
Appendix H

STATEMENT OF EXPECTATIONS FOR MEMBERS OF THE MCMASTER UNIVERSITY BOARD OF GOVERNORS

The Board of Governors of McMaster University (the “Board”) has three different types of members: those appointed or elected in conformance with the McMaster University Act (the “Act”); those whose office at the University results in *ex officio* membership, again in conformance with the Act; and Honorary Governors who have been designated as such by the Board of Governors. Members appointed or elected in conformance with the Act have full rights of membership including the right to attend and participate in meetings of the Board, and to vote. The Board has also designated, through its By-laws, a fourth type of participant called “Observers”. Observers and Honorary Governors may attend and participate in Board meetings, as regulated by the Board’s By-laws, but may not vote.

Inherent in the acceptance of membership in the Board of Governors is a commitment to perform the duties of Governor personally, to the best of one’s ability, and in the best interest of the University. The purpose of this Statement of Expectations is to assist those undertaking membership in the Board to understand that commitment and the expectations of the University.

Members of the Board of Governors owe a fiduciary duty to McMaster University and are charged with acting with care in the exercise of their powers. The duty of a Board member is to act honestly, in good faith, and in the best interest of the University rather than in the interest of any advocacy or interest group or other organization including a group or organization that may have appointed or elected her or him to the Board. The duty of care requires Board members to exercise an appropriate standard of care in the performance of their Board responsibilities.

The University’s Board of Governors has the following expectations of its Members in respect of their fiduciary duty and duty of care:

1. Attend meetings and play a full and active role in the work of the Board. Prepare for meetings, seeking clarification of pending issues and any additional information required to enable informed decision making. Members of the administration are fully available for consultation with members of the Board through the office of the University Secretary.
2. To act in their capacity as Governor in good faith and in the best interests of the University. In relation to matters concerning the business and affairs of the University which come before the Board, to place the interests of the University paramount to the interests of any other group or organization of which he or she may be a member or that he or she may represent. This includes exercising care, diligence, and skill in the exercise of these responsibilities.
3. Become acquainted with the University’s operations, including the transaction of business, University policies, and the routine delegation of tasks.
4. While acting as Governor, remain knowledgeable and respectful of the University’s governance process, including relevant by-laws and legislation.

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5. Maintain the confidentiality of information provided in confidence, understanding the responsibility not to disclose information without proper authority. This duty continues to apply after the completion of service on the Board.
 6. As fiduciaries, members of the Board of Governors have an obligation to challenge and to confirm the merit of the recommendations and information presented to the Board, including requesting that options be presented and that salient points be pointed-out by officers and management of the University. Members are expected to express their views fully and candidly during Board discussions, but they should respect the principle of collective decision-making and corporate responsibility, accepting that a decision once made reflects the will of the Board. Members speaking other than during a Board discussion should ensure that they are not perceived to be speaking on behalf of the Board or the University. The Chair of the Board is its official spokesperson.
 7. Be transparent regarding any conflict, or the possible appearance of conflict, between Board duties and private interests, financial or otherwise. If a conflict or potential conflict arises, a member must declare any private interests relating to his or her Board duties and promptly take steps to resolve any conflicts arising in a way that protects the interests of the University. A member who is in any way interested in a proposed contract with the University must also comply with Article 8 Paragraph 16 of the Act. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek advice from the Chair of the Board, President, or University Secretary. In this context, members must refrain from using confidential information gained in the course of Board service for personal gain or for political purpose.
 8. Refrain from using, or attempting to use, the opportunity of Board service inappropriately to promote personal interests or those of any connected person, firm, business or other organisation.
 9. Bring personal expertise to bear on related University business before the Board. A Governor who possesses specific expertise is expected to use it in the interests of the University.
 10. Remain reasonably knowledgeable about developments surrounding post-secondary education in the province.