



Board of Governors

TERMS OF REFERENCE

AUDIT COMMITTEE

Authority

The Board of Governors By-law 11 (Section 28) establishes the Audit Committee of the Board of Governors and Governance Process Policy – GP2f - Board Committee Structure.

Products

1. Recommendations on the selection of external auditors and the terms/fees of the contract.
2. Recommendations on the scope of the audit including special audit procedures that meet Board, Ministry and legal requirements prior to the commencement of the audit, and no later than the first quarter of each calendar year.
3. Comments to management on the key planning assumptions, changes to accounting policy, and financial risks to be used in developing the annual operating budget and multi-year financial plan.
4. Verification that management has not restricted the external auditors' review.
5. A report no later than June of each year that contains audited financial statements, results of any special audit procedures, management letter, and the Audit Committee's recommendations.

Membership and Responsibilities:

In accordance with Section 27(a) of By-law #11, which states that "neither the President nor any other internal Governor, nor any employee of the College, including without limitation the Director - Finance shall be a member of the Audit Committee," the membership of the Audit Committee will be comprised of:

- Four external members of the Board of Governors;
- Chair of the Board – Ex-Officio;
- External Community Representative, if required.

Membership of the Audit Committee shall be consistent with the By-Laws and include at least one committee member with a financial and/or business designation. If this is not possible, consideration will be given to inviting an external community representative with the required designation, to sit on the Committee as a non-voting external director.

The Chair of the Committee will be appointed by the membership of the Committee.

Members are elected annually at the regular June meeting, effective September 1 of that year.

Voting

Voting on motions and questions before the Committee and the general proceedings of the committee will be in accordance with Section 8 (p) of By-law 11 (*Procedures for Meetings and Organizations* by Kerr and King) unless otherwise identified in the By-laws or Policies of the Board.

All members are to be voting members, except for the external community representative with a business designation.

Resources

The President and Treasurer to the Board will provide support to the Committee.

The Administrative Assistant – Vice President – College Services will provide administrative support to the Committee including coordinating and distribution of agendas and minutes, correspondence to and on behalf of members, etc.

The Committee can incur reasonable expectations of staff time.

Meetings

The Audit Committee shall meet at least three times per year in accordance with the Committee's approved Action Plan.

Any other meetings of the Audit Committee will be scheduled, as required, at the call of the Chair of the Committee.

Minutes

The Audit Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes shall be distributed to committee members with the next meeting's agenda for review and approval.

Approved or unapproved minutes from all other Coordinating Committee meetings will be provided to the Board of Governors, for information with the next Board of Governors' meeting agenda.

After approval, the minutes will be available through the Vice President – College Services Office.

Quorum:

Simple majority

Term of Office:

Annual (September to June)

Expenses:

To incur reasonable costs, as necessary.

Review

The Committee will review these Terms of Reference annually at their first meeting of the Academic Year.

Reference Material:

- Board of Governors By-law #11
- GP-2f – Board Committee Principles
- GP-2d – Board Secretary's Role



Board of Governors

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COORDINATING COMMITTEE

Authority

The Board of Governors By-law 11 (Section 28) establishes the Coordinating Committee of the Board of Governors and Governance Process Policy – GP2f Board Committee Structure.

Products

1. The Annual Agenda Cycle and Governance Policies.
2. Finalized Board agenda, ensuring compliance with policies and processes and identified conflicts of interest.
3. Advice to the President, upon request.
4. Review of monthly meeting feedback and annual evaluation.
5. A budget for Board operations for the fiscal year be reviewed annually.
Note: See also GP-2g Annual Planning (Paragraph 1(e)) and GP-2h Governance Investment (Paragraph 4).
6. Recommendations to the Board from the Nominating Committee for Committee membership and Chairs.
7. Identification and design of Board opportunities (e.g. events, training sessions, retreats) which meet Board-identified governance needs.
8. Responses to emerging Board issues.

Membership and Responsibilities

In accordance with By-law 11, membership of this Committee will be comprised of the same external Governors who make up the Executive of the Board, plus the President (ex-officio) which include:

- Chair
- 1st Vice Chair
- 2nd Vice Chair
- Past Chair (if still a Governor);
- Board Member-at-Large; and a
- 2nd Member-at-Large (if no past Chair).

The Chair of the Board will be the Chair of the Coordinating Committee.

Members are elected annually at the regular June meeting, effective September 1 of that year.

Voting

Voting on motions and questions before the Committee and the general proceedings of the committee will be in accordance with Section 8 (p) of By-law 11 (*Procedures for Meetings and Organizations* by Kerr and King) unless otherwise identified in the By-laws or Policies of the Board..

All members are to be voting members.

Resources

The Treasurer to the Board will provide support to the Committee.

The Secretary to the Board will provide administrative support to the Committee including coordinating and distribution of agendas and minutes, correspondence to and on behalf of members, etc.

Meetings

The Coordinating Committee shall meet routinely (two weeks prior to all regular Board of Governors' meetings and retreats), to set the agenda.

All other meetings of the Coordinating Committee will be scheduled as required, at the call of the Chair.

Minutes

The Coordinating Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes shall be distributed to committee members with the next meeting's agenda for review and approval.

Minutes of the Coordinating Committee meeting, held regularly two weeks prior to the Board of Governors meeting for the purposes of setting the agenda will not be distributed to the Board of Governors for information. The subsequent agenda(s) will signify the results of that meeting.

Approved or unapproved minutes from all other Coordinating Committee meetings will be provided to the Board of Governors, for information with the next Board of Governors' meeting agenda.

After approval, the minutes will be available through the President's Office.

Quorum:

Simple majority

Term of Office:

Annual (September to June)

Expenses:

To incur reasonable costs and reasonable expectations of staff time.

Reference Material:

- Board of Governors By-law 11
- GP2f – Board Committee Principles
- GP2d – Board Secretary's Role



Board of Governors

TERMS OF REFERENCE

GOVERNANCE COMMITTEE

Authority

The Board of Governors By-law 11 (Section 32) establishes the Governance Committee of the Board of Governors and Governance Process Policy – GP2f Board Committee Structure.

Products

Recommendations, if any, for

1. modifications of existing Board policies or By-Laws;
2. new Board policies or By-Laws;
3. adjustments to the Board's self-evaluation processes; and
4. the Colleges oversight of enterprise risk*.

*Risk, Risk Assessment, Risk Management and Institutional-wide risk management are defined in Board Policy 11-3-03 – Enterprise Risk Management.

Membership and Responsibilities

The membership of the Governance Committee will be:

- 1) Up to five members appointed by the Board of Governors
- 2) Chair of the Board (Ex-officio)
- 3) President (Ex-officio)

Voting

Voting on motions and questions before the Committee and the general proceedings of the committee will be in accordance with Section 8 (p) of By-law 11 (*Procedures for Meetings and Organizations* by Kerr and King) unless otherwise identified in the By-laws or Policies of the Board.

All members are to be voting members.

Resources

The Secretary to the Board will provide administrative support to the Committee including coordinating and distribution of agendas and minutes, correspondence to and on behalf of members, etc.

Meetings

The Governance Committee shall meet at least twice per term.

All other meetings of the Governance Committee will be scheduled, as required, at the call of the Chair.

Minutes

The Governance Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes shall be distributed to committee members with the next meeting's agenda for review and approval.

Approved or unapproved minutes from the Governance Committee meetings will be provided to the Board of Governors, for information with the next Board of Governors' meeting agenda.

After approval, the minutes will be available through the President's Office.

Quorum:

Simple majority

Term of Office:

Annual (September to June)

Expenses:

To incur reasonable costs and reasonable expectations of staff time.

Reference Material:

- Board of Governors By-law 11
- GP2d -- Board Secretary's Role
- GP2f -- Board Committee Structure
- Board Policy 11-3-03 – Enterprise Risk Management



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TERMS OF REFERENCE

NOMINATING COMMITTEE

Authority

The Board of Governors By-law 11 (Section 30) establishes the Nominating Committee of the Board of Governors and Governance Process Policy – GP2f Board Committee Structure.

Purpose/Product

1. A gap analysis that identifies the needs of the Board against the existing profile of merit and diversity.
2. A recommended slate of candidates for external Board and LGIC appointments and reappointments.
3. A recommended slate of candidates for the positions on the Executive, in particular, the Chair, First Vice-Chair and Second Vice-Chair, as established in Section 7 of the Board of Governors By-Law No. 11.
4. A recommended slate of candidates for Board Committees
5. Any other products requested by the Board of Governors.

Membership and Responsibilities:

In accordance with Section 132 of *Procedures for Meetings and Organizations* by Kerr and King and Section 30 of By-law 11, membership of the Nominating Committee will be comprised of:

- the Past Chair of the Board (if still a Governor), or
- the current Board Chair
- three External Governors of the Board, who are not Executive Committee members, who are cognizant of the requirements of the offices and familiar with the membership.
- One external, non-board, non-voting member, appointed at the discretion of the Board.

Preference for membership will be given to longer term/experienced Governors.

The Committee Chair will be the Past Chair or current Board Chair, in that order.

Members are appointed to the Committee annually at the first Board meeting of the academic year in September.

The Chair is an Ex-officio, non-voting member, on all committees of the Board, that he/she is not appointed to.

Voting

Voting on motions and questions before the Committee and the general proceedings of the committee will be in accordance with Section 8 (p) of By-law 11 (*Procedures for Meetings and Organizations* by Kerr and King) unless otherwise identified in the By-laws or Policies of the Board.

All members are to be voting members.

Resources

The Secretary to the Board will provide administrative support to the Committee including coordinating and distribution of agendas and minutes, correspondence to and on behalf of members, etc.

The President will act in the capacity of a non-voting resource person on new Governor interviews.

Meetings

The Nominating Committee shall hold a meeting annually in October of each year to review the membership.

The Nominating Committee shall hold a meeting annually in June to review the nominations for the Executive.

All other meetings of the Nominating Committee will be scheduled, as required, at the call of the Chair.

Minutes

The Nominating Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes shall be distributed to committee members with the next meeting's agenda for review and approval.

Approved or unapproved minutes from Nominating Committee meetings will be provided to the Board of Governors, for information with the next Board of Governors' (In Camera) meeting agenda.

After approval, the minutes will be available through the President's Office.

Quorum

Simple majority.

Term of Office

Annual (September to August)

Expenses:

To incur reasonable costs and reasonable expectations of staff time.

Reference Material:

- Board of Governors By-law 11
- GP2f – Board Committee Principles
- GP2d – Board Secretary's Role
- Confederation College Board Protocol for Nominations and Appointments, Revision date September 2011
- Ministry of Training, Colleges and Universities Protocol for Lieutenant Governor In Council Appointed College Governors



Board of Governors

TERMS OF REFERENCE

PRESIDENT'S EVALUATION COMMITTEE

Authority

The Board of Governors By-law 11 (Section 27) allows for the establishment of committees to act in an advisory capacity to the Board of Governors in connection with the particular field of activity referred to each of such committees.

Products

1. A completed Annual Performance Review of the President.
2. With respect to the performance of the President, a recommendation to the Board for review and approval that will include a rating of performance and level of compensation.
3. A review of other related matters that may arise.

Membership and Responsibilities

The membership of the President's Evaluation Committee will be:

- 1) 3 to 4 external members of the Board; and
- 2) Chair of the Board.

The Committee Chair will be the current Board Chair.

Voting

Voting on motions and questions before the Committee and the general proceedings of the committee will be in accordance with Section 8 (p) of By-law 11 (*Procedures for Meetings and Organizations* by Kerr and King) unless otherwise identified in the By-laws or Policies of the Board..

All members are to be voting members.

Resources

The Secretary to the Board will provide administrative support to the Committee including coordinating and distribution of agendas and minutes, correspondence to and on behalf of members, etc.

Meetings

The President's Evaluation Committee will meet:

- approximately one week prior to the May Board of Governors' meeting, to confirm the process for the evaluation;
- approximately 10 to 14 days after the May Board of Governors' meeting, to review feedback from the Board of Governors on the president's evaluation.

The Chair of the President's Evaluation Committee meets with the President immediately following the June Board of Governors' meeting.

All other meetings of the President's Evaluation Committee will be scheduled as required, at the call of the Chair.

Minutes

The President's Evaluation Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes shall be distributed to committee members with the next meeting's agenda for review and approval.

Approved or unapproved minutes from the President's Evaluation Committee meetings will be provided to the Board of Governors, for information with the next Board of Governors' (In Camera) meeting agenda.

After approval, the minutes will be available through the President's Office.

Quorum:

Simple majority

Term of Office:

Annual (September to June)

Expenses:

To incur reasonable costs and reasonable expectations of staff time.

Reference Material:

- Board of Governors By-law 11
- GP2d – Board Secretary's Role