composed of all the Committee Chairs and several designated or selected members. All governors are expected to be a member of at least one board committee.

In addition, there is an opportunity to become one of four possible representatives of the Board at Senate, which meets on the last Friday of each month for up to two hours (with the exception of July and August).

**Other Ways to Become Involved with the Carleton Community**

The University is a large organization and Board members bring many talents and interests. We very much like to involve Board members, according to their desires and schedules in campus activities, both formally and informally. For example, Board members may attend convocations, lectures, sporting or cultural events. Currently some serve on internal committees and boards. For example, one serves on the Advisory Board of the Azrieli School of Architecture, another chairs the Canada-India Center Board, another serves on the 75th Anniversary committee, another is working on recruitment and reputation, and another is assisting with fundraising. Opportunities to become more involved are without limit and volunteer efforts are greatly appreciated.

**Looking for more information on 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

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

You are also invited to reach out to the University Secretary, Amanda Goth, at any time. You can reach her at the following:

Carleton University  
Room 607 Robertson Hall  
1125 Colonel By Drive, Ottawa, ON K1S 5B6  
Phone: (613) 520-2386  
Email: amanda.goth@carleton.ca