

A Board Charter

Role, Responsibilities, Performance Expectations

A. Preamble

The *University of New Brunswick Act* sets out the structure and powers of the University's governing bodies. UNB has a collegial style of governance which recognizes the unique role of faculty members in organizing, directing and managing learning. This bicameral governance system includes the Fredericton and Saint John Senates, which have principal responsibility for academic matters, and the Board of Governors, which receives recommendations on academic matters from the Senates, and has responsibility for financial issues, property and facilities, and other matters necessary to the governance of the University. The role and responsibilities of the Board are outlined in more detail below. Other bodies within the University also play a significant role in governance, including the President and Faculty Councils.

B. Role of the Board

1. As stewards, hold the university in trust for the people of the province.
2. Ensure the University's long-term independence, success, viability and welfare.
3. Establish and advance clear university Vision, Values, Mission and Goals.
4. Establish and maintain a culture of principles and high standards of ethics and conduct.
5. Recognize the distinction between the role of the Board to approve policy for the institution and the role of management to develop and implement policy and to oversee the day-to-day operations of the institution.

C. Responsibilities of the Board

1. Recommend to the Lieutenant-Governor in Council the appointment of, provide support to and assess the performance of the President.
2. Consider for approval the University institutional strategic, financial and capital plans, institutional policy and delegations of Board authority, as well as academic matters recommended to the Board by the Senates.
3. Ensure that the Board and Management act in accordance with relevant government legislation, regulations and policy as well as Board policy and the powers and duties of the Board as prescribed in the *University of New Brunswick Act*.
4. Ensure adequate planning, programs, resources and measures are in place to monitor performance and to fulfill the Vision, Values, Mission and Goals of the University
5. Ensure fiscal integrity, preserve University assets, deploy resources effectively, provide fiduciary oversight, ensure adequate financial controls and reporting, engage with auditors, review audit results, approve financial statements, and ensure institutional risks are identified and adequately managed.
6. Ensure that key relationships are established and maintained to advance the interests of the University.
7. Ensure that the reputation of the University is protected and enhanced.
8. Assess Board performance regularly.

D. Performance Expectations of Board Members

1. Support the Vision, Mission and Strategic Plan of the institution adopted by the Board. Respect the principle of Board unity: an issue may be debated vigorously, but once a decision is made, it is owned by the entire Board.
2. Attend to duties diligently and well; maintain current University and sector knowledge relevant to role; attend meetings; prepare conscientiously; participate fully in the discussion and voting process; raise questions which are relevant, substantive, and timely; respect the value and confidentiality of the Closed and *In Camera* Sessions.
3. Exercise best judgement in the interests of the University.
4. Promote a Board culture of trust which encourages candour, welcomes diversity in perspective and opinion, honours confidentiality, and demonstrates the highest standard of respect and civility.
5. Set aside personal, professional and parochial interests to serve the greater good of the University.
6. Comply unfailingly with Board policy, with particular attention to those related to ethics, including code of conduct, conflict of interest, greater good and confidentiality policies.
7. Conscientiously avoid real or perceived conflicts of interest, abiding by policy, disclosing conflicts and abiding by authorized recusals or conflict management decisions.
8. Respect the role and authority of the Board Chair, the Committee Chairs, the President and officers of the University. Recognize that the President is the primary spokesperson for management and that the Chair of the Board is the primary spokesperson for the Board.
9. Attend all Board and Committee meetings, retreats and other meetings or occasions requiring Board member attendance, as designated by the Board Chair, President or Board Secretary, providing regrets in advance if attendance is prevented by some unforeseen occurrence.
10. Advocate on behalf of the University
11. Support UNB financially within the Board member's means.