

**TERMS of REFERENCE of the BOARD  
of the  
BAN RIGH FOUNDATION for CONTINUING UNIVERSITY EDUCATION**

**I Functions of the Ban Righ Foundation Board**

The Board of the Foundation is the governing body of the Foundation, establishing its policies and managing its affairs, according to its mandate. This includes staffing, financing and budget, housekeeping, bursaries, and political stance.

**II Composition of the Board and Terms of Reference**

Ban Righ Foundation Board members shall be women who are committed to supporting women learning. There is a commitment to diversity in Board membership.

The Board is comprised of 13 elected members and a number of Ex-Officio members (staff members and the representative from the Dean of Student Affairs Office).

Elected Members - The 13 elected members are selected by its Nominating Committee and selected candidates are reported to the Board. Three of these members shall be student representatives, of whom at least one shall be a graduate student. One member shall be from the Gender Studies Department and one member from the Queen's Alumnae at large, at the invitation of the Board. The remaining eight are selected from the University and the Community. The Nominating Committee will take into account achieving a balance on the Board of University and Community members. Nominations will be timed in such a way as to ensure continuity.

Ex-Officio Members-Staff of the Foundation (up to 3 staff members) and one appointee of the Dean of Student Affairs are Ex-Officio members of the Board.

The term of office for 10 of the 13 Board-appointed members is three years, effective September 1. Board members may be re-elected for one additional 3-year term. Alternatively, Board members may seek re-election for a one-year term after their three-year term is up. The Nominating Committee will review re-election nominations and accept or decline based on the needs of the Board as a whole. The student members are appointed for a renewable term of one year and shall be registered at Queen's University. Student members shall have all of the privileges and responsibilities of Board membership.

The Board will meet regularly, at least 10 times throughout the year. Board members are expected to serve on at least two committees. Staff may serve on all committees with the exception of Personnel (see Committee Structure and Terms of Reference for Committees of the Board.)

Should a Board member miss three consecutive meetings, the Chair will contact said member regarding future commitment.

Any vacancy on the Board will be filled by the Board, by the Ban Righ Foundation Nominating Committee, so that the term in question may be completed.

More than one-half of the active membership, excluding staff, shall constitute a quorum. All members of the Board may vote on all matters that do not constitute a conflict of interest. Staff Board members may not vote on personnel matters or where conflict of interest applies.

The Board will elect a Chair annually, in May. The term will be one year, starting September 1, and may be renewed. Ex-Officio appointees are ineligible. The Board values the participation of Co-Chairs and a Co-Chair can be re-elected by the Nominating Committee to sit a second year as Co-Chair if she puts her name forward for re-election. The Board will also elect a Secretary each September for a one-year term. Any Board member is eligible.

The Board, at its discretion, may appoint an honorary chair for a renewable one-year term, whose duties will be defined at the time of the appointment.

### **III Meetings of the Board of the Ban Righ Foundation**

#### **1. Preparation**

The Agenda will be prepared by the Chair in consultation with the staff and circulated by the staff. It shall be distributed in time to reach Board members at least by the weekend before the meeting.

Minutes will be taken by the Board Secretary at each meeting and circulated in advance of the following Board Meeting by a staff member. Meetings will be for members only except where special guests are invited.

#### **2. Suggested Format**

1. Opening Remarks
2. Additions to the Agenda
  - 2.1 Adoption of the Agenda
3. Adoption of the Minutes of the previous meeting
  - 3.1 Business arising from the Minutes of the previous meeting
4. Reports
  - 4.1 Director's report on the Centre's activities
  - 4.2 Staff Reports
  - 4.3 Student Report
  - 4.4 Committee reports
5. Correspondence
6. New Business
7. Date of the next meeting
8. Adjournment

### **IV Conflict of Interest**

A member of the Board has a conflict of interest in any matter before the Board if she has either a direct or indirect pecuniary interest in that matter.

A member has a direct pecuniary interest in any matter if her salary and or benefits are in any way affected by the decision the Board takes on that matter.

A member has an indirect pecuniary interest in any matter if the value of any financial asset or real property that she holds is likely to be in any way affected by the decision the Board takes on that matter.

A member has a conflict of interest if her partner or children, as long as they are residing with her, have a conflict of interest.

A member has a conflict of interest if she is a Director of any other organization that has an indirect pecuniary interest in any matter before the Board unless the member is an Ex officio member of the Board of the Ban Righ Foundation as a consequence of being a Director of that organization.

As soon as a member is aware that she has a conflict of interest she must specifically declare it at the first Board meeting thereafter, then refrain from any discussion or voting on the matter, either before, during or after the Board meeting at which the matter is discussed. She must also refrain from any discussion of the matter at meetings of the committees of the Board.

If the member only becomes aware of the conflict of interest after discussion and/or voting on the matter has taken place at a Board meeting, then she must declare that conflict at the next regular Board meeting and refrain from any later discussion on the matter.

If the member is a staff person of the Ban Righ Centre, she is entitled to discuss with other members matters in which she has either a direct or indirect pecuniary interest if she is invited to do so by the Chair of the Board, the Board as a whole, or a committee of the Board. She cannot, however, under any circumstances vote on the matter.

If a member has a conflict of interest on any matter under discussion at an *in camera* meeting of the Board then that member must leave the room in which the Board meeting is taking place.

## **V Apprehension of Bias**

For any matter that comes before the Board, there may be particular circumstances when a Board member feels apprehension about participating in the discussion or voting on the matter. This apprehension may arise because the Board member has previously been involved with the matter through another organization or because the Board member has a close friend or relative who has had or who has involvement in the matter. The Board member may consider herself ineligible to participate in discussion or to vote because she senses her own bias or the appearance of bias.

These circumstances of apprehension of bias lie beyond the scope of the definition of Conflict of Interest.

The Ban Righ Foundation Board respects the right of any Board member to withdraw from discussion and voting on any matter if that Board member declares apprehension of bias in the matter.

## **VI Reports**

The Foundation will send regular financial reports, its annual budget, and proposals with respect to human resources to the Dean of Student Affairs for approval, through the Ex-officio representative of the Dean's Office.

## **VII Amendments to the Terms of Reference**

Thirty days' notice shall be given in writing to all members of the Board of proposed changes to the Terms of Reference. A quorum of the Board is required to pass the amendments.

# BAN RIGH FOUNDATION for CONTINUING UNIVERSITY EDUCATION COMMITTEES

## COMMITTEE STRUCTURE and TERMS of REFERENCE for Committees of the Board

### I COMMITTEE STRUCTURE

#### 1. Relationship to the Board

The major work of the Board of the Ban Righ Foundation will be done by its Standing Committees, which will report regularly to the Board.

#### 2. Standing Committees

Advocacy, Awards, Finance and Strategic Planning, Fund-Raising, House, Nominating and Personnel.

#### 3. Ad Hoc Committees

Additional ad hoc committees shall be established as required.

#### 4. Membership

Non-board members may be invited to join the Awards, Fundraising, House, and Advocacy committees of the Board.

#### 5. Annual Guidelines

Board Orientation and Review of Activities and Goals	September
Nominations of new Board Members	April
Year-end committee reports completed	March 31
Elect Board Chair and/or Co-Chairs	May
Compile Annual Report	May
Evaluate Year and Set Goals – Committee of the Whole	June

## II TERMS of REFERENCE for COMMITTEES

### 1. ADVOCACY COMMITTEE

#### 1a. Operations

A standing committee of the Ban Righ Foundation Board, the Advocacy Committee monitors (University and government) regulations and policies with respect to their effect on mature women students, in conjunction with Centre staff. It informs the Board when Board action may be helpful, may be appropriate, or is needed. It may suggest appropriate action to the Board and act on behalf of the Board with Board authorization.

#### 1b. Membership

At least three Board members and a broad base of Alumnae, students, staff, faculty and people from the community who have an interest in advocating on behalf of students.

#### 1c. Accountability

To the Board of the Ban Righ Foundation.

### 2. AWARDS COMMITTEE

#### 2a. Operations

A standing committee of the Ban Righ Foundation Board, the Awards Committee formulates policy for Board approval, attends to the details of the Awards program, and ensures that the Awards program is equitable and inclusive in operation. As well, the Committee works to establish new named awards, works to increase the value of the existing awards, and plans public events honouring award recipients and donors.

#### 2b. Membership

One designated staff member, one student, and three others from the Board and/or the Community. Any three members shall constitute a quorum.

The student representative, who is also a member of the Ban Righ Board of Directors, is eligible to apply for any award or bursary but shall not participate in the selection process.

#### 2c. Accountability

**To the Ban Righ Foundation Board** An annual report, which will include the annual staff report on bursaries and Awards, shall be presented to the Board by the Committee in May.

**To students** Every effort will be made to ensure that the distribution of the Awards will be equitable and that student information remains confidential.

### **3. FINANCE COMMITTEE and STRATEGIC PLANNING**

#### **3a. Operations**

A standing committee of the Ban Righ Foundation Board, the Finance Committee works with the Director in budget preparation, in financial planning, and in consultations with the University on financial matters.

#### **3b. Membership**

The Director, the Chair of the Board, and at least two other Board members.

#### **3c. Accountability**

To the Ban Righ Foundation Board, and shall submit a draft budget for approval to the Board prior to the end of the fiscal year. The budget is then submitted to the Dean of Student Affairs for approval.

### **4. FUNDRAISING COMMITTEE**

#### **4a. Operations**

A standing committee of the Ban Righ Foundation Board that raises money for the work of the Foundation. Liaison is maintained with the Office of Advancement so that both parties work effectively together on behalf of the Foundation.

#### **4b. Membership**

The Director, the Chair of the Board and at least 2 Board members. Ad-hoc sub-committees will be made up of Alumnae, University faculty, staff, students, and community members as required.

#### **4c. Accountability**

To the Ban Righ Foundation Board. It presents an annual report in May. Ad-hoc sub-committees will submit budgets to the Finance committee for review and approval.

### **5. HOUSE COMMITTEE**

#### **5a. Operations**

A standing committee of the Ban Righ Foundation Board, the House Committee monitors effective use and maintenance of 32 Bader Lane; it identifies university, community and individual sources of goods and services as need arises; and, makes recommendations to the Ban Righ Foundation Board about house use and upkeep.

#### **5b. Membership**

At least three Ban Righ Foundation Board members, including at least one staff member and one student, and members of the community.

#### **5c. Accountability**

To the Ban Righ Foundation. It presents an annual report in May.

## **6. NOMINATING COMMITTEE**

### **6a. Operations**

A standing committee of the Ban Righ Foundation Board, the Nominating Committee reviews Board member nominations and selects members and reports to the Board. Nominations can be reviewed and selected throughout the year to ensure continuity of the Board. The Nominating Committee will also create an orientation document, a board manual etc. The Committee will provide a welcome to new board members in September, as well as a thank you to outgoing board members in June.

The Nominating Committee will also report to the Board once the Chair or Co-Chairs have been selected for the following year.

The Nominating Committee shall generate and maintain a list of resource people whose names may be used for committee and Board membership.

All prospective members shall be invited to join the Board by the Director of the Foundation or a Board member as directed by the Nominating Committee.

### **6b. Membership**

The Alumnae representative, the Past Chair of the Ban Righ Foundation Board if she is on the Board, or another Board member if she is not, and one staff member. Or, an additional member of the Board should the Alumnae representative and Past Chair of the Board be the same person.

### **6c. Accountability**

To the Board of the Ban Righ Foundation.

## **7. PERSONNEL COMMITTEE**

### **7a. Operations**

The Personnel Committee, a standing committee of the Ban Righ Foundation Board, assumes a role of advocacy on behalf of staff. It is responsible for ensuring the Centre complies with University Human Resources policy and serves in an advisory and support role to the Director. It will work with Queen's Human Resources where appropriate.

### **7b. Membership**

The Chair of the Board and three other elected Board members. If possible, one member should have a good knowledge of Queen's human resources practices.

### **7c. Accountability**

To the Board of the Ban Righ Foundation. It presents an annual report in May.