

UNIVERSITY CANADA WEST BOARD MANUAL

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Whereas the President reports to and is accountable to the Board, in operational terms, the Board and President create a two-way relationship that is trusting, empowering and safe. The Board and President become a leadership team with formally separate and different duties. The President trusts the Board to set policies that create value for the people the organization serves. In turn, the Board trusts the President to execute its policies in effective, efficient,

prudent and ethical ways.

SECTION 1: UNIVERSITY MISSION AND GOALS

POLICY 1.0 Relationship of UCW Board of Governors to Learning Wise Inc. Board of Directors

Statement of relationship of UCW Board to LearningWise Board of Directors and thereby to Global University Systems.

POLICY 1.1 Vision, Mission and Goals

1.1.1 Vision

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

1.1.2 Mission

University Canada West is a business-oriented, teaching-intensive university. We deliver programs that provide students with the applied and theoretical basis for success in the workplace and future academic endeavors.

1.1.3 Goals

- To foster a diverse and challenging learning environment focused on practical application of knowledge and building competencies for scholarship, leadership, and responsible citizenship in a global context;
- To be a relevant, accessible, and innovative contemporary Canadian university.
- To offer career focused courses to transform students into leadership ready graduates;
- To offer flexibility to make education more accessible to those eager to progress both academically and professionally;
- To provide exceptional service and support to students whether they study with us online or on campus;
- To be a highly desirable place of employment.

POLICY 1.2 Core Values

Service Values

- *Student Centricity*: UCW focuses its services on meeting the needs of its students and, through their success, of society at large.
- *Respect*: UCW respects and values the individual characteristics of its students and embraces their diverse needs. UCW treats its students with respect and dignity.
- *Academic Excellence*: UCW continuously strives to enhance its Board's and its employees' professional competence to maintain academic excellence.
- *Collaboration*: UCW collaborates with other education providers, government regulators and agencies, academic accreditation and professional associations and

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

- *Academic Freedom:* UCW upholds the ability all persons associated with it to state and defend their views as reflected in the university tradition of freedom of speech.

Organizational Values

- *Working Environment:* UCW will implement its Board's policies in a collegial, trusting and mutually supportive environment.
- *Participation and Inclusion:* UCW considers leadership to be a shared responsibility and uses participatory decision-making processes as a norm.
- *Principle Based Decision Making:* UCW will base its decisions on principles derived from its Board policies.
- *Personnel Development and Well-being:* UCW values its personnel and endeavours to support their personal and professional development.
- *Innovation:* UCW will continually develop policies, practices, products and services which better serve its mission, vision and values.
- *Accountability:* All UCW Board members and university personnel will accept personal accountability in all areas and activities for which they have responsibility.

POLICY 1.3: Results

Graduates Results

- 1.3.1. Graduates' lives will be transformed by their UCW experiences.
- 1.3.2. Graduates will quickly find career building jobs related to their credentials.
- 1.3.3. Graduates will be accepted by, and succeed in, their chosen graduate schools.

Possible metrics/evidence:

- Meaningful jobs related to UCW credentials
- Student success in ongoing further education
- Successful careers
- Successful immigration applications for int'l graduates
- Academic publications
- Citizen leaders
- Volunteer worker leaders
- Philanthropists with the capacity and inclination to give
- Entrepreneur and innovation awards

Societal Results

- 1.3.4. Through its international student body and forward thinking programming and activities UCW graduates will contribute to
 - An innovative and progressive workforce, locally and internationally.

- More commerce between Canada and other nations
- New entrepreneurial ventures creating new employment opportunities
- Positive community development through leadership and volunteerism
- New benchmarks for university excellence

1.3.5. Employers in Canada and abroad will benefit from hiring graduates from UCW with

- Essential knowledge and practical applications in their chosen field
- Ability to interact with respect and understanding across cultures
- Creative, forward thinking and innovative problem solving skills
- The desire to contribute to their communities as leaders and volunteers
- An entrepreneurial orientation
- Capacity to contribute and lead in a team environment
- Confidence, enthusiasm and a strong work ethic
- Essential Skill attributes (as identified by Business Council of BC, Conference Board of Canada, and other organizations)

Global University Systems Results

1.3.6. GUS will actualize its mission

1.3.7. GUS will realize its expected return on investment from UCW

1.3.8. GUS's corporate reputation and sustainability will be enhanced

Possible metrics/evidence:

- Valued Client for GUS Marketing Division
- R&D lab for new concepts and products
- Idea generation
- Vertical & horizontal resource leverage (e.g., Korean ed commons initiative)

University Canada West Results

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

1.3.10. UCW will be recognized in Canada and abroad for high quality academic programs.

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

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

Possible metrics/evidence:

- Successful degree application and reviews
- Program elements adopted by other universities – public, not-for-profit, and profit
- Government, regulator and agency respect

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- High enrollment rates
- Satisfactory responses to initiatives, queries and concerns
- Pool of professionals to sit on public bodies
- Positive impact on public standards
- Successful transfers (both in and out)
- Success in graduate schools
- Int'l students Visa acceptance
- Int'l students' successful immigration applications
- Ease of attracting visiting scholars, leaders and employers
- UCW employees sought after as members of public bodies
- High employee retention
- High employee engagement in professional development

SECTION 2: GOVERNANCE POLICIES

POLICY 2.1: Board Membership

The UCW Board will normally be between seven to twelve members in size.

The Board will be comprised of two GUS nominees, the University's President, and at least four external (to GUS and UCW) academic, business and community leaders. The majority of Board members will be external members. The composition of the Board will be diverse with respect to gender, age, professional background and ethnicity.

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

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

POLICY 2.2: Governance Commitment

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

POLICY 2.3: Governing Practice

The UCW Board will govern lawfully, in a manner that reflects the University's core values:

2.3.1. General Board Governance Principles

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

2.3.1.2. The Board will direct, control and inspire the University's performance through the careful establishment of broadly written policies reflecting the Board's values and perspectives. The Board will clearly distinguish its own role from the role of its President. It will delegate the operational and administrative means of implementing its policies to its President.

2.3.1.3. The Board's role is to provide strategic leadership to the University.

2.3.1.4. The President will consult with the Board regarding vice-presidential appointments within UCW.

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

2.3.1.6. The Board will nominate new external Board members as needed and they will be appointed by unanimous consent of the Board.

2.3.1.7 At least fifty percent (50%) of the external members of the Board must be Canadian citizens or permanent residents of Canada.

2.3.1.8. New Board members will receive an orientation to UCW and the Board's role within 30 days of their appointment. The Board Chair and the University's President will be responsible for coordinating new Board member orientation. The Board will assign a current Board Member as a mentor to the new Board Member for one year.

2.3.1.9. The Board will continually develop its own capacity to govern with excellence. It will require its members to prepare for, attend and participate in its meetings.

2.3.1.10. All Meetings of the Board will be conducted according to the University's Bylaws and the most current edition of Robert's Rules of Order. Fifty percent plus one of the voting members of the Board, including one member from GUS, will constitute a quorum for the transaction of the business of the Board.

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

2.3.2. Board Practices for InCamera Sessions

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

2.3.2.2. The President will be present at all InCamera Sessions unless the InCamera session directly pertains to the President such as (but not limited to) the following:

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

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

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

2.3.2.4. In the interests of transparency and sound human relations, inCamera meetings will be used sparingly and only when matters require confidentiality such as (but not limited to)

the following:

- A. Matters related to civil or criminal proceedings, whether or not such proceedings are in progress or being contemplated.
- B. Human Resource matters pertaining to the compensation or benefits of personnel or the terms of employment of the President.
- C. Personal health information related to an individual.
- D. Reports about financial situations that may have material effects on the University's well being.
- E. Concerns about behaviour (of a Board member, the President or the President's personnel) of an unethical or unlawful nature.
- F. Financial, contractual, and other matters for which a decision must be made in which premature disclosure would be prejudicial to one of the parties concerned.
- G. The security, acquisition, sale, lease or exchange of property;
- H. Discussions about relationships or transactions with other entities or persons where the information under discussion may compromise the relationship of the University with them or the University's relationships with its stakeholders.
- I. Information that would reveal trade secrets or other protected information of a commercial, financial, labour relations, scientific or technical nature belonging to an individual or company.
- J. Information that is subject to solicitor/client privilege.

2.3.2.5. InCamera meeting proceedings will take place as follows:

- A. The Board will require a resolution to move into and arise from an inCamera session. Any Board member may move such a resolution.
- B. A separate agenda for scheduled inCamera sessions will be prepared and its circulation will be restricted to the participants of the inCamera session. The first item of business at the inCamera meeting will be to approve this agenda. The inCamera discussion will be restricted to items on this approved agenda. Any Board member may ask the Board Chair to schedule an InCamera Session, but the Board Chair is authorized to decide whether or not to grant the request for an inCamera Session. The Board Chair is also authorized to decide what, if any, material will be provided to the Board in advance of an inCamera session.
- C. When the Board moves to move into an unscheduled inCamera meeting, the first item of business will be to approve an agenda for the unscheduled meeting. The inCamera discussion will be restricted to items on this approved agenda.

D. When an inCamera agenda item relates to concerns about the behaviour of a Board member or the President, the person whose behaviour is being discussed will be present to hear the concerns and respond to them. Only then may the person whose behaviour is being discussed be asked to leave the room. In extraordinary situations, such as when a person's knowledge of the Board's concern may compromise a Board investigation, the Board Chair may permit the Board to discuss a concern without the person of interest's knowledge. The Board Chair must take great care to ensure that such a person is informed of a concern, and given an opportunity to respond to it as early as possible.

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

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

POLICY 2.4: Board Duties

Accordingly, the Board's specific duties are to:

2.4.1. Create the link between the University's owners and the University's operational organization. The Board's job is 1) to define what value adding benefits it wishes to provide, to whom, at what cost and risk, 2) to delegate the provision of those benefits to its President, 3) to monitor the President's progress in providing those benefits. To this end the Board will assess with information provided by the President the needs of the people and entities the University serves. In response to these needs, the Board will develop policies that identify the outcomes UCW will produce to address those needs.

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

2.4.3. Appoint, orient and ensure the ongoing satisfactory performance of the President by monitoring the President's performance.

POLICY 2.5 Agenda Planning

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

2.5.1. The Board will typically meet quarterly. A meeting agenda and all materials related to that agenda must be distributed Board members at least one full week in advance of any Board meeting. Any Board member wishing to place an item on an agenda must inform the Board Chair and provide the Board Chair with any related materials in time to meet this one week prior

distribution requirement. In the event of a time critical emergency, the Board Chair is authorized to waive this requirement.

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

POLICY 2.6: Board Chair's Role

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

Accordingly, the Board Chair will ensure that:

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

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

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

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

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

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

2.6.1.7. The Board Chair shall be elected from the external members by the voting members of the Board for a two (2) year term. Each Chair will serve for a maximum of six (6) years. If a Chair does not complete his or her full two (2) year term, a replacement Chair shall be elected for the balance of the departing Chair's term."

Policy 2.7: Other Board Officers' Roles

2.7.1. *Board Vice Chair:*

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

2.7.2. *Board Secretary* is exofficio and is responsible for the following:

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

- 2.7.2.2. Ensure reports of all Board committees are provided to the Board.
- 2.7.2.3. Give all required notices to Board members.
- 2.7.2.4. Act as the custodian of all books, papers, records, correspondence and other documents belonging to the Board.
- 2.7.2.5. Ensure that access to a Board document is restricted to persons or organizations authorized to have access to the document by a resolution of the Board.
- 2.7.2.6. Ensure that a copy of the Annual Report of the University and all other required documents are filed with the Registrar of Companies.
- 2.7.2.7. Ensure that Board Directors' and Officers' liability insurance policies are maintained.

POLICY 2.8 Board Members' Individual Responsibilities

Board members will, to the best of their ability:

- 2.8.1. Keep generally informed of the University's activities.
- 2.8.2. Demonstrate due diligence in preparation for Board meetings and other events of the University, giving adequate time to consideration of circulated material.
- 2.8.3. Attend meetings of the Board regularly and serve on committees of the Board.
- 2.8.4. Exercise, in the performance of their duties, the degree of care, diligence and skill required of a Board Member pursuant to the laws under which the University is constituted.
- 2.8.5. Scrupulously protect confidential information.
- 2.8.6. Work professionally with, and show respect for, other board members and the President, regardless of differences of opinion.
- 2.8.7. Comply with the letter and spirit of all policies approved by the Board.
- 2.8.8. Support the legitimacy and authority of the final determination of the Board on any matter, regardless of their personal positions on the issue.
- 2.8.9. Officially represent UCW through attendance and participation at designated events.

POLICY 2.9 Board Members' Code of Conduct

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

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

2.9.2. Board members must declare any possible conflicts of interest, whether real or perceived.

2.9.3. Conflict of Interest Defined

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

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

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

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

2.9.4. Procedure When Conflict Arises

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

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

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

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

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

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

2.9.4.7. Notwithstanding any of the above, a person who leaves the meeting for conflict of

interest reasons may be recalled by the Chair to answer questions of fact when his or her knowledge of the matter will assist the Board or Committee.

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

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

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

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

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

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

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

POLICY 2.10 Protection of Confidential Information

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

POLICY 2.11 Board Committee Principles

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

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

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

2.11.1. Board committee Chairs and members will be appointed by the Board Chair, after consultation with the Board, and ratification by the Board.

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

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

2.11.4. Policy 2.11 applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether or not the group includes Board members. Such groups may be created by the Board to respond to specific issues. It does not apply to committees formed under the authority of the President.

POLICY 2.12 Board Committees

A committee is a Board committee only if its existence and charge come from the Board. The only Board committees are those which are set forth in this policy. The voluntary presence of a Board member on a University committee commissioned by the President does not give that University committee a relationship with the Board.

2.12.1 Audit, Finance, and Compensation Committee

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

2.12.1.1 It will review and provide recommendations to the Board regarding annual budgets developed by Administration including recommendations with respect to tuition and other fees.

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

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

2.12.1.4. It will review and make recommendations to the Board regarding the approved authorized signing officers in respect of all banking and make recommendations to the Board in respect of banking services.

2.12.1.5. It will review the investment management activities of the University.

2.12.1.6. It will determine whether appropriate accounting principles and standards are being applied, review compliance with applicable tax requirements, and review and make

recommendations to the Board regarding policy issues relating to operating budgets and capital expenditures.

2.12.1.7. It will review and make recommendations to the Board in respect of all proposed transactions of the Company.

2.12.1.8. It will review all contracts and compensation of Company's executive officers and other contracts and compensation that require Board approval, and make recommendations to the board regarding board compensation.

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

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

2.12.1.12. Three members of the Audit, Finance, and Compensation committee shall constitute a quorum.

2.12.2: Governance and Policy Committee

The Governance and Policy Committee shall fulfill governance and policy responsibilities over the academic affairs of the company:

2.12.2.1. A Board member will sit as a non-voting member of Academic Council and report to the Board in respect thereof.

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

2.12.2.3. The President will be a member of the Governance and Policy Committee and provide recommendations. He will recommend to the board proposed credit programs, substantive program changes, and the termination of existing credit programs including evidence they are consistent with the mission and goals of UCW, and an accurate description of the financial and other resources that would be required.

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

2.12.3. Planning and Development Committee

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

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

2.12.3.2. It will develop processes for managing the affairs of UCW and make recommendations to the Board in respect thereof.

2.12.3.4. In consultation with the President, it will make recommendations on the priorities and resource allocations for new and continuing academic and nonacademic affairs of the Company.

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

2.12.4. Ad Hoc Committees

The Board may create ad hoc committees for specific purposes and time periods. An ad hoc committee will cease to exist as soon as its task is completed. E.g. Nominating Committee? It will review and make recommendations to the Board regarding the skills and experience of the board members, and identify and recommend to the Board candidates for the board.

POLICY 2.13 Board & President Relationships

2.13.1. All policies which instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method with adequate notice to the President

2.13.2. The Board's sole official connection to the University, its personnel, achievements, operations and conduct will be through the President.

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

2.13.4. It is the duty of the President and of every Board member to bring notice of any deviations from this policy to the attention of the Board Chair.

2.13.5. The President shall advise the Board if, in the President's opinion, the Board is not in compliance with BC governance policies, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board, the President, and the government.

Policy 2.14 Accountability and Professional Development of the President

2.14.1. The Board will view the President performance as identical to UCW's performance. The President's performance will be considered successful when the Board approves UCW's progress toward the Board's Outcomes. The Board will carry out an annual President Performance Review to inform and advise the President.

2.14.2. The President's annual objectives will be set with reference to the Board's Outcomes.

2.14.3. The President's annual appraisal will have two parts,

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

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

POLICY 2.15 Delegation to the President

2.15.1. The Board will instruct the President through written policies that prescribe the operational results to be achieved and describe operational parameters within which the President must operate). These parameters define situations and conditions that the President must either create or avoid. The Board empowers the President to use any reasonable operational interpretation of its policies.

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

POLICY 2.16 Monitoring President Performance

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

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

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

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

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

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

2.16.3. In every case, the Board will evaluate:

2.16.3.1. The reasonableness of the President's operational interpretation.

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

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

POLICY 2.17 President's Compensation & Benefits

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

ADDENDUM: EXECUTIVE PARAMETERS

POLICY 3.1: General Executive Parameter

POLICY 3.2: Duty of President: The President must ensure that all operational practices, activities, decisions, and organizational circumstances are lawful, prudent and in compliance with commonly accepted business practices and professional ethics, and in particular, with those of the Canadian university community.

POLICY 3.3: Treatment of Students, Clients and External Entities

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

3.3.1. Elicit only information for which there is a clear necessity on the University's application and data collection forms.

3.3.2. Use only methods of collecting, reviewing, transmitting, or storing student, client and external entity information that protect against improper access to that information.

3.3.3. Provide for ease of use, appropriate accessibility and privacy in services & facilities.

3.3.4. Establish, with students, clients and external entities, a clear understanding of what may be expected and what may not be expected from services offered.

3.3.5. Inform students, clients and external entities of this policy and provide a way for persons who believe they have not been accorded reasonable protection under this policy to be heard.

POLICY 3.4: Treatment of University Personnel

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

3.4.1. Operate with written personnel rules which: (a) clarify rules for its personnel, (b) provide for internally complete and effective handling of complaints, and (c) protect against wrongful conditions.

3.4.2. Ensure there is no retaliation against a member of the University who, using established processes, reports to management or to the Board acts or omissions by UCW personnel, management or the Board that the member believes, in good faith and based on credible information, constitutes a violation of law or a governing policy of the Board.

3.4.3. Promote diversity in the workplace. This will include (but is not restricted to) diversity with respect to ethnic origin, culture, gender, sexual orientation, age, skill sets and experience.

3.4.4. Promote job satisfaction for University personnel through

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

3.4.5. Acquaint University personnel with their protections under this policy.

POLICY 3.5: Personnel Compensation and Benefits

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

POLICY 3.6: Regulatory Compliance

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

POLICY 3.7: Financial Planning/Budgeting

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

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

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

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

POLICY 3.8: Financial Condition and Activities

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

POLICY 3.9: Asset Protection

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

3.9.1. Develop and maintain an organizational risk management policy.

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

The President must not:

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

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

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

POLICY 3.10: Environmental Protection

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

POLICY 3.11: Emergency President Succession

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

POLICY 3.12: Management Succession

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

POLICY 3.13: External Alliances

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

POLICY 3.14: Communication and Support to the Board

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

3.14.1. Submit monitoring data required by the Board (see Policy 3.5 Monitoring President Performance) in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.

3.14.2. Keep the Board current with a balanced view of the University's situation by keeping the Board informed of:

3.14.2.1. Both positive and negative occurrences internal to the University.

3.14.2.2. Relevant trends in the external environment.

3.14.2.3. Anticipated media coverage (both supportive and adverse).

3.14.2.4. Threatened or pending lawsuits.

3.14.2.5. Material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.

3.14.3. Report, in a timely manner, any actual or anticipated noncompliance with any policy of the Board.

3.14.4. Marshal for the Board as many internal and external points of view, issues and options as needed for fully informed Board choices.

3.14.5. Present information in a clear and concise manner.

3.14.6. Provide reasonable administrative support for official Board, Board officer or Board committee communications.

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