



PROTOCOL FOR BOARD NOMINATIONS AND APPOINTMENTS

EXTERNAL GOVERNORS

Approved November 26/2004 by Board
Revised – May 2013
Last Review – October 2014



PURPOSE

The purpose of this protocol document is to ensure a comprehensive and thorough process is used to ensure effective appointments to the Board of Governors of Confederation College. The protocol also complies with the Protocol for Board Nominations and Appointments issued by the College Employer Council (previously the College Compensation and Appointments Council) on April 1, 2003.

Quotes in this Confederation College protocol are from the above document.

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BOARD OF GOVERNORS' PROFILE

The goals in board membership are twofold: first, to attract members who will effectively support and represent the college as a whole; second, to ensure a judicious mix of regional, sectoral and special interests integral to the growth of Northwestern Ontario. Strong and appropriate governor representation facilitates the work and development of Confederation College. The Council notes two key qualifications for governors: **merit and diversity**.

Merit

“The single, overriding principle for nominations and appointments is that all appointments are merit based. Qualified and experienced individuals who bring necessary skills and knowledge to the table will be considered for nomination.”

(p. 2-3)

“The role of the board is to provide stewardship to the organization”. (page 9)
This role is clearly articulated in the Confederation College Board Policies:

Ends Policies E1-E3

Executive Limitations EL1-EL2i

Governance Process GP1-GP2k

Board-Staff Relationships BMD1-BMD2e

They *“confirm the separation of the Board’s responsibility for setting the strategic and policy direction of the college and management’s responsibility for the management of the college”.* (p. 9 & 10) Consequently, all governors should bring skills and experience in key areas.

1. **Strategic Thinking**

Potential governors should demonstrate strategic leadership experience within their own organizations and communities. They should be known for “big picture” thinking.

2. **Broad Perspectives**

Potential governors should demonstrate a broad understanding of social and economic issues in northwestern Ontario. They should be seen as visionaries and open to new ideas and perspectives.

3. **Advocacy**
Potential governors should be seen as advocates within their current spheres of influence. They should understand the importance of advocating on behalf of the college and possibly bring government and business connections that match with college strategic directions and programming.
4. **Strategic Directions**
*“Appointments will support the **strategic directions** for the individual college. The strategic directions will determine the necessary skills and knowledge for Board candidates. Candidates can be drawn from anywhere in Ontario, Canada, and even North America.” (p. 3)*
5. **Probity**
*“Appointments will be guided by **probity**. Individuals will understand that their responsibilities as a candidate for governor mean a commitment to the principles and values of public service and the success of the college, and to acting collectively with the Board and not representing constituent interests. Individuals are free from conflict of interest.” (p. 3)*
6. **Technical Expertise**

Diversity

*Appointments will reflect the **diversity** of the primary range of relevant background, experience, and professional skills. (p. 3)*

In addition to the “merit” criteria identified above there are several other significant factors that shape the composition of Confederation College’s Board of Governors.

1. **Economic Sectors and Occupations**
There is a need to ensure that the diverse economic sectors, professions and occupations of northwestern Ontario, served by the college, are generally reflected in the make-up of the Board. The current make-up is reflected in the document “Board Profile” Appendix A and will be used in the Nominating Committee review process. The potential Board profile is also reviewed and used to determine gaps in Board representation.
2. ***Aboriginal Representation**
The development of an Aboriginal “College within and throughout” Confederation College has been part of ongoing discussions between the Board of Governors and the Aboriginal Postsecondary Education Training Council. The official naming of “Negahneewin College of Academic & Community Development” (recently renamed to “Aboriginal Relations”) provided confirmation of the process to affirm the work of the council

toward a meaningful and long-term partnership at Confederation College. This partnership provides opportunities to advance mutual interests and lead the way in Aboriginal Education. Consequently, one governor will be appointed by Negahneewin Council to sit on the College Board of Governors as its representative. This does not preclude aboriginal people from serving in other capacities on the Board to represent other sectors, occupations, geographic areas etc.

3. **Geographic Representation**

It is essential that the board reflect the vast geographic region of northwestern Ontario. The college maintains campuses in Kenora, Dryden, Fort Frances, Sioux Lookout, Geraldton, Marathon, Red Lake and Wawa, and from time to time offers programs in most communities throughout the region. Four Board members are recruited from these communities or their surrounding municipalities: Rainy River District, Kenora/Red Lake area, Dryden/Sioux Lookout area, Eastern Region (Marathon-Geraldton-Wawa).

4. **Workforce Representation**

A significant segment of the population of northwestern Ontario is represented by labour unions. The college respects and values its professional relationship with regional labour organizations at the governance level. The workforce representative will bring the core qualifications outlined under the “Merit” criteria above but will also bring a broad understanding of labour issues throughout northwestern Ontario and across all areas of the workforce, both organized and unorganized. The Nominating Committee will request several recommendations from the Thunder Bay District Labour Council for this seat. The Nominating Committee will meet with the candidates to discuss standard questions (sample attached, Appendix C) and determine the best “fit” of candidates.

5. **Gender Representation**

The Board has adopted a policy for the college on education and employment equity, the principles and goals of which are reflected in Board of Governors’ membership. The Board attempts to maintain a balanced gender ratio in its membership.

7. **Other Diversity**

Other considerations might include other areas such as alumni, visible minorities, and persons with disabilities.

Candidates may bring technical expertise in areas such as: strategic planning, internal controls, information systems, risk management, finance, regulatory, HR, asset management.

Other Considerations

Governor terms should be staggered to ensure an orderly transition when governors leave.

PROCESS – Appointment of New Governors

When a governor seat is being vacated the following process will unfold:

1. * Annually, at the Board retreat, the Board will review Appendices A and B to identify gaps in the Board profile and brainstorm potential candidates for future openings.
2. The Nominating Committee will meet to review the vacancy(ies) in light of this protocol document.
3. A gap analysis will be made to determine the needs of the Board according to the profile of merit and diversity per Appendix B.
4. A desired candidate profile will be developed to meet the gaps.
5. * A potential list of candidates will be generated from the existing bank, advisory committees, governors, administration, etc. Advertising may be necessary.
6. A potential candidate will be provided with the following documents to assist in their understanding of the role, responsibility and commitment of governors:
 - College Mission, Values and Strategic Commitments
 - Ends Policies
 - Governance Process Policies
 - Existing Meeting Schedule
 - Protocol for Board Nominations and Appointments
7. The candidate shall meet with the committee (or a member designated by the committee) to review the standard questions (sample attached as Appendix C and determine if a “fit” exists. If it does not, the committee will move to the next candidate on the list. NOTE: The President will act in the capacity of a non-voting resource person on new Governor interviews.
8. * The Nominating Committee will review all expressions of intent and make a recommendation to the Board (using the Governors Appointment Assessment Form – Appendix D).
9. The Board will review and approve the nominee recommended by the Nominating Committee.
10. The Chair of the Nominating Committee or the Secretary of the Board will notify candidates as soon as possible after their official appointment.

PROCESS – Reappointment of Governors

Legislation allows a governor to serve a maximum of two 3-year terms. Reappointments will be made in the following way:

1. The Nominating Committee will meet approximately 6 months prior to the end of a governor's term to review the governor's candidacy for reappointment.
2. The governor will be asked by the committee chair if he/she wishes to continue.
3. The committee will assess the candidate on the basis of the "Governor Reappointment Assessment Form" (Appendix E).
4. If necessary, the committee or its chair may wish to interview the governor to ensure a continued fit with the protocol and Board profile.
5. The committee will make a recommendation to the Board.
6. The Board will approve the reappointments or recommend the reappointment(s) as an LGIC appointment.

CONFEDERATION COLLEGE BOARD STRUCTURE SUMMARY

12 External Governors

(3 year staggered terms)

- 1 representing Rainy River
- 1 representing Kenora/Red Lake
- 1 representing Dryden/Sioux Lookout
- 1 representing Eastern Region (Marathon/Geraldton/Wawa)
- 1 representing Negahneewin Council
- 1 representing workforce

6 at large

5 Internal Governors

- 1 President – ex officio
- 1 Student – 1 year term
- 1 Faculty – 3 year term
- 1 Support Staff – 3 year term
- 1 Administrative Staff – 3 year term

Total – 17 Board members

“DIVERSITY” BOARD PROFILE OVERVIEW

APPENDIX A

GOVERNOR	TERM EXPIRY	GENDER	LGIC APPOINTMENT	ECONOMIC SECTOR(S)	OCCUPATION	REPRESENTATION	ABORIGINAL	ALUMNI	DISABILITY/ VISIBLE MINORITY
PETER BISHOP	August 2017	M	YES	Judiciary	Judge, Ontario Court of Justice	Red Lake/Kenora			
RILEY BURTON	August 2016	M		Internal	Chair – School of Engineering	Administration Appointee			
DON CAMPBELL	August 2017	M		Business - Telecommunications	Retired - Former President/CEO TBayTel				
CHRIS FRALICK	August 2017	M		Business - Energy	Plant Manager OPG				
DARLENE FURLONG	August 2018	F		Healthcare	Retired – Form Senior VP – Dryden Regional Health Centre	Dryden/ Sioux Lookout			
LAURIE HAYES	August 2017	F	YES	Education	Retired - Former Provost/VP of Academic at Lakehead University				
PETER KUZYK	August 2017	M		Internal	Professor – School of Engineering	Faculty Appointee			
WENDY LANDRY	August 2018	F		Business – Energy Public Administration	Manager – First Nations, Metis and Municipal Affairs – Union Gas		X	X	
J. P. LEVESQUE	August 2016	M		Public Administration	Chief of Thunder Bay Police Services				
GEORJANN MORRISEAU	August 2018	F	YES	Public Administration	Councillor – Fort William First Nation		X	X	
GEORGE PATTERSON	August 2017	M		Mining	Retired - currently Contractor with Ovalbay Geological & Derrick Murray Consulting				
DORIS ROSSI	August 2016	F		Labour	Retired (former College Professor)				
ERIC RUTHERFORD	August 2018	M		Education	Retired – Former Elementary School Principal	Eastern Region			
ED SCHMIDTKE	August 2017	M	YES	Business – Economic Development Transportation	President and CEO – Thunder Bay International Airport				
OWEN SMITH	August 2018	M		Internal	Financial Assistant, Training & Development	Support Staff Appointee			X
JORDAN VEZEAU	August 2016	M		Internal		Student Governor			
JIM MADDER		M		Education	President				

BOARD PROFILE: ECONOMIC SECTOR/OCCUPATION MATRIX

ECONOMIC SECTOR		OCCUPATION	
1. Agriculture/Fishing/Trapping		1. Owner/Self-employed	X
2. Mining/Logging	X	2. Senior Management	X
3. Construction		3. Middle or Other Management	X
4. Manufacturing		4. Non-Management	X
• Pulp and Paper		5. Professional or Technical	X
• Automotive		6. Occupation in:	X
• Aerospace		• Business or Finance	X
• Pharmaceutical		• Human Resources (inc. union/management negotiators)	X
• Communication Equipment		• Physical Sciences, Life Sciences, Engineering	X
• Other: Transit Passenger Vehicles	X	• Architecture, Urban Planning/Surveying	
5. Transportation/Communication		• Computer Science or Mathematics	
6. Wholesale/Retail Trade	X	• Health/Social Services	X
7. Service to Business		• Education	X
• Engineering		• Law (Justice of the Peace)	X
• Legal		• Writing/Performing Arts	
• Computer Services		• Public Relations	
• Consulting	X	• Other	X
8. Hospitality/Tourism		7. Clerical or Administrative	
9. Radio/Television Broadcasting	X	8. Sales	X
10. Education	X	9. Service	
11. Health/Social Services	X	10. Trades	
12. Arts/Culture		11. Other: Judiciary	X
13. Public Administration (Federal, Provincial or Local)	X		
14. Community/Non-Profit Organization	X		
15. Labour Organization	X		
16. Other: Judiciary	X		
Finance, Insurance, Real Estate			



INTERVIEW WORKSHEET – NEW GOVERNORS

Potential Governor's Name: _____

Jan. 2008 (revised)

APPENDIX C

QUESTIONS	RESPONSE	Marks
<p><u>Strategic Thinking</u></p> <p>1. The Board's key role is to set the strategic direction of the college. Please describe your strategic leadership experience both within your own organization and the community.</p>		10
<p>1.2 What do you do to demonstrate continuous learning and development in your life?</p>		
<p><u>Broad Perspectives</u></p> <p>2. Describe the key 3 social and economic issues facing northwestern Ontario. How do you see this Board responding to these needs at a strategic level?</p>		10

QUESTIONS	RESPONSE	Marks
2.1 What is your understanding of the current needs of the workforce in northwestern Ontario.?		10
<p><u>Advocacy</u></p> <p>3. Another role of a governor is to advocate on behalf of the college. Please describe your experience in advocacy and where you may be able to use your business, union or political connections on behalf of the college.</p>		10
<p><u>Strategic Directions</u></p> <p>4. You were given the college mission, values and strategic commitments. Please comment on this vision of the college and how you would add value to it at the Board table.</p>		10
<p><u>Probity</u></p> <p>5. You were given, Board Policies GP 2a and Schedule A of By-Law #11 which describe expectations of how we conduct meetings and on governor conflict of interest. Are you comfortable with these?</p> <p>5.1 How do you see the role of a governor on our Board?</p>		10

QUESTIONS	RESPONSE	Marks
<p><u>Other</u></p> <p>6. The Board meets about 8 times per year usually on the 4th Friday from 8:30 a.m. to 1:00 p.m. with a brief Special Board meeting at the beginning of June to approve the financial statements. There is usually a retreat in late October and occasionally, there is a Thursday evening event. Would this schedule be a problem for you?</p>		5
<p>6.1 Do you have any questions of us regarding the governor role on this Board?</p>		5
<p>6.2 Please summarize for us why you believe you would make an effective governor on the Board of Confederation College.</p>		10

**GOVERNORS
APPOINTMENT ASSESSMENT FORM**

When considering nominations, the Board of Governors bases its assessment on the following principles from the Board Appointment Protocol document:

- § **merit** - skills and experiences that the candidate brings to the Board
- § **diversity** of members' background, skills and experience
- § **strategic direction** - capacity to assist the College achieve its strategic direction
- § **probity** - the candidate's commitment to the values and principles of public service

To assist the Board in carrying out its appointment responsibilities, the following needs to be completed:

1. **Name of candidate:** _____

2. **Has this candidate served on the Confederation College Board of Governors previously:**

Yes [] No []

If yes, please give the date of the term(s) served. _____

4. **Describe how the skills and experiences of this candidate will help the Board in the achievement of our strategic direction.**

5. **How will this candidate complement the Board composition in terms of representing a broad cross-section of your community (e.g. business, not-for-profit, etc.)**

6. **To be provided: any relevant information on the candidates commitment to the values and principles of public service: (e.g. community voluntarism, etc.)**

7. **Additional information that may be of relevance:**

FOR BOARD USE ONLY

Date received: _____

Submission package complete: Yes [] No []
List what was missing:

Moved by: Seconded by:

Carried/Approved

Yes [] No []

Date of Motion:

GOVERNORS REAPPOINTMENT ASSESSMENT FORM

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- § **merit** - skills and experiences that the candidate brings to the Board
- § **diversity** of members' background, skills and experience
- § **strategic direction** - capacity to assist the College achieve its strategic direction
- § **probity** - the candidate's commitment to the values and principles of public service

In order for the Board to assess the performance of governors submitted for re-appointment, the following will be completed:

1. **Name:** _____
2. **Period of appointment:** _____
3. **Attendance at Board meetings:** _____
4. **Participation on Committees:** _____
(Please list)
5. **Contribution to discussions:** _____
6. **Skills/expertise which led the Board to nominate this governor:** _____
7. **Reasons for candidate's reappointment (reference college's strategic direction)** _____

FOR BOARD USE ONLY:

APPROVED: YES [] NO []

MOVED:

SECONDED:

CARRIED: DATE:

Strategic Plan

2013-2016



Executive Summary

Mission

Confederation College inspires learners to succeed in their lives and careers in northwestern Ontario and beyond.

Vision

Confederation College will enrich lives through learning.

Values

Diversity

We celebrate our learners, communities, and college employees in all their diversity.

Respect, Caring and Openness

We value each other as individuals and we act with integrity. We expect active and honest sharing of information and ideas, listening carefully, and respecting the opinions of others.

Working together, we achieve our mission through our values, attitudes, and actions.

Learning and Leading

We prepare our learners to live, work, and lead, in northwestern Ontario and beyond.

Excellence

We strive for excellence in all elements of our work including our consultative, collaborative and responsible decision-making processes. We build on our historical strengths of innovation, reasoned risk-taking, and responsiveness.



Wiicitaakewin (Wii-ci-taa-ke-win) is an Anishinaabe word that describes the process of helping or assisting others.

It implies using something, in our case, education and work experience, to improve the lives of others; and describes our commitment to working with community members as true partners in community development through shared leadership.

In the same way that the spirit of Confederation's Negahneewin has been about exemplifying partnerships between Aboriginal communities and Confederation College, collaboration and connection are at the core of this next strategic direction.

Executive Summary

Confederation College has a long history of building relationships with northwestern Ontario and with the communities it serves. To support the spirit of connection with people and places, Confederation College initiated an internal and external consultation process to support the development of the 2013-2016 strategic plan.

Based on feedback and discussions with over 200 stakeholders and an environmental scan that identified global, regional and local influences, three strategic directions for the College for 2013-2016 emerged. The questions formed the pillars for planning and the responses have shaped the direction for the next three years.

The environmental scan indicated that while the region's demographics will decline overall for at least the next ten years, the proportion of the Aboriginal working age population will increase during this time. The economy is experiencing growth from natural resource development, and while immigration will increase in response to workforce demands, such immigration is not expected to contribute to the number of credit post-secondary learners in College programs.

Respondents were passionate about the communities in northwestern Ontario and equally as committed to provide meaningful responses for the College's strategic direction. The College of northwestern Ontario is one with a focus on learners as well as a means to develop learner supports that address northern realities. Supporting access and success through diverse learner supports and enhanced information technology and assisting with transitions to post-secondary education emerged from the consultations as significant themes. A College that not only understands Aboriginal learning but is able to improve and advance it to develop a new vision that provides leadership for Aboriginal centred learning was evident in the dialogues. Developing partnerships to support all aspects of learning, innovation and applied research came out strongly. And, the need for college-based, applied learning that can be responsive to changing needs of northern economies was clear.



The strategic directions for the next three years:

- 1) Access and Success of Learners,
 - 2) Aboriginal Learning, and
 - 3) Serving northwestern Ontario,
- are inter-connected and inter-dependent.

The directions do not stand alone, are equally important and in order to be achieved must be considered collectively.

At the heart are learners; Confederation College's mission is to "inspire learners to succeed in their lives and careers in northwestern Ontario and beyond."

In order to move forward in these directions we must develop and

invest in a supportive foundation of people, infrastructure and partnerships.

Using this approach for 2013-2016, by investing in a learner-centred balance between access and success, in facilitating Aboriginal learning and by serving northwestern Ontario, the College has set its strategic directions for the next three years; Confederation College is Wiicitaakewin.





Strategic direction

One

Improve Access to Learning and Support the Success of Learners

Supporting the success of learners' lives through learning is at the heart of Confederation College's vision and mission. Access to education is challenging in northwestern Ontario due to its vast geography and low population density irregularly dispersed across a landscape marked by many rural and remote communities. Access and success are interdependent. Confederation College aims to enhance learning by improving both access and success in reaching out to new learners, expanding learner supports, improving transitions to college life and ensuring technology meets the needs of diverse populations.

1.1 Implement the Confederation College Student Village, with learner success as a major theme and enhanced support for Aboriginal learners.

The Confederation College Student Village is an innovative housing complex that will provide accommodation, recreational facilities, access to child care and spiritual and cultural support for College learners. The Village will provide better and more affordable housing options and supports for the changing needs of learners, particularly Aboriginal learners from rural and remote communities. Unique options for diverse learners are required, such as addressing child-care needs and providing housing that supports multi-generational families.

Located on campus, the Confederation College Student Village will assist in learner success and wellness in a sustainable, integrated and environmentally focused living and learning setting.

The Village will be designed to complement the Dennis Franklin Cromarty Living Centre, which will focus on supporting Aboriginal high school learner success, and will be situated on the College's Thunder Bay campus. Opportunities will exist for complementary learning, and learner success services at both facilities.

1.2 Implement the Virtual College including technology enabled learning to expand access to programming and services throughout northwestern Ontario and beyond.

Technology Enabled Learning currently supports hybrid, synchronous delivery of programming across multiple campuses and into individual residences in the region, building cost effective cohorts in programs across multiple sites in the northwest. Supported by the northern consortium and building on Confederation College's current success as the "go-to" provider for the delivery of high quality credentials to geographically-bound, time-constrained learners needing flexible program delivery, the Virtual College will be the premier hybrid online college in Canada. The Virtual College not only improves opportunities for rural and remote learners throughout the Northwest but allows development of programming that is responsive to community needs and the opportunity to expand the delivery of certificate, diploma and post-graduate programs offered regionally, provincially, nationally and internationally.

Confederation College will expand the Virtual College strategy in rural southern and eastern Ontario communities in 2013 through collaboration with Contact North's 18 e-Learn Access Centres and will further expand the model to create a national, inter-supportive network for synchronous technology enabled learning delivery and multiple consortia to provide northern instruction. Confederation College will design information technology infrastructure to support delivery, partnering across services using untapped/unused facilities and technology, such as tele-health, universities, hospitals and adult learning centres to re-design programs and deliver them by technology enabled learning. "After-training" or up-skilling with certificates and re-certifications will be offered.

1.3 Develop and improve supportive learner resources through flexible learning.

Flexible learning will augment the traditional classroom model and learner support services by providing learners with a learning environment that has multiple supports. A variety of interactive models will be available to support learners at their own pace and in ways that fit personal

life commitments. Learner resources, including the traditional and online library, study skills supports, and information technology access will be housed together for increased access and availability; supported by teams of multi-disciplinary College staff.



1.4 Expand support to employees and learners to facilitate learner success.

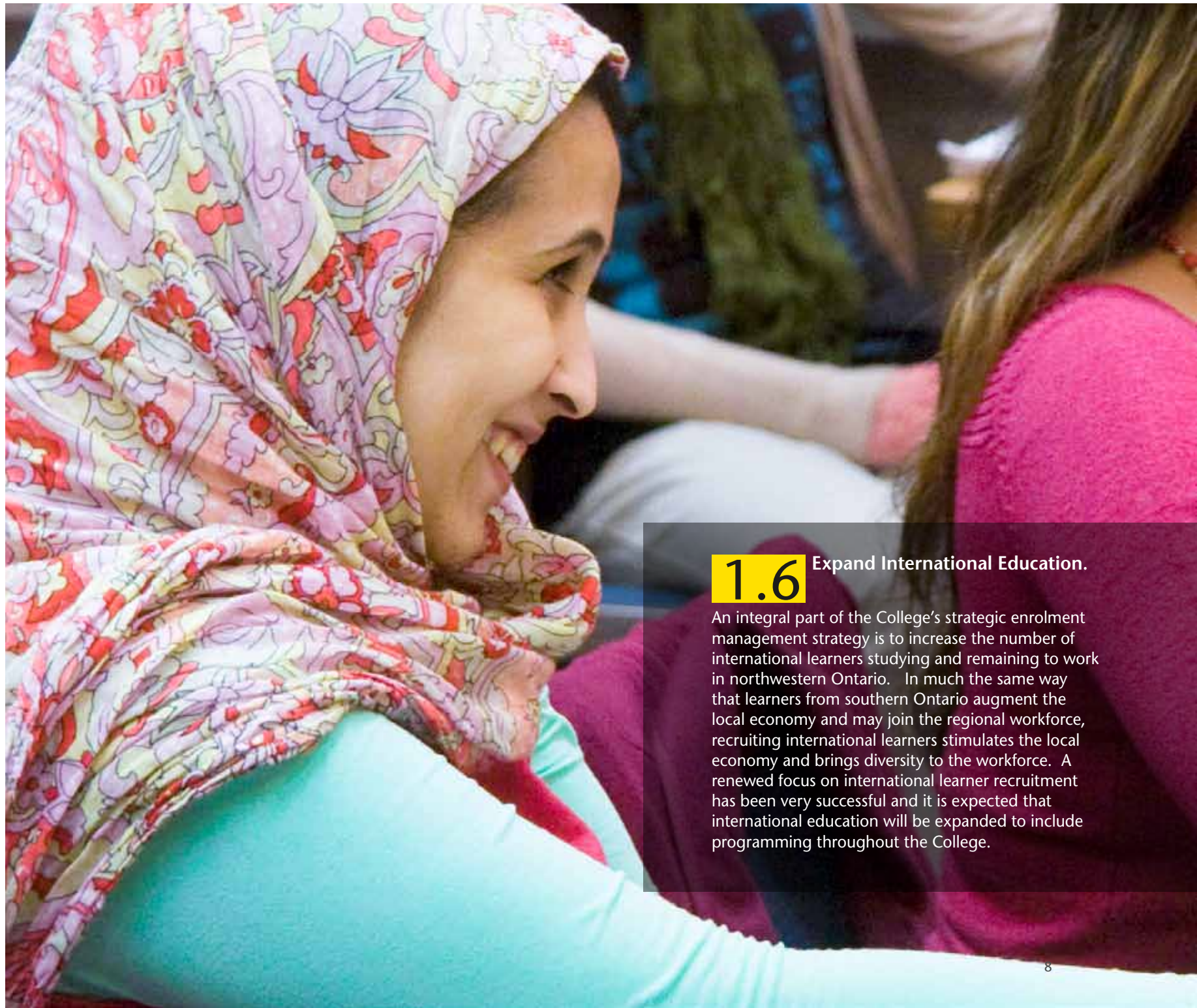
Confederation College has a successful model of dynamic learner supports which include Aboriginal learner advisors, counsellors, transition advisors, employment advisors and financial advisors. The integrated learner success model will be implemented based on best practices in the field. An expansion of learner support services will be piloted to learners in regional campuses and in smaller communities with an aim to improve both

learner success and retention rates across the region. The “Navigator” program will be piloted to provide rural and remote learners with the same supports available to urban, on-campus learners but through alternate means such as online support, texting, site visits, peer mentoring and community mentoring. Employees involved in learner success initiatives will be trained in leading-edge learner supports programs and services.

1.5 Implement Study North to recruit learners to Confederation College.

Study North is the initiative of the six northern colleges, aimed at increasing the number of learners who are recruited to northern colleges and who will ultimately augment the workforce of northern Ontario. The six northern colleges have signed a Memorandum of Understanding to work together on multiple initiatives including the formation of the Study North Consortium,

to attract learners from southern Ontario. Confederation College will use innovative strategies in reaching new learners and will increase learner recruitment through a strategic enrolment strategy. Incentives to remove barriers to studying in the north, such as developing partnerships to provide learners with accommodation and economical air travel will be developed.



1.6 Expand International Education.

An integral part of the College’s strategic enrolment management strategy is to increase the number of international learners studying and remaining to work in northwestern Ontario. In much the same way that learners from southern Ontario augment the local economy and may join the regional workforce, recruiting international learners stimulates the local economy and brings diversity to the workforce. A renewed focus on international learner recruitment has been very successful and it is expected that international education will be expanded to include programming throughout the College.



Support and Advance Aboriginal Learning

Confederation College has long-endevoured to address the needs of Aboriginal communities and learners. Negahneewin Council, in an advisory capacity to the President, plays a vital role in identifying priorities for serving Aboriginal communities and Aboriginal learning by emphasizing Aboriginal programming, support services, regional campuses that are in close proximity to home communities and responsive training opportunities. The Centre for Policy in Aboriginal Learning is a new opportunity for educators, policy makers, advocates and communities to come together to make changes that represent a new vision for Aboriginal-centred learning in northwestern Ontario and beyond.

2.1 Realize the Negahneewin Vision for Learners*

Negahneewin Council will be restructured to provide strategic community direction for Indigenous learning and to join Confederation College in renewed relationships with Indigenous peoples as partners for change in education. The Negahneewin Education Circle will be formed as an academic forum for Aboriginal learning. Indigenous knowledge will infuse all curricula and we will build common ground by ensuring cultural competency for all staff and learners.

* In alignment with Negahneewin Council 10 Year Vision, (2012 - 2022).



2.2 Increase and align the learner support and programming of Negahneewin throughout Confederation College.

Negahneewin is well-established in providing leadership and support for new initiatives at Confederation College. It is a one-of-a-kind model that enables leaders and academics to articulate new strategies to bring Indigenous Studies to the forefront in post-secondary learning. Negahneewin has evolved within and throughout Confederation College and is the centre of Indigenous studies and support services for Aboriginal learners. Negahneewin fosters a collaborative, learner-centred approach to Aboriginal education; learner-centred programs support learner needs and Aboriginal learning outcomes across the College. In Thunder Bay, community outreach and access is enriched

through innovative programs and in the region, local campuses are responsive to the needs of learners close to their home communities. Confederation College will build on these learner supports by piloting conditional acceptances to grade 11 learners and launching programming to assist learners in completion of grade 12 equivalency. To support the full alignment of Aboriginal learning outcomes across programs in the College, retention incentives, such as subsidies to learners who participate in learner life will be pursued and a promotional campaign to inform Aboriginal youth and parents about the benefits of post-secondary education will be developed.

2.3 Implement the Centre for Policy in Aboriginal Learning.



Aboriginal learning will further be supported and advanced through the creation and implementation of the Centre for Policy in Aboriginal Learning. In creating the Centre, Confederation College is advancing a vision of Aboriginal education whereby Indigenous knowledge, practice and principles are shared with all learners.

The Centre will be launched in 2013 and will primarily be supported by College resources, with project funding provided by provincial and national granting sources, NGO's and private funding. The mandate will be to: develop evidence-based policy to support Aboriginal learning for the College and

post-secondary institutions; guide applied and action-oriented research in Aboriginal learning and community-focused development; support the expansion of the College's applied learning practices; and, complement the work of the Northern Policy Institute. A major focus of the Centre will be to identify and guide the implementation of cost effective ways to support Aboriginal learning in a variety of Canadian and international environments. Another major focus will be to lead and expand on sharing best practices in Aboriginal learning and learner success across the consortium of six northern colleges.

2.4 Expand partnerships with K-12 education providers to support the success of high school learners and their transition to College, with a particular emphasis on the success and transition of Aboriginal learners.

Confederation College will develop partnerships with K-12 education providers to support learners in their transition to post-secondary education through a variety of means such as upgrading, skill development and preparatory programming. The School College Work Initiative model will be expanded to increase the number of learners participating in this pathway to post-secondary education. Learning strategists in each community will support learners and their transition to

post-secondary education. To increase enrolment in trades programs, the College will support the expansion of the Ontario Youth Apprenticeship Program and will sponsor leadership/ entrepreneurship programs throughout northwestern Ontario including partnerships with Boards of Education. The College will also continue to foster and support training alliances with Aboriginal learning organizations to increase learner success and transition to post-secondary education.





Three

Strategic direction

Serve northwestern Ontario

Consultations with regional communities and stakeholders have reinforced that Confederation College has a strong connection with communities large and small in northwestern Ontario. As such, the College positions itself as being responsive to the region by offering programs that reflect the needs of both communities and employers throughout the region. The regional economy is rapidly restructuring and growing. Globally focused resource industries, economic diversification including the growth of the knowledge-based health sector as well as entrepreneurship and technology are major influencers. Expanded programming, innovative employment services and collaborative approaches to entrepreneurship are key strategies for the next three years.

3.1 Review, renew and revise program mix in relation to the needs of northwestern Ontario and resources available; expand programming through partnerships with colleges and universities.

Reconfiguring programming through partnership development is a unique approach that reduces program development costs, increases access for smaller communities and decreases the cohort size required at any one location to deliver a credential. Confederation College will renew and revise its programming in order to remain responsive to social and economic change such as the growth of mining. In order to increase access to a wider

range of programming and learner supports and to build sustainable cost-effective cohorts of learners, relationships with other Ontario colleges and universities will continue to be nurtured. Building on multi-college memoranda of understanding, colleges and universities will collaborate for shared delivery of programming across the north.

3.2 Support community development through implementation of an integrated employment services/training network.

Confederation College recognizes the need to align community and economic needs with programming as well as to support social innovation and community capacity development in the northwest. The College's history of effective rural and remote community partnerships and collaboration are foundations for the next phase of work. Bringing learners, newcomers, employees, entrepreneurs, innovators, community leaders and the public sector together will support communities in future development. An Integrated

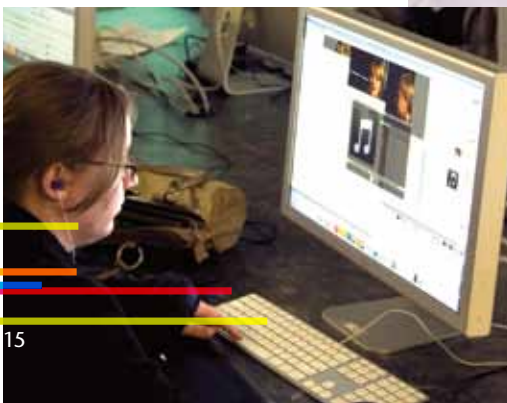
Employment Services/Training Network will provide job search and placement services integrated with assessment, learner retention and academic delivery services. This approach will use store-front operations as well as technology to provide services to rural and remote locations. By the end of 2016, each regional campus community will be operating a network in which employment assessments and learners' training will be integrated with employment and community needs.

Three

Strategic direction

3.3 Support community-based innovation through the implementation of Innovation and Entrepreneurism Hubs and infusion of opportunities for entrepreneurship within programming.

Confederation College recognizes that at the heart of successful community and economic development opportunities, innovation and entrepreneurship are nurtured, developed and promoted. In Thunder Bay, Confederation College will develop partnerships to enhance current programming so that learners have increased opportunities to explore and experience entrepreneurship first hand while local entrepreneurs receive support from learners' specialized expertise in accounting, marketing, human resources and multimedia. The College will work with the Northwestern Ontario Innovation Centre to further develop this mentorship model to provide expertise in smaller rural and remote communities through co-located facilities.



3.4 Develop applied research activity within a context of experiential learning with a focus on natural resources, green energy, wellness and Aboriginal learning.

Confederation College's action-oriented, applied research approach supports experiential learning for learners including opportunities to develop new or more effective products and services. Developing community partnerships to build applied research capacity is paramount. To enhance partnership building in the community and to foster

collaboration, mentorship and entrepreneurship in the context of applied research, the Northwestern Ontario Innovation Centre will be housed on campus. Confederation College will develop its applied research capacity in the areas of natural resources, green energy, wellness and Aboriginal learning through industry partnerships and project based delivery.

People, Infrastructure and Partnerships

The successful implementation of the strategic directions over the next three years depends on fostering connections and increasing capacity in northwestern Ontario through investing in people, infrastructure and effective partnerships.

People:

Confederation College will continue to invest in our people. The development of teams that support collaboration and communication, professional development and leadership development are key investments.

Infrastructure:

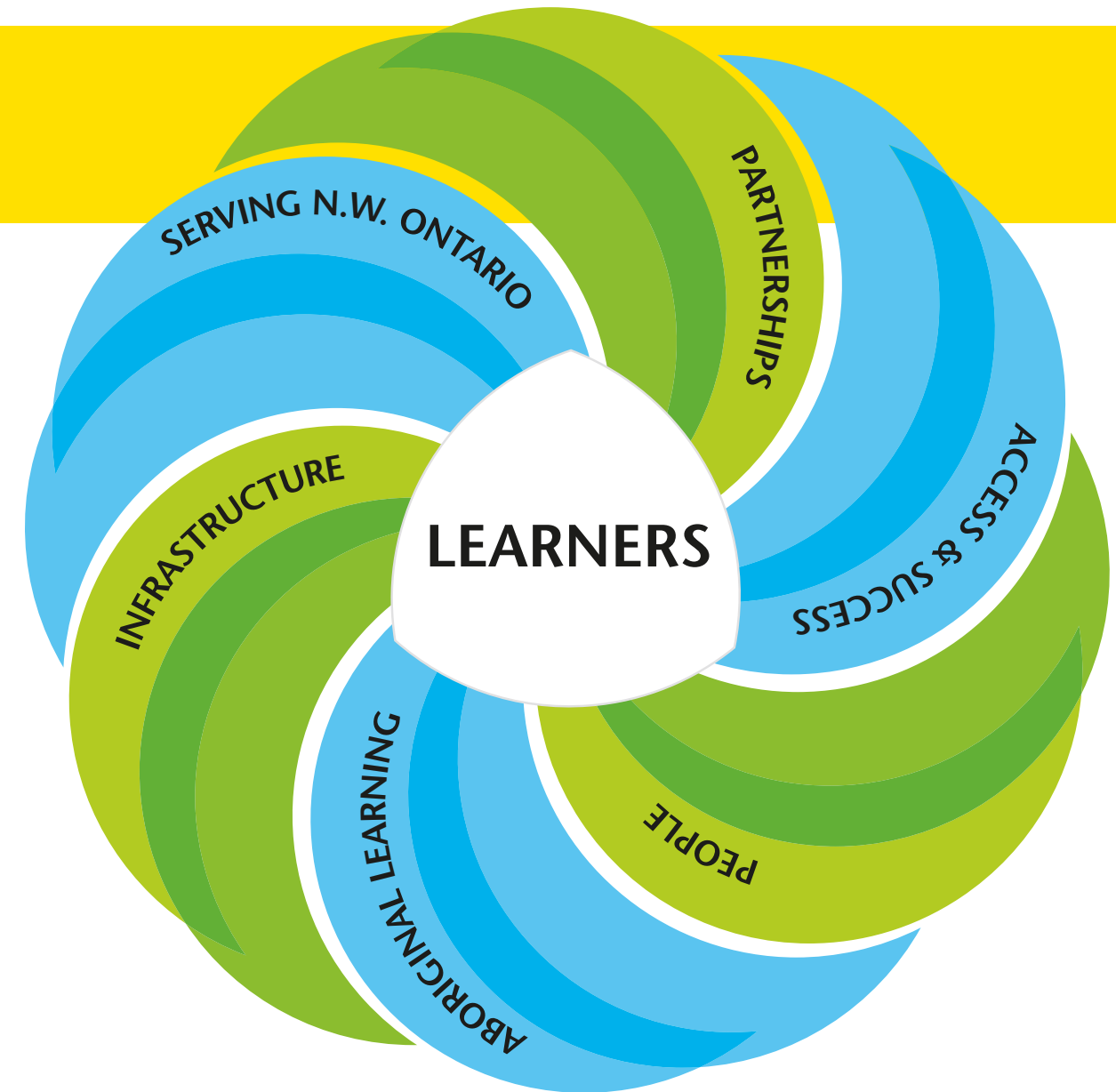
Confederation College will develop facilities and information technology that support access and success, Aboriginal learning and that serve northwestern Ontario.

The three strategic directions are dependent on successful infrastructure—both physical and virtual. Investing in infrastructure, in the form of new or improved facilities, enriched learning environments; enhanced partnership space as well as supportive and innovative information technology will support the 2013-16 directions.

Partnerships:

Confederation College will build collaborative partnerships that foster learner success as well as the success of regional communities and the northwestern Ontario economy.

Key partnerships for the next three years include: the education sector (including K-12 partnerships and post-secondary relationships), employers, alumni, the health sector, all levels of government as well as Aboriginal communities and organizations.



Collaboration amongst learners, employees, stakeholders, communities and Aboriginal partners as well as building connections to foster growth and learner success, will be required for the innovative path ahead. Investing in three interconnected strategic directions as well as building a supportive foundation of people, infrastructure and partnerships will be integral in moving forward over the next three years.

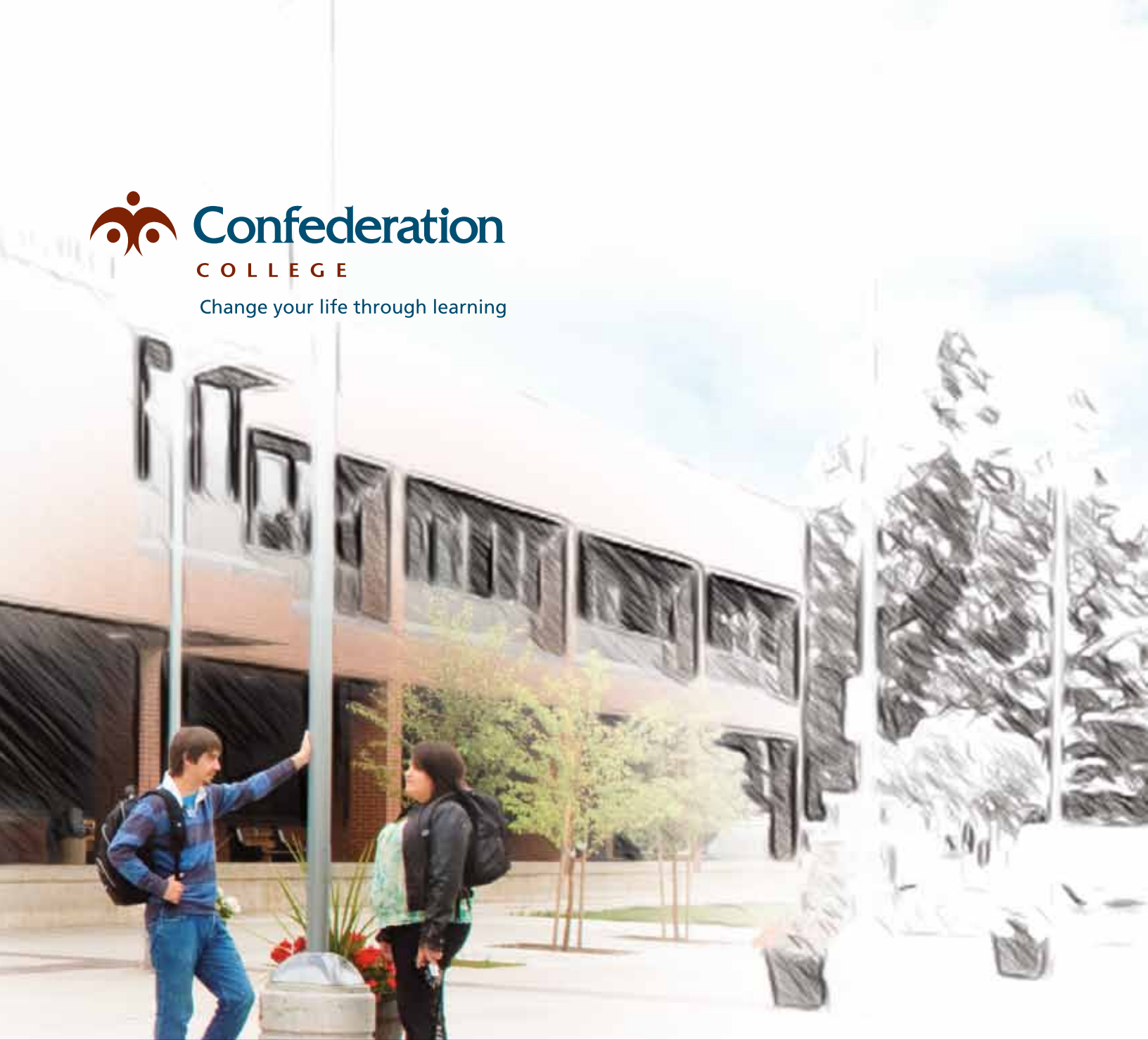
Confederation College's mission "to inspire learners to succeed in their lives and careers in northwestern Ontario and beyond" describes its vital place and role in community. Now more than ever, it is clear that education must be delivered in unique ways; supporting learners and responding to changing needs. Confederation College is uniquely poised to answer this call—and to Wiicitaakewin.



Confederation

COLLEGE

Change your life through learning



For an electronic version of our strategic plan
go to: www.confederationc.on.ca/strategicplan

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Confederation College: 2017-2020 Strategic Plan

To deliver its mission and vision, Confederation College commits to fostering Access and Success, Community Prosperity and Institutional Excellence through the following 11 goals.

The College aspires to be an institution that:

- Provides access to a broad range of programs, pathways and learning opportunities;
- Cultivates a flexible and supportive learning environment that helps learners meet and achieve their career and life goals;
- Builds relationships through reconciliation¹ that inform learners' success;
- Is responsive to the training and development needs of communities and employers;
- Fosters an environment for all learners to experience the Negahneewin Council Vision;
- Leads and supports innovation and entrepreneurship through partnerships with business and industry;
- Enriches the quality of life, prosperity and sustainability of its diverse communities;
- Exceeds College and sector indicators of quality and success;
- Manages its human, financial and physical resources responsibly and sustainably;
- Is an employer of choice; and,
- Is recognized as a leader in Aboriginal learning in Canada.

ACCESS and SUCCESS

Confederation College excels in attracting, supporting and graduating a diverse² range of learners.

The demographics of northwestern Ontario are changing. For the first time in over four decades, the College is re-inventing its student population and reaching out beyond its traditional catchment base to attract new and different groups of students. In order to better recruit students, support their success and respond to the demand for skilled graduates, the College will increase its focus on the attraction, support and retention of indigenous youth as well as students from southern Ontario and other countries. Helping students access programs of their choice and, at the same time, building awareness of market trends, will help to ensure that programs are both reachable and relevant. Aligning the College's facilities, infrastructure and technology with diverse preferences that support a balanced lifestyle will be central to engaging with students and helping them succeed. The process of reconciliation will frame the College's priorities for learner success. Confederation aspires to be a leader in advancing Aboriginal learning and culture; in turn, these aspects will be integrated into a flexible and supportive learning environment for all.

Goal 1- Provides access to a broad range of programs, pathways and learning opportunities (E 1.1)	
1.1	Continue to implement a variety of flexible learning solutions that increase access to a broad range of learning pathways.
1.2	Increase awareness of pathways and prepare learners for success in their chosen career paths.
1.3	Expand partnerships with K-12 education providers and other agencies to support the success of all learners in their transition to post-secondary education.

¹ Reconciliation" is an ongoing journey to engage all Canadians in dialogue that revitalizes and promotes a mutually respectful relationship between Aboriginal and non-Aboriginal peoples in order to build vibrant, resilient and sustainable communities in reference to the Truth and Reconciliation Commission of Canada: Calls to Action Report.

² "Diverse Learners" are defined as learners with a range of dimensions that includes but is not necessarily limited to: learning skills, socio-economic background, race and cultural heritage, physical and mental ability, gender and sexual orientation, religious and political beliefs, as well as geographic origin.

1.4 Continue to enhance and review program relevance, mix and delivery to support engagement of a diverse group of prospective learners.
Goal 2 – Cultivates a flexible and supportive learning environment that helps learners meet and achieve their career and life goals (E 1.1)
2.1 Facilitate a cross college, collaborative approach for student success.
2.2 Recognize and support the cultural diversity on campus.
2.3 Support the unique needs of international students in reaching their personal, academic and career goals.
2.4 Adopt a performance measurement framework to effectively monitor and deliver student support services.
Goal 3 – Builds relationships through reconciliation³ that inform learners’ success. (E1.2)
3.1 Investigate the development of comprehensive Indigenous language programming.
3.2 Advance the process of Canadian reconciliation through advocacy of the Truth and Reconciliation Commission of Canada’s Call to Action for the education sector.
3.3 Create and sustain a professional development program to support employees in their understanding of historic/contemporary challenges in education for Indigenous students thereby supporting the development of an inclusive curriculum.

COMMUNITY PROSPERITY

Confederation College fosters economic and social development in Northwestern Ontario and beyond.

As a result of its dedication to the surrounding area over many years, the College has developed a strong network of well-established relationships and continues to commit to building collaborative partnerships that not only enhance students’ success and learning outcomes, but also address northern realities and respond to the changing needs of the regional economy. Strong relationships with communities, industry and employers allow the College to be responsive to emerging opportunities. Understanding the challenges and unique needs facing northwestern Ontario’s diverse communities will help the College engage with employers in advancing training opportunities that meet evolving needs. Innovation and entrepreneurship will be pathways to further support economic development. In these ways, the College will ensure its graduates have the skills, knowledge and abilities to perform in a rapidly changing labour market.

Goal 4 – Is responsive to the training and development needs of communities and employers. (E 2.1)
4.1 Continue to foster effective community, industry and employer connections to remain responsive to emerging opportunities.
4.2 Renew and revise programming in order to address specific regional needs.
4.3 Advocate for responsive contract training funding.
4.4 Implement a collaborative approach to placement, co-op, career services and Advisory Committees including community outreach to support a holistic approach for career development.
4.5 In partnership with stakeholders, investigate and advocate for new models for apprenticeship delivery across the north.

³ Reconciliation” is an ongoing journey to engage all Canadians in dialogue that revitalizes and promotes a mutually respectful relationship between Aboriginal and non-Aboriginal peoples in order to build vibrant, resilient and sustainable communities in reference to the Truth and Reconciliation Commission of Canada: Calls to Action Report.

Goal 5 – Fosters an environment for all learners to experience the Negahneewin Council Vision. (E 2.2)
5.1 Respectfully reflect culture, language, knowledge and history in the classroom through Indigenous Learning Outcomes.
5.2 Integrate Indigenous knowledge and teaching methods in the classroom.
5.3 Provide pathways for Indigenous professional development and education.
5.4 Create and sustain space that is reflective of the Confederation brand and the Indigenous population within the College.
Goal 6 - Leads and supports innovation and entrepreneurship through partnerships with business and industry. (E2.3)
6.1 Foster a culture that enhances opportunities for, and aligns resources with, innovation and entrepreneurship across the College.
6.2 Continue to develop partnerships that increase students’ opportunities to explore innovation and entrepreneurship.
6.3 Showcase the College’s efforts to advance innovation and entrepreneurship initiatives that help to grow economies in the northwest.
Goal 7 - Enriches the quality of life, prosperity and sustainability of its diverse communities. (E 2.4)
7.1 Investigate opportunity for social innovation as a means to address the challenges faced by learners, employers and communities.
7.2 Increase our understanding of the unique challenges and needs facing northwestern Ontario’s communities in order to align programs and devilyr options to facilitate access and success.
7.3 Employ a holistic approach to learning that is responsive to the diverse learning styles of its learners as well as the needs of communities in the northwest

INSTITUTIONAL EXCELLENCE

Confederation College is recognized as an excellent and progressive organization.

Confederation College has a proven track record in performing above provincial averages: graduate and employer satisfaction are areas where the College constantly performs above the norm. Continuing to offer best-in-class opportunities for students and building pathways to develop meaningful and sustainable careers that meet the needs of the north are areas where the College will maintain its focus and further strive to exceed expectations. Formalizing a performance measurement framework will help the College assess and communicate its progress toward exceeding benchmarks and achieving its strategic goals.

Goal 8 - Exceeds College and sector indicators of quality and success. (E 3.1)
8.1 Implement a performance measurement framework that reflects the goals of the College’s strategic plan.
8.2 Align and integrate human, physical and financial resources to facilitate student achievement of program learning outcomes and continuous quality improvement.
8.3 Align resources with best practice to support quality education and services.
Goal 9 - Manages its human, financial and physical resources responsibly and sustainably. (E 3.2)
9.1 Effectively align resources with the College’s annual Business Plan to support quality outcomes of students and to achieve strategic goals.

9.2	Invest in buildings and centres that contribute to a positive learning and work environment and that convey the uniqueness of Confederation College.
9.3	Refresh and renew the College’s infrastructure (technology, facilities and services) in order to improve efficiencies during program and service delivery.
9.4	Continue to increase engagement within the College community through the provision of training strategies, employee programs and professional development.
Goal 10 - Is an employer of choice. (E 3.3)	
10.1	Attract and retain employees who have the knowledge, skills and experience to meet the mission and values of the College.
10.2	Provide employees with professional development opportunities to succeed both professionally and personally.
10.3	Continue to create a supportive environment and increase opportunities for employees to be engaged and contribute to the College community.
10.4	Investigate, develop and implement a strategy to support the recruitment of part-time/sessional faculty and support staff.
Goal 11 – Is recognized as a leader in Indigenous learning in Canada. (E 3.4)	
11.1	Expand Indigenous programming to meet the needs of northwestern Ontario and beyond.
11.2	Continue to actively engage in championing an internal dialogue on how to advance and support Indigenous learning at Confederation College.
11.3	Through CPAL, influence the development of policy for advancement of Indigenous learning across a variety of Canadian and international environments.

THE BOARD OF GOVERNORS
OF
CONFEDERATION COLLEGE
OF APPLIED ARTS AND TECHNOLOGY



BY-LAWS # 11, 12 & 13

Thunder Bay, Ontario

January 23, 2009
(Updated June 27, 2014)
(Updated September 25, 2015)
(Updated April 18, 2016)
(Updated April 22, 2016)

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BY-LAW #11

Board Composition and Governance

Be it enacted as follows:

DEFINITIONS

“**Act**” means the *Ontario Colleges of Applied Arts and Technology Act, 2002*;

“**academic staff member**” means a person who is employed by the College as a teacher, counsellor or librarian;

“**administrative staff member**” means a person who is employed by the College and who is not an academic staff member, a support staff member or a student;

“**Code of Conduct for Governors**” is set out in Schedule “A” hereto incorporated into this By-law through section 5(a)(ii);

“**College**” means The Confederation College of Applied Arts and Technology;

“**Conflict of Interest Guidelines for Governors**” is set out in Schedule “A” hereto incorporated into this By-law through section 5(a)(ii);

“**Corporation**” means the College recorded in section 2(1) of Regulation 34/03 under the Act as being established;

“**external Members of the Board of Governors**” shall have the meaning given that expression in section 3(a);

“**Governor**” means a member of the Board of Governors as described in section 3 of this By-law;

“**Impugned Governor**” means a Governor challenged as having created for himself or herself the grounds for removal set out in subsection 5(a);

“**internal Members of the Board of Governors**” shall have the meaning given that expression in section 3(b);

“**member**” the meaning of the term “member” in this By-law will vary according to the context; the College as a statutory corporation does not issue memberships as contemplated by the *Corporations Act*; as a result the only members of the Corporation as that term is used in the *Corporations Act* are those individuals currently holding positions on the Board of Governors;

“**objects**” the objects of the College are set out in section 2(2) and 2(3) of the Act and set out as Schedule “B”;

“**program of instruction**” means a group of related courses leading to a diploma, certificate or other document awarded by the College;

“**referenced group**” shall have the meaning given that expression in section 3(b);

“**regular meeting**” means one of a series of meetings scheduled, in sequence, at stated intervals as opposed to a meeting called for a special purpose;

“**Regulation**” means Regulation 34/03 under the Act;

“**student**” means a person who is enrolled in a course or program of instruction in a college;

“**support staff member**” means a person who is employed by the College as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff;

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Thunder Bay in the District of Thunder Bay in the Province of Ontario and at such place therein as the Governors may from time to time determine.

SEAL

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

GOVERNORS

3. BOARD OF GOVERNORS

The Board of Governors are the Corporation and they shall be comprised of seventeen (17) Governors:

- (a) twelve (12) (herein referred to as the “external Members of the Board of Governors”) of whom four shall be appointed by the Lieutenant Governor in Council and the remainder by the then sitting members all pursuant to the Regulation; and
- (b) four (4) of whom (herein referred to as the “internal Members of the Board of Governors”) shall be Governors elected to that position, one each from the relevant groups referenced in the Regulation, being the students, the academic staff, the administrative staff and the support staff (the “Referenced Groups”), which election shall be held according to the procedure for elections set out in By-law #13 and according to the Regulation; and
- (c) the President of the College who shall be an *ex officio* Governor as a voting Governor.

4. ELIGIBILITY, NOMINATION, TERM OF OFFICE, ELECTION, APPROVAL, APPOINTMENT AND VACANCY

Eligibility, the need to maintain eligibility throughout a term of office, nomination, length of term of office, election, approval and appointment of Governors as well as matters concerning vacancies on the Board of Governors, however caused, are governed by the Act and the Regulation but, in particular:

- (a) Governors appointed or elected shall ordinarily take office on the first day of September.
- (b) A vacancy in a Board position available to an internal Governor shall be filled according to the Corporation's By-law #13 setting out the procedure for election of internal Members of the Board of Governors.
- (c) The term of a Governor filling a vacancy shall commence on the date of the election or appointment, as the case may be and be for a term of the same length as provided for in section 3, which term shall extend until renewal or replacement August 31 of the year in which the term expires.
- (d) Notwithstanding the above, an internal Member of the Board of Governors shall become ineligible upon ceasing to be a member of the referenced group by whom that individual was elected whereupon the term of that internal Member of the Board of Governors shall be deemed to have expired, except that if the student Member of the Board of Governors graduates prior to the expiration of what is otherwise the student's term, he or she may remain on the Board of Governors until August 31 in the year of the graduation.
- (e) New Governors, as a condition precedent to their appointment or acceptance of their election, at the commencement of their first term of office or so soon thereafter as is practicable, shall sign the following commitments to the Board regarding the By-laws, Code of Conduct and Conflict of Interest Guidelines and all Governance Process Policies of the corporation.

"I _____ have read and understand my obligations as a Governor under Conflict of Interest Guidelines and Code of Conduct the By-Laws of the Corporation, in particular By-law #12 including:

- the Code of Conduct and Conflict of Interest Guidelines for Governors incorporated as Schedule "A" thereto, and
- all Governance Process Policies,

and I hereby agree to abide by them at all times in exercising my responsibilities as a Governor."

5. REMOVAL OF A GOVERNOR FROM THE BOARD

Other than the President of the College who is a Governor ex officio and other than members of the board appointed by the Lieutenant Governor in Council, the Board of Governors may remove one of their own from the Board of Governors, thereby ending that individual's term as Governor, by a resolution of the Board of Governors if any of the following grounds exist and an appropriate procedure is followed:

- (a) Grounds for Removal are that:
 - (i) a Governor, without a leave of absence granted by the Board of Governors, has attended fewer than fifty percent (50%) of the regular meetings of the Board of Governors in any twelve (12) month period or has failed to attend three (3) consecutive meetings of the Board of Governors, or
 - (ii) a Governor, to an extent that in their sole, absolute and unfettered discretion the majority of the other Governors forming the Board of Governors deems to be material, and whether intentionally or by inadvertence, has violated the Code of Conduct or any of the Conflict of Interest Guidelines for Governors as set out in Schedule "A" hereto and incorporated by reference into this By-law.

(b) Procedure for Removal

The procedure for removal is as follows:

- (i) A Governor who has not maintained the required attendance at meetings, or who is alleged to have violated either the Conflict of Interest Guidelines in Schedule "A" or the Code of Conduct for Governors provisions in Schedule "A" (the Impugned Governor) will be informed, in writing, of the nature and particulars of the alleged violation no fewer than three (3) days prior to the meeting of the Board of Governors at which the allegation is to be considered (the Notice of Complaint).
- (ii) The complaining party must be identified in the Notice of Complaint. In a matter of the Impugned Governor's attendance the complaining party shall be deemed to be an administrative person informed on matters of attendance but not a Governor. In a matter having to do with a violation of either the Conflict of Interest Guidelines or the Code of Conduct for Governors, the complaining party may be any Governor or any person who is not a Governor but whom the Chair deems to be fair and reasonable in making the complaint.

- (iii) In the event that the Chair, in the Chair's sole, absolute and unfettered discretion, deems that a person who is not a Governor, but who is making the allegation of violation of the Conflict of Interest Guidelines or of the Code of Conduct, is not acting fairly and reasonably in making the complaint, the Chair may declare that the person so complaining lacks the status necessary to take the complaint further, at which point unless the matter complained of is taken up by a Governor against the Impugned Governor the complaint shall not be placed before the Board.
- (iv) The Board, absent the Chair and the President save as to quorum, shall hear a complaint raised in the Notice of Complaint.
- (v) Both the Impugned Governor and the complaining party will be allowed to present their views of the alleged breach at the next Board meeting.
- (vi) If the Impugned Governor is found by the Board of Governors to have failed to have met the level of attendance required or to have violated The Conflict of Interest Guidelines or the Code of Conduct for Governors, the Board, by a majority of at least two-thirds of those eligible to vote, may choose to implement one of the following censures:
 - [1] issue an oral reprimand;
 - [2] issue a written reprimand;
 - [3] request that the Impugned Governor resign;
 - [4] remove the Governor from the Board of Governors causing his or her term otherwise remaining to be deemed to have expired.
- (vii) If the complaining party is a Governor, both he or she, and the Impugned Governor, along with the Chair and the President will absent themselves from any final discussion that the acting chair of the meeting may direct as well as from any vote upon a resolution of censure, or other action that may be decided upon by the Board of Governors as then constituted.
- (viii) Absence of the complaining Governor, if any, and of the Impugned Governor as well as the Chair and the President from any portion of a meeting shall not affect quorum once achieved.

(c) Review

Any person who is removed as a Governor from the Board of Governors may apply to the Board Chair and the President to review the decision to remove the person from the Board of Governors. As provided in sections 6(4) to 6(6) of the Regulation:

- (i) the review is limited to determining whether the removal was for a reason set out in this By-law and was in accordance with the procedure established in this By-law and does not include a review of whether the Board of Governors was correct in removing an individual from his or her position on the Board of Governors;
- (ii) the finding on whether the decision of the Board of Governors was made for a reason set out in this By-law and was made in accordance with the procedure established in this By-law is final and binding.

6. CHAIR, FIRST VICE-CHAIR, SECOND VICE-CHAIR, MEMBER AT LARGE

The Board of Governors shall elect annually at the regular June meeting, effective September 1st, each year:

- (a) a Chair;
- (b) a First Vice-Chair;
- (c) a Second Vice-Chair;
- (d) Member at Large.

from among its external Members of the Board of Governors each of whom shall hold office until a successor has been elected, provided he or she continues both to be an external Member of the Board of Governors and to be eligible under the Regulation for re-election.

7. EXECUTIVE OF THE BOARD OF GOVERNORS

The Executive of the Board of Governors shall consist of:

- (a) the Chair;
- (b) the First Vice-Chair;
- (c) the Second Vice-Chair;
- (d) the Past Chair (if still a Governor); and
- (e) a Member at Large.

MEETINGS

8. MEETINGS OF THE BOARD OF GOVERNORS

The meetings of the Board of Governors must comply with the Regulation.

Quorum

- (a) Ten (10) Governors shall form a quorum for a meeting of the Board of Governors as provided in subsection 5(1) of the Regulation.

Call of Meeting

- (b) The call, organization and conduct of meetings of the Board of Governors shall be carried out by the Chair or in the absence or illness of the Chair the First Vice-Chair and in that person's absence or illness the Second Vice-Chair and in that person's absence or illness any other external Governor appointed by the Board of Governors for the time being.
- (c) The Board of Governors may appoint a day or days in any month or months for regular meetings of the Governors at a prescribed hour, and in respect of such regular meetings, except as hereinafter specifically set forth, no notice need be given.

Special Meeting

- (d) Any special meeting of the Members of the Board of Governors may be formally called by the Chair, or by a Vice-Chair, or any other external Governor appointed by the Board of Governors. Alternatively, a special meeting shall be called by the Secretary on the direction of any two Members of the Board of Governors.

Place of Meeting

- (e) The meetings of the Members of the Board of Governors shall be held at the Head Office on the Thunder Bay Campus, or at such other place or places as the Board of Governors may from time to time determine.

Notice of Meetings

- (f) Notice to the public of regularly scheduled meetings of the Board of Governors shall be published semi-annually in such College publication as may from time to time be published. Notice of such regularly scheduled meetings or other special meetings of the Board of Governors shall also be given to the public by posting a notice on a notice board on the College premises not less than seven (7) days before such meeting, provided always that if the person or persons calling the meeting deem it necessary to call a special meeting of the Board of Governors on short notice, public notice of such meeting may be given by posting up notice on four (4) or more notice boards on the College premises at least twenty-four (24) hours prior to the special meeting.
- (g) Except for regularly scheduled meetings which shall require no notice other than as set out above, notice of meetings of the Board of Governors shall be delivered or telephoned to each Member of the Board of Governors not less than twenty-four (24) hours before the meeting is to take place or shall be mailed to each Member of the Board of Governors not less than five (5) days before the meeting is to take place.
- (h) The Statutory Declaration of the Secretary, the Chair, or a Vice-Chair, that notice

has been given pursuant to this By-law, and the roster of those in attendance, and those absent, shall be sufficient and conclusive evidence of the giving of such notice and attendance respectively.

Business to be Considered

- (i) The Board of Governors may consider or transact any business, either special or general, at any meeting of the Board of Governors.

Adjournment of Meeting

- (j) Any meetings of the Members of the Board of Governors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Meetings Open to Public

- (k) Subject to provisions for *in camera* meetings, all meetings of the Board of Governors shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined at the sole discretion of the Chair of the meeting.

In Camera Meetings

- (l) A matter may be determined by the Board of Governors to be confidential to the Corporation or to an individual and, if so, shall require discussion and voting during an *in camera* meeting or portion of a meeting. A matter will be deemed to be confidential if it concerns:
 - the assets, liabilities, risks, taxation penalties or insurance coverages of the Corporation;
 - the employment, compensation, promotion, discipline, or termination of employment of an individual employed by termination of a contract for services;
 - a claim for compensation or damages whether for loss or injury;
 - a concern raised by the auditors of the Corporation;
 - a matter concerning the selection, engagement or compensation of auditors for the Corporation;
 - any deliberation related in any way to the Conflict of Interest Guidelines (Schedule “A”) or the Code of Conduct for Governors (Schedule “A”);
 - any matter of a personal nature concerning an individual unless such individual requests and the Board of Governors agrees that the meeting or part of the meeting dealing with the matter be open to the public.

Where a matter determined to be confidential is to be considered, the part of the

meeting concerning such confidential matter may be closed to the public; such a meeting *in camera*, shall be held at a time and from time to time determined by the Board of Governors.

Majority of Votes

- (m) Every question submitted to any meeting of the Board of Governors shall be decided by a majority of votes given on a show of hands of the Governors present in person, who shall each be entitled to one vote. A secret ballot may be held by Governors upon the request of one Governor. Notwithstanding the foregoing, if agreed by the Chair, any Governor not present can vote by secret ballot, non secret ballot, by mail or by any electronic means approved by the Chair. In case of an equality of votes on a show of hands and at a poll, the Chair may cast the deciding vote only if the Chair has not already cast a vote on the question.

At any meeting, unless a recorded vote is demanded, a declaration of the Chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Board of Governors shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Attendance by Teleconference

- (n) With the permission of the Chair sought and obtained prior to a meeting, in sufficient time for appropriate arrangements to be made, a Member of the Board of Governors may attend a meeting of the Board of Governors by conference call in which the Governor calling into the meeting and each other Governor attending the meeting may hear and be heard simultaneously so that each Governor attending is able to hear the entire proceedings of the meeting.

Conference call attendance, if permitted, shall include the right of the Governor attending by conference call to exercise the right to vote and if the vote is to be by secret ballot the Governor by conference call may vote the ballot by facsimile transmission signed by the Governor, directed to the Secretary of the Corporation and received at the Head Office of the Corporation within a time specified by the Chair. A ballot received after the time specified by the Chair shall be deemed void and of no effect.

Poll

- (o) If at any meeting a poll is demanded on the election of a chair of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

Procedural Manual

- (p) The text Procedures for Meetings and Organizations by M. Kaye Kerr and Hubert W. King, Third Edition (Carswell Thomson Professional Publishing, Toronto 1996) shall govern the meetings of the Board of Governors in all procedural matters not otherwise covered by the By-Laws of the Corporation.

9. ERRORS IN NOTICE

No error or omission in giving notice of a meeting of the Members of the Board of Governors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Governor may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

10. POWERS OF THE BOARD OF GOVERNORS

- (a) The Corporation shall be managed to carry out its Objects and in doing so shall always be in compliance with:
 - the Act and the Regulation, and where a matter is not dealt with in these,
 - the *Corporations Act*, R.S.O. 1990, c. C.38, as amended.

The Board of Governors shall manage the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do as provided by any applicable statute or law including without limitation:

- (i) select sites for the College;
- (ii) appoint, classify, promote, suspend, transfer, reclassify or remove the President of the College and administrative, teaching and non-teaching personnel subject to the terms and provisions of the Act, the Regulation and the enforceable terms of any contract of employment.

Without in any way derogating from the foregoing, and subject always to the Regulation, including without limitation any requirement for the prior written approval of the Minister and the recommendation of the Lieutenant Governor in Council in respect of any real property transactions, the Board of Governors is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as it may deem advisable.

- (b) In addition, the management of the Corporation by the Board of Governors shall ensure compliance with the Minister's binding policy directives including, in particular, but without limitation:
 - (i) preparation of a strategic plan, a business plan and an annual report to the Minister as the Minister directs under the Regulation);
 - (ii) ensuring that the Corporation's By-laws are open to inspection by the public (s. 5(4)(a) and (b) of the Regulation);
 - (iii) approving a budget for the Corporation that is acceptable to the Minister;
 - (iv) appointing auditors under the *Public Accounting Act* of the accounts and transactions of the Corporation annually;
 - (v) keeping records and minutes of the proceedings of the Board of Governors (s. 5(3) of the Regulation); and
 - (vi) recommending nominees for consideration by the Lieutenant Governor in Council in making of their appointments to the Board of Governors;
 - (vii) ensuring approval of the Minister for the categories of diplomas, certificates or other documents awarded by the Board of Governors (s. 12 of the Regulation);
 - (viii) establishing according to Ministry Guidelines a College Council through which staff and student may provide advice to the President.

11. REMUNERATION OF GOVERNORS

Governors of the Corporation shall serve without remuneration and no Governor shall directly or indirectly receive any profit from this position as such; provided that a Governor may be paid reasonable expenses incurred in the performance of duties of a Governor; and further provided that it is understood that internal Members of the Board of Governors and the *ex officio* Member of the Board of Governors receive employment compensation from the Corporation for services other than services as Governors.

12. INDEMNITIES TO GOVERNORS

Every officer of the Corporation and every Governor, the officer's and the Governor's heirs, executors and administrators shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such officer or Governor of the Board of Governors sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Governor for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Governor in or about the execution of duties as officer of the Corporation or Member of the Board of Governors; and
- (b) all other costs, charges and expenses which the officer or the Governor sustains or incurs acting as an officer or as a Governor except such costs, charges or expenses as are occasioned by the officer's or the Governor's own wrongful act, wilful damage, breach of trust or fraud.

13. PROTECTION OF GOVERNORS AND OFFICERS

Subject always to any provision in the By-laws of the Corporation or any applicable statutory provisions to the contrary; no Member of the Board of Governors of the Corporation or officer for the time being of the Corporation shall be liable to the Corporation:

- (a) for the acts, receipts, neglects or defaults of any other Member of the Board of Governors or officer or employee, or
- (b) for joining in any receipt or act for conformity, or
- (c) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for or on behalf of the Corporation, or
- (d) for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or
- (e) for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities, or effects shall be lodged or deposited, or
- (f) for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or trust or in relation thereto,

unless the same shall happen by or through the wrongful act or wilful damage, breach of trust or fraud of the Governor or the officer.

Governors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or

entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Governors.

14. DISCLOSURE OF CONFLICT OF INTEREST

The Board of Governors and each individual Governor shall at all times address conflicting issues in a manner that is consistent with the “Conflict of Interest Guidelines for Governors” set out and incorporated by reference as Schedule “A” to these By-laws.

OFFICERS

15. OFFICERS

In addition to the Chair, the Vice-Chairs and the President hereinbefore provided for, the Board of Governors shall appoint a Secretary and a Treasurer and such other officers as the Board of Governors may determine by resolution from time to time.

- (a) Only the offices of Secretary and Treasurer may be combined.
- (b) The officers other than the Chair and Vice-Chairs need not be Members of the Board of Governors.

16. REMOVAL OF OFFICERS

Notwithstanding any other provisions in the by-laws, all officers, save and except the President, in absence of agreement to the contrary, shall be subject to removal from office by resolution of 2/3 of the Members of the Board of Governors at any time with or without cause.

The President is *ex officio* a Member of the Board of Governors. The authority and power of the Board of Governors in relation to the President are set out in subsection 10(a)(ii) of this By-law.

17. CHAIR

The Chair shall, when present, preside at all meetings of the Board of Governors. The Chair shall also be charged with overseeing the general management and supervision of the affairs and operations of the Corporation according to the directions of the Board of Governors; and the Chair shall have the authority to sign such contracts, documents or instruments in writing as require the specific authority of the Board of Governors. The Chair shall also have such other powers and duties as may from time to time be assigned to the Chair by the Board of Governors or as are incident to the Chair’s office.

The Chair shall be an Ex-Officio voting member of all committees to which he/she has not been named a member.

18. VICE-CHAIRS

The Vice-Chairs shall have such powers and perform such duties as may be assigned to them by the Board of Governors, and in the absence or inability or refusal to act of the Chair, the First Vice-Chair, or alternatively the Second Vice-Chair, shall perform all the duties and have all the powers of the Chair and if a Vice-Chair, or such other external Governor as the Board of Governors may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair shall be presumed with reference thereto.

19. SECRETARY

The Secretary shall direct the clerk of the Board of Governors, which clerk shall attend all meetings of the Board of Governors and record all facts and minutes of all proceedings in the books kept for that purpose (s. 3(22) of the Regulation). The Secretary shall ensure that all notices required be given to Governors. The Secretary shall be the custodian of all books, papers, records, correspondence and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board of Governors to do so. The Secretary shall perform such other duties as may from time to time be determined by the Board of Governors.

20. TREASURER

The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board of Governors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Governors, taking proper vouchers therefore and shall provide such reports on the financial position of the Corporation as the Board of Governors or Audit Committee shall determine from time to time. The Treasurer shall be the custodian of the Corporate seal of the Corporation which shall be delivered up only when authorized by a resolution of the Board of Governors to do so. The Treasurer shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and shall also perform such other duties as may from time to time be determined by the Board of Governors.

21. PRESIDENT

The President shall have such authority to manage and direct the business and affairs of the Corporation as the Board of Governors may delegate. That authority cannot include such matters and duties as by law must be transacted or performed by the Board of Governors but may include the authority to employ and discharge agents and employees of the Corporation or any lesser power but any agent or employee appointed by the President shall be subject to discharge by the Board of Governors. The President shall conform to and carry out all lawful orders given by the Board of Governors of the Corporation, or by the Chair thereof acting on behalf of the Board of Governors, and shall at all reasonable times give to the Governors or any of them all information they may require regarding the affairs of the Corporation.

22. OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Governors requires them.

23. VACANCIES

If the office of the Chair, either Vice-Chair, Secretary, or Treasurer, or one or more of them, shall be or become vacant by reason of death, resignation, disqualification or otherwise the Governors may elect or appoint a duly qualified officer to fill such vacancy.

The President is *ex officio* a Member of the Board of Governors. The authority and power of the Board of Governors in relation to the President are set out in subsection 10(a)(ii) of this By-law.

24. DELEGATION OF DUTIES OF OFFICERS

In case of the absence or inability to act of any officer other than the Chair, or a Vice-Chair or for any other reason that the Governors may deem sufficient, the Governors may delegate all or any of the powers of such officer to any other officer or to any Governor for the time being.

EXECUTION OF DOCUMENTS

25. CHEQUES, DRAFTS, NOTES, ETC.

All cheques, drafts, order for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Governors may from time to time designate by resolution.

26. EXECUTION OF CONTRACTS AND OTHER SPECIFIED DOCUMENTS

Contracts, documents or instruments in writing required to be signed by the Corporation may be signed by the Chair or a Vice-Chair or the President signing with the Treasurer or the Director, Budgets and Financial Planning, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Governors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The Corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or by officers, person or persons, appointed as aforesaid by resolution of the Board of Governors.

The terms “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, leases, conveyances, transfer and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Governors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

27. BORROWING

On behalf of the College, the Board may:

- a) Borrow money on the credit of the College; or
- b) Issue, sell or pledge securities of the College; or
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the College.

The Board may authorize any Governor, officer or employee of the College or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the College as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the College. The Board may authorize any Governor together with the President, or any other officer of the College to execute any

loan agreement, charge, mortgage, hypothecation, security agreement or other documents or instruments as may be required from time to time with respect to such borrowings and security therefor.”

COMMITTEES

28. ADVISORY AND OTHER COMMITTEES

- (a) In addition to the committees hereinafter specifically provided for and the Advisory Committees for any program of instruction, the Board of Governors may, from time to time, establish and appoint individuals to committees to act in an advisory capacity to the Board of Governors in connection with the particular field of activity referred to each of such committees. The Members of all committees shall hold office during the pleasure of the Board of Governors. The Members of the Board of Governors from time to time on the Executive and the President shall be *ex officio* Members of each such committee with the exception that notwithstanding the foregoing neither the President nor any other internal Governor, nor any employee of the College, including without limitation the Director, Budgets and Financial Planning shall be a member of the Audit Committee.
- (b) The Board of Governors may fill any vacancies occurring from time to time in such committees and, subject to any requirements of the Regulation, may abolish and from time to time re-establish any such committee.
- (c) If required by the Board of Governors, minutes of the proceedings of any committee shall be kept in a book or books for that purpose, which shall always be open for the inspection of any Member of the Board of Governors. The minutes of each meeting of a committee shall be read at the following meeting and confirmed under the signature of the chair of the meeting and shall, unless the Board of Governors dispenses therewith, be adopted at the next Board of Governors meeting.
- (d) Any committee so established may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit provided, however, that a majority of the Members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes, the Chair of the meeting shall have a deciding vote only if the Chair has not already cast a vote on the question. In all other matters of procedure the rules of procedure adopted by the Board of Governors shall, in turn, be used in conduct of the meetings of any committee.

- (e) Any committee so established is a Committee of the Board of Governors, the duties of any such committee are those that have been assigned to it by the Regulation, this By-law or by a resolution of the Board of Governors. No such committee has any authority to act in any matter independently of the Board of Governors but may make recommendations to the Board of Governors as to decisions or actions that the Board of Governors may take.

29. EXECUTIVE/COORDINATING COMMITTEE OF THE BOARD OF GOVERNORS

The Executive, as established in section 7 of this By-law, shall attend to such matters as may from time to time be delegated to the Executive by the Board of Governors. In an emergency, where a Board decision is required in a timely manner, and where a quorum of the full Board is not available for a special meeting. The Executive shall be empowered to take such reasonable decisions as required until such time as a Board meeting is possible for ratification.

The Coordinating Committee comprised of the same Governors, as the Executive, shall have general responsibility for the following matters:

- (a) Facilitate the development of the Annual Agenda Cycle and Governance Priorities;
- (b) Monitor application of Governance Process Policies;
- (c) Review each meeting agenda for compliance, content and timing; including identifying potential conflicts of interest;
- (d) Serve as advisor to the President, upon request;
- (e) Review monthly meeting feedback and annual evaluation;
- (f) Make recommendations to the Board for Committee membership and Chairs;
- (g) Identify and design Board development opportunities (e.g. events, training sessions, retreats) which meet Board-identified governance needs; and
- (h) Respond to emerging Board issues.

30. AUDIT COMMITTEE OF THE BOARD OF GOVERNORS

An Audit Committee of the Board of Governors shall be comprised of four external Members of the Board of Governors. The Audit Committee shall have general responsibility for the following matters:

- (a) recommendation on the appointment of the auditors;
- (b) review of audit fees charged for various audit functions;
- (c) review of normal financial reporting process;
- (d) review the relationship with the external auditors on behalf of the Board of Governors;
- (e) review of the scope of audit work;
- (f) review of the annual audited financial statements and the management letter with the external auditors and management prior to recommending approval by the Board of Governors;
- (g) determine through discussions with the independent auditors, at least one of which discussions must take place without any employee of the Corporation

- present, that no restrictions were placed by management on the scope of the auditor's examination or on its implementation;
- (h) inquire and follow-up on recommendations made in the management letter;
 - (i) review and recommend to the Board non-audit engagements by the auditors, i.e. executive limitations;
 - (j) guide Enterprise Risk Management integration into policy governance;
 - (k) to inquire and follow-up on any other appropriate issues as required.

31. NOMINATING COMMITTEE

The Board of Governors shall appoint annually the following, to form the Nominating Committee:

- Three external Governors, who are not members of the Executive, with preference being given to longer term/experienced Governors; and
- The past Chair of the Board (if still a Governor) or current Board Chair who will act as the Chair of the Committee.
- In addition, the President shall be identified as a Non-Voting Resource Person to the committee on new Governor interviews.

The Nominating Committee, following any directives given by the Board of Governors and subject to section 4 (2) of the Regulation, shall make recommendations to the Board of Governors of candidates appropriate as external Members of the Board.

In addition, the Nominating Committee shall:

- a) Properly screen potential Board members according to Board-stated needs, by no later than June of each year; and
- b) Make nominations for the positions of Chair, First Vice-Chair, Second Vice-Chair, and Member at Large. Notwithstanding the recommendations of the Nominating Committee any Member of the Board of Governors may make additional nominations of external candidates at the regular June meeting of the Board of Governors.

32. PRESIDENT'S EVALUATION COMMITTEE

The Board of Governors shall appoint annually three to five (3-5) external Members of the Board of Governors to form a President's Evaluation Committee. The President's Evaluation Committee shall have general responsibility for the following matters:

- (a) To co-ordinate the Annual Performance review of the President.
- (b) To guide, direct and oversee, on behalf of the Board the means by which the President's objectives, performance, development, compensation, and succession (with respect to leadership development) will be managed;
- (c) To review the statement of the President's objectives over the course of his term, a self-assessment of the degree to which he has accomplished those objectives, and any other information he wishes to provide;
- (d) To formulate a recommendation to the Board with respect to the performance of the President;

- (e) Other related matters that may arise.

32. GOVERNANCE COMMITTEE

The Board of Governors shall appoint annually up to five members to form a Governance Committee. The Governance Committee shall have the general responsibility for ensuring that the Board of Governors operates with:

- Up-to-date Board Policies, By-Laws and other relevant governance documents;
- Regular and relevant self-evaluation processes; and
- Continuing attention to the College's exposure to risk.

GENERAL

33. FINANCIAL YEAR

Unless otherwise ordered by the Board of Governors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

34. INTERPRETATION

In these By-laws and in all other By-laws and special resolutions of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

CERTIFICATE

Certified to be a true copy of By-Law #11 passed by a Resolution, dated the 24th day of June, 2011 and amended September 25, 2016, June 27, 2014, April 18, 2016 and April 22, 2016 of the Board of Governors of The Confederation College of Applied Arts and Technology and confirmed by them in their capacity as the only members of the Corporation.

Dated this _____ day of April, 2016.

Chair

Secretary

SCHEDULE “A” TO BY-LAW #11

OF

THE BOARD OF GOVERNORS

OF

THE CONFEDERATION COLLEGE OF
APPLIED ARTS AND TECHNOLOGY

**CODE OF CONDUCT and CONFLICT OF INTEREST
GUIDELINES FOR GOVERNORS**

This statement of a Code of Conduct and Conflict of Interest Guidelines is incorporated by reference into Bylaw #11 through section 5(a)(ii).

Statement of Purpose

Governors must be independent, impartial and responsible in order to effectively participate in decisions of the Board of Governors. It is the duty of each Governor to maintain the Board’s integrity and the confidence of the community served by the College. The Code of Conduct and the Conflict of Interest Guidelines that follow are intended to assist each Governor in ensuring that his or her integrity is beyond reproach.

In addition the Code and the Guidelines are intended to protect the integrity of the Board of Governors by:

- (a) assisting the Board in determining whether a Governor should be considered for re-appointment; and
- (b) being a standard which can form a basis for removal of a Governor from the Board of Governors pursuant to subsection 5(a)(ii) of this By-law #11.

Code of Conduct

The level of conduct deemed to be necessary in order for an individual to fill properly the role of a Governor on the Board of Governors of the Corporation includes, without limitation, those set out in this section.

- (a) Governors will be ethical and businesslike. This includes proper use of authority and appropriate decorum when acting as Governors. Governors will treat one another, students and staff with respect, co-operation and will deal openly on all matters.
- (b) Governors are accountable to exercise the powers and discharge the duties of their office honestly, in good faith and in the best interest of the College.

- (c) Governors will not communicate any matter designated as confidential to anyone. Governors must appreciate that a breach of confidentiality will be detrimental to the interests of the College or the integrity of Board deliberations or decisions.
- (d) An individual who has served as a Governor will abide by the confidentiality of information in perpetuity.
- (e) Governors will recognize that they have no individual authority and that all decisions are made by the Board; Governors therefore will not attempt to exercise individual influence over the organization except as explicitly set forth in Board policies.
 - (i) a Governor's interaction with the President or with staff will recognize that any individual Governor or group of Governors does not have authority other than that explicitly stated in Board policies or directed by the Board.
 - (ii) a Governor's interaction with the public, press or other entities will recognize the same limitation and the similar inability of any Governor or Governors to speak for the Board unless authorized to do so.
 - (iii) Governors will make no evaluations of the President or staff performance except as that performance is assessed against explicit Board policies by the official process. Governors must appreciate that attempts to exercise influence over, or meddle in administration of the affairs of the College will undermine the authority the Board has delegated to the President of the College.
 - (iv) Governors will encourage employees to utilize reporting lines within the administration to bring attention to their concerns.
 - (v) Governors will not solicit information or opinions except through processes approved by the Board.
- (f) Governors will be familiar with the *Ontario Colleges of Applied Arts and Technology Act, 2002*, and the regulations under that Act, in particular Regulation 34/03, the By-laws of the Corporation, the policies and organizational structure of the College, as well as the general rules of procedure and proper conduct of a meeting according to the adopted procedural text so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
- (g) Governors will be well prepared for each meeting and for the discussion of any item. Governors will appreciate that a failure in the obligation to be prepared for meetings, including without limitation the reading of pre-circulated materials before meetings and the taking part in educational and in-service training for Governors can be the cause of extensive unnecessary and protracted discussion or motions, or notices of motion, that are not relevant to the Objects of the College.

- (h) Governors will take part in educational activities and in-service training designed to assist them in carrying out their responsibilities.
- (i) Governors will attend meetings on a regular and punctual basis being attentive to the minimum requirements set out in section 5(a)(i) of By-law 11.

Conflict of Interest Guidelines

Definitions

“Non-Pecuniary Interest” has the meaning given that expression in subsection (d) below.

“Pecuniary Interest” has the meaning given that expression in subsection (c) below.

“Private or Personal Interests” includes both Non-Pecuniary Interest as well as Pecuniary Interest.

“Related Person” means a spouse, same sex partner, child, parent or sibling of a Governor.

(a) **Conflict of Interest Defined**

A conflict of issues arises when a Governor’s Private or Personal Interests supersede or compete with his or her official duties and responsibilities as a Governor. This could arise from Real, Potential or Apparent Conflict of Interest of a financial or other nature:

- (i) A “Real Conflict of Interest” exists when a Governor has a Private or Personal Interest that is sufficiently material and connected to his or her duties and responsibilities as a Governor that it does, or in the judgment of reasonable people acting fairly is likely to, influence, or have influenced, the exercise of these duties and responsibilities.
- (ii) A “Potential Conflict of Interest” exists, provided that a Governor has not yet exercised a duty or responsibility in relation to it, when a Governor has a Private or Personal Interest that could influence, or in the judgment of reasonable people acting fairly would be likely to influence, the performance of a Governor’s duty or responsibility.
- (iii) An “Apparent Conflict of Interest” exists when informed persons, acting prudently, might reasonably have a belief that a Governor has a Real Conflict of Interest; however, upon full and complete disclosure of all the material information it becomes apparent that there is not real conflict in fact.

In these Guidelines a reference to conflict of interest can mean a Real, Potential or Apparent Conflict of Interest.

(b) Why Conflicts are of Special Concern

It is important to note that the College is part of the broader public sector and therefore is subject to a greater level of public scrutiny than private organizations. This is not to say that private organizations do not aspire to and achieve high ethical standards. Rather, they tend to be less exposed to intense public scrutiny.

The public's perception of the College is important. Although the issue of Apparent Conflict will often be more problematic than the issue of Real or Potential Conflict, trust and confidence in the College can only be sustained if all forms of conflict of interest are identified, disclosed and resolved.

(c) Pecuniary Interests

A Governor's Private or Personal Interest include Pecuniary Interests. A Governor's Pecuniary interests include but are not limited to situations in which a contract or other matter of a monetary nature before the Board of Governors affects:

- (i) a non-offering corporation in which a Governor or Related Person(s) is a shareholder or paid director or paid officer;
- (ii) an offering corporation in which a Governor or Related Person(s) is a director of officer or holds more than 10% of the issued shares of that offering corporation;
or
- (iii) a partnership or sole proprietorship in which a Governor or Related Person(s) is a member.

Generally, Pecuniary Interest leads to conflict of interest when a Governor or Related Person is in a position to, either directly or indirectly:

- (i) personally benefit financially or avoid financial loss as result of a contract or other matter of monetary nature in which the College is involved; or
- (ii) use, for personal benefit, information that has been obtained as a result of being a Governor.

Pecuniary Interests may lack materiality. A Pecuniary Interest conflict should not be deemed to exist where:

- (i) a pecuniary interest is so remote or insignificant in nature that it cannot reasonably be regarded as likely to influence the Governor; or
- (ii) the pecuniary interest of the Governor is in common with a broad group of which the Governor is a member.

(d) Non-Pecuniary Interests

A Governor's Private or Personal Interests include Non-Pecuniary Interests. For example, a Governor may have non-economic interests such as religious, political, corporate, or institutional interests which supersede or compete with his or her duties and responsibilities as Governor.

- (i) The Objects of the College are set out in Schedule "B" to By-law #11.

[1] A Governor's ability to serve the objects of the College without impediment may come into question in situations where the Governor holds a position of influence in another organization which has taken positions on issues related to ones under discussion by the Board of Governors. In such situations, a Governor's loyalties may be divided between serving the best interests of two different organizations.

- (ii) Non-Pecuniary Interests may lack materiality.

[1] a Governor who is a government appointee should be deemed not to have a conflict of interest when there are matters before the Board of Governors that are related to his or her governmental position;

[2] a Governor may have predisposition but because he or she is open to the argument and ideas of others cannot be accused of undue bias or of prejudice.

Regarding the last mentioned point, all people have predispositions; these biases do not necessarily in themselves prevent even-handed decisions. A Governor can admit having a predisposition, or bias, yet make decisions that are unbiased and independent of them. Where, however, a Governor holds a position or belief on an issue that dismisses opposing views, as being without substance or merit merely because they are opposed, may more likely be prejudiced. A prejudice may well be a Non-Pecuniary Interest that should be declared while a predisposition that, by its nature, does not arbitrarily preclude other points of view becoming the basis for a decision should be deemed not to be a conflict of interest.

(e) Interests in Relation to Internal Governors

While internal Governors are subject to the same guidelines as external Governors, the following situations specific to internal Governors should be noted.

(i) The General Rule:

In general, voting on matters which have an effect on a broad group by a member of the group is not considered a conflict of interest. Students, support staff, academic staff and administration would each be a broad group. For example, where a student Governor also holds a position in the student association, holding such position of influence should be deemed not to create a conflict of interest when there are matters before the Board of Governors that affect students in general;

(ii) Exceptions to the General Rule:

Conflict would reasonably be deemed to exist, however, when considering the following:

- [1] a decision directly affecting a specific instructional program in which:
 - a Governor or Related Persons are enrolled; or
 - a Governor or Related Persons are employed.
- [2] decisions related to labour negotiations:
 - for a Governor or Related Persons who are employees of the college, including administrative staff and including the President;
 - for a Governor or Related Persons who hold positions at other institutions who could be seen to gain benefit from information divulged, or decisions made, on these matters.
- [3] decisions related to the President's performance rating and related determination of pay.

For purposes of clarification, student Governors shall be permitted to vote on issues related to student fees.

(f) Declaration of Conflict

Governors are expected to arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. Where conflict cannot be avoided, however, the following guidelines on declaration of conflict should be followed.

(i) Administrative Steps to Elicit Declarations as to Conflicts of Interest

At the beginning of every meeting of the Board of Governors or a Committee of the Board of Governors, the chair should ask and have recorded in the minutes whether any Governor has a conflict to declare, whether it is a Real, Potential or Apparent Conflict of Interest or a Perceived Conflict of Interest in respect to any agenda item.

(ii) Disclosure by a Governor in a Conflict of Interest Situation

In cases where conflict cannot be avoided, a Governor must not wait for the request for disclosure at a meeting but instead must declare conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where conflict of interest is declared prior to a board or a committee meeting, the declaration should be made to the Chair of the Board of Governors and in the situation of a Committee of the Board to the Chair of the Committee.

Where a Governor is unsure whether he or she is in conflict, that Governor should raise the perceived conflict with the Board of Governors, and the Board of Governors must determine by majority vote whether or not a conflict of interest exists. The Governor raising the question must refrain from voting on the issue of whether or not there is a conflict of interest.

Where a conflict of interest is discovered after consideration of a matter, it must be declared to the Board of Governors and appropriately recorded at the first opportunity. If the Board of Governors determines that involvement of said Governor influenced the decision of the matter, the Board of Governors must re-examine the matter and may rescind, vary or confirm its decision.

(iii) Assertion by a Governor that another Governor is in Conflict of Interest

Any Governor who perceives another Governor to be in conflict of interest in a matter under consideration must raise this concern with the chair of the Board of Governors. The chair, in turn, must discuss the matter with the Governor who is thought to be in conflict and as appropriate hold further discussions with the Governor who is questioning whether a conflict exists. If the discussions do not lead to a resolution, the matter must be brought to the Board of Governors and the Board of Governors must determine by majority vote whether or not a conflict of interest exists. In such a vote both the Governor who is thought to be in conflict and the Governor raising the question must refrain from voting on the issue of whether or not there is a conflict of interest.

(g) Board Operating Procedures Where Conflict Exists

(i) The Chair should ensure that the minutes of the meeting record any declared

conflict of interest on the part of a Governor and if relevant, that the Governor withdrew from the discussion and did not vote.

- (ii) Where a Governor has declared or has been found to be in conflict of interest, the Governor has several obligations.
- [1] In all cases the affected Governor must:
- not attempt in any way whether before, during or after the meeting to influence the voting on the matter related to the conflict;
 - consider absenting himself or herself from the discussion in the meeting; and
 - not vote on the matter related to the conflict.
- [2] In the public portion of the meeting the affected Governor must:
- refrain from participating in any discussions of the matter related to the conflict, whether by the Board of Governors or a committee of the Board of Governors;
 - refrain from voting on any motion involving the matter related to the conflict; and
 - consider absenting himself or herself from the discussion on the motion as well as from the vote.
- [3] In the *in camera* portion of the meeting the affected Governor must:
- withdraw from a board meeting or a committee meeting while the matter is being discussed or voted upon.

SCHEDULE “B” TO BY-LAW #11

OF

THE BOARD OF GOVERNORS

OF

THE CONFEDERATION COLLEGE OF
APPLIED ARTS AND TECHNOLOGY

OBJECTS

The objects of the College are set out in sections 2(2) and 2(3) of the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as follows:

“Objects

(2) The objects of the college are to offer a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment and to support the economic and social development of their local and diverse communities. 2002, c.8, Sched. F, S. 2 (2).

Carrying out its objects

(3) In carrying out its objects, a college may undertake a range of education-related and training-related activities, including but not limited to,

- (a) entering into partnerships with business, industry and other educational institutions;
- (b) offering its courses in the French language where the college is authorized to do so by regulations;
- (c) adult vocational education and training;
- (d) basic skills and literacy training;
- (e) apprenticeship in-school training; and
- (f) applied research. 2002, c. 8, Sched. F, s. 2(3).”

BY-LAW #12

Authority Delegated to the President

BE IT ENACTED as a By-law concerning Authority Delegated to the President.

DELEGATED POWERS

1. Pursuant to section 21 of By-law #11, the President of the College shall have and exercise the authority of the Board of Governors to:
 - (a) appoint,
 - (b) classify,
 - (c) promote,
 - (d) suspend,
 - (e) transfer,
 - (f) reclassify, or
 - (g) remove,

subject to the salary and wage rates, and according to the terms and conditions established by the Council, the enforceable terms of any employment contract, and the specific requirements, if any, of the Minister, all administrative, teaching and non-teaching personnel of Confederation College.

Enacted by a Resolution of the Board of Governors of The Confederation College of Applied Arts and Technology and confirmed by them in their capacity as the only members of the Corporation as By-law #12 of the Corporation dated the 23rd day of January, 2009.

In witness of the corporate seal of The Confederation College of Applied Arts and Technology.

corporate
seal

Chair

Secretary

The Electoral By-law

BE IT ENACTED as follows.

A By-law relating to subsections 3(b) and 4(b) of By-law #11 and providing the procedure for election of internal Members to the Board of Governors.

BE IT ENACTED and it is hereby enacted as a By-law of the Corporation.

1. COMPOSITION:

- (a) The following groups within the College are deemed to be Referenced Groups:
 - (i) students of the College;
 - (ii) the academic staff of the College;
 - (iii) the administrative staff of the College;
 - (iv) the support staff of the College.

- (b) Of the seventeen (17) positions on the Board of Governors of the Corporation, subsection 3(b) of By-law #11 provides that:

“four (4) of whom (herein referred to as the “internal Members of the Board of Governors”) shall be Governors elected to that position, one each from the relevant groups referenced in the Regulations, being the students, the academic staff, the administrative staff and the support staff (the “Referenced Groups”), which election shall be held according to the procedure for elections set out in By-law #134 and according to the Regulations; and”

- (c) Subsection 4(b) of By-law #11 provided that:

“A vacancy in a Board position available to an Internal Governor shall be filled according to the Corporation’s By-law #13 setting out the procedure for election of internal Members of the Board of Governors.”

- (d) All terms of art herein are used in reliance on their defined meaning set out in the Definitions on By-law #11.

2. ELECTION STATEMENT:

- (a) Elections within each referenced group shall be held in accordance with The Regulation under the Act and with procedures and conditions established in this By-law after consultation with the referenced groups.
- (b) The College Board of Governors will not be improperly constituted solely because the students or a staff group referenced choose not to exercise the right to elect a candidate for appointment.

3. DEFINITION OF THOSE WHO QUALIFY AS MEMBERS OF THE REFERENCED GROUPS:

The following are the four (4) referenced Groups from among each of whom one (1) candidate for appointment to the Board may be elected following the procedures set out in this By-law:

- (a) An Academic staff member is a person who is employed by the College as a professor, counsellor or librarian. This includes a person employed full-time or part-time.
- (b) An Administrative staff member is a person who is employed by the College who does not fit the definition of an Academic staff member or a Support staff member. This includes a person who is employed full-time or part-time.
- (c) A Support staff member is a person who is employed by the College as a member of the Office, Technical, Health Care, Maintenance, Building, Service, Shipping, Transportation, Cafeteria or Child Care staff. This includes a person employed full-time or part-time.
- (d) A Student is a person who is enrolled in a "program of instruction" in the College. This includes a person enrolled on a full-time or a part-time basis and includes a person enrolled in a "Post-secondary" or "Adult Training" program. A "program of instruction" means a group of related courses leading to a diploma, certificate or other document awarded by the Board of Governors.

4. RETURNING OFFICERS:

- (a) The Board of Governors appoints a Chief Returning Officer to oversee the election process.
- (b) Each Referenced Group shall constitute an electoral group and the Chief Returning Officer shall appoint a Deputy Electoral Returning Officer for each electoral group.

- (c) After consultation with the Deputy Electoral Returning Officers, the Chief Returning Officer appoints one Area Deputy Returning Officer for each campus of the College.

5. VOTER AND CANDIDATE QUALIFICATIONS:

- (a) Qualified voters and candidates are eligible to vote and run for election in the appropriate Referenced Group. Membership in a Referenced Group is determined through an individual's main affiliation with the College. For example, a full-time student who works part-time for the College is eligible to vote and run for election in the student Referenced Group but not in the support staff Referenced Group. A full-time employee who is registered as a student is eligible to vote and run for election in the appropriate employee Referenced Group but not in the student Referenced Group. A part-time student who is also employed by the College on a part-time basis is allowed to choose one of the two relevant Referenced Groups for the purpose of election.

6. TERMS OF OFFICE:

- (a) Governors elected by Academic, Administrative and Support staff have a three (3) year term and are eligible once for immediate re-election. Following a lapse of two (2) years, however, an individual is eligible for further terms not exceeding six (6) additional consecutive years. See section (c) below regarding rotational terms.
- (b) A Student Governor is elected for a one (1) year term, and is eligible for re-election for up to two (2) further one (1) year terms.
- (c) A rotational pattern of elected Governors from Academic, Administrative and Support staff is to be followed to ensure continuity and balance. The first terms of office were staggered as one, two and three-year terms. This determination was made through a lottery conducted by the Chief Returning Officer in the presence of the three (3) Deputy Electoral Returning Officers.
- (d) An elected Governor who ceases to be a member of his or her Referenced Group automatically ceases to be Governor except in the case of a student Governor who graduates prior to the expiration of his or her term. Such a student may remain a Governor until August 31st of the year of graduation.
- (e) Terms of office commence September 1.

7. MID-TERM VACANCIES:

If an elected Governor is, for any reason, unable to complete the designated term of office, the Board of Governors may, in the absolute discretion of the board, either offer the position to the second place candidate or require a new election.

8. NOMINATION/CANVASSING PROCEDURES:

Nominations are to be filed on a form authorized by the Board of Governors during a specified ten (10) calendar day period. The nomination form contains the name of the nominee and the signatures of at least ten (10) members of the relevant Referenced Group in support of the nomination. The nominee signs the form to signify that he or she is aware of the nomination and is willing to accept the role and responsibilities if elected. The nominee's signature is witnessed. Persons duly nominated have twenty-four (24) hours after the close of the nomination period to reconsider their nomination. The Chief Returning Officer verifies the eligibility of the nominees and is responsible for advising the candidates and the Secretary to the Board of Governors of required elections. Canvassing is allowed during a fifteen (15) calendar day period commencing on the close of nominations and ending twenty-four (24) hours prior to the opening of the election polls.

9. VOTER LISTS:

- (a) The Chief Returning Officer prepares the following Electoral Lists prior to the opening of nominations:
 - (i) Lists for each of the Referenced Groups of employees, by campus, in alphabetical order, using employee last name with first name and department. The lists show total number of voters.
 - (ii) List of students, by campus, in alphabetical order, using last name with first name and program name. The lists show total number of voters for each area campus.
- (b) Campus Voter Lists are posted in the Resource Centre in Thunder Bay and in the main offices of area campuses at least ten (10) days prior to election day.

10. SECRET BALLOT:

The elections are conducted by a secret ballot.

11. DISPUTE RESOLUTION:

The decision of Chief Returning Officer on any dispute during or following an election is final.

12. REVIEW PROCESS:

This By-law concerning procedures for election of four (4) Governors, one each from among students, and, respectively, Academic staff, Administrative staff, and Support staff, may be reviewed at the discretion of the Chair of the Board of Governors upon any request.

Enacted by a Resolution of the Board of Governors of The Confederation College of Applied

Arts and Technology and confirmed by them in their capacity as the only members of the Corporation as By-law #13 of the Corporation dated the 23rd day of January, 2009.

In witness of the corporate seal of The Confederation College of Applied Arts and Technology.

corporate
seal

Chair

Secretary



Board of Governors' Governance Policies

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Board of Governors Policy

POLICY TYPE: Ends

NUMBER: E 1-3

POLICY TITLE: Mission, Vision and Ends

APPROVED: November 27, 2015

LAST REVIEW DATE: October 23, 2015

The Preamble, Mission and Vision have been created by the Board to be used for informational purposes for bodies internal and external to the College. They are intended to describe the College, and will not be used to evaluate organizational performance.

PREAMBLE

Confederation College is an agency of the province of Ontario, established by Legislation. The people of Northwestern Ontario are the moral owners of Confederation College.

MISSION

Confederation College inspires learners to succeed in their lives and careers in Northwestern Ontario and beyond.

VISION

Confederation College will enrich lives through learning.

The following Ends policies have been created by the Board to instruct the College through the President, by clearly articulating the outcomes expected. The Ends will be used to evaluate College and President performance.

Ends Policy 1 – Access and Success

Confederation College excels in attracting, supporting and graduating a diverse¹ range of learners.

E1.1 All learners have access to a broad range of programs, pathways and learning opportunities to meet and achieve their career and life goals in a flexible and supportive learning environment.

E1.2 Reconciliation² informs learners' success.

¹“Diverse Learners” is defined as learners with a range of dimensions that includes but is not necessarily limited to: learning skills, socio-economic background, race and cultural heritage, physical and mental ability, gender and sexual orientation, religious and political beliefs, as well as geographic origin.

²“Reconciliation” is an ongoing journey to engage all Canadians in dialogue that revitalizes and promotes a mutually respectful relationship between Indigenous and non-Indigenous peoples in order to build vibrant, resilient and sustainable communities in reference to the Truth and Reconciliation Commission of Canada: Calls to Action Report.

Ends Policy 2 - Community Prosperity

Confederation College fosters economic and social development in Northwestern Ontario and beyond.

- E2.1 Meets the training and development needs of employers.
- E2.2 Ensures all learners experience the Negahneewin Council Vision.
(See Appendix 1)
- E2.3 Leads and supports innovation and entrepreneurship through partnerships with business and industry.
- E2.4 Enriches the quality of life, prosperity and sustainability of its diverse communities.

Ends Policy 3 – Institutional Excellence

Confederation College is recognized as an excellent and progressive organization.

- E3.1 Exceeds college and sector indicators of quality and success.
- E3.2 Manages its human, financial and physical resources responsibly and sustainably.
- E3.3 Is an employer of choice.
- E3.4 Recognized as a leader in Indigenous learning in Canada.

APPENDIX 1
NEGAHNEEWIN COUNCIL VISION



Negahneewin Council
Vision

Confederation College is situated on the shores of Lake Superior which is the traditional land of Indigenous peoples. This historical meeting place called Anemki Wahjewd is home to the Anishinaabe. Traditionally, the Great Lakes enabled Indigenous peoples to gather for trade, alliance building and decision making. Upon the arrival of European settlers these waterways supported the intercultural exchange that occurred. Today, Indigenous peoples and Canadians are coming to terms with the legacy of colonialism. The prospect of renewed relationships and reconciliation processes are ongoing. It is against this backdrop that Confederation College acknowledges that it is on Indigenous land. In recognition of this colonial history Confederation College is embarking on renewed relationships with Indigenous peoples as partners for change in education.

Outcomes for Indigenous Students:

1. Indigenous Students will be self determining in achieving educational success.
2. Indigenous Students will be affirmed in an inclusive and engaging learning environment.
3. Indigenous Students will graduate with a vision for meno bimidizewin.*

Outcomes for All Students:

1. All Students of Confederation College will leave as global citizens with an understanding of Indigenous world views.
2. All Students will respect and celebrate diversity towards social justice.

Building Common Ground:

We believe that these outcomes will be realized when Indigenous Peoples and Canadian citizens build common ground through a mutual understanding of history, a shared vocabulary and a rich dialogue. Confederation College will reflect this reality when:

1. There is recognition that the history of Indigenous education through the Negahneewin vision is foundational to Confederation College.
2. Indigenous centred space is created and reflected across Confederation College.
3. Indigenous Knowledge infuses all curricula.
4. Indigenous world views and principles are adopted by Confederation College towards a healthy and sustainable Northwestern Ontario.

*The meaning of meno bimidizewin is "a good life" in the Anishinaabe language.



Board of Governors Policy

POLICY TYPE: Board-Management Delegation ***NUMBER:*** BMD-1

POLICY TITLE: Global Board-Management Delegation

APPROVED: June 22, 2012 ***LAST REVIEW DATE:*** September 25, 2015

The Board's sole official connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer, titled the President.



Board of Governors Policy

POLICY TYPE: Board-Management Delegation ***NUMBER:*** BMD-2a

POLICY TITLE: Unity of Control

APPROVED: June 22, 2012 ***LAST REVIEW DATE:*** September 25, 2015

Only officially passed motions of the Board are binding on the President.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the President.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds, or are disruptive.



Board of Governors Policy

POLICY TYPE: Board – Management Delegation ***NUMBER:*** BMD-2b

POLICY TITLE: Accountability of the President

REVISED: June 22, 2012 ***LAST REVIEW DATE:*** November 27, 2015

APPROVED: June 22, 2012

The President is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

1. The Board shall never give instructions to persons who report directly or indirectly to the President.
2. The Board shall not evaluate, either formally or informally, any staff other than the President.
3. The Board shall view President performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and compliance with Board-stated Executive Limitations plus the Board's Annual Objectives will be viewed as successful President performance.



Board of Governors Policy

POLICY TYPE: Board – Management Delegation **NUMBER:** BMD-2c

POLICY TITLE: Delegation to the President

REVISED: June 22, 2012 **LAST REVIEW DATE:** November 27, 2015

APPROVED: June 22, 2012

The Board will instruct the President through written policies that:

- (a) prescribe the organizational Ends to be achieved, and
- (b) describe organizational situations and actions to be avoided (Executive Limitations); allowing the President to use any reasonable interpretation of these policies.

1. **Ends Policies:** The Board will develop policies instructing the President to achieve certain results, for certain beneficiaries, at a certain worth or cost. These policies, called Ends, will be developed systematically from the broadest, most general level to more defined levels. All issues that are not Ends issues as defined here are means issues. Ends policies answer the following three (3) questions about what the organization will produce: “What Good? For Whom? And At What Cost?”
2. **Executive Limitations Policies:** The Board will develop policies that limit the latitude that the President may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the President. Therefore, all means are considered pre-approved by the Board unless explicitly prohibited in the Executive Limitations policies.
3. The highest level policy in any category is not necessarily limited to the sum of the subsidiary levels of that policy.
 - 3.1 Below the global (highest) level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the President to the Board's satisfaction.
4. As long as the President uses *any* reasonable interpretation of the Board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.
5. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By so doing, the Board changes the latitude of choice given to the President. But so long as any particular delegation (policy) is in place, the Board and its members will respect and support the President's choices.



POLICY TYPE: Board-Management Delegation

POLICY TITLE: Monitoring Executive Performance

NUMBER: BMD-2d

APPROVED: June 22, 2012

Systematic and rigorous monitoring of the President's job performance will be solely against the only expected CEO job products:

- (1) The College's achievement of a reasonable interpretation of the Board's Ends policies, and
 - (2) The College's operation within a reasonable interpretation of the boundaries established in Board Executive Limitations policies.
1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring data.
 2. The Board will acquire monitoring information by one or more of three methods:
 - A. by INTERNAL REPORT: in which the President discloses interpretations and compliance information to the Board,
 - B. by EXTERNAL REPORT: in which an external, independent third party selected by the Board assesses compliance with the President's interpretation of Board policies,
 - C. by BOARD DIRECT INSPECTION: in which a designated Board member or members of the Board assess compliance with the President's interpretation of the appropriate policy criteria.
 3. In every case, the Board will judge:
 - (a) the reasonableness of the President's interpretation, and
 - (b) whether data demonstrates accomplishment of the interpretation (regarding Ends) or compliance with the interpretation (regarding Executive Limitations).
 4. The standard for compliance shall be any reasonable President interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather

than with interpretations favoured by Board members or by the Board as a whole.

5. The Board can monitor organizational compliance with any policy at any time by any of the above three (3) methods.
6. The Board will determine the frequency and method of monitoring the policies that instruct the CEO (Ends and Executive Limitations) and will normally use a routine schedule, as follows:

Policy	Frequency (times per year)	Method (see legend below)
ENDS	1X	IR
EL-1 Global Executive Constraint	1X	IR
EL-2a Treatment of Learners	1X	IR
EL-2b Treatment of Staff	1X	IR
EL-2c Compensation and Benefits	1X	IR
EL-2d Financial Condition and Activities	3X	IR
	1X	ER
	n/a	BDI
EL-2e Financial Planning and Budgeting	1X or as needed	IR
EL-2f Asset Protection	1X	IR
EL-2g Communication and Support to the Board	1X	IR
	1X	BDI
EL-2h Emergency Executive Succession	1X or as needed	IR
EL-2i Public Image	1X	IR

Methods:

IR = Internal President Report

ER = External Report

BDI = Board Direct Inspection



POLICY TYPE: Board-Management Delegation

POLICY TITLE: Executive Performance Evaluation and Compensation

NUMBER: BMD-2e

APPROVED: June 22, 2012

Evaluation:

The Board will have a formal evaluation of the President in June of each year, and the process will be an examination and assessment of the monitoring data received since the last performance evaluation on the achievement of Ends and on compliance with the Executive Limitations policies. Throughout the year Executive Limitations Monitoring reports are received and the Board's decisions are recorded into a summary document called the Monitoring Worksheet.

In May of each year:

- The Secretary/Treasurer will provide a summary of Executive Limitations Reports for the previous year to the Board;
- The President will present a summative Ends Monitoring Report for the previous year to the Board;
- The Board will consider and discuss the summary of EL reports and summative Ends Monitoring Reports and pass appropriate motions;

Compensation Determination

The College Employer Council (CEC) contracts market surveys on a regular basis to determine the compensation levels for administrators for Ontario Colleges and establishes a salary grid for Presidents. The Board negotiates an employment contract with the President in accordance with these CEC terms and conditions guidelines for medium-sized colleges.

Where the Board deems the President's performance to be satisfactory by accepting his/her monitoring reports in accordance with Policy BMD-2d, they will grant normal progression through the negotiated President's salary grid including any economic adjustments, retroactive to April 1st. This will take place each June (see also GP policy #2g, Annual Planning, clause #4)

Exceptional Performance Allowance

In accordance with CEC guidelines, the President is also eligible for an exceptional lump sum payment up to the maximum. This will be determined by the Board each year in June when the Board meets in-camera to discuss the accumulation and evaluation of monitoring reports received throughout the year.



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-1

POLICY TITLE: Global Executive Constraint

REVISED: June 22, 2012 **LAST REVIEW DATE:** January 22, 2016

APPROVED: June 22, 2012

The President shall not cause or allow any organizational practice, activity, decision or circumstance, which is:

- unlawful;
- imprudent; or
- in violation of commonly accepted business and professional ethics.

Monitoring:

Frequency and Method:

- Annually – Internal President Report



Board of Governors Policy

POLICY TYPE:	Executive Limitations	NUMBER:	EL2a
POLICY TITLE:	Treatment of Learners		
REVISED:	June 22, 2012	LAST REVIEW DATE:	March 23, 2015
APPROVED:	June 22, 2012		

With respect to interactions with learners or those applying to be learners , the President shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, unfair, disrespectful or unnecessarily intrusive.

The President shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing learner information that fail to protect against improper access to the material.
3. Allow learners to be unaware of what may be expected and what may not be expected from the service offered.
4. Allow learners to be unaware of this policy or a way to be heard for persons who believe that they have not been accorded a reasonable interpretation of their rights under this policy.
5. Retaliate against a learner for non-disruptive expression of dissent, or for reporting to management or to the Board of Governors (per the appeal procedure in the student handbook) acts or omissions by staff, management or the Board of Governors that the learner believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or a governing policy of the Board. (Whistleblower policy)

Monitoring:

Frequency and Method: Annually – Internal President Report

Board of Governors Policy

POLICY TYPE:	Executive Limitations	NUMBER:	EL-2b
POLICY TITLE:	Treatment of Staff		
REVISED:	May 22, 2015	LAST REVIEW DATE:	May 22, 2015
APPROVED:	June 22, 2012		

With respect to treatment of paid and volunteer staff, the President shall not cause or allow conditions, which are unfair, disrespectful, undignified, disorganized or unclear.

The President shall not:

1. Allow staff to work without having written personnel procedures that:
 - (a) clarify rules for staff,
 - (b) provide for effective handling of disputes and
 - (c) protect against and deal effectively with wrongful conditions. (e.g. nepotism and grossly preferential treatment for personal reasons)
2. Allow negative consequences against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Governors (per the complaint procedure in the personnel manual) acts or omissions by staff, management or the Board of Governors that the employee believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or a governing policy of the Board (Whistleblower Policy).
3. Allow staff to be unprepared to deal with emergency situations.
4. Allow staff to be unfamiliar with the President's interpretations of their protections under this policy.

Monitoring:

Frequency and Method:

- Annually – Internal President Report



Board of Governors Policy

POLICY TYPE: Executive Limitation **NUMBER:** EL-2c

POLICY TITLE: Compensation and Benefits

APPROVED: June 22, 2012 **LAST REVIEW DATE:** September 25, 2015

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President shall not cause or allow jeopardy to fiscal integrity or public image.

The President shall not:

1. Change the President's own compensation and benefits.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
3. Create obligations over a longer term than revenue can be reasonably projected.

Monitoring

Frequency and Method: Annually – Internal President Report



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-2d

POLICY TITLE: Financial Condition and Activities

REVISED: June 22, 2012 **LAST REVIEW DATE:** April 22, 2016

APPROVED: June 22, 2012

With respect to the actual, ongoing financial condition and activities, the President shall not cause or allow the development of:

- (a) fiscal jeopardy or
- (b) a material deviation of actual expenditures from Board priorities established in Ends policies.

The President shall not:

1. Materially expense more funds than have been received in a fiscal year.
2. Use any long-term reserves.
3. Allow payroll, accounts payable, accounts receivables or debts to be handled in an untimely manner.
4. Acquire, encumber or dispose of real estate.

Monitoring - Frequency and Method:

- 3 times per year – Internal President Report
- Annually – External Report
- TBD – Board Direct Inspection



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-2e

POLICY TITLE: Financial Planning and Budgeting

APPROVED: June 22, 2012 **LAST REVIEW DATE:** September 25, 2015

The President shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to:

- a) deviate materially from Board Ends priorities,
- b) risk financial jeopardy; or
- c) fail to be derived from a multi-year plan.

The President shall not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in the Executive Limitations policy entitled "Financial Condition & Activities".
2. Omit:
 - a) credible projection of revenues and expenses,
 - b) separation of capital and operational items,
 - c) cash flow analysis, and
 - d) disclosure of planning assumptions.
3. Omit an annual budget for Board prerogatives during the year as set forth in the Governance Investment policy (see GP-2h – Governance Investment).

Monitoring:

- Frequency and Method: Annually or as needed – Internal President Report



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-2f

POLICY TITLE: Asset Protection

REVISED: June 27, 2014 **LAST REVIEW DATE:** April 24, 2015

APPROVED: June 22, 2012

The President shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The President shall not:

1. Allow the organization, Board members, staff and volunteers to be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses.
2. Subject facilities and equipment to improper wear and tear, **or** insufficient maintenance, that could result in unacceptable risk.
3. Inappropriately expose the organization, its Board, or staff to claims of liability.
4. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
5. Allow intellectual property, information or files to be exposed to loss, improper access or significant damage, or operate without maintaining records in accordance with a records retention schedule approved by legal counsel.
6. Invest funds or hold operating capital in instruments or vehicles inconsistent with MTCU policies, or without consideration of rate of return, value at maturity and cash flow needs.
7. Compromise the independence of the Board's audit or other external monitoring.
8. Set tuition fees.
9. Make a single purchase or commitment of greater than \$1,000,000. Splitting orders to avoid this limit is not acceptable.

Monitoring:

Frequency and Method:

- Annually – Internal President Report



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-2g

POLICY TITLE: Communications and Support to the Board

REVISED: June 22, 2012 **LAST REVIEW DATE:** May 22, 2015

APPROVED: June 22, 2012

The President shall not permit the Board to be uninformed or unsupported in its work. The President shall not:

1. Neglect to submit monitoring data required by the Board according to its policy "Monitoring President Performance" in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored, and including the President's interpretations consistent with the "Delegation to the President" policy, as well as relevant data.
2. Let the Board be unaware of any significant incidental information including anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes.
3. Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and President.
4. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Allow the Board to be without a workable mechanism for official Board, officer or committee communications.
7. Favour or privilege certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board's monitoring schedule.
9. Fail to submit to the Board via required approval (consent) agenda any items that by legislation, MTCU policy or Board By-Laws, require Board approval, i.e. those items delegated to the President yet required by law or contract to be Board-approved, accompanied by applicable monitoring information.

Monitoring:

Frequency and Method:

- Annually – Internal President Report
- Annually – Board Direct Inspection



POLICY TYPE: Executive Limitations

POLICY TITLE: Emergency Executive Succession

NUMBER: EL-2h

Revised: May 22, 2015

Approved: June 22, 2012

In order to protect the Board from the sudden loss of President services, the President shall not permit there to be fewer than two (2) executives, as a group, sufficiently familiar with Board and President issues and procedures to enable them to take over with reasonable proficiency as interim successor. In this event, the Board will take these recommendations into consideration when appointing an interim President.

Monitoring:

Frequency and Method:

- Annually or as needed – Internal President Report



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-2i

POLICY TITLE: Public Image

REVISED: March 28, 2014 **LAST REVIEW DATE:** January 22, 2016

APPROVED: June 22, 2012

The President shall not endanger the organization's public image, credibility, or its ability to accomplish Ends.

The President shall not:

1. Allow staff other than him/herself or designate to make representations to the public regarding College decisions.
2. Make presentations to the public:
 - a) regarding Board policy (this does not include Board decisions);
 - b) regarding the President's own performance; or
 - c) when instructed specifically not to do so.
3. Allow the public to be unaware of information regarding Board decisions, including By-Laws, Board minutes and Board policies.

Monitoring:

Frequency and Method:

- Annually – Internal President Report



Board of Governors Policy

POLICY TYPE: Executive Limitations **NUMBER:** EL-2i

POLICY TITLE: Public Image

REVISED: March 28, 2014 **LAST REVIEW DATE:** January 22, 2016

APPROVED: June 22, 2012

The President shall not endanger the organization's public image, credibility, or its ability to accomplish Ends.

The President shall not:

1. Allow staff other than him/herself or designate to make representations to the public regarding College decisions.
2. Make presentations to the public:
 - a) regarding Board policy (this does not include Board decisions);
 - b) regarding the President's own performance; or
 - c) when instructed specifically not to do so.
3. Allow the public to be unaware of information regarding Board decisions, including By-Laws, Board minutes and Board policies.

Monitoring:

Frequency and Method:

- Annually – Internal President Report



POLICY TYPE: Governance Process

POLICY TITLE: Global Governance Process

NUMBER: GP-1

APPROVED: June 22, 2012

The purpose of the Board is to:

- 1) Represent the interests of the moral ownership, defined as the people of northwestern Ontario. The Board will proactively pursue ownership input, not waiting for input to be initiated by owners. (See also GP-2k – Board Linkage with Community).
- 2) Determine the benefits that the organization will provide, keeping a long-term, strategic perspective, (the Ends policies) and
- 3) Ensure that the operating organization accomplishes what it should (described in the Ends policies) in ways that the Board determines are acceptable (described in the Executive Limitations policies).

Board of Governors Policy

POLICY TYPE:	Governance Process	NUMBER:	GP-2a
POLICY TITLE:	Governing Style		
REVISED:	March 27, 2015	LAST REVIEW DATE:	November 27, 2015
APPROVED:	June 22, 2012		

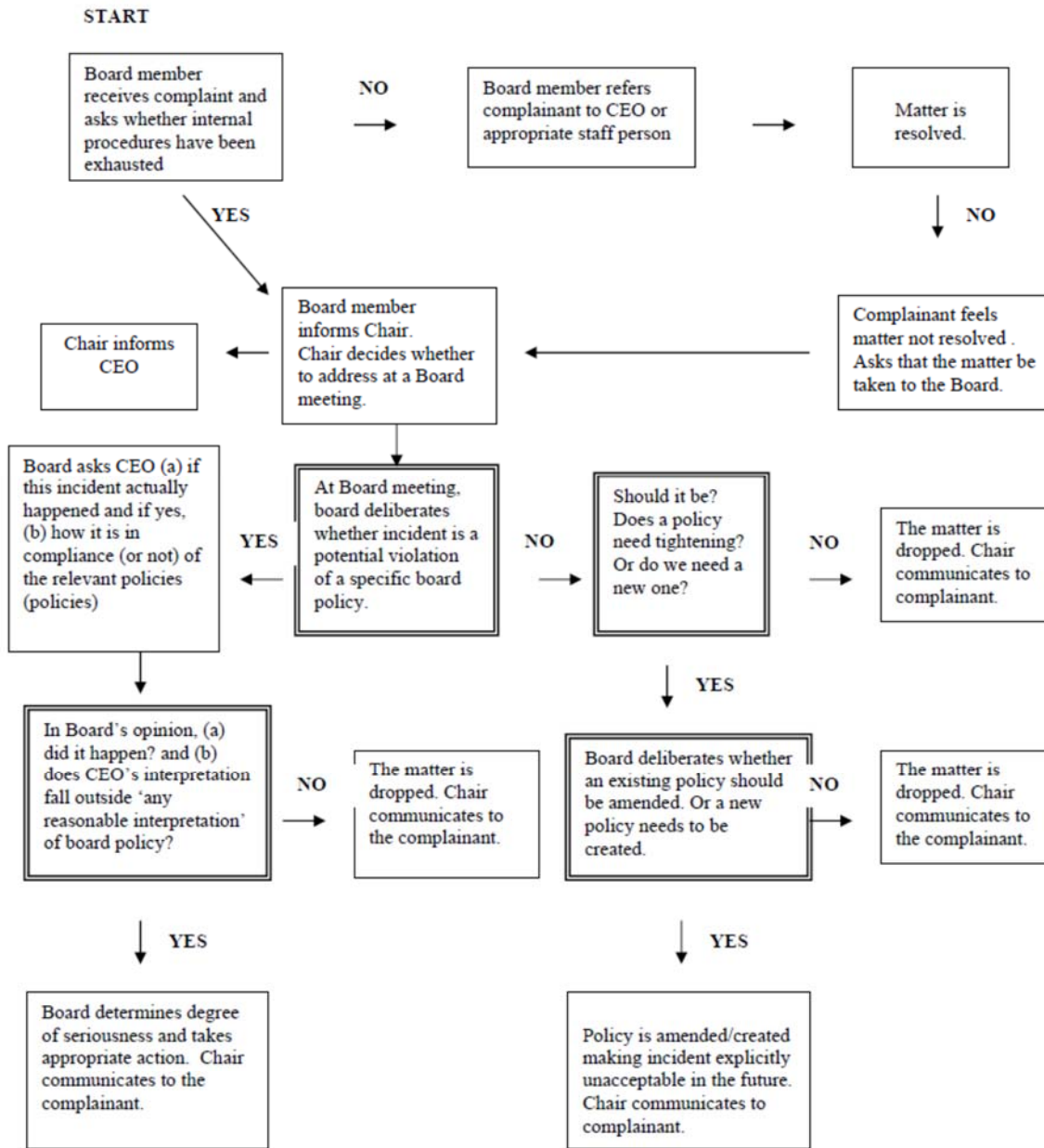
The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:

- outward vision rather than an internal preoccupation,
 - encouragement of diversity in viewpoints,
 - strategic leadership more than administrative detail,
 - clear distinction of Board and chief executive roles,
 - collective rather than individual decisions,
 - future rather than past or present, and
 - proactivity rather than reactivity.
1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will normally be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board although the expertise of individual members may be used to enhance the understanding of the Board as a body.
 2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.
 3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
 - a) Handling Complaints: If a governor is concerned about an operational issue that could be a violation of Board policy (usually a violation of an Executive Limitation policy) the governor should contact the Board Chair who will decide if the issue can be clarified simply, or if it needs to get onto a Board meeting agenda. The issue should not be raised by a governor, at a board meeting, unless the Chair has included it on the agenda in advance. Any complaint brought against a board member will be brought directly to the Co-ordinating Committee.
 - b) If a governor receives a complaint, the governor should be satisfied that the complainant has exhausted internal processes, before contacting the Board Chair who will decide if the issue needs to get onto a Board meeting agenda. The issue should not be raised by

a governor, at a Board meeting, unless the Chair has included it on the agenda in advance.

4. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
5. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.
6. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
7. Board members' legal and ethical obligation is to represent the entire ownership, not specifically the constituent groups from which they have been selected or appointed.
 - a) Appropriate broad-based input from the moral ownership must be sought for the board education and ownership linkage and analyzed by the entire board.
 - b) The full range of the views of the moral ownership as to purpose and cost of the organization must be incorporated into board deliberations, not just those points of view held personally by board members or their constituent groups.

BOARD PROCESS FOR HANDLING COMPLAINTS*



This document has been provided courtesy of CMR Governance Consulting www.CMRaso.com.

* "Complaint" includes any issue raised by a student/staff member/community member who complains to a board member, or an observation from a board member



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** BMD-2b

POLICY TITLE: Board Job Description

APPROVED: June 22, 2012 **LAST REVIEW DATE:** September 25, 2015

Specific job outputs of the Board, as an informed agent of the moral ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board will provide:

1. Authoritative linkage between the operational organization and the ownership.
2. Written governing policies that realistically address the broadest level of all organizational decisions and situations.
 - a) Ends: Organizational impacts, products, effects, benefits, outcomes, recipients, beneficiaries, impacted groups, and their relative worth in cost or priority.
 - b) Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c) Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
 - d) Board-Management Delegation: How power is delegated and its proper use monitored; the President role, authority and accountability.
3. Assurance of successful organizational performance on Ends and Executive Limitations.



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** GP-2c

POLICY TITLE: Chair's Role

REVISED: September 25, 2015 **LAST REVIEW DATE:** September 25, 2015
APPROVED: June 22, 2012

The Board Chair, a specially empowered member of the Board, assures the integrity of the Board's process and, secondarily, represents the Board to outside parties.

1. The expected outcome of the Board Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a) Meeting discussion content will ordinarily only be those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor.
 - b) Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point.
 - c) Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
2. The authority of the Board Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the President, or (b) where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - a) The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b) The Board Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the President.
 - c) The Board Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Board Chair decisions and interpretations within the areas delegated to him or her.
 - d) The Board Chair may delegate this authority, but will remain accountable for its use.
3. The Board Chair shall be an Ex-officio voting member of all committees to which he/she has not been named a member.

POLICY TYPE: Governance Process

POLICY TITLE: Board Secretary's Role

NUMBER: GP-2d

REVISED: May 22, 2015

APPROVED: June 22, 2012

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents. Therefore the Secretary has the responsibility to ensure that the Board's documents accurately reflect the decisions of the Board and are provided to the Board in a timely manner.

1. The assigned result of the secretary's job is to ensure that all Board documents and filings are accurate and timely. The Board's documents include: letters of incorporation, By-Laws, Board minutes, monitoring reports (including audit report and budget), and Board attendance records.

The Board expects the following:

- a) That Board members will have Board binders at each Board meeting that are up-to-date and accurate.
- b) That updates of any and all documents will be distributed before each Board meeting.
- c) That Board meeting minutes will be handled as follows:
 1. Minutes will be taken at all official Board meetings.
 2. Minutes will be sent to the entire Board for review and feedback.
 3. Approved minutes will be signed by the Board Chair and Board Secretary.
 4. Approved minutes will be posted on the Governors' website.
 5. Signed minutes will be placed in the official Board file and available for the auditor's review.
- d) The Board Committee meeting minutes will be handled as follows:
 1. Minutes will be taken at all board committee meetings.
 2. Committee minutes will be distributed the Committee members for review and feedback.
 3. Approved or draft committee minutes will be distributed to the Board of Governors' for information. Draft minutes will be presented pending approval from the Chair of the committee.

The Board will ensure that it regularly reviews and clarifies its expectations (format, level of detail, timeliness, etc.) for the preparation of Board documents (policies, minutes, etc.) and communicates this to the Board Secretary.

2. The authority of the Secretary is access to and control over Board documents, and the use of a reasonable amount of staff time.



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** GP-2e

POLICY TITLE: Board Committee Principles

APPROVED: June 22, 2012 **LAST REVIEW DATE:** September 25, 2015

Board committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to President.

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
3. Board committees cannot exercise authority over staff. The President works for the full Board, and will therefore not be required to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee, which has helped the Board create policy on some topic, will not be used to monitor organizational performance on that same subject. The Board retains responsibility and authority to monitor organizational performance on the same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Board action whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the President.
7. Except as defined in the Governance Process entitled Board Committee Structure (GP-2f), no committee has the authority to commit funds or resources of Confederation College.

Board of Governors Policy

POLICY TYPE:	Governance Process	NUMBER:	GP-2f
POLICY TITLE:	Board Committee Structure		
REVISED:	April 22, 2016	LAST REVIEW DATE:	September 25, 2015
APPROVED:	June 22, 2012		

The only Board committees are those, which are set forth in this policy.

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

Each committee may incur reasonable costs and reasonable expectations of staff time.

Timely reporting to the Board shall be by submission of approved or unapproved minutes at the next immediate Board of Governors' meeting, and if necessary, a written report, with appropriate verbal comment by the Committee chair.

Members shall be chosen for committees according to the skills and competencies required for the work of that committee.

1. **Nominating Committee:**

Products:

1. Properly screen potential Board members according to Board-stated needs, by no later than June of each year, and
2. Make nominations for the positions of Chair, First Vice-Chair and Second Vice-Chair, annually in June, to the Board.

Composition:

In accordance with Section 30 of By-Law #11, membership of the Nominating Committee shall be comprised of:

- Three external Governors of the Board, who are not members of the Executive, preference being given to longer term/experienced Governors, and
- Past Chair of the Board (if still a Governor) or Current Board chair, to act as Chair of the Committee.

In addition, the President will be a Non-Voting Resource Person to the committee on new Governor interviews.

2. Audit Committee:

Products:

Specification of scope of audit prior to outside audit, by no later than the first quarter of each calendar year.

1. That a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Executive Limitations policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than June of each year (See also By-Law #11, Section 29).
2. Recommendation to the Board regarding the Auditing firm and the term of the contract, according to an RFP process determined by the Audit Committee.
3. Guide Enterprise Risk Management integration into policy governance.
4. Other appropriate issues as required.

Composition:

In accordance with Section 29 of By-law #11, membership of the Audit Committee, shall be comprised of four external governors, appointed annually, of which at least one committee member shall hold a financial and/or business designation. If this not possible, consideration will be given to inviting an external representative with the required designation, to sit on the Committee as a non-voting external director.

3. Executive/Coordinating Committee

Products:

1. Facilitate the development of the Annual Agenda Cycle and Governance Priorities.
2. Monitor application of Governance Process Policies.
3. Review each meeting agenda for compliance, content and timing; including identifying potential conflicts of interest.
4. Serve as advisor to the President, upon request.
5. Review monthly meeting feedback and annual evaluation.
6. Make recommendations to the Board for Committee membership and Chairs;
7. Identify and design Board development opportunities (e.g. events, training sessions, retreats) which meet Board-identified governance needs; and
8. Respond to emerging Board issues.

Composition:

In accordance with Section 7 of By-law #11, membership shall be, five external members of the Board of Governors, who shall be elected annually, as:

- Chair;
- 1st Vice Chair;
- 2nd Vice Chair;
- Past Chair (if still a Governor); and
- Board member-at-large.

4. President's Evaluation Committee:

Products:

1. Coordinate the Annual Performance Review of the President.
2. To guide, direct and oversee, on behalf of the Board the means by which the President's objectives, performance, development, compensation, and succession (with respect to leadership development) will be managed.
3. To review the statement of the President's objectives over the course of his term, a self-assessment of the degree to which he has accomplished those objectives, and any other information he wishes to provide.
4. To formulate a recommendation to the Board with respect to the performance of the President.
5. To review other related matters that may arrive.

Composition:

In accordance with Section 31 of By-law #11, membership shall consist of 3-5 external members of the Board of Governors, appointed annually.

5. Governance Committee

Products:

Recommendations, if any, for:

1. modifications of existing Board policies or By-Laws;
2. new Board policies or By-Laws;
3. adjustments to the Board's self-evaluation processes; and
4. the College's oversight of enterprise risk.

Composition:

In accordance with Section 32 of By-law #11, membership shall consist of up to five members of the Board of Governors, appointed annually.



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** GP-2g

POLICY TITLE: Annual Planning

REVISED: March 28, 2014 **LAST REVIEW DATE:** November 27, 2015

APPROVED: June 22, 2012

To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda that:

- (a) completes a re-exploration of Ends policies annually; and
 - (b) continually improves Board performance through Board education and enriched input and deliberation.
1. The Board shall maintain control of its own agenda by developing an annual schedule which includes, but is not limited to:
 - a) considered review of the Ends in a timely fashion prior to President building a budget;
 - b) scheduled time for consideration of information relating to the internal and external environment including exploration of ownership perspectives which may have implications for the direction of the College and education including relevant and/or new legislation affecting the College;
 - c) scheduled time for monitoring of the Board's own compliance with its Governance Process policies, and for review of the policies themselves. (See also GP-2j Principles for Board Self Evaluation);
 - d) scheduled time for monitoring compliance of the President with Executive Limitations policies, and for review of the policies themselves;
 - e) schedule time for Board orientation and education; and
 - f) time for the Board to create its own annual governance budget (see also GP-2h Governance Investment).
 2. Based on the outline of the annual agenda schedule, the Board delegates to the Chairperson and the Coordinating Committee (called Executive Committee in By-Law), the authority to fill in the details of the meeting content. The detailed agenda shall be prepared by the Board Chairperson in consultation with the President and considered by the Coordinating Committee. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
 - a) Clarification as to whether the issue clearly belongs to the Board or the President.
 - b) Identification of which of the four Board policy categories a particular issue relates to.
 - c) Review of what the Board has already said in this category, and how the current issue is related. Identification of whether the Board has already dealt with the issue; of whether the issue is one level below current Board policy, or several levels lower. Identification of the broadest way to address this issue so that it is still "under" the Board policy that already exists.

- d) A Board member may recommend or request an item for Board discussion by submitting the item to the Board Chair no later than 5 days before the Board meeting.
- 3. Throughout the year, the Board will attend to required approval (consent) agenda items as expeditiously as possible.
- 4. President remuneration will be decided during the month of June after a review of monitoring reports received in the previous year and recommendation from the President's Evaluation Committee.



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** EL-2h

POLICY TITLE: Governance Investment

REVISED: June 22, 2012 **LAST REVIEW DATE:** January 22, 2016

APPROVED: June 22, 2012

Strong governance is founded on ongoing Board education and development. As a result, the Board will invest in its governance capacity. Accordingly, the Board will complete its own governance budget for each fiscal year during the month of January.

1. The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board. Accordingly, Board skills, methods, and supports will be sufficient to ensure governing with excellence. Costs will be prudently incurred.
 - a) New Board members shall receive a complete orientation to ensure familiarity with the education system and issues, the organization's structure and issues, and the Board's process of governance. As well, Board Members shall have on-going opportunity and take responsibility for continued training and education to enhance their governance capabilities. Training and retraining will be used liberally to orient new Board members and candidates for Board membership, as well as to maintain and increase existing Board member skills and understandings. There shall be a provision in the Board's budget for training, including attendance at conferences and workshops
 - b) Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to financial audit. There shall be a provision in the Board's budget for audit and other third-party monitoring of organizational performance.
 - c) Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values. There shall be a provision in the Board's budget for surveys, focus groups, opinion analyses, and meeting costs.
 - d) Administrative costs of operating the Board, e.g. stationary supplies, website, meetings, etc. There shall be a provision in the Board's budget for Board meetings and administrative costs.



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** GP-2i

POLICY TITLE: Board Linkage with Other Organizations

REVISED: June 22, 2012 **LAST REVIEW DATE:** January 22, 2016

APPROVED: June 22, 2012

1. Government

1.1 The Board shall ensure that the College's interests are represented to governments and government agencies.

2. Relationships with Other Organizations

2.1 The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends. It will establish mechanisms for maintaining open communication with these organizations regarding Ends. Such mechanisms may include, but are not limited to:

- 2.1.1 Inviting representatives of the Boards of those organizations to Board meetings.
- 2.1.2 Meeting jointly with other Boards on occasion.

3. Board Membership in Other Organizations

3.1 The Board shall consider the merits of membership in other organizations annually. This consideration shall include, but not be limited to:

- 3.1.1 The degree to which participation in the organization will further the mission and goals of the College.
- 3.1.2 The benefits to the College of membership compared to the cost of membership.
- 3.1.3 The ability of the College to influence the direction of the organization in a measure commensurate with the College's contribution.

4. Appointments to External Policy or Advisory Committees

4.1 Upon request for College appointments to external committees, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be discussed and agreed upon by the committee chair, the College's appointee, and the President.

4.2 The College's appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.

4.3 Since the College's appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the College. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.



Board of Governors Policy

POLICY TYPE: Governance Process **NUMBER:** GP-2j

POLICY TITLE: Principles for Board Self Evaluation

REVISED: June 22, 2012 **LAST REVIEW DATE:** November 27, 2015

APPROVED: June 22, 2012

The Board has determined that it will monitor and discuss its own process and performance on a regular basis. Self-monitoring will include a comparison of Board activity to the adherence to policies in the Governance Process and Board Management Delegation policy categories. (See also Governance Process Policy GP-2g - Annual Planning, Clause 1(c).)

The principles of Board Self Evaluation are as follows:

1. The Board is committed to continuous governance improvement.
2. The tools must be simple and flexible and the process includes reflection, discussion, recording and implementation of decisions.
3. This is a Board-driven process. Therefore, the Board members take full responsibility for the Board's performance and improvement.
4. The evaluation of Board performance against the Governance Process and Board-Management Delegation policies shall include evaluation of relevance and accuracy.



POLICY TYPE: Governance Process

POLICY TITLE: Board Linkage with the Community

NUMBER: GP-2k

APPROVED: June 22, 2012

1. The “moral ownership” of Confederation College is defined as the people of northwestern Ontario. The Board shall be accountable for the College to the owners *as a whole*. The Board shall act on behalf of the ownership as a whole, rather than being advocates for specific geographic areas or interest groups.
2. When making governance decisions, Board Members shall maintain a distinction between their personal interests as “customers” of the College’s services, and their obligation to speak for others as a representative of the “owners” as a whole. As representatives of the owners, Board Members are obligated to identify and know what the owners want and need.
3. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with the broad base of communities, and acknowledge diversity. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.
4. Collection of input from the ownership may be accomplished through a variety of methods, including, but not limited to, community meetings and surveys.



BOARD PLANNING CYCLE FOR AGENDA CONTROL 2015/2016

PLANNED LINKAGE WITH OWNERS	BOARD EDUCATION IN ENDS CONTEXT	GOVERNANCE PROCESS & BOARD-MANAGEMENT DELEGATION DECISIONS	EXECUTIVE LIMITATIONS DECISIONS	MONITORING CEO & BOARD SELF-EVALUATION	INTEGRATED RISK MANAGEMENT (IRM) FOCI	BOARD COMMITTEE TASKS AND TIMELINES
SEPTEMBER 25, 2015 – BOARD OF GOVERNORS’ MEETING						
Community Partners’ Event – Sept. 22 Location TBD NOMA – Northwestern Ontario Regional Conference Sept. 24-25, 2015 Victoria Inn - Thunder Bay Bill Summers to visit college	Ends Focus: 1. Confirm linkages plan for the year. 2. Confirm Board education plan for the year.	Routine content review: - BMD-1 - BMD-2a - GP-2b - GP-2c - GP-2e - GP-2f RESCHEDULED TO NOVEMBER IN 2015: Orientation of new Board members to Policy Governance – set for the afternoon of Sept. 24 th (Request of Chair – iAnotate Training)	Routine content review: • EL-2c • EL-2e	Approval of Annual Report		
OCTOBER 22, 2015 – BOARD OF GOVERNORS’ MEETING (5:00 P.M. TO 7:30 P.M.)						
MEETING CANCELLED						
OCTOBER 23, 2015 – BOARD RETREAT – LOCATION: FORT WILLIAM HISTORICAL PARK						
	Retreat: <u>Morning:</u> Finalize New Ends <u>Afternoon:</u> • Topic: Aboriginal Institutes - Guest Speaker Dan Longboat • SWOT Analysis in support of the new Strategic Plan					<u>Nominating Committee:</u> • October 30, 2015 • Two external appointments required for September 2016 • One Administrative Staff Election • Committee meets in October - Interviews scheduled to take place in November. • Chair Term and Succession Planning for Executive • Terms of Reference • Executive Appointment Process

PLANNED LINKAGE WITH OWNERS	BOARD EDUCATION IN ENDS CONTEXT	GOVERNANCE PROCESS & BOARD-MANAGEMENT DELEGATION DECISIONS	EXECUTIVE LIMITATIONS DECISIONS	MONITORING CEO & BOARD SELF-EVALUATION	INTEGRATED RISK MANAGEMENT (IRM) FOCI	BOARD COMMITTEE TASKS AND TIMELINES
NOVEMBER 27, 2015 – BOARD OF GOVERNORS' MEETING						
Review Board Agenda Cycle / discussion priorities for the year including an ownership linkage plan. Rumours Lunch Tour of model suite – new residence	Ends Focus: Strategic Enrolment Management Update	Routine content review - BMD-2b - BMD-2c - GP-2a - GP-2g - GP-2j Review of Board Budget RESCHEDULED – NOVEMBER 26 12:00 to 4:00 pm -Orientation of new Board members to Policy Governance (Request of Chair – iAnotate Training)	Routine content review: • EL-2d	Monitoring Reports EL 1 – Global Executive Constraint EL 2d – Financial Condition and Activities o Budget and Enrolment Update (1 of 3) EL 2i – Public Image	Financial viability Government policy funding & commitment o Brand perception	Audit Committee: - November 26, 2015 - Audit Plan - Include assumptions discussion.
DECEMBER 2015 – NO MEETING UNLESS REQUIRED						
JANUARY 22, 2016 – BOARD OF GOVERNOR'S MEETING						
Business meeting and Strategic meeting (invite guest speaker) Lunch with Negahneewin Council in Rumours	Ends Focus: International Students and Enrollment Presentation By: Miriam Wall	Routine content review of GP-2h & GP-2i Approval of the BOG Employee Awards of Excellence Approval of Tuition Fees PAC Orientation Package and Operational Practice Documents update for review	Routine content review: • EL-1 • EL2i	Monitoring Rpt. EL2a – Treatment of Learners	o Academic effectiveness o Student retention/ satisfaction o Competition for students Financial viability o Gov't policy funding & commitment	Governance Committee: • Terms of Reference – Adding ERMS and Training and Development • Move to Standing Committee
FEBRUARY 26, 2016 – SWOT ANALYSIS (Half Day)						
Facilitator: Ian Smith – Strategy Corp.						Nominating Committee • Ad in local paper for new Governors
THURSDAY, MARCH 24, 2016- BOARD OF GOVERNORS MEETING						
Business Meeting	Ends Focus: Presentation on ACE (Jim requested Gail) Tour: ACE or REACH	DRAFT Strategic Plan New program proposal (International) Indigenous Governance and Public Administration (One-year Post Diploma) – Requested by Don Board of Governors' Awards	Routine content review - EL-2a	Monitoring Reports EL 2b – Treatment of Staff EL 2d – Financial Condition and Activities (2 of 3) o Budget & Enrolment Updates	o Information technology needs	

PLANNED LINKAGE WITH OWNERS	BOARD EDUCATION IN ENDS CONTEXT	GOVERNANCE PROCESS & BOARD-MANAGEMENT DELEGATION DECISIONS	EXECUTIVE LIMITATIONS DECISIONS	MONITORING CEO & BOARD SELF-EVALUATION	INTEGRATED RISK MANAGEMENT (IRM) FOCI	BOARD COMMITTEE TASKS AND TIMELINES
				EL 2f – Asset Protection EL 2g – Communications & Support to the Board		
APRIL 22, 2016 – BOARD OF GOVERNORS MEETING						
Consultation with College Stakeholder Groups NOMA Annual Conference – April 27 to 29, 2016 in Thunder Bay Northwestern Ontario Associated Chambers of Commerce – April 2016 (TBD)	Ends Focus: Strategic Enrollment Presentation Presentation by: Sue Prodaniuk Good News Story – Academic Upgrading Video	Routine content review of GP-2d, GP-2k	Routine content review of EL-2b EL2d EL-2f EL-2g	EL 2h – Emergency President Succession (Move In Camera to discuss specifics) EL 2b – Treatment of Staff – Memo of clarification on policies for Board (Business arising from March 23, 2016)		
MAY 27, 2016 – BOARD OF GOVERNORS MEETING						
New Governors to be invited to attend the May Board meeting. CICAN Conference – May 29 – 31/16 – Quebec City	Ends Monitoring Report – President	GP-1 – Global Governance Process Policy President's E1 to E3 Monitoring Report and Year End Strategic Directions Update Note: President's Performance Review Feedback Process Begins following presentation of Ends Monitoring Report Board Meeting dates for 2016/2017	Routine content review of - EL-2h			President's Evaluation Committee: o Meeting in May to review input from Board Audit Committee: o Meeting (TBC) o Financial Statements o Management letter o Terms of Reference o Review of Perquisites Policy (Governance Committee)
JUNE 2, 2015 - SPECIAL BOARD MEETING (9:00 – 10:00 a.m.)						
			Approval of the 2015-16 Financial Statements Annual Audit Report			
JUNE 24, 2016 – BOARD OF GOVERNORS MEETING						
		Provided for the President's Performance Review: BMD #2d – Monitoring Executive Performance		Monitoring Rpt. EL 2c – Compensation and Benefits	o Government policy, funding & commitment	President's Evaluation Committee (If necessary) o President's performance review

PLANNED LINKAGE WITH OWNERS	BOARD EDUCATION IN ENDS CONTEXT	GOVERNANCE PROCESS & BOARD-MANAGEMENT DELEGATION DECISIONS	EXECUTIVE LIMITATIONS DECISIONS	MONITORING CEO & BOARD SELF-EVALUATION	INTEGRATED RISK MANAGEMENT (IRM) FOCI	BOARD COMMITTEE TASKS AND TIMELINES
		BMD #2e – Executive Performance Evaluation & Compensation President's Performance Review Executive/Coordinating Committee Elections		EL 2d – Financial Condition and Activities (3 of 3) ○ Operating Budget only – Actuals to Budget Report EL2e – Financial Planning and Budgeting Budget and Business Plan Approval	○ Financial viability	Nominating Committee (If necessary): ○ Make recommendations to the Board for Chair, 1 st Vice Chair and 2 nd Vice Chair

BOARD OF GOVERNORS'

MEETING AND EVENT DATES FOR THE ACADEMIC YEAR SEPTEMBER 2016 – JUNE 2017

All Board of Governors' Meetings are held in the Shuniah Board Room (Room A219) at Confederation College from 8:30 a.m. to 12:00 Noon, followed by a luncheon, unless specified.

2016		
Date and Time	Event	Notes
Thursday, September 22 12:00 Noon to 4:30 p.m.	Orientation for New Governors	NOMA - September 28 to 30, 2016 (Tentative)
Thursday, September 22 5:00 p.m. to 8:00 p.m.	Community Partners' Reception Ryan Hall	College Fundraising Event - Tickets to be purchased
Friday, September 23	Board of Governors' Meeting	
Thursday, October 27	Board of Governors' Meeting	Tentative
Friday, October 28 All Day	Board of Governors' Retreat Off-Site - TBD	
Friday, November 25	Board of Governors' Meeting	Colleges Ontario New Governor Orientation - November 19 and 20, 2016 Higher Education Summit - November 20 to 21, 2016
December		NO MEETING
2017		
Friday, January 27	Board of Governors' Meeting Lunch with Negahneewin Council (Rumours Dining Room)	
Friday, February 24	NO MEETING	On April 26, 2013, the Board agreed to the cancellation of the February Board meeting, due to low attendance during month of February. The Board continues to meet nine times per year due to the special Board meeting being introduced in June.
Friday, March 24	Board of Governors' Meeting	Note: March Break – March 13-17, 2017
Friday, April 28	Board of Governors' Meeting Internal Stakeholders Luncheon Rumours Dining Room	NOMA - April 26 to 28, 2017 (Tentative) CICAN - April 30 to May 2, 2017 (Ottawa) Note: Good Friday – April 14, 2016
Thursday, May 25	President's Breakfast	
Friday, May 26	Board of Governors' Meeting	
Thursday, June 1 9:00 a.m. to 10:00 a.m.	Special Board of Governors' Meeting (Financial Statements)	
Friday, June 2 9:30 a.m. 2:00 p.m.	Thunder Bay Campus Convocation Thunder Bay Community Auditorium	
Friday, June 23	Board of Governors' Meeting	
July		NO MEETING
August		NO MEETING