

**Board of Governors’
Policy Manual**

Board Governance Policy Manual

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Board of Governors' Policy Manual

Introduction

The Board of Governors of Mohawk College has adopted a policy governance model of operation that provides an efficient focus for the Board's unique contribution to the College's organizational results.

Board leadership requires that the Board provide vision. To do so, it is essential that the Board first have a clear vision of its own job. The policy governance approach provides a powerful and effective framework for structuring this task. Policy governance emphasizes vision and values, the empowerment of both Board and staff, and the strategic ability to lead leaders.

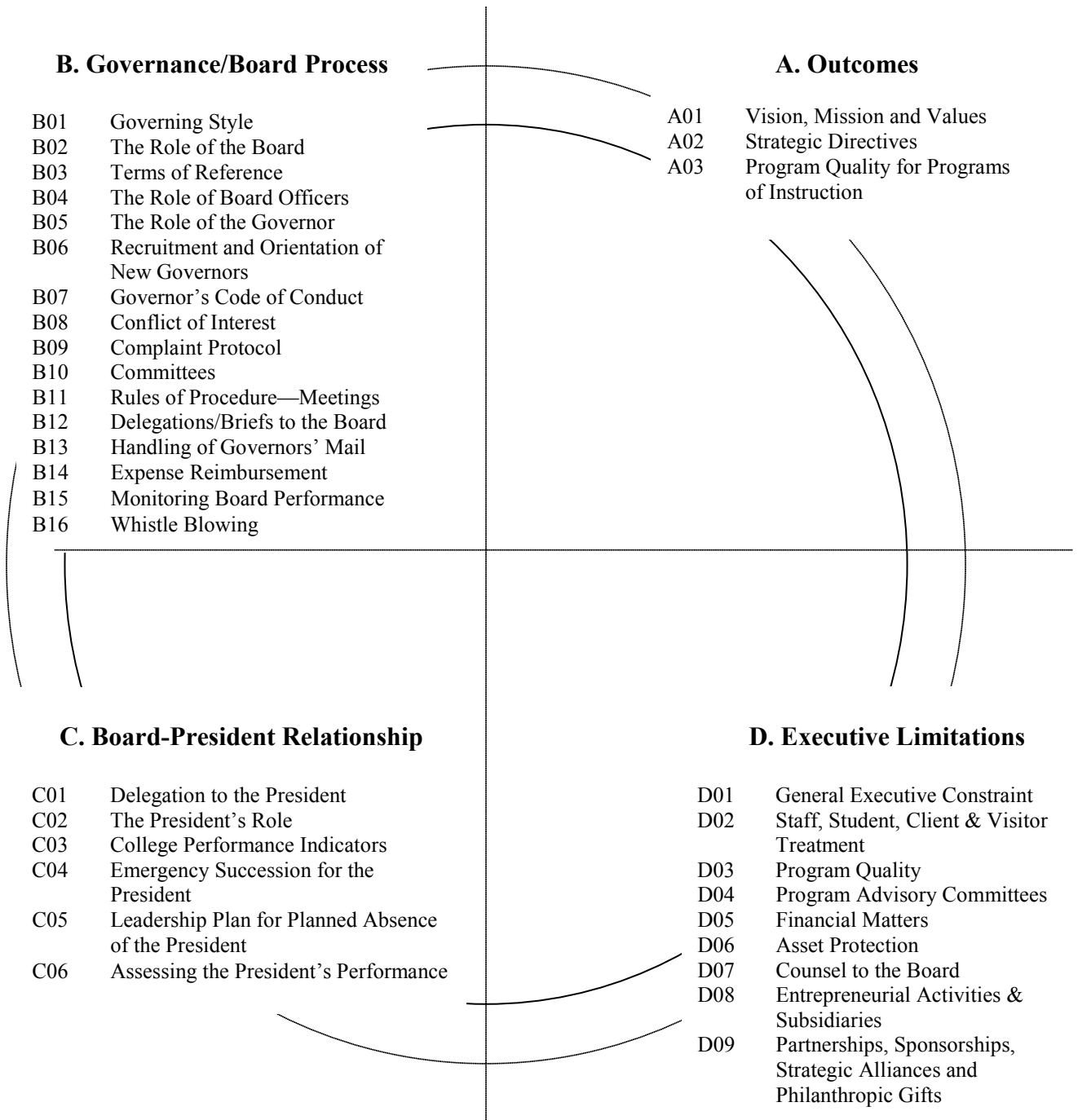
The policy governance model introduces an integrated system of governance that is guided by the following key principles:

1. The Board is accountable for the overall activities of Mohawk College. This is the central reason for the Board's operation. Total authority and total accountability (within provincial regulations) are essential for an effective governing Board.
2. The Board of Governors is the voice of the college owners – the citizens of Ontario. To adequately represent the best interests of the College owners, the Board must be in a position to understand the various views in the community and the province about the purpose of the organization.
3. Authority and accountability reside with the Board as a whole and the Board speaks with "one voice". Roles and responsibilities of individual Board members are derived from the roles and responsibilities of the Board as a group.
4. The "one voice" principle does not require unanimous votes. It does require that all Board members, regardless of their position on the issue, support decisions made by the Board.
5. Careful delegation and role clarification are essential. The Board delegates authority for operationalizing its plans through a single source – the President. The President is charged with all of the authority to meet Board expectations, and is the single employee of the Board. Successful delegation requires that the Board be definite about its expectations, assign these expectations clearly, and monitor regularly.

6. The Board organizes achievement in a way that empowers staff, allowing as much latitude as possible to encourage creativity and innovation. The Board avoids structures or practices in which Board members or Committees exercise authority over staff, any function of staff, or any department of staff.
7. The Board explicitly designs its own products and process. The Board clearly identifies how it will organize, structure and conduct itself in order to accomplish its mandate.
8. The Board establishes a link with the President that is both empowering and supportive. The Board delegates to the President the authority to make decisions required to deliver outcomes in the best interests of the College and within the agreed upon limitations.

This manual is intended as an orientation tool for new governors and a reference for seasoned members of the Board. It outlines Board-approved policies in the following four categories: Outcomes, Governance/Board Process, Board-President Relationship and Executive Limitations. These are intended to guide Board actions in carrying out its responsibilities to the citizens of Ontario.

BOARD GOVERNANCE POLICY MANUAL GOVERNANCE MODEL



BOARD GOVERNANCE POLICY MANUAL

POLICY TYPE:	META POLICY	POLICY NUMBER: M01
POLICY TITLE:	DEVELOPMENT OF BOARD POLICY	EFFECTIVE: FEBRUARY 10/10
REFERENCE (MOTION): 406.C.7.4 (EST. OCT. 2005)		

BACKGROUND

A policy is a value-based or philosophically based guide for action that prescribes the outcomes and limits the methods. Policies are one important tool by which the Board of Governors manifests its vision into action. Carefully developed and well-constituted policy statements provide a framework for consistent decision-making.

This Meta Policy is designed to describe the overarching policy of the organization. The Meta Policy outlines a systematic and structured approach for development and updating of Board policies that clearly articulate Board values and perspectives, and outline how the Board will operate and address its mandate.

POLICY STATEMENTS

1. Using a policy governance approach (see graphic page 2), the Board will lead by establishing policy in the following four categories:

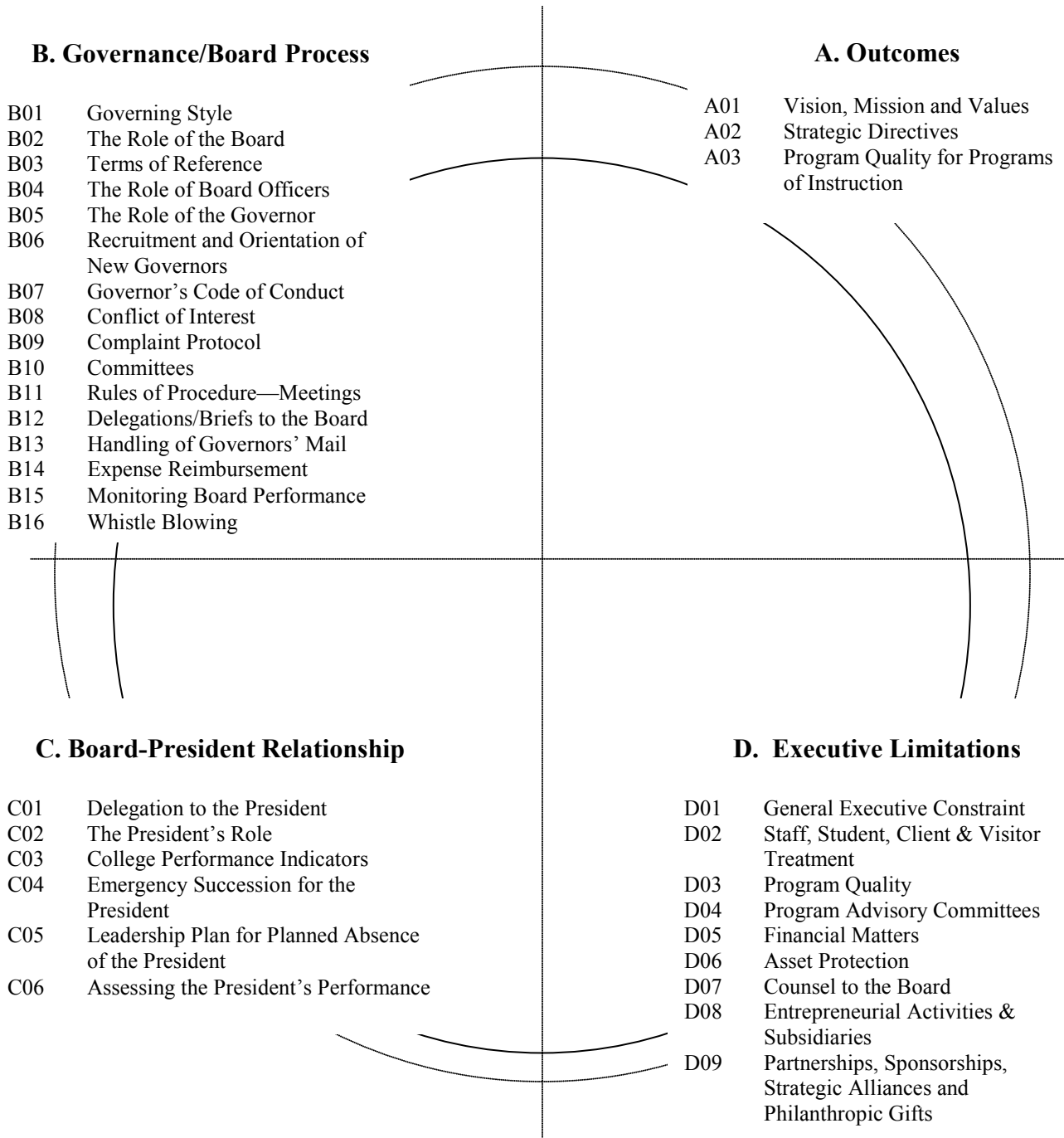
Outcomes – policies in this category comprise the organizational vision. They define the mission, mission-related statements and strategic directions that clearly set out the intended results of the College’s actions.

Governance/Board Process - This category focuses on the policies and procedures for the internal workings of the Board – a consistent and structured plan for how the Board will operate to ensure that it remains focused on the critical challenges of providing vision and leadership.

Board-President Relationship – These policies outline approaches for how the Board relates to the President, with particular focus on delegation, its view of the President’s role, and how it will evaluate the President’s performance.

Executive Limitations – These policies clearly define what the Board will not allow, establishing guidelines of prudence and ethics that limit the methods that the President can use to accomplish organizational goals.

BOARD GOVERNANCE POLICY MANUAL GOVERNANCE MODEL



2. Typically, a Board of Governors policy will:
 - Reflect the values, mission and goals of the Board;
 - Have a clear purpose;
 - Provide clear guidance;
 - Include the following headings:
 - Background
 - Policy Statements
 - Monitoring
 - Policy Review Date.

3. **Identification of Policy Issues**

The identification of Board policy issues will be the responsibility of each Board member. The need for the development of new policy, or amendment of existing policies will be shared by the individual Governor with the Board Chair. He/she will ensure that the issue is placed on the agenda of an appropriate Board meeting.

4. **Policy Development and Approval**

When the Board as a whole has determined the need to develop new policy or amend existing ones, the Governance Committee will be responsible for the development or amendment of the policy(ies) under consideration. A special ‘working group’ may be established for this purpose, or the Governance Committee may choose to employ other strategies at its discretion to ensure policy development or amendment. Draft policies will be presented to the Board for approval within a prescribed time frame.

Once approved, new and/or amended policies will be added to the Policy Manual in the appropriate category and the Table of Contents amended as needed. The Executive Assistant to the Board will be responsible for maintaining an updated Policy Manual and distributing manual updates to Board members.

5. **Policy Review**

A regular review cycle will ensure that Board policy remains current.

- **Outcomes** will be reviewed and updated consistent with the Strategic Planning cycle in place at the College.
- Other categories of Board policy will be reviewed and updated, if necessary, according to a rotating, predetermined schedule established by the Board.
- The Governance Committee will assume overall responsibility for the review process.
- As appropriate, various Board committees will assume responsibility for the review of policy relevant to their respective mandates.
- It is anticipated that all Board policies will be reviewed every 3 – 5 years.

MONITORING

The Board Chair will be responsible for ensuring that policy development and review undertaken by the Board complies with the principles outlined in this Meta Policy.

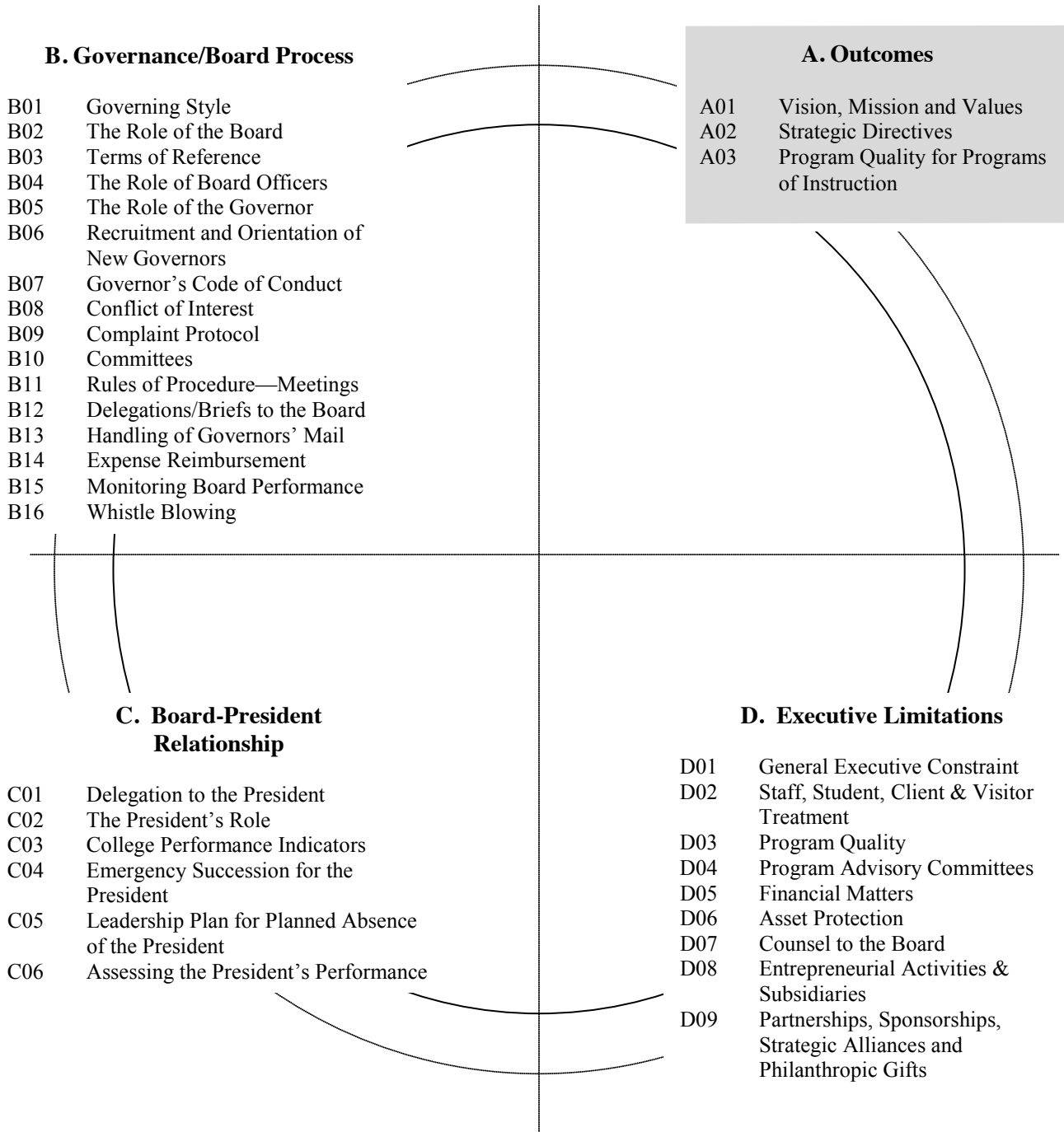
POLICY REVIEW DATE:

2008/2009

2009/2010 FEBRUARY 10/10, ITEM 419.C.9.1

NEXT REVIEW – 2011/2012

Board Governance Policy Manual Governance Model



Board Governance Policy Manual

Category A: Outcomes

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Policy No.	Title
A01	Vision, Mission and Values
A02	Strategic Directives
A03	Program Quality for Programs of Instruction

Board Governance Policy Manual

POLICY CATEGORY: OUTCOMES	POLICY NUMBER: A01
POLICY TITLE: VISION, MISSION AND VALUES	EFFECTIVE: JUNE 10/09
REFERENCE (MOTION): 412.C.6.1 (EST. OCT. 2005)	

BACKGROUND

The key responsibility of the Board is to devise a mission and mission-related statements that accurately reflect the vision, values and outcomes that guide the operation of the College. The questions that these statements raise and seek to answer include: What societal needs should Mohawk College seek to meet? For whom, and at what cost? How will the community/world be bettered by the work of Mohawk College? The Mission, Vision and Values are foundational statements that set the aim and purpose of the College and determine its activities. The Board expects College staff to choose and implement the methods by which the desired outcomes will be achieved. This policy outlines the specific Mission, Vision and Values of Mohawk College.

POLICY STATEMENTS

Vision

Mohawk College will be internationally renowned for its innovation culture and highly skilled future ready graduates who will drive tomorrow's opportunities.

Mohawk College is committed to the following Strategic Priorities:

1. Quality – Continuously improving ourselves to foster excellence in all that we do.
2. Innovation – Relentlessly generating and disseminating new ideas for the benefit of our stakeholders.
3. Sustainability – Conducting business to positively impact people, the environment and the economy.

Mission

Inspiring learning, leadership, citizenship and innovation.

Values

Students and learning are at the heart of all we do. Our values guide our actions and decisions, define our innovation culture, and focus on students, staff and community.

- Foster academic excellence
- Nurture inquiry, curiosity and problem solving
- Celebrate inclusiveness, collaboration and individual uniqueness
- Embrace transparency, accountability and responsibility
- Act ethically with integrity, and promote respect for all
- Promote a sustainable environment

MONITORING

The College's Mission Statement, Vision and Values and the Strategic Plan are reviewed annually by the Board and revised every three years, in accordance with the regulations and policy directives issued under the *OCAAT Act*. In addition, twice a year, the Board will review a report from the President on the Strategic Plan.

POLICY REVIEW DATE:

OCT. 12/05, ITEM 374.O.8.1

2006

2007/2008 JUNE 11/08, ITEM 401.C.6.1

2009/2010 JUNE 10/09, ITEM 412.C.6.1

ANNUAL

Board Governance Policy Manual

POLICY CATEGORY: OUTCOMES

POLICY NUMBER: A02

POLICY TITLE: STRATEGIC DIRECTIVES

EFFECTIVE: JUNE 10/09

REFERENCE (MOTION): 412.C.6.1 (EST. OCT. 2005)

BACKGROUND

On June 10, 2009, the Board of Governors approved the *Mohawk College Strategic Plan*. The following three Strategic Priorities were identified as fundamental supports for the Mohawk College vision. For each strategic priority, the plan includes several strategic priority actions essential to realizing that mission. These statements provide further direction related to the ends reflected in the Mission Statement (ref. Policy A01)

POLICY STATEMENTS

Mohawk College is committed to the following Strategic Priorities:

1. Quality – Continuously improving ourselves to foster excellence in all that we do.
2. Innovation – Relentlessly generating and disseminating new ideas for the benefit of our stakeholders.
3. Sustainability – Conducting business to positively impact people, the environment and the economy.

MONITORING

The Board's Audit Committee will monitor progress in the implementation of these strategic directives and achievement of college objectives. The President will prepare a report twice annually for the Board's Audit Committee. Monitoring will also be accomplished through the Board's annual review of the President's performance.

POLICY REVIEW DATE:

**OCT. 12/05, ITEM 374.O.8.1
2006**

JUNE 11/08

JUNE 10/09

ANNUAL

Board Governance Policy Manual

POLICY CATEGORY: OUTCOMES

POLICY NUMBER: A03

**POLICY TITLE: PROGRAM QUALITY FOR PROGRAMS
OF INSTRUCTION**

EFFECTIVE: OCT.12/05

REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)

BACKGROUND

As defined by MTCU, a Program of Instruction refers to a group of related courses leading to a diploma, certificate and/or applied degree. In addition, Mohawk considers similar guidelines for a joint degree with partnering universities or other documents awarded by the College. The delivery of Programs of Instruction is a core business of the College and Mohawk College is committed to ensuring that its Programs of Instruction meet and exceed standards and expectations for quality and relevance. Under the *OCAAT Act, 2002*, the Board of Governors is responsible for all aspects of program approval including approval of new programs, major program modifications and program cancellation. This policy outlines key Board responsibilities associated with program quality.

POLICY STATEMENTS

Consistent with the MTCU's *Framework for Programs of Instruction* outlined in the Minister's Binding Policy Directive, the Board of Governors will ensure that:

1. Programs of Instruction that are developed and implemented will maintain consistency with provincial standards where they exist.
2. All new and modified post-secondary programs leading to an Ontario College Certificate, Diploma, or Graduate Certificate will receive system-wide validation that programming conforms to the Credentials Framework and is consistent with accepted college system nomenclature/program titling principles. In addition, Applied Degrees will receive approval through the Postsecondary Education Quality Assessment Board (PEQAB) and joint degrees with partnering universities will receive appropriate credential validation.
3. Credentials awarded to students on successful completion of their Programs of Instruction are consistent with the Credentials Framework.

4. Linkages/communication with the employer community are facilitated through the establishment of program advisory committees.
5. Protocols for grading, advancement and dispute resolution are established and publicly communicated.
6. A regular program review cycle is implemented and that Programs of Instruction offered by the College are reviewed and revised or suspended as appropriate.

MONITORING

The authority to develop and administer policies and procedures to ensure program quality has been delegated by the Board to the President. Within that context, the Board will monitor compliance with the Minister's Binding Policy Directive and Framework for Programs of Instruction through the following:

- review and approval of new program proposals before they are submitted to the Credentials Validation Service;
- annual review of Enrolment Management Plans;
- review and monitoring of program quality through various data sources, including Key Performance Indicators (KPI's), Program Advisory Committees, Curriculum Committees, enrolment and retention reports and other appropriate indicators of programming performance;
- annual review of summary reports of program reviews completed during the year.

The Program Development and Renewal Committee will be responsible for these review and monitoring initiatives, with regular feedback to the Board as a whole.

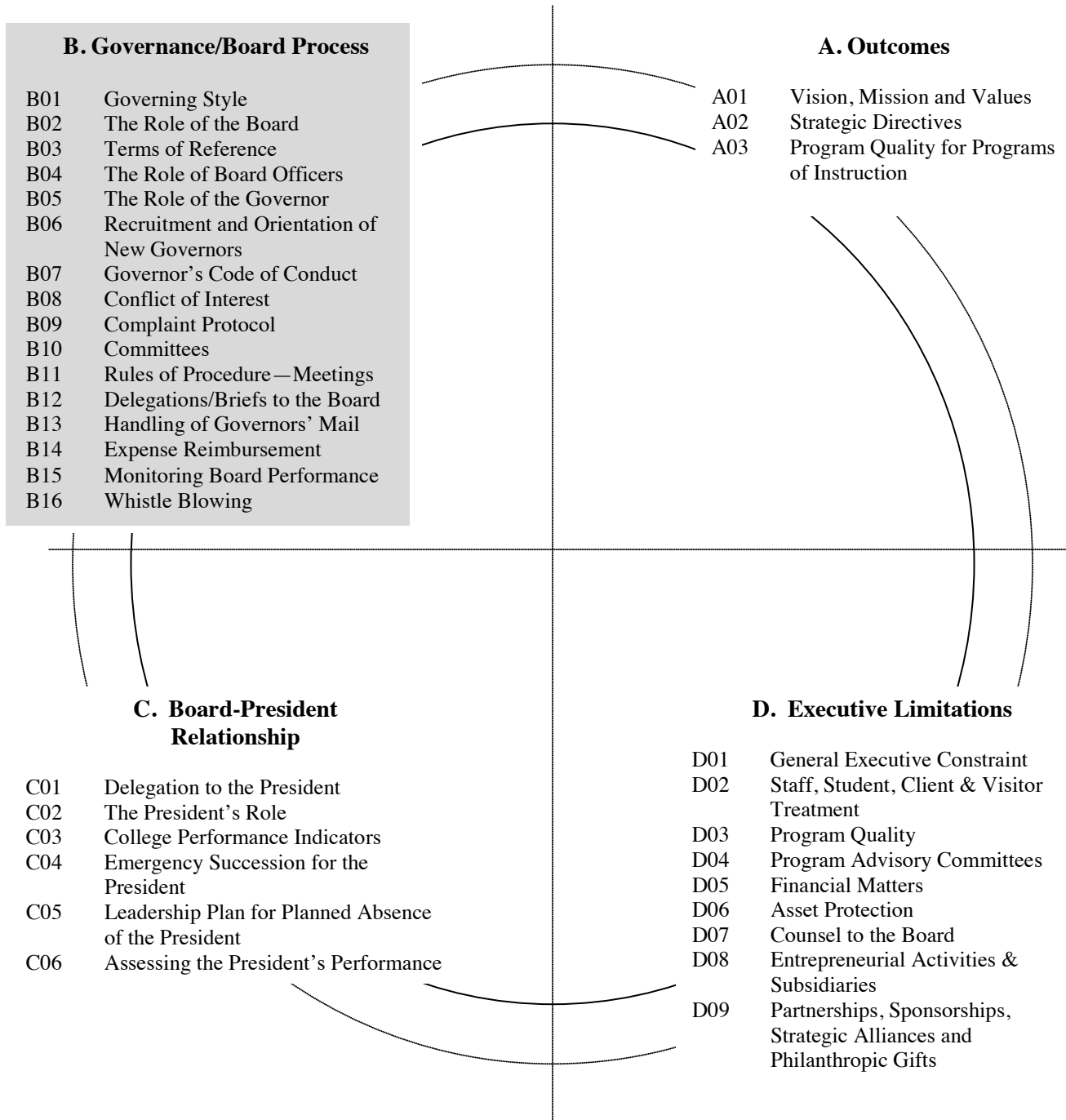
POLICY REVIEW DATE:

2006

ANNUAL

NEXT REVIEW - 2009/2010 (BY PROGRAM DEV. & RENEWAL CTTEE.)

Board Governance Policy Manual Governance Model



Board Governance Policy Manual

Category B: Governance/Board Process

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B03	Terms of Reference
B04	The Role of Board Officers
B05	The Role of the Governor
B06	Recruitment and Orientation of New Governors
B07	Governor's Code of Conduct
B08	Conflict of Interest
B09	Complaint Protocol
B10	Committees
B11	Rules of Procedure - Meetings
B12	Delegations/Briefs to the Board
B13	Handling of Governors' Mail
B14	Expense Reimbursement
B15	Monitoring Board Performance
B16	Whistle Blowing

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS	POLICY NUMBER: B01
POLICY TITLE: GOVERNING STYLE	EFFECTIVE: OCT.12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

The Board of Governors is committed to enlightened, consistent leadership on behalf of the citizens of Ontario who are the owners of the College. To accomplish its mandate, the Board will implement a governing style that emphasizes outward vision; encourages participation and diverse viewpoints; focuses on strategic, proactive leadership and maintains a clear distinction between Board and staff roles. The Board will govern with excellence. This policy outlines specific principles of governing style that will guide the operation of the Board.

POLICY STATEMENTS

1. Board decisions are strategic and policy-based and describe the outcomes and objectives that the Board wishes to achieve. The Board focus is on visioning, measuring, monitoring and achieving outcomes.
2. The Board of Governors will develop its objectives annually in consultation with the President. The planning cycle will focus on carry-over objectives from the previous year, ongoing activities, and new objectives for the coming year.
3. Board objectives must be achievable by the organization. Objectives established by the Board will result in delegation to the President or one of the Standing Committees or the creation of an *Ad Hoc Committee* to assist in policy development, studying an issue, or implementing a policy directly affecting the Board.
4. The Board will monitor objectives regularly to ensure that they are delivered within the acknowledged time frame.
5. Board policy is value-based, at the highest level in the organization and appropriate for a governing body to consider.
6. When adopting policy, the Board will consider the cost associated with implementation.

7. The Board makes decisions as whole. College ByLaws outline Board committees. The Board will establish additional committees only when necessary to help the Board accomplish its work. A committee of the Board has no authority or power in its own right and can be terminated by the Board at any time. An exception to this is articulated under the Governance Committee ByLaws.
8. Once Board decisions have been made, the Board will speak with one voice.

MONITORING

The Board is responsible for monitoring the nature and quality of its objectives, policies and decisions to ensure that the focus remains on governance.

**POLICY REVIEW DATE:
JUNE 4/08 REVIEWED BY GOV. CTTE.
NEXT REVIEW - 2010/2011**

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS	POLICY NUMBER: B02
POLICY TITLE: THE ROLE OF THE BOARD	EFFECTIVE: OCT.12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

As representatives of the community, the Board of Governors of Mohawk College is the governing body leading the College to achieve strategic direction, ensuring appropriate results at appropriate costs and avoiding unacceptable activities, conditions and decisions. Recognizing that the Board's role is governance, this policy is intended to outline the specific responsibilities of the Board as a group. The roles and responsibilities of individual Governors are defined in other policies (B04 and B05). However, it is important to note that the role of the Board as a group is paramount, and it is the Board, rather than Board members, who have authority.

POLICY STATEMENTS

Board responsibilities include the following:

- Participate in setting and approving the College's strategic direction, policies and standards for College programs, services and operations including the College's business plan, risk assessment, budget and annual report.
- Ensure that the College operates in accordance with legal and regulatory requirements.
- Attract, hire, retain and, if appropriate dismiss the College President.
- In consultation with the President, monitor and evaluate performance annually, considering College performance and stated outcomes, objectives and Board policies as outlined in the President's Performance Agreement.
- Approve any changes to the President's contract of employment, changes in compensation levels including annual merit pay, and changes in perquisite amounts.
- Take appropriate action when expected outcomes or performance is not achieved.

- Manage its own internal affairs by determining Board and committee structure, composition, mandate and membership; assessing the performance of the Board as a whole and its committees; recruiting and recommending the selection of Board members.

MONITORING

The Board will compare its own behaviour and accomplishments with the commitments made in Governance/Board Process policies in an annual self-evaluation. The Board will also monitor its performance regularly. The Board Chair will be responsible for ensuring the integrity of the Board process including the effectiveness of Board meetings and Board decision-making, and adherence to College ByLaws and Board policies.

POLICY REVIEW DATE:

2006

NEXT REVIEW - 2009/2010

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS	POLICY NUMBER: B03
POLICY TITLE: TERMS OF REFERENCE	EFFECTIVE: OCT. 12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

The Board has a responsibility to ensure that it maintains a structure and process that will enhance its effectiveness. O. Reg. 34/03 of the *Ontario Colleges of Applied Arts and Technology Act (OCAAT) 2002* and the ByLaws of the Board of Governors establish protocols for the operation of Boards of Governors. This policy highlights key terms of reference related to the structure of the Board.

POLICY STATEMENTS

1. Composition

According to the terms of *OCAAT, 2002* – O.Reg. 34/03, a Board of Governors shall consist of:

- a) an even number of members, as established by the ByLaws of the Board, including not less than 12 and not more than 20 members, exclusive of the president and internal elected members;
- b) the president of the college, by virtue of office, as a voting member;
- c) one student, one academic staff member, one administrative staff member, and one support staff member, each elected by their relevant constituent groups, in accordance with principles established by the Board and set out in a ByLaw of the Board.

Members of the Board of Governors, except the President, and elected members referenced in c) above are appointed by the College Compensation and Appointment Council.

2. Appointment of Board Officers

In accordance with ByLaw No. 1 (Section 11), the Board of Governors will elect a Chair and Vice-Chair from among its appointed external members. Both the Chair and Vice-Chair are eligible for re-election.

3. Nomination of External Governors

The Nominating Committee of the Board of Governors is responsible for interviewing and recommending candidates for Board appointments to the College Compensation and Appointments Council through the Governance Committee and Board motion.

4. Election Procedures for Internal Governors (Academic, Administrative, Support Staff)

See Attachment A -- Appendix 1, Schedule A to ByLaw No 1.

5. Election Procedures for the Student Governor

See Attachment A - Appendix 1, Schedule B to ByLaw No. 1.

6. Reappointment of Governors

The Governance Committee of the Board of Governors is responsible for assessment and recommendation for reappointment to the Board of Governors. Their assessment is based on the following criteria:

- attendance in good standing at meetings and subcommittee meetings of the Board of Governors and the Board of Governors' *Strategic Advance* workshops;
- contribution to the work of the Board of Governors and its subcommittees that reflects an acceptable level of understanding of the role and responsibilities of governorship;
- continued demonstration that the Governor's experience and expertise is relevant to the particular areas of need identified in the overall Board of Governors' profile and the College's Strategic Plan.

7. Removal of a Member

See Attachment A - Appendix 2 to ByLaw No. 1.

8. Vacancies

When a vacancy occurs among elected board members, the appropriate student or staff group may elect a new member, in accordance with procedures outlined in ByLaw No. 1 (Appendix 1).

When a vacancy occurs among appointed board members, the College Compensation and Appointment Council will appoint a person to fill the vacancy, upon recommendation of the full Board through Board motion through the Nominating Committee to the Governance Committee. The term of office of an individual elected or appointed to fill a vacancy begins on the date of the election or appointment, is the same length as outlined above, and terminates on August 31 of the year in which the term ends.

When a person elected or appointed to the Board ceases temporarily or permanently to be a student, academic staff member, administrative staff member or support staff member, he/she ceases to be a member of the Board.

However, a student governor who graduates prior to expiration of his/her term as governor may remain a member of the Board until August 31 in the year of his/her graduation.

9. Allowances

Board members may be reimbursed for travel and expenses incurred while engaged in the business of the Board, but are not eligible for other remuneration for undertaking the responsibilities of a Board member.

MONITORING

The Board of Governors will review the Board's operating structure at least once a year to determine that established protocols continue to contribute to efficient operation of the Board.

POLICY REVIEW DATE:

2006

Next Review - 2009/2010

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS	POLICY NUMBER: B04
POLICY TITLE: THE ROLE OF BOARD OFFICERS	EFFECTIVE: JAN.10/07
REFERENCE (MOTION): 387.O.7.1 (EST. OCT. 2005)	

BACKGROUND

Section 11 of College ByLaw No. 1 defines the accountabilities/authority of the Officers of the Board. This policy identifies Board officers, highlights their responsibilities and duties, and the process undertaken to appoint them.

POLICY STATEMENTS

1. The Board has two officer positions: Board Chair, and Vice-Chair.
2. The term of office for each Board officer position is one year, beginning September 1. Board Officer positions can be renewed
3. Each Board officer is responsible to the Board of Governors.
4. Only external Board members can hold Board officer positions.
5. Key Board Chair responsibilities include the following:
 - Presiding over Executive and Board meetings;
 - Fostering teamwork among Board members, solving problems and resolving conflict;
 - Ensuring that the Minister's Binding Policy Directive on Conflict of Interest is followed;
 - Representing and speaking on behalf of the Board when official representation is required, promoting the strategic direction of the College;
 - Assisting and supporting the President to secure strategic partnerships and college funding essential to the operation and advancement of the College;
 - Supporting and counselling the President as required.
6. In situations where the Board Chair is temporarily unable to fulfill his/her duties, responsibility for assuming the role of Board Chair will temporarily fall to the Vice-Chair. Should the Vice-Chair also be unable to fulfill the duties of the Board Chair, then the Board may delegate all or any powers of the Chair to any external Governor.
7. In situations where a Board officer is permanently unable to fulfill his/her duties, then the Board will appoint one of the External Governors to fill the vacancy.

8. The following process will be implemented for the election of Board Officers:
 - 8.1 The Nominating Committee will appoint one of its members who is also a Board member (hereinafter referred to as the Electoral Officer) to conduct the election for Board Chair, Board Vice Chair and Governance Committee member at large (if necessary).
 - 8.2 The Nominating Committee (subcommittee of the Governance Committee) will meet and make a recommendation to the Governance Committee on the Board Chair and Board Vice Chair positions. The Governance Committee will recommend to the Board.
 - 8.3 The elections will take place in the *in camera* portion of the May Board meeting or the June meeting at the latest. The slate of Board officers (Board Chair and Board Vice Chair) will go forward to the Annual General Meeting in June for ratification.
 - 8.4 The Electoral Officer will ask the Board members if there are any nominations from the floor (in addition to the recommendations from the Governance Committee). The question will be asked two more times. If no additional nominations are made, nominations will be declared closed.
 - 8.5 The nominees will be given an opportunity to address the Board for a maximum of 3 minutes each, after which, the election will be conducted.
 - 8.6 Ballots for the Board Chair position, Board Vice Chair and Governance Committee member at large (if necessary) will be distributed to the Board members and collected and counted by the Electoral Officer.
 - 8.7 The Electoral Officer will advise the Chair of the Nominating Committee of the results of the vote. The Board Chair and the Board Vice Chair will be announced to the Board.
 - 8.8 In the case of a dispute concerning election results, direct appeals will be made to the Electoral Officer whose decision in the matter will be final and binding.

MONITORING

The Board audits the annual election process to ensure compliance with regulation and policy.

Performance of Board officers is monitored regularly throughout the term of office to ensure that roles and responsibilities are addressed in a manner that supports efficient operation of the Board.

POLICY REVIEW DATE:

January 10/07 – item 387.O.7.1

Reviewed – June 4/08 by the Governance Committee

Next Review - 2010/2011

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS	POLICY NUMBER: B05
POLICY TITLE: THE ROLE OF THE GOVERNOR	EFFECTIVE: JUNE 11/08
REFERENCE (MOTION): 401.C.6.2 (EST. OCT. 2005)	

BACKGROUND

Each member of the Board has a responsibility to contribute positively to the operation of the Board and the achievement of the Board's objectives and mandate. The roles and responsibilities of individual Board members, described in this policy, are derived from the roles and responsibilities of the Board as a group.

POLICY STATEMENTS

Each Governor has a responsibility to:

- a) Adhere to the principles of governance and the College's vision, mission and core values;
- b) Work positively, co-operatively and respectfully as a member of the whole Board;
- c) Respect and abide by decisions of the Board, even in situations where the Board member did not support the decision in the voting process;
- d) Serve on at least one Standing Committee;
- e) Regularly attend Board and Committee meetings (see also Policy B07);
- f) Complete preparatory work necessary to participate effectively in meetings of the Board and its Committees;
- g) Keep informed about:
 - i) matters relating to the College
 - ii) the educational needs of the communities served by the College
 - iii) other educational services provided in the Region;
- h) Participate in initial orientation to the role of Governor and in ongoing professional development opportunities for Governors;
- i) Participate in an annual evaluation of overall Board effectiveness;
- j) Abide by the ByLaws of the College including the Conflict of Interest, confidentiality and standard of care provisions outlined in the ByLaw and in policy;
- k) Represent the Board when requested.

MONITORING

Governors are responsible for monitoring their own performance to ensure that their actions are in compliance with the duties and statutory obligations associated with the position of Governor.

A Governor who has concerns about the conduct of another may discuss the matter in confidence with that Governor and may also initiate the protocol referenced in Policy B03 and B08. A Governor who has concerns regarding conduct may also bring the matter to the attention of the Board Chair or the Governance Committee who may choose to resolve the issue informally or initiate the protocol.

POLICY REVIEW DATE:

JUNE 11, 2008, ITEM 401.C.6.2.1

NEXT REVIEW - 2010/2011

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS **POLICY NUMBER: B06**

POLICY TITLE: RECRUITMENT AND ORIENTATION OF NEW GOVERNORS **EFFECTIVE: FEB.14/07**

REFERENCE (MOTION): 388.0.7.6 (EST. OCT. 2005)

BACKGROUND

The Board of Governors has a responsibility to make recommendations to the College Compensation and Appointments Council (CCAC) regarding appointments to the Mohawk Board of Governors following *Ontario Colleges of Applied Arts and Technology Act* (known as the College Charter) and the guidelines set out by the College Compensation and Appointments Council.

In addition, the Board is responsible for ensuring that new Governors fully understand the roles and responsibilities of College Board members, the College governance framework, and issues facing colleges individually and as a system. This policy outlines strategies for effective recruitment and orientation of new members to the Mohawk College Board of Governors.

POLICY STATEMENTS

1. The Nominating Committee, a sub-committee of the Governance Committee, is responsible for advising the Governance Committee through a recommendation concerning the recruitment and selection of external Governors. The procedures to be followed by the Nominating Committee in the recruitment of new Governors are outlined in Attachment 4 to Policy B10.
2. Consistent with best practices recommended by the provincial government, appointment and reappointment terms are staggered to maintain continuity and experience for the Board as a whole. (See ByLaw No. 1, Section 4.5 for terms of office.)
3. According to the protocol established by the College Compensation and Appointments Council, **Merit** is the primary principle for nominations and appointments to the Board. With merit as a precondition, the following other principles come into play:
 - **Diversity ...** The relevant background, experience and professional skills that the candidate brings to the Board

✍ **Strategic Directions ...** The candidate's capacity to support the college in achieving its strategic directions

✍ **Probity ...** The candidate's commitment to the values and principles of public service.

The CCAC has responsibility for approving external Governor appointments recommended by the Board.

4. New internal Governors and Student Governors are elected according to procedures outlined in Appendix 1 to ByLaw No. 1, Schedules "A" and "B" respectively.
5. The Board is responsible for implementing an Orientation Program for new Governors. This program includes the following components:
 - ✍ Preparation and distribution of a Board of Governors' Resource Manual that includes key information on Board policies and governance, relevant provincial legislation, specific information on Board members, meeting schedules and a wide range of Mohawk College information.
 - ✍ Identification of Board mentors to act as a source of information, experience and support for new Governors.
 - ✍ Delivery of an Orientation Session to familiarize new Governors with their roles and responsibilities, Board governance procedures, and the operation of Mohawk College.

These three components are part of a recommended Orientation Program sponsored by Colleges Ontario (CO). The Board also encourages new Governors to attend CO-led orientation workshops which are held in selected locations across the province.

MONITORING

The Board will evaluate the effectiveness of these strategies for the recruitment and orientation of new Governors as part of its annual self-assessment referenced in Policy B15.

POLICY REVIEW DATE:

FEBRUARY 14, 2007, ITEM 388.O.7.6

Next Review - 2009/2010

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/BOARD PROCESS

POLICY NUMBER: B07

POLICY TITLE: GOVERNOR'S CODE OF CONDUCT

EFFECTIVE: FEB. 10/10

REFERENCE (MOTION): 387.O.7.3 (EST. OCT. 2005)

BACKGROUND

Since public trust and confidence are vested in the Board of Governors, the Board and individual Governors have a commitment to discharge their responsibilities and duties in a manner that inspires respect and adheres to the highest standards of conduct. This Policy outlines the specific conduct required of Governors. It is closely linked with Policy B05 - the Role of the Governor, Policy B08 – Conflict of Interest, which outlines the consequences of a breach of conduct, College By-Law No. 1, Section 7 and the Minister's Binding Policy Directive on Conflict of Interest issued April 1, 2003 under the *OCAAT* Act.

POLICY STATEMENTS

1. Governors will consistently comply with the fiduciary duty of a college Governor to act honestly, in good faith, and in the best interest of the College.
2. As representatives of the citizens of Ontario, Governors must avoid conflict of interest with respect to their fiduciary responsibility. Specific provisions regarding conflict of interest are outlined in Policy B08.
3. Governors will respect the confidentiality appropriate to issues of a sensitive nature, and all information in-camera must be kept confidential. Subsequent discussions of confidential issues may only involve those participants who attended or who were eligible to attend the original confidential discussions.
4. Issues determined to be confidential will remain confidential until they are released publicly through appropriate means.
5. Governors will promote Board policies and support Board decisions. Once a decision has been made, the Board will speak with one voice with respect to that decision. Governors will only speak on behalf of the Board when requested to act on behalf of the Chair.
6. Governors will respect each other and the democratic process.
7. Governors will serve on at least one (1) standing Committee

8. Governors are expected to attend all regularly scheduled Board meetings and planning workshops. Apologies and reasons for unavoidable absence should be provided to the Chair via the Board Secretary before the meeting.
9. The Chair is responsible for addressing attendance problems. Unacceptable attendance could result in the Chair requesting the Governor's resignation. The following attendance patterns are unacceptable and constitute a breach of the Governor's Code of Conduct:
 - a. missing a total of three regular Board meetings in a year without the permission of the full Board;
 - b. frequent late arrivals at Board meetings or early departures.

Note: Under extenuating circumstances, Board members may submit a written request for a leave of absence which will be considered by the Board in the Closed Portion of the Board meeting.

10. Governors will complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees.
11. Governors will keep informed about
 - a. Matters relating to the College
 - b. The educational needs of the community serves, and
 - c. Other educational services provided in the region.
12. Governors will not attempt to exercise individual authority within the College. Any interactions with the President or staff must occur in accordance with Board policy and the Role of the Governor. Governors who are approached about operational issues should refer the person/issue to the President.
13. Governors' interactions with the public, press or other groups must recognize the limitations and the inability of an individual Governor to speak for the Board.
14. Governors must sign the *Code of Ethical Conduct and Governors' Agreement* (Attachment 1) annually. (By-Law No.1, article 7.2)
15. It is the responsibility of the Board Chair to ensure that Governors have had the opportunity to review the Code of Ethical Conduct before the first meeting of the Board in September and to secure their signatures on the Agreement included in Attachment 1 at that meeting, or before the next scheduled meeting of the Board, at the latest.
16. Governors will participate in an initial orientation as a new Governor, and in ongoing Board education.
17. Governors will participate in an annual review of Board effectiveness.
18. Governors will represent the Board, when requested.

MONITORING

A Governor's performance may be monitored by self-assessment or Board assessment as outlined in Policy B15.

POLICY REVIEW DATE:

Jan 15/07

2009/2010 FEBRUARY 10/10, ITEM 419.C.91.1

Attachment 1 Code of Ethical Conduct and Governors' Agreement

Mohawk College of Applied Arts and Technology has an outstanding reputation in the community for its integrity, loyalty, dedication and commitment as well as its high quality training and educational programs. In support of this positive image, it is expected and required that Governors conduct themselves in a professional, respectful and collegial manner while carrying out their responsibilities as Board members.

As a Governor of Mohawk College, I hereby commit myself to the highest ethical conduct as an individual and a member of the Board and will strive at all times to:

- Work with fellow Governors and the College President in a co-operative and respectful manner, remembering that I am accountable to the community as a whole, and not any special interest group(s), and that I have no legal or moral authority as an individual outside of Board meetings except that specifically granted to me by the Board;
- Support my fellow Governors in fulfilling ethical, fiscal and professional obligations;
- Participate actively in Board and committee meetings, respecting the opinions of others;
- Practice and uphold openness and transparency in the conduct of Board business as demanded by the legislation and regulations governing colleges in Ontario while respecting confidentiality when required by law, regulation or policy;
- Honour and follow the rules of order and procedure adopted by the Board to facilitate meetings and decision-making;
- Base my decisions on the facts of each situation, vote with honest conviction, unswayed by any special interests and honour and uphold all majority decisions taken by the Board;
- Ensure the College's mission, values and strategic plan and objectives are achieved in a democratic and fiscally responsible manner which meets the needs of learners, enables staff to carry out their responsibilities competently and ethically and which enhance the College's public image;
- Treat my fellow Governors, College staff, students and the general public in a fair and equitable manner, regardless of race, religion, gender, sexual orientation, disabilities, age or national origin;
- Accept the consequences of any of my actions which violate this Code of Ethical Conduct, the Board of Governors' Code of Conduct policy or the MTCU Minister's Binding Policy Directive on Conflict of Interest and abide by the resulting decisions;

- Participate fully in any review of this Code, the Board of Governors' Code of Conduct policy or the MTCU Minister's Binding Policy Directive on Conflict of Interest and any revisions decided upon;
- Generally be guided by high ethical standards in my performance of Board responsibilities.

I, _____ hereby agree to abide by the Code of Ethical Conduct and Governors' Agreement, the Governor's Code of Conduct Policy and the MTCU Minister's Binding Policy Directives on Conflict of Interest at all times in exercising my responsibilities as a Governor.

Signature of Governor: _____

Date: _____

To ensure that Governors have been duly informed of their obligation and that they understand this obligation and the consequences associated with violating the Code of Ethical Conduct and supporting policies and guidelines, the following written sign off is required:

This is to confirm that a copy of the Code of Ethical Conduct and Governors' Agreement, the Governor's Code of Conduct Policy and the MTCU Minister's Binding Policy Directive on Conflict of Interest have been provided, reviewed and explained to _____ who has pledged to honour all obligations under it, and has provided his/her signature as confirmation of that pledge.

Signature of Board Chair: _____

Date: _____

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS

POLICY NUMBER: B08

POLICY TITLE: CONFLICT OF INTEREST

EFFECTIVE: FEB. 10/10

REFERENCE (MOTION): 387.O.7.4 (EST. OCT.2005)

BACKGROUND

Conflict of interest arises when a governor's private or personal interest supersedes or competes with his/her duties and responsibilities as a member of the Board. This could arise from an actual, potential or apparent conflict of interest of a financial nature or other nature.

Definitions A "Real Conflict of Interest" exists when a Governor has a private or personal interest that is sufficiently connected to his/her duties and responsibilities as a Governor that it influences the execution of those duties and responsibilities.

A "Potential Conflict of Interest" exists when a Governor has a private or personal interest that could influence the performance of a Governor's duties or responsibilities, provided that he/she has not yet exercised that duty or responsibility.

An "Apparent Conflict of Interest" exists when reasonably well informed individuals could properly have a reasonable belief that a Governor has a real conflict of interest, even where there is no real conflict in fact.

Because Mohawk College is part of the broader public sector and subject to a high level of public scrutiny, the issue of apparent conflict will often be more problematic than the issue of real or potential conflict. To sustain trust and confidence in the College, it is important to identify, disclose and resolve all forms of conflict of interest. This policy outlines conflict of interest guidelines intended to:

- assist a member in determining that his/her membership on the Board is not used for personal or private benefit, financial or otherwise;
- protect the integrity of the Board and individual Board members who follow conflict of interest provisions;
- protect the integrity of the Board and enable each Governor to carry out his/her fiduciary duty as it relates to any conflict or potential or apparent conflict of interest.

The issue of conflict of interest is also addressed in By-Law No. 1 (Section 7) and the MTCU Minister's Binding Policy Directive on Conflict of Interest issued under the *OCAAT* Act, April 1, 2003 (the "Minister's Binding Directive").

POLICY STATEMENTS

1. Private/Personal Interests

Private/Personal interests include those relating to or involving money (pecuniary) and other interests unrelated to money (non-pecuniary). For the purpose of these guidelines, “related person” refers to a spouse, life partner, child, parent, sibling or close friend of the member as well as any business entity in which the individual has a material interest.

Generally, **pecuniary (monetary) interests** lead to a conflict of interest when a Governor or related person is in a position to directly or indirectly:

- i) personally benefit financially or avoid financial loss as a result of a contract or other matter of a monetary nature in which the College is involved;
- ii) use information obtained as the result of being a Governor for personal benefit.

Conflict of interest will be considered not to exist where:

- i) a pecuniary interest is so remote or insignificant in nature that it cannot be reasonably regarded as likely to influence a Governor;
- ii) the pecuniary interest of the Governor is in common with a broad group of which the Governor is a member;
- iii) and where the issue is one of general or public information.

Other private/personal interests lead to conflict of interest when a Governor has non-economic interests such as religious, political, corporate and/or institutional interests which supersede or compete with his/her duties and responsibilities as Governor.

A Governor’s ability to place College interests first may come into question in situations where the Governor holds a position of influence in another organization which has taken positions on issues related to ones under discussion by the Board. In such situations, a Governor’s loyalties may be divided between serving the best interests of two different organizations. Conflict of interest should be declared in such situations.

Careful consideration should be given to whether other private/personal interests place a Governor in conflict of interest, especially when there are matters before the Board which affect:

- i) a non-share capital corporation in which a Governor is a director or officer; and/or
- ii) any other organization in which a Governor holds a position of influence or an ownership interest.

Note: These guidelines recommend that in the situation where a student Governor also holds a position in the Student Association, holding such position of influence should not be considered to create a conflict of interest when there are matters before the Board that affect students.

2. **Internal Board Members** (Persons who are employees/students of the College)

Although internal Board members are subject to the same guidelines as external members, the following situations specific to internal Governors should be noted.

In general, voting on matters which have an effect on a broad group (i.e., students, support staff, academic staff, administrators) by a member of that group is not considered a conflict of interest. Conflict could reasonably be considered to exist, however, when considering the following:

- i) Decisions/motions directly affecting a specific instructional program in which Board members or related persons are enrolled, or in which Board members or related persons are employed.
- ii) Decisions/motions related to labour negotiations, for Board members who are employees of the College, including administrative staff but excluding the President; and for Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.

Note: It is recommended that student members be permitted to vote on issues related to student fees.

3. **Governors Bidding on Procurement Contracts with the College**

The Minister's Binding Directive specifically addresses the issue of whether a Governor who owns a company may submit a tendering proposal to the College. The answer to that question is reprinted below:

“Yes, a governor may submit a tendering proposal to the college. However, at the point in time when a governor becomes aware that his or her company might submit a tender, the governor should make the intention to do so known to the board chair. This situation could lead to either a perceived or actual conflict of interest, as the governor might have information not available to competitors in the tendering process. The board of governors will need to consider how to proceed to ensure an open, fair, and transparent process.

Should the governor's company actually submit a tender, the situation would then need to be treated as an actual conflict situation should the board be involved in a decision relating to the tender.”

To expand on and clarify the requirements in these circumstances, a Governor must disclose to the Board Chair as soon as possible if the Governor, or any related person of that Governor, is proposing to bid on any contract to provide goods or services to the College, regardless of the size or perceived materiality of the contract, **before submitting**

a bid on the contract. (For clarity, the Governor or related person may submit an intention to submit a bid to meet a deadline for stating any such intention under the procurement process.)

The Board (or the Governance Committee of the Board, where the Board cannot achieve quorum within the timeframes dictated by the competitive procurement process – see Section 15.1 of Bylaw Number 1 of the College) will consider whether it is appropriate for the Governor or the related person to bid on the contract. The Board (or Governance Committee, as the case may be) may determine that is inappropriate for the bid to be accepted by the College for various reasons, including (without limitation) a perception of favoritism or a perception that the College may be operationally bound to the Governor or the related person should the bid be successful. The Board may disqualify any such bid from proceeding or may attach conditions to the bid if it proceeds.

Any bid that is allowed to proceed must indicate prominently the association between the bidder and the Governor.

4. Declaration of Conflict

Board members are expected to arrange their private affairs and conduct themselves in a manner to avoid conflict of interest. The following guidelines should be followed in situations where conflict cannot be avoided.

At the beginning of every Board/committee meeting, the Chair should ask and have recorded in the minutes whether any member has a conflict to declare concerning any agenda item.

i) Disclosure by a Board Member in a Conflict of Interest Situation

When conflict cannot be avoided, a Board member must declare conflict of interest at the earliest opportunity, and at the same time, declare the general nature of the conflict. When conflict of interest is declared before a meeting, the declaration should be made to the Board Chair.

If a Board member is unsure whether he/she is in conflict, the member should raise the perceived potential conflict with the Board who will determine by majority vote whether a conflict exists. The Board member raising the issue should refrain from voting on the conflict of interest issue.

When a conflict of interest is discovered after consideration of a matter, it must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of the member with the conflict influenced the decision of the matter, the Board must re-examine the matter, and may rescind, vary or confirm its original decision.

ii) Disclosure by any other Board member who perceives another member to be in conflict of interest

Any Board member who perceives another member to be in conflict of interest in a matter under consideration must raise this concern with the Board Chair. The Chair, in turn, must discuss the matter with the Board member who is perceived to be in conflict and, as appropriate, hold further discussions with the first Governor. If the discussions do not lead to a resolution, the matter must be brought to the Board. The Board must determine by majority vote whether a conflict of interest exists. The member perceived to be in conflict must refrain from voting.

5. Board Procedures Where Conflict Exists

The Chair should record any declared conflict of interest on the part of a Board member in the minutes, and, if relevant, indicate that the Governor withdrew from the discussion and did not vote. The Board member who has declared a conflict of interest will not be included in the count for a quorum, in accordance with the Minister's Binding Policy Directives.

When a Board member has declared or has been found to be in a conflict of interest, the member must:

- not attempt in any way before, during or after the meeting to influence the voting on the related matter;
- in the open portion of the meeting, refrain from participating in any discussions of the related matter by the Board or a committee of the Board; and refrain from voting on any motion in relation to the matter;
- in the *in camera* portion of the meeting, withdraw from a Board meeting or a Board committee meeting while the matter is being discussed or voted upon.

6. Sanctions

When a Board member has failed to comply with these conflict of interest guidelines, unless the failure is the result of bona fide error in judgment, the Board is to:

- issue an oral reprimand;
- issue a written reprimand;
- request the resignation of the Board member; and/or
- remove the Board member through processes outlined in Policy B03.

MONITORING

All Board members have a responsibility to declare their own real, potential or perceived conflicts of interests and to draw the Board's attention to real, potential or perceived conflict of interest on the part of other Board members.

The Board Chair has responsibility for ensuring that the opportunity exists at each meeting for members of the Board to declare a conflict of interest.

POLICY REVIEW DATE:

Jan. 10/07 ITEM 387.O.7.4

2009/2010 FEBRUARY 10/10 ITEM 419.C.9.1

Investigation of a formal complaint may require disclosure of the identity of the complainant to third parties, who will also be required to uphold strict confidence.

4. **Withdrawal:** A complainant may request withdrawal of a formal complaint at any stage in the process and this request will be considered by the Board. The Board may impose an exception to this right if it determines the formal complaint is trivial, vexatious or has been made in bad faith. The Board may continue to act on the issue identified in the formal complaint to comply with its legal or ethical obligations.
5. **Time Limit:** All formal complaints must be made within twenty (20) working days of the date when the circumstances which have given rise to the formal complaint have come to the attention of the complainant. The Board may extend this limitation under extenuating circumstances judged by the Board to be substantive.
6. **Resolution in Writing:** Resolution of the formal complaint will be documented in writing to the complainant and referenced in the minutes of the Closed portion of the Board meeting.
7. **Trivial, Frivolous or Vexatious Complaints:** Trivial, frivolous or vexatious complaints made in bad faith will result in a sanction against the complainant. The nature and severity of the sanction will be determined based on the seriousness and impact of the complaint.
8. **Document Retention:** Subject to the provisions of the *Freedom of Information and Protection of Privacy Act*, records of the formal complaint will be held in strict confidence by the Board Secretary*. (Note: As per ByLaw No. 1, the President is the Board Secretary.)
9. **No Reprisal:** Both the complainant and the respondent have a right to be free from reprisal or threat of reprisal as a result of filing or responding to a formal complaint. See Whistle Blower Policy.

Complaint Procedure

10. The complainant must submit a formal, written complaint, signed and dated, and including relevant documentation to the Board Executive Assistant, who will immediately forward it to the Board Chair and the Governance Committee. A copy will be provided to the respondent or to the whole Board of Governors if it is a formal complaint against the Board. The complainant will also be provided with a copy of this policy. In all instances, the Board will be advised in the Closed portion of the next available meeting, or by mail if there is greater than one month between meetings that a formal complaint has been forwarded.
11. The Governance Committee will determine if the Board has jurisdiction. If the decision is reached that the Board does not have jurisdiction, the Chair will inform the complainant and respondent in writing within fifteen (15) working days of that decision.

If the Governance Committee decides that the Board has jurisdiction, the Governance Committee will determine if the complainant has exhausted all other remedy available through the collective agreements, terms and conditions of employment, and/or all relevant legislation or policy. If it is determined that the complainant has not exhausted existing opportunities for remedy, the Chair will ask the President to inform the complainant and the President, and/or his/her designate will provide the complainant with relevant information concerning existing channels for remedy.

12. If the Governance Committee determines that the formal complaint is to proceed, the following steps will be taken:
 - The complaint will be reviewed and all relevant information necessary to consider the complaint will be gathered. The Governance Committee has the right to determine the need for a formal meeting with the complainant and/or the respondent.
 - After careful consideration of the complaint, the Governance Committee will provide a recommendation to the Board.
 - The Board will make its determination at the next scheduled meeting, and notify both the complainant and the respondent in writing of that decision no more than ten (10) working days after the applicable Board meeting.

These steps will be completed as expeditiously as possible, and no later than 45 working days after notification of the decision to proceed with the complaint. The decision of the Board to proceed with the complaint cannot be appealed.

13. Under extenuating circumstances, the Governance Committee and/or the Board can extend any time frame, at its discretion, and the parties will be notified immediately of this extension.
14. The *Statutory Powers Procedure Act* does not apply to any proceeding under this Policy.

MONITORING

The Board will monitor handling of all instances of complaint to ensure compliance with statutory requirements and protocols outlined in this policy.

REVIEWED – JANUARY 14/09, ITEM 406.C.7.4

2009/2010 FEBRUARY 10/10 ITEM 419.C.9.1

NEXT REVIEW – 2011/2012

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS POLICY NUMBER: B10

POLICY TITLE: COMMITTEES

EFFECTIVE: NOV. 11/09*

REFERENCE (MOTION): 393.O.7.2 (EST. OCT. 2005)

BACKGROUND

From time to time, the Board may appoint committees to act in an advisory capacity to the Board to assist with the realization of Board objectives. Standing Committees are permanent committees of the Board. The Board may also choose to appoint *ad hoc* committees to assist with a particular issue referred to it. This policy outlines general procedure related to Committee operation. More detailed information on committees is provided in ByLaw No. 1, Section 14, and 15.

POLICY STATEMENTS

1. Board committees may not speak or act for the Board except when such authority has been formally designated by the Board for specific and time-limited purposes. Committee authority will be carefully articulated to avoid any conflict with authority delegated to the Chair of the Board of Governors and/or to the President.
2. Board committees are established to assist the Board in achieving the College's mission according to the parameters established by the Board.
3. Consistent with the Board of Governors' mandate, Board committees cannot exercise authority over staff and college operations.
4. The Governance Committee, established by resolution of the Board, is empowered to act on behalf of the Board during the summer and on other occasions when a quick decision is required and it is not possible to achieve the requisite quorum of Governors. Membership in the Governance Committee will include the Chair and Vice-Chair of the Board; Chairs of Finance & Infrastructure Committee, Audit Committee, Program Development and Renewal Committee, one member at large elected by the Board, and the past Board Chair if still a member of the Board. The President is an ex-officio member of the committee. Terms of Reference for the Governance Committee are presented as Attachment 1.
5. The following four Standing Committees have been established to assist the Board:
 - Audit Committee
 - Finance & Infrastructure Committee
 - Nominating Committee (a sub-committee of the Governance Committee)
 - Program Development & Renewal Committee

The composition and terms of reference for these committees are outlined in Policy Attachments 2 - 5.

MONITORING

The structure and operation of Standing and *ad hoc* committees are subject to periodic review by the Board to ensure continued effectiveness and relevance in accomplishing the Board's mandate.

POLICY REVIEW DATE:

February 14/07 – item 388.O.7.7

September 12/07 – item 393.O.7.2

*Governance Cttee. Terms of Reference revised – June 11/08 – item 401.C.6.2.2

*Audit Cttee. Terms of Reference revised – Nov. 11/09

*PD&R Cttee. Terms of Reference revised – Nov. 11/09

*Finance & Infrastructure Term of Reference revised – Nov. 11/09

February 10/10, ITEM 419.C.9.1

**Attachment 1:
Governance Committee - Terms of Reference**

Preamble:

The Board of Governors has a general and encompassing duty to demonstrate a reasonable standard of care in performing the Board's duties as set out in legislation, regulation and Board ByLaws. The Governance Committee has been established by Board resolution for the following purposes.

Responsibilities:

1. To advise the Board on matters of Board governance. More specifically:
 - 1.1 To advise the Board in respect of compliance with Ministry and Board policy relating to governance.
 - 1.2 To address the recruitment and selection of new governors by annually establishing a sub-committee of the Board (the Nominating Committee) responsible for making recommendations concerning nominations for governor candidates that will be brought to the full Board by the Governance Committee. These will include those who are:
 - 1.2.1 replacing retiring governors;
 - 1.2.2 continuing to a second term;
 - 1.2.3 willing to allow their name to stand for election by the full Board for the positions of Board Chair and Vice-Chair; and
 - 1.2.4 being named as Board Committee members and Chairs based on the Board members' skills and interests.
 - 1.3 To review Board Performance as a means to continuous improvement.
2. By authority, delegated by the Board:
 - 2.1 To deal with matters requiring urgent attention. More specifically, the Governance Committee is empowered to act for the Board (approved 96.C.4.2 and Board ByLaw No.1, 15.3.1) at times when the calling of a full board meeting is not feasible. In so doing, the Governance Committee must act within the limits of existing Board ByLaws and policies.
 - 2.2 To develop a pool of interested and suitable governor candidates.

2.3 To nominate governor candidates to the College Compensation and Appointments Council, on behalf of the Board.

2.4 To assign governor mentors to new governors.

2.5 To develop new governor orientation.

2.6 To make recommendations to the Board regarding the composition of Board Committees and Chairs. The Governance Committee will be assisted in this task by its sub-committee – the Nominating Committee who will present recommendations for consideration by the Governance Committee.

It should be noted that decisions regarding the composition of various committees and selection of Committee Chairs need to be informed and guided by several considerations including: i) the particular expertise, skills and interests of all Board members; ii) the need for well-rounded committees to assist the operation of the Board; and iii) the implementation of appropriate succession planning to ensure continuity in Board operations. Succession planning as an integral component of the process must be taken into account from the very beginning, during the selection interview for potential new Governors and later when applicants for the positions of Committee Chairs are being considered. In some situations, the need to address succession planning may override other considerations related to expertise and personal preference.

2.7 To carry out special duties with respect to the President:

2.7.1 To review the President's objectives and evaluate/appraise the President's performance for recommendation to the Board.

2.7.2 To negotiate the President's contract and/or amendments to such contract, including annual compensation for recommendation to the Board.

2.7.3 To develop a CEO evaluation method for recommendation to the Board.

2.7.4 To provide guidance to the President.

2.8 To oversee compliance of the Board's budget.

Membership:

[As per ByLaw No. 1:] Chair and Vice-Chair of the Board; Chairs of Finance & Infrastructure Committee, Audit Committee, Program Development and Renewal Committee, one member at large elected by the Board, and the past Board Chair if still a member of the Board. The President is an ex-officio member of the committee.

Election Protocol for Election of the Governance Committee Member at Large:

- The elections will take place in the *closed/in camera* portion of the May Board meeting or the June meeting at the latest.
- The Electoral Officer will ask the Board members if there are any nominations from the floor. The question will be asked two more times. If no additional nominations are made, nominations will be declared closed.
- The nominees will be given an opportunity to address the Board for a maximum of 3 minutes each.
- Ballots will be distributed to the Board members and collected and counted by the Electoral Officer.
- The Electoral Officer will advise the Board of the results of the vote. The Governance Committee member at large will be announced.

Resources:

Executive Assistant to the Board.

Quorum:

Simple majority.

Meetings:

Minimum four times per year. Special meetings may be requested by any member of the Committee. All Governors are welcome to attend the Governance Committee meetings save and except for those meetings at which it has been determined to restrict attendance to the membership of the Governance Committee. This determination will be made by the majority of Governors present at the Governance Committee meeting and taking into consideration those factors set out in ByLaw No.1, item 6.6.

Record Keeping:

The Governance Committee shall keep records and minutes of its proceedings that accurately reflect the proceedings of the Committee. Minutes will be distributed to committee members as soon as possible after the meeting and will be forwarded to the Board of Governors unapproved for information purposes. Minutes will be formally approved by agenda at the next Governance Committee meeting. The records and minutes shall be retained in the President's Office. After distribution, the minutes will be available through the President's Office.

Regulation & Bylaw References:

Regulation 34/03: 5(2) requires that the Chair and Vice Chair of the Board be elected from governors appointed under subsection 4(2).

Quorum of committees:

Majority of members as stated in Board ByLaw No. 1 and in Committee terms of reference.

Attachment 2

Audit Committee -Terms of Reference

Preamble:

The Board of Governors has a general and encompassing duty to demonstrate a reasonable standard of care in performing the Board's duties as set out in legislation, regulation and Board bylaws. The Audit Committee has been established by Board resolution for the following purposes.

Responsibilities:

To advise the Board of Governors in the following:

1. Adequacy of Financial Management and Control systems in relation to requirements and standards established by legislation, regulation, and accepted prudent and ethical practices for the education/college sector in Ontario. Advice to the Board will be presented within the context of the College's Charter of Purpose and strategic directions as approved by the Board of Governors.

The committee will fulfill this responsibility by conducting the following activities at a minimum:

- 1.1 Monitoring financial management and control systems established by management including monitoring the adequacy and effectiveness of internal controls over the accounting and financial reporting systems;
 - 1.2 Reviewing auditor's fees and recommending the appointment of the external auditor;
 - 1.3 Monitoring external auditor coverage/service to include but not be limited to any changes in accounting practices or policies; and
 - 1.4 Reviewing the auditor's performance.
2. The efficacy of all aspects of the college in relation to requirements and standards established by legislation, regulation, and accepted prudent and ethical practices for the education/college sector in Ontario. Advice to the Board will be presented within the context of the College's Charter of Purpose and strategic directions as approved by the Board of Governors.
 3. Implementation of the strategic plan and achievement of college objectives.
 4. Improvement of systems for audit and performance monitoring.
 5. Review, with the Finance & Infrastructure Committee, the audited year-end Financial Statements; and present the audited year-end Financial Statements to the Board for approval.

Membership:

- Chair of the Board (ex officio)
- Chair of the Finance & Infrastructure Committee
- one internal governor
- three external governors

The Governance Committee can, at its discretion, recommend a greater number of Board members to serve on the Committee.

Resources:

The College President; and the most senior Finance and Operational Staff as are required to provide timely reports and information.

Quorum:

Simple majority.

Meetings:

Minimum three times per year. Special meetings may be requested by any member of the Committee. The external auditors shall have the right to be present at all meetings of the committee. The external auditors shall attend meetings at the request of the Chair and at least two meetings per year. At each meeting, provision will be made for the Committee to meet privately with either management and/or the external auditors.

Record Keeping:

The Audit Committee shall keep records and minutes of its proceedings that accurately reflect the proceedings of the Committee. Minutes will be distributed to committee members within five working days of the meeting and forwarded, unapproved, to the Board of Governors for information purposes. Minutes will be formally approved by agenda at the next Audit Committee meeting. The records and minutes shall be retained in the President's Office. After distribution, the minutes will be available through the President's Office.

Regulation & Bylaw References:

Regulation 34/03: 5(2) requires that the Chair and Vice Chair of the Board be elected from governors appointed under subsection 4(2).

Quorum of committees: majority of members as stated in Board By-Law No. 1 and in Committee terms of reference.

Attachment 3
Finance & Infrastructure Committee -Terms of Reference

Preamble:

The Board of Governors has a general and encompassing duty to demonstrate a reasonable standard of care in performing the Board's duties as set out in legislation, regulation and Board by-laws. The Finance & Infrastructure Committee has been established by Board resolution to advise and assist the Board of Governors in the examination of matters related to property, contracts and the financial affairs of the corporation consistent with the goals set out in its strategic plan.

Responsibilities:

1. To review and recommend to the Board for approval, the annual budget which will conform to and reflect the requirements of the College's strategic plan and which will be presented to the Board within the context of a multi-year financial plan. The budget will provide for the appropriate level of reserves (Ontario CAAT Act, 2002, Regulation 34/03, (9)) as approved by the Board.
2. To ensure that a complete, detailed review of revenue and expenditures is performed by the College and accompanied by a projected year-end financial position. The Committee will monitor the frequency of reviews during the fiscal year.
3. To monitor the College reserves (accumulated surplus); and, review and recommend to the Board for approval, the level and composition of the reserves.
4. To review and recommend to the Board for approval the investment strategy of the College.
5. To review and recommend to the Board for approval, the following specific College business matters:
 - Additional student fees or increases to current student fees
 - Contracts where the annual value of the contract exceeds \$1 million
 - Leases where the annual value exceeds \$1 million
 - Annual College insurance portfolio
 - Resolution for the borrowing of money
 - Resolution for new bank accounts
6. To review and recommend to both the Board and the Ministry of Training, Colleges and Universities, for approval, all proposed sales and purchases of real estate.
7. To review all financial reports prior to submission to the Board of Governors.
8. To review and recommend capital building projects that are worth more than \$1 million to the Board for approval.
9. To perform other duties and exercise such other powers as may, from time to time, be assigned to it by the Board of Governors.

Membership:

- Chair of the Board (ex officio)
- Chair of the Audit Committee [The Chair of the Audit Committee will be the Vice Chair of the Finance & Infrastructure Committee.] (ex officio)
- College President (ex officio)
- Three (3)* Governors [The Governance Committee can, at its discretion, recommend a greater number of Board members to serve on the Committee. *As of Feb. 2009, 6 Governors.]

[The Chair of the Finance & Infrastructure Committee will be the Treasurer of the Corporation as per By-Law No. 1, sections 16.6 and 4.2].

Resources:

The Vice President, Corporate Services and senior Finance & Infrastructure staff provided through the President.

Quorum:

Simple majority of the Finance & Infrastructure Committee members excluding elected or appointed ex-officio members.

Meetings:

Minimum four times per year. Special meetings may be requested by any member of the Committee. External auditors may be present from time to time at the request of the Finance & Infrastructure Committee.

Record Keeping:

The Finance & Infrastructure Committee shall keep records and minutes of its proceedings that accurately reflect the proceedings of the Committee. Minutes will be distributed to committee members within five working days of the meeting and forwarded, unapproved, to the Board of Governors for information purposes. Minutes will be formally approved by agenda at the next Finance & Infrastructure Committee meeting. The records and minutes shall be retained in the President's Office. After distribution, the minutes will be available through the President's Office.

Attachment 4
Nominating Sub-Committee – Terms of Reference
(Sub-committee of the Governance Committee)

Preamble:

The Board of Governors has a responsibility to make recommendations to the College Compensation and Appointments Council (CCAC) regarding appointments to the Mohawk Board of Governors following *Ontario Colleges of Applied Arts and Technology Act, 2002* (known at the College Charter) and the guidelines set out by the College Compensation and Appointments Council. The Nominating Committee is a sub-committee of the Governance Committee of the Board of Governors. The Nominating Committee has been established by Board resolution to advise and assist the Board of Governors in the recruitment and selection of governors. It is the role of the full Board of Governors to determine who will be recommended to the College Compensation and Appointments Council for the Mohawk College Board.

Responsibilities:

1. Establish an annual cycle to review Board skills and determine preferred skill requirements of new governors.
2. Recruit and receive nominations to the Board.
3. Conduct interviews and make recommendations to the Governance Committee regarding nominations and re-appointments to be presented to the full Board.
4. Strive to ensure that there is an ongoing list of governor candidates with appropriate profiles.
5. Make recommendations to the Governance Committee for the election of Board Chair and Vice Chair by the full Board.
6. Make recommendations to the Governance Committee for Committee membership and Chairs.

Membership:

- Current Board Vice Chair
- Immediate Past Board Chair (to serve as Committee Chair)
- 2 Governors (not Governance Committee members)
- 1 external (community) member
- President, ex-officio

Quorum:

A simple majority of Nominating Committee members.

Meetings:

At the call of the Chair in keeping with the timelines outlined by the College Compensation and Appointments Council.

Record Keeping:

The Nominating Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes will be distributed to committee members as soon as possible after the meeting and will be forwarded, unapproved, to the Board of Governors for information purposes. Minutes will be formally approved by agenda at the next Nominating Committee meeting. The records and minutes shall be retained in the President's Office. After distribution, the minutes will be available through the President's Office.

Attachment 5
Program Development & Renewal Committee –
Terms of Reference

Preamble:

Under the *Ontario Colleges of Applied Arts and Technology Act, 2002* (known as the College Charter), boards of governors are responsible for *all* aspects of program approval including approval of new programs, major program modification and program cancellation. Responsibility for funding of post-secondary programs remains with the Ministry.

The board of governors of a college is to approve programs of instruction consistent with the Minister's Binding Policy Directive: Framework for Programs of Instruction resulting in a comprehensive program of career-oriented post-secondary education and training, consistent with the college's mandate and overall strategic direction, the economic needs of its local and diverse communities, and government directions and priorities.

Responsibilities:

1. Review Strategic Enrolment Management Plan based on community needs, niche program opportunities and employment opportunities on an annual basis.
2. As per the College Charter, develop a policy to ensure programs meet government requirements.
3. Recommend new programs and program modifications to the Board of Governors for approval, ensuring that:
 - 3.1 The program is consistent with the Minister's Binding Policy Directive on Framework for Programs of Instruction including the Credentials Framework it describes and any applicable program standards.
 - 3.2 There is a demonstrated labour market or societal need.
 - 3.3 There is a demonstrated student demand.
 - 3.4 A relevant Program Advisory Committee has recommended the program.
 - 3.5 The program content and delivery complies with all requirements of regulatory bodies responsible for the field of study or other regulatory bodies related to the field of study.
3. Receive for information programs recommended for suspension that are no longer considered responsive to student and/or employer need. Such programs can be reactivated as deemed appropriate according to student and/or employer need and will be received for information at that time.
4. Recommend to the Board of Governors programs that have been dormant for a period of more than five years where a final decision is required for suspension or cancellation.

Membership (minimum):

- Chair of the Board (ex officio)
- College President (ex officio)
- Three external governors
- One internal governor
- Vice President, Academic (Resource)
- Vice President, Student Services (Resource)
- Additional resources as required

Quorum:

A simple majority of Program Development & Renewal Committee members.

Meetings:

A minimum of twice in an academic year. Additional meetings will be called if necessary.

Record Keeping:

The Program Development & Renewal Committee shall keep records and minutes of its proceedings that accurately reflect its deliberations. Minutes will be formally approved by agenda at the next Program Development and Renewal Committee meeting. The records and minutes shall be retained in the President's Office. After distribution, the minutes will be available through the President's Office.

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS **POLICY NUMBER:** B11

POLICY TITLE: RULES OF PROCEDURE FOR MEETINGS **EFFECTIVE:** MAY 9/07

REFERENCE (MOTION): 391.O.7.2 (EST. OCT. 05)

BACKGROUND

The Policy Governance Model requires the Board to govern in an organized, planned and disciplined manner. To accomplish this mandate, Board meetings must be planned and executed in an efficient and structured manner. The rules of procedure outlined in this policy are intended to facilitate efficient conduct of regular Board meetings. Precedence will be given to rules specified in College ByLaw No. 1 or any Regulation or Law that may apply to the College in either a specific or general manner.

POLICY STATEMENTS

1. **Decision Making:** If a specific matter arises that is not addressed in these rules or the College ByLaw, practice will be determined by reference to *Robert's Rules of Order Newly Revised*, 1990 Edition.

The operation of some or all of these rules may be suspended for a specified period, with the unanimous consent of all members of the Board present at a meeting.

2. **Calling of Meetings and Notice:** Regulations concerning the call of meetings and notice provided of upcoming meetings are detailed in Section 6.1 and 6.2 of ByLaw No. 1.
3. **Quorum:** Please refer to ByLaw No. 1, section 6.4.
4. **Types of Meetings:** Meetings of the Board will fall into the following two categories:
 - i) An Open meeting
 - ii) A Closed/*in camera* meeting

Scheduled Board meetings may include both types of meetings, in the order specified above.

5. **Meeting Schedule/Duration:** The Board of Governors meeting schedule will be posted by August 1 each year on the college web site.

The meetings, by tradition, occur the second Wednesday of every month from September to June.

The open meeting is usually called to order at 6 p.m. If the Board meeting (open and/or closed/in camera) has not been adjourned by 11 p.m., the Chair will declare the meeting adjourned on termination of the business item under consideration. Any agenda item that remains will be deferred to the agenda of the next scheduled meeting of the Board.

6. **Agendas:** The Chair, with the advice of the President will set the agenda for any particular meeting of the Board. The agenda will be distributed in advance of the meeting. Board members wishing to add agenda items are asked to contact the Board Chair, two weeks prior to the Board meeting, to allow time for a briefing note on the matter to go out with the agenda. Board members wishing to add urgent items to the agenda, after the Board agenda has been set and distributed, are to approach the Board Chair with the request, as soon as possible prior to the Board meeting, in preparation for consideration of the item(s) as an addition to the agenda items at the Board meeting. When unforeseen urgent situations arise, Board members may contact the Board Chair on the day of the Board meeting to discuss the inclusion of an addition to the meeting agenda. When presented with a request for an addition to the agenda, the Board Chair will use his/her discretion to determine if the proposed addition will move forward as an agenda item.
7. **Issues and Procedures related to closed/in camera meetings:** Please refer to ByLaw No. 1, section 6.6.
8. **Types of Action:** The Board may be asked to consider any of the following four types of action concerning any business item on a meeting agenda:
- a) To receive information with no further action required (an “Information Item”)
 - b) To approve a policy (a “Policy Decision”)
 - c) To approve an action other than a policy (an “Action Decision”) and
 - d) To discuss a matter (a “Discussion Item”)

Different rules of procedure apply, depending on the type of action the Board is asked to consider.

The type of action required will be clearly indicated on each business item on the Board meeting agenda.

9. **Disclosure of Conflict of Interest:** Please refer to ByLaw No. 1 – section 6.3.

10. **Committees:**

- a) Generally matters which fall within the defined mandate of a Board Committee will have been considered fully by that Committee before the matter is presented to the Board.
- b) Any Board member will have the right to ask any relevant Committee to consider any matter that falls within that Committee's Terms of Reference.
- c) All Board members will be entitled to attend any Committee meeting. Members other than Committee members will be entitled to participate at such meetings in accordance with the rules established by that Committee.
- d) Committees will establish their own work plans and procedures. Such procedures will allow for an informal method of discussion of matters allowing wide latitude for debate and participation by members of the Board who may not be Committee members.
- e) Minutes will be kept of the decisions, if any, resulting from committee meetings unless the members present unanimously agree otherwise.

11. **Record Keeping**

The Board Executive Assistant will assume responsibility for keeping minutes and records that accurately reflect the proceedings of the Board. The records and minutes will be available in the President's Office after their approval by the Board of Governors.

MONITORING

This policy will be reviewed regularly, according to a schedule established by the Board, or more frequently if in the conduct of Board operations, it is determined that changes to the policy are required.

POLICY REVIEW DATE(S):

October 12, 2005

May 9, 2007

Reviewed – January 14/09, Item 406.C.7.4

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS POLICY NUMBER: B12

POLICY TITLE: DELEGATIONS/BRIEFS TO THE BOARD EFFECTIVE: OCT. 12/05

REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)

BACKGROUND

A recent review of the Mohawk College ByLaws completed by College counsel included a recommendation that procedure for the Board of Governors to receive delegations and/or briefs need not form part of a ByLaw of the College. Instead, it was recommended that this be dealt with as a policy of the Board. As a result, the policy articulated below is intended to address the manner in which presentations can be made to the Board. Consistent with these recommendations, this policy replaces the historic ByLaw No. 3.

POLICY STATEMENT

1. Any interested group that wishes to meet with or make a presentation to the Board must contact the Board Executive Assistant and provide the following information:
 - the name of the organization and the names of the people who wish to meet with the Board;
 - the name of the individual designated as spokesperson for the group;
 - a brief summary of the topic to be discussed.

Requests for presentation to the Board must be received in writing at least 12 working days prior to the next meeting of the Board to be considered for inclusion in the agenda of that meeting, or the meeting immediately following.

The President, in consultation with the Chair, may establish a date and time for the presentation and this information will be communicated to the organization as soon as possible. Should a request for a meeting or presentation to the Board be denied, the Chair will bring this to the attention of the Board at the first meeting following the denial.

2. Delegations will be limited to a predetermined time specified by the Chair and notified accordingly by the Board Executive Assistant.

3. A delegation may make a written or oral presentation to the Board or one of its committees and be questioned about the presentation by the Board or the committee.
4. **Procedure**
 - The Chair will welcome individuals or groups appearing before the Board.
 - The Chair will inform the group's spokesperson how much time is available for the presentation.
 - The spokesperson will be permitted to make the presentation without interruption.
 - On conclusion of the presentation, at the request of the Chair, members of the Board will have the opportunity to ask questions and/or clarify matters related to the presentation.
 - Members of the Board will only receive information from the delegation. Any discussion on the matter will occur at a later time.
 - When the Chair is satisfied that all points have been clarified, the Chair will thank the spokesperson, indicate that the matter will be considered by the Board, and bring the presentation to a close.
 - The matter will be referred to the appropriate committee of the Board for further consideration.
 - When a decision has been reached on the matter, the spokesperson or someone named by the spokesperson will be informed of any action taken by the Board that is pertinent to the presentation.

5. Presentation of Briefs/Materials to the Board

Approval of the Board Chair and/or the President is required before items received by the Board Executive Assistant are distributed to Board members.

MONITORING

The Board will review the appearance of delegations before the Board and delivery of presentations to ensure that established procedure contributes to efficient Board operation and effective conduct of Board meetings.

POLICY REVIEW DATE:

REVIEWED – JANUARY 14/09, ITEM 406.C.7.4

NEXT REVIEW – 2011/2012

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS	POLICY NUMBER: B13
POLICY TITLE: HANDLING OF GOVERNORS' MAIL	EFFECTIVE: OCT. 12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

This policy outlines current protocol for the handling of Governors' mail (postal and fax) received by the Board Executive Assistant.

POLICY STATEMENTS

Mail Intended for Governors

1. Mail that is marked "personal" and/or "confidential" will not be opened, but will be forwarded to the Governor with the next couriered mail delivery to the Governor.
2. Mail that is not marked "personal" or "confidential" will be opened and dealt with on behalf of the Governor in the best judgment of the Board Executive Assistant. The original, together with an indication of the action taken by the Secretary, will be forwarded to the Governor with the next couriered mail delivery to the Governors. Mail items may also be forwarded to the Governor with the bulk mailing undertaken by the President's Office every week and a half.

Mail Intended for the Board Chair

3. Mail that is marked "personal" or "personal and confidential" will be dealt with according to the procedure outlined in # 1 above, unless the Chair has given specific permission to the Secretary to open this mail and deal with it.
4. Unmarked mail, or mail that is marked "confidential" will be dealt with according to the procedure outlined in # 2 above.

MONITORING

The Board will periodically review this process to ensure that it contributes to the efficient discharge of responsibilities by Board members.

POLICY REVIEW DATE:

REVIEWED – JANUARY 14/09, ITEM 406.C.7.4

NEXT REVIEW – 2011/2012

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS	POLICY NUMBER: B14
POLICY TITLE: EXPENSE REIMBURSEMENT	EFFECTIVE: OCT. 12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

Members of the Board of Governors are entitled to reimbursement for travel and expenses incurred in conducting sanctioned College business. This policy outlines procedures related to expense reimbursement.

POLICY STATEMENTS

1. Board members will be compensated for travel and related college business expenses pre-approved by the Board, including:
 - a) Travel, consistent with the travel policy for College staff;
 - b) Meals and accommodations;
 - c) Pre-approved conferences and meeting expenses.
2. Expense Claim forms are to be obtained from and returned to the Board Executive Assistant.
3. The Board Executive Assistant will forward Request for Expense Claim Advance forms to the Chair for approval, with the exception of the Chair's travel in which case the Vice Chair of the Board is the approval authority.

MONITORING

Board members' expenses will be reviewed annually, according to the system established by the Board through the Finance & Infrastructure Committee.

POLICY REVIEW DATE:
NEXT REVIEW 2009/2010

Referred to Policy Ad Hoc Committee for review

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS POLICY NUMBER: B15

POLICY TITLE: MONITORING BOARD PERFORMANCE EFFECTIVE: JUNE 11/08

REFERENCE (MOTION): 401.C.6.2 (EST. OCT. 2005)

BACKGROUND

The Board has a responsibility to regularly monitor its performance to ensure that the Board's mandate is being fulfilled. It is expected that every Board member will support the self-evaluation model by completing a self- assessment on an annual basis, using the form included with this policy.

POLICY STATEMENTS

1. Board ByLaws and Policy

It is the responsibility of the Governance Committee to establish and monitor the review process for the Board ByLaws and Board Policy.

2. Evaluation of the Board

Evaluation of the Board and various Board Committees will be completed annually, using a process established by the Board (Attachment A not included).

MONITORING

The Board will be responsible for monitoring completion of the evaluation process referenced in this policy.

POLICY REVIEW DATE:

REVIEWED - JUNE 11/08 – POLICY AD HOC COMMITTEE TO REVIEW.

NEXT REVIEW - 2010/2011

Board Governance Policy Manual

POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS	POLICY NUMBER: B16
POLICY TITLE: WHISTLE BLOWING	EFFECTIVE: FEBRUARY 2010
REFERENCE (MOTION): 419.C.9.1.1 (EST. FEBRUARY 10, 2010)	

BACKGROUND

Mohawk College will conduct its operations and develop policies and practices consistent with all legal statutes and professional requirements established by public policy and the Ontario Colleges of Applied Arts and Technology Act (2002), Regulation 34/03 and the binding policy directives of the Ministry of Training, Colleges and Universities. This document outlines the procedure which the Board of Governors has established for the honest and confidential submission of any complaints (including anonymous complaints) about any serious misconduct, wrongdoing or illegal activities that are conducted by any College community member.

Definitions

College Community Members:

Means any member of the College community who studies, teaches, conducts research at or works at or under the auspices of the College and includes, without limitation, any of the following:

- Any person who is an employee of the College;
- Any person who is an appointee (including a volunteer, board member) of the College; or
- Students, visiting scholars and any other persons while they are acting on behalf of or at the request of the College;

Whistle Blowing:

Is the release or disclosure of information that is evidence of improper activity or a violation of law (e.g., violations of law, regulations, College policy that are of a financial nature or relate to misuse or mismanagement of College resources). Whistle blowing is not individual concerns, appeals, complaints, grievances, or issues associated with matters for which there are separate avenues of complaint (e.g., personal or employment grievances, general compensation and benefit complaints, academic appeals, complaints relating to harassment or discrimination, grievances under collective agreements).

POLICY STATEMENTS

Any College community member will have the right to raise concerns or file a complaint where there is an honest belief that the College or a College community member is engaged in serious misconduct, wrongdoing, or illegal activity and there is no confidential internal policy or mechanism available to raise issues of a public concern that constitute: a criminal offense; negligent, improper or gross mismanagement of any College or public funds; a serious, willful, or flagrant breach of federal, provincial, or municipal stature or college policy, procedure or regulation, and/or substantial and specific danger to the environment or public health and safety.

The College will not retaliate against any College community member who, in good faith, makes a complaint/disclosure or raises a concern in accordance with this policy, or discloses information to an external agency/body, against the College or any College community member on the basis of a reasonable and honest belief that the information is true and in the public interest.

A College community member is protected from retaliation in accordance with this Whistle Blower Policy if the complaint/disclosure is made in good faith and is not knowingly false or materially inaccurate. If a person makes a complaint/disclosure under this policy in bad faith or knowingly provides false or materially inaccurate information, they shall be subject to disciplinary sanctions, including reprimand, suspension, demotion, expulsion or termination.

PROCEDURE FOR REPORTING CONCERNS

If any College community member reasonably knows or has reason to believe that the College, or a College community member, is engaged in activity covered by this policy, he/she may file, in confidence, a written complaint, report or disclosure with the Office of the President or in the event the complaint relates to the President, to the Chair of the Board of Governors. If the member of the College wishes his/her identity to remain confidential, the written communication should clearly indicate this wish for confidentiality.

All concerns should be forwarded by mail to the Office of the President or to the Chair of the Board of Governors in a sealed envelope, or by electronic mail addressed directly to the President or the Chair of the Board of Governors. If the individual wishes to discuss any matter, this request should be indicated in the submission. In order to facilitate such a discussion, the individual may include a telephone number or other contact information at which he/she can be readily contacted.

HANDLING OF CONCERNS RAISED

The Office of the President and/or Board Chair shall receive, determine, investigate and resolve, where appropriate, all complaints/disclosures as defined by this policy. The Board Chair may engage the entire Board or Governance Committee in reviewing and resolving the complaint.

Anonymous allegations will only be acted upon if the evidence collected during the preliminary investigation indicates the disclosure can be properly investigated, has merit, and is in the public interest.

In the event an internal solution is not available and depending on the nature of the complaint/disclosure, the matter may be referred to the external auditors of the College, Minister's Office or other external agency commission, tribunal and/or legal process for resolution.

OUTCOMES

Applicable individuals found to have participated in wrongful acts will be subject to disciplinary action, which may include termination of employment and prosecution. These principles apply equally to all employees, regardless of their position, past performance or length of service.

RECORDS

The Office of the President and/or Office of the Board of Governors will retain as part of its records any complaints or concerns for a period of no less than seven years. The Office of the President and the Office of the Board of Governors will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

POLICY REVIEW DATE:

Est. February 10, 2010, Item 419.C.9.1.1

**Board Governance Policy Manual
Governance Model**

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- B02 The Role of the Board
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- B11 Rules of Procedure—Meetings
- B12 Delegations/Briefs to the Board
- B13 Handling of Governors’ Mail
- B14 Expense Reimbursement
- B15 Monitoring Board Performance
- B16 Whistle Blowing

A. Outcomes

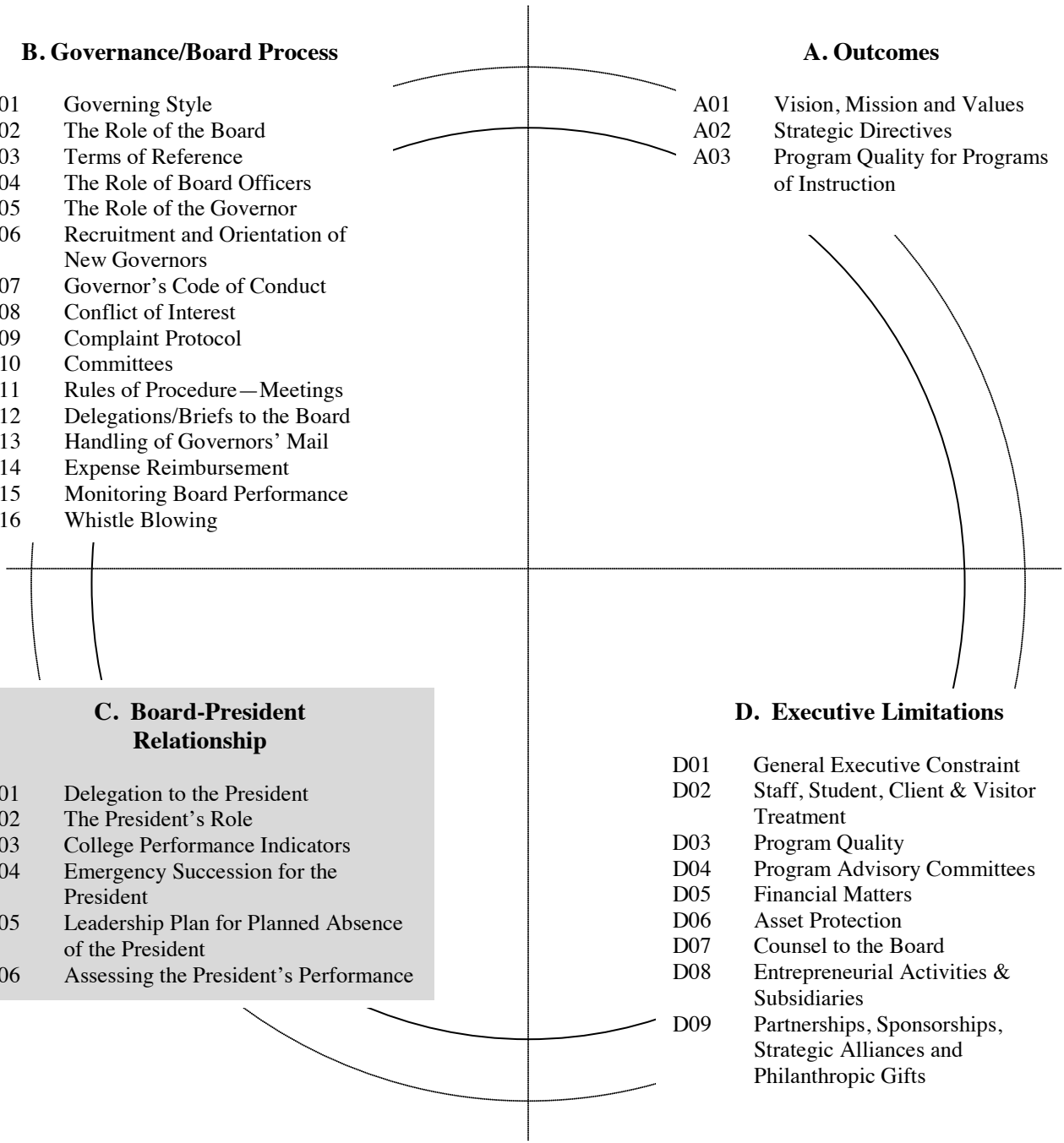
- A01 Vision, Mission and Values
- A02 Strategic Directives
- A03 Program Quality for Programs of Instruction

C. Board-President Relationship

- C01 Delegation to the President
- C02 The President’s Role
- C03 College Performance Indicators
- C04 Emergency Succession for the President
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Board Governance Policy Manual

Category C: Board-President Relationship

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C02	The President's Role
C03	College Performance Indicators <i>(to be developed)</i>
C04	Emergency Succession for the President
C05	Leadership Plan for Planned Absence of the President
C06	Assessing the President's Performance (Under Review by Governance Committee)

Board Governance Policy Manual

POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP POLICY NUMBER: C01

POLICY TITLE: DELEGATION TO THE PRESIDENT EFFECTIVE: JAN.10/07

REFERENCE (MOTION): 387.O.6 (EST. OCT. 2005)

BACKGROUND

The Board of Governors has total authority over the organization and total accountability for the organization on behalf of the citizens of Ontario. All of the accountability to meet Board expectations is charged to the President. Consequently, it is essential that the Board delegate to this position all the authority that such extensive accountability deserves. The Outcomes policies established by the Board identify the organizational outcomes that the President is expected to achieve. The Executive Limitations policies limit the practices, methods, conduct and other means employed to meet these expectations. This policy outlines specific responsibilities delegated to the President within the context of these policies.

POLICY STATEMENTS

1. The President will provide leadership to, and be accountable for, the implementation of the College's Strategic Plan(s) as approved by the Board.
2. The President will put into effect all policies, by-laws and procedures established by the Board.
3. The President is responsible to the Board for all phases of the operation, administration, supervision, maintenance and promotion of the College.
4. During an emergency or crisis, whatever its nature, the President will provide leadership to, and be accountable for the implementation of an organized emergency response to ensure the safety and protection of students, staff, faculty and any members of the community on college premises affected by the emergency situation, to contain the damage incurred, and to facilitate the recovery and restoration of operations as soon as possible.
5. The President at all times will act in the best interests of the College in securing and promoting its educational, community, administrative and financial objectives.
6. The President will advise and assist the Board in the development, promotion and implementation of sound policies and objectives for the advancement and development of the College.

7. The President will develop and monitor college policies and practices related to the recruitment, hiring, supervision, instruction and discipline of college employees within the framework of applicable collective agreements, and for employees not covered by collective agreements, subject to the terms and conditions of employment set from time to time by the Board.
8. The President will discharge such duties and responsibilities as may be assigned from time to time by the Board including but without limiting:
 - a) Monitoring and making recommendations to the Board regarding improvement of the quality of employment at the College;
 - b) Providing input and recommendations to the Board to improve the relationships between the College and Unions;
 - c) Advancement of the College through various fundraising activities.
9. During the term of his/her appointment, the President will undertake to fully and faithfully discharge the duties and responsibilities of the position to a high standard of professional competence.
10. The President will devote the whole of his/her time, effort and attention to the business and well being of the College, without any conflict of interest. Without limitation, the President:
 - a) Will not engage in any other position for gain or accept any office or position of business that might interfere with the business and well being of the College, except with prior written consent of the Board; and
 - b) Will comply with the provisions of the *Public Service Act* that govern candidates for public office and political activities, and in particular Sections 12, 13, 14 and 15 of the Act.

MONITORING

As part of its annual review process, the Board will review the relationship with the President and the policies governing that relationship. The Board may choose to change its “Outcomes” and “Executive Limitations” policies, thereby altering the boundary between Board and President, and changing the range of reasonable interpretation open to the President.

POLICY REVIEW DATE:

January 10/07 – item 387.O.7.6

June 11/08, 401.C.6.2

Next Review - 2010/2011

Board Governance Policy Manual

POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP POLICY NUMBER: C02

POLICY TITLE: THE PRESIDENT'S ROLE

EFFECTIVE: OCT. 12/05

REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)

BACKGROUND

The President is accountable to the Board acting as a body. As referenced in policy C01, the Board delegates total accountability for organizational performance to the President and defines the nature and limits of that accountability through Outcomes and Executive Limitations policies. Consequently, the President's performance will be considered to be synonymous with organizational performance. This policy outlines specific responsibilities assigned to the President.

POLICY STATEMENTS

The President's responsibilities are defined as:

1. Accomplishing through the organization the Board's policies on Outcomes.
2. Operating within the boundaries of prudence and ethics established through Board policies on Executive Limitations, the President is authorized to establish, monitor and amend (as necessary) College operational policies and practices within reasonable interpretation of Board policies.
3. Operating within established boundaries and in consultation with the Board, the President will address mutually agreed upon professional development goals.

MONITORING

The Outcomes and Executive Limitations policies will be reviewed annually to determine whether adjustments are required to the President's role.

POLICY REVIEW DATE:

2006

JUNE 11/08, 401.C.6.2

NEXT REVIEW - 2010/2011

Board Governance Policy Manual

POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP POLICY NUMBER: C03

POLICY TITLE: COLLEGE PERFORMANCE INDICATORS EFFECTIVE:

REFERENCE (MOTION): (EST.)

BACKGROUND

POLICY STATEMENTS

MONITORING

POLICY REVIEW DATE:

Board Governance Policy Manual

POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP POLICY NUMBER: C04

POLICY TITLE: EMERGENCY SUCCESSION FOR THE PRESIDENT EFFECTIVE: JUNE 11/08

REFERENCE (MOTION): 401.C.6.2.1 (EST. FEB. 2007)

BACKGROUND

Recognizing that changes in presidential leadership are inevitable over time, it is important that the Board develop a plan as a best practice to facilitate the transition to both interim and longer-term leadership to maintain continuity of operations and mitigate turmoil, confusion and stress resulting from unplanned or temporary leadership changes. This policy outlines an emergency succession plan to facilitate the transition to both interim and longer-term leadership in the event of the disability, death or unplanned departure of the President. It is not intended to address planned absences such as a vacation or sabbatical.

POLICY STATEMENTS

1. The Board of Governors maintains a clear understanding of the direction of the College and the President's role in organizational leadership, his/her fiscal responsibilities, strategic role, operational role and relationships with the Board and the community as defined in Board policies, and the Mohawk College Strategic and Business Plans.
2. In the event of the unplanned absence of the President, the Board of Governors is authorized to implement the terms of this emergency succession plan, through the Governance Committee.

A final decision on a replacement for the President, for a short-term or long term absence, or permanently, as dictated by circumstances, will be made by a motion of the full Board, on the recommendation of the Governance Committee.

3. To support this succession plan, in June each year, the President will bring forward a detailed Annual Emergency Succession Plan for approval of the full Board. The Plan will include a list of potential senior college executives who could be called upon to provide temporary leadership, and a list of potential mentors who would be willing to provide support and guidance to a temporary President. The Plan will take into consideration the following:

3.1 Succession Plan in the Event of a Temporary, Unplanned, Short-Term Absence

A temporary absence refers to a period of less than 3 months after which it is expected that the President will return to his/her position once the events precipitating the absence are resolved. In the event of an unplanned temporary absence of the President, the Vice President, Finance and Administration must immediately inform the Board Chair of the absence.

As soon as it is feasible, the Board Chair should convene a meeting of the Board Governance Committee to implement the procedure described in this policy.

Following the decision by the Governance Committee, the Board Chair may appoint the individuals named in the Annual Emergency Succession Plan.

In the event that the Governance Committee does not feel that it is in the best interest of the College to follow the Annual Emergency Success Plan, the Board Chair will convene a meeting of the full Board within 7 days.

3.2 Succession Plan in the Event of a Temporary, Unplanned Absence: Long Term

A long term absence is one that is expected to last more than three months. In the event of an unplanned temporary long term absence of the President, the Vice President, Finance and Administration must immediately inform the Board Chair of the absence.

As soon as it is feasible, the Board Chair should convene a meeting of the Board Governance Committee to implement the procedure described in this policy, or to make any modifications considered necessary by the Committee.

Following the decision by the Governance Committee, the Board Chair may appoint the individuals named in the Annual Emergency Succession Plan.

In the event that the Governance Committee does not feel that it is in the best interest of the College to follow the Annual Emergency Succession Plan, the Board Chair will convene a meeting of the full Board within 7 days.

3.3 Authority and Compensation The individual appointed as Acting President shall have the same degree of authority for decision-making and independent action as the regular President.

Remuneration for assuming the role of Acting President will be determined by the Board, on recommendation of the Governance Committee.

4. Communication Plan

4.1 The Board Chair will notify the full Board of the absence of the President as soon as possible.

- 4.2 Immediately upon transferring responsibilities to an Acting President, the Board Chair (or highest ranking Board member available) will notify college staff, the Minister of Training, Colleges and Universities and the Deputy Minister, Training Colleges and Universities.
- 4.3 As soon as possible after the Acting President has begun covering the unplanned absence, Board members and the Acting President will communicate the temporary leadership structure to key external supporters of Mohawk College.
5. **Board Oversight** The Board Chair and Vice Chair, as delegates of the Board of Governors will be responsible for providing guidance and support as necessary to the Acting President during the leadership transition.
- In addition, the designated Presidents from other colleges within the system who have agreed to act as mentors may provide additional support to the Acting President.
6. **Completion of Short or Long Term Emergency Succession Period** The absent President and the Board Chair should decide on a mutually acceptable schedule and start date for the return of the absent President to his/her leadership role at the College. If it is determined to be in the best interest of the College, they may develop a transition schedule.
7. **Succession Plan in the Event of a Permanent Absence of the President** If it is firmly determined that the President will not be returning to the position, the procedure and conditions described above for a long-term absence will apply, with one addition:

The Board of Governors will appoint a Transition and Search Committee within ten days of determination of the President's permanent absence to plan and carry out the transition to a new President.

MONITORING

This policy will be reviewed as part of the regular review schedule established by the Board, and immediately following any implementation of the succession plan to determine its effectiveness.

POLICY REVIEW DATE:

February 14, 2007 – item 388.O.7.8

June 11, 2008 – item 401.C.6.2.1

Policy: 2010/11 / Annual Emergency Succession Plan: Annually in June

Board Governance Policy Manual

POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP POLICY NUMBER: C05

**POLICY TITLE: LEADERSHIP PLAN FOR A PLANNED
ABSENCE OF THE PRESIDENT EFFECTIVE: JUNE 11/08**

REFERENCE (MOTION): 401.C.6.2.1 (EST. FEB. 2007)

BACKGROUND

It is important that leadership be maintained during any planned absence of the President. As a result, planning for a temporary change in leadership is a best practice, consistent with other organizational planning, that is designed to maintain smooth operations during a scheduled leave of absence by the President. This policy outlines a leadership plan to address a planned leave of absence by the President.

POLICY STATEMENTS

1. The Board of Governors maintains a clear understanding of the direction of the institution and the President's role in organizational leadership, his/her fiscal responsibilities, strategic role, operational role and relationships with the Board and the community as defined in Board policies and the Mohawk College Strategic and Business Plans.
2. **Leadership Plan for a Short Term Leave of Absence** A leave of absence plan is developed and approved by the Board of Governors annually based on the expectation that the President will return to his/her position once the events of the approved absence are completed. Normally, these types of leave last no longer than one year. For a planned Leave of Absence by the President for a short-term period of up to 12 months, the following options can be considered:

Option 1 If the President will not be accessible during the leave of absence, the Board Chair, in consultation with the President, may appoint one of the following senior staff as Acting President:

- 1) Vice President, Finance and Administration
- 2) The Vice President, Academic
- 3) The Vice President, Technology, Apprenticeship & Corporate Training

The Chair and the President may also consider splitting the executive duties among the designated appointees.

Option 2 If the President is accessible during the leave of absence for regular consultations (i.e. weekly), Board meetings and strategic key meetings, the Board may approve the President to appoint one of the following senior staff as Chief Operating Officer:

- 1) Vice President, Finance and Administration
- 2) The Vice President, Academic
- 3) The Vice President, Technology, Apprenticeship & Corporate Training

The President may also consider splitting the executive duties among the designated appointees.

3. **Authority** The individual appointed as Acting President shall have the same degree of authority for decision-making and independent action as the regular President.

The individual appointed as Chief Operating Officer shall have the full authority for pre-authorized decision-making and action over the normal day-to-day operation of the institution as the President. Strategic decisions will be made and actions undertaken in consultation with the President.

4. **Compensation** Remuneration for assuming the role of Acting President or Chief Operating Officer will be determined by the Board, on recommendation of the Governance Committee.

MONITORING

This policy will be reviewed as part of the regular review schedule established by the Board, and immediately following any implementation of the leadership plan to determine its effectiveness.

POLICY REVIEW DATE:

February 14/07 Item 388.O.7.9

June 11, 2008 Item 401.C.6.2.1

Next Review - 2010/2011

Board Governance Policy Manual

POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP POLICY NUMBER: C06

**POLICY TITLE: ASSESSING THE PRESIDENT'S
PERFORMANCE**

EFFECTIVE: JUNE 11/08

REFERENCE (MOTION): 401.C.6.2.1 (EST. OCT. 2005)

BACKGROUND

Assessment of the President's performance is one mechanism that the Board uses to ensure its accountability by verifying that the specified outcomes for the College are being achieved within the executive limitations defined in policy. Regular feedback between the Board and the President will provide informal, ongoing assessment of organizational results. However, the annual performance review provides a formal opportunity to assess and record achievement of goals and establish action plans and performance adjustments as necessary. This policy outlines principles and procedures to guide the President's performance assessment.

POLICY STATEMENTS

1. The Board clearly defines its expectations of the President in the employment contract, college policies, and annual goals and objectives. The employment performance of the College President will be formally reviewed and evaluated on completion of six months in office, and on or about an annual schedule thereafter. Since the President is continuously accountable to the Board for organizational performance, the Board, through Board discussions, may provide an informal appraisal of the performance of the President and the College regularly.
2. The Board of Governors is solely responsible for assessing the performance of the President.
3. The Board's Governance Committee, according to the Executive Performance Management Program, will conduct the formal evaluation process.

MONITORING

The Board of Governors has adopted the Executive Performance Management Program to establish and evaluate the performance of the President. This document will be amended as necessary to facilitate an efficient and effective performance review.

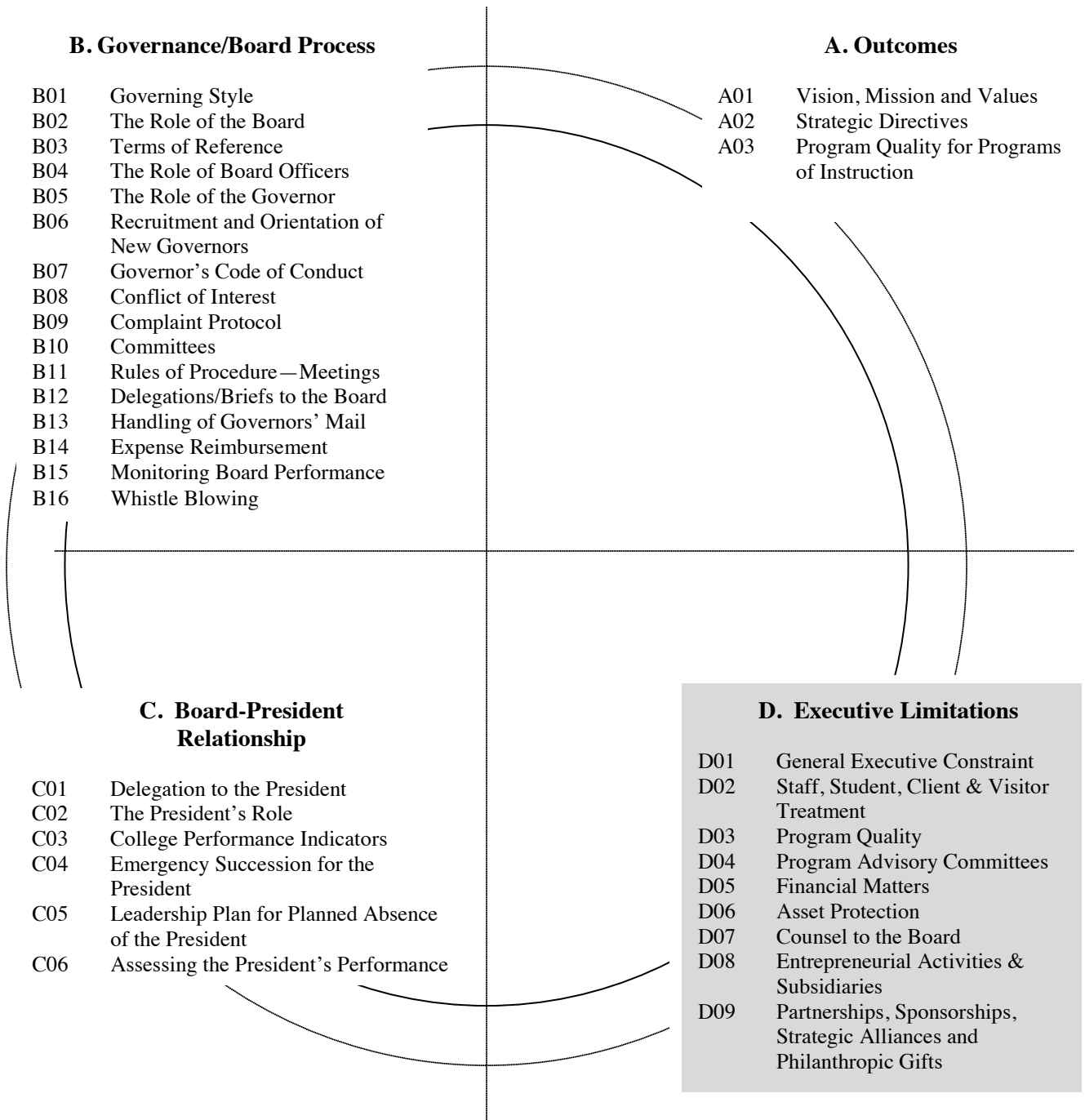
POLICY REVIEW DATE:

JUNE 11, 2008 ITEM 401.C.6.2.1

JUNE 4/08 – UNDER REVIEW BY GOVERNANCE COMMITTEE

ATTACHMENT A (NOT INCLUDED) – UNDER REVIEW BY GOVERNANCE COMMITTEE

**Board Governance Policy Manual
Governance Model**



Board Governance Policy Manual

Category D: Executive Limitations

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Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS

POLICY NUMBER: D01

POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT

EFFECTIVE: OCT. 12/05

REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)

BACKGROUND

This policy on General Executive Constraint represents the broad, ‘overarching’ statement of Board control. The President is granted the authority to use a reasonable interpretation of the Board’s policies. Additional executive limitation policies provide more specific restraints.

POLICY STATEMENTS

The President will not cause or knowingly permit any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

MONITORING

The President will verify in writing at the Annual General Meeting that he/she has neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

POLICY REVIEW DATE:

2006

Annual

Next Review - 2009/2010

Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS	POLICY NUMBER: D02
POLICY TITLE: STUDENT, STAFF, CLIENT AND VISITOR TREATMENT	EFFECTIVE: OCT. 12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

The Board affirms students, staff, clients and visitors are entitled to an environment that maintains the rights afforded to them by the Ontario Human Rights Code and other applicable legislation. This policy establishes conditions for the President's interaction with students or potential students, staff (an inclusive reference to all employees of the College without regard for position, function or other status of employment), other clients and visitors.

POLICY STATEMENTS

1. Interaction with Students

With respect to interactions with students or those applying to be students, the President will not cause or knowingly permit conditions, procedures or decisions that do not uphold the College vision, mission and values.

2. Interactions with Staff

In interactions with staff, the President will abide by and promote the College vision and values and neither cause nor knowingly permit conditions, procedures, or decisions which are contrary to the College vision, mission and values.

3. Clients and Visitors

With respect to treatment of clients, volunteer staff and visitors, the President will uphold provincial statutes and Board policies and will not cause or knowingly permit conditions that are in violation of those statutes and policies.

MONITORING

The President will verify in writing at the Annual General Meeting that he/she has neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

POLICY REVIEW DATE:

2006

Annual

Next Review - 2009/2010

- 1.8 key performance indicators.
2. The President will not fail to ensure:
 - 2.1 that new Programs of Instruction or program modifications are endorsed by the designated Program Advisory Committee, in accordance with the *OCAAT Act*, the Minister's Binding Policy Directive and Appendix 3 of By-law No. 1.
 - 2.2 that Programs of Instruction, where applicable, comply with all regulations and legislation pertaining to a regulated field of practice.
 - 2.3 that Programs of Instruction meet the relevant program standards, where they exist, and any relevant generic skills and general education requirements.
 - 2.4 that decisions regarding cancellation or suspension of existing Programs of Instruction are based on prior analysis of the factors identified in 1 above.
3. The President will not fail to ensure the approval of the Board for any proposals for new Programs of Instruction, presenting documentation in an approved format that includes the following:
 - Background/Program Rationale
 - Market Research
 - Career Opportunities for Graduates
 - Learning Outcomes/Program of Study
 - Delivery Model – duration, location, proposed start date
 - Admission Requirements
 - Credential
 - Transfer Opportunities
 - Advisory Committee Support
 - Financial Projections
4. After Board approval has been obtained, the President will not fail to ensure that program proposals for new Programs of Instruction are forwarded to the Credentials Validation Service, using the format established for that purpose and to MTCU for a funding decision.
5. The President will not fail to provide the Board with a **Program Report** every 3 years on essential data and issues by Program of Instruction or cluster of programs. Data will include basic metrics on enrolments, KPIs, graduation statistics, the status of the Program Advisory Committees, and other highlights, emerging issues, opportunities and challenges.
6. The President will not fail to ensure the completion of a **comprehensive program review** for each Program of Instruction or cluster of programs every 5 years according to a schedule approved by the Board.

MONITORING

The President will present the Board with an annual monitoring report that demonstrates compliance with program quality requirements. At a minimum, this report will include:

- A summary of program evaluations completed or initiated during the year under review
- A list of program evaluations planned for the next year
- A discussion of major themes, trends and changes arising from program evaluations
- A list of alterations to programs or program groups, including new program development, program suspensions and cancellations

POLICY REVIEW DATE:

2006

Annual

Next Review - 2009/2010 (By Program Dev. & Renewal Committee)

Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS	POLICY NUMBER: D04
POLICY TITLE: PROGRAM ADVISORY COMMITTEES	EFFECTIVE: OCT. 12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

To ensure the relevance of college programming, it is essential to have mechanisms for securing ongoing input from industry, the market place and the community. The Board of Governors, on the recommendation of the President, will establish each Program Advisory Committee and confirm its membership as part of the approval process for certificates, diplomas and degrees. The Advisory Committees' role will be to provide advice and guidance to the President and administrative staff on program quality issues. This policy has been developed in accordance with Appendix 3 to By-law No. 1, and the Minister's Binding Policy Directive regarding the Framework for Programs of Instruction.

POLICY STATEMENTS

The President shall not:

1. Fail to comply with requirements outlined in Appendix 3 of By-law No. 1 and the Minister's Binding Policy Directive – Framework for Programs of Instruction.
2. Permit College Advisory Committees to have administrative or executive functions, and therefore shall not include the evaluation of College personnel in their function.
3. Fail to ensure that Program Advisory Committees are appointed in accordance with Appendix 3 of By-Law No. 1, in compliance with requirements regarding composition, mandate and terms of reference.
4. Fail to ensure that Program Advisory Committees are involved in the development of new programs of instruction and the program review process.

MONITORING

The President will verify compliance with this policy in writing at the Annual General Meeting. In addition, new program proposals submitted to the Board are required to include evidence of advisory committee support, providing the Board with an additional monitoring mechanism to ensure advisory committee input.

POLICY REVIEW DATE:

2006

Annual

Next Review - 2009/2010 (By Program Dev. & Renewal Committee)

Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS POLICY NUMBER: D05

POLICY TITLE: FINANCIAL MATTERS EFFECTIVE: OCT. 12/05

REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)

BACKGROUND

The Board of Governors is responsible for the overall financial integrity of the College, consistent with the College's vision, mission and strategic plan. This policy outlines the Board directives regarding an acceptable financial condition for the College and establishes specific limitations on the President's authority in these matters.

POLICY STATEMENTS

Financial Management

1. With respect to actual ongoing financial condition and activities, the President shall not allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in its Outcomes policies.
2. More specifically, the President shall not permit:
 - a) Indebtedness greater than the amount approved by the Board of Governors.
 - b) Acquisitions or disposal of real property without prior approval by the Board of Governors.
 - c) The use of restricted funds that fail to comply with their stated purpose, and applicable statutes and regulatory requirements.
 - d) The use of reserve funds without prior Board approval.
 - e) Financial practices that fail to comply with the Financial Policies and Procedures as identified in Section III of the Ministry's CAAT Policy and Procedure Manual.
3. At the end of each fiscal year, the President shall not permit:
 - a) The College's financial condition to be non-compliant with any legislation, regulations or policy directives governing colleges.
 - b) The College to be in a deficit position.

Financial Planning

4. The President shall not fail to ensure the development of an annual Business Plan that includes specific operational outcomes for the coming year within the context of the Board's Outcomes Policies, the Strategic Plan and the budgetary resources allocated for the year, in accordance with policy statements # 5 and 6 below.
5. The President shall not fail to ensure the development of an annual budget that complies with applicable regulations and policy directives issued under the *OCAAT Act*.
6. The President shall not fail to submit the Board-approved Business Plan to the Ministry by June 30th of each year, in accordance with policy directive issued under the *OCAAT Act*.

Financial Reporting

7. At the end of each fiscal year, the President shall not fail to prepare and submit to the Board Annual Report a report on the advancement of the operational outcomes of the previous year's Business Plan and audited financial statements.
8. The President shall not fail to submit the Board-approved Annual Report, including audited financial statements, to the Ministry by June 30th of each year, in accordance with policy directives issued under the *OCAAT Act*.

MONITORING

The President and the Vice President, Finance and Administration will verify in writing at the Annual General Meeting that no financial practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics has been caused or knowingly permitted.

POLICY REVIEW DATE:

2006

Annual

Next Review - 2009/2010 (By Finance & Infrastructure Committee)

Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS

POLICY NUMBER: D06

POLICY TITLE: ASSET PROTECTION

EFFECTIVE: JAN.10/07

REFERENCE (MOTION): 387.O.7.7 (EST. OCT. 2005)

BACKGROUND

The Board of Governors is responsible for all college assets. Limitations regarding acquisition or disposition of real property have been established by the Ministry and guide the Board and the President in handling these assets. (Reference Policy D05 – statement # 2.) This policy establishes other limitations regarding college assets. It also outlines appropriate measures to mitigate risk.

POLICY STATEMENTS

1. The President may not knowingly allow the College's capital assets to be unprotected, inadequately maintained, or subject to unnecessary risk. Capital assets are all tangible properties, such as land, buildings, furniture and equipment, and intangible properties, such as patents, copyrights, franchises and trademarks, which are identifiable assets that meet all of the following criteria:
 - They are held for use in the provision of service, for administrative purposes, for production of goods, for rental to others, or for the maintenance, repair, development or construction of other capital assets.
 - They have been acquired, constructed, or developed with the intention of being used on a continuous basis.
 - They are not intended for sale in the ordinary course of operations.
 - They have a useful life greater than one year, with a minimum value of \$3,000, no maximum value.
 - They are not held as part of a collection.
2. Specifically, the President will not permit the College to operate without:
 - 2.1 ensuring the implementation of appropriate controls and procedures to dispose of College assets with Board approval and to maximize the proceeds from the disposal of College assets;
 - 2.2 ensuring that purchases are made in accordance with sound, established purchasing policies and provincial policies;

- 2.3 ensuring that the College's physical plant and equipment are appropriately serviced and maintained to extend equipment life and ensure safe and reliable operation;
- 2.4 ensuring that funds not required for immediate use are invested in a manner that does not violate regulations and policy directives issued under the *OCAAT Act*, minimize the College's investment risk exposure, and provides a reasonable rate of investment return for the College;
- 2.5 ensuring that the College has appropriate insurance coverage that provides comprehensive protection at competitive rates for College property and appropriately insures the College against claims of loss or liability by Board members, staff, students, clients, volunteers, and the general public.

MONITORING

The President and the Vice President, Finance and Administration will verify in writing at the Annual General Meeting that no practice, activity, decision or organizational circumstance related to the protection of College assets that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics has been caused or knowingly permitted.

POLICY REVIEW DATE:

January 10/07 – item 387.O.7.7

Annual

Next Review - 2009/2010 (By Finance & Infrastructure Committee)

Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS POLICY NUMBER: D07

POLICY TITLE: COUNSEL TO THE BOARD EFFECTIVE: OCT. 12/05

REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)

BACKGROUND

Complete, comprehensive and accurate information delivered in a timely fashion is essential for decision-making by the Board. The President has an obligation to ensure that communication and advice to the Board meet these criteria. This policy outlines specific requirements that the President must address in meeting this obligation.

POLICY STATEMENTS

1. The President has a responsibility to ensure that information and advice available to the Board has no significant gaps in completeness, accuracy or timeliness.
2. Specifically, the President will not:
 - 2.1 Neglect to submit monitoring data required by the Board in a manner that is accurate, clear and concise, and timely and which is directly relevant to the provisions of the Board policies being monitored.
 - 2.2 Fail to deal with the Board as a whole, except when responding to officers or committees duly authorized by the Board. This does not preclude the President from consulting with Governors on an individual basis as required.
 - 2.3 Fail to advise the Board of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in assumptions upon which any Board policy has previously been established.
 - 2.4 Fail to assemble for the Board the full extent of points of view, issues and options necessary for informed Board decisions. This may be accomplished at Board meetings, committee meetings, and through various written communication.
 - 2.5 Fail to advise the Board, if, in the opinion of the President, the Board is not in compliance with its own policies on governance process, particularly in the case of Board behaviour that is detrimental to the working relationship between the Board and the President.
 - 2.6 Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.

- 2.7 Fail to ensure that the Board is regularly apprised of the status of the College in relation to health and safety requirements and that the College is in compliance with health and safety regulations.

MONITORING

As part of its annual evaluation of the President's performance, the Board will evaluate the nature and quality of communication/counsel available to the Board from the President.

POLICY REVIEW DATE:

2006

Annual

Next Review - 2009/2010

Board Governance Policy Manual

POLICY CATEGORY: EXECUTIVE LIMITATIONS POLICY NUMBER: D08

POLICY TITLE: ENTREPRENEURIAL ACTIVITIES & SUBSIDIARIES

EFFECTIVE: JAN.10/07

REFERENCE (MOTION): 387.O.7.8 (EST. OCT. 2005)

BACKGROUND

Consistent with the College mission as defined in Policy A01 and the broad scope of College activities, new entrepreneurial initiatives and opportunities for the creation of College subsidiaries may arise. It is recognized that such opportunities present both benefits and risks. As a result, the Board of Governors has created this policy to define appropriate executive limitations associated with involvement in entrepreneurial activities and subsidiaries.

Definitions

Entrepreneurial Activities

Two categories are recognized:

Ancillary Services	Services intended primarily for use by students and staff that support education and training activities (e.g. parking, bookstores, cafeteria, space rental, etc.) that may be delivered directly or through contract with third parties.
Commercial Services	Services related to the College's education and training mandate that are offered to the general public (e.g. learning enterprises, childcare, etc.) and may return a profit to the college.
Subsidiary	A corporate body, either partially or wholly owned, incorporated at the direction of the College or effectively controlled by the College (not including a corporate student government or a corporate body incorporated at the direction of, or effectively controlled by a student government.) Subsidiaries may be incorporated provincially or federally depending on College requirements. The mandate of a subsidiary may not be greater than or in conflict with that of the College.

Examples include for profit, non-profit (either of these being share issuing or non-share issuing) and foundations.

POLICY STATEMENTS

1. The President will not fail to ensure that entrepreneurial activities:
 - 1.1 are supported by a strong business case;
 - 1.2 will contribute positively (as a whole) to the College's financial position;
 - 1.3 will directly support the College's strategic directives; and
 - 1.4 are consistent with the education and training mandate of the College and the Minister's Binding Policy Directive on Entrepreneurial Activities.

2. In addition, without limiting the scope of the above statement, the President will not fail to:
 - 2.1 Engage in ongoing consultation with the industry in question when a commercial activity is in competition with the Private sector, to ensure ongoing support from industry partners.
 - 2.2 Ensure fair market value pricing for goods and services provided to the general public in competition with the private sector.
 - 2.3 Employ strategies to protect the core business and assets and the reputation of the College.
 - 2.4 Include entrepreneurial activities in the College's annual Business Plan and Annual Report.
 - 2.5 Submit to the Board proposals for any of the following activities:
 - 2.5.1 issuance of debt securities (i.e. notes, bond, debentures, debt instruments of any kind)
 - 2.5.2 creation of subsidiaries (wholly or partially owned)
 - 2.5.3 acquisition of an interest in, or outright ownership of an organization or company.

MONITORING

The President will verify in writing at the Annual General Meeting that he/she has neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance related to Entrepreneurial Activities and Subsidiaries that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

POLICY REVIEW DATE:

January 10/07 – item 387.O.7.8

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POLICY CATEGORY: EXECUTIVE LIMITATIONS	POLICY NUMBER: D09
POLICY TITLE: PARTNERSHIPS, SPONSORSHIPS, STRATEGIC ALLIANCES & PHILANTHROPIC GIFTS	EFFECTIVE: OCT. 12/05
REFERENCE (MOTION): 374.O.8.1 (EST. OCT. 2005)	

BACKGROUND

Consistent with the College's mission as defined in Outcomes Policy A01, and the broad scope of College activities, it is likely that significant opportunities for partnerships, sponsorships and strategic alliances will arise. It is recognized that considerable benefits are gained when organizations work together to accomplish common goals. However, it is also recognized that there are risks and benefits associated with these relationships. As a result, the Board has developed this policy to define executive limitations associated with the development and implementation of partnerships, sponsorships and/or strategic alliances.

Definitions

Partnership: An agreement between the College and one or more entities (including private companies, nonprofit organizations, public institutions or government agencies) for the purpose of achieving common shared objectives. The partnership agreement may result in the creation of a new entity or in a merger of existing entities or portions of entities. The partnership agreement will include the rules governing the operation of the partnership.

Sponsorship: An agreement between the College and another entity in which the College receives cash or other tangible benefit in return for providing some form of public recognition to the sponsor.

Strategic Alliance: An agreement between the College and one or more entities (including private companies, nonprofit organizations, public institutions or government agencies) for the purpose of achieving mutually beneficial but different objectives. The objectives of each participating entity may be different but must be harmonious. During the strategic alliance, each entity maintains an identity distinct from the other(s). The strategic alliance agreement may include rules describing how the entities will work together.

Philanthropic Gifts: An agreement between the College and/or its Foundation and another entity by which the College receives a charitable gift. A charitable gift is defined as the transfer of ownership of property (cash, or gifts-in-kind such as goods or land) to a registered charity, according to specified conditions. The transfer must be voluntary and the donation must be intended to enrich the donee and not to secure an advantage for the donor in consideration of, or in gratitude for the donation. If these conditions are met, the donor may receive a donation tax receipt for the “eligible amount” of the gift.

POLICY STATEMENTS

1. The President will ensure the development of partnerships, sponsorships and/or strategic alliances and philanthropic gifts that will assist the College to realize its mission.
2. Without limiting the scope of the statement above, the President shall not fail to:
 - 2.1 Evaluate the expected impact upon the College’s finances before entering into any partnership, sponsorship and/or strategic alliance or to ensure that appropriate safeguards are in place to manage the financial risk associated with such ventures.
 - 2.2 Evaluate the expected impact of the partnership, sponsorship, strategic alliance and/or philanthropic gift on the College’s image.
 - 2.3 Employ safeguards to protect the academic and research integrity of the College.
 - 2.4 Ensure compliance with guidelines and/or advisories from relevant Canadian government agencies.
 - 2.5 Ensure that College staff or students involved in a partnership, sponsorship, strategic alliance and/or charitable giving are provided with information and support regarding relevant legislation.
 - 2.6 Ensure that College staff involved in a partnership, sponsorship, strategic alliance and/or charitable giving maintain accepted standards of business and professional ethics in the geographical jurisdiction of the partnership.
 - 2.7 Ensure that contingency plans are in place to respond to serious safety or health hazards for College staff and students in a partnership, sponsorship and/or strategic alliance.

MONITORING

The President will verify in writing at the Annual General Meeting that he/she has neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance related to Partnerships, Sponsorship and Strategic Alliances and Charitable Giving that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

POLICY REVIEW DATE:

2006

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Board Governance Policy Manual

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Niagara College Board of Governors' Policy Manual – research included review of selected policies from each of the four policy categories

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