

GOVERNANCE POLICY: Committees of the Board of Governors

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| REFERENCE NUMBER: | GP-002 |
| APPROVAL DATE: | <i>Original:</i> June 22, 2011 (Policy 1-102J) |
| REVISION DATE(S): | June 24, 2015; October 26, 2016; June 28, 2017 |
| EFFECTIVE DATE: | Current |
| SCHEDULED REVIEW DATE: | 2022 |

Purpose

This policy sets out the guiding principles that the Board will apply when establishing committees and establishes the parameters applicable to the operation and function of all Board committees.

Background

From time to time, the Board may appoint committees to support its work and to assist with the realization of Board objectives by preparing alternatives, options and implications for the Board's deliberation and approval. Standing Committees are permanent committees of the Board. The Board may also choose to appoint other committees.

This policy outlines the principles of committee operation which apply to all Board committees unless otherwise determined by Resolution of the Board or as stated in the Terms of Reference established and approved by the Board. Additional information on committees is provided in By-Law 1-102, 31 through 39.

Policy Statements

Committees complement the Board and do not pre-empt it in any way. Committees do not speak or act for the Board except when such authority has been formally designated by the Board, i.e. the Executive Committee. Committees cannot exercise authority over staff and college operations.

The Board establishes and approves terms of reference for each committee. Terms of reference may be amended by Board resolution from time to time, as appropriate.

Membership on committees is established annually prior to the commencement of the Board year and in accordance with the Terms of Reference, for a one-year term commencing September 1 through to the following August 31, and may be extended for an additional year while the member continues to be a governor. Changes in membership may be made as circumstances require throughout the year. Vacancies occurring in the membership of a committee shall be filled by the Board at its earliest convenience.

Committees meet on a regular day and time as determined by the Board. Committees meet as listed on the annual Board Schedule, recognizing that there may be circumstances necessitating additional meetings or cancellation of scheduled meetings.

Attendance at committee meetings is limited to the named committee members and other persons appropriate to the business of that meeting.

At the discretion of the Committee Chair and where the agenda for a scheduled committee meeting is composed only of one or two non-controversial matters (i.e. information items or reports), the meeting may be conducted by conference call with members.

Board Committees meet in-camera. The meeting minutes accurately reflecting the deliberations of the committee and are reviewed and approved by the full Board at the next Board meeting as part of

the In-camera (Closed Session) Consent Agenda. The Committee Chair is responsible for presenting any recommendations to the Board.

The Board has established the following committees with composition and terms of reference detailed in Attachments numbered 1, 2, 5 and 7:

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| Standing Committees | <ul style="list-style-type: none"> • Executive Committee • Committee-of-the-Whole • Audit Committee |
| Other Committees | <ul style="list-style-type: none"> • Naming Committee |

Related Documents

- By-law 1-102, s.31 through 39

Appendices

- Attachment 1: Terms of Reference – Executive Committee
- Attachment 2: Terms of Reference – Committee-of-the-Whole
- Attachment 5: Terms of Reference – Audit Committee
- Attachment 7: Terms of Reference – Naming Committee

History of Amendments/Reviews:

| Section(s) | Date | Comments |
|---|----------------|--|
| Regular review of By-law 1-102 | June 2011 | All Terms of Reference moved from By-law into policy (Resolution BoG June22-2011 #4) |
| Attachment 2 – Human Resources Committee | October 2014 | Attachment rescinded upon dissolution of the committee and transfer of responsibilities to the Executive Committee; minor edits to the mandate of the Executive Committee (Resolution BoG Oct29-2014 # 6) |
| Attachment 6 – Advancement Committee | December 2014 | Attachment 6 (committee terms of reference) rescinded with removal of s.37.2 from the By-law (Resolution BoG Dec3-2014 #3) |
| Minor language revisions, new format | June 2015 | Required as result of revision to s.31.1 of the By-law (Resolution BoG June24-2015 #4) |
| Terms of Reference developed for Committee-of-the-Whole, minor language updates | October 2016 | Terms of reference identified as attachment 2 to Governance Policy 1-102J (Resolution BoG Oct26-2016 #6) |
| All Board policies and procedures were included in the overall review of By-law 1-102 | April-May 2017 | • Board approval (Resolution BoG June28-2017 #3) |

Terms of Reference: EXECUTIVE COMMITTEE

TYPE: Standing Committee

MEMBERSHIP/COMPOSITION: Limited to external Governors, with the exception of the President who is a member by virtue of office, membership is defined in By-law 32.1 as the

- Chair of the Board of Governors
- Vice-Chair of the Board, named as the Chair of the Executive Committee
- 2nd Vice-Chair of the Board, named as Chair of the Audit Committee
- Two Governors-at-large (both external Governors), as elected by the Board
- College President (ex officio)

QUORUM: Simple majority defined as half of the named members (rounded down to the nearest whole number) plus one.

KEY RESOURCE: The Executive Secretary to the President and Board of Governors supports the Committee by liaising with the Committee Chair in setting the agendas and related attachments, assembling/distributing the agenda packages, attending the meetings to record the minutes, etc.

MEETINGS: Two weeks prior to each Board of Governors meeting, or at the request of the Board Chair or President, as needed. Meetings are **held in camera; minutes and attachments are considered confidential**. A full set of minutes will be included on the next In-Camera (Closed Session) Meeting Consent Agenda, for approval of the Board (as stated in By-law 1-102, s.35.6).

RESPONSIBILITIES

- Work closely with the College President, providing guidance and acting as advisor on College issues, strategy or process, as needed.
- Prepare Board meeting agendas and review any matters arising from the Board Committees before submission to the full Board for consideration.
- Monitor the leadership of the Board and ensure appropriate processes are established for succession planning.
- Through the Board Chair, take the lead in the election process of the Officers of the Board.
- Develop an orientation session for incoming governors.
- Develop and plan Board Retreats.
- By resolution, the Board may delegate to the Executive Committee any such powers of the Board subject to such restrictions, if any, as may be imposed by an applicable statutory provision or as may be imposed from time to time by the Board.

The Executive Committee is empowered to act on behalf of the Board during the summer as well as on other occasions when a quick decision is required and it is not possible to achieve the requisite quorum of Governors.

As a Human Resources Committee,

- Establish, with the approval of the Board of Governors, a Presidential Search Committee, as required. With the Board Chair as lead, oversee the recruitment and selection process* in filling the position of president including establishing salary and terms. The hiring process overall is supported by the Vice-President Human Resources and selected staff.

* reference document is Board Procedure BP-014, Presidential Continuity and Succession

- Through the Board Chair, advise the Board on the process for the President's annual performance review*.

* reference document is Board Procedure BP-013, President's Performance Evaluation

- In-camera and as required, recommend to the Board the appointment of a president including the terms of employment and compensation, the re-appointment of the President and compensation, any change(s) to the terms of employment and, where appropriate, termination of the President's contract.

As a Nominating Committee,

- Assist with governor recruitment. Develop and maintain a pool of interested and suitable candidates.
- Annually review the skills matrix/profile, seeking input from the full Board with respect to identifying gaps.
- Review the applications of potential candidates including those seeking a second term, recommending nomination of new and continuing governors to the Board, for approval.
- Recommend the membership/composition of all Board Committees and liaison assignments, for Board approval.

As a Governance Committee,

- Advise the Board in respect of compliance with Ministry and Board policy relating to governance.
- Conduct regular reviews of the Board's By-law and related policies, procedures and guidelines, and prepare recommendations for consideration by the full Board.
- Annually review and evaluate the operation of the Board and its Committees as a means to continuous improvement, and prepare recommendations for consideration by the full Board.

Other

- Perform functions as may from time to time be assigned by the Board.
- To address other sensitive or confidential College matters as appropriate from time to time.

Review Summary:

- Resolution of the May 28, 2014 In-Camera Board meeting to dissolve the Human Resources Committee and transfer responsibilities under its mandate to the Executive Committee
- Resolution of the October 29, 2014 Public Board meeting to approve the Terms of Reference: Executive Committee
- Resolution of the June 24, 2015 Public Board meeting to amend s.31.1 of By-law 1-102 defining the Executive Committee

Terms of Reference: COMMITTEE-OF-THE-WHOLE

TYPE: Standing Committee

MEMBERSHIP/COMPOSITION:

- All members of the Board of Governors

The Board Chair also chairs the Committee-of-the-Whole meeting. The Board Chair may delegate the Committee Chair's role to a member of the Executive Committee.

Quorum: Simple majority defined as half of the named members (rounded down to the nearest whole number), plus one.

Administrative Resources (ex officio, without vote)

- Vice-President Academic
- Vice-President Finance and Administration
- Vice-President Human Resources and Student Services

MEETINGS: Meetings of the Committee are normally scheduled during the same day and prior to the scheduled Board meeting. Meetings are held in-camera (are closed to the public); individuals may be invited to attend for specific purposes. Minutes, meeting materials and attachments are considered confidential. A full set of minutes will be included on the next In-Camera (Closed Session) Meeting Consent Agenda, for approval of the Board (as stated in By-law 1-102, s.35.6).

The Committee is supported by the Executive Secretary to the President and Board of Governors.

Meeting agendas are developed from the annual Board Work Plan, with input of the Executive Leaders Team, and finalized by the Board Executive Committee.

SCOPE, RESPONSIBILITIES AND PROCESS

- Meeting as a single committee provides all Board members the opportunity to engage in discussion of ideas, issues and proposals in greater depth, in the same room, at the same time.
- The primary outcome is for Board members to feel they have enough information and have had ample conversation around an issue to be able to make a recommendation to the full Board.
- Committee-of-the-Whole meetings may vary in length and format to include, for example, educational opportunities, tours, presentations, workshops.
- No official actions are made in Committee-of-the-Whole. "Voting" relates to deciding through consensus if an item is ready to be taken to the Board for decision or whether to refer the item to another group (e.g. the Board Executive Committee) for further development.
- Items that are deemed ready to move forward to the Board are placed on the following month's Public or In-Camera Board meeting agenda. However, if an urgent issue arises which requires action that month, the item may be discussed at Committee-of-the-Whole and taken to the Board meeting for action that same day.

Review Summary:

- Resolution of the October 26, 2016 Public Board meeting to approve the Terms of Reference: Committee-of-the-Whole

Terms of Reference: AUDIT COMMITTEE

TYPE: Standing Committee

MEMBERSHIP/COMPOSITION:

The Audit Committee shall consist of a minimum of four governors of which at least three are external governors, one of whom is the elected Committee Chair. All such committee members shall be financially literate* as determined by the Board or shall become financially literate within a reasonable time after appointment to the Committee, and at least one member shall have accounting or related financial management expertise. Any internal governor whose duties as an employee of the College include involvement in producing information for the external financial audit or the financial statements is not eligible to serve as a member of the Audit Committee.

** the definition and criteria for financial literacy is the ability to read and understand a balance sheet, an income statement and a cash flow statement, and the notes.*

Ex-officio (non-voting): Board Chair, Board Vice-Chair, College President

QUORUM: Simple majority defined as half of the named members (rounded down to the nearest whole number), plus one.

RESOURCE TO COMMITTEE: The Vice-President Finance and Administration is the senior administrative resource to the Committee. His/her assistant supports the Committee by liaising with the VP and the Committee Chair in setting the agendas and related attachments, assembling/distributing the agenda packages, attending the meetings to record the minutes, etc.

Additionally, the Committee shall have access to such personnel as it considers appropriate, i.e. Director Finance, Manager Accounting Operations.

MEETINGS: Two scheduled meetings per Board year (October or November, May or June); any member of the Committee, the external auditor or senior staff may request additional meetings to consider any matter he/she believes should be brought to the attention of the Committee or the Board. Meetings are **held in camera; minutes and attachments are considered confidential**. A full set of minutes will be submitted to the Board Office, for inclusion on the next In-Camera (Closed Session) Meeting Consent Agenda for approval of the Board (as stated in By-Law 1-102, s.35.6). At each meeting at which the external auditors are present, provision will be made for the Committee to meet privately with either management and/or the external auditors.

RESPONSIBILITIES

The primary duties and responsibilities of the Audit Committee are to:

- Assist the Board in fulfilling its fiduciary responsibilities relating to accounting and reporting practices by ensuring appropriate controls and accountabilities are in place with respect to finance and areas of material risk.
- Monitor the integrity of the College's financial reporting process and systems of internal controls regarding financial reporting and applicable legal compliance.
- Recommend to the Board the annual appointment of the College's auditors after considering management's evaluation of the incumbent auditors; evaluate and make recommendation to the Board regarding the fees charged by the auditors.

- Monitor the performance of the College's independent auditors; review significant findings or recommendations submitted by the external auditor; and review changes in generally accepted accounting principles and practices.
- Review the external auditor's comprehensive audit plan, scope of examination and materiality thresholds.
- Provide an avenue of communication among the independent auditors, management and the Board, ensuring appropriate processes are in place to identify and report areas of significant risk; deal with conflicts between management and the auditor should they arise which cannot be resolved amicably between the two parties.
- Review the audited financial statements and make recommendation to the Board regarding acceptance or rejection.
- Perform such functions as may from time to time be assigned to the Committee by the Board of Governors.
- Review and report on such other matters as may be assigned to the Committee by the Board of Governors.
- Report to and make recommendations to the Board.

Review Summary:

- Resolution of the October 29, 2014 Public Board meeting to approve the Terms of Reference: Audit Committee

Terms of Reference: NAMING COMMITTEE

TYPE: Committee of the Board

MEMBERSHIP/COMPOSITION:

- Executive Committee of the Board
- Vice-President Finance and Administration (or designate)
- Executive Director Marketing and Advancement (or designate)

The Chair of the Executive Committee also chairs the Naming Committee.

The Committee shall have access to such personnel as it considers appropriate. Others may be invited as a resource (non-voting), to lend specific expertise.

QUORUM: Simple majority defined as half of the named members (rounded down to the nearest whole number), plus one.

KEY RESOURCE: The Executive Secretary to the President and Board of Governors supports the Committee by liaising with the Committee Chair in setting the agendas and related attachments, assembling/distributing the agenda packages, attending the meetings to record the minutes, etc.

MEETINGS: On an as-needed basis, immediately preceding or following a scheduled meeting of the Board Executive Committee. Meetings are **held in camera; minutes and attachments are considered confidential**. A full set of minutes will be included on the next In-Camera (Closed Session) Meeting Consent Agenda for approval of the Board (as stated in By-law 1-102, s.35.6)

RESPONSIBILITIES

- (a) The Board Naming Committee identifies naming opportunities, invites naming options as/when appropriate, and provides recommendations on College naming to the Board of Governors, for approval.
- (b) Suggestions for names for a campus, building, room, facility, space or road may be openly invited by the Committee. All suggestions in this regard may be provided to the Committee, to the College President, and/or to the Executive Director Marketing and Advancement.

The Committee may refer to the "Donor Recognition Policies and Procedures" and to the College Policy, "College and Community Recognition and Awards."

- (c) The Committee prepares and forwards recommendations to the Board of Governors, for approval.

Review Summary:

- Policy 1-105 – *Board of Governors Recognition* (approved March 7, 2001) and Policy 1-105A – *Board of Governors Naming Policy* (approved September 27, 2006 and reviewed June 22, 2011) were reviewed and combined into a single policy document, Policy 1-105 – *College and Community Recognition and Awards* (approved at the June 27, 2012 Public Board meeting)