



<b>Policy:</b>	<b>G-1.3</b>
<b>Approved By:</b>	<b>Board of Governors</b>
<b>Approval Date:</b>	<b>January 27, 2003</b>
<b>Amendment Date:</b>	<b>June 23, 2003; November 22, 2004; September 26, 2005 December 4, 2006 December 1, 2008 April 12, 2010</b>
<b>Policy Holder:</b>	<b>President</b>

## BOARD DECISION MAKING

### Purpose / Rationale

The purpose of this policy is to clarify the role and responsibilities of the Board of Governors in policy governance and decision making at Camosun College.

### Scope / Limits

1. This policy applies to the College's Board of Governors.
2. The powers of the Board of Governors are limited by the *College and Institute Act* and other laws of general application.

### Principles

1. The Board has final responsibility for establishing policy that describes the institutional goals and establishes accountabilities.
2. The Board will establish policies and make decisions that will ensure the financial health of the College.
3. The Board will establish policies that determine how the Board will govern itself ethically.
4. The Board will establish policies with respect to our relationships with our corporate, governmental and other communities.
5. These policy decisions are ends rather than means and describe the values, strategic goals and priorities of the College.
6. The Board cannot delegate these authorities, and must make policy decisions based on what is in the best interest of the College.
7. The Board will appoint a president who will be the Chief Executive Officer (CEO) and who will be responsible for advising the Board on College activity and for implementing the goals and policies established by the Board. The CEO will be responsible for establishing a structure that will meet the Board's goals.
8. The Board will establish a regular schedule of meetings that will remain flexible and will establish the committees it considers necessary to assist in the work of the Board. The committees of the Board will have the power to advise and make recommendations to the Board.

## A. DEVELOPMENT OF GOVERNING POLICIES

### 1. Identification

While the Board does not delegate its responsibility for identifying and developing governing policies, it expects that the CEO and his/her staff (the “administration”) will exercise the initiative in identifying and developing a policy framework and policy statements (principles) for the Board’s consideration.

### 2. Development

The administration will manage the process of developing and drafting policy for the Board’s consideration. Feedback will be acquired, appropriate to the governing policy. The statements presented to the Board will be those that have taken into consideration the current legislative, legal and financial limitations and the strategic directions of the College. The statements will be presented in consideration of the best interest of the College. Identification of the impact on the College will also be presented as will the concerns identified.

### 3. Adoption

The Board’s responsibility is to ensure that the policy meets the long-term goals of the College and meets the specific policy objective. The Board should identify concerns, offer suggestions and direct administration to re-draft the policy to address the Board’s concerns. The Board should focus on the goals and objectives of the policy, directing administration to make the policy changes identified through the discussion. The Board will adopt the policy only when it is satisfied that the policy has met the policy objectives.

### 4. Implementation

The implementation of policies is delegated to the administration through the CEO. However, the Board cannot delegate its authority to manage and implement those governing policies that describe how the Board will govern itself.

### 5. Review

Monitoring governing policies will occur as needed when triggered by new legislation or a change in the strategic direction of the College or other events. Both the Board and the administration are responsible for identifying the need for changes to governing policies.

## B. ROLES & RESPONSIBILITIES

### 1. Board Chair

The role of the Chair of the Board is to provide leadership to the Board and to:

- a) Chair the regular, in camera, and special meetings of the Board.
- b) Act on behalf of the Board in liaison and linkage with the CEO.
- c) Delegate or appoint Board members to Standing Committees, to the Foundation Board, to the Pacific Institute for Sport Excellence Board and to the Education Council.
- d) Represent the Board at public events and College functions, or delegate.
- e) Act as the official spokesperson for the Board.
- f) Name the Vice-Chair.
- g) Set the Board agenda.

## **2. Members of the Board**

- a) Attend all meetings of the Board, and give sufficient notice when attendance is not possible.
- b) Serve on Board Standing Committees as requested.
- c) Attend Special College Functions (e.g. Graduations) representing the Board as requested by the Board Chair.
- d) Notify the Board Chair of any conflict of interest situations, potential or real.
- e) Notify the Board of any changes to eligibility to remain a member of the Board.

## **3. Chief Executive Officer (CEO)**

The role of the Chief Executive Officer is to provide leadership to the College, to represent the College within the community and to:

- a) Guide the development of policy options for the Board's consideration.
- b) Implement the policies of the Board.
- c) Develop an organizational structure and process that will enable the effective achievement of the Board's goals.
- d) Direct and guide the development of policy and procedures to manage the College.
- e) Subject to the direction of the Board, manage the property and assets of the College as its Chief Executive Officer, including the power to control and supervise access to and use of the property and those assets.
- f) And perform other duties as determined by the Board or as defined in the *College and Institute Act*.

## **C. ELECTION OF THE CHAIR**

1. Election of the Chair will be held annually, at the September meeting of the Board.
2. The elections will be presided over by the Vice President Administration and Chief Financial Officer or others as designated by the Board.
3. Nominations for the position of Chair will be called from the floor
4. A vote will be decided by a show of hands unless a resolution is passed calling for a secret ballot.
5. The Chair will assume his/her position immediately upon the adjournment of the meeting.

## **D. COMMITTEE STRUCTURE (see links below)**

### **1. Finance Committee (Terms of Reference)**

A standing Committee of the Board of Governors, the Board Finance committee is responsible for monitoring significant financial planning, management and reporting matters of the College and to make recommendations to the Board of Governors for adoption.

### **2. Audit Committee (Terms of Reference)**

A standing committee of the Board of Governors, the Board Audit Committee is responsible for assisting the Board in fulfilling its financial accountability and oversight

responsibilities by reviewing: i) financial statements that will be provided to the Government and other stakeholders, ii) the systems of internal controls established by management and the Board, iii) all audit processes.

### 3. Executive Committee (Terms of Reference)

The Executive Committee deals with matters relating to the Board's role as an employer, with student appeals, and with emergency situations. The Executive Committee will also receive policy proposals and direction from the Board and will establish ad hoc committees, as needed, to make recommendations to the Board on the development, approval, and revision of policies that are within the authority of the Board.

## E. PROCESS FOR SEEKING ADVICE FROM EDUCATION COUNCIL

1. The Board Executive Committee will receive policy proposals from the Education Council and, as needed, establish ad hoc committees to vet policy proposals, and bring forward recommendations to the Board.
2. For the purposes of meeting the legislative requirement, the Executive Committee/Ad Hoc Policy Committee of the Board will first review forthcoming policy that falls under Section 23 of the College and Institute Act, "Advisory role of the education council," and will consider, reject, refer back, review for decision and when ready, forward the item to Education Council for its review and advice. The Executive Committee will report on its actions to the Board at the next Board meeting.

The Board, however, reserves the right to receive and consider the policy matter by the full board prior to seeking advice from Education Council.

3. The Board Executive Committee would normally expect to receive advice through the next regular meeting of Education Council. If the matter is not pressing, and Education Council needs more time to consider its advice, the Board would consider such a request. However, the Board may require that the Education Council respond in less time.
4. Unless another agreement is in place, the Board will seek a written response from Education Council.

## F. BOARD MEETINGS

1. **Conduct of Board Meetings:** The conduct of Board meetings will normally be governed by Robert's Rules of Order.
2. **Attendance:** The *College and Institute Act* stipulates an attendance requirement for members of the Board. ("Where a member of the board has not attended three consecutive regular meetings of the board, he/she shall no longer be a member of the board unless excused by a resolution of the board." [S.59.7])
3. **Quorum:** As stated in the *College and Institute Act* ("A majority of the members holding office constitute a quorum at a meeting of the board. [S.59.2])
4. **Majority:** As stated in the *College and Institute Act* ("The affirmative votes of a majority present at the meeting at which a quorum is present are sufficient to pass a resolution of the board." [s.59.3])
5. **Abstentions:** Abstentions have the effect of a negative vote (see majority above). If a member chooses to abstain, his/her abstention has the effect of casting a negative vote. Members who do not wish to affect a negative vote by their abstention, should absent themselves from the meeting during the vote.

6. **Non-Board Reports:** To be considered for inclusion with the agenda, reports must be received by the Board Chair ten days before the Board meeting, c/o the Office of the President. The Board Chair will determine if the report is appropriate for inclusion in the Board agenda. (This includes union and association reports.)
7. **Agenda Delivery to the Board:** Agendas for the regular meetings of the Board of Governors will be forwarded to the Board no later than 48 hours before the scheduled Board meeting.
8. **Resource Staff:** Administrative staff will be expected to attend and participate as required.
9. **Status of Observers:** The regular meeting of the Board will be open to the public. Observers may only be recognized at the discretion of the Chair. (Observers do not participate in the meeting of the Board unless invited to do so by the Board, through the chair.)
10. **Telephone Conference Meetings:** A member of the Board may participate in a meeting of the Board or of any Committee of the Board by telephone or other communications medium which allows all members participating in the meeting to communicate with one another. A member who participates in a meeting in the manner contemplated by this paragraph is deemed for all purposes of the College and Institute Act and the bylaws and policies of Camosun College to be present at the meeting and to have agreed to participate in that manner.

#### G. BOARD EVALUATIONS

The Board will establish an annual evaluation process that will be forwarded to the Board for completion in June of every year. Among other uses, the evaluation findings will be helpful in informing the development of the annual Board orientation and ongoing training schedule.

#### H. BOARD ORIENTATION

The Board will establish an annual orientation that includes participation by all Board members. The Board Executive Committee will schedule the annual orientation to occur in August or September of the new academic year. Ongoing orientation and Board training will be conducted throughout the year.

I. LEGISLATED REFERENCES

*College & Institute Act*

J. LINKS TO RELATED POLICIES

[G-1.5 Finance Committee Terms of Reference](#)

[G-1.6 External Relations Committee Terms of Reference](#) (Suspended)

[G-1.7 Executive Committee Terms of Reference](#)

[G-1.9 Audit Committee Terms of Reference](#)