

Board Committee Name	BOARD EXECUTIVE AND GOVERNANCE COMMITTEE (BEGC)
Approving Body	Douglas College Board
Effective Date of TOR	October 21, 2010
Date(s) of previous revisions	n/a; approved by the College Board on October 21, 2010

I.	COMPOSITION AND RESOURCES
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- a) Committee members shall be independent of management, and shall have no direct or indirect material relationship with Douglas College.
- b) The Committee shall be composed of :
 - The Board Chair, who shall serve as Committee Chair
 - The Board Vice Chairs
 - The Chair of the Board's Audit and Finance Committee
 - The Chair of the Board's Human Resources Committee
- c) The majority of Committee members shall be familiar with best practices in corporate governance and have previous relevant Board experience.
- d) The College President and the Executive Assistant to the College Board shall serve as resource personnel to the Committee, and shall attend all meetings of the Committee.
- e) The Committee shall engage independent consultants as required to assist the Committee with its duties.

II.	OPERATIONS
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- a) The Committee shall meet at least nine times annually, with pre-determined dates and agendas, and shall hold special meetings as required.
- b) The Committee shall maintain a meeting calendar and annual work plan.
- c) Committee members are expected to attend all meetings.
- d) The majority of the members of the Committee shall constitute a quorum, except when membership is such (should one or more Committee Chairs simultaneously hold the role of Board Vice Chair) that the Committee consists of fewer than five members. In such instances, attendance by two or more members shall constitute a quorum.
- e) The Committee shall report regularly to the Board on its activities. The Committee shall not have the authority to enact revisions to Board policies or by-laws on behalf of the Board; rather, it shall bring forward for Board consideration the results and recommendations of any Committee or external reviews associated with the Board's policies and by-laws. Similarly, the Committee shall bring forward for Board consideration the results and recommendations of any internal or external reviews associated with the Board's performance.
- f) The Committee shall provide orientation to new Committee members, and shall provide all Committee members with ongoing training and development opportunities.
- g) The Committee shall conduct an annual review of its Terms of Reference to ensure the TOR meet the needs of the Board, and shall identify any recommended amendments. The Committee shall subsequently seek annual Board approval of the existing or revised TOR.
- h) The Committee shall conduct an annual assessment of its performance in carrying out its duties.

III.	ROLES AND RESPONSIBILITES
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1.	BOARD AGENDA PLANNING
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- a) The Committee shall review and finalise agendas for Open Session and In Camera Board meetings.
- b) The Committee shall develop and submit for the Board's approval recommendations for Board retreats/professional development sessions.
- c) The Committee shall develop agendas for the Board's retreats/professional development sessions.
- d) The Committee shall identify and engage independent consultants as may be appropriate for the Board's retreats/professional development sessions.
- e) The Committee shall maintain and revise, as appropriate, protocols relating to requests from delegations wishing to present to the Board.
- f) The Committee shall develop and maintain protocols related to media presence at College Board meetings.
- g) The Committee shall maintain and revise, protocols related to the distribution of approved minutes of College Board meeting.

2.	GOVERNANCE FRAMEWORK
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- a) The Committee shall ensure appropriate governance principles, procedures and structures are in place to enable the Board to function effectively.
- b) The Committee shall conduct an annual review of the College's governance framework and the Board Reference Manual, which contains but is not limited to the policies, by-laws and procedures by which the Board shall operate, as well as the duties of individual Board members, Board committees, the Board Chair and the College President. The Committee shall advise the Board of best practices, any areas of concern, and recommended changes, if any.
- c) The Committee shall review and approve any changes to Committee Terms of Reference (TOR) recommended by other Board committees, prior to presentation to the Board.
- d) The Committee shall provide oversight to the College's codes of conduct and ethics. The Committee shall, at least annually, review any College-wide Code of Conduct and Conflict of Interest guidelines to ensure that they are appropriate and current, and the Committee shall address any issues or concerns.
- e) The Committee shall ensure that the Board has a good understanding of the Ministry of Advanced Education and Labour Market Development (ALMD) and the Board Resourcing and Development Office (BRDO).
- f) The Committee shall provide oversight on and input to protocols between the Board and the Minister of Advanced Education and Labour Market Development (ALMD) in regard to respective roles in the governance of the College, and in regard to processes to enhance their working relationship.
- g) The Committee shall monitor changes to legislation, government policy and/or strategic direction that affect the responsibilities and duties of the Board.

III.	ROLES AND RESPONSIBILITIES, CONT'D
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2.	GOVERNANCE FRAMEWORK, CONT'D
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- h) The Committee shall, at least once every second year, secure an external review of the Board's policies and by-laws, with particular scrutiny to the Board's by-law associated with *Members' Code of Conduct (Ethics & Conflict of Interest)*.
- i) The Committee shall, at least once every second year, report to the Board on the results of external reviews of the Board's policies and by-laws. The Committee shall recommend and seek Board approval of any revisions, should any arise as a result of the external review and the Committee's deliberations.
- j) The Committee shall, at least once every second year, secure a formal, external assessment of its effectiveness in meeting its mandate.

3.	BOARD COMPOSITION AND SUCCESSION PLANNING
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- a) The Committee shall, at least three times annually, review its *Board Members' Competency Matrix: Appointees' Terms and Expertise*, reflecting the composition of the Board as a whole, in order to identify upcoming vacancies and re-appointments, and develop short- and long-term succession plans.
- b) The Committee shall, based on its regular reviews of its *Board Members' Competency Matrix: Appointees' Terms and Expertise*, identify essential and desired skills to be considered in the development of Notices of Position (NOP) and Request for Appointment (RFA) documents to be provided the Ministry of Advanced Education and Labour Market Development (ALMD) and the Board Resourcing and Development Office (BRDO) for upcoming Order in Council (OIC) vacancies.
- c) The Committee shall, through the Board Chair, work proactively with government toward an agreed-upon succession plan, reflecting required and desired skills and expertise, that will ensure the timely replacement of Board members as well as optimum continuity for the Board.
- d) As an OIC member approaches the conclusion of a term while remaining eligible to be considered for re-appointment to the Board, the Committee shall, through the Board Chair, provide government with a performance evaluation and recommendation associated with such proposed re-appointment.

III.	ROLES AND RESPONSIBILITIES, CONT'D
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4.	BOARD ASSESSMENT, EDUCATION AND DEVELOPMENT
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- a) The Committee shall recommend to the Board, and implement annually, appropriate evaluation and assessment processes – which may include peer and/or self-evaluations of individual Board members, Board committees, the Board Chair and the Board as a whole – for the Board.
- b) The Committee shall regularly monitor best practices in corporate governance, and recommend to the Board and the Board Executive Committee annual professional development priorities, requirements and activities.
- c) The Committee shall, at the request of the Board Chair or the Board, undertake other such corporate governance initiatives as may be necessary or desirable to contribute to the success of the College.
- d) The Committee shall document and track relevant training, both internal and external, that is provided to Board members.

IV.	ACCOUNTABILITY
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- a) The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing oral reports at subsequent Board meetings.

**APPENDIX A: BOARD EXECUTIVE AND GOVERNANCE COMMITTEE (BEGC)
ANNUAL COMMITTEE WORK PLAN / MEETING CALENDAR**

#	ACTIVITIES	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	AS APPROPRIATE
1.	Conduct annual review of Committee Terms of Reference to ensure the TOR meet the needs of the Board; identify any recommended amendments.											X		
2.	Seek annual Board approval of the existing or revised Committee TOR.	X	X											
3.	Conduct annual assessment of Committee performance in carrying out its duties.					X								
4.	Review Committee work plan and meeting calendar.											X		
5.	Conduct meetings at nine eight times annually, with pre-determined dates and agendas. Hold special meetings as required.	X	X	X	X	X	X			X	X	X		X
6.	Report regularly to the Board on the results of Committee activities.	X	X	X	X	X	X				X	X		X
7.	Review and finalise agendas for Open Session and In Camera Board meetings.	X	X	X	X	X	X			X	X	X		X
8.	Develop and submit for the Board's approval recommendations for Board retreats / professional development sessions.	X					X			X		X		X
9.	Identify and engage independent consultants as may be appropriate for the Board's retreats/professional development sessions.	X					X			X		X		X
10.	Review and revise, if appropriate, protocols relating to requests from delegations wishing to present to the Board.										X			X
11.	Develop and maintain protocols related to media presence at College Board meetings.										X			X

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12.	Maintain and revise, procedures related to the distribution of approved minutes of College Board meeting.										X			X
13.	At least three times annually, review Committee's <i>Board Members' Competency Matrix: Appointees' Terms and Expertise</i> , in order to identify upcoming vacancies and re-appointments, and develop short- and long-term succession plans.		X							X			X	X
14.	Identify essential and desired skills to be considered in the development of Notice of Position (NOP) and Request for Appointment (RFA) documents to be provided the Ministry of Advanced Education and Labour Market Development (ALMD) and the Board Resourcing and Development Office (BRDO) for upcoming Order in Council (OIC) vacancies.		X							X			X	X
15.	Through the Board Chair, work proactively with government toward an agreed-upon succession plan, reflecting required and desired skills and expertise, that will ensure the timely replacement of Board members as well as optimum continuity for the Board.													X
16.	As an OIC member who is eligible for re-appointment approaches the conclusion of a term, the Committee shall, through the Board Chair, provide government with a performance evaluation and recommendation associated with such proposed re-appointment.													X
17.	Provide orientation to new Committee members.													X

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18.	Provide Committee members with ongoing training and development opportunities.													X
19.	Recommend to the Board, and implement annually, appropriate evaluation and assessment processes – which may include peer and/or self-evaluations of individual Board members, Board committees, the Board Chair and the Board as a whole – for the Board.										X			X
20.	Document and track relevant training, both internal and external, that is provided to Board members.			X			X			X			X	X
21.	At least once every second year, secure a formal, external assessment of the Board's effectiveness in meeting its mandate.													X, and once every two years, effective 2011
22.	Bring forward for Board consideration the results and recommendations of any internal or external reviews associated with the Board's performance.													X, and once every two years, effective 2011
23.	Monitor best practices in corporate governance and recommend to the Board and the Board Executive Committee annual professional development priorities, requirements and activities.										X			X
24.	At least once every second year, secure an external review of the Board's policies and by-laws, with particular scrutiny to the Board's by-law associated with <i>Members' Code of Conduct (Ethics & Conflict of Interest)</i> .													X, and once every two years, effective 2011

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25.	Report to the Board on the results of external reviews of the Board's policies and by-laws. Recommend and seek Board approval of any appropriate revisions.													X, and once every two years, effective 2011
26.	At the request of the Board Chair or the Board, undertake other such corporate governance initiatives as may be necessary or desirable to contribute to the success of the College.													X

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