

B01.01.04 Douglas College Policy on Board Operations

Effective Date: September 18, 2008	New:
Will Replace: May 17, 2007	Revision: X

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I. **Board Governing Style**

1. Works collaboratively in a manner that respects, encourages and supports diverse views.
2. Focuses on policy and strategic leadership rather than administrative detail.
3. Conducts Board meetings in public unless the agenda contains issues that the Board deems confidential.
4. Develops and maintains a clear distinction between Board and Presidential roles and responsibilities.

II. **Board Role**

1. Develops, maintains and supports policies that enable the College to realize its mission, values and goals.
2. Every second year , effective June 2007, elects by a majority vote from among external Board members a Board Chair who shall be eligible to stand for re-election.
3. Every second year, effective June 2007, elects by a majority vote from among external Board members a Board Vice Chair or two Vice Chairs, who shall also be eligible to stand for re-election.

Procedures/Rules Statement

Election of Officers of the College Board

- a) Elect to two-year terms, by majority vote, a Chair and Vice Chair or Vice Chairs of the College Board. Such elections shall normally take place every second June .
- b) A Nominating Committee shall be struck two months prior to the planned election.
- c) The Nominating Committee, to be designated by the Chair, shall consist of one Board member who is not seeking either the Chair or Vice Chair position. The Nominating Committee is responsible for canvassing other Board members during the month of April to identify those Board members who shall be eligible for nomination for both the current and subsequent Chair and Vice Chair elections, and who are prepared to be nominated for the positions of Chair and/or Vice Chair.
- d) Candidates must accept nominations in writing.
- e) The Nominating Committee shall provide the Board with written identification of confirmed nominees one month prior to the election.
- f) Voting shall be conducted by secret ballot under the supervision of the President and the Board Secretary.
- g) h) If nominations are received only for the role Chair, the Nominating Committee shall identify one or more candidates for the role of Vice Chair.
4. Takes responsibility for establishing an appropriate process for hiring a President, including approval of the criteria for selection of a President.

II. **Board Role**, cont'd

5. Appoints one or more Board members to any representative search committee established for the recruitment of the President.
6. Appoints, from among applicants short-listed by a representative search committee that reports to the Board, a President as Chief Executive Officer.
7. Appoints, at the President's request, one or more Board members to any search committee established for the recruitment of senior administrative staff reporting to the President.
8. Meets its statutory, representative, and stewardship roles in an ethical, prudent and financially responsible fashion.
9. Adheres to the requirements of a Board by-law that incorporates explicit reference to Board duties and conduct and to conflict of interest.
10. Respects the confidentiality appropriate to issues of a sensitive nature.
11. Interacts with the internal and external communities and takes their views into consideration when making decisions.
12. Makes decisions in the interest of the College as a whole, rather than as representatives of any sector.
13. Serves as an advocate for the College with the government, its Ministries and other bodies.
14. Delegates Board authority to staff through the President, so that all authority and accountability of staff is considered to be the authority and accountability of the President.
15. Meets as often as necessary to transact the business of the Board and, in any event, not less than six times per year.
16. Establishes a Board Agenda Setting Committee to develop Board Agendas, and maintains procedures relating to attendance by delegations and/or media at Board meeting, and to the distribution of approved Board minutes.

Procedures/Rules Statement

Board Agenda Setting Committee

- a) The Board Agenda Setting Committee shall consist of the Chair, the Vice Chair(s) and, at the pleasure of the Board Chair, an additional Board member.
17. Respects the legislated mandate of the Education Council and, in consultation with it, develops procedures that promote an effective working relationship.
18. Establishes Board Standing and Ad Hoc committees as required with specific terms of reference for each committee. Procedures/Rules Statement

Procedures/Rules Statement

Board Committees

- a) The Board shall maintain three standing committees: Finance, Governance and Human Resources.
- b) The Board will identify and form Ad Hoc committees and/ or Task Forces as required.
- c) The Board Chair shall be responsible for canvassing Board members each September to determine Board members' preferred areas of service on Board committees; confirmation of committee memberships shall be made each October.
- d) The Board Chair and President will determine committee memberships.
- e) Each committee shall select its own Chair.
- f) Following each October Board meeting, each newly-formed committee will meet briefly to select its Committee Chair and identify the date of its subsequent meeting.
20. Develops and maintains a Board orientation and professional development program intended to improve Board effectiveness.
21. Develops and utilizes methods of assessing Board performance and effectiveness.
22. Based on an assessment of the Board's needs and effectiveness, makes recommendations to provide for its own succession.
23. Establishes and maintains procedures for dealing with complaints about Board decisions from its constituencies.

II. Board Role, cont'd

24. Discusses with the President any concerns it has about the effectiveness of the working relationship between the Board and the President.
25. Assesses the President's performance as President, utilizing a process and criteria approved by the Board after consultation with the President.

III. Board Chair Role

1. Acts in a manner that complements the Board's position with respect to its governing style and role.
2. Speaks for the Board or, in exceptional circumstances, delegates that responsibility to another Board member.
3. As a member of the Board Agenda Setting Committee, establishes Board agendas.
4. Chairs Board meetings in a manner that facilitates fair, open, orderly and focused deliberation.
5. Conducts Board meetings, unless otherwise prescribed by legislation, by-laws, Board policy or resolutions, in accordance with Roberts' Rules of Order.
6. Appoints a minimum of two Board members to each committee established by the Board.
7. Appoints, annually, a Board member to serve as a non-voting member of the Education Council.
8. Serves as an ex-officio member of Board committees.
9. In consultation with the Vice Chair(s) and the President, and following established criteria, determines which Board members will attend the annual meeting of the Association of Canadian Community Colleges (ACCC).
10. Signs with the President or designate, official documents on behalf of the Board, and banking resolutions authorized by the Board.
11. Reviews and approves expense vouchers, holiday and professional development time submitted by the President.
12. Ensures that the Board Vice Chair(s) is/are informed of current and pending Board issues and processes, and has/have the opportunity to be involved in agenda preparation.
13. Provides advice to the President on sensitive issues that could jeopardize the reputation of the College.
14. When a Board member is experiencing difficulties, it is the Chair's role to facilitate a resolution.

IV. Board Vice Chair's/Chairs' Role(s)

1. Meets the responsibilities of the Chair in the absence of the Chair.
2. Keeps informed of current and pending Board issues and processes.
3. Participates in agenda preparation.

V. President's Role

1. Serves as Chief Executive Officer of the College and as an ex-officio member of the Board.
2. Is accountable to the Board as a body corporate and politic.
3. Deals with the Board as a whole through regular consultation with the Board Chair or his or her designate, except when meeting reasonable individual requests for information, or responding to officers or committees duly charged by the Board.
4. Discusses with the Board any concerns she/he has about the effectiveness of the working relationship between the Board and the President.
5. Leads the College in the accomplishment of its Mission within any reasonable interpretation of values, goals, resolutions, and policies approved by the Board.
6. Models ethically and socially responsible behaviour.
7. Reports to the Board about relevant trends, material internal and external changes and, in particular, changes in the assumptions upon which any Board policy was previously established.
8. Recommends to the Board appropriate policies affecting programs, personnel, and finance.
9. Establishes procedures to ensure that practices, activities, and decisions within the College are prudent, legal and consistent with commonly accepted educational, professional and business ethics.
10. Meets the requirements of any legislation or Acts concerning the management and operation of the College.
11. Strives to maintain for people within the College community conditions that are fair, equitable, dignified, humane and safe.
12. Operates within personnel procedures that clarify personnel roles, provide for effective handling of grievances, and protect against wrongful conditions.
13. Maintains strategies for the professional development of employees.
14. Participates in an assessment of her/his performance as President based on a process and criteria approved by the Board after consultation with the President.
15. Ensures that budgeting during any fiscal period or the remaining part of any fiscal period is generally consistent with the budget approved by the Board.
16. Protects and adequately maintains College assets.
17. Establishes current compensation and benefits for exempt staff that take into account comparable positions within the College system, and the geographic or professional market for the skills employed.
18. Familiarizes not fewer than two other senior administrative staff with Board and presidential issues and processes.

VI. Constituency Group Leaders' Roles

Constituency Group Leaders (CGLs) from each of the BC Government Employees' Union (BCGEU), the Douglas College Faculty Association (DCFA) and the Douglas Students' Union (DSU) are invited to attend Open sessions of Regular Board meetings. Each Constituency Group Leader (or a person the Constituency Group Leader designates in his/her place):

1. Provides the Agenda Setting Committee with regular reports on behalf of his/her constituency group, for inclusion in the agendas of Open sessions of Regular Board meetings;
2. Attends Open sessions of regular Board meetings to present such reports on behalf of his/her constituency group;
3. Responds to any queries Board members may have in relation to his/her report.

VII. Observers

College Board meetings, except for In Camera sessions, are open to the public.

VIII. Budget

1. Budgets are developed under the direction of the President, with involvement of the College community.
2. Budget planning assumptions are clearly stated.
3. Budget criteria that complement College planning are approved by the Board, annually.
4. Budgeting during any fiscal year or period is consistent with Board priorities and policies, is prudent, and shows a generally acceptable level of foresight.
5. Budgets are formulated within the limits of conservatively projected revenues.
6. Budgets are based on information sufficient to enable credible projection of revenues and expenses, separation of capital and operational items, and cash flow.
7. Budgeting provides sufficient funds per annum for the conduct of Board responsibilities, including costs of Board development, meetings, and memberships.
8. Tuition and related fees for credit programs are approved by the Board.
9. A Capital Budget and an Operating Budget are approved by the Board, annually.

IX. Fiscal Responsibility

1. Generally accepted accounting principles as they apply to post-secondary educational institutions are followed.
2. Funds received, processed, and disbursed are subject to procedures sufficient to safeguard College assets and meet the auditor's standards for internal controls.
3. The expenditure and use of funds or assets are consistent with generally recognized public body fiduciary standards.
4. Funds are invested in financial instruments intended to ensure availability for their intended purposes.
5. Operating revenues in any fiscal year that significantly vary from projected revenue received in that period are reported to the Board, accompanied by recommendations concerning disbursement, retention, corrective or alternative actions.
6. Appropriate measures are taken to avoid fiscal jeopardy or a material deviation of actual expenditures from approved Board priorities, policies and budget.
7. Operating expenditures in any fiscal year that significantly vary from projected expenditures for that period are reported to the Board, accompanied by recommendations concerning corrective, or alternative actions.
8. Indebtedness is limited to an amount that can be repaid by certain, otherwise unencumbered revenues within the current fiscal year, unless approved by the Board and only as permitted under legislation.
9. Sufficient cash flow is maintained to settle payroll obligations and accounts payable in a timely manner.
10. Compensation and benefits for employees are consistent with generally accepted Provincial College employment practices.
11. Inter-fund shifting is acceptable only with Board approval.
12. Established prudent purchasing and procurement procedures will be followed.
13. Accumulated surpluses are used only on approval by the Board.
14. Opportunities to generate revenues to assist in meeting College goals are pursued.

X. Asset Protection

1. Assets are protected, adequately maintained, and prudently managed.
2. Funds are invested in financial instruments in accordance with policies established by the Ministry of Advanced Education, or its equivalent.
3. Employees, Board members, and property are insured in accordance with the Protection Program established by the Ministry of Advanced Education, or its equivalent.
4. Decisions to acquire, encumber or dispose of land or buildings are made by the Board and only as permitted under legislation.
5. Prudent protection against conflict of interest is maintained.
6. College information and files are protected from unauthorized access, tampering, loss, or significant damage.
7. Emergency procedures and a Business Continuation Plan will be in place to assist with recovery from emergency or disaster situations.