

# Governing Council

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## POLICY MANUAL



University College of the North



University College of the North

### CORE VALUES

- Justice
- Respect
- Generosity
- Excellence and Education
- Honesty and Integrity
- Privacy
- Stewardship

### SEVEN SACRED TEACHINGS

- Wisdom
- Respect
- Truth
- Humility
- Honesty
- Bravery
- Love

## MISSION STATEMENT

University College of the North serves Northern communities and people with education, training, teaching, learning and research, while being inclusive and respectful of diverse Indigenous and Northern values.

## VISION STATEMENT

Guided by the Seven Sacred Teachings, University College of the North is building better futures for a stronger North.

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# Governance and Accountability

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As outlined in the University College of the North Act, the University College of the North (UCN) is to serve the educational needs of Aboriginal and northern Manitobans; and to enhance the economic and social well-being of northern Manitoba.

The Governing Council has overall responsibility for UCN and may determine all matters of UCN policy except those specifically assigned to the Learning Council by the University College of the North Act.

The Learning Council is responsible for the academic policy of the university college. The Learning Council is to advise the Governing Council, and the Governing Council must seek advice from the Learning Council about the mission, vision, and values of UCN; policies on the qualifications of teaching staff; and the terms of an agreement to develop and deliver joint academic programs.

The Council of Elders is to promote an environment at UCN that respects and embraces Aboriginal and northern cultures and values. The Council of Elders is also to promote an understanding of the role of elders within UCN.

These three Councils are often referred to as the Tri-Councils. The Tri-Councils are committed to maintaining effective and positive relationships built on mutual support and participation. Each of the Tri-Councils have appointed members on the other two Councils.

## *University College of the North Act*

<https://www.ucn.ca/aboutucn/Documents/UCN%20Act.pdf>

*Governing Council – Section 10(1)*

*Learning Council – Section 14(1)*

*Council of Elders – Section 16(2)*

# Council Roles

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## Role of the Governing Council

The Governing Council (Council) is accountable to the Minister appointed by the Lieutenant Governor in Council for the organizational performance of UCN. Council works diligently to fulfill the duties in accordance with the University College of the North Act (UCN Act).

Council's core principles in governance demonstrate: accountability, responsibility, leadership, integrity, stewardship, and transparency.

Specifically, Council will:

- a) govern with a strategic perspective demonstrating commitment to the Seven Sacred Teachings: Truth, Wisdom, Honesty, Humility, Courage, Love and Respect;
- b) pursue the advancement of UCN and the communities of northern Manitoba;
- c) place the public interest over personal interest;
- d) provide leadership and oversight of UCN;
- e) ensure the unique needs of the institution as well as the needs of the people of northern Manitoba are addressed;
- f) set strategic direction for the institution;
- g) provide oversight of the financial and operational performance of the institution;
- h) provide open and transparent reporting of performance to maintain public trust and confidence;
- i) provide direction to the President;
- j) respect the responsibilities and authority delegated to the President who is responsible for the day to day operations of UCN and implementing the direction of Council;
- k) ensure that governance policies and processes comply with government standards and regulatory requirements;
- l) establish clear expectations to support effective management and operation of UCN.

## Role of Council Chair

In addition to the role as a Council member, the Chair has additional roles in ensuring the integrity of Council's decision making and in meeting its fiduciary and advisory responsibilities. The Chair ensures Council behaves consistently within its own policies and By-Laws and those imposed by the UCN Act and the minister.

Specifically, the Chair:

- a) is the official signatory and spokesperson representing the interests of Council;
- b) is the link between the Council, institution, President, Minister, and communities;
- c) ensures UCN's interests are represented to the Minister;

- d) is responsible for advising government on issues and trends affecting education in northern Manitoba and recommending policy changes to meet the needs of the institution and stakeholders;
- e) is responsible for keeping government and the public informed of the development of the institution's strategic goals and plans for the future;
- f) has the authority to confer with the President on matters relating to the President's monitoring and evaluation;
- g) is empowered to preside over Council meetings:
  - i. call meetings of Council and its committees;
  - ii. set the agenda and details of the meeting content;
  - iii. lead meetings with commonly accepted powers of that position;
  - iv. ensure meetings are conducted in a manner consistent with governance policies and By-laws;
  - v. screen potential agenda items to ensure they relate to Council's roles and duties;
  - vi. run effective meetings, facilitate discussions and ensure deliberation and matters of resolution are fair, open, and thorough, but also efficient, timely, orderly and kept to the point;
- h) shall bring forward all matters of actual, potential or perceived conflict of interest situations to Council for deliberation and vote to maintain the integrity of Council's decision-making process;
- i) is an ex-officio voting member on Council and all Council standing committees.

#### Duties of Vice-Chair

In the absence of the Chair or in their inability to act, the Vice-Chair shall carry out all responsibilities normally exercised by the Chair. The Chair shall ensure the Vice-Chair is informed of current and pending Council issues and processes. In the absence of both the Chair and Vice-Chair to act, the Council shall elect another member to act as Chair until the Chair or Vice-Chair can resume their duties.

## Role of Council Members

Council members bring diverse perspectives through their educational and professional backgrounds, interests, and life experiences and provide a link between the institution, its stakeholders, and communities.

Specifically, Council members:

- a) have a fiduciary duty to act in the best interest of UCN and are expected to demonstrate high standards of integrity, impartiality, and ethical conduct;
- b) have a responsibility to participate in deliberations and engage in meaningful dialogue, while respecting the opinions of others to ensure a balanced range of perspectives inform discussions and enable effective decision making;
- c) make collective not individual decisions and speak with one voice;

- d) have a responsibility to support the decision of Council once a decision has been made;
- e) act as advocates for UCN by representing, advancing, and celebrating contributions to the community;
- f) are responsible to have regular attendance at meetings of the Council and review materials in advance of the meetings to prepare for discussions and deliberations;
- g) are expected to serve on standing or special committees of Council;
- h) act in accordance with the governance policies and conflict of interest policy;
- i) are familiar with the Act, regulations, and the Minister's mandate letter so any decision of the Council may be made in an efficient, knowledgeable, and expeditious manner;
- j) exercise diligence and critically question materials and information presented;
- k) respect confidentially and keep private any confidential restricted and proprietary information pertaining to UCN, its employees, students, or partners;
- l) do not exercise individual authority over the organization, the President or staff except where explicitly set out in Council policies;
- m) have a responsibility to be committed individually and as a group to the goals of the institution and the processes in place to achieve them.

## Role of the President

The President is the Chief Executive Officer of UCN and is accountable to Council. The President shall ensure that all practices, activities, decisions, or organizational circumstances are lawful, prudent and in accordance with the Act and UCN values and follow commonly acceptable business and professional ethics.

Specifically, the President is accountable to Council for the following:

- a) providing executive leadership and is responsible for the day-to-day operations of the institution and implementing policies and directions of Council.
- b) developing and implementing plans to achieve the strategic priorities and directions of Council;
- c) the academic and general administration of UCN, its students, teaching staff, and other employees;
- d) recruitment, appointment, and performance of all staff;
- e) termination of staff if required;
- f) the financial management of UCN;
- g) enterprise risk management, avoiding fiscal jeopardy or material deviation of actual expenditures from Council's strategic priorities and directions;
- h) ensuring a safe learning environment for students;
- i) managing the workforce and developing an organizational culture that respects the diversity of Indigenous and Northern values.
- j) is an official spokesperson representing the interests of the institution.

# Role of Committees

Council may delegate any of its powers or duties, except the power or duty to make a by-law, to any committee of Council or any person. In this context, the delegation to any standing committee of Council may be made to enable the Council to spend more time pursuing issues of policy or strategic importance. Council maintains full responsibility for the quality of all decisions made and important decisions must be brought forward to Council for deliberation and vote.

Council shall establish the following standing committees:

- a) Executive Committee;
- b) Finance and Audit Committee;
- c) Governance Committee;
- d) Ad hoc committees for specific tasks and limited time as required.

Committees assist Council in decision making and are responsible for:

- a) bringing informed recommendations to Council through detailed analysis and review of key governance areas;
- b) reviewing and updating committee Terms of Reference annually and bringing forward to Council for approval;
- c) maintain meeting minutes documenting attendance, deliberations and recommendations to Council as a record of its due diligence, and submit to Council for review;
- d) submitting annual committee workplans to Council for approval.



# Terms of Reference – Executive Committee

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<b>Date Approved by Governing Council:</b> May 23, 2024	<b>Date Established:</b> August 23, 2018
<b>Replaces:</b> January 27, 2022	<b>Reviewed on:</b> May 15, 2024

## 1. PURPOSE

The purpose of the Executive Committee is to act for the Governing Council (Council) on urgent matters arising between regular Council meetings and to make preliminary decisions to bring to Council for discussion and voting. The Executive Committee will assist Council to fulfill its governance duties and oversight functions by acting upon matters delegated to them by Council.

## 2. ACCOUNTABILITY

The Executive Committee shall be a Standing Committee of Council and is accountable to Council. The Committee shall maintain meeting minutes and submit all reports and recommendations to Council for its consideration and approval. In the event the Committee acted in an urgent situation, the discussion and decision(s) will be documented, and the actions taken will be reported to Council at the next scheduled Council meeting.

The Executive Committee will review their Terms of Reference annually, or as required.

## 3. COMPOSITION

- 3.1. The Executive Committee will be composed of six members (five ex-officio members; one Council appointed member): The Council Chair, Vice-Chair, Finance and Audit Committee Chair, Governance Committee Chair, the President and one (1) Council member who is not staff or student.
- 3.2. The President will be an ex-officio non-voting member.
- 3.3. The Chair of the Governing Council shall serve as the Executive Committee Chair.
- 3.4. When a member's term on Council has ended or a vacancy occurs, the member shall be nominated by the Governance Committee and appointed by Council.
- 3.5. Resource members to the Committee will be at the discretion of the Committee. Membership may be increased at the discretion of Council.

## 4. MEETINGS

### 4.1. Committee Operations

- The Committee shall conduct its business in accordance with the latest edition of Robert's Rules of Order.
- The Committee shall ensure a record of all decisions and discussions is maintained in good order.
- Committee minutes shall contain three sections on attendance: present, regrets, and absent.
- Draft minutes of the Committee should be circulated to Committee members for approval following the meeting and may be approved electronically to ensure there is no delay in making them available to Council.

- Committee minutes should be approved in a timely basis and made available to Council at their next scheduled meeting following the Committee meeting.
- The meeting venue of the Committee shall be by means of face-to-face, web-conference, telephone or other means of communication that permits all members in attendance to hear each other; and a member so participating is considered to be present at the meeting.

#### 4.2. Frequency

- Meetings shall be held at the call of the Chair. Special/additional meetings may be called at the request of any member of the Executive Committee provided proper notice is given. Quorum is required at any special/additional meetings.

#### 4.3. Notice

- At least seven days' notice shall be given for any meeting of the Executive Committee. A meeting of the Committee may be held at any time and place without notice if all voting members of the Committee are present, or if the absent voting members of the Committee agree.

#### 4.4. Quorum

- A majority of the voting members of the Committee (fifty percent plus one) shall constitute a quorum at any meeting of the Committee. In the absence of quorum, discussion may continue at the discretion of the voting members present but no vote shall be taken except to adjourn the meeting.

## 5. ROLES AND RESPONSIBILITIES

- 5.1. Monitor and facilitate Council engagement in strategic planning and provide advice to the Council on how best to engage Council members in strategic planning.
- 5.2. Oversee the Council's monitoring of the University's ongoing performance toward achieving strategic objectives and priorities.
- 5.3. Develop annual Council priorities and set an annual work plan.
- 5.4. Responsible for conducting an annual evaluation of the President's performance.
- 5.5. Responsible for making recommendations to Council regarding the establishment of or amendments to the President's Employment Agreement, including compensation.
- 5.6. Receive regular updates on the status of UCN's collective bargaining.
- 5.7. Make recommendations to Council regarding direction for UCN's collective bargaining.
- 5.8. To advise or make recommendations to Council on any matter as directed by Council.
- 5.9. To perform such other duties as delegated by Council.

# Terms of Reference – Finance and Audit Committee

**Date Approved by Governing Council:** May 18, 2023

**Date Established:** January 27, 2022

**Replaces:** January 17, 2023

**Reviewed on:** January 16, 2024

## 1. PURPOSE

To provide oversight and advice on the financial affairs and policy of University College of the North (UCN), serve as the Governing Council's (Council's) audit committee, and provide recommendations to Council to ensure effective management of financial resources and financial risk.

## 2. ACCOUNTABILITY

The Finance and Audit Committee shall be a Standing Committee of Council and is accountable to Council. The Committee shall maintain meeting minutes and submit all reports and recommendations to Council for its consideration and approval.

The Finance and Audit Committee will review their Terms of Reference annually, or as required.

## 3. COMPOSITION

- 3.1. The Finance and Audit Committee will be composed of seven members: two ex-officio members (Governing Council Chair and the President) and five Council members appointed by Council.
- 3.2. All members of the Finance and Audit Committee will be voting members, with the exception of the President who is an ex-officio non-voting member.
- 3.3. The Committee shall choose from its members a Chairperson who is not a staff member or student, to be approved by Council.
- 3.4. Meetings designated for audit functions will be held in camera.
- 3.5. When a member's term on Council has ended or a vacancy occurs, members shall be nominated by the Governance Committee and appointed by Council.
- 3.6. Membership may be increased at the discretion of Council.
- 3.7. The Chief Administrative Officer will attend meetings of the Committee as a resource member. The Committee may request other resource members as needed.

## 4. MEETINGS

### 4.1. Committee Operations

- The Committee shall conduct its business in accordance with the latest edition of Robert's Rules of Order.
- The Committee shall ensure a record of all decisions and discussions is maintained in good order.
- Committee minutes shall contain three sections on attendance: present, regrets, and absent.
- Draft minutes of the Committee should be circulated to Committee members for approval following the meeting and may be approved electronically to ensure there is

no delay in making them available to Council.

- Committee minutes should be approved in a timely basis and made available to Council at their next scheduled meeting following the Committee meeting.
- The meeting venue of the Committee shall be by means of face-to-face, web-conference, telephone or other means of communication that permits all members in attendance to hear each other; and a member so participating is considered to be present at the meeting.

#### 4.2. Frequency

- The Committee will meet a minimum of four (4) times a year. In addition, Committee meetings shall be scheduled as necessary during budget deliberations and review and approval of the audited financial statements.
- Special/additional meetings may be called at the request of any member of the Committee provided proper notice is given. Quorum is required at any special/additional meetings.

#### 4.3. Notice

- At least seven (7) days notice shall be given for any meeting of the Committee. A meeting of the Committee may be held at any time and place without notice if all voting members of the Committee are present, or if the absent voting members of the Committee agree.

#### 4.4. Quorum

- A majority of the voting members of the Committee ( four (4) voting members) shall constitute a quorum at any meeting of the Committee. In the absence of quorum, discussion may continue at the discretion of the voting members present but no vote shall be taken except to adjourn the meeting.

4.5. An annual schedule of meetings will be drawn up in August of each year.

## 5. ROLES AND RESPONSIBILITIES

### 5.1. Financial Oversight:

- 5.1.1. Oversight of UCN's financial reporting process to ensure transparency and integrity of financial reports.
- 5.1.2. Review and monitor UCN's financial statements and track investments on a quarterly basis and additionally if needed.
- 5.1.3. Review and make recommendations to Council concerning UCN's annual investment portfolio.
- 5.1.4. Review and make recommendations to Council concerning multi-year financial goals related to long-term major capital expenditures and planning activities.
- 5.1.5. Review and make recommendations to Council concerning the annual capital and operating budget, revenues and expenditures prior to submission to the Minister.
- 5.1.6. Review and make recommendations to Council concerning the acquisition or disposition of real property.
- 5.1.7. Review the appropriateness of Council's own spending, in such areas as expense reimbursement, Council development, and Council expense accounts.

## 5.2. Policy Oversight

- 5.2.1. Review and make recommendations to Council regarding policy amendments or new policies concerning the financial activities and management of UCN funds in accordance with relevant legislation.
- 5.2.2. Advise Council of the degree to which Council's financial policies are being met by management, which also includes providing Council with the assurance that non-compliance issues are resolved satisfactorily.
- 5.2.3. Review regularly the President's expense policies and procedures and their implementation and report its findings to Council.

## 5.3. Audit Functions

- 5.3.1. Perform internal audit functions which include: oversight of UCN's risk management framework and public financial reporting; monitoring of internal control processes, management information systems, and compliance with relevant legislation; assess and advise Council on risks, including actions being taken to address and/or mitigate these risks.
- 5.3.2. Recommend the appointment of an external auditor to Council.
- 5.3.3. Review and approve external auditor's scope of work/services, which includes a comprehensive audit plan, scope of examination, and level of support to be provided.
- 5.3.4. Oversight of the performance and effectiveness of the external audit functions.
- 5.3.5. Oversight of the lines of communication among the external auditor, President, and Chief Administrative Officer to confirm they support the timely action in fulfillment of the audit.
- 5.3.6. Review external auditor's report, and annual audited financial statements upon completion, and meet in camera with the external auditor with no management present.
- 5.3.7. Present external auditor's report to Council with recommendations and/or commentary.
- 5.3.8. Perform other duties as Council may direct.

# Terms of Reference – Governance Committee

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<b>Date Approved by Governing Council:</b> May 18, 2023	<b>Date Established:</b> January 27, 2022
<b>Replaces:</b> January 27, 2022	<b>Reviewed on:</b> February 22, 2024

## 1. PURPOSE

The purpose of the Governance Committee is to make recommendations to Governing Council (Council) regarding the creation or amendments to governance policies and By-Laws and to promote and support Council development and effectiveness.

## 2. ACCOUNTABILITY

The Governance Committee shall be a Standing Committee of Council and is accountable to Council. The Committee shall maintain meeting minutes and submit all reports and recommendations to Council for its consideration and approval.

The Governance Committee will review their Terms of Reference annually, or as required.

## 3. COMPOSITION

- 3.1. The Governance Committee will be composed of five members: two ex-officio members (Governing Council Chair and the President) and three Council members appointed by Council.
- 3.2. The President will be an ex-officio non-voting member.
- 3.3. The Committee shall choose from its members a Chairperson who is not a staff member or student, to be approved by Council.
- 3.4. When a member's term on Council has ended or a vacancy occurs, members shall be nominated by the Governance Committee and appointed by Council.
- 3.5. Resource members to the Committee will be at the discretion of the Committee. Membership may be increased at the discretion of Council.

## 4. MEETINGS

### 4.1. Committee Operations

- The Committee shall conduct its business in accordance with the latest edition of Robert's Rules of Order.
- The Committee shall ensure a record of all decisions and discussions is maintained in good order.
- Committee minutes shall contain three sections on attendance: present, regrets, and absent.
- Draft minutes of the Committee should be circulated to Committee members for approval following the meeting and may be approved electronically to ensure there is no delay in making them available to Council.
- Committee minutes should be approved in a timely basis and made available to Council at their next scheduled meeting following the Committee meeting.

- The Committee shall submit to Council an annual work plan establishing priorities.
- The meeting venue of the Committee shall be by means of face-to-face, web-conference, telephone or other means of communication that permits all members in attendance to hear each other; and a member so participating is considered to be present at the meeting.

#### 4.2. Frequency

- The Committee will meet a minimum of four times a year.
- Meetings shall be held at the call of the Chair.
- Special/additional meetings may be called at the request of any member of the Committee provided proper notice is given. Quorum is required at any special/additional meetings.

#### 4.3. Notice

- At least seven days' notice shall be given for any meeting of the Committee. A meeting of the Committee may be held at any time and place without notice if all voting members of the Committee are present, or if the absent voting members of the Committee agree.

#### 4.4. Quorum

- A majority of the voting members of the Committee (3 voting members) shall constitute a quorum at any meeting of the Committee. In the absence of quorum, discussion may continue at the discretion of the voting members present but no vote shall be taken except to adjourn the meeting;

#### 4.5. An annual schedule of meetings will be drawn up in August of each year.

### 5. ROLES AND RESPONSIBILITIES

- 5.1. Responsible for amending existing policies and developing new policies related to governance at UCN and to bring forward to Council for approval.
- 5.2. Responsible for amending existing By-Laws and developing new articles as required to bring forward to Council for approval.
- 5.3. Establish and maintain a regular cycle of review to ensure governance policies and By-Laws are current and up-to-date.
- 5.4. Review and make recommendations to Council in relation to any reports regarding perceived breaches of governance policies and By-Laws.
- 5.5. Review and keep up to date with legislation to ensure compliance with the UCN Act and any other relevant standards and regulations. If UCN is unable to comply with legislation, the Committee would advise Council and document rationale so Council can recommend legislation changes to government in future legislation amendments.
- 5.6. Submit an annual report to Council on policy and By-Law compliance to support Council's annual board evaluation.
- 5.7. Responsible for conducting an annual board evaluation. Results of the evaluation shall be reported back to Council and used to inform governance improvements.

- 5.8. Maintain a skills matrix identifying skills and backgrounds of Council members and make recommendations to Council for skills criteria that should be considered when government and/or Council are appointing members to Council.
- 5.9. Responsible for nominating Council members for Council standing committee appointments based on Council members' specialized skills and expertise.
- 5.10. Responsible for overseeing the nomination and selection process for the Council Vice-Chair and the two Council member positions appointed by Council, who are not employees or students of the university college.
- 5.11. Make recommendations to Council related to opportunities for education, training and development.
- 5.12. Prepare a Council education budget as part of the Tri-Council's annual budgeting process.
- 5.13. Advise or make recommendations to Council on any matter as directed by Council.
- 5.14. Perform such other duties as delegated by Council.





## GOVERNING COUNCIL POLICY

# GP-1 CODE OF CONDUCT-COUNCIL MEMBERS

**Policy Type:** Governance Process

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** August 23, 2018

**Review Date:** March 28, 2023

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## 1.0 Policy Statement

The code of conduct establishes the rules under which Governing Council (Council) members shall conduct themselves to maintain the integrity of Council and ensure public confidence.

## 2.0 Code of Conduct

- 2.1 Council members shall adhere to UCN's Code of Ethics and embody respect in their interactions with one another, staff and students;
- 2.2 Council members will respect confidentiality and will not disclose any information designated as confidential to anyone who is not entitled to this information.
  - 2.2.1 Proceedings at an 'open' session of a meeting of Council is not confidential.
  - 2.2.2 Meeting material received by a member for the purpose of an open session Council meeting is not confidential, unless specifically identified as 'confidential'.
  - 2.2.3 Proceedings at a 'closed' session of a meeting of Council is confidential.
  - 2.2.4 Meeting material received by a member for the purpose of a closed session Council meeting is confidential.
  - 2.2.5 Proceedings at meetings of committees of Council are confidential, unless specifically directed by Council.
  - 2.2.6 Members shall not divulge confidential information to any other person without the prior written approval of Council.
  - 2.2.7 It is the responsibility of each member to ensure the security of confidential information entrusted to them at all times, which includes the destruction of documentation.
- 2.3 Council members may not attempt to exercise individual authority over UCN or the President except as explicitly set forth in Council policies.
  - 2.3.1 Council members will make no evaluations of the President or employees outside of the official process.

- 2.3.2 Council members who receive concerns or complaints from employees or members of the public, shall refer them to the President to bring their concerns to Council.
- 2.4 Council members will be familiar with Council policies, the UCN Act and their fiduciary responsibility as outlined in the Act.
- 2.5 Council members will have regular and punctual attendance at Council and committee meetings, review materials in advance of the meeting and be prepared for discussion and deliberations.
  - 2.5.1 Council members will exercise diligence and critically question and evaluate materials and information presented.
  - 2.5.2 A vacancy will be declared when a Council member is absent for three consecutive Council meetings without Council's permission.
- 2.6 Council members' interaction with public, press or other entities including social media (that is, the means of interactions among people in which they create, share and exchange information and ideas in virtual communities and networks) must recognize the same limitation and the inability of any Council member to speak for Council except to repeat explicitly stated Council decisions.
- 2.7 Council members will ensure that unethical activities not covered or specifically prohibited by the policy or any other legislation are neither encouraged nor condoned and will be considered to be a violation of this code of conduct.
- 2.8 Council members shall act honestly and in good faith in the best interests of the UCN.
- 2.9 Council members shall be bound by Council's Conflict of Interest policy and complete an annual declaration form.
- 2.10 Council members shall show respect for diverse cultures. Meetings of Council may begin and close with a prayer/blessing offered by a member of Council.
- 2.11 If Council has reasonably determined that a member has breached this code of conduct policy, it may petition the body that elected or appointed the member to revoke the appointment.



## GOVERNING COUNCIL POLICY

### GP-2 CONFLICT OF INTEREST

**Policy Type:** Governance Process

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** August 23, 2018

**Review Date:** March 28, 2023

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#### 1.0 Policy Statement

Governing Council (Council) members are charged with the responsibility of allocating and managing UCN resources including the spending of public tax dollars. Thus, Council members are expected to maintain high standards of integrity, impartiality and ethical conduct.

#### 2.0 General Principles

Council members must be vigilant to prevent any actual, potential or perceived conflict of interest to protect the interests of UCN and the integrity of Council's decision-making processes. Further, Council members must be objective in their actions and decisions and avoid or effectively resolve any private or personal interests that would improperly influence the performance of their duties and responsibilities as a member.

#### 3.0 Definitions

3.1 An **"actual, potential or perceived conflict of interest"** occurs when a member is in a position where private or personal interests influence, may potentially influence or appear to influence the performance of their duties or their responsibility to uphold the integrity and independence of UCN. These interests include, but are not limited to: outside employment, voluntary activities, teaching and research activities, personal or business relationships, specialized knowledge or investments.

3.2 Herein, **"person"** includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

#### 4.0 Actual, Potential or Perceived Conflict of Interest Situations

4.1 Examples of actual, potential, or perceived conflicts of interest include, but are not limited to:

4.1.1 accepting personal or private gain for representing the interests of another person in a matter before UCN;

4.1.2 according preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise;

4.1.3 using or appearing to use, or revealing without approval of Council to persons outside UCN, for personal gain, any confidential or restricted information acquired during the course of an individual's service which is not generally

available to the public;

- 4.1.4 using or permitting others to use UCN's assets, resources, staff, property, equipment, materials, or time for personal or private interests, without authorization to do so;
- 4.1.5 accepting any gift, gratuity, or service that could be viewed as a payment for services rendered or for influencing a business decision through the normal course of their duties;
- 4.1.6 undertaking employment, a business transaction or other private arrangement for personal profit or have any financial, political or other personal interest that is, or may appear to be in conflict with the performance of their duties;
- 4.1.7 solicit or receive directly or indirectly any commission, remuneration, gratuity, service, or gift from any person having sold, selling, or offering goods or services for sale to UCN.

## **5.0 Requirements for Disclosure**

- 5.1 Members of Council are responsible for disclosing any situation where they may have an actual, potential, or perceived conflict of interest. Where a Council member is unsure if there is an actual, potential, or perceived conflict of interest, it is their responsibility to seek clarification by submitting the matter to Council for review.
- 5.2 In relation to matters which are discussed and voted on by Council, disclosure of actual, potential, or perceived conflicts of interest shall be made by a Council member:
  - 5.2.1 at the Council meeting at which the matter involving the actual, potential, or perceived conflict is first considered;
  - 5.2.2 if a Council member is not in an actual, potential or perceived conflict of interest situation at the time described in 5.2.1, at the first Council meeting which is held after they become aware of the actual, potential or perceived conflict;
  - 5.2.3 where an actual, potential or perceived conflict of interest situation arises with respect to a contract or transaction after it is made, at the first Council meeting held after the situation arises;
  - 5.2.4 if an individual who is not a Council member but who would have an actual, potential, or perceived conflict of interest if they were a member later becomes a member, at the first meeting after they become a member.
- 5.3 In relation to matters which would not be the subject of any discussion or vote by Council, disclosure of actual, potential, or perceived conflicts shall be reported in writing by the Council member to the Council Chair as soon as they become aware of it or shall be acted on by Council as soon as Council becomes aware of it.
- 5.4 Where an actual, potential or perceived conflict of interest comes to light during a meeting of a committee of Council, the Council member shall report the matter to the committee, recuse them self from the meeting and not partake in the discussion or decision of the matter within the committee until Council disposes of the matter. The committee Chair shall report the matter to the Council Chair, who shall decide whether to hold a special meeting to dispose of the matter or to wait until the next meeting of Council.

## **6.0 Disposition**

- 6.1 In dealing with an actual, potential, or perceived conflict of interest reported by a Council member or that was not reported by the member, but that Council feels could be a conflict of interest, the affected member shall recuse them self from the meeting and not partake in the discussion or decision of the matter. Council shall decide by majority vote whether an actual or perceived conflict of interest exists.
- 6.2 If Council finds that an actual or perceived conflict of interest exists in relation to a matter that is to be the subject of discussion and vote by Council, Council shall vote on whether the conflict is of a nature that would require the exclusion of the member from any discussion and vote on the matter to maintain the integrity of Council. In order for the Council member to be allowed to participate in the discussion and vote on the matter, Council must find by a two-thirds (2/3) vote that the actual or perceived conflict of interest does not require the exclusion of the member. Where Council considers it necessary, they shall also vote on what additional action should be taken to effectively resolve the conflict to maintain the integrity of Council.
- 6.3 Where Council finds that an actual or perceived conflict exists in relation to a matter which would not be the subject of any discussion and vote by Council, Council shall vote on what action should be taken to effectively resolve the conflict to maintain the integrity of the Council.
- 6.4 Any resolution to recommend the removal of a member from Council because of a conflict of interest must be approved by a two-thirds (2/3) vote of Council.
- 6.5 All actual, potential or perceived conflicts shall be recorded in the minutes of the meeting at which they are reported and dealt with, and in a separately filed summary report which outlines the general nature of the actual, potential, or perceived conflict of interest, and Council's disposition of the matter.
- 6.6 Conflict of Interest Disclosure forms must be reviewed and updated once annually and, must be updated immediately by an affected Council member where a change occurs which alters the nature or degree of the conflict situation, subsequent to a declaration being made.

## **7.0 Disciplinary Action**

- 7.1 Departure from any of the constituents of this policy by an elected or appointed Council member, without the specific prior approval of Council, may be cause for Council to request the removal of the member from Council by the body that elected or appointed the member.
- 7.2 A body that has elected or appointed a member of Council may terminate the membership at any time by giving written notice to the member and to Council.



## GOVERNING COUNCIL POLICY

# GP-3 COMMUNICATIONS AND STAKEHOLDER RELATIONSHIPS

**Policy Type:** Governance Process

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** March 28, 2023

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## 1.0 Policy Statement

The Communications and Stakeholder Relationship policy defines the terms and methods under which Council communicates with external stakeholders.

## 2.0 Representing the Interests of UCN

2.1 Council ensures that the interests of UCN are represented to government, government agencies and the public.

2.1.1 The Council Chair or an approved delegate, is the official spokesperson on matters of Council policy, strategic directions, and topics in the University College of the North Act that reside with Council.

2.1.2 The President or an approved delegate, is the official spokesperson on all matters dealing with the operation and management of UCN.

2.2 Council fulfills its accountability to the Minister appointed by the Lieutenant Governor in Council in accordance with the UCN Act by:

2.2.1 submitting required plans and appropriate reports and documentation to the Minister;

2.2.2 providing full disclosure to the Minister on emerging issues and regional concerns; and,

2.2.3 collaborating with the Minister and maintaining open communication with the public.

## 3.0 Institutional Membership in Other Organizations

3.1 Council considers the merits of UCN's institutional membership in other organizations annually. This consideration shall include:

3.1.1 establishing clear channels of communication with organizations regarding the vision, mission and strategic directions of UCN;

3.1.2 developing and maintaining effective relationships at operational and strategic levels with leaders of other organizations;

3.1.3 the opportunity for Council to understand stakeholder needs and strengthen relationships, and;

3.1.4 the benefits to UCN of membership compared to the cost of membership;

#### **4.0 Council Appointments to External Policy or Advisory Committees**

4.1 Council assesses requests for appointments to external committees within Council's stated policies and current priorities and whether such representation is appropriate. This assessment shall include:

- 4.1.1 a clear understanding of the specific issues that will be reviewed; how the feedback received will be used in decision making; and how the information will be reported back to Council regarding those decisions;
- 4.1.2 Council's appointee provides information and reports as appropriate, to be determined by Council at the time of appointment;
- 4.1.3 Council's appointee is representing Council and will be kept informed of current Council policies that might affect deliberations of the Committee in question;
- 4.1.4 any representations made on behalf of Council shall adhere to the stated policies of Council. Any issues requiring the statement of a new policy position on the part of Council are brought to Council for decision.
- 4.1.5 all Council appointments to external Policy or Advisory Committees will be reported to the UCN Insurance Liaison with Manitoba Insurance & Risk to ensure Council members are protected by the insurance policy while carrying out their duties.

#### **5.0 Relationships with Other Organizations**

5.1 Council recognizes the benefit of maintaining good working relationships with other organizations that share mutual values and goals. Council establishes mechanisms for maintaining open communication with these organizations which may include, but are not limited to:

- 5.1.1 inviting representatives of the Council/Board of those organizations to Council meetings;
- 5.1.2 consulting with other Councils/Boards on occasion;
- 5.1.3 requesting the President to establish linkages at a staff level, and to report on areas of mutual interest and activity.



## GOVERNING COUNCIL POLICY

### GP-4 BOARD OPERATIONS

**Policy Type:** Governance Process

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** March 28, 2023

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#### 1.0 Policy Statement

The Governing Council (Council) is committed to conducting business in an efficient and effective manner and ensuring a well planned and relevant agenda.

#### 2.0 Agenda

2.1 Council shall maintain control of its own agenda to fulfill responsibilities and continually improve performance. Accordingly, Council shall develop an annual schedule which includes, but is not limited to, scheduled time for:

- 2.1.1 providing the President with any changes to strategic priorities and directions in a timely fashion, so changes may be incorporated into the planning and budgeting for the appropriate fiscal year;
- 2.1.2 timely communication of information and access to reliable institutional data;
- 2.1.3 consultation with stakeholders;
- 2.1.4 providing governance education, training and development;
- 2.1.5 review of governance policies and monitoring of Council's and the President's compliance with policies;

2.2 Council delegates the Council Chair the authority to set the agenda and details of the meeting content. Accordingly, the Council Chair shall:

- 2.2.1 prepare a detailed agenda in consultation with the President;
- 2.2.2 screen potential agenda items to ensure they relate to Council's roles and duties;

Screening questions shall include:

- the category an item is related to (i.e. strategic priorities and directions, President's report, policy approval and review, Council education, monitoring and oversight of organizational performance);
- clarification as to whether the item clearly belongs to Council or the President;
- review of what Council has already said in this category, how the current item is related, and any previous discussions and/or resolutions related to the item;



- identification of items for information, decision or review.
- 2.3 A Consent Agenda may be included in Council's meeting agenda at the discretion of the Council Chair. The Consent Agenda may include items that require a decision, but little to no discussion or debate. Accordingly:
- 2.3.1 all background information, motions and supporting material related to items in the Consent Agenda shall be clearly identified as falling under the consent agenda in the meeting package;
  - 2.3.2 the Consent Agenda shall not include items of strategic or financial importance;
  - 2.3.3 the Council Chair shall ask for a motion to approve and/or reject all items listed under the Consent Agenda, at which time a Council member may request that an item be removed from the Consent Agenda and added as a regular agenda item for further discussion and deliberation;
  - 2.3.4 Consent Agenda items are not given individual consideration. Approval of the Consent Agenda serves as approval of all items.

### **3.0 Annual Planning Cycle and Work Plan**

- 3.1 Council shall follow an annual planning cycle and develop a work plan to fulfill the duties and responsibilities outlined in the University College of the North Act and in accordance with relevant legislation and directives from the Minister.

### **4.0 In Camera Meetings**

- 4.1 Council acknowledges that certain topics discussed at Council meetings or meetings of standing committees require discussions to be moved in camera. The last portion of the in camera meeting will include the President without any management present. Accordingly, Council's regular meeting agenda shall include a regular standing item to move in camera for discussions related to:
- performance evaluation of the President;
  - compensation of the President;
  - other sensitive issues as deemed necessary by Council or the President. If a member had an item that they feel may require in camera presentation, such requests should be brought to the Chair's attention prior to the meeting.
- 4.2 The Chair will exercise care in ensuring that in camera sessions remain focused on appropriate items and do not include topics regarding regular Council business, items that should be discussed with the President present and/or other topics that would benefit from input of the President or others.
- 4.3 Any motions will be conducted once the full Council meeting has resumed and shall be duly recorded in the official minutes of the Council meeting.
- 4.4 Following the Council meeting, the Chair will meet with the President to debrief matters raised in camera, but will take care not to attribute comments to particular Council members.



## GOVERNING COUNCIL POLICY

### GP-5 COUNCIL EFFECTIVENESS

**Policy Type:** Governance Process

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** March 28, 2023

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#### 1.0 Policy Statement

The Governing Council (Council) is committed to investment in governance capacity and continuous improvement of performance.

#### 2.0 Orientation

2.1 New Council members shall receive a comprehensive orientation from the Council Chair or designate, and access to the following materials:

- University College of the North Act;
- Governance Policy Manual and By-Laws;
- UCN's Strategic Plan;
- annual meeting schedule, work plan and meeting minutes;
- member contact directory;
- Conflict of Interest form;
- Oath of Confidentiality;
- UCN organizational and operational structures;
- most recent Annual reports and financial statements;
- President's Employment Agreement;
- Council's current priorities and activities.

2.2 When a new Council Chair and/or Vice-Chair is appointed, they shall receive enhanced orientation and training with respect to their roles and oversight responsibilities. Enhanced orientation shall include, but is not limited to:

- board leadership;
- meeting facilitation;
- key oversight responsibilities;
- implementing the provisions of the President's Employment Agreement;
- approvals delegated to their positions;
- monitoring policy compliance;
- how to manage and mitigate conflict of interest issues which arise.

### **3.0 Education, Training and Development**

- 3.1 Council recognizes on-going education and training are necessary for a well-functioning board. Council members are encouraged to attend continued training and education to enhance their governance capabilities.
- 3.2 Under guidance and recommendations from the Governance Committee, Council shall provide opportunities for governance education, training and development to enhance capacity and support Council effectiveness.
  - 3.2.1 Council shall consider gaps in knowledge base and determine relevant educational opportunities for Council as a whole, and for individual Council members.
- 3.3 Under the guidance and recommendations from the Council of Elders, Council shall participate in Indigenous focused events, activities and special presentations to enhance their knowledge and understanding of Indigenous history, cultures, traditional territories and to advance conversations on reconciliation.
- 3.4 Council members wishing to be sponsored for education under this policy, shall prepare and submit a request in writing to the Governance Committee, outlining the details of the request (name of the educational activity; delivering body, dates and duration) and the anticipated benefits to the Council member and to Council for attendance at the activity.
  - 3.4.1 Following attendance of the sponsored educational activity, the Council member shall provide a report to Council at the next regular Council meeting.
  - 3.4.2 Once the Council member has reported on their educational activity, an expense claim may be submitted to the Chair for reimbursement of the costs approved by the Governance Committee.
- 3.5 The Governance Committee shall prepare a Council education budget as part of the Tri-Council's annual budgeting process.

### **4.0 Member Profiles**

- 4.1 Council shall maintain a confidential board membership profile to inventory the skills, and demographics of Council as a whole. Profiles will be reviewed and updated annually and shall be used to develop a skills matrix and gap analysis to identify needed skill sets and expertise for new appointments to Council and help guide Council member appointments to committees.
- 4.2 Council will make recommendations for skills criteria and share with government for consideration when appointing members to Council.

### **5.0 Board Evaluations**

- 5.1 Council shall conduct an annual board evaluation in May of each year, under the guidance and direction of the Governance Committee. The evaluation process shall consist of the following elements:
  - 5.1.1 An in camera presentation at Council's September meeting by the Governance Committee regarding Council's own performance during the most recent fiscal year;
  - 5.1.2 A report prepared by the Governance Committee providing evidence of compliance with Council policies;

- 5.1.3 A summary report of a survey evaluation from each Council member;
  - 5.1.4 A report prepared by the Governance Committee that identifies areas for improvement and recommended education, training and development.
- 5.2 The Governance Committee shall recommend that Council adopt the Board Evaluation, following completion of the evaluation process.



## GOVERNING COUNCIL POLICY

# EE-1 TREATMENT OF STAFF AND STUDENTS

**Policy Type:** Executive Expectations

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** August 23, 2018

**Review Date:** March 28, 2023

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## 1.0 Policy Statement

The Governing Council (Council) delegates authority for the operational management of UCN to the President. Council is responsible for oversight and accountability of management and instructs through the establishment of strategic priorities and directions, written policies and Council resolutions.

## 2.0 Managing the Workforce

The President is the only employee of Council and all Council authority with managing the workforce is delegated to the President. Accordingly, the President shall:

- 2.1 ensure conditions for the management of staff and volunteers are fair, dignified and safe;
- 2.2 ensure policies and procedures comply with any collective agreement negotiated between UCN and its employees;
- 2.3 ensure policies and procedures are in place to ensure a respectful work environment free from harassment and discrimination;
- 2.4 ensure human resources policies and procedures clarify expectations and working conditions for employees, provide for effective handling of grievances, and protect against wrongful conditions;
- 2.5 ensure policies and procedures are in place to promote a safe and healthy workplace;
- 2.6 ensure there is a process in place to support succession planning and professional growth of employees through education and training and/or professional development opportunities;
- 2.7 not discriminate against any staff member for expressing an ethical dissent in a professional manner;
- 2.8 not prevent non-unionized staff from appealing to Council when:
  - internal grievance procedures have been exhausted, and the employee alleges either that Council policy has been violated to the employee's detriment; or
  - that Council policy does not adequately protect the employee's human rights.

### **3.0 Representative Workforce**

The President shall maintain an inclusive and supportive workplace with continued emphasis on building a representative workforce. Accordingly, the President shall:

- 3.1 ensure that there are policies and procedures in place to promote equal opportunity for employment;
- 3.2 ensure that policies and procedures are designed to increase the proportion of qualified Indigenous employees over time and to decrease the rate of turnover of staff;
- 3.3 give equal consideration to Indigenous candidates with qualifying skills and abilities;
- 3.4 remove unnecessary barriers to the recruitment of Indigenous employees and persons with disabilities;
- 3.5 provide information on learning opportunities to enhance qualifications for jobs at all levels in the organization for Indigenous employees;
- 3.6 establish, maintain and nurture engagement with Indigenous post-secondary educational programs, institutions, and other Indigenous organizations;
- 3.7 promote UCN careers in schools throughout the region;
- 3.8 communicate employment and other opportunities throughout the region;
- 3.9 monitor and report to Council on a quarterly basis Human Resource Statistics, which include representative workforce statistics and the turnover of staff.

### **4.0 Cultural Awareness**

The President shall ensure that UCN develops and maintains an organizational culture that respects the diversity of Indigenous and Northern values and perspective. Accordingly, the President shall:

- 4.1 ensure programs and services include Indigenous history, culture, values and consider educational challenges;
- 4.2 ensure staff and students are aware of the Indigenous supports and services offered by UCN in support of our values.

### **5.0 Treatment of Students**

The President shall maintain a safe, positive and respectful learning environment for students. Accordingly, the President shall:

- 5.1 not discriminate against any student for expressing an ethical dissent in a respectful manner;
- 5.2 establish policies that promote a safe and healthy learning environment;
- 5.3 exercise internal disciplinary jurisdiction over the non-academic conduct of students, including the power to expel or suspend for cause;
- 5.4 allow students to grieve to Council on non-academic matters when internal grievance procedures have been exhausted, and the students alleges either that:
  - Council policy has been violated to their detriment, or
  - Council policy does not adequately protect their human rights
- 5.5 advise students of their rights and responsibilities;

- 5.6 operate with clear written guidelines for the handling of student complaints;
- 5.7 establish a Student Association Council, consistent with the requirements of the UCN Act, and further, provide to Council the opinion of the Student Association Council on any matter related to Council policy.



## GOVERNING COUNCIL POLICY

### EE-2 FINANCIAL MANAGEMENT

**Policy Type:** Executive Expectations

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** March 26, 2020

**Review Date:** January 16, 2024

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#### 1.0 Policy Statement

The Governing Council (Council) has a fiduciary duty to act in the best interest of UCN and to ensure effective management of financial resources and financial risk. Council provides oversight of the financial performance of the institution to maintain public trust and confidence.

#### 2.0 Financial Condition

- 2.1 Council shall obtain the approval of the Lieutenant Governor in Council to borrow money, in any fiscal year for any purpose other than required to meet ordinary expenditures, until the revenues for that fiscal year are available.
- 2.2 The President shall ensure transparency and integrity of UCN's financial reports.
- 2.3 The President shall ensure UCN is well managed financially, avoiding fiscal jeopardy or material deviation of actual expenditures from Council's strategic priorities and directions. Accordingly, the President shall:
  - 2.3.1 ensure expenses in any month, year to date or fiscal year, do not exceed revenues received, without Council approval;
  - 2.3.2 ensure prior approval from Council is obtained before accessing contingency funds or long-term reserves;
  - 2.3.3 ensure designated revenue or bequest funds are only being used for their intended purposes;
  - 2.3.4 ensure statutory payments to government, employee benefit premiums to insurers, and tax and financial reports to federal and provincial governments are accurately filed in a timely manner;
  - 2.3.5 ensure UCN's cash position remains above the level required to settle payroll and debts;
  - 2.3.6 ensure funds shifted between accounts are returned within 30 days without borrowing;
  - 2.3.7 ensure the collection of accounts receivable in a timely manner;
  - 2.3.8 ensure cash donations to any organization, for any purpose other than the



direct provision of services, are aligned with Council's strategic priorities and directions.

### 3.0 Signing Authority and Approval

- 3.1 The President shall establish an administrative policy for financial signing authority and approval which includes:
  - 3.1.1 over \$300,000 - President or Chief Administrative Officer and Council Chair;
  - 3.1.2 up to \$300,000 - President;
  - 3.1.3 authorized levels of delegated signing authority and signing limits;  
Exceptions: Recurring payments such as payroll, rent, utilities, food, regularly occurring expenses for all departments within budget allocations.
  - 3.1.4 assurance of one-over-one approval of all expenses;
  - 3.1.5 procedures for the use of electronic signatures.
  - 3.1.6 splitting transactions to avoid approval limits is unacceptable.
- 3.2 The President shall establish an administrative policy and process for designating signing authority for the execution of agreements on behalf of UCN, which includes:
  - 3.2.1 over \$300,000 - President or Chief Administrative Officer and Council Chair;
  - 3.2.2 up to \$300,000 - President;
  - 3.2.3 delegated signatories authorized to approve and execute an agreement;
  - 3.2.4 obtaining prior approval by resolution from Council for an agreement wherein the liability or expenditure to UCN, is more than \$300,000.  
Exceptions: utilities, insurance.
- 3.3 The President shall obtain prior approval by resolution from Council for all Major Capital Projects that are expected to have a funding requirement in excess of \$500,000.
  - 3.3.1 The President shall commit funds only up to \$500,000 for capital projects, unless approved by Council.
  - 3.3.2 The President shall provide Council with a complete project description, which includes justification, timelines, funding source, financial plan and proposed budget.
  - 3.3.3 The President shall report regular progress and unforeseen cost overruns to the Finance and Audit Committee for recommendation to Council.
  - 3.3.4 Major Capital Projects will include the creation of new space including new construction, acquisition of property or land or additions to existing structures within the \$500,000 funding threshold.
- 3.4 The President shall obtain Council approval for the sale, purchase, acquisition, re-zoning or disposal of land or real property through recommendations from the Finance and Audit Committee.

## **4.0 Budgeting and Financial Planning**

- 4.1 The President shall ensure financial planning for any given fiscal period shall not deviate materially from Council's strategic priorities and directions or risk fiscal jeopardy. Accordingly, the President shall:
  - 4.1.1 present a multi-year financial plan to the Finance and Audit Committee for recommendation to Council;
  - 4.1.2 include credible projection of revenues and expenses, separation of capital and operational items, cash flow analysis, and disclose of planning assumptions;
  - 4.1.3 estimate revenues conservatively and expenses realistically.
- 4.2 The President shall ensure financial planning protects the fiscal soundness of future years and builds organizational capacity sufficient to achieve the strategic priorities and directions of future years.
- 4.3 The President shall ensure that UCN's annual operating and capital budget is aligned with Council's strategic priorities and directions and submitted to Council for approval through recommendations from the Finance and Audit Committee.

## **5.0 Investments**

- 5.1 The President is responsible for the effective management of UCN investments made up of UCN's provincial grant funding and endowment funds which are held with the Province. Accordingly, the President shall:
  - 5.1.1 redeem provincial grant funding investments at maturity when needed for current year day-to-day expenditures, payroll and operating expenses.
  - 5.1.2 invest or hold operating capital in secure investments and avoid both uninsured chequing accounts and bonds of less than an "A" rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
  - 5.1.3 ensure the interest earned on restricted endowment fund investments is only allocated when authorized by the Province to payout on specific bursaries and/or scholarships;
  - 5.1.4 provide the Finance and Audit Committee with an annual update on UCN's investment portfolio.

## **6.0 Asset Management**

- 6.1 The President is responsible for the effective management of UCN's asset management systems to ensure assets are protected, adequately maintained and not unnecessarily exposed to risk. Accordingly, the President shall:
  - 6.1.1 insure against theft, fire and casualty losses to full replacement value;
  - 6.1.2 avoid exposure of the institution, Council members, and employees to claims of liability;
  - 6.1.3 ensure that plant and equipment maintenance mitigate against improper wear and tear;
  - 6.1.4 allow only insured personnel to access material amounts of funds:

- ensure the expenditure of UCN funds by all staff according to sound financial policies, procedures and systems;
  - monitor and audit expenditures on an ongoing basis.
- 6.1.5 receive, process or disburse funds under controls in keeping with Council-appointed auditor's standards.
- 6.1.6 maintain a purchasing process that includes:
- prudent protection against conflict of interest;
  - fair competition through tender process:
    - amounts between \$5,000 and \$25,000 - minimum of two recorded quotations unless there is only one source.
    - amounts exceeding \$25,000 - recorded tender on a proposed competitive basis with a minimum of three quotations, wherever feasible, considering price, quality, and delivery. Installation and maintenance, where applicable, will be factors in the selection of a supplier, unless there are fewer than three sources.
- 6.1.7 protect intellectual property, information and files from loss or significant damage.
- 6.1.8 not change the organization's name or substantially alter its identity in the community.

## GOVERNING COUNCIL POLICY

### EE-3 INFORMATION SYSTEMS

**Policy Type:** Executive Expectations

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** January 16, 2024

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#### 1.0 Policy Statement

The Governing Council (Council) provides oversight of enterprise risk management which includes effective management of information, data, technology, infrastructure and cyber security.

#### 2.0 Information Systems

2.1 The President is accountable to the Council to ensure the appropriate management of UCN's information systems and the privacy and security of data. The President shall ensure the presence of the following:

- 2.1.1 the effectiveness and efficiency of information systems;
- 2.1.2 a prioritized plan for information system enhancements and/or acquisitions;
- 2.1.3 alignment of investments in information systems with Council's strategic priorities and directions;
- 2.1.4 appropriate change management to ensure a smooth transition to new information systems;
- 2.1.5 information systems deliver secure and reliable services to support timely and well-informed decisions;
- 2.1.6 policies and procedures are in place to meet all legislated regulations and requirements, related to, but not limited to, records retention, privacy and security.
- 2.1.7 development of systems that:
  - provide the backup of collection of student and operational information;
  - provide baseline student information data;
  - provide systemic tracking of educational outcomes.

#### 3.0 Information Systems Security

3.1 The President shall ensure that enterprise-wide systems are in place to mitigate risk. The President will inform Council and immediately launch an investigation should there be a significant data breach. The President will inform Council annually of the following:

- 3.1.1 current approach to protecting most critical data assets and the state of backup of critical data;
- 3.1.2 third-party access to data and adequacy of controls placed on them;
- 3.1.3 most significant cyber risks and response plans;
- 3.1.4 protection against Ransomware Attacks
  - method of protection against Ransomware;
  - Ransomware payment policy.
- 3.1.5 the incident response plan for addressing the loss of intellectual property of our own or a third party.



## GOVERNING COUNCIL POLICY

### EE-4 STRATEGIC PLANNING

**Policy Type:** Governance

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** March 28, 2023

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#### 1.0 Policy Statement

The Governing Council (Council) shall oversee the development of a multi-year Strategic Plan and approve the strategic priorities and directions for UCN.

#### 2.0 Consultation

- 2.1 Council shall seek advice and guidance from the Learning Council and Council of Elders throughout the Strategic Planning development and approval process.
- 2.2 Council shall ensure key internal and external stakeholders are consulted in the development of the Strategic Plan.
- 2.3 Council is committed to building better futures for the people of northern Manitoba and shall have meaningful consultation with Indigenous communities and leaders in the Strategic Planning process.

#### 3.0 Development

- 3.1 Council shall oversee the development of the Strategic Plan. Accordingly, the President shall:
  - 3.1.1 work in cooperation with Council to identify the future context, issues and key areas of focus;
  - 3.1.2 ensure the Strategic Plan is developed under the advice and guidance of the Tri-Councils and in consultation with key internal and external stakeholders, and Indigenous communities and leaders;
  - 3.1.3 ensure that an appropriate level of analysis is conducted to ensure optimal decision-making;
  - 3.1.4 ensure the Strategic Plan is aligned with UCN's Vision, Mission and Values and available resources.
- 3.2 Council may approve or initiate changes to the strategic priorities and directions should factors change. Changes to strategic priorities and directions will consider budget and resource capacity. Accordingly, the President shall:

- 3.2.1 inform Council in a timely matter of any changes in assumptions, issues or other factors that may impact the ability to achieve the plan;
- 3.2.2 obtain a resolution of Council prior to making changes to the strategic priorities and directions or other significant adjustments to the plan.

#### **4.0 Execution**

- 4.1 Council directs the President to achieve defined results through the establishment of strategic priorities and directions identified in UCN's Strategic Plan. Accordingly, the President shall:
  - 4.1.1 develop and implement plans to advance the strategic priorities and directions;
  - 4.1.2 present an annual operational plan to Council that is informed by the strategic priorities and directions and approved budget.

#### **5.0 Monitoring**

- 5.1 Council will monitor the progress of UCN's Strategic Plan. Accordingly, the President shall:
  - 5.1.1 report regularly to Council on the plan's progress;
  - 5.1.2 provide evidence of measuring progress in achievement of strategic priorities and directions.



## GOVERNING COUNCIL POLICY

### EE-5 RISK MANAGEMENT

**Policy Type:** Governance

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** January 16, 2024

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#### 1.0 Policy Statement

The Governing Council (Council) is responsible for the oversight and monitoring of risk and shall foster a risk-informed culture to support and enable effective decision-making that builds public trust and confidence.

#### 2.0 Purpose

The purpose of this policy is to ensure a sound understanding and consistent application of risk management practices within UCN that will:

- 2.1 preserve and protect the health and safety of employees and students;
- 2.2 preserve, protect, and maintain the physical property, intellectual property, assets, reputation, and goodwill of the institution;
- 2.3 provide adequate insurance against loss;
- 2.4 ensure compliance with professional, legal and ethical standards.

#### 3.0 Role of Council

- 3.1 Council will consider risk in all activities including committee structure, strategic planning, policy, decision making and performance oversight.
- 3.2 Council shall ensure effective reporting and communication of risk throughout UCN and shall monitor any emerging issues that pose a significant risk to UCN and any significant changes to previously identified risks.

#### 4.0 Role of the Finance and Audit Committee

- 4.1 The Finance and Audit Committee shall assess and advise Council on risk. Accordingly, the committee shall:
  - 4.1.1 review UCN's risk management framework and monitor internal control processes;
  - 4.1.2 assess risks and provide advice to Council on actions required to address and/or mitigate those risks, where the Committee considers appropriate.



## **5.0 Role of the President**

5.1 The President shall strengthen UCN's ability to recognize, understand and effectively manage risk. Accordingly, the President shall:

- 5.1.1 create a risk-informed culture in all levels of the organization;
- 5.1.2 develop and maintain an enterprise risk management system;
- 5.1.3 provide Council and the Finance and Audit Committee with timely and relevant information on significant existing and emerging risks so that the Council is informed and can effectively fulfill its risk oversight responsibility.



## GOVERNING COUNCIL POLICY

### EE-6 PRESIDENT'S EXPENSES

**Policy Type:** Executive Expectations

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** January 17, 2023

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#### 1.0 Policy Statement

The Governing Council (Council) is responsible for ensuring the spending of public tax dollars is effectively managed and subject to control measures to maintain public trust and confidence.

#### 2.0 Purpose

The President will be reimbursed by UCN for all reasonable expenses incurred in the performance of their job. This policy reflects Council's commitment to ensuring financial integrity, transparency, and oversight as it relates to the President's expenses.

#### 3.0 Definitions

- 3.1 **Presidential Expenses** refer to any travel, hospitality and communications or other business expenditures incurred on UCN business by, or reimbursed to, the UCN President. Presidential Expenses do not include Corporate Costs or Internal Business Expenses related to attendance at meetings or events organized or initiated outside of the President's Office.
- 3.2 **Internal Business Expenses** refer to business expenses that relate primarily to members of the UCN community, which includes students, employees and members of the Governing Council, Learning Council and Council of Elders.
- 3.3 **External Business Expenses** refer to business expenses that relate primarily to interactions with people outside of UCN.
- 3.4 **Corporate Costs** refer to costs relating to the general administration of UCN, including planning, organizing, directing and controlling institutional expenses of the President's Office.
- 3.5 **Travel Expenses** refer to expenditures incurred by the President to travel on UCN business.
- 3.6 **Communication Expenses** refer to expenses incurred by the President related to telecommunications, such as the cost of overage charges for business-related calls or upgrades for an existing telecommunications device.
- 3.7 **Hospitality expenses** refer to the provision of food and beverages, social or recreational activities, events and gifts in support of the educational, research or service activities of UCN. Hospitality normally involves:

- 3.7.1 the hosting of an external individual or group (e.g. prospective employee or student, business or academic partner). Spouses/partners of UCN employees are normally not considered external guests; or
  - 3.7.2 employee-only activities such as work meetings or social functions.
- 3.8 **FI-01-05 Travel and Public Relations policy**, refers to UCN's expense policy, as may be amended from time to time.

#### **4.0 Guiding Principles for Reimbursement of Presidential Expenses**

- 4.1 Only expenses incurred on behalf of UCN business are reimbursable as a Presidential Expense.
- 4.2 In incurring expenses and seeking reimbursement, the President shall follow the guidelines as set out in FI-01-05 Travel and Public Relations policy, which is applicable to all UCN employees. In the event that there are unusual circumstances where the President reasonably determines that UCN policy FI-01-05 is not applicable or should not be applied, the President shall seek pre-approval from the Council Chair.
- 4.3 The President is responsible for ensuring that expense claims are accurate, documented and in accordance with this Policy.
- 4.4 Expenses must be time and cost effective relative to available alternatives and expected benefits.
- 4.5 The Finance and Audit Committee will develop associated Procedures for this Policy and bring to Council for approval.
- 4.6 Where a Presidential Expense involves one or more additional UCN employees and a joint expense is incurred, the most senior UCN employee must claim the expense, meaning that the President shall incur and claim the expense. The President and employee(s) should each incur and claim their own expenses whenever possible.

#### **5.0 Approvals**

- 5.1 Presidential expenses require approval from the Council Chair, or, in the Chair's absence or conflict of interest, by the Council Vice-Chair. All UCN expenditures considered to be Presidential Expenses, no matter how incurred or paid, require approval by the Council Chair or Council Vice-Chair in accordance with the Procedures.
  - 5.1.1 The Finance Department shall play an enhanced role in reviewing Presidential Expenses to ensure compliance with policy prior to going to the Chair for approval. Any areas of non-compliance shall be highlighted for the Chair's review and approval.
- 5.2 Internal Business Expenses and Corporate Costs that are excluded from the meaning of Presidential Expenses are authorized through UCN policies and procedures and shall not require approval as Presidential Expenses.

#### **6.0 Reporting**

- 6.1 The President shall submit an annual report of the Presidential Expenses to the Finance and Audit Committee in accordance with the Procedures approved by Council.
- 6.2 The report shall not include corporate costs or internal business expenses not included in the meaning of a Presidential expense.



## GOVERNING COUNCIL POLICY

### CP-1 SUPPORT TO COUNCIL

**Policy Type:** Council-President Relationship

**Approval Authority:** Governing Council

**Date Approved:** March 21, 2024

**Replaces:** January 27, 2022

**Review Date:** February 22, 2024

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#### 1.0 Policy Statement

The Governing Council (Council) shall be provided with information and administrative support in order to carry out their responsibilities in governance, and oversight of UCN, and the President's performance.

#### 2.0 Council Support

- 2.1 The President shall ensure that Council and its standing committees are supported in their work and have all information required to perform their duties. Accordingly, the President shall:
- 2.1.1 provide information, documents and records officially requested by Council or its standing committees with Council approval;
  - 2.1.2 submit reports and data required in a timely, accurate and understandable fashion and clearly differentiate between reports for Council decision-making or reports for information only;
  - 2.1.3 ensure that Council is aware of any changes in assumptions that affect previous or future decisions;
  - 2.1.4 ensure that Council is aware of other important but incidental information it requires, including but not limited to potentially significant media stories, threatened or pending lawsuits, significant internal changes and significant operational issues;
  - 2.1.5 report in a timely manner actual or anticipated non-compliance with any policy of Council;
  - 2.1.6 work with Council in a way that does not favour or privilege certain Council members over others except when:
    - fulfilling individual requests for information; or
    - Responding to standing committees established by Council;
  - 2.1.7 provide administrative support for Council and committee meetings.



## GOVERNING COUNCIL POLICY

# CP-2 DELEGATED AUTHORITY AND ACCOUNTABILITY

**Policy Type:** Council-President Relationship

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** February 22, 2024

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## 1.0 Policy Statement

The Governing Council (Council) is accountable for the oversight of the operations and performance of UCN. Council shall ensure all aspects are managed responsibly and shall facilitate efficient decision-making and action through the delegation of authority to the President. Council instructs the President through the establishment of strategic priorities and directions, written policies and Council resolutions, and provides oversight and assessment of performance.

## 2.0 Delegation to the President

- 2.1 Council delegates all authority and accountability of staff to the President;
  - 2.1.1 Council does not give instructions to persons who report directly or indirectly to the President.
  - 2.1.2 Council does not formally or informally evaluate any staff member other than the President.
- 2.2 Council delegates authority and responsibility for managing the day-to-day operations of UCN to the President, which includes but is not limited to:
  - 2.2.1 establishing internal policies;
  - 2.2.2 making decisions and taking action;
  - 2.2.3 responding to requests from government and meeting all reporting requirements;
  - 2.2.4 establishing practices and developing activities.
- 2.3 Council directs the President to achieve defined results through the establishment of strategic priorities and directions and Executive Expectations policies.
  - 2.3.1 Executive Expectations policies define the latitude the President shall exercise in practice, methodology, conduct and other related activities in realizing the strategic priorities and directions.
  - 2.3.2 The President shall present an annual operational plan to Council that is informed by the strategic priorities and directions and approved budget.

2.3.3 Council may change its strategic priorities and directions and Executive Expectations Policies which may shift the direction given to the President.

### **3.0 Only Council Resolutions are Binding on the President**

- 3.1 Only decisions of Council in the form of resolutions are binding on the President.
- 3.2 The President shall only make major changes to the essential nature of a facility, program or service with prior Council approval.
- 3.3 Decisions or instructions from a member(s) of Council, and/or Council committee(s) are not binding on the President, except in instances where Council has authorized, by resolution, such an exercise of authority.
- 3.4 Only the Council acting as a body in the form of a resolution can employ, terminate, discipline and/or change the conditions of employment of the President.
- 3.5 The President may refuse a request for information or assistance from Council members without Council authorization if, in the President's opinion, they require an unreasonable use of human and financial resources, or if they are considered disruptive.

### **4.0 President's Succession**

- 4.1 The President shall ensure that one member of the President's Council is familiar with Council's and the President's issues and processes to assume operational responsibility for UCN to protect from sudden loss of the President's services.
- 4.2 The President shall ensure that one member of the President's Council is available to manage UCN at all times and be capable of returning to one of the main campuses within 24 hours.
- 4.3 The President shall inform the Council Chair of the order of executive succession should the President be unable to perform the duties of the position.



## GOVERNING COUNCIL POLICY

# CP-3 EVALUATION OF THE PRESIDENT'S PERFORMANCE

**Policy Type:** Council-President Relationship

**Approval Authority:** Governing Council

**Date Approved:** January 27, 2022

**Replaces:** New

**Review Date:** February 22, 2024

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## 1.0 Policy Statement

The Governing Council (Council) is responsible for oversight and assessment of the President's performance.

## 2.0 Evaluation of the President

- 2.1 Council shall conduct an annual evaluation of the President's performance which will take place in March of each year, under the guidance and direction of the Executive Committee. The evaluation process shall consist of the following elements:
  - 2.1.1 an in camera presentation at Council's May meeting by the Executive Council to facilitate discussion regarding the President's performance during the most recent fiscal year;
  - 2.1.2 a report prepared by the President providing evidence of compliance with their employment agreement and with Council policies;
  - 2.1.3 a summary report of a survey evaluation from each Council member;
  - 2.1.4 Council's assessment of strengths and opportunities for improvement;
  - 2.1.5 evidence of progress in achievement of the Vision, Mission and Council's strategic priorities and directions;
  - 2.1.6 every second year, the evaluation may be expanded to include a summary report of a survey of staff who report directly to the President.
- 2.2 The Executive Committee shall recommend that Council adopt the President's Evaluation, following completion of the evaluation process.
  - 2.2.1 Any staff, faculty or student members of Council, must declare a conflict of interest and abstain from voting on the acceptance of the President's Evaluation.
- 2.3 The Executive Committee shall discuss results of the evaluation and Council's feedback with the President.
- 2.4 The Executive Committee shall conduct a check-in, six-months after the President's Evaluation, for a general discussion on performance issues.

- 2.4.1 The Executive Committee shall ensure that Council's expectations are understood by both parties and may determine if the President requires additional tools or supports to enhance performance.
- 2.4.2 The Executive Committee shall ensure the check-in process supports the President by providing an opportunity to address or remedy any potential performance related issues in advance of the President's annual evaluation.



# Glossary

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**1. Council Chair**

The authority of the Chair is bestowed by the Minister responsible for advanced education, authorizing the Chair to “run” the Council on its behalf, but not “be the boss of” the Council. The Chair has the responsibility to ensure that Council follows its own rules and those legitimately imposed on it by outside authorities. However, the job is not limited to chairing Council meetings.

**2. Consent Agenda**

A special section of the agenda that is approved with little to no discussion or debate. The Consent Agenda can be used for routine matters such as minutes of Council and committee meetings or for items that have little strategic or financial importance. The Consent Agenda will clearly identify all items falling under that section, and Council adopts the entire Consent Agenda with one motion and no discussion. An item can be removed from the Consent Agenda to the regular agenda to allow discussion by the Council at the request of any member of Council.

**3. Executive Expectations and Council-President Relationship**

The Council’s policy statements that lay out the expectations of the President by Council.

**4. Governance Process**

Policies that describe the Council’s commitments regarding its own operation and behavior.

**5. In Camera**

Refers to portions of a meeting that are restricted to Council members only or Council members and the President.

**6. Monitoring**

The systematic assessment of evidence to determine whether the President has complied with Council *Executive Expectations Policies*, or whether the Council has complied with its own rules as set out in *Governance Process* and *Council-President Relationship Policies*. Monitoring may be done by internal report, external report, or direct inspection, but only against criteria set out in Council policy.

**7. Stakeholders**

Groups or individuals who may gain or lose from the institution’s activities. Includes, but is not limited to, students, parents of students, staff, alumni, donors, community groups, communities, sponsors, accrediting agencies, industry, government.