



Board of Governors Policy

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| POLICY TYPE: | Governance Process | NUMBER: | GP-2 |
| POLICY TITLE: | Board Job Description | | |
| EFFECTIVE DATE: | March 11, 2021 | REVISION DATE: | NEW |
| RENEWAL DATE: | March 2023 | | |

1. BACKGROUND

The Board Job Description and the Code of Conduct and Conflict of Interest Guidelines for Governors (By-law#1 – Schedule A) are closely linked. The Board Job Description identifies the expectations of a governor, while the Code of Conduct and Conflict of Interest Guidelines describe how these responsibilities shall be performed.

1.1. Applicable Legislation

1.1.1. Ontario Regulation 34/03

- a) Section 8, outlines Board responsibilities for submitting a strategic plan, business plan and annual report; and approval and submission of a balanced budget.
- b) Section 10, states a Board of Governors may approve allowances for Board members for travelling and living expenses incurred by members while engaged in the business of the Board, but members shall otherwise not be remunerated by the Board for undertaking the responsibilities of the Board.

1.1.2. Confederation College By-law No. 1, Powers of the Board Confederation College By-law No. 1, Section 3 describes the powers of the Board.

2. POLICY STATEMENTS

2.1. The Board is accountable to the moral ownership, collectively they are the people of northwestern Ontario, the students of Confederation College of Applied Arts and Technology, 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. The Board shall act on behalf of the ownership as a whole, rather than being advocates for specific geographic areas or interest groups.

The primary role of the Board is one of governance and the board shall comply with the laws of the land and the by-laws of the College, so as to fulfill all legal and fiduciary responsibilities. The Board will provide a strong and authoritative

linkage between the operational organization and the moral ownership (the people of northwestern Ontario.)

- 2.2. A governor is liable for decisions made by the Board, including those made in his or her absence.
- 2.3. The duties of the Board, acting in the best interest of the College, shall include, but are not limited to:
 - 2.3.1 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:
 - a) Ends: Mission, Vision and Values and Priorities for Action
 - b) Executive Limitations: Establishment of prudent and ethical authority within which all executive activity and decisions shall take place;
 - c) Governance Process: Establishment of Board governance model, process, and self-evaluation; and
 - d) Board-President Relationship: Delegation of authority and means of communication and monitoring;
 - 2.3.2 Setting the College vision, strategic direction and overall goals and outcomes within the context of appropriate laws, government policies and local needs.
 - 2.3.3 Approving the College's strategic plan, annual business plan, budget, and annual report.
 - 2.3.4 Periodic review of the risk appetite and monitoring the management of key/top strategic-level enterprise risk.
 - 2.3.5 Approving programs of instruction.
 - 2.3.6 Hiring the President and delegating to the President accountability for the performance and operation of the College.
 - 2.3.7 Monitoring and evaluating the College's and the President's performance annually against the attainment of stated College goals, objectives and Board policies (Ends and Executive Limitations).
 - 2.3.8 Approving any changes to the President's contract of employment, changes in compensation levels, including annual merit pay, and changes in perquisite amounts.

- 2.3.9 Assessing the effectiveness of the Board, utilizing simple, flexible and cost effective tools and processes, through a monthly meeting evaluation and an annual self-evaluation in June with respect to:
- Adherence to and evaluation of relevance and accuracy of Governance Process and Board-President Relationship policies
 - Continuous governance improvement
 - Individual performance; and
 - Balancing the resources needed to fulfill its fiduciary and oversight obligations against the resources required to meet its Ends.
- 2.3.10 Conducting periodic discussion of process improvements.
- 2.3.11 Establishing the annual Board Planning Cycle for Agenda Control (work plan) and “goals” of the Board, which includes but is not limited to:
- Review of the Ends policies, annually as part of the President’s evaluation process, prior to the President building a budget;
 - Time to consider information relative to the internal and external environment, including exploration of ownership perspectives which may have implications for the direction of the College and education including relevant and/or new legislation at the Board retreat;
 - Time for the Board to monitor its own compliance with its Governance Process Policies and review of the policies themselves;
 - Time for the Board to monitor the President’s compliance with Executive Limitations policies as part of the President’s evaluation process and review of the policies themselves; and
 - Time for Board orientation and education.
- A Board member may recommend or request additional items for Board discussion by submitting the item to the Board Chair no later than 5 days before the Board meeting.
- 2.3.12 Regularly attending and actively participating in Board and Standing Committee meetings.
- 2.3.13 Annually serving on a minimum of one Standing Committee.
- 2.3.14 Participating in Board special events and professional development opportunities, including the College Centre of Board Excellence Program.
- 2.3.15 Advocating in the interest of the College, collectively and individually, locally, regionally, nationally and internationally.

3. MONITORING

- 3.1. The Board will monitor this policy through compliance with the established annual work plan, business plan and budget.

- 3.2. The Board will receive regular feedback by conducting a meeting critique at each regular Board meeting.
- 3.3. The Board will conduct an annual self-assessment of performance. The annual survey is issued to all board members in late June of each year.

4. RELATED LEGISLATION

- 4.1 Minister's Binding Policy Directives and other documents
- 4.2 Board Members Code of Conduct
- 4.3 Confederation College By-law No. 1
- 4.4 Minister's Binding Policy Directive – Governance and Accountability – Resource
- 4.5 Document on Board-President Relations
- 4.6 Ontario Regulation 34/03