



BOARD MANUAL

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Preface: The Governance for Results © Model

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The Governance for Results © Model (GFR Model)

Many Boards do not perform as well as they might because of two related factors: they do not clearly differentiate their own work from the work of their President, and by not doing so, they spend too much time managing their organizations and too little on their organizations' strategic futures.

The GFR Model defines the work of the Board as the creation and monitoring of policies that identify the strategic results the Board wants its organization to achieve, the hiring of a President to execute these policies, and the establishment of parameters within which it requires the President to execute these policies.

The GFR model defines the work of the President as the operational planning and implementation of the Board's policies, and accounting to the Board for the organization's results and conduct.

Key Elements

The key elements of the GFR Model are:

1. It requires the Board through the creation of policies 1) to define what value-adding benefits it wishes its organization to provide, to whom, at what cost and risk, 2) to delegate the provision of those benefits to its President, 3) to monitor the President's progress in providing those benefits.
2. It divides policies into three distinct types: the value-adding *Results* the Board wants its organization to achieve, the *Governance* principles and processes under which the Board will operate, and the ethical and *Executive Parameters* within which it will require its President to operate.
3. It authorizes the President to achieve the Board's s desired results in any way the President deems appropriate, constrained only by the ethical and sound practice parameters defined in the Board's Executive Parameters policies.
4. It holds the President accountable by requiring, at each Board meeting, written evidence that results defined in the Board's Results policies are being achieved and that the ethical and sound practice parameters defined in the Board's Executive Parameters policies are being respected.
5. It holds the Board accountable by requiring that it regularly and systematically evaluate its own behaviour with regard to respecting its own Governance policies.

Summary

Under the GFR Model, Boards define, delegate, monitor and judge. Boards define what results must be achieved through their policies, then delegate how to achieve them to their President.

Boards monitor and judge the results of plans and operations on the basis of whether the results complied with the Board's purposes without violating its boundaries. Boards monitor only the President and only against its policies.

The President accounts for the organization's progress toward the results the Board wants achieved and for compliance with the ethical and sound practice parameters specified by the Board through the presentation of monitoring reports at each Board meeting.

By following the GFR Model, the Board and President create a two-way relationship that is trusting, empowering and safe. The Board and President become a leadership team with formally separate and different duties. The President trusts the Board to set policies that create value for the people the organization serves. In turn, the Board trusts the President to work whatever magic it takes to execute its policies in effective, efficient, prudent and ethical ways.

SECTION 1: RESULTS POLICIES

POLICY 1.1: Mission, Vision and Values

1.1.1 Mission

We educate. We Inspire. We nourish leaders. University Canada West offers flexible, career building education to motivated students. We open doors to possibilities that can change life and lives.

To this end:

- Our faculty and staff provide exceptional service and support to students.
- We foster a diverse and challenging learning environment focused on practical application of knowledge and build competencies for scholarship, leadership, and responsible citizenship in a global context.
- We take pride in UCW alumni who are ready to embrace the leadership and community possibilities that await them.

1.1.2 Vision

University Canada West will be a leading, respected university in Canada and abroad. We will be known for innovation and effectiveness in preparing motivated students for professional-level careers and societal leadership.

Accordingly:

- UCW is Canada's contemporary teaching-intensive university.
- We are independent, accessible, and globally respected.
- We transform students into leadership-ready graduates for communities around the world.

1.1.3 Values

University Canada West is committed to quality and excellence in everything it does. It always acts with honesty, integrity and ethics and always treats all people with dignity, fairness and respect.

To this end it values:

1.1.3.1 Respect

- We treat each other with respect and dignity.
- We behave according to the highest of Canadian moral and ethical standards.

- We respect the growing diversity of backgrounds, experience, and ideas in our university community.

1.1.3.2 Inclusion

- We actively solicit and genuinely listen to feedback.
- We engage in collaborative planning and action.
- We recognize and celebrate students, alumni, faculty, and staff as key ambassadors of our University.

1.1.3.3 Practicality

- We focus on relevant education supporting career entry, professional advancement, and career change.
- We seek to optimize the efficiency and effectiveness of our work and to be a model for the value of independent universities.
- We value financial responsibility and stewardship in meeting our obligations to students and sustaining financial success.

1.1.3.4 Regulatory Best Practices

- We comply with established Canadian post-secondary practice and legislation of the Province of British Columbia, and will go beyond this to surpass standards.

1.1.3.5 Continuous Quality Improvement

- We learn on an ongoing basis and embrace opportunities to strengthen operations in support of students and stakeholders.
- We hold individual and shared responsibility for learning and professional development.
- We collectively contribute to UCW's progressive and iterative development.

1.1.3.6 Investment In Student Success

- We excel at teaching and learning and consider these our priorities.
- We promote academic scholarship.
- We require academic integrity.
- We seek to make every point of student contact a positive experience, from enrolment to post-graduation.

1.1.3.7 Individual Initiative

- We celebrate individual enterprise and resourcefulness – among students, faculty and administrators.
- We honour the study of innovation, and its associated rewards and risks, in our curricula and scholarship.

POLICY 1.2: Graduate Results

1.2.1 Graduates' lives will be transformed by their UCW experiences.

1.2.2 Graduates will quickly find career-building jobs related to their credentials.

1.2.3 Graduates will be accepted by, and succeed in, their chosen graduate schools.

Possible metrics/evidence:

Successful transfers to other universities

Success in graduate schools

Meaningful jobs related to UCW credentials

Successful careers

Successful immigration applications for int'l graduates

Academic publications

Citizen-leaders

Volunteer worker-leaders

Philanthropists with the capacity and inclination to give

Entrepreneur and innovation awards

POLICY 1.3: Societal Results

1.3.1 Through the operations and activities of UCW, its students and graduates, society-at-large will experience:

- New knowledge and new practical applications of knowledge
- Greater international understanding and respectful interaction between cultures
- More citizen leaders and volunteer workers
- More leaders, citizens and employees with the capacity for critical thinking
- More philanthropists with the willingness and capacity to contribute
- More commerce between Canada and other nations
- More new employers creating new employment opportunities
- Larger corporate and individual tax bases
- New benchmarks for university excellence

1.3.2 Employers in Canada and abroad will experience innovation and growth through a modern university that equips its graduates with:

- More and better skill-sets
- Enthusiasm
- Work ethic – willingness to go the extra mile
- Entrepreneurial orientation
- Confidence
- Teamwork skills
- Essential Skill attributes (as identified by Business Council of BC, Conference Board of Canada, other orgs)

Policy 1.4: Eminata Results

1.4.1 Eminata will actualize its mission, “Changing lives through education, service and care.”

1.4.2 Eminata will realize its expected return on investment from UCW.

1.4.3 Eminata’s corporate reputation and sustainability will be enhanced.

Possible metrics/evidence:

R&D lab for new concepts and products

Idea generation

Vertical & horizontal resource leverage

POLICY 1.5: University Canada West Results

1.5.1 UCW will be a well-known and respected university in Canada and abroad.

1.5.2 UCW will be recognized in Canada and abroad for its exceptionally high quality academic programs.

1.5.3 UCW will enjoy high student enrollment, retention, graduation and achievement (academic, career & societal).

1.5.4 UCW will enjoy a reputation as preferred employer and will attract, satisfy, and retain high quality employees.

Possible metrics/evidence:

Successful degree application and reviews

Model for other universities – public, not-for-profit, and profit

Government, regulator and agency respect

High enrollment rates

Satisfactory responses to initiatives, queries and concerns

Pool of professionals to sit on public bodies

Positive impact on public standards

Successful transfers (both in and out)

Success in graduate schools

Int’l students - Visa acceptance

Int’l students - successful immigration applications

Ease of attracting visiting scholars, leaders and employers

UCW employees sought after as members of public bodies

High employee retention

High employee engagement in professional development

SECTION 2: GOVERNANCE POLICIES

POLICY 2.1: Board of Governance Membership

The UCW Board of Governance (“Board”) will normally be between seven to twelve members in size.

The Board will be comprised of the Eminata Group’s Executive Chair, the Eminata Group’s CEO, the University’s President, or their respective nominees, and at least four external (to Eminata and UCW) academic, business and community leaders. The composition of the Board will normally include a lawyer, a professional accountant and a senior university administrator. It will be diverse with respect to gender, age, professional background and ethnicity.

External members at large will be elected to the Board for a two (2) year term. The terms will be staggered with approximately half of the members’ terms expiring each year. If a member does not complete his/her full two (2) year term for which he/she was originally elected, the replacement member shall be appointed or elected for the balance of the departing member’s term.

Each external board member will normally serve for a maximum of six (6) consecutive years, typically three (3) two (2) year terms. The Board, at its discretion, may choose to nominate and re-elect members beyond six (6) years in order to provide continuity and/or to draw upon some particular knowledge, experience and/or skills.

POLICY 2.2: Governance Commitment

The Board commits to ensuring that the UCW achieves value-adding, beneficial results for the people, entities and communities it serves. The Board further commits that the UCW will achieve these results through ethical actions and activities and through appropriate uses of the University’s human, capital and financial resources.

POLICY 2.3: Core Values

2.3.1 Service Values

2.3.1.1 *Student Centricity*: UCW focuses its services on meeting the needs of its students and, through their success, of society at large.

2.3.1.2 *Respect*: UCW respects and values the individual characteristics of its students and embraces their diverse needs. UCW treats its students with respect and dignity.

2.3.1.3 *Academic Excellence*: UCW continuously strives to enhance its Board’s and its employees’ professional competence to maintain academic excellence.

2.3.1.4 *Collaboration*: UCW collaborates with other education providers, government regulators and agencies, academic accreditation and professional associations and

individuals for the benefit of its students and society at large.

2.3.2 Organizational Values

2.3.2.1 Working Environment: UCW will implement its Board's policies in a collegial, trusting and mutually supportive environment.

2.3.2.2 Participation and Inclusion: UCW considers leadership to be a shared responsibility and uses participatory decision-making processes as a norm.

2.3.2.3 Principle Based Decision Making: UCW will base its decisions on principles derived from its Board policies.

2.3.2.4 Personnel Development and Well-being: UCW values its personnel and endeavours to support their personal and professional development.

2.3.2.5 Innovation: UCW will continually develop policies, practices, products and services which better serve its mission, vision and values.

2.3.2.6 Accountability: All UCW Board members and university personnel will accept personal accountability in all areas and activities for which they have responsibility.

POLICY 2.4: Governing Principles

The Board represents the financial sponsors of University Canada West and is the sole link between the financial sponsors and the university's President and Vice-Chancellor. The Board will make decisions on behalf of the financial sponsors in a manner that respects the needs of the University's students and the requirements of its lawful regulators.

The UCW Board will govern lawfully, in a manner that reflects the University's core values, while observing the following Governance for Results © (GFR) principles and practices:

2.4.1 General Board Governance Principles

2.4.1.1 The Board will be the primary initiator of governing policy.

2.4.1.2 The Board will direct, control and inspire the University's performance through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on intended long-term results for the people and entities it exists to serve and, through the attainment of these results, society at large. The Board will clearly distinguish its own role from the role of its President. It will delegate the operational and administrative means of implementing its policies to its President.

2.4.1.3 The Board's role is to be the link between the University's financial sponsors by

providing strategic leadership to the University. This means it will spend the majority of its meeting time addressing the University's chosen future state through the creation and monitoring of proactive Results Policies.

2.4.1.4 The Board will encourage its members to express a diversity of viewpoints during Board discussions and will ensure that all views are considered before making a collective decision.

2.4.1.5 The Board's authority lies only in the decisions it makes as a corporate body after considering the viewpoints raised during its discussions.

2.4.1.6 The Board will continually develop its own capacity. Board development will include orientation of new Board members (including a discussion of the Board's governance process) within 30 days of their appointment. The Board Chair and the University's President will be responsible for coordinating new Board member orientation. The Board will assign a current Board Member as a mentor to the new Board Member for one year.

2.4.1.7 The Board will discipline itself to govern with excellence. It will require its members to prepare for, attend and participate in its meetings. It will create policy only through the principles contained in this manual and it will respect the distinction between its policy making and monitoring role and the President's operational implementation role.

2.4.2.8 All Meetings of the Board will be conducted according to the University's Bylaws and the most current edition of Robert's Rules of Order. Fifty percent plus one of the members of the Board holding office will constitute a quorum for the transaction of the business of the Board.

2.4.1.9 The Board will monitor its adherence to its policies and governing principles at regular intervals.

2.4.2.10 All policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.

2.4.2 Deciding on Topic Appropriateness

If a Board member wishes to discuss a matter which other Board members or the President consider inappropriate, the Board will decide whether or not to discuss the matter by asking itself this question:

2.4.2.1 Bearing in mind the clear distinction between the Board's policy making and monitoring role and the President's operational implementation role, do a majority of Board Members present agree that this is a policy-related Board concern?

If a majority of Board Members present agree that this is a policy-related Board concern, the Board will then ask itself the following additional questions:

2.4.2.2 *Does an existing Board policy give direction on the matter?*

2.4.2.3 *If policy exists: Is the policy directive sufficient to deal with the matter? Does the Board wish to amend the policy?*

2.4.2.4 *If policy does not exist: Does the Board wish to develop a new policy?*

The Board will not discuss the concern until these questions have been addressed. If the Board determines that the matter is a Board concern that is covered by current policy, it will discuss the concern in the context of that policy. If the Board determines that the matter is a Board concern that is not covered by current policy or that the concern indicates an amendment to a current policy, it will take action to create or amend policy. If the wording for an amendment or new policy is apparent and uncontroversial, the Board may wish to propose a motion and vote on it immediately. However, in most circumstances the Board will delegate word drafting to one or more of its members for discussion at a future Board meeting.

2.4.3 Board Practices for In-Camera Sessions

2.4.3.1 An in-camera session of the Board is a meeting of only those persons who are Board Members and any staff or other persons whom the Board Members, by resolution, authorize to be present.

2.4.3.2 The President will be present at all In-Camera Sessions unless the In-Camera session directly pertains to the President such as (but not limited to) the following:

A. When the terms of employment and/or performance of the President are being discussed. In the case of a minor concern, the Board may authorize the Board Chair to discuss the concern with the President privately.

B. When the Audit, Finance and Compensation Committee is reporting on incidents of potential financial wrong doing in which the President may be involved.

2.4.4.3 The Board Chair will, as far as is appropriate under the circumstances, inform the President of the outcome of any in-Camera Session held in the President's absence.

2.4.4.4 In the interests of transparency and sound human relations, in-camera meetings will be used sparingly and only when matters require confidentiality such as (but not limited to) the following:

A. Matters related to civil or criminal proceedings, whether or not such proceedings are in progress or being contemplated.

B. Human Resource matters pertaining to the compensation or benefits of personnel or the terms of employment of the President.

- C. Personal health information related to an individual.
- D. Reports about financial situations that may have material effects on the University's well being.
- E. Concerns about behaviour (of a Board member, the President or the President's personnel) of an unethical or unlawful nature.
- F. Financial, contractual, and other matters for which a decision must be made in which premature disclosure would be prejudicial to one of the parties concerned.
- G. The security, acquisition, sale, lease or exchange of property;
- H. Discussions about relationships or transactions with other entities or persons where the information under discussion may compromise the relationship of the University with them or the University's relationships with its stakeholders.
- I. Information that would reveal trade secrets or other protected information of a commercial, financial, labour relations, scientific or technical nature belonging to an individual or company.
- J. Information that is subject to solicitor/client privilege.

2.4.4.5 In-Camera meeting proceedings will take place as follows:

- A. The Board will require a resolution to move into and arise from an in-camera session. Any Board member may move such a resolution.
- B. A separate agenda for scheduled in-camera sessions will be prepared and its circulation will be restricted to the participants of the in-camera session. The first item of business at the in-camera meeting will be to approve this agenda. The in-camera discussion will be restricted to items on this approved agenda. Any Board member may ask the Board Chair to schedule an In-Camera Session, but the Board Chair is authorized to decide whether or not to grant the request for an in-Camera Session. The Board Chair is also authorized to decide what, if any, material will be provided to the Board in advance of an in-camera session.
- C. When the Board moves to move into an unscheduled in-camera meeting, the first item of business will be to approve an agenda for the unscheduled meeting. The in-camera discussion will be restricted to items on this approved agenda.
- D. When an in-camera agenda item relates to concerns about the behaviour of a Board member or the President, the person whose behaviour is being discussed will be present to hear the concerns and respond to them. Only then may the person whose behaviour is being discussed be asked to leave the room. In extraordinary situations, such as when a person's knowledge of the Board's concern may compromise a Board investigation, the Board Chair may permit the Board to discuss a concern without the person of interest's

knowledge. The Board Chair must take great care to ensure that such a person is informed of a concern, and given an opportunity to respond to it as early as possible.

E. Voting on items before an in-camera session of the Board will take place according to the regular provisions governing Board meetings.

F. Minutes of an in-camera session will be presented for approval at a subsequent in-camera session. The regular Board minutes will indicate that an In-Camera session was held and the general nature of the matter discussed For example. The board held an In-Camera session to deal an H.R. matter.

POLICY 2.5: Board Duties

The primary role of the Board is to act as the agent for the University's owners and the people whom the University exists to serve. Therefore, the Board's job is 1) to define what value-adding benefits it wishes to provide, to whom, at what cost and risk, 2) to delegate the provision of those benefits to its President, 3) to monitor the President's progress in providing those benefits. Accordingly, the Board's specific duties are to:

2.5.1 Create the link between the University's owners and the University's operational organization. To this end the Board will assess - with information provided by the President - the needs of the people and entities the University serves. In response to these needs, the Board will develop Results policies that identify the outcomes UCW will produce to address those needs.

2.5.2 Create and maintain written policies that address UCW's strategic objectives and operations. These policies will include:

2.5.2.1 **Results Policies:** Policies which specify the products, impacts, benefits, outcomes the University wishes to provide, to which beneficiaries, at what cost.

2.5.2.2 **Governance Policies:** Policies that specify how the Board defines, carries out and monitors its own job and how the Board delegates power to the President and monitors the proper use of that power.

2.5.2.3 **Executive Parameters Policies:** Policies that specify the prudent and ethical practices which the President must respect in all operational activities and decisions.

2.5.3 Appoint, orient and ensure the ongoing satisfactory performance of the President by monitoring the President's achievement of Results policies and compliance with Executive Parameters policies.

POLICY 2.6: Agenda Planning

To accomplish its job, the Board will follow an annual policy review & monitoring schedule that ensures that each of its policies, and its President's execution of and compliance with its policies are reviewed regularly.

2.6.1 The Board will typically meet quarterly. Agenda items will be postponed until the next meeting if a quorum is not formed with sufficient time remaining to resolve the agenda's proposed motions. At the Chair's discretion, an additional meeting date may be established to deal with required business.

2.6.2 President monitoring will be included on each agenda. At each meeting the Board will consider motions to approve the monitoring reports received since the previous meeting.

2.6.3 A typical agenda will include:

2.6.3.1 Pre meeting Board education session

2.6.3.2 Approval of consent (routine) items

2.6.3.3 Approval of President's general progress report

2.6.3.4 Approval of President's scheduled monitoring reports

2.6.3.5 Approval of Board's scheduled policy review and monitoring items

2.6.3.6 New Business

2.6.3.7 Adjournment

2.6.4 A meeting agenda and all materials related to that agenda must be distributed Board members at least one full week in advance of any Board meeting. Any Board member wishing to place an item on an agenda must inform the Board Chair and provide the Board Chair with any related materials in time to meet this one-week-prior distribution requirement. In the event of a time-critical emergency, the Board Chair is authorized to waive this requirement.

2.6.5 The quarterly meeting monitoring agendas will typically include:

1st Quarter: Policies 2.12 to 2.19,

2nd Quarter: Policies 1.1, Policies 2.1 to 2.6, Policies 3.9 to 3.12

3rd Quarter: Policies 1.2 and 1.3, Policies 2.7 to 2.11

4th Quarter: Policies 1.4 and Policies 3.1 to 3.8

POLICY 2.7: Board Chair's Role

2.7.1 The Board Chair assures the integrity of the Board's process and, secondarily, represents the Board and, when appropriate, the University to outside parties.

Accordingly the Board Chair will ensure that:

2.7.1.1 The Board behaves consistently with its own rules and those legitimately imposed upon it from outside the University.

2.7.1.2 Meeting discussion is confined to those issues that, according to Board policy, are clearly within the Board's purview to decide and that care is taken to respect the authority and responsibility it has delegated to its President.

2.7.1.3 Deliberation is fair, open, and thorough, but also timely, orderly, and to the point.

2.7.4 The Board Chair will refer decisions about Results and Executive Parameters policies to the Board.

2.7.5 The Board Chair will chair Board meetings in accordance with the most current edition of Robert's Rules of Order.

2.7.6 The Board Chair is the sole spokesperson for the Board with respect to Board policies, Board-stated positions, Chair decisions and interpretations about Board policy.

2.7.7 The Board Chair may delegate this spokesperson authority, but remains accountable for its use.

2.7.8 Except for situations in which the Board Chair acts, on the Board's instructions, as the sole spokesperson for the Board in matters related to the Board's supervision and direction of the President, the Board Chair and the President are equal colleagues and they will work closely together in a mutually supportive relationship.

2.7.9 The Board Chair appoints, after consultation with the Board, the chair of Board Committees, unless specified otherwise in Bylaws or Governance policies.

2.7.10 The Board Chair will liaise with the Board's legal counsel on Board legal matters.

Policy 2.8: Other Board Officers' Roles

2.8.1 Board Vice Chair:

2.8.1.1 Serve as a stand-in for the Chair in the Chair's absence.

2.8.1.2 The University's President and Vice-Chancellor will serve as the Board Vice-Chair.

2.8.2 Board Secretary:

2.8.2.1 Ensure the minutes of all Board proceedings are recorded and filed.

2.8.2.2 Ensure minutes of all Board committees are recorded and filed.

2.8.2.3 Give all required notices to Board members.

2.8.2.4 Act as the custodian of all books, papers, records, correspondence and other documents belonging to the Board.

2.8.2.5 Ensure that access to a Board document is restricted to persons or organizations authorized to have access to the document by a resolution of the Board.

2.8.2.6 Ensure that a copy of the Annual Report of the University and all other required documents are filed with the Registrar of Companies.

2.8.2.7 Ensure that Board Directors' and Officers' liability insurance policies are maintained.

2.8.2.8 The Board Chair shall nominate a person to act as Board Secretary. The Board Secretary need not be a member of the Board.

POLICY 2.9: Board Members' Individual Responsibilities

Board members will, to the best of their ability:

2.9.1 Keep generally informed of the University's activities.

2.9.2 Demonstrate due diligence in preparation for Board meetings and other events of the University, giving adequate time to consideration of circulated material.

2.9.3 Attend meetings of the Board regularly and serve on committees of the Board.

2.9.4 Contribute from personal, professional and life experience to the work of the Board, including offering personal perspectives or opinions on issues that are the subject of Board discussion and decision.

2.9.5 Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.

2.9.6 Ask the Board to review a decision, if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations.

2.9.7 Exercise, in the performance of their duties, the degree of care, diligence and skill required of a Board Member pursuant to the laws under which the University is constituted.

2.9.8 Be open-minded, independent and impartial.

2.9.9 Scrupulously protect confidential information.

2.9.10 Work professionally with, and show respect for, other board members and the President, regardless of differences of opinion.

2.9.11 Comply with the letter and spirit of all policies approved by the Board.

2.9.12 Support the legitimacy and authority of the final determination of the Board on any matter, regardless of their personal positions on the issue.

2.9.13 Officially represent UCW through attendance and participation at designated events.

POLICY 2.10: Board Members' Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

2.10.1 Board members must be loyal to the UCW and remain unconflicted by loyalties to employees, other organizations, or any personal interest.

2.10.2 Board members must declare any possible conflicts of interest, whether real or perceptual.

2.10.3 Conflict of Interest Defined

2.10.3.1 Conflict of interest occurs when a Board member participates in discussion or a decision about a matter, which may benefit that Board Member directly or indirectly.

2.10.3.2 A Board member is in a conflict of interest when a personal interest exists that could influence his or her decisions and impair his or her ability to act in UCW's best interest.

2.10.3.3 Conflict of interest includes a perceived conflict of interest. A Board member has a perceived conflict of interest when a person could have a reasonable perception that the Board member is making UCW decisions in his or her personal interest or in the interest of a close relative or friend.

2.10.3.4 All business dealings between a Board member and the UCW shall comply with the following: UCW personnel shall treat any proposal submitted by a Board member as ordinary and the University's normal processes will be used to evaluate it and, if accepted, to administer and monitor it. If the contract is of nature that requires Board approval, the interested Board member shall abstain from voting.

2.10.4 Procedure When Conflict Arises

2.10.4.1 At the beginning of a Board or Committee meeting, individual Board members or staff, will voluntarily disclose any possible conflicts of interest to the Board or Committee.

2.10.4.2 Individual Board members also have a duty to express concern to the Board when they have reason to believe another Board member is conflicted. The Chair may also identify any possible known conflicts of interest of Board Members.

2.10.4.3 If there is a question on whether there is an issue of conflict of interest, the Board shall vote on whether or not the person is conflicted. The Board's decision will be final.

2.10.4.4 The person deemed to be conflicted will refrain, at all times, from attempting to exert any influence on the issue.

2.10.4.5 When the agenda item in question is on the table, the conflicted person will, when requested by the Board to do so, leave the room and will not participate in any discussion of the topic at any time.

2.10.4.6 The temporary absence of a conflicted Board Member will not to affect the meeting's quorum.

2.10.4.7 Notwithstanding any of the above, a person who leaves the meeting for conflict of interest reasons may be recalled by the Chair to answer questions of fact when his or her knowledge of the matter will assist the Board or Committee.

2.10.4.8 Declarations and subsequent absences will be noted in the minutes of the meeting.

2.10.5 Board members must not attempt to exercise individual authority over the University or its President.

2.10.5.1 Board members' interaction with the President or with University personnel must recognize their lack of individual authority - except when explicitly Board authorized.

2.10.5.2 Board members' interaction with the public, news media or other entities must recognize the same lack of individual authority and Board members must not speak for the President or for the Board, except to repeat explicitly stated Board decisions.

2.10.5.3 Board members will not express individual judgments of performance of University personnel or the President except a) during participation in Board deliberation about whether Board policy has been adhered to by the President and b) during participation in the President's annual professional development protocol.

2.10.5.4 A Board member, who, on reasonable and probable grounds, believes that either the Board or the President has violated a Board policy, has an obligation to insist that the concern be placed on the Board's agenda.

2.10.5.5 Board members will respect the confidentiality of issues where disclosure that the issue was discussed may endanger the public image, credibility, or good will of a person, organization, or of UCW.

POLICY 2.11: Protection of Confidential Information

A Board Member has the duty to keep confidential information that has been acquired in circumstances where confidentiality was understood or where a person or organization may suffer harm as a result of its unauthorized use. Board members will protect the confidentiality of any information received by the Board by ensuring that all such confidential information is only be used as authorized.

POLICY 2.12: Board Committee Principles

Board committees, when used, will be assigned roles to strengthen and support the work of the Board as a whole. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

Board committees will help the Board do its job, being careful not to advise University personnel directly. Ordinarily, Board committees will assist the Board by undertaking activities not delegated to the President such as preparing policy alternatives and their implications for Board deliberation and performing specific monitoring functions.

In keeping with the Board’s broader focus, Board committees will not normally have direct dealings with University personnel.

2.12.1 Board committee Chairs will be appointed by the Board Chair, after consultation with the Board, and ratified by the Board. Board committee Chairs will appoint members to their respective committees.

2.12.2 Board committees will speak or act for the Board only when formally given such authority for time-limited specific purposes.

2.12.3 Board committees must be careful to not appear to be exercising authority over the President or the University’s personnel. The President works for the full Board and any approvals required before the President may take executive action must be from the full Board. Such approvals must also be consistent with the Board’s Governance policies.

2.12.4 Policy 2.12 applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether or not the group includes Board members. It does not apply to committees formed under the authority of the President.

POLICY 2.13: Board Committees

A committee is a Board committee only if its existence and charge come from the Board. The only Board committees are those which are set forth in this policy. The voluntary

presence of a Board member on a University committee commissioned by the President does not give that University committee a relationship with the Board.

2.13.1 Audit, Finance, and Compensation Committee

The Audit, Finance, and Compensation Committee shall fulfill oversight responsibilities over the financial and administrative affairs of the Company:

2.13.1.1 It will review and provide recommendations to the Board regarding annual budgets developed by the President including recommendations with respect to tuition and other fees. With respect to the annual budget, the AF&C Committee's primary concern will be to ensure that sufficient funds have been allocated for meeting the Board's Results Policies and for complying with the Board's Executive Parameters Policies.

2.13.1.2 It will review quarterly budget-to-actual reports provided by Administration.

2.13.1.3 It will review compliance with applicable tax requirements.

2.13.1.4 It will determine whether appropriate accounting principles and standards are being applied, and review and make recommendations to the Board regarding policy issues relating to operating budgets and capital expenditures.

2.13.1.5 It will review all contracts and compensation of the University's president and other contracts and compensation that require Board approval, and make recommendations to the board regarding board compensation.

2.13.1.6 It will review the manner in which the University is meeting legal and insurance requirements and develop and oversee policies and practices used to identify, prioritize and manage risks to the Company.

2.13.1.7 It will select, for Board approval, an external auditor and meet with external auditor at least annually to review audited financial statements and any recommendations.

2.13.1.8 It will review and oversee any litigation or regulatory compliance risks, and benefit plans.

2.13.1.9 Three members of the Audit, Finance, and Committee shall constitute a quorum.

2.13.2: Governance and Policy Committee

The Governance and Policy Committee shall fulfill governance and policy responsibilities over the academic affairs of the university.

2.13.2.1 It provides oversight of the Board's liaison with the Academic Council and provide recommendations to the Board in respect thereof.

2.13.2.2 It will review and make regular reports and recommendations to the Board concerning educational and University governance matters.

2.13.2.3 It will recommend to the Board new credit courses, after consultation with the Chair of Academic Council.

2.13.2.4 It will recommend to the board proposed credit programs, substantive program changes, and the termination of existing credit programs.

2.13.2.5 It will examine all proposed or revised credit programs in order to ensure that they are consistent with the Mission and Results Policies of UCW, and that the proposals include an accurate description of the financial and other resources that would be required.

2.13.2.6 Three members of the Governance and Policy Committee shall constitute a quorum.

2.13.2.7 The President will be a member of the Governance and Policy Committee.

2.13.3 Planning and Development Committee

The Planning and Development Committee shall assist the Board in fulfilling its oversight responsibilities over the affairs of the University and to ensure the establishment of sound policies and practices leading to the long-term sustainability of the University:

2.13.3.1 It will review and provide recommendations to the Board regarding strategic and business planning.

2.13.3.2 It will review and make recommendations to the Board regarding the skills and experience of the board members, and identify and recommend to the Board candidates for the board.

2.13.3.3 Three members of the Planning and Development Committee shall constitute a quorum.

2.13.4 Ad Hoc Committees

The Board may create ad hoc committees for specific purposes and time periods. An ad hoc committee will cease to exist as soon as its task is completed.

POLICY 2.14: Cost of Governance

2.14.1 Because poor governance costs more than learning to govern well, the Board will consciously invest in its governance capacity. Accordingly:

2.14.1.1 The Board will ensure that Board skills, methods, and support are sufficient to govern with excellence.

2.14.1.2 The Board will use training and retraining to orient new members and to maintain and increase existing members' skills and knowledge.

2.14.1.3 The Board will arrange for outside monitoring assistance, such as external auditors, when needed for the Board to exercise confident control over organizational performance.

2.14.1.4 The Board will use outreach mechanisms, such as survey and focus group research, when required to enhance the Board's ability to listen to its "owners" viewpoints and values.

2.14.2 Board Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will develop its budget each year in time to assure its inclusion in UCW.'s overall operating budget. The Board's budget will include allowances for:

2.14.2.1 Training, including attendance at conferences and workshops.

2.14.2.2 Audit and other third party monitoring of organizational performance.

2.14.2.3 Surveys, focus groups, opinion analyses, and meeting costs.

2.14.2.4 Board member attendance at conferences, workshops, community events and social events.

2.14.3 When a Board member becomes aware of a conference, workshop or event where attendance may be of public relations or professional development value, the member will bring the particulars to a Board meeting for discussion and decision regarding attendance.

2.14.4 The rationale for deciding that attendance at an event is of sufficient value to incur its cost may include, but is not limited to:

2.14.4.1 It is deemed necessary or valuable to participate to improve the University's profile or identify with a cause or position.

2.14.4.2 It is deemed valuable for Board education, policy development, information gathering and clarification of legislation or procedures.

2.14.4.3 It is deemed valuable for the education or individual development of an attending Board Member.

2.14.4.4 It is deemed valuable for interaction with social service leaders and other professional colleagues.

2.14.5 When an event is deemed sufficiently valuable to justify attendance costs, Board members who are selected to attend will:

2.14.5.1 Have excellent records of attendance at Board meeting.

2.14.5.2 Have at least one year of Board service remaining in their terms or be eligible and willing to stand for re-election to the Board the following year.

2.14.6 UCW will reimburse Board members for travel costs to attend out-of-town meetings or for other travel undertaken at the request of the University. The criteria for claimable travel expenses and the claim forms will be the same as those used for UCW personnel.

POLICY 2.15: Board & President Relationships

The Board's sole official connection to the University, its personnel, achievements, operations and conduct will be through a President and Vice-Chancellor (President).

2.15.1 Only officially passed motions of the Board are binding on the President.

2.15.2 Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.

2.15.3 If Board members or committees request information or assistance without Board authorization, the President may refuse requests that, in the President's opinion, will be disruptive or that will require inappropriate expenditures of funds or employee time.

2.15.4 It is the duty of the President and of every Board member to monitor this policy and, in the event of a concern that the Board Chair, a Board Committee Chair, or a Board member has overstepped these conditions, to bring that concern to the attention of the member in question and, if necessary to the Board at an in-camera meeting of the Board. When the concern is discussed at an in-camera session, the person whose behaviour caused the concern will be present to listen to the concern and will be given an opportunity to respond before being asked to leave the room.

2.15.5 The Board will not give instructions to persons who report directly or indirectly to the President.

2.15.6 The Board will not evaluate, either formally or informally, any member of the University other than the President.

Policy 2.16: Accountability and Professional Development of the President

2.16.1 The Board will view the President performance as identical to UCW's performance. The President's performance will be considered successful when the Board approves UCW's progress toward the Board's Results Policies and the President's compliance with its Executive Parameters Policies. The Board will carry out an annual President Performance Review to inform and advise the President.

2.16.2 The President's annual objectives will be set with reference to the Board's Results and Executive Parameters Policies. The President will be monitored against these on a quarter-by-quarter schedule.

2.16.3 The President's annual appraisal will have two parts,

1) Summative: the determination of whether or not the President's performance was acceptable (in essence a summary of the Board motions on the President's quarter-by-quarter monitoring reports, and

2) Formative: the Board's annual recommendations for the President's Professional Development.

POLICY 2.17: Delegation to the President

2.17.1 The Board will instruct the President through written policies that prescribe the operational results to be achieved (Section 1 of this Manual) and describe operational

parameters within which the President must operate (Section 3 of this Manual). These parameters define situations and conditions that the President must either create or avoid. The Board empowers the President to use any reasonable operational interpretation of its policies.

2.17.2 As long as the President uses reasonable operational interpretations of the Board's Results and Executive Parameters policies, the President is authorized to establish further policies, make decisions, take actions, establish practices and implement activities that the President deems appropriate. To ensure that the President - and not the Board - is accountable for these actions, the Board will be diligent in avoiding Board involvement in operational matters.

POLICY 2.18: Monitoring President Performance

Systematic and rigorous monitoring of President job performance will be solely against the President's job outputs: organizational accomplishment of the Board's Results policies and organizational operation that adheres to the due diligence, sound practice and ethical behaviour specified in the Board's Executive Parameters policies.

2.18.1 Monitoring will be carried out to determine the degree to which Board policies are being met. Information that does not address policy compliance will not be considered in deciding whether or not the President's performance was successful.

2.18.2 The Board will acquire monitoring data by one or more of three methods:

2.18.2.1 **By internal report**, in which the President provides, in writing, operational interpretations of Board policy and evidence of compliance with Board policies.

2.18.2.2 **By external report**, in which an external, independent, and disinterested third party selected by the Board assesses compliance with Board policies and reports on same directly to the Board.

2.18.2.3 **By direct Board review**, in which the Board authorizes one or more of its members to assess compliance with a specified policy and report on same directly to the Board.

2.18.3 In every case, the Board will evaluate:

2.18.3.1 The reasonableness of the President's operational interpretation.

2.18.3.2 Whether data demonstrate accomplishment of or compliance with the President's operational interpretation.

2.18.4 If the Board determines the President's actions are not in compliance with a reasonable operational interpretation of its policies, it will require the President to provide a plan that describes how and when the President intends to achieve compliance.

2.18.5 All policies which instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as indicated in Policy 2.6 (Agenda Planning).

POLICY 2.19: President's Compensation & Benefits

Upon hiring a President and from time to time thereafter, the Board will negotiate a contract with the President that will stipulate the length of the President's appointment, provisions for severance, the scope of the President's responsibilities (including a reference to the applicable Board policies), the President's compensation and benefits. Such compensation and benefits will be fair and competitive.

SECTION 3: EXECUTIVE PARAMETERS POLICIES

POLICY 3.1: General Executive Parameter

The President must ensure that all operational practices, activities, decisions, and organizational circumstances are lawful, prudent and in compliance with commonly accepted business practices and professional ethics, and in particular, with those of the Canadian university community.

POLICY 3.2: Treatment of Students, Clients and External Entities

With respect to interactions with students, clients and external entities, the President must ensure that conditions, procedures, and decision parameters are safe, dignified, respectful, non-discriminatory and non-intrusive. Further, the President must:

- 3.2.1 Elicit only information for which there is a clear necessity on the University's application and data collection forms.
- 3.2.2 Use only methods of collecting, reviewing, transmitting, or storing student, client and external entity information that protect against improper access to that information.
- 3.2.3 Provide for ease of use, appropriate accessibility and privacy in services & facilities.
- 3.2.4 Establish, with students, clients and external entities, a clear understanding of what may be expected and what may not be expected from services offered.
- 3.2.5 Inform students, clients and external entities of this policy and provide a way for persons who believe they have not been accorded reasonable protection under this policy to be heard.

POLICY 3.3: Treatment of University Personnel

With respect to the treatment of UCW personnel, the President must ensure that conditions that are fair, respectful, dignified, organized, non-discriminatory, and clear. Further, the President must:

- 3.3.1 Operate with written personnel rules which: (a) clarify rules for its personnel, (b) provide for internally complete and effective handling of complaints, and (c) protect against wrongful conditions.
- 3.3.2 Ensure there is no retaliation against a member of the University who, using established processes, reports to management or to the Board acts or omissions by UCW personnel, management or the Board that the member believes, in good faith and based on credible information, constitutes a violation of law or a governing policy of the Board.
- 3.3.3 Promote diversity in the workplace. This will include (but is not restricted to) diversity with respect to ethnic origin, culture, gender, sexual orientation, age, skill sets

and experience.

3.3.4 Promote job satisfaction for University personnel through

- Engagement with an inspiring mission
- Opportunities to “do good in the world”
- Transformational career and professional development
- Research opportunities
- Personal and team recognition
- Positive and collegial work relationships
- Competitive compensation
- Internal and external mobility

3.3.5 Acquaint University personnel with their protections under this policy.

POLICY 3.4: Personnel Compensation and Benefits

The President will establish compensation and benefits to employees, consultants, and contractors in consultation with Eminata’s Chief Executive Officer, guided by Eminata’s policies and practices.

POLICY 3.5: Regulatory Compliance

The President must ensure compliance with the laws of the governments of all national, provincial and municipal jurisdictions within which the University operates, and with the regulations and requirements of official agencies of these governments. The president will ensure timely reporting and satisfactory responses to the initiatives, queries and concerns of these governments and agencies.

POLICY 3.6: Financial Planning/Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year must relate to the Board's Results policies and strategic plan and avoid fiscal jeopardy. Further, budgets prepared and utilized by the President must:

3.6.1 Avoid any situation or condition delineated as unacceptable in the “Financial Conditions and Activities” Board policy.

3.6.2 Use credible planning assumptions, projections of revenues and expenses, cash flows and separation of capital and operational items.

3.6.3 Provide sufficient funds for Board annual prerogatives set forth in the Cost of Governance policy.

POLICY 3.7: Financial Condition and Activities

3.7.1 With respect to the actual, ongoing financial condition and activities, the President must avoid the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in its Results policies.

POLICY 3.8: Asset Protection

The President shall not allow tangible and intangible corporate assets to be unprotected, inadequately maintained or unnecessarily risked. The President must:

3.8.1 Develop and maintain an organizational risk management policy.

3.8.2 Protect intellectual property, information and files from loss or significant damage

The President must not:

3.8.3 Subject facilities and equipment to improper wear and tear or insufficient maintenance.

3.8.4 Unreasonably or unnecessarily expose the organization, its Board or employees to claims of liability.

3.8.5 Endanger UCW's public image or credibility, through inappropriate personal behaviour or by overlooking inappropriate behaviour on the part of UCW personnel.

POLICY 3.9: Environmental Protection

The President must ensure that the University's operations minimize its impact on the physical environment.

POLICY 3.10: Emergency President Succession

In order to protect the Board from sudden loss of President services, the President must ensure that at least two other administrators are sufficiently familiar with Board and President issues and processes to enable either to assume the duties of President with reasonable proficiency as an interim successor.

POLICY 3.11: Management Succession

The President must develop and maintain a plan to ensure that key management positions are protected by the identification of immediate interim successors and by the development of potential permanent successors.

POLICY 3.12: External Alliances

The President must ensure that UCW's external alliances do not unduly risk its fiscal integrity, public image or good will.

POLICY 3.13: Communication and Support to the Board

The President will ensure that the Board is supported in its work and kept fully informed of developments that have impacts on its work. Further, the President must:

- 3.13.1 Submit monitoring data required by the Board (see Policy 3.5 -Monitoring President Performance) in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.
- 3.13.2 Keep the Board current with a balanced view of the University's situation by keeping the Board informed of:
 - 3.13.2.1 Both positive and negative occurrences internal to the University.
 - 3.13.2.2 Relevant trends in the external environment.
 - 3.13.2.3 Anticipated media coverage (both supportive and adverse).
 - 3.13.2.4 Threatened or pending lawsuits.
 - 3.13.2.5. Material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- 3.13.3 Report, in a timely manner, any actual or anticipated noncompliance with any policy of the Board.
- 3.13.4 Advise the Board if, in the President's opinion, the Board is not in compliance with its own Governance policies, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the President.
- 3.13.5 Marshal for the Board as many internal and external points of view, issues and options as needed for fully informed Board choices.
- 3.13.6 Present information in a clear and concise manner.
- 3.13.7 Provide reasonable administrative support for official Board, Board officer or

Board committee communications.

3.13.8 Deal only with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.