

Governor Position Description

1. Introduction

This Position Description outlines general duties and expectations of the Governor role. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Position Description and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the role to support individual contributions and the collective pursuit of good governance.

2. Role

Governors oversee the affairs of the University as described in the Board Mandate. In carrying out their responsibilities, Governors are expected to be actively engaged in the Board's work. This position description applies to all Governors (elected, appointed, *ex officio*) and sets out expectations for how Governors fulfill their duties and responsibilities.

3. Fundamental Duties

Governors' fundamental duties include:

- Fiduciary duty: To act honestly and in good faith with a view to the best interests of the University as a whole (and not to any special constituency or group)
- Duty of care: To exercise the care, diligence, and skill of a reasonably prudent person in comparable circumstances

4. Expectations

In keeping with these fundamental duties, Governors are expected to:

4.1. General

- Be knowledgeable about the mission, vision, and strategic direction of the University
- Maintain confidentiality requirements and declare conflicts of interest (real and perceived)
- Develop an understanding of the roles, responsibilities, and legal duties of a Governor, and the governance structure of the University
- Apply their skills and knowledge to make decisions in the best interests of the University as a whole
- Support Board decisions and speak with one voice once a decision has been made
- Act as an ambassador of the University

4.2. Board Activity and Interaction

- Actively participate in Board-related matters and contribute to discussions

- Be available and dedicate time to the role, including to attend and be prepared for meetings¹ and be informed on relevant issues through pre-reading information packages and otherwise
- Seek permission from the Board in advance for attending less than 50% of Board meetings in any given year by notifying the University Secretary and Board Chair with an explanation for the absences, in order to remain on the Board¹
- Participate in Committees where appointed and become knowledgeable about the purpose and responsibilities of that Committee
- Be a positive and constructive force within the Board
- Exercise good judgment and act with integrity
- Contribute experience, expertise, and wisdom on issues
- Actively build relationships and contribute to building an inclusive Board culture
- Interact with fellow Governors and the Administration in a respectful, collaborative, and constructive manner, and demonstrate an openness to others' opinions and perspectives
- Speak and act independently, and respectfully challenge views
- Be available as a resource to the Chair, the President, and Administration, and communicate, as necessary and appropriate, with the Chair
- Once Board decisions are made, support decisions in a positive manner
- Understand and comply with Board and applicable institutional policies
- Represent the University as opportunities present, remembering that only the Chair can speak on behalf of the Board

4.3. Knowledge and Training

- Become knowledgeable about the University's context, the internal and external environments in which the University operates, and broad issues of the sector
- Commit the time and effort to prepare for and attend meeting¹ and functions (it is expected that Governors strive to attend most or all meetings)

¹ According to the *University of Waterloo Act*, Article 24 (1), Governors will be removed from the Board if they attend less than 50 percent of regular meetings without permission to be absent.

- Devote time and participate in Board and Governor orientation, development, education programs and workshops, and Board evaluation processes

5. Terms

Governors serve the following terms²:

- Members of faculty: two years
- Student members: two years
- Members of full-time staff: three years
- Community-at-large members: three years
- Lieutenant Governor in Council members: three years

Governors are eligible for re-election or reappointment for a second consecutive term; and eligible again one year following the completion of two consecutive terms³.

² *University of Waterloo Act*, Article 12.

³ Board of Governors Bylaw 1, Section B (8).