

POLICY TITLE	Board Operations By-Law
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POLICY TYPE	Governance
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APPROVAL BODY	Board of Governors
REPLACES (IF APPLICABLE)	Board Decision Making Policy
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NEXT REVIEW DATE	June 2028
HOLDER	President
RESPONSIBLE OPERATIONAL LEADER	
SUPPORTING DOCUMENTS	

## BOARD OPERATIONS BY-LAW

### PURPOSE AND/OR RATIONALE

The purpose of this by-law is to clarify the role and responsibilities of the Board of Governors in policy governance and operations at Camosun College.

### POLICY APPLICATION, SCOPE, AND/OR LIMITS

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

### DEFINITIONS

1. **Act:** means the British Columbia *College and Institute Act*.
2. **Board:** means the Camosun College Board of Governors.
3. **Chair and Vice Chair:** means the Board members elected to hold those positions.
4. **College:** means Camosun College.
5. **Member:** means an individual appointed, elected or serving ex officio on the Board.
6. **President and Chief Executive Officer:** means the President of the College.
7. **Ex-Officio Board Members:** means the President and Chair of Education Council who are not entitled to vote in accordance with s. 13 of the *College and Institute Act*.

### PRINCIPLES

1. The Board will govern in the public interest using a policy governance framework. Policy Governance is a system for organizational oversight. Policy Governance defines and guides appropriate relationships between the government on behalf of the citizens of British Columbia, the Board of Governors, and the President.
2. The Board has responsibility to ensure it governs itself ethically.

3. The Board has final responsibility for establishing appropriate governance policies in compliance with the *College and Institute Act* and ensuring the College has policy and directives in place that comply with the appropriate legislative, legal and regulatory requirements.
4. The Board will establish policies and make decisions that will ensure the financial health of the College.
5. In the interest of transparency, Board meetings and business will be conducted in public unless the issue is deemed confidential.
6. Policy decisions should reflect the values, strategic goals and priorities of the College. The Board cannot delegate these authorities, and must make policy decisions based on what is in the best interest of the College. The Board sets the vision, mission and values of the College through the Strategic Plan.

## **A. ROLES & RESPONSIBILITIES**

### **1. Board Mandate**

The Board governs the College by:

- a) Setting strategic direction and monitoring implementation;
- b) Providing direction for the College through policy development, the Strategic Plan and establishing performance targets, and ensuring the College is fulfilling its vision, mission and strategies through the President;
- c) Establishing Board governance processes; such as by-laws, policies, and resolutions that direct the work of the College;
- d) Ensuring that the College has an effective process for identifying, monitoring and managing risk;
- e) Ensuring effective stewardship of College resources and assets;
- f) Reviewing financial performance, budgets, investments and ensuring College management has an effective system of internal controls;
- g) Ensuring the College maintains effective communication and accountability with stakeholders (such as donors, government, partner organizations, etc.);
- h) Selecting a President, and evaluating the performance of the President;
- i) Ensuring the President has implemented appropriate succession and development process for key leadership positions;
- j) Setting and disclosing appropriate compensation for the President within the legislated compensation framework;
- k) Ensuring compliance with statutory requirements established in public sector human resources legislation, and ratifying tentative collective agreements; and
- l) Ensuring the ethics, reputation and integrity of the College.

### **2. Board of Governors**

The responsibility of the Board of Governors is to:

- a) Act in the best interest of the College in alignment with the *College and Institute Act* and other legislation as appropriate.
- b) Establish by-laws and policies in accordance with s.19 of the *College and Institute Act*.
- c) Appoint a President who will be the President and Chief Executive Officer (CEO) who is responsible for advising the Board on College activities and for implementing the goals and policies established by the Board. The CEO will be responsible for establishing a structure

including providing monitoring reports on College activities that meets the Board's goals including development of a Strategic Plan.

- d) Establish a regular schedule of meetings and committee meetings and ensure Board development and orientation.
- e) Establish committees of the Board that will have the power to advise and make recommendations to the Board.

### **3. 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 President & CEO.
- c) Delegate or appoint Board members to Standing Committees, to the Foundation Board, to the Pacific Institute for Sport Education 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) The Chair can recommend an appointed member of the Board for the position of Vice Chair on an annual basis.
- g) Set the Board agenda.

### **4. Vice Chair**

The role of the Vice Chair is to assume the Chair's responsibilities as outlined in the *College and Institute Act* and this Bylaw in the absence of the Board Chair.

### **5. Members of the Board**

As part of their fiduciary responsibilities, all members of the Board will:

- a) Act in the best interests of the College.
- b) Attend all meetings of the Board, and give sufficient notice when attendance is not possible.
- c) Serve on Board Standing Committees as requested.
- d) Attend Special College Functions (e.g. Graduations) or other community events representing the Board as requested by the Board Chair.
- e) Notify the Board Chair of any conflict of interest situations, potential, perceived, or real.
- f) Notify the Board of any changes to eligibility to remain a member of the Board.
- g) Commit to being informed about the College and its operations.
- e) Support Board decisions so that the Board speaks with one voice in relation to such decisions. If Board members have any questions between meetings, they should direct those questions to the Board Chair.

### **6. President and Chief Executive Officer (CEO)**

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

- a) Perform the duties and responsibilities in accordance with the requirements of the *College and Institute Act*, and as determined by the Board.

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

## **B. ELECTION OF THE CHAIR AND VICE CHAIR**

1. Election of the Chair will be held annually at the last meeting of the Board in summer. Election of the Vice Chair will be held annually at the first meeting of the Board in fall.
2. The elections of the Chair and Vice Chair will be presided over by the Chief Financial Officer (CFO) or others as designated by the Board.
3. Only Board members appointed under section 9 (1) (a) of the *College and Institute Act* are eligible to be Chair and Vice Chair of the Board.
4. Nominations and declarations of expressions of interest for the position of Chair will be called for one month prior to the last Board meeting in summer. The CFO will also call for nominations from the floor. In the case of more than one nomination, the CFO will ask each if they are willing to serve, and then declare the nominations closed. Nominations and declarations of expressions of interest for the position of Vice Chair will be called in August.
5. The votes will be cast by a show of hands unless a resolution is passed calling for a secret ballot in either election.
6. If a secret ballot is required, the CFO will appoint two persons to distribute, collect, and count the ballots. Neither the nominee nor the person who has nominated the nominee are eligible to distribute, collect and count the vote. The CFO will ask members if all have voted who wish to do so, and declare the voting closed. The appointed persons will inform the CFO of the number of votes, the number constituting a majority, and the number of votes received by each nominee. The CFO will declare the winner as the new Board Chair.
7. The Chair will assume the position on August 1 of each year. The Vice Chair will assume that position immediately following the vote for the Vice Chair.

## **C. COMMITTEE STRUCTURE (SEE LINKS BELOW)**

### **1. Standing Committees**

The Board shall establish standing committees as are necessary and advisable, and will approve the terms of reference for each. The standing committees include but are not restricted to the Risk and Audit, Finance and Executive Committees. The Chairs of the Standing Committees shall work with the President to establish the Committee meeting agenda, chair the Committee meetings or when absent, designate a Chair, and report back to the Board regarding their committee activities. Unless the Board specifically delegates decision making power, the Committees are limited to advising and making recommendations to the Board.

**i. Finance Committee**

The purpose of the Finance Committee is to assist the Board in fulfilling its financial planning, reporting and oversight obligations, and to make recommendations to the full Board for approval.

**ii. Risk and Audit Committee**

The purpose of the Risk and Audit Committee is to assist the Board in fulfilling its financial accountability, risk management and oversight obligations and to make recommendations to the full Board for approval.

**iii. Executive Committee**

The purpose of the Executive Committee is to assist the Board in developing and recommending the College's approach to good governance, to establish ad hoc committees, to deal with matters relating to the Board's role as employer, including the President's employment, evaluation and compensation, and to deal with student appeals of suspension.

**2. Ad Hoc Committees**

From time to time, as required, the Board may establish an ad-hoc committee or task force to work on specific issues relevant to the Board. On the completion of the mandate for the ad-hoc committee or task force, the ad-hoc committee or task force will be disbanded. Both ad hoc committees and task forces will report directly to the Board.

**DIRECTIVES, REQUIREMENTS, PROCEDURES, STANDARDS, GUIDELINES, FORMS**

**A. DEVELOPMENT OF GOVERNING BY-LAWS AND POLICIES**

**1. Identification**

While the Board does not delegate its responsibility for identifying and developing governing policies, it expects that the CEO and college 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. Draft policies and by-laws presented to the Board will reflect the best interests of the College, and the current legislative, legal and financial limitations and strategic directions of the College. The administration will identify the impact of the draft policy on the College and any concerns about the draft policy.

**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(s). 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 within a policy governance framework.

#### **5. Review**

Monitoring governing policies will occur as needed when triggered by new legislation, changes in the law, changes 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.

### **E. BOARD MEETINGS**

- 1. Conduct of Board Meetings:** The conduct of Board meetings will normally be governed by [Robert's Rules of Order](#).
- 2. Attendance:** Board members are expected to attend each meeting of the Board. In accordance with s.59(7) of the Act, if a Board member has not attended three consecutive regular Board meetings, they shall no longer be a Board member unless excused by a resolution of the Board. A member of the Board may participate in a meeting of the Board or of any Committee of the Board remotely or in-person. A member who participates in a meeting remotely 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.
- 3. Quorum:** A majority of the Board members holding office constitute a quorum at a meeting of the Board.
- 4. Resolutions:** 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.
- 5. Abstentions:** Abstentions will be dealt with in accordance with [Robert's Rules of Order](#).
- 6. 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. The draft Board agenda will be prepared by the Executive Assistant to the Board and will be sent to the Board Chair and the President. The Board Chair will finalize the agenda prior to its distribution to the Board members.
- 7. Resource Staff:** Administrative staff will be expected to attend and participate as required.
- 8. 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.

9. **Minutes:** The Board meeting minutes will be approved by the Board of Governors at the following meeting.
10. **In-Camera Meetings:** The in-camera session of a Board meeting is where the public is excused, and the Board and College management discuss items that are more confidential in nature.
- a) In-camera discussions should always remain confidential as they relate to sensitive Board matters. Confidential minutes of decisions made during in-camera or special in-camera sessions should be recorded, along with actions, timelines and responsibilities.
  - b) Any written materials and minutes from an in-camera session of a Board meeting shall not be available for inspection by the public unless they have been released by Board resolution at a public session of a Board meeting.
  - c) Unless otherwise determined by resolution of the Board, the following matters shall be considered at in-camera or special in camera sessions of Board meetings:
    - i) All matters relating to salaries, management performance, conditions of employment, labour relations, and collective bargaining;
    - ii) Matters relating to individual employees, including appointments, transfers, resignations, performance, promotions, demotions, conduct, discipline or suspension;
    - iii) Matters relating to individual students, including conduct, discipline or suspension;
    - iv) Matters relating to Internal Board governance;
    - v) Matters where litigation, liability or legal opinions respecting the liability or interest of the College or the Board may arise;
    - vi) Matters relating to conflict of interest;
    - vii) Matters relating to the acquisition, disposition or security of real property;
    - viii) Matters relating to the award of a contract; and
    - ix) Matters relating to the performance and compensation of the President, in the absence of College management.

Special in-camera sessions may be called where one or more Board members may need to recuse themselves because they may be in a perceived or actual conflict of interest. If a Board member has a conflict of interest or a perceived conflict of interest in relation to a matter before the Board, the Board member must excuse themselves from the meeting and must not participate in any of the Board discussions or vote with respect to that matter.

## **F. PROCESS FOR SEEKING ADVICE FROM EDUCATION COUNCIL**

The Board, through the Board Executive Committee will seek advice and receive policy proposals from the Education Council in accordance with s.23 of the *College and Institute Act*. The Board Executive Committee will, as needed, establish ad hoc committees to vet policy proposals, and bring forward recommendations to the Board.

1. The Board Executive Committee will first review forthcoming policy that falls under Section 23 of the *College and Institute Act*, 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 reserves the right to receive and consider the policy matter prior to seeking advice from Education Council.

2. 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.
3. Unless another agreement is in place, the Board will seek a written response from Education Council.

## **G. BOARD EVALUATIONS**

The Board will conduct an annual survey of its effectiveness that will be distributed for completion in May of every year. It will be followed by one-on-one meetings with Board members undertaken by the Board Executive. The purpose of a Board evaluation is to examine the Board's overall effectiveness, identify opportunities for improvement and provide data that will assist with developing the annual Board orientation and ongoing training schedule. The Chair will undertake an annual evaluation of themselves by an electronic survey of the members, and share the results first with the Board Executive and then with the entire Board.

## **H. BOARD ORIENTATION**

The Board will establish an annual orientation and training program in governance 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.

## **RELATED LEGISLATED REFERENCES**

- [College & Institute Act](#)

## **LINKS TO RELATED CAMOSUN POLICIES, DOCUMENTS, AND/OR WEBSITES**

- [G-1.5 Finance Committee Terms of Reference](#)
- [G-1.7 Executive Committee Terms of Reference](#)
- [G-1.9 Risk and Audit Committee Terms of Reference](#)
- [G-2.5 Strategic Plan Policy](#)
- [Strategic Plan 2023-2028](#)