
Introductions

Natasha Himer

Natasha Himer is a governance lawyer with WATSON Inc. specializing in policy and research to help private, public and not-for-profit boards and their committees establish effective and sustainable governance structures and practices. She is a facilitator in WATSON's Governance Academy delivering governance education programs to both individual directors and boards. Known for her deep knowledge of emerging governance issues, Natasha delivers well-researched, practical recommendations to WATSON's clients.

Post-Secondary Governance

Keeping Pace with
Evolving Standards

What is Governance?

Classic Definition: The structure and processes by which organizations are managed and held to account

**BROADEN
YOUR
VIEW OF
GOVERNANCE**

Working Definition: The way *people* make decisions together and are accountable

People, culture, dynamics, relationships

Is governance
different at post-
secondary
institutions?

Colleges and institutes operate in a unique and complex environment:

- Academic context, culture and principles
- Bi-cameral system
- Many operate as part of public sector
- Multiple stakeholders and many constituencies to align, both internal and external

There has been increased attention on governance practices of post-secondary institutions (universities, colleges, institutes)

- In BC: Auditor General 2012 reports on University Board Governance and other Public Post Secondary Boards
- We have seen over 12 university/post-secondary governance reviews in Canada in the last decade (e.g., *Concordia, U of Waterloo, U of T, U of C, Western, Memorial, Cape Breton, Brock, Champlain College*)
- These reviews either in response to concerns raised or in order to take a broader look at governance structures and practices to enhance the overall approach and framework

Varying contexts for reviews:

- Board operates “*secretively*”; the administration’s “*lack of transparency*”
- The apparent “*control and influence*” over senior administrators over the Board
- Elected member voice “*not wanted, listened to, or validated by the Board*”
- Decisions over Presidents’ compensation (universities)
- Competing visions: “*tension between those who uphold its tradition of accessibility and openness as opposed to those who place greater value on a development model which features research and graduate studies*”



Themes



Alignment

- There are many constituencies/stakeholders to align on priorities and direction
- Some growing tensions, e.g., between academic and business imperatives
- Processes can be used to achieve increased alignment – we see more strategic planning, and more consultative planning than before

Roles and Responsibilities

- Legislation sets respective roles and responsibilities between board, education council/senate, administration, but still evidence of power struggles
- Historically the “line” between the board and President has been high – tendency to rely on the President and administration as post-secondary institutions are complex
- Today it is not acceptable for Board to be “passive”
- We see Boards more active in oversight and in generative governance

Critical Importance of Board Chair role and relationship with President

- Strong and healthy relationship is imperative
- Chair needs to be engaged and kept informed
- Recent research on “challenges” of “failed” University presidencies in Canada ... *“all reflected extensively on their troubled relationship with their board of governors and, in particular, the board chair”*

■ Board Culture

- Increasing discussion of inclusive and respectful boardrooms
- Both elected and appointed members have a lot to offer but often a sense of divide on the Board
- Takes effort to foster positive dynamics and build relationships
- Requires individuals with good EQ, consider working styles, and ensure clear roles and responsibilities
- Elected members are *not* “representatives”
- Balance between “one voice” of Board and for elected members to speak about issue that affect them

■ Openness and Transparency

- Desire for more communication about the Board and its work, and the roles of the Board and administration
- Clarify protocols for criteria, attendance and participation at open meetings
- Active management and disclosure of conflicts of interest

The post- secondary sector is
engaging more practices akin to
corporate sector, though not carried
out the same way

The Board has latitude to evolve its
practices and processes, within the
legislative framework and unique
post-secondary context

■ Governance Framework

- Many post-secondary institutions set out governance responsibilities and key policies
- Tendency is not as much written guidance on *how* decisions are made – key processes, such as strategy, risk management, president evaluation and succession planning
- We are seeing more formalized processes, more documentation and disclosure

■ Disclosure and Communications

- More focus on how the Board communicates about itself and its work
- Disclosure of practices and processes
- Website provides a view into the governance – *“this is who we are, this is how we do things”*
- Some Board Chair summaries post-meetings
- Board members engaging with communities appropriately, e.g., open houses

■ Risk Management Oversight

- Increasingly formalizing approach to risk oversight by the Board – strengthening internal systems and processes
- The Board
 - Approves the company's risk appetite
 - Oversees processes for identifying, reporting and managing risk
 - Engages with management in considering potential vulnerabilities
- Broader view of risk, what are strategic risks?
- Risks may be allocated along committees for deeper review

■ Annual President Evaluation

- In many cases an informal process, where the President may set goals and report against them to Chair/exec committee/Board, though feedback given may not be robust and inconsistent process
- More Boards are engaging in deeper annual processes, and more often with external support
- Good evaluations start with goals that include institution goals and leadership related goals

Board Composition and Succession

- Increasingly proactive approaches, even if government ultimately makes the decision
- Actively identify skills and experience – *skills matrix*
- Personal attributes considered – *integrity, passion for post-secondary; good judgement, team player*
- Consider role of the Board and experience needed
- Consider Board leadership needs, e.g., Chair succession
- Diversity – many facets & more explicitly considered

■ Board Orientation and Education

- There needs to be considerable effort put into orientation to help all new Board members understand the institution, their role and legal duties
- To set Board members up to be effective, add value and effectively discharge their responsibilities
- Provide opportunities for ongoing education
- Tailor education to meet individual needs

■ Evaluation Practices

- Indicator of a healthy and effective Board
- Demonstrates commitment to continuous improvement
- Means to identify what is working/what is not
- Process can be internally or externally facilitated
- Feedback processes for Committees
- Feedback processes for Board leadership roles, e.g., Committee Chairs, Board Chair

■ Meetings - Challenges

- Presentations and committee reports leave less time for forward looking topics, strategic discussion
- Open/closed meetings can inhibit debate and discussion
- Pre-reading information and materials can be lengthy (briefing notes; report templates, thought-starter questions)
- Large Board size not always conducive to discussion

Meetings - Opportunities

- Creative ways to engage Board on key issues in a conducive environment
- Opportunities for strategic off-sites
- Regular use of *in camera*
- Leveraging committees and coordinating between committees and the Board
- Agenda design, redesigning report and BN templates
- Training for management on presentations to Board/Committees



Exercise



Exercise A

- Complete the Board Evaluation questionnaire.
- Discuss your answers with the group.
- As a group be prepared to share:
 - The top 3 areas that are working well for most.
 - The top 3 three areas that are tricky for most.

Exercise B

- What do you see as 2 – 3 top key governance challenges at your institution?
- Discuss your answers with the group.
- As a group be prepared to share the top 3 and identify suggestions for how to address the issue.

**The Board professional and
President's office professionals ...**

**Play a unique and critical role in the
governance of the institution**

Board and President's Office Professionals

- Varying models but each role contributes to overall governance and continuity in good governance practices
- In our work, we have seen the tremendous importance of individuals who support the Board/overall governance of the institution
- Each Professional/Chair, Professional/President team develops its own way of working

Key Attributes:

- Liaison and point of contact
- Relationship manager
- Advisor
- Facilitator
- Institutional historian
- Continuity in practice and process
- Planner
- Part of daily life of the institution
- Integral to work of the Board, through collaboration with Board leadership and administrative leadership



Exercise



Exercise B

- What do you see as 2 – 3 top key governance challenges at your institution?
- Discuss your answers with the group.
- As a group be prepared to share the top 3 and identify suggestions for how to address the issue.

Exercise

- Write down a challenge that you have faced in your role.
- How did you approach the challenge?
- When you are ready, discuss your example with the group.

Exercise

- What do you observe?
- Are there any challenges you have in common?
- Are there any challenges that are unique?
- Pick a spokesperson to share an example and summarize comments with the entire group.

One Take Away

Reflection



FACT PATTERN 1

- It has come to your attention that an elected faculty member has been blogging about Board matters after Board meetings on a personal blog and that she has sent live tweets about the meetings during the open session of meetings.
- What steps might you take or advice would you provide to the Board to address the situation?

FACT PATTERN 2

- Jo is one year into his term as a Board member. He seems hesitant to speak and share ideas at Board and Committee meetings. He received orientation. You have heard him say that he feels he can rely on others who tend to speak more and he plans to keep quiet unless asked to weigh in. He has started to miss meetings.
- What steps might you take or advice would you provide to the Board to address the situation?

FACT PATTERN 3

- One of the newest Board members has been commenting on the minutes for Board meetings, suggesting that they do not provide sufficient detail and that they should read more like a Hansard record or transcript. He has told you he prefers to see a record of who said what and his comments.
- How might you respond in this situation?