

# Cambrian College of Applied Arts and Technology

## Board of Governors Policy Governance Process

Approved by the Board of Governors	May, 2007 Motion: 07-05-47
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### Principles of Governance:

1. Through establishment of policies, processes, and structures based on the College's vision, mission and values, the Board of Governors will ensure effective operation of Cambrian College of Applied Arts and Technology and fulfilment of the College's mandate.
2. In its deliberations, through a diversity of viewpoints, the Board of Governors will balance outward vision with internal potential, mindful of the past, but oriented toward the future.
3. The Board of Governors is accountable to the students of Cambrian College of Applied Arts and Technology, their employers, the government of Ontario and the communities the College serves by ensuring that the College is effectively and appropriately managed to achieve its established mandate and to provide needed services.
4. The Chair of the Board of Governors is responsible for preservation of order and decorum at meetings of the Board and to decide all questions of order. The Chair of the Board of Governors communicates decisions made by the Board.
5. Each member of the Board of Governors will exhibit ethical and professional conduct at meetings of the Board of Governors.
6. Each member of the Board of Governors will develop an understanding of the scope and mandate of the College, the education and service needs of the populations it serves, and the Board's policy governance approach.
7. The Board of Governors will meet regularly as required by law and its meetings will be conducted in accordance with the by-laws of Cambrian College of Applied Arts and Technology as the same may be amended from time to time.
8. The Board of Governors may establish such committees as the Board requires to assist it in fulfilling its mandate. Committees established by the Board of Governors shall be at liberty to act within the scope of their mandate and the Chair of each such committee shall report the decisions of the committee to the Board.
9. No Governor shall accept or receive from the College a financial or other benefit accruing to that Governor by reason of office or any person that Governor may wish to favour.

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10. The Board of Governors of Cambrian College of Applied Arts and Technology may establish from year to year or otherwise as may be required a planning cycle to learn of developments in the college system and to re-examine and re-consider the means by which it may best fulfil its mandate.

**Policy Title: Governance Commitment**

Through establishment of policies, processes, and structures based on the College's vision, mission and values, the Board of Governors will ensure effective operation of Cambrian College of Applied Arts and Technology and fulfilment of the College's mandate.

**Policy Title: Manner of Governing**

In its deliberations, through a diversity of viewpoints expressed in a democratic process, the Board of Governors will balance outward vision with internal potential, mindful of the past, but oriented toward the future.

Accordingly, the Board, and each individual Governor as applicable, shall:

1. Exercise discipline to prepare for, attend, and participate at meetings, and overall to govern efficiently, effectively, and with excellence;
2. Direct, control, and inspire the College through the careful establishment of written policies reflecting the College's values and perspectives;
3. Except where otherwise required by law, establish long-term goals and direct the President toward fulfilment of those goals;
4. Cultivate a sense of group responsibility, utilizing the experience and expertise of individual Governors to enhance the function of the Board as a whole;
5. Comply with the laws of the land and the by-laws of the College so as to fulfill all legal and fiduciary responsibilities;
6. Remain informed regarding relevant local, national, and global educational and other issues, actively gathering information in fulfilment of the Governors' role; and
7. Govern with an appreciation for the diversity of communities.

### **Policy Title: Board Job Description**

The Board of Governors is accountable to the students of Cambrian College of Applied Arts and Technology, their employers, the government of Ontario and the communities the College serves by ensuring that the College is effectively and appropriately managed to achieve its established mandate and to provide needed services.

The roles of the College Board of Governors include:

1. Establishing governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability including written governing policies, which, at the broadest levels, address:
  - Executive Expectations: Establishment of prudent and ethical authority within which all executive activity and decisions must take place;
  - Governance Process: Establishment of Board governance model, process, and self-evaluation; and
  - Board-Staff Relationship: Delegation of authority and means of communication and monitoring;
2. Setting the College vision, strategic directions, and overall goals and outcomes, including written policies, which at the broadest level, address:

Ends: Organization, Mission, Vision, Values, and goals as expressed in the Strategic Plan;
3. Hiring the Chief Executive Officer (President), delegating to the President the day-to-day management of the college, evaluating the President's performance and allocating the President's compensation.
4. Approving the college's annual business plan, budget and annual report.
5. Assessing periodically the attainment by the President of corporate goals and objectives, and the effectiveness of the board with respect to governance.
6. Periodically monitoring and reviewing Board processes and the Board's and each Governors' own performance to ensure attainment of efficiency, effectiveness, and goals and periodic discussion of process improvements.
7. Advocating in the interest of the college, collectively and individually, locally, regionally, nationally and/or internationally.
8. Setting the Board agenda.
9. Approving programs of instruction.

**Policy Title: Chair's Role**

The Chair of the Board of Governors is responsible for assuring the integrity and fulfillment of the Board's process, and occasionally, represents the Board to outside parties.

Accordingly, the Chair shall:

1. Ensure annual performance reviews of the President based on objective criteria related to efficiency, effectiveness, and attainment of goals.
2. Ensure annual review of the Board's performance based on self-evaluation of Board functioning and effectiveness.
3. Prepare, in collaboration with the President, the Board agenda, based on the Board planning cycle.
4. Chair Board meetings:
  - a. Recognize members of the Board of Governors who wish to speak to an issue, in keeping with fair, open, and thorough discussion, but balanced by maintaining a timely and orderly agenda;
  - b. Direct discontinuance of irrelevant, repetitious, and unparliamentary language;
  - c. Judge on the propriety of any motion put before the Board of Governors, and, at the conclusion of debate, put the question to the Board;
  - d. Offer, in the Chair's discretion, input from individuals and organizations that have expertise and interests specifically related to Board decisions and Board policies;
  - e. Refrain from engaging in debate of an issue before the Board;
  - f. Not vote on any motion, except as permitted in the College's by-laws;
5. Speak on behalf of the Board to communicate Board decisions and otherwise where authorized by the Board.

**Policy Title: Board Members' Code of Conduct**

Each member of the Board of Governors will exhibit ethical and professional conduct at meetings of the Board of Governors and at any other place that may reflect on the Board as a whole.

Accordingly, the Board, and each individual Governor if applicable, shall:

1. Ensure appropriate decorum in group and individual behavior where that will reflect on the Board and its Governors;
2. Ensure personal attendance, policy making principles, respect of roles, respect for democratic processes, and continuity of governance capability;
3. Act in the utmost good faith in the interests of the College and the communities it is to serve, without regard to personal interests or those of advocacy or special-interest groups;
4. Comply with the MTCU Binding Policy on Conflict of Interest in particular and the common law duty regarding conflict of interest in general;
5. Comply with the policy relating to Board-Staff Relationship that recognizes authority is vested in the Board and individual Governors have no authority to direct the resources or affairs of the College;
6. Remain non-judgmental of the persons to whom administrative decisions are delegated except as may be reviewed against objective standards by the Board as part of the Board process;
7. Respect the strengths and differences of others, encouraging productive contribution of all viewpoints and sharing of information in frank and open discussion;
8. Respect decisions of the Board without limiting corrective measures through ethical and constructive channels;
9. Maintain confidentiality of privileged information;
10. Recognize the minutes of Board meetings and college publications as the means of communicating with others; and
11. Recognize the Board Chair or other person designated by the Board as the spokesperson for the Board;

**Policy Title: Board of Governors Orientation**

Each member of the Board of Governors will develop an understanding of the scope and mandate of the College, the education and service needs of the populations it serves, and the Board's policy governance approach.

Accordingly:

1. The Board of Governors shall provide a formal orientation program for all new governors that focuses on:
  - a) the Policy Governance approach
  - b) the role of the Board
  - c) the role and responsibilities of individual Board members
  - d) the history and development of the College
  - e) the College's Strategic Plan
  - f) an overview of the College's programs, services, budget and facilities
  - g) the college system
2. Every Board member will participate in the orientation program. The program will be open to all members.
3. The Board will evaluate its orientation program
4. The Board will encourage participation at regional, provincial and national orientation programs and conferences.

**Policy Title: Board Meetings**

The Board of Governors will meet regularly as required by law and its meetings will be conducted in accordance with the by-laws of Cambrian College of Applied Arts and Technology as the same may be amended from time to time.

Accordingly, the Board, and each individual Governor if applicable, shall:

1. Establish a meeting schedule that best conforms to the ability of all Governors to attend;
2. Establish starting and finishing times for meetings of the Board;
3. Accommodate special meetings as may be called by the Chair;
4. Hold regular meetings which are open to the public, except when confidential matters are to be addressed;

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5. Hold in-camera meetings to discuss matters of a confidential nature, to deal with personnel or property matters and decisions made in those meetings will be reported at the Board's next regular meeting unless the Board decides otherwise;
6. Hold a single or a series of informal sessions, retreats, and workshops to consider complex matters and larger issues where sharing of information, opinions and perspectives would allow a thorough, thoughtful, and in-depth discussion without strict adherence to parliamentary procedure, so that a summary may be brought to the Board for debate and consideration of motions;
7. Bring draft motions for the Board's consideration to the attention of the Board Chair or President sufficiently in advance of scheduled meetings to allow inclusion, where warranted, of the draft and sufficient background information to facilitate discussion and decision-making;
8. Prepare for and follow, subject to variation by the Board, meeting agendas made in consultation with the Board Chair and the President to establish subjects and order of discussion after the same are prepared and sent one week in advance of meetings, the same to generally include motions for approval of agenda, adjournment time, approval of minutes, declaration of conflicts of interest, committee reports, and reports of Performance Monitoring Information; and
9. Follow Robert's Rules of Order where the Corporations Act, the by-laws, and policies are silent.

**Policy Title: Board Committees**

The Board of Governors may establish such committees as the Board requires to assist it in fulfilling its mandate. Committees established by the Board of Governors shall be at liberty to act within the scope of their mandate and the Chair of each such committee shall report the decisions of the committee to the Board.

Accordingly, the Board shall:

1. Create and maintain an Audit Committee as a standing committee to assist the Board by: performing compliance audits as part of the annual evaluation cycle; verifying adherence to legislative, regulatory, and policy requirements relating to the operation of the College; ensuring that control systems are functioning and adequate to meet Strategic Plan priorities, Business Plan objectives, Performance Measurement requirements and to demonstrate foresight; and supervising an external audit for inclusion in the Annual Report so as to maintain fiscal integrity;

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2. Create and maintain a Nomination Committee as a standing committee to assist the Board by: recommending for submission to the College Compensation and Appointments Council nominees for Board appointment, reappointment and replacement; and annually recommending nominees for appointment to the offices of Board Chair, Board Vice-Chair, and committee Chairs, and for appointment to serve on committees of the Board;
3. Establish ad hoc committees annually, or as otherwise deemed necessary and expedient to accomplish specific tasks related to Board function, including, without limiting the generality of the foregoing, Fred Sheridan Award selection, Board Performance evaluation, President Performance evaluation, President selection and to assist the Board in considering policy alternatives and implications for subsequent Board deliberation; and
4. Unless the composition of a committee is expressly restricted by the Board, all Governors shall be given notice of committee meetings and any Governor may attend any committee meeting and participate as a member of the committee;

Accordingly, Board committees, and individual committee members if applicable, shall:

1. Distinguish a Board committee from an administrative committee regardless of whether one or more Governors sit on an administrative committee, and
2. Report through the committee Chair to the Board of Governors at meetings of the Board and, whether or not staff are included among committee members, to respect the Board-Staff Relationships policy;

## **Audit Committee**

### ***Composition:***

Unless otherwise specified in the By-laws, the Audit Committee shall consist of at least six Governors, including the Board Chair, Vice Chair, and President. All Board Members may participate fully in the work of the committee.

### ***Mandate:***

The Audit Committee shall be a standing committee to assist the Board by: ensuring compliance with audit information as part of the annual evaluation cycle; verifying adherence to legislative, regulatory, and policy requirements relating to the operation of the College; ensuring that control systems are functioning and adequate to meet Strategic Plan priorities, Business Plan objectives, Performance Measurement requirements and to demonstrate foresight; and ensuring an external audit is performed and included in the Annual Report so as to maintain fiscal integrity.

Accordingly, during the annual Board cycle, the Audit Committee shall:

1. Verify adherence to policies established by the Board and recommend changes to procedures where necessary;
2. Maintain currency with statutes, regulations, Ministerial Directives, and amendments thereto which affect the operation of the College and evaluate conformity to those requirements;
3. Ensure the adequacy of administrative policies, controls, and evaluation criteria to meet Strategic Plan priorities, Business Plan objectives, and Performance Measurement requirements and to demonstrate foresight;
4. Oversee stewardship of the College's assets and liabilities, including, without limiting the generality of the foregoing, review and recommend budget response;
5. Monitor adequacy of accounting systems, methodologies and internal controls, and evaluate responses to the auditor's observations and recommendations;
6. Consider audit requirements and consulting needs and recommend to the Board an accounting firm or firms for appointment as external auditors; and
7. Review the College's annual report, and business plan, including financial statements, with the President and with the external auditors, together or separate and apart, and make recommendations, as appropriate, to the Board for its acceptance or modification;

## **Nomination Committee**

Composition:

Unless otherwise specified in the By-laws, the Nomination Committee shall consist of the Past Chair of the Board (who shall chair the Committee), the Chair of each committee of the Board, one internal Board member, and the President.

Mandate:

The Nomination Committee shall be a standing committee to assist the Board by: recommending for submission to the College Compensation and Appointments Council nominees for Board appointment, reappointment and replacement; and annually recommending nominees for appointment to the offices of Board Chair, Board Vice-Chair, and committee Chairs, and for appointment to serve on committees of the Board.

Accordingly, during the annual Board cycle, the Nomination Committee shall:

1. Seek and encourage expressions of interest for appointment to the Board and recommend to the Board nominees whose appointments would best compliment Board experience and expertise, conform to the needs of the College, and meet criteria established by law, by policy, and by the College Compensation and Appointments Council;
2. Evaluate the merits of reappointment of Governors who are eligible for reappointment and make recommendations to the Board accordingly;
3. Oversee coordination of elections for appointment of internal Governors and review election results to ensure conformity with policies and procedures established for such cases and make recommendations to the Board accordingly;
4. Periodically review such laws, policies, and procedures as relate to the appointment process and make recommendations to the Board accordingly;
5. Through its recommendations, ensure that Board membership is representative of the community and maintains an overall balance of interests; and
6. Evaluate the merits of appointment of Board officers from among Governors and make recommendations to the Board accordingly.

**Policy Title: Remuneration of Governors**

No Governor shall accept or receive from the College a financial or other benefit accruing to that Governor by reason of office, or any person that Governor may wish to favour.

Accordingly, each individual Governor shall:

1. Respect the common law and binding policy directives relating to conflict of interest in relation to College governance;
2. Claim only those reasonable out-of-pocket expenses actually incurred in fulfilling the duties of Governor, by submitting receipts for travel, meals, accommodation, and other necessary expenses;
  - a) Claim reimbursement at the rate allowed to College staff for mileage incurred in authorized travel;
  - b) If renting a motor vehicle, ensure that the same is rented in the name of Cambrian College of Applied Arts and Technology and take insurance coverages; and
  - c) Wherever possible, use the services of the College to make travel and accommodation arrangements.

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**Policy Title: Annual Board Planning Cycle**

The Board of Governors of Cambrian College of Applied Arts and Technology may establish from year to year or otherwise as may be required a planning cycle to learn of developments in the college system and to re-examine and re-consider the means by which it may best fulfil its mandate.

Accordingly, the Board shall ensure constant redevelopment through orientation of new Governors in the Board's governance process and periodic informal discussion of process and goal development.

The annual cycle will follow the fiscal year of the College, currently as follows:

<b>Board Cycle - Revised May 2007</b>			
<b>Month</b>	<b>Whole Board</b>	<b>Nomination Committee</b>	<b>Audit Committee Performance Monitoring Cycle</b>
April	– Fred Sheridan Award	– Election of new internal Board members	– Executive Expectations Policies: Financial Planning – Operating Budget
May	– KPI Report – Program Management Report – Report of Strategic Plans and Annual Action Plans – Health and Safety Report	– Selection and submission of new external Board members	
June	– Annual Report – Performance Appraisal of President - Final Review – Board Meeting Evaluations Report	– Board Committee Membership and Officers of the Board – Orientation process for new Board members begins	– Executive Expectations Policies: Financial Condition, Asset Protection – Financial Statements – Auditor's Report
July/August	– <b>No Board meetings</b>		
September	– Board meeting schedule published – Board Planning Day – Presentation of Goals for Performance Appraisal of President – Health and Safety Report		

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<b>Month</b>	<b>Whole Board</b>	<b>Nomination Committee</b>	<b>Audit Committee Performance Monitoring Cycle</b>
October	<ul style="list-style-type: none"> <li>- Enrolment report</li> <li>- NORCAT Annual report</li> </ul>		<ul style="list-style-type: none"> <li>- Executive Expectations Policies: Financial Planning; Asset Protection</li> <li>- Mid year financial review</li> </ul>
November	<ul style="list-style-type: none"> <li>- Aboriginal Educational Strategy</li> <li>- Cambrian International Annual Report</li> </ul>		
January	<ul style="list-style-type: none"> <li>- Executive Expectations Policies: Treatment of People</li> <li>- Board Meeting Evaluations Report</li> <li>- Health and Safety Report</li> </ul>		<ul style="list-style-type: none"> <li>- Third Quarter Financial Review</li> </ul>
February	<ul style="list-style-type: none"> <li>- Performance of President mid year review with Executive Committee</li> <li>- Student Fees</li> <li>- Foundation Annual Report</li> </ul>		
March	<ul style="list-style-type: none"> <li>- Executive Expectations Policies: Staff Compensation and Benefits; Emergency Executive Succession;</li> <li>- Student Centre Annual Report</li> </ul>		