



Responsibilities for Governors of the Board and Members of Board Committees

The following describes the individual roles and responsibilities of members of the Board of Governors of Laurentian University. In addition, many of these responsibilities are also relevant to those individuals who sit as voting members of Board Committees.

For the purposes of this document,

“ ” is defined as:

- any individual who is a voting member of the Board of Governors, whether by appointment or otherwise, and;

“ ” is defined as:

- any individual appointed as a voting member of any committee of the Board, whether or not that individual would otherwise be a Governor, Senate appointees, external experts and/or others appointed by the Board, and officers of the University and other persons authorized to attend meetings of the Board or its Committees, is deemed to be a Board Member for the purposes of this Responsibilities document when acting in their role.

Role

Board Members are each responsible for advancing and upholding the mission of the University. Board Members must act in accordance with their fiduciary duty to the University, including with the diligence, integrity, independence, and good faith of a reasonable individual to promote the best interests of the University, and in fulfillment of the role of the Board and of Board Members as set out in the *Act to incorporate Laurentian University of Sudbury, 1960* (as amended in 2022) and the By-Laws of the Board of Governors.

In addition to the responsibilities set out in the Laurentian University Act and the General Board By-Laws, the following describes the duties and responsibilities of an individual Board Member.

Duties and Responsibilities

Board Members must:

- Carry out their functions with diligence, integrity, independence, good faith, and prudence of a reasonable individual.
- Act in the best interests of the University as a whole. Each Board Member has a responsibility only to the University.
- Each Governor must function as a member of the Board and not as a spokesperson for a constituency. While it is expected that Board Members will bring to the Board a variety of perspectives, a Board Member’s responsibility is to the University and not to any private

Preparation

Board Members should make every ef

Occasionally, situations may arise when a Board Member's interests may actually or appear to conflict with their role and responsibility to the University. All members are responsible for maintaining the transparency on which the University prides itself within the immediate and broader communities.

A conflict can arise when one's position on the Board and/or a Committee can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal relations.

Any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated.

Each Board Member shall complete and deliver, at least annually, to the Secretary of the Board a Disclosure of Interest form listing personal and professional interests which could give rise to a possible conflict, direct or indirect, with the Board Member's duties to the University. Each Board Member shall notify the Secretary in writing of any changes to that list in a timely fashion. Disclosure can also be made at any time during Board and/or Committee meetings where the conflict is relevant or may be relevant to the topics of discussion, in which case, the disclosure will be noted in the minutes for that meeting.

The Board Member who has disclosed a conflict shall not take part in the discussion about the matter and shall absent her or himself from the meeting when the matter is being discussed if requested by the Board. The Chair of the Board will determine the level of participation that the Board Member may have regarding the matter in conflict, advised by the University Secretary. In all cases where a conflict has been declared the Board Member shall not vote on the matter.

When the Chair of the Board considers that a conflict exists, but the Board Member considered to have the conflict does not disclose the conflict, the Chair of the Board may declare that a conflict exists and rule that the Board Member shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Board Member may challenge the Chair by asking that a resolution be carried by the majority of the Board Members present and voting. The Board Member determined

is the Chair of the Board of Governors or the Chair's express delegate. The only spokesperson for the senior administration to the media on Board matters is the President or the President's express delegate.

Board Members should direct any requests from the media to the University Secretary.

Board Members are expected to communicate promptly and clearly to the Chair of the Board, University Secretary, and the President any significant concern or complaint and to let them deal with it. They should refer any request for information, beyond what is publicly available, to the Board Chair or University Secretary.

Skills and Knowledge

Governors should have the following BmM