



Board Governance Policies

(Revised July 2012)

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THE SELKIRK COLLEGE BOARD'S GOVERNANCE MODEL

SUMMARY

To govern the College well, Selkirk College's Board of Governors needs to formulate clear mission and vision statements for the institution, but first it must have a good understanding of board functions. An aid to understanding those functions is the Policy Governance approach.

The Selkirk College Governance Model stresses mission, vision, values, outcomes and the empowerment of both Board and staff. It monitors performance, it reviews its policies, and is prepared to amend them for the betterment of the College. Four areas of responsibility are present in the Selkirk College Governance Model: (1) Mission, Vision, Values and Outcomes; (2) Board-Staff Relationships; (3) Executive Limitations; (4) Board Process.

Mission, Vision, Values and Outcomes

The Board's first duty is to develop a mission and mission-related statements which clearly describe what vision, values, outcomes are to be sought in pursuit of the College's mission. These statements should pose and seek to answer these questions: What societal needs should the college seek to meet? For whom, and at what cost? Will the world be bettered by the work of Selkirk College? The Board leaves it up to the staff to choose the means by which to achieve the desired outcomes. It evaluates staff performance by how well the results match the desired outcomes.

These statements form the foundation of the Strategic Plan that sets the aims and purpose of the College and determine its activities.

Board-Staff Relationship

In addition to providing the organization with a mission and vision and defining what constitutes inappropriate staff practices, the Board must set policies about how it relates to staff – for example, the Board's approach to delegation, its view of the President's role and how it will assess staff performance. The Selkirk College Governance Model envisions the President as the formal link between the Board and the staff. The only specified duty of the President is to be accountable to the entire Board for the staff and the performance of the organization – on how well the desired results are being achieved within the constraints established by the Board. This maintains accountability while allowing the President a great deal of latitude to act and to empower others to act.

Executive Limitations

While the Board prescribes the desired results/outcomes (what results? for whom? at what cost?) it wants to achieve, it also sets limits on the means by which the staff achieves its results. The means must be circumspect and ethical. Under the Executive Limitations policies, the Board states clearly what the Board will not allow, but it is otherwise silent regarding staff actions. This empowers the staff to use their full creative powers to achieve results while at the same time safeguarding against potential abuses, enabling the Board to concentrate its energies on determining the results to be achieved and monitoring progress.

Board Process

The Board must also set policies for its own internal workings – how meetings will be conducted, what topics will be addressed, the role of officers and committees, how the Board will discipline itself. An effective design of Board process ensures that the Board fulfil its three primary responsibilities:

1. Maintaining links to **its** publics, including advocacy, community relationship building and fund raising on behalf of the College.
2. Formulating Selkirk College's policies:
 - Mission, Vision, Values and Outcomes;
 - Board-Staff Relationships;
 - Executive Limitations;
 - Board Process.
3. Assuring organizational performance.

These are areas in which the Board, and only the Board, must assume full responsibility. By setting clear Board Process policies, the Board develops a consistent approach for how it will operate – compelling it to remain focused on providing vision and leadership.

Except for what belongs in bylaws or enabling statutes, these categories of Board policy are exhaustive, that is, they contain everything the Board has to say about values and perspectives that underlie all organizational decisions, activities, practices, budgets and goals. These policies are succinct and few. However, since both the College's and the Board's Processes are dynamic, the Board's Policies are continually subject to review and change.

The College's Mission, Vision, Values and Outcome statements have recently been revised. The Outcome Statements are re-statements of the new five strategic directions and are a work in progress with regard to performance measures and targets.

E. BOARD POLICIES

POLICY E10: MISSION

Selkirk College will develop empowered, effective citizens through rewarding educational and life experiences that are built on our Region's distinct identity.

POLICY E20: VISION

Our Vision is to be a Regional Community College that inspires, engages and enables learners to be valuable contributors to their communities and to society as a whole. Recognizing the value of mutually beneficial relationships, we will provide collaborative leadership in the communities we serve.

This Vision is rooted in our vivid sense of place that is more than mere location. It is a composite of our people, history, culture, values, lifestyle and landscape. It is a strength that will define us, give us direction and provide us with unique opportunities.

POLICY E30: VALUE STATEMENTS

We uphold the following values:

Quality

To provide quality in our teaching, service and programs.

Access

To open doors for learners and build understanding and acceptance of diverse learner needs.

Discovery

To inquire about the world and our place in it; address challenges with creative solutions; and inspire the imagination, spirit and mind.

Environmental Responsibility

To conserve our natural environment and use natural resources responsibly.

Healthy Relationships

To cultivate healthy relationships; connect to the local and global community; and value the contributions and celebrate the accomplishments of learners, employees, alumni and community.

Positive College Environment

To maintain a positive and healthy environment where employees and learners can contribute and develop.

Integrity

To uphold honesty, respect, fairness and equality in all of our pursuits.

Inclusive Culture

To foster harmony and understanding; and celebrate our heritage, artistry and diversity.

Leadership

To lead by serving with enthusiasm, inspiration and purpose; by responding to the needs of learners and the community; and by providing informed, effective direction for the future.

POLICY E40: OUTCOME STATEMENTS

- a. **Selkirk College will build on its strong foundation of teaching excellence and outstanding learning experiences.**

Exemplary teaching and outstanding learning experiences are and will continue to be the fundamental activities of Selkirk College. Our learning opportunities will be responsive to diverse learner needs. Interdisciplinary studies and applied research will be important new enterprises for our College and will provide enhanced learning experiences for students.

- b. **Selkirk College will place enhance our engagement with students from their first contact and throughout their relationship with the College.**

Selkirk College cares about its students. We know that learner success begins when contact is first made and continues through to alumnus. We will ensure that learning is paired with experiences that engage students with our communities and the natural environment.

- c. **Selkirk College will invest in our employees, key to our success.**

Employees are essential to the success of learners and our College. The well-being of our employees and the environment in which we work together will be enhanced with opportunities for personal and professional development.

4. **Selkirk College will be recognized as an effective leader and partner in community renewal and development.**

Selkirk College believes that the college and our communities contribute to each other's success and vitality. We recognize that the College has intellectual and physical resources that can contribute to community renewal and our Region's socio-economic development. We are committed to building effective and mutually beneficial relationships with our communities.

5. **Selkirk College will internationalize the College bringing the world to Selkirk and Selkirk to the world.**

Expanded relationships with our world will foster greater cross-cultural understanding and awareness, while enhancing learning and programming opportunities.

6. **Selkirk College will work toward becoming a green college.**

Conservation of the natural environment and responsible use of natural resources are a core organizational value at Selkirk College. We are committed to implementing practices that promote a healthy natural environment: in our teaching activities, our administration, our facilities and operations, our funding allocations and our applied research priorities. We are committed to reducing our ecological footprint and creating a culture of sustainability through our educational efforts.

Monitoring reports will be prepared to emphasize a strategic outlook, reporting on the performance measures and targets per goals and objectives and highlighting changes over the previous reporting periods and plans for the future.

- * *For the purposes of these "Outcomes" policies, community refers to the geographic service area of Selkirk College.*

GLOSSARY OF TERMS

CITIZEN	This term is used in its broadest definition to describe a person who is aware of social connections and acts in concert with others to devise decisions/solutions, which share benefits with self and society in general. Often this is termed as acting in the common good. Citizen is not used in its strict legal definition.
COMMUNITY	Unless specifically defined, is used to describe a collection of individuals united by some common attribute such as geographic area, professional association, demographic category, etc.
EFFECTIVE	Knowing how to use social rules and processes to attain a desired outcome.
EMPOWERED	Having the personal skills and confidence that allows a person to act as an independent individual.
GRADUATE	An individual who has completed a program or course of studies and has had the completion recognized by Selkirk College.
LEARNER	An individual who uses the educational services of Selkirk College. This use may vary from occasional use of resources to full-time attendance in a program.

B. BOARD-STAFF RELATIONSHIP

POLICY B10: PRESIDENT'S ROLE

The President is accountable to the Board acting as a body. The Board will instruct the President through written policies, which will be implemented by the President.

POLICY B20: DELEGATION TO THE PRESIDENT

All Board authority delegated to staff is delegated through the President. All authority and accountability of staff is to the President.

1. The Board, through policy, will direct the President to achieve certain results, within approved budgets. Through its Executive Limitations policies the Board will limit the latitude that the President and staff may exercise.
2. The President may use her/his reasonable discretion to interpret the Board's Policies and Executive Limitations and to establish further policies and procedures, and to make all decisions, take all actions, establish all practices and develop all activities.
3. The Board may change its Policies and Executive Limitations to shift the boundary between Board and presidential domains. By so doing, the Board may change the latitude given to the President. The Board and its members will respect and support the President's choices subject to its monitoring authority.
4. Decisions of the Board acting as a body are binding upon the President.
 - a. Decisions or instructions of individual Board members, officers, or committees are not binding on the President unless the Board has specifically authorized such exercise of authority.
 - b. If Board members or committees request information or assistance without Board authorizations, the President may refuse if an unreasonable amount of staff time and funds are required or it is disruptive to the operations of the institution.

POLICY B30: PRESIDENT'S JOB DESCRIPTION

POSITION: President & Chief Executive Officer	LOCATION: Administration Office, Castlegar Campus
INCUMBENT: Angus Graeme	REPORTS TO: Board of Governors

GENERAL ACCOUNTABILITY

The President and Chief Executive Officer is accountable to the Selkirk College Board of Governors for the overall leadership and management of Selkirk College. The President's performance will be considered synonymous with organizational performance. In this way, it is acknowledged that the President's accountabilities are met only with and through the employees of Selkirk College.

ORGANIZATION STRUCTURE

This position reports to the Board of Governors. Reporting directly to the incumbent are six positions: Vice President: Finance & Administration; Vice President: Education and Students; Director: Human Resources; Director: Communication and Development; the Executive Assistant to the President and the Board. The President works closely with an eleven-member management team.

NATURE AND SCOPE

Selkirk College is a multi-campus comprehensive community college established and operating pursuant to the provisions of the statutes of the Province of BC and since 1966. The College and Institute Act accords to the College Board the responsibility for the general welfare and overall management of the College. The College Board is the ultimate authority for the operation of the College subject to the provisions of the legislation. To fulfill its mandate, the College Board appoints a president who in turn is responsible for appointing staff, providing institutional direction and leading and managing the operations and activities of the College.

The Board of Governors appoints and determines, with the approval of the Post Secondary Employers Association, the compensation and other terms of employment of the President and Chief Executive Officer. The Board also approves the College's long-term vision and plans, the three-year Service Plans and annual Capital Plans, the College's annual report, and the annual goals and objectives as submitted by the President and Chief Executive Officer. The Board delegates to the President and Chief Executive Officer the complete authority for College operation and activities within limits established by the policies of the Board and the organization.

ACCOUNTABILITIES

1. To achieve expectations through the organization Board's Ends Policies, and as iterated in the approved annual goals and objectives.
2. To operate within the boundaries of prudence and ethics established in Board Policies and Executive Limitations.
3. To develop, in consultation with the College community, College Policies; to implement College Policies and monitor their effectiveness and appropriateness.
4. To carry out other responsibilities as directed by the Board or as may be required pursuant to the College and Institute Act and other relevant legislation.

SPECIFIC ACTIVITIES

1. Provide effective, innovative and sensitive leadership in fulfilling the College's Mission, Vision and Strategic Outcomes/Ends Policies.
2. Assist the Board to fulfil its mandate by recommending and supporting policies; advising on matters pertaining to the Board's responsibilities; reporting to the Board monthly and as otherwise required.
3. Develop and recommend to the Board short- and long-term plans for the benefit and advancement of the College.
4. Assess, on a continuing basis, the educational needs of the College catchment area; devise and deliver appropriate programs and services to meet these needs; monitor results to ensure high quality.
5. Attract, assemble and lead effectively a high calibre senior management team.
6. Select, appoint, promote and remove College employees in accordance with College Policies and provincial statutes.
7. Develop and administer programs for the appraisal and development of staff.
8. Develop, approve, implement and administer fair and equitable human resource policies, including salary, wage and benefit programs.
9. Encourage excellence as a major goal of all College staff.
10. Prepare annual expense plans (operating, equipment, facilities) for approval of the College Board; administer approved budgets; ensure that all monies received and expended are accounted for; secure funds to finance approved expense plans.
11. Maintain the College's buildings, facilities, equipment and operating services in optimum condition to support College programs and activities; plan for and secure funding for the expansion of facilities when required.
12. Promote Selkirk College interests in the field of international education.
13. Promote an understanding of and support for Board's Ends Policies and College programs and services among the College's major constituencies.
14. Establish and maintain communications with community organizations and government agencies and act as College representative to these groups as appropriate.
15. Serve on the Board, and on Education Council, providing advice and support on behalf of the College.

INTERNAL RELATIONSHIPS

Board of Governors – to ensure constructive review and final approval of management policies, direction and objectives and to engage in determining direction and strategies.

All Employees – to mentor and support a highly motivated, productive and engaged College workforce which identifies with and strives to achieve Selkirk College's Mission, Vision, and Strategic Directions.

EXTERNAL RELATIONSHIPS

Ministry of Advanced Education, BC College Presidents, Post-Secondary Employers Association, Association of Canadian Community Colleges, MP, MLA's, Mayors and Councils, Regional District Chairs and Boards, Columbia Basin Trust – to establish beneficial alliances, relationships and partnerships.

Various community groups, the College donor community, Honorary Board members, campaign leaders, regional business and industry, the general public – to establish and maintain a positive and visible profile of the College, and to establish, nurture and maintain effective relationships and recognize contributions appropriately

POLICY B40: MONITORING EXECUTIVE PERFORMANCE

Monitoring and evaluating of Executive/College performance will be against Board policies on *Outcomes* and *Executive Limitations*.

1. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled. Monitoring will provide for effective oversight, using a minimum of Board time.
2. Policy may be monitored in any of the following ways:
 - a. Internal Report – Periodic reports to the Board from the President.
 - b. External Report – by an independent external auditor, assessor or team selected by and reporting to the Board.
 - c. Direct Board Inspection – by the Board as a whole or by one or more Board members acting under the Board's direction.
3. The Board has absolute discretion as to when and how a policy will be monitored. However, in addition, monitoring of each *Outcome Statement* policy will be fixed as to frequency and method. The Whistle Blower policy will provide protection against, and any required actions on, transgressions of the Executive Limitation policies.

The following is a suggested framework for Board monitoring:

POLICY TITLE	MONITORING	TYPE	FREQUENCY	RESPONSIBLE FOR PREPARATION OF REPORT
E40 Outcomes Statements	Written Report/Presentation on Progress/Board Discussion and Feedback	IR	Each Outcome-Once per Year	President/Senior Team
	Annual Review of Progress on Outcomes Statements	IR/ER	Annually – July	President/Senior Team
	Performance Evaluation of President	DI	Annually	Human Resources Committee
	Strategic Planning Efforts/Reviews	DI	Annual Review/Major Effort Every 5 Years	Board/President/Senior Team

Executive Limitations Policies	Auditors to report on any exceptions per compliance relevant policies	IR	Annually	Auditors with VP_Finance and Administration
	Whistleblower Policy in Place	IR	As Occurs As Occurs	Board Finance and Audit Committee
	Written Report on any Exceptions Noted By Senior Team	IR	Board Meetings	President
	Report on Grievances/Arbitrations/HR Cases and Resolutions	IR	Annually	HR Director
	Performance Evaluation of President	IR	Board Meetings	President's Evaluation Committee
	Monthly Financial Reports/Previous Year Comparisons	IR	September; December	VP-Finance and Administration
	Quarterly Variance Reports	IR	Annually	VP-Finance with Senior Team
	Annual Budget Guiding Principles/Estimates/Year to Year Comparisons/and Balanced Budget Process	DI/IR/ER	Annually	VP-Finance and Administration with Senior Team/Board Finance and Audit Committee
	Annual Review of Senior Management and Exempt Compensation and Benefits Program	IR/ER	As Occurs	HR Director with President and Senior Team/PSEA Approved/HR Committee of Board
Collective Agreement Approval	IR/ER		HR Director/President/PSEA Approval Verification	

ER – External Reports, IR – Internal Reports, DI – Direct Inspection

(Note: This framework is under review by the Board).

POLICY B50: EVALUATION OF PRESIDENT

The Board will evaluate the President's performance each year based on approved goals, objectives, performance measures and targets:

1. The President's evaluation will occur between October 1st and the following regular February Board meeting.
2. The Board's HR Committee will serve as the Evaluation Committee and will undertake this annual process with the President.
 - a. The Committee will agree on process and timelines with the President.
 - b. The President will prepare a self evaluation based on the approved annual goals, objectives, performance measures and targets.
 - c. The Committee may consult with representatives from the College's internal and external community. Those consulted will be informed of the explicit areas for which information will be sought.

- d. College process outcomes such as the Student Satisfaction Survey, the Employee Climate Survey, etcetera, as outlined in approved performance and target expectations, will also be utilized.
 - e. The Committee will also consider the monitoring reports prepared by the President with others for the Board's approval.
3. Based on the information collected and its own analysis of this information, a draft report will be prepared and discussed with the President. Input for a final draft for the Board will be considered.
 4. The Committee will present a finalized draft report to the Board in an In Camera Session of the Board.
 5. A final report will then be prepared for the Board's approval and, once approved, provided to the President.
 6. The report will be confidential. A copy will be kept in the President's personnel file.
 7. The Committee will prepare a summary report for tabling at an Open Session of a Regular Board Meeting.

POLICY B60: CORPORATE SECRETARY

The Corporate Secretary assists the Board in the performance of its duties, and is accountable to the Board, reporting to the Board Chair.

It is not uncommon for the Corporate Secretary to combine his or her Board function with a senior administrative or management role in the institution. The President of Selkirk College is designated as the Corporate Secretary for the Institution and is authorized to assign some or all of the duties and responsibilities of the Corporate Secretary to other members of staff or management. In these instances, it is essential that there remains a distinct separation between the two roles.

The Corporate Secretary shall oversee all of the secretarial duties of the Board and Board Committees. Most of these duties will be assigned to the Executive Assistant to the Board and will include:

- providing notice of and directing arrangements for the Board of Governors and, as and when required or requested, Committees of the Board;
- attending, and recording minutes of, all meetings of the Board of Governors and, as and when required or requested, Committees of the Board;
- keeping and maintaining all minutes of meetings, as well as the College's corporate and historical records;
- giving notices required to be given to the Board of Governors;
- coordinating and distributing all communications and reports to the Board;
- maintaining all books, papers, records, correspondence, contracts and other documents belonging to the College; and
- preparing and modifying all of the Board Committee Terms of Reference and Board By-Laws and Policies as outlined by resolution of the Board or Committee.

Other duties of a Corporate Secretary will include:

- ensuring that the College complies with its governing legislation, articles of association or bylaws;
- coordinating publication of the College's annual report and other governance related information;
- reviewing and keeping up-to-date on developments in College governance and promoting strong governance practices throughout the institution;
- advising and assisting the Board members with respect to their duties and responsibilities;

facilitating the orientation and ongoing education of Board members under the guidance of the development committee;

- acting as a channel of communication and information for Board members;
- administering the organization's Code of Conduct and Ethics; and
- advising the Board Chair on any matters where conflict, real or perceived, might occur between the Board and the President. (This particular responsibility will be assigned to the Vice-President – Finance and Administration.)
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POLICY B70: PRESIDENT'S SELECTION AND SUCCESSION

General

The Board of Governors is responsible for all aspects of the employment relationship with the President of the College, including appointment and the terms and conditions of employment.

The Board, and its Committees, are responsible for different aspects of this relationship. The Full Board is responsible for approving the criteria for appointment, appointing the President and appointing an Interim President. The Board's HR Committee manages and negotiates all terms and conditions of the President's employment relationship with the Board. The Search Committee, defined below, carries out the process of recruiting, selecting, and recommending Presidential candidates for approval by the Board.

Other aspects of the employment relationship with the President are covered in other policies:

Policy B20: Delegation to the President

Policy B50: Evaluation of the President

Policy X10.7: Whistleblower protection

SELECTING THE PRESIDENT

Presidential Search and Recruitment Process

Search Committee: Terms of Reference

Overall Purpose

The Search Committee is responsible for carrying out the Presidential Search and Recruitment Process, the ultimate goal of which is the recommendation to the Board of candidates for appointment to the position of President for Board approval. The Board is responsible for making the final selection and appointment of a President.

Membership

The membership of the Search Committee shall be chosen by the Board's HR Committee and shall, where possible, include:

- a. Chair of the Board;
- b. Three Board members who are neither employees nor students of the College;
- c. Six College employees, including one representative from each of PPWC, SCFA, BCGEU and Exempt, plus two members of the Management Committee;
- d. Two students of the College
- e. The Director of Human Resources, who will serve as the non-voting Secretary to the Committee.

Committee Procedures

All information discussed by the Search Committee shall be held in strict confidence.

In carrying out its duties, the Search Committee may:

- a. Engage the services of a Search Consultant to assist in whatever manner it deems appropriate;
- b. Organize an orientation process for its members to confirm the understanding of the process and their responsibilities.

Search and Recruitment process

In carrying out the Presidential Search and Recruitment Process, the Search Committee shall:

- a. Solicit the views of the College community (Board, campuses, staff and students) regarding the recommended qualifications for the position of President, using whatever methods are appropriate;
- b. Establish the recommended qualifications for the position of President and submit same to the Board for approval;
- c. Advertise the position and invite nominations and applications for the position;
Following the College's guidelines for Recruitment and Selection, establish a short list of preferred candidates for interviews;
- d. Interview the selected candidates;
Set a schedule for interviews and presentations to the full Board for the top 2 or 3 candidates, and circulate an information package to Board members on each of the candidates, including their resumes and the evaluations of the Search Committee.

Selection process

- a. The Board shall meet in separate in-camera sessions with the top ranked candidates, and shall decide which candidate will be offered the position.
- b. If the Board is not satisfied with any of the recommended candidates, it shall request the Search Committee to determine whether the Search and Recruitment Process produced any other candidates who should be considered by the Board, and shall, if necessary, instruct the Search Committee to initiate a new Presidential Search and Recruitment Process.
- c. Upon completion of the Presidential Selection and Evaluation Process, the Search Committee shall evaluate and submit a written report of its work for the Board records.

Finalizing the Relationship

- a. The Board's HR Committee shall negotiate and execute the terms and conditions of employment for the President, and shall hold such terms and conditions in strict confidence.
- b. The Board shall direct the Administration to publicize the results of the Search to the College community, key partners, and general public.

Renewal of an Incumbent President

Board's HR Committee

- a. Upon an incumbent President coming to the end of his or her term, the Board's HR Committee shall decide whether to recommend a renewed term.
- b. The Board's HR Committee shall submit its recommendation.

- c. The Board decision shall be communicated to the President at least six months before the end of the President's term.

Full Board

- a. if the Board decides to renew the term for the current President, it shall direct the Board's HR Committee to negotiate and execute the terms and conditions of the employment relationship.
- b. If the Board decides not to renew the term for the current President, it shall direct the Board's HR Committee to appoint a Search Committee which shall then proceed with the Presidential Search and Recruitment Process.

Departure of an Incumbent President

Board's HR Committee

- a. Upon being notified of an incumbent President's intention not to seek a renewed term, retirement, resignation, dismissal, incapacity, or death, the Board's HR Committee shall clarify the circumstances surrounding the departure of the President and consult the College's legal counsel.
- b. The Board's HR Committee shall inform the Board in a timely manner of its findings in an in camera session.

Appointment of an Interim President

When the President must be absent for more than a few days, but less than two months, for example while on vacation, he/she will appoint a member of the Senior Management Team to act for the President and will inform the Board Chair of the arrangement.

In the event that the President is absent for two months or more, whether the absence is planned or unplanned, or in the event the President is deemed by the Board to be unable to perform assigned duties and responsibilities, the Board will appoint an Interim President.

Each time a new Board Chair is elected, the President shall advise the Board Chair of two members of the Senior Management Team who would be capable of acting competently as Interim President. However, when the Board appoints an Interim President, the Board is not limited to these candidates.

Having appointed an Interim President during an unplanned absence of the President, a point may be reached when the Board decides to initiate the selection process for a new President. In that case, if the Interim President wishes to be considered for the position, the Board will ensure that this individual is excluded from all meetings involving the recruitment and selection process to ensure the avoidance of conflict of interest.

Policy B80: PRESIDENT/CEO COMPENSATION REVIEW

The compensation package for the President/CEO position shall be adequate to attract and retain highly qualified and competent individuals to lead Selkirk College. The Board will review the President's compensation package annually following the completion of the President's performance evaluation as per policy B50.

In determining annual changes to the total value of the compensation package, the Board will consider the following criteria:

1. Government limits and guidelines for president's compensation.

2. Level of compensation granted to presidents at post-secondary institutions of comparable size and nature as Selkirk College in B.C. and other Canadian provinces.
3. Level of achievement of performance targets and overall satisfaction of the Board with the President's performance in the previous year.
4. Any performance bonus which may be determined as per section (3).
5. Annual changes in cost of living expenses (inflation) as measured by the consumer price index (CPI) for BC.
6. Other criteria the Board may deem appropriate.

The Board may, after consulting with the President, offer a performance bonus as part of the total compensation package. The bonus will be paid out if the President has met specific, measurable, time-based targets that are reasonable and achievable.

The Board's Human Resource Committee will lead the compensation review process and make recommendations to the Board

X. EXECUTIVE LIMITATIONS

Executive Limitations are boundaries or limitations placed on the President and the staff. They indicate actions, behaviours and methods, which are not acceptable to the Board. They are expressed in the negative, thus providing empowerment to undertake that which has not been restricted by the limitation. The President may exercise any reasonable interpretation of the limitations.

POLICY X10: GENERAL EXECUTIVE CONSTRAINT

The President will not cause or allow any practice, activity, decision or organizational circumstance which is either illegal, imprudent or in violation of commonly accepted business and professional ethics.

The President will not:

1. Deal with students, staff, volunteers and the community unfairly.
2. Discourage openness in the decision-making process.
3. Deviate substantially from the Board's policies:
 - a. risk fiscal jeopardy
 - b. fail to follow generally accepted accounting and budgeting practices
4. Compromise the Board's policies.
5. Provide information and advice to the Board that is untimely, incomplete or inaccurate.
6. Fail to maintain or protect the physical assets of the institution.

7. Provide for compensation and benefits for staff that deviate materially from the market.
8. Inform fewer than two senior administrators, including the Vice-President Finance and Administration regarding Presidential and Board issues and processes.
9. Be in or create a conflict of interest.
10. Impede the vision or prohibit the achievement of the outcomes of the institution.
11. Fail to maintain and make available an administrative policy manual.

These general executive constraints may be further defined by a decision of the Board.

POLICY X10.1: TREATING PEOPLE

The President will not deal unfairly with students, staff, volunteers and the community.

The President will not:

1. Operate without personnel procedures which clarify personnel rules, provide for effective handling of grievances and protect against wrongful conditions.
2. Discriminate against anyone for expressing a dissenting opinion.
 - a. Prevent students and staff from grieving to the Board when it is alleged that either;
 - b. The Board policy has been violated to his or her detriment.
 - c. The Board policy does not adequately protect his or her human rights.
3. Fail to acquaint students and staff with their responsibilities and rights.
4. Fail to operate within the rules of natural justice.
5. Fail to provide a mechanism for reducing stress and uncertainty during organizational change.

POLICY X10.2: BUDGETING/FORECASTING

The President will not deviate substantially from the Board's Policies, risk fiscal jeopardy or fail to follow generally accepted budgeting and accounting practices.

The President may not cause or allow budgeting which:

1. Contains too little information to enable:
 - accurate projection of revenues and expenses
 - separation of capital and operational items
 - disclosure of planning assumptions
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.

3. Fails to provide annual operating funds for Board responsibilities, costs of fiscal audit, Board development, Board and committee meetings, and Board association fees.
4. Does not have a broad base of input.

POLICY X10.3: FINANCIAL CONDITION

The President will not allow the financial conditions at any time to incur fiscal jeopardy or compromise the Board's policies.

The President may not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (No. 5 below) is met.
2. Make any purchase or commit the organization to any expenditure of greater than \$100,000 that deviates from the approved budget until such expenditure is approved by the Board.
3. Make any purchase:
 - a. Where prudent steps have not been taken to avoid conflict of interest.
 - b. Without having obtained comparative prices for purchases over \$5000.00 except where extenuating circumstances require immediate action.
 - c. Without ensuring that the quality of goods acquired is suitable to the end use of the product or service.
 - d. Without ensuring that suppliers from within the College region have access to the College's acquisition process and all things being equal, price, quality, service (where applicable) preference being given to local suppliers on purchase or construction contract tenders not subject to the Agreement on Internal Trade.
4. Allow any statutory requirements or filings to be overdue or inaccurately filed.
5. Indebt the organization in an amount greater than can be repaid from anticipated revenues from all sources. Notwithstanding the foregoing, the Board will be advised if the actual operating expenditures exceed the approved expense plan by more than 1%.
6. Allow a deficit in the combined ancillary services area.
7. Fail to advise the Board when the sum of all cash and investments fall below \$250,000.
8. Fail to provide a detailed report to the Board describing the variance when a major budget category exceeds \$100,000 or 10%, whichever is the lesser, from the approved Expense Plan or when it is anticipated that the major budget category will exceed the above limits by year end.

POLICY X10.4: COMMUNICATION AND COUNSEL TO THE BOARD

The President will not provide information and advice to the Board that is untimely, incomplete or inaccurate.

The President may not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Let the Board be unaware of:
 - changes in the assumptions upon which any Board policy has previously been established.
 - relevant trends, anticipated adverse media coverage, actual or anticipated legal actions and material external and internal changes.
3. Fail to advise the Board if the President is aware of concerns that the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the President.
4. Present information in unnecessarily complex or lengthy form.
5. Fail to provide necessary support for official Board, officer or committee communications.
6. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

POLICY X10.5: ASSET PROTECTION

The President will not fail to maintain or protect the physical assets of the institution.

The President may not:

1. Fail to insure against theft and casualty losses or against liability losses to Board members, staff or the organization itself in an amount consistent with the insurance and protection plan provided by the Ministry.
2. Subject plant and equipment to unsafe use, improper wear and tear or inadequate maintenance.
3. Unnecessarily expose the organization, its Board or staff to claims of liability.
4. Receive, process or disburse funds under controls which are insufficient to meet the test of prudent fiscal management.
5. Fail to ensure that assets are protected in a cost-effective manner against misappropriation.
6. Fail to ensure that assets are disposed of in an appropriate manner.
7. Fail to ensure that adequate records are kept to comply with the internal control needs identified by the College's auditor.

POLICY X10.6: COMPENSATION AND BENEFITS

The President will not provide for compensation and benefits for staff that deviate materially from market.

The President may not:

1. Change his or her own compensation and benefits.
2. Establish current compensation and benefits which:
 - a. Deviate substantially from the geographic or professional market for the skills employed.
 - b. Create obligations over a longer term than revenues can be safely projected.
 - c. Deviate from the guidelines most recently published by the Post Secondary Employers' Association.
3. Allow employees to be hired by the College without being made aware of appropriate pension plans and benefits available to them.

POLICY X10.7: WHISTLEBLOWER PROTECTION

Selkirk College encourages members of the Selkirk College community, acting in good faith, to responsibly report to College authorities "Improper Activity," as defined below, on the part of the College or its employees without fear of retaliation.

The College is committed to protecting individuals from interference with making a "Protected Disclosure," as defined below, and from retaliation for having made a Protected Disclosure.

1. Definitions: For the purposes of this Policy:

- a. "Improper Activity" means any activity that is undertaken by the College, an employee of the College, a student, volunteer or contractor of the College, that:
 - i. is in violation of federal, provincial or municipal laws or regulations, including corruption, malfeasance, bribery, theft of College property, fraud, coercion, misuse of College property, or willful omission to perform duty;
 - ii. is a serious violation of College policy; or
 - iii. involves gross misconduct, gross incompetence, or gross inefficiency.
- b. "Protected Disclosure" means a communication to a responsible College employee about actual or suspected Improper Activity based on a good faith reasonable belief that the activity has both occurred and amounts to Improper Activity.
- c. "Retaliation" means adverse action by the College against an individual because he or she has made a Protected Disclosure.

2. False or Reckless Allegations: Any employee or volunteer who knowingly, or with reckless disregard for the truth, make a false report of Improper Activity is liable to disciplinary action, up to and including termination. Any student who makes a False Report is subject to discipline, up to and including suspension. Nothing in this policy prevents a member of the College community from bringing an action for defamation. Allegations that are not substantiated but which are made in good faith are not subject to discipline by the College.

3. Retaliation: No individual who makes a Protected Disclosure will suffer harassment, retaliation or adverse employment consequences. Any person who imposes retaliation against any individual who has made a Protected Disclosure is Subject to discipline, up to and including termination. Individuals who report their own misconduct are not protected by this policy.
4. Reporting and Action by the College: Members of the College community should make a Protected Disclosure to the College employee who the reporting person reasonably expects would have responsibility over the affected area. The College employee who receives the Protected Disclosure will promptly report it to the supervisor of the employee's department, division, school or faculty, with a copy of any written material forming part of the Protected Disclosure. The supervisor receiving such a report will bring the matter to the attention of the Vice-President to whom she or he reports, or to the President in the case of Administrators who report directly to the President. Protected Disclosure with respect to alleged Improper Activity by a Dean or Director should be made to a Vice-President or the President. Protected Disclosure with respect to alleged Improper Activity by a Vice-President should be made to the President. Protected Disclosure with respect to alleged Improper Activity by the President should be made to the Vice-President, Finance and Administration, who will bring the matter to the attention of the Chair of the Board of Governors.
5. Confidentiality: Where appropriate, the College will use reasonable efforts to keep Protected Disclosures confidential. However, individuals who make Protected Disclosures should be aware that confidentiality is not the same as anonymity, and that individuals who are accused of Improper Activity will, in most cases, be entitled to know the name of the person who had accused them.

POLICY X10.8: COLLEGE RISK MANAGEMENT

Overview

Selkirk College acknowledges that all activity has associated with it an element of risk – defined as anything that impacts the achievement of the College's objectives.

Due to the diverse nature of the College's programs, services and community involvement, and the fact that not all risks can be transferred to third parties through insurance policies, contracts or waivers, the management of residual risk at all levels of the organization is imperative.

Purpose

Selkirk College is committed to building increased awareness and a shared responsibility for risk management at all levels of the organization, through a clearly defined risk management policy. Risk management is the process of identifying, assessing and developing management strategies to deal with risk(s) facing an organization. This policy is intended to assist in decision making processes that will minimize potential losses, improve the management of existing uncertainty and the approach to new opportunities, thereby helping to maximize the College's available resources.

Policy

Selkirk College will manage risk to protect both the College community and its assets and will maintain a proactive, long-term and sustainable college-wide risk management strategy as summarized in the College's Risk Management Framework.

The management of risk is a shared responsibility at all levels of Selkirk College.

The College, when appropriate and cost effective, will seek to share risk with third parties through the use of insurance policies, waivers and contracts.

Responsibility

The Board of Governors has delegated responsibility for risk management policy governance matters to the Board Finance Committee.

The President is responsible for ensuring that a comprehensive Risk Management Framework is in place and implemented, and that appropriate accountability reports are provided to the Board and to the College community.

G. BOARD PROCESS

POLICY G10: GOVERNING STYLE

Pursuant to the College and Institute Act, the Board will govern with a style which:

- emphasizes outward vision
- invites diversity in viewpoints
- provides strategic leadership
- articulates a clear distinction of Board and President roles
- is based on collective decisions
- embraces proactivity

The Board will:

1. Be mindful of its accountability to the public.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability. Continual redevelopment will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
3. Direct, control and inspire the organization through the careful establishment of Board policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term outcomes outside the operating organization and not on the administrative or programmatic means of attaining these results.
4. Welcome staff initiative and cultivate a sense of group responsibility. The Board will govern with excellence and initiate policy.
5. Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline in policies in the Board Process and Board-Staff Relationship categories.
6. Publicize the adoption of new policies or major changes to existing policies in order to invite specific input from the internal college community at a subsequent regular meeting.
7. Make minor amendments to clarify or improve its policies by submitting proposals to the Board's Executive Assistant by the Agenda Deadline. Proposals for improving the Board's policies can be made by any person or group having an interest in these policies.

POLICY G20: BOARD COMPOSITION AND SUCCESSION

1. The first requirement for effective governance is having a group of individuals on the Board who have the appropriate combination of competencies (skills and experience) and personal attributes (behaviour and attitude) to support Selkirk College's mission and contribute together as a highly motivated team. It is important that the appointment process be collaborative, with both Government and the Board taking an active role in the recruitment and evaluation of candidates.
2. The Board is composed of at least eight governors appointed by Government, two elected student representatives, one elected faculty member, one elected support staff, the president and the chair

of the Education Council as prescribed by the *College and Institute Act*.

The Board is made up of individuals who, collectively, have the required competencies and personal attributes to carry out their responsibilities.

3. Board members who are appointed by the government are independent from College management and administration, and have no material interest in the organization.

In consultation with the Government, the Board:

- develops board member selection criteria,
 - recommends a recruitment and evaluation process,
 - identifies, evaluates and recommends potential candidates,
 - develops a plan and a process to recommend to Government the orderly long-term renewal of board membership, and
 - submits the 'Request for Appointment' in the form prescribed by Government.
4. To facilitate this process, the Board has a competency matrix, listing the specific competencies and personal attributes desired for the board membership as a whole. The competency matrix is used to identify competency "gaps" on the board and direct the search for new candidates.
 5. The Board publishes the name, appointment term and a comprehensive biography of each member on the College website.

POLICY G30: BOARD MEMBER JOB DESCRIPTION

GENERAL ACCOUNTABILITY

The Selkirk College Board of Governors generally consists of eight members appointed by an Order-in-Council of the Provincial Government, two elected student representatives, one elected faculty representative and one elected support staff person. The President of the Institution along with the Chair of the College's Education Council is non-voting members of the Board. Appointed board members serve a maximum of six years, student representatives are elected (and may be re-elected) annually by the student body and faculty and staff representatives are elected for three-year terms.

The Board of Governors' general role is to foster the short and long-term success of the College in a manner consistent with the Mission, Vision and Values of the Institution in accordance with the Board's Policies and Bylaws.

All Governors, appointed or elected, owe a fiduciary duty of care to the Institution. The fiduciary duty requires Governors to be loyal and to act honestly, in good faith and in the best interests of the College. The duty of care requires that Governors do their job well. They should exercise in the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. They should be diligent; reading all of the material in advance, attending all meetings, asking relevant questions, being prepared to discuss all issues, and keeping informed about the Institution. Governors should be provided with sufficient information to consider all matters coming before the Board and they should spend the time necessary to make informed decisions.

BOARD ORGANIZATION

Board members will be elected to the offices of Chair and Vice-Chair at each Annual General Meeting of the Board, with the ability to stand for re-election to either position during the length of his or her term on the Board. Board members are asked to serve on standing committees of the Board and may be appointed by the Board Chair to serve on ad hoc committees, which may be struck from time to time for a specific purpose.

Board members are encourage to attend and participate on other College and/or program advisory committees in an ex-officio capacity and to attend and participate in College events including, but not limited to, graduation ceremonies, employee recognition functions, scholarship and bursary recognition events and meetings with Government.

NATURE AND SCOPE

Selkirk College is a multi-campus comprehensive community college established and operating pursuant to the provisions of the statutes of the Province of BC and since 1966. The College and Institute Act accords to the College Board the responsibility for the general welfare and overall management of the College. The College Board is the ultimate authority for the operation of the College subject to the provisions of the legislation. To fulfill its mandate, the College Board appoints a president who in turn is responsible for appointing staff, providing institutional direction and leading and managing the operations and activities of the College.

The Board of Governors appoints and determines, with the approval of the Post Secondary Employers Association, the compensation and other terms of employment of the President and Chief Executive Officer. The Board also approves the College's long-term vision and plans, the three-year Service Plans and annual Capital Plans, the College's annual report, and the annual goals and objectives as submitted by the President and Chief Executive Officer. The Board delegates to the President and Chief Executive Officer the complete authority for College operation and activities within limits established by the policies of the Board and the organization.

MINIMUM REQUIREMENTS

- Attend all regular and special meetings of the Board when provided reasonable notice;
- Attend Board retreat and professional development conferences such as those sponsored by the ACCC;
- Strive to continually learn more about the College system, the organization's operations and its services, as well as learn about any individual responsibilities as a Board member by fulfilling professional development training as recommended by the Board or President;
- Maintain confidentiality of the College operations;
- Ensure no conflict of interest exists, real or perceived, and in the event that one arises, immediately disclose it to the Board and refrain from voting on related issues; and
- Participate to the best of his/her ability in determining policy and other matters, give full attention to operations, issues and concerns, and vote or officially abstain.

BOARD COMPOSITION AND DISCIPLINE

The Board oversees the affairs of the Institution, provides oversight of management as it carries out the day-to-day operations of the College and sets the standards of organizational conduct in concert with the President. The Board's main focus will be on the development, monitoring and review of its policies and guidance on the strategic planning process. This role is separate from the responsibility of the day-to-day management of the College and the achievement of Board approved goals which are the responsibility of the President.

The Board of Governors will clearly define and articulate its role and responsibilities through its Polices and Bylaws, with specific responsibility for:

- hiring of the President and ensuring an appropriate succession plan exists;
- annual assessment of the President's performance;
- oversight and approval of the Institution's capital and operating budgets and ensuring integrity of the financial function of the College including risk-management;
- compliance with monitoring, reporting and accountability requirements;
- establish controls and guidelines governing ethical conduct, conflict of interest, environmental protection, personal and public safety as well as articulating the consequences for failure to comply with such controls and guidelines;
- ensure an appropriate and effective communication strategy exists for the Institution;
- provide for good Board management and on-going effectiveness by ensuring measures for Board assessment and member self-assessment are carried out on an ongoing basis in addition to planned succession for the Board Chair; and
- identify the requirement competencies and skill sets required by the Board and make recommendations to the Board Resourcing and Development Office in connection with filling Board vacancies.

The Board will articulate and review on an ongoing basis, Board development and its continuous improvement, including the development and maintenance of the orientation of new Board members.

The Board will monitor its process and performance at each meeting.

Changes or amendments to existing Board policies, and the adoption of new Board policies may be publicized for the invitation of specific input from the internal or external College community.

POLICY G40: CHAIRPERSON'S JOB DESCRIPTION

POSITION: Chair, Board of Governors	REPORTS TO: Board of Governors
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GENERAL ACCOUNTABILITY

The Chair is a member of the Board of Governors, and is elected by the Board of Governors annually at its Annual General Meeting. The Board is responsible for providing direction and oversight and ensuring that all significant issues affecting the College are given careful consideration. Governors are accountable to the citizens of our College Community and have an obligation to act in the best interests of the College as a whole at all times.

The Chair is primarily responsible for the integrity of the Board's process and secondarily for the representation of the Board to external parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

The Chair ensures that the Board behaves consistent with its own rules and those imposed upon it by legislation. In this regard, meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the President and deliberation will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.

In addition, the Chair provides leadership to the Board in such matters as:

- providing leadership in the establishment of the Board's agenda in conjunction with the agenda setting committee;
- running meetings effectively;

- controlling discussion appropriately;
- managing dissent;
- working towards consensus;
- communicating persuasively with colleagues, management, the public and Government; and
- establishing a culture of active and constructive board engagement.

The authority of the Chair falls within those topics covered by Board policies on governance process and board-staff relationships, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies. The Chair is empowered to chair Board meetings with all of the commonly accepted power of that position. For certainty, the Chair has no authority to make decisions about policies created by the Board. The Chair has no authority to supervise or direct the President unless specifically directed by the Board in exceptional circumstances.

NATURE AND SCOPE

Selkirk College is a multi-campus comprehensive community college established and operating pursuant to the provisions of the statutes of the Province of BC and since 1966. The College and Institute Act accords to the College Board the responsibility for the general welfare and overall management of the College. The College Board is the ultimate authority for the operation of the College subject to the provisions of the legislation. To fulfill its mandate, the College Board appoints a president who in turn is responsible for appointing staff, providing institutional direction and leading and managing the operations and activities of the College.

The Board of Governors appoints and determines, with the approval of the Post Secondary Employers Association, the compensation and other terms of employment of the President and Chief Executive Officer. The Board also approves the College's long-term vision and plans, the three-year Service Plans and annual Capital Plans, the College's annual report, and the annual goals and objectives as submitted by the President and Chief Executive Officer. The Board delegates to the President and Chief Executive Officer the complete authority for College operation and activities within limits established by the policies of the Board and the organization.

MINIMUM REQUIREMENTS

- Active member of the Board of Governors;
- Attend all regular and special meetings of the Board when provided reasonable notice;
- Attend Board retreat and professional development conferences such as those sponsored by the ACCC;
- Strive to continually learn more about the College system, the organization's operations and its services, as well as learn about any individual responsibilities as a Board member by fulfilling professional development training as recommended by the Board or President;
- Maintain confidentiality of the College operations;
- Ensure no conflict of interest exists, real or perceived, and in the event that one arises, immediately disclose it to the Board and refrain from voting on related issues; and
- Participate to the best of his/her ability in determining policy and other matters, give full attention to operations, issues and concerns, and vote or officially abstain.

SPECIFIC RESPONSIBILITIES

1. Guide and mediate Board actions with respect to institutional priorities and governance issues and encourage the Board's role in strategic planning for the Institution.
2. Appoint members to committees of the Board and serve as an ex officio member of all board committees.
3. Provide leadership and direction to the Board.
4. Ensure that no conflict of interest exists, actual or perceived, either of the Chair or any other member of the Board.
5. Discuss issues confronting the College with the President and Management and review with the President and Management any issues of concern to the Board.
6. Represent Selkirk College at community and College functions. Enhance relationships with internal and external community groups and other stakeholders and, if an when applicable, represent the Institution to the media in conjunction with the President.
7. Adhere to and enforce the general responsibilities as outlined in the Board Member position description as established by the Board and as prescribed by the College and Institute Act.
8. Ensure the Vice-Chair is informed of current and pending Board issues and processes.
9. Act as signing authority on all Board correspondence.
10. Ensure that a process for regular board, chair, committee and director evaluations exists in conjunction with the Development Committee.

INTERNAL RELATIONSHIPS

The primary relationship is that between the Chair and the President, and the quality of this relationship is of the utmost importance. The roles and responsibilities of other management and staff members assigned to work with Board committees should be clearly articulated and approved by the President.

EXTERNAL RELATIONSHIPS

Ministry of Advanced Education – to act as the main liaison between the Board and Government. The Chair should communicate regularly with the responsible Minister to build a positive working relationship and support two-way accountability through dialogue with the support of the President.

Association of Canadian Community Colleges, MP, MLA's, Mayors and Councils, Regional District Chairs and Boards, Columbia Basin Trust – to establish beneficial alliances, relationships and partnerships.

POLICY G50: VICE CHAIR JOB DESCRIPTION

POSITION: Vice-Chair, Board of Governors	REPORTS TO: Board of Governors
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GENERAL ACCOUNTABILITY

The Vice-Chair is a member of the Board of Governors, and is elected by the Board of Governors annually at its Annual General Meeting. The Board is responsible for providing direction and oversight and ensuring that all significant issues affecting the College are given careful consideration. Governors are accountable to the citizens of our College Community and have an obligation to act in the best interests of the College as a whole at all times.

The Vice-Chair is primarily responsible for supporting the Board Chair in connection with the carrying out of their duties.

NATURE AND SCOPE

Selkirk College is a multi-campus comprehensive community college established and operating pursuant to the provisions of the statutes of the Province of BC since 1966. The College and Institute Act accords to the College Board the responsibility for the general welfare and overall management of the College. The College Board is the ultimate authority for the operation of the College subject to the provisions of the legislation. To fulfill its mandate, the College Board appoints a president who is responsible for appointing staff, providing institutional direction and leading and managing the operations and activities of the College.

The Board of Governors appoints and determines, with the approval of the Post Secondary Employers Association, the compensation and other terms of employment of the President and Chief Executive Officer. The Board also approves the College's long-term vision and plans, the three-year Service Plans and annual Capital Plans, the College's annual report, and the annual goals and objectives as submitted by the President and Chief Executive Officer. The Board delegates to the President and Chief Executive Officer the complete authority for College operation and activities within limits established by the policies of the Board and the organization.

MINIMUM REQUIREMENTS

- Active member of the Board of Governors;
- Attend all regular and special meetings of the Board when provided reasonable notice;
- Attend Board retreat and professional development conferences such as those sponsored by the ACCC;
- Strive to continually learn more about the College system, the organization's operations and its services, as well as learn about any individual responsibilities as a Board member by fulfilling professional development training as recommended by the Board or President;
- Maintain confidentiality of the College operations;
- Ensure no conflict of interest exists, real or perceived, and in the event that one arises, immediately disclose it to the Board and refrain from voting on related issues; and
- Participate to the best of his/her ability in determining policy and other matters, give full attention to operations, issues and concerns, and vote or officially abstain.

SPECIFIC RESPONSIBILITIES

1. In the absence of the Chair, the Vice-Chair shall preside at meetings of the Board and, in the event the Chair position is unfilled, shall serve as the Chair until such time as a Chair is elected in accordance with the Board's Bylaws.
2. Serve as the Chair of the Board Development Committee.
3. Serve as an active member of the agenda setting committee along with the Board Chair, the President and any others designated to the Committee.
4. Conduct an annual audit of the College's compliance with the Disclosure Guidelines associated with Best Practices.
5. Represent Selkirk College at community and College functions. Enhance relationships with internal and external community groups and other stakeholders and, if and when designated by the Board Chair, represent the College to the media in conjunction with the President.
6. Adhere to and enforce the general responsibilities as outlined in the Board Member position description as established by the Board and as prescribed by the College and Institute Act.

INTERNAL RELATIONSHIPS

The primary relationship is that between the Board and the President, and the quality of this relationship is of the utmost importance. The roles and responsibilities of other management and staff members assigned to work with Board committees should be clearly articulated and approved by the President.

EXTERNAL RELATIONSHIPS

Ministry of Advanced Education – to support the Board Chair in his/her role as the main liaison between the Board and Government.

Association of Canadian Community Colleges, MP, MLA's, Mayors and Councils, Regional District Chairs and Boards, Columbia Basin Trust – to establish beneficial alliances, relationships and partnerships.

Various community groups, the College donor community, Honorary Board members, campaign leaders, regional business and industry, the general public – to establish and maintain a positive and visible profile of the College, and to establish, nurture and maintain effective relationships and recognize contributions appropriately.

POLICY G60: BOARD, COMMITTEE AND MEMBER ASSESSMENT

The Board requires feedback on how it is performing as a group, how its committees are functioning, and how individual members are dispatching their responsibilities. The purpose of assessment is to evaluate effectiveness and make improvements where required.

1. The Board annually assesses its performance and the performance of each of its committees against their respective terms of reference. Board and committee assessments shall include:
 - whether the board or committee has adequately discharged its responsibilities,
 - the adequacy of board or committee operations and decision-making processes, and
 - Board or committee effectiveness.

2. The Board annually assesses the performance of the chair against the chair's position description.
3. The Board annually assesses the performance of individual governors against the Board Member Role Expectations. The assessment methodology may include self-evaluation or peer evaluation. The assessment shall include evaluation of:
 - the level of the member's skills, experience, and demonstrated expertise;
 - the level of a member's preparation for Board discussions and the degree of participation in them;
 - the member's knowledge about the organization, its strategic direction and its operational environment;
 - the member's record of attendance;
 - the member's ability to express views and hear the views of others;
 - ethical standards; and
 - the member's commitment to the best interests of Selkirk College.
4. When possible, the evaluation of the Board shall occur in stages, starting with the full Board and committee evaluations, and then moving to assessments of the chair and individual members.
5. Once an assessment is completed, the Board shall make certain that steps are taken where necessary to improve the effectiveness of individual members, committees or the Board as a whole.

POLICY G70: ANNUAL BOARD PLANNING CYCLE

To accomplish its responsibilities with a governance style consistent with Board policies, the Board will follow an agenda which annually reviews (a) Board policies and (b) continually improves its performance through attention to Board education and to enriched input and deliberation.

1. The cycle will conclude each year with the last June Meeting in order that administrative planning can be based on accomplishing a one year segment of the most recent Board long range vision. In the first one or two months of the new cycle, the Board will develop its agenda at a Board retreat.
2. Board education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year. Where feasible, the Board will identify those areas of education and input needed to increase its level of wisdom and forethought which it can then give to subsequent choices.

POLICY G80: BOARD MEMBERS' CODE OF CONDUCT

The Board expects ethical conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

Where confusion may arise or clarification is required in the interpretation of this Code, the Board Chair will be consulted.

1. Board members must be loyal to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness,

- competitive opportunity and equal access to “inside” information.
- b. Board members shall not acquire or dispose of any interest in any company where the knowledge of confidential information gained as a Board Member could reasonably affect the value of such investments.
 - c. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
 - d. Should a Board member, or relative of a Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
 - e. A Board member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the College’s interests shall discuss the implications of accepting such a position with the Board Chair, recognizing that acceptance of such a position might require the member’s resignation from the College Board.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- a. Board members interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members.
 - b. Board members will make no judgements of President or staff performance except as that performance is assessed against explicit Board policies by the official process.
 - c. Board members’ interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.
 - d. Board members are encouraged to make themselves available to hear and discuss successes, innovations, problems and concerns within the College community.
4. Board members will be approached occasionally by a community member(s), employee(s) or student(s) regarding a concern or problem. The protocol for dealing with these issues is as follows:
- a. Community Member – The Board member should suggest that contact be made with the President or other senior administrator (if known). If the community member is not prepared to do the follow-up, it would be appropriate to suggest contact with the Chairperson. If the community member is not prepared to take further action, the Board member should inform the Chairperson/President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.
 - b. Student – The Board member, in the following order, should suggest that contact be made with the instructor, department head, senior administrator, President, or Chairperson regarding the concern. If the student is not prepared to take further action, the Board member should inform the Chairperson/President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.
 - c. Employee – The Board member, in the following order, should suggest that contact be made with the department head, senior administrator, President or Chairperson regarding the concern. If the employee is not prepared to take further action, the Board member should inform the Chairperson/President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.

In all cases, the complainant must be advised that for any “Area” follow-up, the complainant must be willing to participate in the process at some point.

5. Board members are expected to attend all Board meetings. Board members not attending two consecutive or a total of three meetings in a year may be asked for their resignation.

Board members wishing to attend a conference, other than the AECBC AGM, must bring their request before the Board as a whole and should justify the value of attending the conference and present a written report upon their return.

6. It is essential to fair business practices that all those who associate with the College, as suppliers or contractors, have access to the Board on equal terms.
 - a. Board members and members of their immediate families shall not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the College. Any firm offering such inducement shall be asked to cease.
 - b. Similarly, no Board member will offer or solicit gifts or favours in order to secure preferential treatment for themselves or the College.
 - c. Under no circumstances shall Board members offer or receive cash, preferred loans, securities or secret commissions. Any Board member experiencing or witnessing such an offer shall report the incident to the Board Chair immediately.
 - d. Gifts and entertainment shall only be accepted or offered by a Board member in the normal exchanges common to established business, educational or cultural relationships for the College. An exchange of such gifts shall create no sense of obligation on the part of the Board member.
 - e. Inappropriate gifts received by a Board member shall be returned to the donor.
 - f. Full and immediate disclosure to the Board Chair of the receipt of any gift or favour will always be taken as good-faith compliance with these standards.
7. Use of College Property
 - a. Board member requires the College’s approval to use property owned by the College, for personal purposes; or to purchase property from the College unless the purchase is made through channels that are also available to the public.
 - b. A Board member shall not purchase property owned by the College if that Board member is involved in an official capacity in some aspect of the sale or purchase.
8. To demonstrate determination and commitment, each Board member will review and declare compliance with the College’s Code of Conduct annually.

POLICY G90: BOARD COMMUNICATIONS POLICY

Selkirk College will be accessible and responsive when communicating with our stakeholders, our employees, the public and Government. The Board will ensure that management has adopted appropriate communications strategies that reflect that Selkirk College is a part of the public sector where transparency is an important feature of our accountability. The Board will be satisfied that all salient information about the College and its operations is made accessible by Management.

The Communication strategies will promote open dialogue through its open session meetings, within Selkirk College and between Selkirk College, the public and Government. The Chair is the authorized spokesperson for the Board, and the President and CEO is the primary spokesperson for the College. The Board's primary vehicle for transparency is through the regularly scheduled public Board meetings.

The College will have communication strategies to address the following:

1. Strategic Directions/Outcomes

The Board recognizes its primary responsibility to provide leadership for the development of the College's overall long-term vision. The Board will ensure that a communication process exists to provide transparency for the development of the College's long term vision, and the annual review and implementation of the strategic directions and outcomes.

a. Review of the Overall Long-Term Vision

In three to five-year intervals, the Board will provide for a renewal of the College's long term vision. The Board will provide for the engagement of the internal and external College communities in connection with the renewal.

b. Review and Monitoring of Outcomes

The Board has a process for the regular monitoring of the College's performance relative to its strategic outcomes. In addition to the assessment of accomplishment of key goals as agreed in advance with the President, the performance measures and targets are reviewed for relevancy and appropriateness.

c. Review and approval of annual planning

On an annual basis, the Board reviews and approves the College's operational plan and capital plan as well as the three year Service Plan and Service Plan report submitted to the Ministry of Advanced Education. The annual Service Plan report provides information of the College's performance against expectations set by the Ministry and the College itself.

2. Financial Management and Accountability

The Board will ensure that a communication process exists to provide transparency for the tuition and fee review, annual budget development, regular monitoring of the College finances and annual financial audit.

a. Tuition and Fee Review

Each year the Board of Governors approves a set of guiding principles and reviews relevant research regarding the history and status of tuition fees at Selkirk and across the post secondary system in BC. Based on this information the Board provides a notice of motion to the college community regarding tuition fees for the following year. This provides the College community, including students the opportunity to provide feedback for consideration in the Board's decision making process.

b. Annual Budget

The budget development process is initiated at the Board level with the approval of the preliminary budget planning assumptions. These broad budget planning assumptions are based on estimated cost and revenue information. The assumptions are refined, updated and shared with the Board as new information becomes available during the development process.

c. Financial Monitoring

The Board reviews the monthly financial statements at regularly scheduled Board meetings. In addition the Board is provided with quarterly variance reports which identify material deviations accompanied by a strategy to address known shortfalls.

d. Audited Financial statements

The College Board appoints an independent auditor and assesses the independence annually. In connection with the annual audit the Board is provided with: the audited financial statements and auditor's opinion there on; the annual enrolment report and auditor's opinion there on; and a management letter providing internal control and operational recommendations to the Board.

3. **Advocacy**

The Board recognizes its major responsibilities for advocacy and issue management. With respect to these responsibilities the Board will approve an annual advocacy plan and develop issue management strategies as required.

4. **Disclosure**

The Board recognizes that disclosure is at the heart of best practice in corporate governance. With respect to this, the Board undertakes an annual audit of its disclosure practices and reports the results of this annual audit in its Annual General Meeting, in an annual report to Government and posts same on its website for public access.

POLICY G100: SELKIRK BOARD BY-LAWS

PART I – INTERPRETATION

1. In these By-Laws, unless the context otherwise requires:

- a. **“Adjudicator”** means a person identified by the Ministry to assist in determining a declaration of conflict of interest.
- b. **“Board”** means the Governing Board of Selkirk College and its associated Board committees as described in the relevant sections of the College and Institute Act of the Province of British Columbia from time to time in force and all amendments to it.
- c. **“Closed Meeting”** means a meeting of the Board that includes the Board and members of the senior management and other members included by a resolution of the Board.
- d. **“Designated Representative”** means a representative of the student association(s), BCGEU, PPWC and SCFA, selected by that group, and who is entitled to participate in the discussions before the Board.

- e. **“Employee”** means an individual appointed as a full- or part-time employee of Selkirk College.
 - f. **“External Member”** means a community member appointed by the Lieutenant Governor-in-Council.
 - g. **“Internal Member”** means the President and Education Council Chair and faculty, support staff and student members elected by their respective constituency.
 - h. **“Member”** means either a person appointed to the governing board by the Lieutenant Governor-in-Council, a person elected by a constituency as provided in Bill 22, or a person who is on the Board because of a position held (i.e., President, Chair of Education Council).
 - i. **“Regular Meeting”** means a meeting of the Board for which notice of the meeting has been provided at a regular meeting.
 - j. **“Related Person”** means a spouse, child, parent, or sibling of the member.
 - k. **“Special Meeting”** means a meeting of the Board that has been called by the Chair on short notice to consider an extraordinary item.
2. The definitions in the College and Institute Act on the date that these By-Laws become effective apply to these By-Laws.
 3. Board Policy means those resolutions of the Board intended to govern the operations of the Board and duly passed or amended according to the relevant sections of these By-Laws. A copy of the Board Policy Manual is held by the Vice President of Administration, and is available for examination.

PART II – FORMALITIES

1. The mailing address of the Head Office of Selkirk College shall be 301 Frank Beinder Way, Castlegar, British Columbia, V1N 3J1.
2. The execution of documents required to be in writing shall be in accordance with the College and Institute Act. Documents shall be properly executed if witnessed by the signatures of the Chair or the President, and the Vice President, Administration.
3. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate Seal of the College, and shall be kept in the custody of the Vice President, Administration.
4. The official stamp of the Registrar's office, an impression whereof is stamped in the margin of this document, shall be the official stamp affixed to all certificates, diplomas, associate degrees and official transcripts of academic record.
5. The Board shall see that all necessary books and records of the College required by the By-Laws of the Board or by any applicable statute or law are regularly, and properly kept. Such books and records shall be kept in the custody of the Vice President, Administration. Access shall be as determined from time to time, according to Board Policy.

PART III – THE BOARD

1. The powers and duties of the Board shall be as determined by the College and Institute Act and the Board By-Laws
2. The affairs of the College shall be governed by the Board.
 - a. The Board is composed of at least 8 governors appointed by Government, 2 elected student representatives, 1 elected faculty member, 1 elected support staff, the president and the chair of the Education Council as prescribed by the *College and Institute Act*.
 - b. The Board is made up of individuals who, collectively, have the required competencies and personal attributes to carry out their responsibilities.
 - c. Board members who are appointed by the government are independent from College management and administration, and have no material interest in the organization.
 - d. In consultation with the Government, the Board
 - i. develops board member selection criteria,
 - ii. recommends a recruitment and evaluation process,
 - iii. identifies, evaluates and recommends potential candidates,
 - iv. develops a plan and a process to recommend to Government the orderly long-term renewal of board membership, and
 - v. submits the “Request for Appointment” in the form prescribed by Government.
 - e. To facilitate this process, the Board has a competency matrix, listing the specific competencies and personal attributes desired for the board membership as a whole. The competency matrix is used to identify competency “gaps” on the board and direct the search for new candidates.
 - f. The Board publishes the name, appointment term and a comprehensive biography of each member on the College website.
 - g. The Board shall elect annually from among its members a Chair and a Vice-Chair who shall be eligible for re-election.

3. Code of Conduct

The effective governance of Selkirk College is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct. The following outlines the duties required of members of the Board:

- a. *Duty of Integrity* – to act honestly and in good faith.
- b. *Duty of Loyalty* – to give his or her loyalty to the institution when acting on behalf of the Board.
- c. *Duty of Care* – to act in a prudent and diligent manner, keeping himself or herself informed as to the policies, business and affairs of the institution.
- d. *Duty of Confidentiality* – notwithstanding the need of members to make an informed decision

on an issue before the Board by obtaining input from internal and external communities, members are to ensure that information which is normally considered confidential (i.e., financial and personnel issues) remain so. Board members shall not, either during or following the termination of their service, disclose such information to any outside person unless authorized.

- e. *Duty of Skill* – to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the institution.

Conduct of members contrary to the above duties may be subject to review by the Board, and subsequent punitive action similar to Part IX, D of the following Conflict of Interest guidelines may be imposed. Likewise, the appeal process outlined in Part IX, C of the Conflict of Interest guidelines will be made available to either party in a dispute.

Additionally, Board members have an obligation to be sufficiently familiar with and to comply with any legislation that applies to their work and to recognize potential liabilities and to know when to seek legal advice. If in doubt, Board members are expected to ask for clarification.

4. **Oath of Office**

The following Oath of Office is to be sworn, signed, and dated before the Board at the commencement of all members' first meeting with the Board. The Oath of Office will be taken by the Board Chair.

I, _____, sincerely promise and affirm that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Selkirk College. I have read and agree to abide by the Code of Conduct and the Conflict of Interest By-laws of Selkirk College.

PART IV – MEETINGS

1. The meetings of the Board and its committees shall be governed by:
 - a. The College and Institute Act;
 - b. The relevant sections of these By-Laws and by Board Policy established under these By-Laws;
 - c. Where the College and Institute Act is silent, and the By-Laws and Board Policy are silent as well, Robert's Rules of Order (recent edition) shall govern.
2. At all meetings of the Board, any member of the Board, including the President and Education Council Chair, senior administrators, or designated representatives may speak to any matter before the Board, but only appointed or elected Board members may move, second, or vote on any motion.
3. Quorum
 - a. As defined in the College and Institute Act.
 - b. If after thirty minutes after the time appointed for the meeting of the Board there should be no quorum present, then the meeting shall stand adjourned to a date fixed by the Chair. The names of the members present at the expiration of the said thirty minutes shall be recorded.
 - c. Notwithstanding sections C.a) and C.b), the Board may continue and deal with its agenda provided no member of the Board challenges the lack of a quorum and all decisions reached

are ratified (or amended) at the next duly constituted meeting of the Board.

4. Notice, with Agenda, of regular meetings shall be distributed in accordance with Board Policy.
5. Actions of the Board

Unless required to be exercised by By-Law, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the approved minutes of the Board shall be prima facie evidence of the action taken.

6. Circulation of Minutes

Copies of the Minutes of Board meetings shall be circulated in accordance with Board Policy.

PART V – BOARD POLICY

1. The Board may, from time to time, establish policy under the College and Institute Act, and these By-Laws for the orderly management of the Board's affairs. Such Board Policy shall be by resolution of the Board following due process as established by the Board in Board Policy.

PART VI – INDEMNIFICATION

1. The Board hereby agrees that every member and officer of the Board and every employee shall be deemed to have assumed office or to have entered employment on the express understanding, agreement and condition that every member and officer of the Board or every employee and the heirs, executors and administrators and estate and effects of every member and officer or employee, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the College from and against:
 - a. All costs, charges and expenses whatsoever sustained or incurred by a member, officer or employee in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a member, officer or employee, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that member, officer or employee, in fulfilling the duties performed by that individual as a member or officer of the Board or employee of the College.
 - b. All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the College; except such costs, charges or expenses as are occasioned by the Board member's or officer's or employee's own wilful neglect or default.
 - c. An officer of the Board is defined as the President or the Vice President of Administration.

PART VII – RESIGNATION OF BOARD MEMBERS

1. No member of the Board may resign as a member of the Board except in accordance with the procedure provided in this By-Law.
2. The resignation of a member of the Board shall be made by a notice in writing, addressed and delivered to the Board Chair or Vice President, Administration who shall immediately notify the President and the appointing agency or electorate.

PART VIII – HONOURARIA AND EXPENSES OF BOARD MEMBERS

1. Each appointed or elected member (except faculty and staff members) of the Board shall be paid an honorarium as determined from time to time by the Lieutenant Governor-in-Council.
2. Each member of the Board shall be reimbursed by the College for any reasonable travelling, out-of-pocket expenses and the costs of providing care to dependents incurred in discharging duties as a Board member.
3. All acquisitions of goods and services from College funds or College administered funds are subject to college policy 9200 Acquisitions of Goods and Services.

PART IX – CONFLICT OF INTEREST OR DUTY

1. Conflict of Interest Defined

- a. A conflict of interest arises when a Board member's private interests supersedes or competes with his/her dedication to the interests of the College. This could arise from Real, Potential or Apparent Conflict of Interest for a Board member or related persons and may be financial or otherwise. For this purpose:
 - i. A "Real Conflict of Interest" occurs when a Board member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.
 - b. A "Potential Conflict of Interest" occurs when there exists some private interest that could influence the performance of a member's duty or function or in the exercise of power provided that he or she has not yet exercised that duty or function.
 - c. An "Apparent Conflict of Interest" exists when reasonably well-informed persons could perceive that a Real Conflict of Interest exists on the part of the member.

2. Declaration of Conflict

- a. Board members must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases where conflict cannot be avoided, a Board member has an obligation to declare a conflict of interest prior to discussion or decision of an issue. After declaration of the conflict the Board member:
 - i. shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the board meeting);
 - ii. if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - iii. shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - iv. shall not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.

- b. Where a Board member is unsure of whether he/she is in conflict, that member should raise the perceived potential conflict with the Board, and the Board should determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict should refrain from voting on the issue.
- c. Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said member influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision.
- d. Any Board member who perceives another member to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Board at the first opportunity. The Board should determine by majority vote whether or not a conflict of interest exists, and the member perceived to be in conflict shall be absent when the vote is taken.
- e. Where a Board member has been declared by vote to be in conflict of interest, and that member is in disagreement with the decision of the Board he/she may appeal the decision through the steps outlined in Part IX, 3. Until the appeal process is completed, the Board member perceived to be in conflict either stands aside on the given issue or continues at risk of acting in conflict and being subject to the associated penalty(s).

3. **Appeal of Declaration of Conflict**

- a. If a Board has exhausted all possible means of resolving a conflict of interest declaration and the Board member(s) in question and the Board are still at an impasse, then, the determination of conflict shall be referred to a Provincial adjudicator(s). The Minister will maintain a roster of potential individuals who can be called upon to review conflict of interest disputes and make determinations on the dispute. Any costs associated with this appeal process will be the responsibility of the initiating Board.
- b. The process for appealing a declaration of conflict will require the following:
 - i. The Board shall request in writing that the Minister identify an adjudicator(s) from the Provincial roster to review and make a determination on a perceived conflict of interest;
 - ii. The Board shall submit a report to the adjudicator and a copy to the member in question within seven days of the request for adjudication, documenting the nature of the perceived conflict, and the background leading to the impasse;
 - iii. The Board member(s) perceived to be in conflict shall submit a report to the adjudicator and a copy to the Board within seven days of the request for adjudication, documenting the nature of the perceived conflict, their rationale for not being in conflict, and the background leading to the impasse;

The adjudicator(s) shall review the documentation, gather any other additional information required to make an informed decision, and provide the Board with a determination on the declaration of conflict of interest within two weeks of receiving the request for adjudication or may, if further review is necessary, request an extension from the parties involved.

- c. The initiation of an appeal, or an appeal found in the favour of the appellant, shall not impede the action flowing from the Board's resolution that led to the appeal in the first instance. The Board, however, reserves the right to revisit the decision following the appeal.

4. Punitive Action Associated with Conflict of Interest

- a. A second role for the adjudicator(s) is(are) to recommend to the Board any punitive action to be directed to a Board member deemed to be in conflict. The Board shall have the power and ability to impose punitive action including one or more of the following:
 - i. letter of reprimand;
 - ii. suspension of a Board member(s) from the Board for a determined period of time;
 - iii. recommendation that a Board member(s) resign from the Board;
 - iv. for external members, recommendation that the appointment be rescinded.

5. General Guidelines for Declaring Conflict of Interest (under Part IX, 2)

The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict as described in Part IX, A should be used as the ultimate measure of conflict.

- a. A pecuniary interest exists when a contract or other matter of a monetary nature is before the Board which:
 - i. affects a private company in which a member or related persons are a proprietor or shareholder;
 - ii. affects a public company in which the member, or related persons hold more than 10% of the shares issued of that public company;
 - iii. affects a partnership or firm in which the member, or related persons are a member;
 - iv. affects a corporation in which the member is a director;
 - v. affects an organization in which the member is a senior officer; or
 - vi. affects a private society, crown corporation or other organization in which the member by virtue of office holds a position of influence.
- b. A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e., students, staff, and faculty) by a member of that group is not considered a conflict of interest. Conflict could reasonably be considered to exist however for the following identified groups when considering these matters:
 - i. decisions directly affecting a specific instructional program in which
 - student Board members are enrolled in the program;
 - faculty or support staff Board members are employed in the program;
 - members with related persons are enrolled in or employed in the program.
 - ii. decisions related to labour negotiations and labour relations
 - for faculty and support staff Board members;

- for Board members with related persons who hold faculty and/or support staff positions at the institutions; or
 - for Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.
- c. For the purpose of clarification, these guidelines recommend that student members be permitted to vote on issues related to tuition and fees.

PART X – EDUCATION COUNCIL

1. The Board recognizes the establishment of the Education Council pursuant to Section 14, the powers of the Education Council pursuant to Section 24, the joint approval provisions of Section 25 and the advisory role pursuant to Section 23 of the Act.
2. The Selkirk College Education Council shall fulfill the requirements, and replace the need, for a Program Advisory Committee as specified in Section 23 (1) (1) of the Act.

PART XI – POWERS, DUTIES AND BENEFITS OF THE PRESIDENT

1. The Board, by resolution, shall appoint a President who shall be the Chief Executive Officer of the College.
2. The President shall, under the direction of the Board, supervise and direct the instructional, administrative, and other staff of the College and exercise such powers and perform such duties as are assigned to her by the College and Institute Act, by any other enactment, and by the resolutions, By-Laws, Board Policy and orders of the Board.
3. The President's salary and benefits shall be reviewed annually and shall be determined by resolution of the Board and be consistent with guidelines established by the **responsible** Ministry.

PART XIII – FEES AND CHARGES FOR INSTRUCTION

1. Fees for students receiving instruction in credit programs and courses shall be documented and available. Revisions or amendments to these fees shall be in accordance with Article XIV of these By-Laws and the Provisions of the College and Institute Act.

PART XIV – AMENDMENT OF THE BY-LAWS

1. By-Laws of the Board may be amended by a resolution of the Board provided that 28 days written notice of the proposed amendment has been given at a regular meeting of the Board and pursuant to the provisions of the College and Institute Act.

POLICY G110: MEETINGS OF THE BOARD

The Board shall establish and publicize a schedule and determine the structure and operational procedures for its meetings.

1. Annual Meeting:

The Annual Meeting of the Board shall take place on the fourth (4th) Tuesday of June. At this meeting, the Chief Executive Officer shall act as Chairperson until a Chairperson has been duly elected.

2. Regular Monthly Meeting:

- a. The regular monthly open meeting of the Board shall take place on the fourth (4th) Tuesday of the month at 6:00 pm unless otherwise determined by resolution of the Board. Exceptions to this time can be made by the Chair and President, provided notice is given.
- b. The place of the regular monthly meeting of the Board shall normally be the Castlegar Campus of Selkirk College or in such other College facilities as the Chairperson of the Board may direct. Every effort shall be made to hold meetings occasionally at other campuses/centres of the College region each year.
- c. Unless extended by a motion of the Board, open meetings shall adjourn at 8:30pm.
- d. Where a quorum as defined in the Bylaws is lacking, the members present may consider urgent items providing a quorum can be established with a conference telephone call.

3. Open Sessions:

- a. The College community and the public are invited to the Open Session and may make a presentation if prior notice is given and approval of the Chairperson or the Chief Executive Officer is obtained. Presenters are to be advised that they will be limited to ten minutes and that the Board reserves the right to seek opposing views. Written briefs are to be made available fourteen days prior to the meeting.

4. Closed Sessions:

- a. The closed sessions of the Board may be held prior to and/or following the open Board meeting.
- b. Attendance at closed sessions of the Board shall be restricted to Board members, Management Committee, Executive Assistant and other persons appropriate to the business of the of the meeting on the invitation of the Chairperson, such invitation subject to the approval of the Board. From time to time, the Board may exclude specific employees from the closed sessions.
- c. Consideration of the following matters will be restricted to closed sessions unless otherwise directed by the Board:
 - i. The conduct, discipline, suspension, and all other matters relating to the individual students.

- ii. Matters relating to the acquisition, disposition, or security of real property, where it is in the interest of the College to maintain confidentiality or to protect the privacy of an individual.
- iii. Matters of a contractual or financial nature where it is in the interest of the College to maintain confidentiality.
- iv. All personnel matters relating to salaries, conditions of employment, discipline, grievances and collective bargaining.
- v. Matters where Board liability may arise and legal opinions respecting the liability or interest of the Board.
- vi. All matters other than those noted in c. above, shall be dealt with through open sessions unless otherwise determined by resolution of the Board.

5. Special Meetings:

- a. Special meetings of the Board may be called to deal with a particular issue. Only that business for which the special meeting has been called may be dealt with at the special meeting. Such meetings may be called by the Chairperson of the Board, or following 24 hours notice of the meeting to all Board members by at least three members of the Board. Each member shall be advised of the time and place of the meeting as soon as the special meeting can be constituted.
- b. Special meetings of the Board will normally be called for the second Tuesday of the month or such other time as directed by the Chairperson of the Board.
- c. The definitions for open and closed sessions shall apply to special meetings.
- d. A meeting of the Board may be convened by a telephone conference call as directed by the Chairperson of the Board. A quorum, as defined in the College Bylaw shall apply to telephone conference calls. A telephone conference resolution requires a two-thirds majority of the members present. The minutes of a conference call meeting shall be adopted at a regular meeting of the Board. Board members, the President and any other required senior administrator shall constitute the membership for a conference call meeting.

6. Community Meetings:

The Board will determine its advocacy and communications plan at the beginning of each year, including its responsibility to provide outreach to the communities that it serves. The President will be responsible with the Executive Assistant to work with the Board to determine and implement the format of any community meetings.

7. Board Committees:

- a. The standing Board Committee are the Development Committee; the Finance and Audit Committee; the Human Resources Committee and the Land Use Committee. Other ad hoc committees may be established from time to time.

All committees of the Board shall be either ad hoc or standing committees with the membership and terms of reference determined by resolution of the Board.

8. Board Agenda

The format shall be set by the Chairperson.

Board documents will be circulated at the President's discretion.

POLICY G120: MEETING AGENDA SETTING POLICY

The Selkirk College Board of Governors undertakes to develop its annual calendar of meetings and activities at its annual retreat. Using the Board Calendar as a foundation, agendas for each board meeting must be developed to ensure that the Board provides effective governance and fulfills its legislated obligations to the institution and its communities. In establishing the agenda, it is imperative that the focus be strategic in nature and any other information circulated should be for information sharing purposes, not for board approval.

An Executive Committee of the Board shall be established to set the agendas for all meetings. This committee is comprised of the Board Chair, the Board Vice-Chair and the President.

The process to establish the agenda is as follows:

1. The President and Executive Assistant develop a draft agenda based upon the information contained in the annual board calendar, awareness of current issues and information submitted to the board for consideration and discussion at the board meeting;
2. The draft agenda is circulated for consideration to the Board Chair and Board Vice-Chair;
3. The Executive Committee will meet, face-to-face, or by teleconference or email, if a meeting cannot be arranged, to provide input into the final agenda, the nature of information required to support discussion and decision-making and to provide management with an indication of concerns or issues that the board may raise during its deliberations in order to facilitate timely decision-making; and
4. Once approved, the President and the Executive Assistant will finalize the board agenda and accumulate the board package for circulation to the Board one week prior to the scheduled board meeting.

The Committee should undertake to ensure that a minimum of two meetings per year are undertaken without management present. These meetings will be scheduled at the end of a regular board meeting and are meant to provide an opportunity for board members to explore freely any issues they wish to raise privately. At the end of every such meeting, the Board Chair should provide the President with feedback on the contents and results of the discussion.

POLICY G130: BOARD ORIENTATION AND PROFESSIONAL DEVELOPMENT

1. The Board has a comprehensive orientation program for new governors. This program includes:
 - a. an updated orientation manual;
 - b. sessions with the Board chair and president to review the orientation manual's content and answer questions before the first board meeting; and
 - c. the assignment of a mentor.

2. The Board has a culture that encourages new members to actively participate in board activities as soon as possible.
3. The Board provides on-going professional development opportunities for governors to improve their skills and effectiveness, and to learn about the College, its operational environment and its governance practices. Board members are expected to regularly participate in educational and professional development activities.

POLICY G140: RECOGNITION FOR BOARD MEMBERS

Recognition will be provided for retiring Selkirk College Board members on the basis of the following criteria.

1. Honorary Life Membership

Honorary Life Membership will be awarded by a resolution by the Board to individuals who meet all of the following criteria:

- a. Board members who have six or more years of continuous service on the Board.
- b. Board members who have consistently far exceeded the required performance level of a board member in service to the Board and to Selkirk College

Honorary Life Members will receive a plaque from the College and will be entitled to attend official functions of the institution.

2. Exceptional Service Award

Exceptional Service Awards will be awarded to individuals by a resolution of the Board who meet all of the following criteria:

- a. Board members who have three or more years of continuous service on the Board.
- b. Board members who have served with exception as officers of the Board or as Board representatives to College and externally-related groups.

3. Recipients of the Exceptional Service Award will receive a plaque from the College.