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**FIRST NATIONS  
UNIVERSITY  
OF CANADA**

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# Regulations

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## I. Interpretation

The following Regulations are made pursuant to section 62 of *An Act Respecting The First Nations University Of Canada*, which sets out the powers of the Board including that the Board may make Regulations relating to the meetings of the Board and the conduct of its business, any matter that is required or authorized by the Act, and any matter that the Board considers necessary or applicable.

### 1.1 Definitions

In these Regulations made by the Board of Governors, unless the context otherwise requires, the following definitions shall apply.

- a) “Act” or “University Act” means *An Act Respecting The First Nations University Of Canada*, as amended from time to time.
- b) “Board” or “Board of Governors” means the Board of Governors of the First Nations University of Canada;
- c) “Board member” means a member of the Board of Governors.
- d) “Board Secretary” means the secretary of the Board of Governors.
- e) “Chair” means the Chairperson of the Board of Governors
- f) “Education system” means those programs or services that promote lifelong learning and the transfer of Indigenous knowledge, language, culture, values, traditions and skills;
- g) “Ex officio” means a person who holds office because of his/her position.
- h) “Elders Council” means the Elders Advisory Council of the Saskatchewan Indian Cultural Centre;
- i) “In camera” means holding a portion of the meeting restricted to Board members and officers;
- j) “Officer” means those positions of Chair, Vice-Chair, President and Board Secretary in which a person is elected or appointed and has the responsibility and authority to officially represent the Board of Governors.
- k) “President” means the President of the University.
- l) “Program” means a course of studies offered to students at the pre-school, kindergarten, elementary, high school, technical, community or university levels;
- m) “Quorum” means the number of Board members required to be present to legally transact the business of the Board of the Governors.

- n) “Regulations” means these regulations of the Board of Governors.
- o) “School” means the physical facilities, lands and programs offered to students enrolled in an education system subject to the authority of this Act;
- p) “Special meetings” mean those meetings that are held by the Board that are not part of the annual regular schedule. These are called when there is a need for the Board to meet on an emerging issue/opportunity or on an emergent or expedited basis.
- q) “trustee” means the relationship characterized by the mixture of legal duties, moral obligations, understandings and expectancies that have arisen from the entire course of dealings between the First Nation Governments and the First Nations University of Canada; and
- r) “University” means the First Nations University of Canada Inc., also referred to as the First Nations University of Canada, an institution to serve the academic, cultural and spiritual needs of First Nations and society in general.

All terms contained in these regulations which are not defined herein and which are defined in the Act shall have the meaning given to such term in the Act.

## 1.2 Interpretation

The Board is the sole authority for the interpretation of these Regulations and the decision of the Board upon any question of interpretation, or upon any matters affecting the University and provided for by these Regulations shall be final and binding.

### Preamble and Principles

The First Nation University of Canada is unique. Evolving from and within a distinctive First Nation political, social and cultural environment, the University is the only post-secondary educational institution in Canada with a blended legal mandate derived from both Canadian and Indigenous legal systems. It is this unique character, which derives from the balancing of Western and Indigenous social, cultural and societal traditions, that lies at the heart of the academic mission of the University.

From a First Nation perspective the University is a creation of First Nation statute, duly passed and issued by the legislative assembly of the Federation of Sovereign Indigenous Nations. This legislation, entitled “*An Act Respecting the First Nations University of Canada*”, provides the governance and operational framework that guides the University. From the perspective of Canadian society, the University must also be guided by the provisions of the Saskatchewan provincial legislation entitled “The Non-Profit Corporations Act, 1995”. In addition, the University must also meet the requirements of many other acts and regulations, including but not limited to pension legislation, health and safety legislation, and tax law.

Additionally, as a Federated College of the University of Regina, the University must also meet the academic requirements inherent to the University of Regina and the University of Regina

Act. Details relating to academic matters are found in the Senate Bylaws, University of Regina, which can be accessed at: <http://www.uregina.ca/president/governance/senate/bylaws.html>.

## **II. Authority and Responsibility**

### **2.1 Authority**

The authority of the Board is to:

- a) uphold, advocate, and assert the Inherent and Treaty right to education;
- b) assert First Nations jurisdiction with regard to education;
- c) protect and implement the original mission of the Saskatchewan Indian Federated College, now called the First Nations University of Canada;
- d) enter into federation or partnership agreements, memoranda of understanding or protocols with other educational entities as determined to be in the best interest of First Nations;
- e) secure the required resources to initiate, maintain, and support ongoing developments with respect to university education in collaboration with the Federation of Sovereign Indigenous Nations (FSIN) Executive Portfolio Holder;
- f) construct, purchase, sell, lease, and maintain the real property of the University and to provide notice to the Chiefs-in-Assembly of any action taken;
- g) appoint one or more auditors to audit the accounts and transactions of the University at least once each fiscal year;
- h) secure protective coverage in the form of property and liability insurance;
- i) establish any institutions, corporate entities, working groups or committees to assist in undertaking its authority and responsibilities;
- j) approve fiscal arrangements and/or working relationships with governments and/or other entities; and
- k) approve the budgets, operations, and programs of the University and submit the results to the Education and Training Commission and the scheduled Legislative Assembly.

### **2.2 Responsibilities**

The responsibilities of the Board shall be, but not limited to:

- a) taking a lead role in the protection, promotion, and implementation of the Inherent and Treaty right to education;
- b) ensuring that First Nations' Inherent rights, Treaty rights, and their rights derived from First Nation legislation with regard to education are respected and recognized;
- c) ensuring the Treaty Implementation Principles outlined in Appendix A of the Act are acknowledged in all First Nation university education development;
- d) respecting the authority and intent of the Education and Training Commission Act;

- e) providing a status report at all duly convened meetings of the Education and Training Commission;
- f) reporting to the Chiefs-in-Assembly at each scheduled Legislative Assembly;
- g) acting as a unit representing, serving and acting in the collective interests of the member First Nation governments and their citizens;
- h) acting as trustee of any money, property, endowment or scholarship fund given or bequeathed to the University;
- i) establishing a separate bank account for the endowment or scholarship fund;
- j) ensuring that the University achieves its vision and goals for First Nations within their negotiated funding arrangements;
- k) developing broad institutional policy, strategic plans that govern the operations of the University and assuming an overall trust responsibility for the University;
- l) delegating the authority and responsibility for implementing the broad institutional policy and strategic plans to the President of the University;
- m) promoting First Nations' governance principles that include, but are not limited to:
  - i. Mutual Recognition in that First Nations will acknowledge and respect each others' rights, laws and institutions, and will cooperate for mutual benefit;
  - ii. Reciprocity whereby First Nations will ensure that legislation and policies enacted by any one government will recognize the jurisdiction and rights of the other, where appropriate;
  - iii. Respect that will encompass good relations between and among the governments, recognizing diversity and encouraging the free and open exchange of views;
  - iv. Sharing, through First Nations government relationships that carry with it both benefits and responsibilities, that provides access to equal opportunities, reduces disparities and provide comparable services to all citizens;
  - v. Accountability processes that will ensure transparency, disclosure and redress incorporated into the First Nations government relationships; and
  - vi. Certainty about the obligations, rights and responsibilities of each government, along with the flexibility to respond to changing circumstances;
- n) assisting in the development and implementation of processes which will serve member First Nations' governments;
- o) reviewing, analyzing and presenting recommendations to the Chiefs-in-Assembly where the activities of other governments and entities impact on the Inherent and Treaty right to education;
- p) providing a forum to advance university education issues to the attention of the elected First Nation leadership;
- q) undertaking strategic planning, positive educational and organizational change through good governance practices;

- r) working with any institutional or corporate entities established by the Chiefs-in- Assembly that are mandated with promoting and/or supporting university education development;
- s) ensuring the resolutions presented to the Chiefs-in-Assembly respect the priorities, funding, programming and/or services mandated to and provided by First Nations, Tribal Councils, FSIN institutions and/or corporate entities;
- t) coordinating and cooperating with other Commissions of the FSIN, activities which have broad impact on First Nation education;
- u) ensuring consultation with member First Nations is consistent with all First Nation laws and the FSIN Consultation Policy and Guidelines;
- v) providing direction to the FSIN Executive Member with the education portfolio; and
- w) making appointments to relevant entities which are external to the University’s governance and organizational structure.

### **2.3 Partnership Agreements**

Under the terms of the Act, Part III, Article 8 (d), the Board of Governors has the authority “to enter into federation or partnership agreements, memoranda of understanding, or protocols with other educational entities as determined to be in the best interest of First Nations.” Partnerships between the University and other academic institutions are rightfully negotiated in the first instance by the President and Vice President Academic on behalf of the institution. The Board must be kept apprised of negotiations between the University and potential academic partners, with an increasing level of awareness as the likelihood of a signed agreement becomes imminent.

The following is a three-stage process for the approval of academic partnership agreements between the University and other academic institutions:

STAGE ONE: First Nations University of Canada is in discussions with a potential academic partner. An information item will be provided to the Board at its next full meeting.

STAGE TWO: An agreement has been drafted between the University and a potential academic partner. The draft agreement, with accompanying background, will be circulated to the Governance Committee for comment.

STAGE THREE: An agreement with a potential academic partner is imminently to be signed. The President will seek approval from the Board prior to signing.

The management, administration, and control of the property, revenues, business and affairs of the University are vested in the Board. The Board has the final locus of authority and accountability. Board members work with the Chair and President to ensure that the Board functions effectively and meets its obligations and responsibilities.

### **III. Governing Principles**

- 3.1 The Board will govern with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and employee roles, collective decisions, the future, and proactivity.



More specifically, the Board will:

- a) Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be guided by its oversight role and policy governance, not merely a reactor to employee initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body to make policy, rather than substitute their individual judgements for the group's values.
- b) Direct, control, and inspire the institution through the careful establishment of broad written policies reflecting the University's vision and mission as articulated in the strategic plan. The Board's major policy focus will be on the intended long-term impacts outside the operating organization, not on the administrative means of attaining those effects.
- c) The Board will hold individuals accountable to govern with excellence. Excellence in governance will include: preparation for meetings, policy-making principles, respect of roles, and ensuring the continuity of governance capability.
- d) Orient new members of the Board's governance process and periodically discuss process improvement.
- e) Not allow any member or committee of the Board to prevent the Board from fulfilling its commitments.

### **3.2 Advocacy**

The First Nations University of Canada Board of Governors recognizes the importance of developing an effective communication plan and presenting a consistent public image with external stakeholders. In particular, the Board has identified the need for a formal process that will allow it to inform and educate governments, business and industry, and other stakeholders in response to meeting the objectives of the strategic plan.

In collaboration with the President, the Board of Governors will advocate on issues of concern and interest.

Advocacy initiatives shall be undertaken to:

- Advocate for consistent and relatively predictable funding and resources to enable the University to provide quality programs and services.
- Raise the profile of the University with governments, FSIN, business and industry, the First Nations community, and other key stakeholders.
- Support programs, initiatives and events that enhance the reputation and visibility of FNUUniv, and explore innovative ways of strengthening linkages with external constituents.
- Position FNUUniv as a major force and valuable partner in education, employment, economic and community development throughout Saskatchewan and Canada.

- Establish and maintain effective relationships with FSIN, business and industry, the First Nations community, educational partners, government departments, agencies and crowns that can assist the Board of Governors and FNUniv in achieving its goals.
- Identify and support strategies to position FNUniv as a catalyst for socio-economic growth and prosperity in the province.
- Assert the Inherent and Treaty right to education.

## **IV. Duties and Obligations of a Board Member**

### **4.1 Duties**

A board member shall:

- faithfully pursue the mission of the FSIN Convention;
- adhere to FSIN and First Nations University of Canada legislation and policies;
- undertake his/her responsibilities as outlined in the Act;
- discuss and debate all matters in a constructive and objective manner;
- uphold his/her obligations as outlined in section 44 of the Act;
- attend all duly convened meetings of the Board;
- participate, as required, in those entities established pursuant to sub-section 8(i) of the Act;
- participate, as required, in appointments made pursuant to sub-section 13(w) of the Act;  
and
- complete a voting member self-evaluation on an annual basis.

### **4.2 Obligations**

A board member shall:

- respect the Chiefs-in-Assembly and the FSIN governance processes, protocols, customs and traditions in a positive, consistent and culturally appropriate manner;
- adhere to the jurisdictional authorities recognized under the FSIN Convention;
- maintain the moral and political integrity, confidence, and dignity of the FSIN and First Nations University of Canada at all times;
- devote time, thought and study to the responsibilities of a board member necessary to render effective, credible service;
- focus efforts on the authority and responsibilities of the Board;
- understand that the financial expenditures of the University is a First Nations public trust and thereby endeavour to ensure that all financial resources are expended efficiently, economically, and for the collective interests of all member First Nations;

- (g) ensure full, respectful, considerate, and open discussion in all matters with other members of the Board, and share information of which they should be concerned and informed;
- (h) maintain the confidential business of the Board and the University; and
- (i) refrain from making disparaging remarks about other members of the Board, or about issues before its purview, in or out of board meetings

Notwithstanding anything in the above sections, each Board member has an overarching duty and obligation to act in the best interests of the University above those of any internal or external constituency or individual.

### **4.3 Legal Requirements**

In performing their duties and responsibilities, each Governor shall:

- (a) act honestly and in good faith with a view to the best interests of the First Nation University of Canada, while taking into account the public policy and Post- Secondary objectives of the University;
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstance;
- (c) comply with the *Act Respecting the First Nations University of Canada* and all other applicable laws; and
- (d) adhere to FSIN legislation, policy, and governance processes.

### **4.4 Integrity and Accountability**

Each Governor has responsibility to:

- (a) comply with the Code of Ethics outlined in Section 45 of the Act, in fulfilling their statutory and fiduciary obligations as Governor of the First Nation University of Canada;
- (b) demonstrate leadership by requiring of themselves and of University employees high standards of ethical behaviour in the conduct of the Board and University business;
- (c) advance the interests of the University and the effectiveness of the Board by bringing their knowledge and experience to bear on the strategic and operational issues facing the University and provide constructive counsel and oversight to Management; and
- (d) act on and be accountable for decisions made by the Board.

### **4.5 Board Service Expectations**

Governors must become knowledgeable about the First Nation University of Canada and the Post-Secondary environment so as to understand and question the assumptions upon which strategic and business plans are based. Governors must ensure that they have the necessary skills and abilities to discharge their responsibilities and add value to the First Nation University

of Canada decisions, and to maintain their Post-Secondary and governance knowledge and ability to contribute to the effective performance of the Board.

Each Governor is expected to fulfill their duties and responsibilities to the First Nation University of Canada in accordance with the following service expectations:

(a) First Nation University of Canada Stewardship

Each Governor is responsible for:

- i) understanding their individual governor's role in providing leadership in its policy, governance and insight role consistent with the vision and mission for the University;
- ii) ensuring the responsibilities of the Board are understood by both the Board and management, and that the distinct roles of the Board and management are understood and respected;
- iii) advancing the interests of the University as articulated in the strategic plan.

(b) First Nation University of Canada and Post-Secondary Knowledge

Each Governor is responsible for:

- i) Knowledge – understanding the First Nation University of Canada's vision and mission;
- ii) Structure – understanding the First Nation University of Canada's organizational structure and culture, including the regulatory, legislative, business, social and political stakeholders within which the University operates, as well as becoming acquainted with members of the University's senior management team;
- iii) Competence – applying their special skills, expertise, and knowledge to contribute to the Board's overall performance; and
- iv) Skill Development – actively participate in and receive orientation, on-going training and education developed by the University from time to time.

(c) Communication and Confidentiality

Each Governor is responsible to:

- i) participate fully and frankly in the deliberations and discussions of the Board and its Committees;
- ii) encourage free and open discussion of the University's affairs amongst the Board;
- iii) establish effective, independent and respected presence and collegial relationship with other Governors;
- iv) maintain the confidentiality of all Board deliberations and material and all related information, both during and after their tenure as a Governor;
- v) disclose at each meeting any conflicts of interest.

(d) Representation and Unanimity

- i. Each Governor will have the best interests of the First Nation University of Canada foremost in their decision-making;
- ii. Once a decision is reached, the Board of Governors speaks with one voice through the Chair or designate.

(e) Committee Work

Each Governor is responsible to:

- i. participate on Committees and become knowledgeable about the purpose and goals of each Committee; and
- ii. understand how committees function, and the role of management and staff supporting the Committees.

f) Attendance and Preparation

- i. Governors shall properly prepare for all scheduled meetings by reading the reports and background materials provided for the meeting and acquiring adequate information necessary for decision making;
- ii. Each Governor should understand and devote the time requirements to adequately fulfill their responsibilities as a Governor. The number of scheduled meetings for the Board and each of its Committees will be outlined in the Annual Work Plan and in the Terms of Reference for the Board and Board Committees. Other time commitments are on an as-requested basis;
- iii. Each Governor is responsible to attend all regularly scheduled Board meetings, and Committee meetings of which the Governor is a member. Attendance includes attending meetings in person or alternate forms of attendance as noted in the Board Regulations;
- iv. An attendance record of below (75%) for both Committee and Board meetings will create considerable concern for the Board. A person ceases to be a member if they are absent from 3 consecutive meetings;
- v. If a Board member is absent from two consecutive regular meetings of the Board, or its Committee meetings, over the period of 12 consecutive months, the Chair or delegate shall contact the member to determine his or her interest in continuing to serve as a member of the Board. A Board member absent from three of the consecutive regular meetings of the Board and/or its committees over the period of 12 consecutive months, without sufficient reason or without having made satisfactory arrangements with the Chair, shall be referred to the Committee responsible for dealing with Board member removal (refer to section 4.18 in the Board of Governors regulations);
- vi. Members of the Board may attend meetings for any of the standing Committees;
- vii. Each Governor is responsible to communicate with the Chair between meetings, as necessary and appropriate, including providing advance notice of their intent to introduce significant or previously unknown information at a Board meeting;

- viii. Board members shall seek opportunities to increase their expertise in corporate governance.

#### **4.6 Board of Governors Roles**

First Nations University of Canada Board of Governors has approved Terms of Reference (see Appendix A) which set out the principal duties and responsibilities to be discharged by the Board and its Committees. To execute their responsibilities, Governors must possess certain knowledge, skills and attributes including personal and professional characteristics which will be used in screening, selecting and evaluating the contribution of Governors.

The responsibilities are intended to complement the Act, the Terms of Reference for the Board and its Committees, as well as the Position Descriptions for the Chair of the Board and the Chairs of the Committees.

#### **4.7 Code of Ethics**

The Board of Governors shall adhere to the Code of Ethics to uphold Inherent and Treaty Responsibilities, Cultural Integrity, Moral and Ethical Behaviour, Transparency, Accountability and Good Governance as outlined:

##### Inherent and Treaty Responsibilities

- a) promote and protect the fundamental rights of all First Nations citizens, including their Inherent and Treaty Rights;
- b) implement the Inherent and Treaty mandates as directed by the Chiefs-in-Assembly;

##### Cultural Integrity

- c) be mindful and respectful of the diverse cultures of the Dakota, Dene, Lakota, Nakawé, Nakota, Plains Cree, Swampy Cree, and Woodland Cree;
- d) respect the spiritual understandings of the First Nations cultural practices, traditions and protocols;
- e) preserve, promote, and protect Indigenous cultures, languages and Indigenous knowledge;
- f) pursue and promote the inter-generational transmission of First Nations languages and cultures;

##### Moral and Ethical Behaviour

- g) uphold and maintain the moral integrity, honour and dignity of the FSIN and the University at all times;
- h) exercise the care, diligence and skill as required of a board member in fulfilling his/her obligations;

- (i) maintain and protect all confidential matters of the Board;
- (j) disclose any situation, matter, outside employment or interest where he/she may have a conflict of interest or the potential for a conflict of interest;

#### Transparency, Accountability and Good Governance

- k) act as a unit representing, serving and acting in the best interests of the First Nations and their citizens;
- l) pursue and utilize the resources to meet the Inherent and Treaty mandate and strategic direction of the Board and the First Nations University of Canada;
- m) demonstrate and promote respect, co-operation and open communication with the Board and invited guests at all times;
- n) be transparent and accountable to the Chiefs-in-Assembly and the member First Nations;
- o) report to the Education and Training Commission on the decisions and work the Board is undertaking;
- p) respect and adhere to the FSIN Convention and all other legislation of the Chiefs-in-Assembly and First Nations University;
- q) promote and practice cohesiveness, collective decision-making, collaboration and a team approach with and among the Board; and
- r) attend all board meetings on time and for the duration of the meeting.

#### **4.8 Code of Conduct**

- a) As members of the First Nations University of Canada community, members of the Board of Governors are responsible for sustaining the highest ethical standards of this institution and of the broader community in which we function. The University values integrity, honesty, and fairness and strives to integrate these values into its teaching, research and business practices.
- b) First Nations University of Canada recognizes that it must earn and maintain a reputation for integrity that includes, but is not limited to, compliance with laws and regulations and its contractual obligations. Even the appearance of misconduct or impropriety can be very damaging to the University.
- c) First Nations University of Canada must strive at all times to maintain the highest standards of quality and integrity. This means that university members must exercise professional competence, care, objectivity, and diligence in their work; be impartial when

discharging an individual's duties and not offer preferential treatment to any person or entity; conduct an individual's work, processes, reporting all transactions with integrity; and strive to improve their professional competence.

- d) Frequently, the University's business activities and other conduct of its community members are not governed by specific laws or regulations. In these instances, rules of fairness, honesty, and respect for the rights of others will govern our conduct at all times.
- e) In addition, each individual is required to conduct University business transactions with the utmost honesty, accuracy and fairness. Each situation needs to be examined in accordance with this standard.
- f) No unethical practice can be tolerated because it is "customary" outside of the University or that it serves other worthy goals. Expediency should never compromise integrity.

#### **4.9 Confidentiality**

- a) Board members shall protect all information (i.e. information and decision items, Board member discussions, minutes, reports and any other materials) provided to them in connection with their roles as Board members and respect the confidentiality of all Board meetings and committee meetings. Board members shall sign a confidentiality and conflict of interest agreement at the start of their term of office, which will be renewed on an annual basis.
- b) In the event of a potential conflict of interest (real or perceived) regarding an issue involving a Board member, the Board Secretary and the Chair (or Vice-Chair if the conflict pertains to the Chair) will ensure that procedures will be put in place to ensure that the Board member does not have access to the confidential information during his/her term or until such time as the conflict of interest is no longer relevant.

#### **4.10 Conflict of Interest**

- a) A conflict of interest, be it real, potential, or apparent, whether financial or otherwise, may arise when the private interest(s) of a Board member is/are or may be in conflict with the interests of the University.
- b) At the start of every Board meeting, the Chair will ask Board members to declare if there are any agenda items that are or may constitute a conflict of interest for Board members. The minutes will reflect that this has been asked and whether there are any declarations made. It is incumbent upon Board members to declare, at any time, if a conflict of interest exists, be it real, potential, or apparent, financial or otherwise, prior to discussion of and decision on an issue. Having declared that interest, the Board member shall refrain from voting, and, at the discretion of the Chair, may be requested to withdraw from the meeting for that item.
- c) Unless authorized by the Board of the First Nations University of Canada or by a person the Board designates, Board members may not:
  - i. act on behalf of the University or deal with the University on any matter where they have or appear to have a conflict of interest, or



- ii. use their position, office, or affiliation with the University to pursue or advance their personal interests or those of a close friend, family member, business associate, person to whom they owe an obligation, or corporation or partnership in which they have an interest.
- d) Board members must disclose conflicts of interest or potential conflicts of interest as soon as they become aware of them. If a matter is over before a Board member becomes aware he or she had a conflict of interest, the Board member must still disclose the conflict.
- e) Board members may disclose a conflict of interest to the Board in writing **or** at a Board meeting (where the Board Secretary will document the disclosure in the minutes of the meeting). Board members must also:
  - i. excuse themselves from the portion of the meeting where the matter creating the conflict of interest is being discussed,
  - ii. refrain from all discussion of the matter at any meeting of the Board or elsewhere, and
  - iii. refrain from voting on the matter at any meeting of the Board.
- f) If a Board member is uncertain if he or she has a conflict of interest, the Board or a person the Board designates will make that decision.

#### **4.10.1 University Property**

- a) Board members must have authorization from the Board or from a person the Board designates:
  - i. before they may use for personal purposes a property the University owns, and
  - ii. before purchasing University property unless the means they use to purchase the property are equally available to the public. Even then, Board members may not purchase the property if they are involved in any aspect of the sale.
- b) Board members may not take personal advantage of an opportunity available to the University unless:
  - i. it is clear the University has irrevocably decided against pursuing the opportunity, and
  - ii. the opportunity is equally available to members of the public.
- c) Board members may not use their position with the University to solicit any University stakeholder or member for a personal business or the business of a close friend, family member, business associate, or a corporation or partnership in which they have an interest. (This duty does not prevent Board members from doing business with other people connected with the University.)

#### **4.10.2 University Information**

- a) Board members may use University information for University purposes only — not for personal benefit.

- b) Board members must protect University information from improper disclosure and must report to the Board or to a person the Board designates, any incident of abuse of University information.
- c) Board members may divulge University information only if:
  - i. they are authorized by the Board or by a person designated by the Board to release the information, and
  - ii. the person to whom the information will be given has a lawful right to the information.
- d) If there is any doubt about whether the University information may be released, Board members must ask for advice from the Board or from a person the Board designates.

#### **4.10.3 Gifts**

- a) Board members may accept a gift given to them as a result of their involvement with the University only if:
  - i. it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together,
  - ii. the exchange is lawful and in accord with local ethical practice and standards, and
  - iii. the gift could not be construed by an impartial observer as a bribe, pay off, or improper or illegal payment.
- b) Unless authorized by the Board or a person the Board designates, Board members may not use University property to make a gift, charitable donation, or political contribution to anyone on behalf of the University.

#### **4.10.4 Forms to Complete**

- a) Annually, members of the Board will complete the following forms:
  - i. Acknowledgement and Undertaking of Confidentiality and Conflict of Interest
  - ii. Related Party Transactions Declaration Form — according to the requirements outlined in the University's Related Party Transactions Policy.

#### **4.11 Related Party Transaction**

- a) The First Nations University of Canada recognizes that related party transactions present a heightened risk of conflicts of interest (or the perception thereof). The University's Conflict of Interest Policy, which applies to all employees and the Board of Governors, provides that all conflicts of interest should be declared and avoided when possible as defined by the guidelines that are included in the policy. Therefore the University has adopted this policy pursuant to which all Related Party Transactions must be approved or ratified in accordance with the procedures set forth in this policy.

#### **4.11.1 Definitions**

- a) A “Related Party Transaction” is a transaction between the University and any Related Party (including any transactions requiring disclosure), in which the University is a party or participant and in which a Related Party has or will have a direct or indirect interest.

For these purposes, a "Related Party" is:

- i. A Board Member or an executive officer (President, Vice-President or Executive Director, Finance) of the University;
- ii. A person who is an immediate family member of a Board Member or executive officer. Immediate family members include a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law and brothers and sisters-in-law and anyone residing in such person’s home (other than a tenant); or
- iii. An entity which is owned or controlled by someone listed in i) or ii) above or an entity in which someone listed in i) or ii) above have a substantial ownership interest or control of such.

#### **4.11.2 Governance & Human Resources Committee Approval**

- a) The Board of Governors has determined that the Governance & Human Resources Committee is best suited to review and approve Related Party Transactions. Accordingly, the Governance & Human Resources Committee shall review the material facts of all Related Party Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. If advance Governance & Human Resource Committee approval of a Related Party Transaction is not feasible, then the Related Party Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In determining whether to approve or ratify a Related Party Transaction, the Committee will consider among other factors, the following factors to the extent relevant to the Related Party Transaction:
- i. Whether the terms of the Related Party Transaction are fair to the University and on the same basis as would apply if the transaction did not involve a Related Party;
  - ii. Whether there are business reasons for the University to enter into the Related Party Transaction;
  - iii. Whether the Related Party Transaction would impair the independence of an outside Board Member; and
  - iv. Whether the Related Party Transaction would present an improper conflict of interest for any Board Member or executive officer of the University, taking into account the size of the transaction, the overall financial position of the Board Member, executive officer or Related Party, the direct to indirect nature of the Board Member's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Governance and Human Resources Committee deems relevant.
  - v. Whether the transaction would create the appearance of a conflict of interest to an outside party.

- b) No Board Member shall participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the Board Member shall provide all material information concerning the Related Party Transaction.

#### **4.11.3 Disclosure**

- a) All Related Party Transactions are required to be disclosed in the University's annual audit. Furthermore, all Related Party Transactions shall be disclosed to the Governance and Human Resources Committee and any material Related Party Transactions shall be disclosed to the full Board of Governors. The material terms of this policy shall be disclosed in the University's annual report.

#### **4.11.4 Procedures**

- a) On an annual basis, and immediately prior to the annual audit of the University the Board Secretary will circulate the Related Party Transactions Policy to the Board of Governors and Executive Officers and have them complete the Related Party Transactions Declaration Form prior to the Annual Audit of the University.
- b) A list of related parties list will be provided to the Governance and Human Resources Committee by the Board Secretary on an annual basis for review.

### **4.12 Composition of the Board of Governors**

- a) The Board of Governors shall consist of nine (9) members, eight (8) voting members and one (1) non-voting chairperson.
- b) The Board shall select a willing, qualified lead governance individual from within its membership to serve a three-year term only in the capacity of the Chairperson of the Board.
- c) The Board shall consist of members in accordance with the Federation of Sovereign Indigenous Nation's "An Act Respecting The First Nations University of Canada" as amended at the Spring 2021 FSIN Legislative Assembly.
- d) The Board shall endeavour to have the following areas of expertise represented:
  - i) governance, business and general management;
  - ii) financial management
  - iii) academic (university policies and processes)
  - iv) academic (education administration)
  - v) First Nations educator (15-20 years teaching experience)
  - vi) Indigenous governance, language and traditional knowledge)
  - vii) institutional fund development
  - viii) corporate law; and
  - ix) labour relations

### **4.13 Advisors to the Board**

- a) Two (2) Elders, one male and one female, shall be appointed as non-voting advisors to the Board of Governors by the Elders Advisory Council.

- b) The Elder shall:
  - i) Share and render First Nations ceremonial protocols and prayers for the board meetings and gatherings;
  - ii) provide guidance and assistance on matters related to spiritual laws, values, cultural practices and ceremonial protocols;
  - iii) provide advice and teachings related to ancestral and indigenous knowledge, heritage and histories;
  - iv) share teachings on traditional governance, leadership and guidance on Indigenous laws and their spiritual foundations;
  - v) share teachings and knowledge on the spiritual foundations on Inherent and Treaty rights; and
  - vi) demonstrate a commitment to lifelong learning.
- c) The Elders will not receive meeting materials prior to or during the meeting.

#### **4.14 Observer Positions To The Board**

- a) One University Student and one University faculty member shall be non-voting observers to the Board.
- b) Duties and Obligations:
  - i) Will not attend in camera sessions;
  - ii) Will not receive meeting materials;
  - iii) Must sign a confidentiality agreement which will be kept on file.
  - iv) Will act as the collective voice of the faculty and students and provide a written report to be included in the Board package;
  - v) Will report to their respective student and faculty groups a summary of the public decisions made at the Board meeting;
  - vi) Will inform the Board Secretary in writing of appointments made to the Board from both the Faculty and the Student Association;
  - vii) Will have no involvement at the committee level.

#### **4.15 Board Recruitment**

- a) Recruitment of Board Members is as prescribed in sections 22-31 of the Act.
- b) On an annual basis at the June Board meeting, the Governance and Human Resources Committee will review Board members whose terms will expire that year, usually in November.
- c) The Committee will assess the skill sets of the individuals whose positions are about to expire and aim to fill gaps in the areas of expertise as outlines in section 17 of the Act.

- d) The Committee will develop a list of potential candidates and present the candidates to the Board of Governors at the September meeting. Upon approval of a short list by the Board, the Committee will contact the short list of candidates to determine if they are interested and if interested submit their names as a recommendation to the Selection Committee appointed by the Education and Training Commission.

#### **4.16 Board Appointment**

- a) Members appointed by the Board shall hold office for a term of three years. Members are eligible for appointment for a second term.
- b) The Board shall function on a staggered term basis for Board member appointments.
- c) Elder Advisors and Faculty and Student Observers shall be appointed for a three (3) year term.
- d) As an additional measure to ensure compliance with the independent appointment process and criteria as established by the Act, the Board of Governors of the First Nations University of Canada shall, by motion of the Board, also affirm the appointment to the Board those candidates selected by the Federation of Sovereign Indigenous Nations for membership on the Board of the First Nations University of Canada.
- e) The term of a Board member concludes when replacement Board members are selected by the independent selection process conducted by the Federation of Sovereign Indigenous Nations and affirmed by the Board of Governors of the First Nations University of Canada.

#### **4.17 Resignation/Vacancy**

- a) A Board member will automatically cease to be a member of the Board if s/he resigns or s/he dies. A vacancy on the Board does not impair the authority of the remaining Board members and notwithstanding a vacancy among the Board members a quorum of the Board may exercise all the powers of the Board.
- b) Where a vacancy occurs at any time in a Committee, the position shall be filled by the Board Chair.

#### **4.18 Removal**

- a) The Board of Governors may recommend that an investigation be conducted by a committee that will include the Chair, the President and a Committee Chair under the following circumstances:
  - i. gross negligence in a Board member's fiduciary responsibilities; or
  - ii. a clear violation of the Board's Regulations; or
  - iii. a breach of the Board's confidentiality policy or conflict of interest policy; or
  - iv. political appointment or affiliation,
  - v. any other event or act that may be perceived to put the integrity of the University at risk.

- b) In situations where the Chair is involved, the Vice-Chair will be included as the third member of this committee

#### **4.19 Appointment of the President**

- a) The Board shall appoint a Nominating Committee to provide a list of suitable candidates for the Position of President.
- b) The Board shall hire, evaluate and remove the President of the First Nations University of Canada.
- c) The Board shall determine the duties, tenure of office and remuneration of the President.
- d) The Board shall instruct the President to report at all duly convened meetings of the Education and Training Commission and at each scheduled Legislative Assembly.

#### **4.20 Board and President Relationship**

- a) A fundamental factor in the successful operation of any post-secondary institution is the maintenance of a sound and harmonious work relationship between the Board of Governors and the President.
- b) The Board instructs the President through policies and resolutions and delegates responsibility to the President for the interpretation and implementation of those policies and resolutions.
- c) Only decisions of the Board acting as a body are binding upon the President. 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 in authority.
- d) All Board requests for information and/or assistance shall be directed through the President.
- e) If Board members or Committee members require information or assistance without Board authorization, the President may refuse such requests that require – in his/her judgement – a significant amount of staff time or funds.
- f) The President is responsible for providing information and counsel to the Board.

### **V. MEETINGS**

#### **5.1 Regular Meetings**

- a) Regular meetings of the Board shall be held at least four times per fiscal year, on a schedule to be set at least one year in advance. The Board will conduct its business in a manner that is accountable to its internal and external stakeholders.

- b) Any meeting may be postponed or cancelled at the discretion of the Board or of the Chair and the President.
- c) The Board of Governors will conduct its business in a manner that is accountable to its internal and external stakeholders.

## **5.2 Closed Meetings**

Board meetings shall be closed except for persons invited to attend where such attendance is warranted by the agenda.

- a) All Regular meetings of the Board shall be open to the appointed Elders, Faculty, and Student observer members.
- b) Faculty and Student observers may provide a written report and present their report to the Board at a Regular Board Meeting. The report must be received by the Board Secretary at least three weeks prior to the date of the meeting.

## **5.3 Special Meetings**

- a) A special meeting of the Board may, and upon the written requisition of not fewer than five members, shall, at any time be called by the Chair, or the Vice Chair for the transaction of such business only as may be specified in the notification of such meetings. The purpose(s) of the special meeting shall be stated in the written call to Board members and no other business shall be conducted at the meeting.

## **5.4 In Camera Meetings**

- a) Faculty and Student observers are excused from attending in camera sessions.
- b) In camera sessions are held on a regular basis and are normally scheduled at the end of the regular meetings of the Board and Committees.
- c) Detailed minutes of in camera discussions normally will not be kept with the exception of any records of decisions. In cases of a meeting that is completely in camera, a record of the meeting having occurred, those present, and decisions taken will be kept and confirmed in the next in camera session.
- d) At the discretion of the Board, the following matters shall be considered in-camera:

### ***In-Camera Session 1: (President is present)***

- i) Matters relating to the management of personnel, human resource issues and collective bargaining;
- ii) Matters relating to individual members of faculty, staff and students;
- iii) Legal matters and matters of a contractual nature where it is in the interest of the University to maintain confidentiality;
- iv) Matters relating to the administration of the University that have not yet been implemented or made public;
- v) Any other matters deemed necessary by the Board Chair.



**In-Camera Session 2: (President is excused)**

- i) Matters relating to the performance of the President;
- ii) Matters relating to the recruitment of the President.

**5.5 Notice of Meeting**

- a) All meetings shall require not less than seven days' notice. The accidental omission to give notice of a regular or special meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings of the meeting.
- b) An agenda and, wherever practical, all supporting material shall be sent to each member of the Board a full week ahead of each meeting.
- c) On the rare instances of a special meeting an agenda will be distributed 24 hours in advance.

**5.6 Procedure**

- a) The Board Chair in consultation with the President shall determine the agenda items for the Board meeting.
- b) No digital recordings of Board of Governors meetings will be kept.
- c) When a motion or resolution is made, it shall be provided in writing to the Board Secretary; and every motion or resolution shall be reduced to writing, if the Chair orders it, or a member desires it.
- d) Notice of a member's intention to introduce new matter shall be given in writing to the Board Secretary at least ten days prior to the meeting at which the new matter is intended to be introduced, or by giving the notice at a previous meeting of the Board.
- e) If a member of the Board or any Committee thereof has a conflict of interest in some matter to be considered, the member shall declare his or her interest and shall not vote thereon. Such member may, if determined by the Board, be asked to withdraw from the meeting during the discussion or voting of any motion relating thereto.

**5.7 Presentations to the Board**

- a) Individuals and entities requesting to present on institutional and policy matters to any regular, special, or in camera session or meeting of the Board of Governors must send a formal letter of request to the Board Secretary and include a copy of their presentation which will include the nature of the matter and the decision required. It will be the sole discretion of the Chair to determine if the matter will be brought before the Board

## 5.8 Remuneration

- a) The FSIN Selection Committee, Board of Governors, and Elders to the Board will be reimbursed for allowable reasonable travel expenses incurred in the performance of their authorized duties.
- b) Travel expenses and remuneration shall be subject to the Travel Expense Policy of the University.
  - i. Expense claims made by any Director shall be approved by the Chair of the Board of Governors. Expense claims made by the Chair of the Board of Governors shall be approved by the Chair of the Audit, Finance & Risk Committee,
  - ii. Daily meal costs will be reimbursed without receipts based on the most recent Board approved Travel Expense Policy
  - iii. Accommodation will be reimbursed based on reasonable market rates plus applicable taxes, Governors may seek reimbursement for hotel accommodations the evening prior to a board meeting and the evening subsequent to a board meeting as required. All lodgings in hotels and motels must be claimed with actual receipts;
  - iv. Private lodging can be claimed as per the most recent Board approved Travel Expense Policy without receipts. Governors will advise the Board Secretary of their intentions to stay in private accommodation at least one (1) week in advance of the meeting;
  - v. The University will reimburse authorized mileage driven based on the most recent Board approved Travel Expense Policy. This allowance will cover all associated vehicle costs including but not limited to gasoline, oil, insurance, maintenance and repair. No additional claim for any of these costs will be accepted or reimbursed;
  - vi. Out of Province – When a Board Elder or Governor chooses to travel by car to an out of province destination that is also accessible by air, the lesser of mileage driven at the University’s Travel Expense Policy rate or equivalent airfare will be paid. Equivalent airfare will be determined as the cost of having booked an economy flight a minimum of two weeks in advance

- c) Board members and Board Elders receive honoraria for attendance at duly constituted regular and special meetings of the Board, meetings of standing and ad hoc committees of the Board, in or out-of-province meetings, conferences and other functions which they attend in their capacity as University governors and any other chair-authorized initiatives. Honoraria shall be paid at the following rates:
- Governors - \$150
  - Board Elders – up to \$600
- d) The per diem rate is based upon an eight-hour day. Where the total time required of an appointee is five hours or less, one-half the per diem rate will apply. Appointees may be paid more than one day's per diem when more than eight hours is worked, subject to the approval of the Chair.
- e) In addition to the honoraria rates paid for attendance at the meeting, those members travelling a distance of 150 kilometers or more (one-way) from their home location to attend meetings will be paid an additional day of honoraria and those travelling 350 kilometers or more (one-way) from their home location will receive an additional two days of honoraria , however, should members chose to travel the day of the meeting and the mileage is a distance of 350 kilometers or less (one-way), only one day of additional honoraria will be paid.
- i) A daily honorarium of \$175 for driver assistants who transport an Elder for a distance of 150 km or more one way
- f) Per diems shall be paid at a rate of \$75 per day when members are asked to participate in a conference call of the Board or a Committee.
- g) Faculty, Student and other observers are not paid per diems. Expenses related to their attendance at Board of Governors meetings will be covered when the meetings are held a travelling distance of 150 kilometers or more (one-way) from their home location.
- h) All reimbursement expense claims will be reviewed for accuracy by the University's Finance Department and adjusted if necessary.
- i) For out-of-province travel, an allowance of \$300 per day may be provided to cover accommodation and meals with prior approval of the Board Chair or in the case of the expense being for the Board Chair, approval of the Chair of the Audit, Finance and Risk Committee.
- j) Board members will be paid travel expenses and mileage when attending the FSIN Chief Legislative Assembly at the request of the Board Chair.
- k) Board members travel for other essential University business will be paid at University rates as specified and approved by the Board Chair.

## **5.9 Rules of Order**

- a.) Formal rules of order or procedures will not be adopted by the Board. The Chair is empowered to adjudicate rules of order and procedures, if and when necessary.

## **5.10 Quorum**

- a) A quorum of the Board shall be fifty percent plus one (50% + 1) of its voting members.
- b) For the purpose of achieving quorum, a member joining the meeting, by teleconference or other electronic media which permit all persons participating to hear one another shall be considered to be present. If quorum is lost, the meeting will be automatically deemed to be adjourned.

## **5.11 Voting**

Each board member shall have one vote except the Chairperson who shall have a casting or deciding vote in the event of a tie.

- a) It is the objective of the Board to reach consensus on all issues.
- b) Where consensus cannot be reached, an issue shall be taken to a vote.
- c) A vacancy among the voting members of the Board does not impair the authority of the remaining members of the Board to act, provided that a quorum of the Board is in attendance at a duly convened meeting of the Board.
- d) Decisions made by a majority of the voting members present at a duly convened meeting of the Board, at which a quorum is present, shall bind all members of the Board.

## **5.12 Alternative Voting Procedures**

A vote by written resolution (through email voting) may be called if required in order to deal with a matter outside of a regularly scheduled Board meeting, at the determination of the Chair of either the Board or any of the respective Committees. The e-mail address that will be used is the one provided by the Board members and updated regularly. The regulations for e-mail votes of the Board of Governors are as follows:

- a) Each board member shall have one vote except the Chairperson who shall have a casting or deciding vote in the event of a tie.
- b) Decision by e-mail votes shall require an eighty percent (80%) return of responses and a two thirds (66.6%) majority of those voting.
- c) Three business days from date of e-mailing shall be allowed to complete the poll, from date of notification by e-mail.

- d) Decisions taken by the Board of Governors by e-mail are deemed approved and will be announced by e-mail and documented by the Board Secretary in the official record of the Board of Governors.
- e) Committee decisions by e-mail will be recommended to the Board of Governors for approval at its next meeting.
- f) Notwithstanding anything herein contained, the signatures or electronic approval of a two-thirds majority of the members of the Board to any instrument or to minutes of any meeting of the Board (which may be signed in counterpart) setting out a resolution or resolutions which might be adopted by the members of the Board shall give to such resolution or resolutions the same force and effect as if the same had been adopted by a vote of the members at a meeting duly convened and held, notwithstanding that notice of the said meeting as herein provided for has not been given or that the members of the Board have not in fact met together for the purpose of passing the said resolution or resolutions.

### **5.13 Records**

- a) A record of the proceedings of all regular and special meetings of the Board and of all standing committees shall be kept in a book provided for that purpose, and the minutes of every such meeting shall be submitted to the next meeting of the Board and shall be signed by the presiding officer and recording secretary after being adopted by the Board, and such minutes shall at all times be open to the inspection of any members.
- b) A copy of the minutes of every regular meeting or special meeting of the Board shall be made available to every member of the Board as soon as possible after such meeting.
- c) A copy of the minutes of every committee meeting will be distributed to the Board at each regular meeting.
- d) A record of discussions held in camera at meetings of the Board or its standing committees will not be included in the minutes, except to indicate that such discussion took place. However, any resolutions proposed and dealt with by the Board or its committees in camera shall be recorded and duly noted in the minutes.

### **5.14 Record Retention**

The Board has the following roles and responsibilities as the governing body of the University:

- a) To ensure that all documents and information provided to the Board remain privileged and confidential and that these documents are retained and destroyed consistent with the University's Records Management and Retention Policy.

## **VI. OFFICERS OF THE BOARD**

- a) The officers of the Board shall consist of the Chair, Vice Chair, President, and

Board Secretary.

## 6.1 Chair

The primary role and responsibility of the Chair, as outlined in section 46 of the *Act*, is to manage the affairs of the Board to ensure that the Board is organized properly, functions effectively, and meets its obligations and responsibilities.

- a) The Board of Governors shall appoint from among the members a Chairperson to serve a three-year term only, as outlined in sections 15, 46 and 47 of the *Act*
- b) The performance of the Chair shall be evaluated on a bi-annual basis by the Board. The Chair may be removed or replaced at any time by a vote by two-thirds majority of the Board.
- c) The Chair shall have the following responsibilities, which include all responsibilities outlined in section 46 of the *Act*:
  - i. to ensure integrity and assume principal responsibility for the operation and functioning of the Board, providing overall leadership to the Board without limiting its ability to function as a Board under its Terms of Reference;
  - ii. to conduct business in an orderly manner based on core First Nations traditions;
  - iii. to preside as Chair at all meetings of the Board;
  - iv. to inspire and build shared leadership while demonstrating innovativeness, tenacity, commitment, and perseverance;
  - v. to set the agenda of the Board meetings in consultation with the President;
  - vi. to ensure the adoption of and compliance with procedures such that the Board will conduct its work effectively and efficiently, independently from Management;
  - vii. to ensure the responsibilities of the Board are effectively carried out in compliance with the Board mandate and that the functions of the Board, delegated to committees of the Board, are carried out by the committees and reported to the Board and recorded as such;
  - viii. to serve as an ex-officio member of all committees of the Board, and shall not have voting rights in that capacity;
  - ix. to act as a liaison between the Board and the senior management of the corporation, including acting as an advisor to and sounding Board for the President;
  - x. to speak on behalf of the Board publicly, report to the FSIN Executive Council and Chiefs-in-Assembly and act as a liaison between the Board and its Partners (University of Regina, FSIN, etc.);
  - xi. exhibits exceptional oratory and listening skills to ensure the Board works together in a spirit of collegiality at Board meetings, where penetrating questions and thorough discussions are encouraged, and to provide the leadership necessary to achieve this goal;

- xii. works with the President to ensure timely and relevant information and other resources are available to the Board to adequately support its work;
  - xiii. to work with the Board Secretary and Committee Chairs, to ensure accurate minutes of Committee meetings are prepared and approved by the Committees, for inclusion with the Board meeting agenda;
  - xiv. to represent the University, at the request of the President, to external stakeholders, including local community groups, aboriginal, government and non-governmental organizations;
  - xv. to carry out such other duties and responsibilities as may be required of the Chair by the Board or by its Partners from time to time; and
- d) It is the objective of the Board to reach consensus on all issues and the Chair will normally not vote in resolutions of the Board. In the event of a vote on a resolution the Chair will only be required to vote if casting a deciding vote in the event of a tie.
  - e) The Chair will notify the Office of the Legislative Assembly of vacancies and appointments to the Board.
  - f) Once approved by the Board, the Chair will provide notice to the Chiefs-in-Assembly of any action taken to construct, purchase, sell, lease and maintain real property of FNUniv.
  - g) On behalf of the Board, the Chair will ensure that a status report is provided at all duly convened meetings of the Saskatchewan Indian Education and Training Commission.
  - h) On behalf of the Board, the Chair (or designate the President) will report to the Chiefs-in-Assembly at each scheduled Legislative Assembly.

## **6.2 Vice-Chair**

- a) The Board of Governors shall appoint from among the members a Vice Chairperson (Vice-Chair) to serve a three-year term only, as outlined in sections 15, 46 and 47 of the Act.
- b) In the event of the absence or disability of the Chair, the Vice-Chair shall have all the powers and perform all the duties of the Chair (pursuant to section 47 of the Act).

## **6.3 President**

- a) The President of the University shall be an officer of the Board and carry out such duties as may be delegated to him/her pursuant to the Act.

## **6.4 Board Secretary**

- a) The Board Secretary shall keep all records necessary to the Board of Governors office and shall perform such other duties as the Board or Committee's may require.
- b) A Board Secretary may be appointed pursuant to section 48 of the Act. In the event of disability or absence, the Board may appoint some other person as Acting Secretary to perform the duties responsibilities of the Board Secretary.

- c) The Board Secretary is the Custodian of the Board of Governors records. Every year the records of the meetings held the year prior will be housed in the Minute Books located in the President's office.



- d) The Board Secretary will hold the official files of the Board of Governors, including all correspondence received on behalf of the Board of Governors. These records will be retained, disposed and archived in accordance with the Records Management and Retention Policy of the University.
- e) The Board Secretary shall maintain a copy of the Regulations.

## **VII. COMMITTEES**

### **7.1 Authority**

- a) In accordance with Sections 60 and 8(i) of *An Act Respecting the First Nations University of Canada*, a working group or committee may be established by the Board.
- b) The Board shall appoint standing or special committees as are deemed necessary and shall appoint Board members to those committees.
- c) All standing and special committees shall have a written purpose and written terms of reference outlining their composition and accountabilities. Special Committees' terms of reference will include clear outcomes and a termination date for the work of the Committee.

### **7.2 Membership**

- a) All standing and special Committees shall be constituted of members of the Board.
- b) In making appointments to Committees, the Board will take into account the strengths and expertise of board members.
- c) Committees will be comprised of three members of the Board (minimum), and no Committee shall be larger than five members.
- d) All Board members are expected to serve on at least one Committee. No Board member, except the Chair and Vice Chair, will be appointed to more than three Committees.
- e) The Chair of the Board is an ex officio member of all Board Committees and may attend any meeting he/she deems necessary or appropriate.
- f) Student and Faculty Observers and Board Elders are excused from Board committee meetings.

### **7.3 Term**

- a) All committee appointments shall be by resolution of the Board for a term of two (2) years.

### **7.4 Vacancies**

- a) Where a vacancy occurs at any time in the membership of a Committee the Board Chair may appoint a replacement for the balance of the term.

## 7.5 Committee Chairs and Vice Chairs

- a) The Chair of each standing Committee shall be appointed by the Board and shall be a member of the Board. The term of the Chair shall be one year, renewable annually.
- b) Normally no board member will chair more than one Committee.
- c) Each Committee may appoint a Vice Chair. The term of the Vice Chair shall be one year, renewable annually.
- d) If the Chair of a Committee is not present at any meeting of the Committee, the Vice Chair will chair the meeting. In the absence of a Vice Chair, the chair of the meeting shall be chosen by the Committee from among their members present, or the Chair of the Board may be invited to chair the meeting.
- e) The performance of the Committee Chair shall be evaluated on an annual basis by the Committee, and a report provided to the Chair of the Board of Governors. The Committee Chair may be removed or replaced at any time by two-thirds majority of the Board.
- f) The Committee Chair shall have the following responsibilities:
  - i) to assume principal responsibility for the operation and functioning of the Committee, providing overall leadership to the Committee without limiting its ability to function as a Committee, under its Terms of Reference;
  - ii) to lead, manage and organize the Committee, consistent with the approach to corporate governance adopted by the Board;
  - iii) to preside as Committee Chair at all meetings of the Committee, or designate an alternate committee member as required;
  - iv) to set the agenda of the Committee meetings in consultation with the senior management resource to this Committee;
  - v) to ensure the adoption of and compliance with procedures such that the Committee will conduct its work effectively and efficiently, independent of Management;
  - vi) to facilitate scheduling, calling and management of Committee meetings;
  - vii) to ensure the responsibilities of the Committee are effectively carried out in the compliance with the Committee Terms of Reference and that the functions of the Board, delegated to the Committee, are carried out by the Committee and reported to the Board, and recorded as such;
  - viii) to ensure the responsibilities of the Committee are communicated to the members of the Committee, and that the distinct role of the Committee is understood and respected;
  - ix) to ensure the Committee works together in a spirit of collegiality at Committee meetings, where penetrating questions and thorough discussions are encouraged, and to provide the leadership necessary to achieve this goal;
  - x) to ensure timely and relevant information and other resources are available to the Committee and the Board to adequately support its work;

- xi) to work with the Board Secretary, to ensure accurate minutes are prepared and approved by the Committee;
- xii) to report to the Board on the activities of the Committee;
- xiii) to propose to the Board items, which have been reviewed in detail and recommended by the Committee; and
- xiv) to carry out such other duties and responsibilities as may be required of the Committee Chair by the Board or Committee.

## **7.6 Committee Secretaries**

- a) The Board Secretary shall serve as Secretary to the Committee, who will be responsible for providing a written agenda in advance of each meeting, for taking minutes at each meeting and, after their approval by the Chair of the Committee, for distributing copies to all members and (as part of the Committee's report) to the full Board. If the Secretary is not present at any meeting of the Committee, the Committee may appoint an acting Secretary to perform the functions of the Secretary at that meeting.

## **7.7 Meetings**

- a) Each Committee will meet at least four times a year. Notice of the time and place of every meeting shall be given in writing, by email or by facsimile communication at least seven days prior to the time fixed for such meeting. Members may by mutual agreement waive the requirement for notice.
- b) The Chair of the Committee or the Chair of Board may call a meeting.
- c) Any member of the Board may attend any meeting of any standing Committee.
- d) Senior University officers who normally attend Board meetings may also be invited to attend; others may be invited for consultation purposes.
- e) The Board Secretary records the minutes of the meeting and circulates them to the members of the committee for their comments and approval.

## **7.8 Quorum**

- a) Quorum is half plus one of the voting committee members present in person or by telephone or other telecommunications device that permits all persons participation in the meeting to speak and hear one another.

## **7.9 Decisions**

- a) All attempts shall be made to decide matters using a consensus approach. If consensus cannot be achieved, matters may be decided by the Committee by a majority vote of those present and eligible to vote. All members of Committees appointed by the Board shall be entitled as Board appointees or representatives to move, second and vote on resolutions at meetings of Committees to which they have been named.
- b) Any Committee is empowered to retain outside advice at the expense of the University where it deems that such advice is necessary and desirable for the effective performance of its responsibilities.

### **7.10 Reports**

- a) The University's Secretary to the Board provides the committee's meeting minutes to the Board at the next regular Board meeting.
- b) The Chair of the committee (or a designate) provides an oral report on the outcomes of the committee meeting at the next regular meeting of the Board.
- c) An outline of material proceedings and deliberations addressed by the Committee, and all recommendations, decisions and directives of the Committee shall be recorded by the Secretary in the minutes of the meeting.
- d) A draft copy of the minutes of such meeting, approved by the Committee Chair, shall be circulated to the Committee prior to the next Committee meeting where practicable, for approval by the Committee. A Committee member may request that the minutes be revised to include specific deliberations. Following approval of the minutes of the meeting by the Committee as a whole, if substantive revisions have been made to the draft minutes, the minutes approved by the Committee shall be re-circulated to the Committee.
- e) Draft minutes shall be circulated to the Board prior to the next regular Board meeting.

### **7.11 Work Plan and Terms of Reference**

- a) Each Committee is responsible for developing an annual work plan and for bringing this work plan to the Board for approval.
- b) Each Committee should regularly review its own terms of reference, and recommend changes as required.

### **7.12 Procedures**

- a) The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.
- b) The Committee shall assist with deliberations required for the fulfilment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in an advisory capacity only, recommending decisions to the Board for approval.
- c) No member of the Committee shall be an employee of the University or any of the University's affiliates.
- d) Any member shall cease to be a member of the committee upon ceasing to be a Governor.
- e) Any Governor may attend a committee meeting as a non-voting member, after advising the Chair of his/her attendance.
- f) The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and may hold in camera sessions.

### **7.13 Confidentiality**

- a) All deliberations of the Committee, and all records, material and information pertaining to the University obtained by a member of the Committee shall be considered confidential.

Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

## **Terms of Reference for Board and Standing Committees**

Appendix A - Board of Governors

Appendix B - Governance & Human Resources Committee

Appendix C - Audit, Finance and Risk Committee

## Appendix A

### Board of Governors Terms of Reference

#### Authority

The First Nations University of Canada Board of Governors is established under the authority of *An Act Respecting the First Nations University of Canada*.

#### Mandate

The Board of Governors' responsibilities are outlined in *An Act Respecting the First Nations University of Canada, Part III*.

#### Composition

The composition of the Board is outlined in *An Act Respecting The First Nations University of Canada, Part IV*.

#### Resource People

- President of the First Nations University of Canada
- Vice President of Finance and Administration
- Secretary to the Board
- Vice President Academic
- Vice President University Relations
- Associate Dean's
- Other Directors as may be appointed from time to time by the President

#### Term of Office

- Each Board member is appointed for a three-year term and may be re-appointed for one more three-year term. (A Board member may serve no more than two consecutive three-year terms.)
- Elder advisors and faculty and student observers to the Board are appointed for three-year terms.

#### Duties

The Board, through its standing committees:

- a) Recruits Board members {FNUniv Act, Articles 22 to 31}; {FNUniv Regulations #4.15 (b)}

- (c) (d)); {Governance and Human Resources Committee Terms of Reference};
- b) Elects the Chair and Vice-Chair of the Board {FNUniv Act, Article 15}; {FNUniv Regulations #6.1(1), #6.2(a)}; {Governance and Human Resources Committee Terms of Reference};
- c) Determines Board member committee assignments and committee chair assignments {FNUniv Regulations #7.5 (e) (f)}; {Governance and Human Resources Committee Terms of Reference};
- d) Orientates and develops Board members {Governance and Human Resources Committee Terms of Reference}; {New Board Member Orientation Policy}; {FNUniv Regulations #3.1}
- e) Develops terms of reference for the Board and Board committees {FNUniv Regulations #4.6}; {Governance and Human Resources Committee Terms of Reference};
- f) Prepares work plans for the Board committees {Terms of References};
- g) Evaluates the performance of the Board, Board Chair, Board members, and committees {Governance and Human Resources Committee Terms of Reference}; {FNUniv Regulations #6.1(2), #7.5(e)}
- h) Establishes and manages Board policy and protocols {Governance and Human Resources Committee Terms of Reference}; {FNUniv Act Articles 13(k)(l)}; {FNUniv Regulations #3.1}
- i) Oversees the recruitment, nomination, appointment, duties, tenure, and compensation of the President and the evaluation of the President's performance. {FNUniv Act, Articles 9 to 12}; {Governance and Human Resources Committee Terms of Reference};
- j) Ensures the University complies with legislative and regulatory agencies {Terms of References}
- k) Reviews, evaluates, revises, and/or monitors:
  - o An Act Respecting the First Nations University of Canada {Governance & Human Resources Committee Terms of Reference};
  - o The University's strategic plan {Governance and Human Resources Committee Terms of Reference};
  - o Assets/real property {FNUniv Regulations #2.1(f)};
  - o Federation or partnership agreements, MOUs, and protocols {FNUniv Regulations #2.1(d)}; {Terms of References};
  - o Major public disclosures regarding the Board {Governance & Human Resources Committee Terms of Reference};
  - o Annual Budget and Operations Forecast {Signing Authorities Policy}; {Audit, Finance and Risk Committee Terms of Reference}; {FNUniv Regulations #2.1(k)};
  - o Research contracts {Signing Authorities Policy};
  - o Project contracts {Procurement Policy}; {Audit, Finance and Risk Committee Terms of Reference};
  - o Expense reports for the Board and University executives {Audit, Finance and Risk Committee Terms of Reference};
  - o The Post-Secondary Partnership Program (PSPP) Application {Audit, Finance and Risk Committee Terms of Reference};

- Nominations for appointment of the external auditor {Audit, Finance and Risk Committee Terms of Reference};
- Performance of the external auditor {Audit, Finance and Risk Committee Terms of Reference}; {FNUniv Regulations #2.1(g)};
- Financial reports and audited financial statements {Audit, Finance and Risk Committee Terms of Reference};
- Collective agreements {Governance and Human Resources Committee Terms of Reference};
- Framework governing staff benefits {Governance and Human Resources Committee Terms of Reference};
- Governance and performance of staff pension plans { Audit, Finance and Risk Committee Terms of Reference};
- Plans for recruiting administrative and support staff and/or changing administrative and support staff levels {Governance and Human Resources Committee Terms of Reference};
- Contracts for service and matters relating to academic staff {Audit, Finance and Risk Committee Terms of Reference};
- President’s recommendations on compensation for out-of-scope employees {Governance and Human Resources Committee Terms of Reference};
- Framework governing remuneration, retirement, and superannuation of the President and senior administrators {Governance and Human Resources Committee Terms of Reference}; and
- University governance policy (signing authorities, locus of policy decision-making, financial oversight, environmental protection, health and safety, insurance, disaster response and recovery, business continuity, liability protection, ethical conduct, compensation and benefits) {FNUniv Act}; {Terms of References}.

## Meetings and Quorum

- The Board meets a minimum of 4 times per year, normally during every quarter.
- The Chair of the Board or the Board Secretary, at the request of the President after consultation with the Chair, may call a meeting.
- A quorum of the Board is 50 percent plus one of the voting members.

## Reporting Requirements

The Board reports to:

- The Education and Training Commission of the Federation of Sovereign Indigenous Nations and/or Federation of Saskatchewan Indian Nations Executive Council {FNUniv Act, Article 13(e) and FNUniv Regulations #2.2(e)} as required.



- The Chiefs-in-Assembly {FNUniv Act, Article 13(f) and FNUniv Regulations #2.2(f)} at every scheduled Chiefs-in-Assembly meeting (*normally* twice per year).
- Its major stakeholders (i.e. Federation of Sovereign Indigenous Nations, Province of Saskatchewan, Federal Government) through the publication of its approved financial statements and annual report, *normally* published in September.
- Other stakeholders (i.e. University of Regina) as required.

## Appendix B

### Governance and Human Resources Committee Terms of Reference

#### Authority

The Board of Governors of the First Nations University of Canada created the Governance and Human Resources Committee under the authority of the *First Nations University of Canada Act*.

#### Mandate

The Governance and Human Resources Committee:

- a) provides oversight and makes recommendations to the Board on all matters regarding management and administration of the University's employees.
- b) ensures the Board meets its oversight role for ensuring the University's compliance with all related statutes, regulations, guidelines, and collective agreements governing human resources and occupational and environmental health and safety.
- c) facilitates, on behalf of the Board, all matters regarding recruitment of the President and ongoing management of the President's annual performance and compensation review.
- d) leading, directing, and improving the University's Board governance structures, standards, processes, and tools.
- e) facilitating an annual Board evaluation and reporting the results to the Board.
- f) facilitating and advising the Board on Board appointments and re-appointments.
- g) facilitating an annual process to determine Board member committee assignments and committee chair assignments.
- h) facilitating the process for the Board to select a Chair and Vice-Chair (bi-annually).
- i) establishing any institutions, corporate entities, working groups, or committees to assist the Board in undertaking its authority and responsibilities.
- j) overseeing development and implementation of the University's strategic plan (including receiving progress reports from management).
- k) overseeing development and implementation of the University's internal and external communication strategies.
- l) overseeing development and implementation of governance policies for the University.
- m) overseeing development of the annual report

#### Composition

- a) Four (4) members of the Board (minimum)
- b) The Vice-Chair of the Board of Governors will act in the role of Chair of the Governance and Human Resources Committee.

- c) Chair of the Board (ex-officio, non-voting member)

## Resource People

The First Nations University of Canada:

- a) President
- b) Vice President of Finance and Administration
- c) Secretary to the Board
- d) Vice President Academic
- e) Vice President University Relations
- f) Associate Dean's
- g) Human Resources Manager

## Term of Office

- a) Two years

## Duties

### 1. Committee Management

- a) Annually — review and recommend for Board approval a work plan that ensures the committee's duties and responsibilities are scheduled and achieved.
- b) After each committee meeting — report committee information and make recommendations as appropriate to the Board.
- c) As required — address any other matter properly referred to the committee by the Board.

### 2. Health and Safety

- a) As required — oversee the University's compliance with all related statutes, regulations, guidelines and agreements governing human resources, environmental protection, and the health and safety of the University community.
- b) As required — oversee development and implementation of policies and processes that ensure the University's compliance with occupation and environmental health and safety legislation, relevant regulations, standards and codes of practice.

### 3. Employee Compensation and Benefits

- a) As required — monitor, evaluate, and make recommendations to the Board on policies and strategic matters related to the University's human resources and personnel issues (including recruitment, retention, conditions of employment, professional development, diversity, harassment, discrimination, conflict resolution, and on matters of compensation for out-of-scope employees that include salaries, overtime, leaves, vacations, paid holidays, moving expenses, and working conditions).
- b) As required — review and recommend collective agreements for Board approval (includes

reviewing and recommending the general economic parameters that will inform collective

bargaining and reporting to the Board progress against these parameters during bargaining).

- c) As required — assess the framework governing staff benefit plans.
- d) Annually — receive for information anticipated recruitment and/or changes in the staffing levels for the University (with budget approval).
- e) Annually — review the University’s succession plans for senior administrators.
- f) As required — recommend the compensation for out-of-scope employees for Board approval.

#### 4. President Selection, Evaluation, Compensation, Benefits and Pension

- a) As required — oversee the selection of the President according to *An Act Respecting the First Nations University of Canada*.
- b) As required — working closely with the Chair of the Board, negotiate and recommend a contract to engage the President for Board approval.
- c) Annually - review the President’s annual objectives and recommend for Board approval.
- d) Annually — working closely with the Chair of the Board, facilitate the Board’s annual review of the performance and compensation of the President.
- e) As required — review and recommend the frameworks and policies that will be used for the President’s annual review of performance and compensation for Board approval.

#### 5. University Strategy

- a) Every five years — oversee, participate in development of, and recommend the University’s strategic plan for Board approval.
- b) Annually — review and report to the Board the University’s progress towards accomplishing the strategic plan through an approved performance measurement framework.
- c) As required — review and recommend to the Board management’s recommendations to enter into federation or partnership agreements, memoranda of understanding, or protocols with other educational entities.
- d) Annually – review and recommend to the Board for approval the Annual Report

#### 6. University Governance

- a) As required — review First Nations University of Canada policies and procedures. Recommend any amendments for Board approval.
- b) As required — review the Board Terms of Reference and recommend any amendments to the Board. Ensure all committees of the Board review their terms of reference and recommend any amendments to the Board.
- c) Annually — coordinate the formal annual evaluation of the Board, Board Chair, Board members and committees. Report as required to the Board.
- d) As required — ensure the appropriate orientation, training, and education are made available

to Board members.

- e) As required — with the Chair of the Board and the President of FNuniv, review and respond to any relevant legislation, report, position paper, or other developments on the subject of corporate governance generally and the duties and responsibilities of board members in particular.
- f) As required — review and report to the Board on conflict of interest matters involving the President and senior executives.
- g) As required — review and recommend for Board approval major public disclosures on corporate governance and Board member profiles, qualifications, attendance, and code of conduct compliance.

## 7. Board Nominations

- a) As required — provide a list of qualified candidates to the Board to recommend to the Selection Committee appointed by the FSIN Education and Training Commission.
- b) As required — manage the process for the appointment of the Chair and Vice-Chair of the Board.
- c) As required — review and recommend to the Board candidates for committee membership and committee chairs.
- d) As required — review and make recommendations to the Board on the size, composition, and structure of the Board committees.

## Meetings and Quorum

- a) The Governance and Human Resources Committee meets at least four times a year.
- b) The Chair of the Governance and Human Resources Committee or the Chair of Board may call a meeting.
- c) Quorum is half plus one of the voting committee members.
- d) The University's Secretary to the Board records the minutes of the meeting and circulates them to the members of the committee for their comments and approval.

## Reporting Requirements

- a) The University's Secretary to the Board sends the committee's meeting minutes to the Board before the next regular Board meeting.
- b) The Chair of the Governance and Human Resources Committee (or a designate) provides an oral or written report on the outcomes of the committee meeting at the next regular meeting of the Board.

## Appendix C

### Audit, Finance and Risk Committee Terms of Reference

#### Authority

The Board of Governors of the First Nations University of Canada created the Finance, Audit and Risk Committee under the authority of the *First Nations University of Canada Act*.

#### Mandate

The Board's Audit, Finance and Risk Committee provides oversight and makes recommendations regarding the University's:

- a) internal control and risk management systems,
- b) external audit process,
- c) annual financial audited statements and annual report,
- d) operations forecast submissions to the provincial government,
- e) PSPP submissions to the federal government,
- f) annual budget,
- g) quarterly financial statements for First Nations University of Canada,
- h) quarterly financial statements of the Board of Governor's expenses,
- i) compliance with legal, statutory, and regulatory requirements,
- j) long-range physical asset planning (including asset preservation and renewal),
- k) major capital projects,
- l) facilities-related policies and procedures,
- m) operations and maintenance,
- n) scholarships and endowments, and
- o) contract services.
- p) reviewing federation or partnership agreements, memoranda of understanding, and protocols with other educational entities,

#### Composition

- a) Three members of the Board (minimum)
- b) Chair of the Board (ex-officio, non-voting member)

#### Resource People

The First Nations University of Canada:

- a) President

- b) Vice President of Finance and Administration
- c) Secretary to the Board
- d) Vice President Academic
- e) Vice President University Relations
- f) Associate Dean's
- g) Director of Finance

## Term of Office

- a) Two years

## Duties

### 1. Committee Management

- a) Annually — prepare and submit for Board approval a work plan that ensures the committee's duties and responsibilities are scheduled and achieved.
- b) After each committee meeting — report committee work and make recommendations as appropriate to the Board.
- c) As required — meet separately with external auditors or independent advisors on audit, finance, and risk matters.
- d) As required — address any other matter properly referred to the committee by the Board.

### External Auditors

The external auditors report directly to the Audit, Finance and Risk Committee.

- a) Annually - review and recommend for Board approval management's nominations for the appointment of the external auditors.
- b) Annually — review the terms of the external auditors' engagement and the audit plan (including the assurance of independence, a different lead auditor at least every five years, and the appropriateness and reasonableness of the proposed audit fees and any unpaid fees).
- c) Annually — review engagements for significant, unbudgeted, non-audit services to be provided by consultants (including auditors engaged as consultants). Consider the potential impact of such services on the independence of the auditors.
- d) Annually — receive and review the draft annual audited financial statements, the contents of management letters and other reports from the auditor, and any other reports of management that accompanies published financial statements and report on these matters to the Board. Upon Board approval, ensure these documents are submitted to the FSIN Education and Training Commission and the FSIN Legislative Assembly.
- e) As required — facilitate a positive working relationship between management and the auditors. Review any problems experienced by the auditors when they perform an audit



(including any restrictions imposed by University management or significant accounting issues where there was a disagreement with University management). Oversee the resolution

of disagreements between University management and the auditors.

- f) Annually — review and recommend for Board approval the annual audited financial statements of the University.
- g) As required — meet in camera with the auditor for a part of any meeting where audited financial statements and reports from the auditor are considered.

## 2. Financial Oversight

- a) As required — ensure significant accounting and financial reporting changes (including those suggested by professional and regulatory bodies) are adopted as required into the University's accounting and financial reporting policies and procedures.
- b) Annually — review and recommend for Board approval management's recommendations for the University's annual Operations Forecast submission to the provincial government.
- c) Annually — review and recommend for Board approval management's recommendations for the University's annual PSPP application to the federal government.
- d) Annually — review and recommend for Board approval management's recommendations for the University's annual budget, as well as any material changes to the approved budget.
- e) As required — review the expense report summaries of University officers and executives.
- f) As required — with University management and the auditor when necessary, review significant financial reporting issues that arise during the fiscal period (including the method by which the issues were resolved).
- g) Annually — oversee and monitor the post-audit or management letter containing the auditor's recommendations and University management's response.
- h) As required — establish and maintain procedures for the receipt, retention, and treatment of University employees' confidential, anonymous submissions regarding questionable accounting or auditing matters.
- i) As required — review and approve all material related-party transactions.
- j) Quarterly — receive and review quarterly financial reports.
- k) Annually — ensure University management has secured property and liability insurance coverage. Report insurance coverage to the Board.
- l) Annually — determine the maximum amount to be spent annually from endowment accounts and review report on awards and scholarships.
- m) Quarterly — receive and review contract services.

## 3. Risk Management Oversight

Annually, with University management:

- a) Review the University's method of reviewing and identifying major risks in the University's

businesses, facilities and strategic directions, including the University's risk management and evaluation process (evaluations and guidelines relating to environment, health and safety matters). When necessary, consult with and review the recommendations of the Occupational Health and Safety Committee.

- b) Review the University's strategies and practices for assessing, managing, preventing and mitigating risks (including transfer of risk, insurance coverage and financing strategies).
- c) Review the University's annual insurance report (including the risk retention philosophy and resulting uninsured exposure).
- d) Review the University's loss prevention policies, risk management programs, disaster response and recovery programs, business continuity plan, and corporate liability protection programs all members of the Board.
- e) As required, recommend to the Board of Governors litigation action by FNUniv. Once litigation action is initiated, oversee the pending and ongoing litigation in order to assess potential settlement costs.
- f) Oversee governance of and receive quarterly reports on staff pension plans.
- g) As required — review and recommend to the Board management's recommendations to enter into federation or partnership agreements, memoranda of understanding, or protocols with other educational entities.

## Meetings and Quorum

- a) The Finance, Audit and Risk Committee meets at least four times a year.
- b) The Chair of the Finance, Audit and Risk Committee or the Chair of Board may call a meeting.
- c) Quorum is half plus one of the voting committee members.
- d) The University's Secretary to the Board records the minutes of the meeting and circulates them to the members of the committee for their comments and approval.

## Reporting Requirements

- a) The University's Secretary to the Board provides the committee's meeting minutes to the Board at the next regular Board meeting.
- b) The Chair of the Audit, Finance and Risk Committee (or a designate) provides an oral report on the outcomes of the committee meeting at the next regular meeting of the Board