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Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** GP-6

POLICY TITLE: Committee Principles

EFFECTIVE DATE: March 11, 2021 **REVISION DATE:** NEW

RENEWAL DATE: March 2023

1. BACKGROUND

- 1.1. In compliance with Confederation College By-law No. 1, Sections 21 to 27, the Board may, from time to time, establish committees consisting of Governors and officers of the Board for such purposes and with such powers as the Board approves.
- 1.2. This policy aligns with the principles of the Minister's Binding Policy Directive on Governance and Accountability, which requires a college board of governors to establish governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability.
- 1.3. This policy applied to any group that is formed by Board action whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the President.

2. POLICY STATEMENTS

- 2.1. As per Confederation College By-law No. 1, the Board of Governors has established the following Committees: Executive, Audit, Governance and Nominating.
- 2.2. A committee shall conduct its affairs in accordance with Confederation College By-law No. 1, Board policy and the terms of reference approved for each committee.
- 2.3. Every committee shall keep minutes. Approved Committee minutes will be presented at the next Board of Governors (In Camera) meeting for information.
- 2.4. A committee cannot make a decision that binds the Board of Governors. The Board of Governors shall approve all recommendations made by a Committee for action.

2.5. A committee may not speak or act for the Board of Governors except when formally given such authority for a specific and time-limited purpose. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

2.6. A committee does not have authority over College employees or operations.

Board committees are to assist the Board in doing its job, not to help or advise the staff. Committees ordinarily assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

The President works for the full Board, and will therefore not be required to obtain approval of a Board committee before an executive action.

Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee, which has helped the Board create policy on some topic, will not be used to monitor organizational performance on that same subject. The Board retains responsibility and authority to monitor organizational performance on the same subject.

2.7. The Nominating Committee shall review the composition of the Committees and based on a skills matrix and vacancies, will make recommendations for Committee membership to the Board of Governors who shall appoint the members of the committees, who shall hold office at the pleasure of the Board.

Appointments to the Board Committees will take place at the regular Board meeting in September.

2.8. Every external Governor shall be appointed to a minimum of one (1) committee.

2.10. The term of appointment to a committee is one-year; however, successive one-year terms can be served.

2.11. The Chair of a committee can serve successive one-year terms, except where otherwise stated.

2.12. An external Governor not appointed to a particular committee can attend a meeting of another committee as a guest, with the exception of Internal Governors who cannot attend a meeting of the Executive, Audit or Nominating Committees. When attending as a guest the Governor is permitted to sit at the table and participate in discussion, but is not entitled to vote on any matter.

2.13. Committees will be used sparingly and ordinarily in an ad hoc capacity.

- 2.14 No committee has the authority to commit funds or resources of Confederation College where it has not already been budgeted.

3. MONITORING

- 3.1. The Board has delegated authority for recommending the composition of committees of the Board to the Nominating Committee. The Board Secretary, on behalf of the Nominating Committee, will conduct an annual survey to determine Governor's preferences for appointment.
- 3.2. As part of its annual self-evaluation, the Board will review the effectiveness of its Committees.

4. RELATED LEGISLATION

- Minister's Binding Policy Directives
- Confederation College By-law No. 1
- Ministry's Binding Policy Directive – Governance and Accountability