



MINUTES
OLDS COLLEGE BOARD OF GOVERNORS MEETING
 Thursday, February 24, 2022 9:00 a.m. - 3:00 p.m.
 Zoom Meeting

As the Olds College Board of Governors we commit to the principles of good governance and a culture of:

Responsible Decision-Making

- Being joyfully engaged and fully prepared for our duties
- Being unified in our support of Board decisions
- Ensuring integrity in our considerations and decisions
- Ensuring the highest level of stewardship of human and financial resources

Visionary Governance

- Focusing on the future while learning from the past
- Seeking growth in the best interests of the College

Diversity and Inclusiveness

- Recognizing and accepting the unique attributes and contributions of all of our stakeholder communities
- Vigorously defending legislated rights and freedoms
- Making decisions that support a culture of diversity and inclusiveness

Present:		
Gordon Cove, Chair	Jennifer Wood	Meghan Dear
Marnie DesJardins	Mabel Hamilton	Anita Heuver
Donna Maxwell	Ted Menzies	David McKinnon
Paul McLauchlin	Stuart Cullum, President	Andrew Thun
Keith Smyth (joined at 10:00 a.m.)		
Regrets:	Leona Staples	
Administration:	Debbie Thompson	Patrick Machacek
Connie Young	Guest:	Doris Hall
Recording:	Heather Steckly	

OPEN SESSION

1. CALL TO ORDER

In the absence of Chair Staples, Vice Chair Cove assumed the role of Chair for the meeting.
Chair Cove called the meeting to order at 9:03 a.m.

1.1 Review of Board Self-Evaluation

Board of Governors Meeting - December 9, 2021

M. Dear reviewed the results of the self-evaluation following the December 9, 2021 Board meeting. No concerns were identified and Board members were reminded to complete the survey at the end of the meeting.

2. AGENDA

A MOTION was made by J. Wood to approve the agenda as presented.

MOTION CARRIED

3. DECLARATION OF CONFLICTS OF INTEREST

Board members were asked to declare if they had any conflicts of interest relating to agenda items for the meeting and, if so, they should declare them in accordance with the Alberta Public Agencies Governance Act.

M. DesJardins declared a conflict with respect to an item on the in-camera session agenda.

A. Thun and D. MacKinnon declared a conflict with respect to agenda item 12 – tuition and fees approval.

A MOTION was made by A. Heuver to move the meeting in-camera.

MOTION CARRIED

A MOTION was made by D. Maxwell to move the meeting out of camera.

MOTION CARRIED

RETURN TO OPEN SESSION

4. REVIEW OF MINUTES

4.1 REVIEW OF MINUTES OF DECEMBER 9, 2021 REGULAR BOARD MEETING

A MOTION was made by A. Heuver to adopt the minutes of the December 9, 2021 Board of Governors meeting as circulated.

MOTION CARRIED

5. MOTIONS OUT OF CLOSED SESSION

5.1 Honorary Degree

A MOTION was made by M. Dear THAT the Board of Governors support the recommendation of the Executive Leadership and approve the recipient of the 2022 Honorary Degree as presented and further that this information be embargoed until publicly announced in conjunction with the 2022 Convocation Ceremony.

MOTION CARRIED

5.2 Building Naming

A MOTION was made by A. Heuver THAT the Board of Governors support the recommendations of the Executive Leadership Team and approve building and space naming as presented and further that this information be embargoed until publicly announced.

MOTION CARRIED

5.3 Olds College Trust

A MOTION was made by T. Menzies THAT the Board of Governors approve establishment of a Corporate Trustee and that management be directed to move forward with recommendations as presented.

MOTION CARRIED

6. OWNERSHIP LINKAGE

6.1 As outlined in the 2021-2022 Ownership Linkage Implementation Plan, ownership linkage will be comprised of the virtual joint meeting with Chinook's Edge School Division on February 28, 2022 from 4:00 – 6:00 p.m. The agenda and questions to be asked are as follows:

Agenda:

1. Olds College – quick update and strategy overview
2. Chinooks Edge - quick update and strategy overview
3. Questions for Discussion – for both Boards to respond to

Questions:

1. What do you believe will be the most significant challenges facing Alberta's education system in the next 5-10 years?
2. One of the Board Ends is: *Learners have the relevant, transferable and diverse skills to achieve success and increase the number of qualified people to serve the global economy.*
How can CESD and Olds College work together to achieve our collective objective in supporting Alberta's learners?
3. One of the Board Ends is: *Learners are prepared for next generation agriculture and related industries.*
How can CESD and Olds College work together to achieve this specific objective?
4. If we were meeting in 2025, looking back, what would have to have happened in our region for you to be happy with the contribution made by Olds College?

7. BOARD EDUCATION

7.1 No Board Education topics were discussed at the February 24, 2022 Board of Governors meeting.

8. ENDS ITEMS FOR DECISION

No Ends items were presented for decision at the February 24, 2022 Board of Governors meeting.

9. GOVERNANCE PROCESS ITEMS FOR DECISION

9.1 GP-2 Board Job Contributions

9.1.1 Proposed Policy Revision

P. McLauchlin presented the proposed revision to Policy GP-2 Board Job Contributions as recommended by the Policy Review Committee. The Committee cross-referenced items included under policy statement 4 to Executive Limitations policies. The cross-referenced policies are incorporated into the policy and gaps are addressed in proposed Executive Limitations policy revisions below. New Policy Statement 5 is recommended based on feedback provided by The Governance Coach.

A MOTION was made by P. McLauchlin THAT the Board of Governors approve revision to Policy GP-2 Board Job Contributions as presented and attached to the minutes as Schedule "A".

MOTION CARRIED

9.2 GP-4 Role of the Board Chair

9.2.1 Proposed Policy Revision

P. McLauchlin presented the proposed revision to Policy GP-4 Role of the Board Chair arising out of Board discussion at the December meeting.

A MOTION was made by P. McLauchlin THAT the Board of Governors approve revision to Policy GP-4 Role of the Board Chair as presented and attached to the minutes as Schedule "B".

MOTION CARRIED

9.3 GP 6.4 Policy Review Committee Terms of Reference

P. McLauchlin provided revised Policy GP 6.4 Policy Review Committee Terms of Reference. The revision is a minor editorial amendment as recommended by The Governance Coach and provided to the Board as information. The revised Policy is attached to the minutes as Schedule "C".

10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION

10.1 EL-4 Financial Condition and Activities

10.1.1 Proposed Policy Revision - policy statement 4

P. McLauchlin presented the proposed revision to Policy EL-4 Financial Condition and Activities, Item 4 as recommended by The Governance Coach.

A MOTION was made by P. McLauchlin THAT the Board of Governors approve revision to Policy EL-4 Financial Condition and Activities as presented and attached to the minutes as Schedule "D".

MOTION CARRIED

- 10.2 EL-5 Asset Protection
 - 10.2.1 Proposed Policy Revision

P. McLauchlin presented the proposed revision to Policy EL-5 Asset Protection, Item 12. As noted above, the amendment embeds granting of honorary degrees, naming of the Partner of the Year and naming of buildings in Executive Limitations policies.

A MOTION was made by D. Maxwell THAT the Board of Governors approve revision to Policy EL-5 Asset Protection as presented and attached to the minutes as Schedule "E".

MOTION CARRIED
- 10.3 EL-7 Communication and Support to the Board
 - 10.3.1 Routine Content Review Worksheet

The Policy Review Committee considered Policy EL-7 Communication and Support to the Board and no amendments were recommended to the Board for consideration of approval.
- 10.4 EL-11 Investments
 - 10.4.1 Routine Content Review Worksheet

The Policy Review Committee considered Policy EL-11 Investments and no amendments were recommended to the Board for consideration of approval.

11. BOARD-MANAGEMENT DELEGATION ITEMS FOR DECISION

No Board-Management Delegation items were presented for decision at the February 24, 2022 Board of Governors meeting.

12. REQUIRED APPROVALS AGENDA

A. Thun and D. McKinnon left the meeting for the Tuition and Fee Review discussion.

- 12.1 Tuition Fee Review - *D. Thompson*
 - 12.1.1 Special Monitoring Report

D. Thompson reviewed the context and recommendations for Tuition and Fees for the 2022/23 academic year. The following recommendations require the approval of the Board:

 1. Tuition: institutional increase of 7% overall with differential increases between programs.
 2. International Tuition Multiplier: reduce the multiplier from 3.5 to 3.2.
 3. Mandatory Non-Instructional Fees: combined percentage increase of 6.5%.

A MOTION was made by T. Menzies THAT the Board of Governors approve the recommended increase to tuition, international tuition multiplier and increase to mandatory non-instructional fees as presented.

MOTION CARRIED

13. MONITORING CEO PERFORMANCE

13.1 COVID Special Monitoring Report

A MOTION was made by M. Dear THAT the Board has assessed the special monitoring report for policies relevant to the COVID-19 pandemic response and finds that it demonstrates compliance with a reasonable interpretation of the policies.

MOTION CARRIED

13.2 EL-4 Financial Condition and Activities - Q2

13.2.1 Monitoring Report

13.2.2 Monitoring Worksheet

A MOTION was made by M. Dear THAT the Board of Governors has assessed the monitoring report for Policy EL-4 Financial Condition and Activities and finds that it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

13.3 EL-10 Land Use

13.3.1 Monitoring Report

13.3.1.1 Campus Master Plan

P. Machacek and T. Ranieri presented an overview of the Campus Master Plan evidencing compliance with Policy EL-10 Land Use, Item 1.

A MOTION was made by M. Dear THAT the Board of Governors has assessed the monitoring report for Policy EL-4 Financial Condition and Activities and finds that it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

P. McLauchlin left the meeting.

13.4 EL-11 Investments - Q2

13.4.1 Monitoring Report

13.4.2 Monitoring Worksheet

Misalignment between Policy EL 11 Investments and administrative policy B 14 Investments was identified during review. The Audit Committee was instructed to review the discrepancy and to determine a recommended course of action. Compliance will be evidenced by June 8, 2022.

A MOTION was made by M. Dear THAT the Board of Governors has assessed the monitoring report for Policy EL-11 Investments and finds that it demonstrates compliance with a reasonable interpretation of the policy except for the stated non-compliance with Policy Statement 5.3, Item b and Policy Statement 10 which the Board acknowledges and accepts the planned date for compliance.

MOTION CARRIED

14. MONITORING BOARD PERFORMANCE

14.1 GP-3 Board Planning & Agenda Control

14.1.1 Monitoring Worksheet

Board agendas over the reporting period demonstrate compliance with Policy GP-3 Board Planning & Agenda Control, noting that the Chair is authorized to amend the agenda within specific policy guidelines. The Board was reminded that items on the required approvals agenda should be dealt with as expeditiously as possible and, if the item complies with Executive Limitations policies, the Board does not need to discuss the matter.

14.2 GP-9 Board Code of Conduct

No areas of non-compliance have been brought to the attention of the Board during the reporting period. Board members were reminded to review Policy GP-9 Code of Conduct and to complete the electronic written affirmation statement no later than February 28, 2022.

14.3 BMD-3 Delegation to the President

14.3.1 Monitoring Worksheet

No areas of non-compliance have been brought to the attention of the Board during the reporting period. The Board continues to refine Ends and Executive Limitations policies to provide clear written instructions to the President.

14.4 BMD-4 Monitoring President Performance

14.4.1 Monitoring Worksheet

In compliance with Policy GP-3, the Board monitors the President's performance according to the schedule utilizing "any reasonable interpretation" as the standard of compliance.

14.5 BMD-5 President Compensation

14.5.1 Monitoring Worksheet

The current contract between the President and the Board is compliant with all Government of Alberta regulations and, therefore, is compliant with Policy BMD-5.

14.6 CIGan Conference - request for expressions of interest in attending

The 2022 CIGan Conference will be held in Halifax, Nova Scotia April 25 – 27, 2022 with the option of virtual or face-to-face participation.

A MOTION was made by J. Wood THAT the Board of Governors approve registration and expenses for all interested Board members to attend the CIGan Conference virtually and up to 2 Board members to attend face-to-face on April 26 - 28, 2022.

MOTION CARRIED

Board members are asked to provide expressions of interest to the Board Chair, cc to the Board Secretary, noting their preference for virtual or face-to-face attendance, by March 15, 2022. Any required travel arrangements will be made through the President's office.

14.7 Board Effectiveness Committee Report - *M. Dear*

14.7.1 Board Improvement Process Timeline

14.7.1.1 Board Improvement Electronic Submission

The Board reviewed the 2022 Board Improvement Process timeline. The survey will be provided to Board members via email with a request for completion by March 31, 2022. The results will be compiled and presented at the June 8, 2022 Board meeting.

It is the intent of the Board Effectiveness Committee to review the survey prior to the 2023 Board Improvement Process. Board members are invited to provide feedback into the process to M. Dear (cc Board Secretary) which will be incorporated into the review.

14.7.2 Board Education

The Policy Review Committee is considering policy implications arising out of the December Board workshop. The Committee is considering options for the next workshop currently scheduled on May 25, 2022.

14.7.3 Board Skills & Competency Matrix

The Committee reviewed the compiled results from the Board Skills and Competency Matrices completed by all Board members. The compiled matrix provides insight into the competencies and potential gaps within the Board complement as well as provides a mechanism by which to consider recruitment needs as Board members complete their terms.

14.7.4 Board Member Recruitment

The Committee identified that in 2022-2023, there will be significant changes to the dynamics and total skills of the Board. A. Heuver's term will conclude in May 2022 and this results in the loss of important competencies as well as experience on the Board. In recognition that it takes time for a Board member to become fully integrated, the Committee recommended that the Board seek to recruit for this public member vacancy. With the Board's approval, the Board Secretary will confirm recruitment steps with Advanced Education.

A MOTION was made by M. Dear THAT the Board of Governors approve commencement of a public member recruitment process for the position currently held by A. Heuver.

MOTION CARRIED

14.7.5 Coaching Reports

14.7.5.1 October 2021

M. Dear reviewed the October 2021 Coaching Report, noting the recommendation with respect to Board monitoring. In future, Board members tasked with Governance Process / Board Management Delegation policy monitoring will be asked to

provide a written report for inclusion in the agenda package.
This process will be implemented for the March Board meeting.

14.7.5.2 December 2021

14.7.6 Governance Coach Contract Renewal

A MOTION was made by M. Dear THAT the Board of Governors renew the contract with The Governance Coach for period April 1, 2022 to March 31, 2023.
MOTION CARRIED

14.8 Audit Committee Report - G. Cove

14.8.1 Financial Update

14.8.1.1 Board Member Expenses Report - quarter two

The Audit Committee reviewed Board member expenses for period ending December 31, 2021. No issues or concerns were identified.

14.8.1.2 GP 10 - Investment in Governance, *Item 3.1 Quarterly Review*

14.8.1.2.1 2021/2022 Board Budget vs. Actual Results - Q2

The virtual environment has necessitated limited Board budget support. As at December 31, 2021, the Board utilized 12% of the current year budget.

14.8.2 Enterprise Risk Management - Q2 Review

14.8.4.1 Consolidated Risk Register

14.8.4.2 Enterprise Risk Management Report

The Audit Committee reviewed the Enterprise Risk Management report for period ending December 31, 2021. Institutional risks in the following areas were identified and will be reported on going forward: financial, cyber security and information technology, people and culture, health and safety, brand quality and reputation, student recruitment and retention.

14.8.3 Internal Controls Update

Internal Controls Program Implementation

The Audit Committee reviewed and endorsed the Internal Controls Program Implementation Plan. The implementation plan will result in positive audit results which is critical for ongoing assessment of the College's financial reporting and will support decision-making at all levels of the College.

With endorsement of the plan, the Auditor General will receive formal notification that the College is ready for audit. Upon successful completion of the audit, the outstanding recommendation will be removed from the Auditor General's report.

14.8.4 Auditor General's Report

The Board was made aware that Olds College achieved the same result in the Auditor General's public report as last year. Management expressed confidence that, with steps taken over the past year, the College will achieve an improved result in the 2022 audit.

14.9 External Relations Committee Report - *J. Wood*

14.9.1 Ownership Linkage Implementation Plan – update

J. Wood provided an update with respect to the 2021/2022 Ownership Linkage Implementation Plan, noting that, given COVID disruptions and distractions, the Committee determined it would be prudent to defer the planned student focus groups to 2023.

14.9.1.2 Chinook's Edge School Division - February 28, 2022

As noted in Item 6.1 above.

14.9.1.2 RDAR - March 24, 2022

The Chair and CEO will attend the March Board meeting to address Ownership Linkage questions in a conversation with the Board.

15. INFORMATION REQUESTED BY THE BOARD

15.1 President -*S. Cullum*

Vice President Thompson provided the following highlights from the written report included in the agenda package:

- Olds College was awarded the Canadian Council on Animal Care Certificate of Good Animal Practice, presented in recognition of the quality of ethical animal care and use in science programs. The Certificate is required to engage in the use of animals for academic and applied research programs.
- Olds College signed a five year Memorandum of Understanding with Swedish University of Agricultural Sciences to facilitate student exchange opportunities between the two institutions.
- Olds College hosted the Campus Alberta Quality Council's Independent Academic Review Panel on January 26-28, 2022 for the Bachelor of Digital Agriculture Program. A follow up meeting is scheduled on March 8, 2022 in anticipation of a recommendation of approval to Advanced Education. Timing of approval will determine next steps and the date for the first intake of students.

Vice President Machacek provided the following highlights from the written report included in the agenda package:

- Olds College is preparing to commence a brand development exercise in the near future. An RFP was issued with interviews to be conducted on March 1, 2022. The purpose is to aid stakeholders in understanding the College and its value proposition around agriculture and agriculture technology.
- In January 2022, Olds College secured a \$2.4M grant from PrairiesCan to support the Farm Shop Renovation Project as well as SVG Thrive's Academy at Olds College. With the successful grants, the farm shop project has expanded to include areas for research and office space. Anticipated completion for the project is Fall 2022.
- Olds College signed an agreement with the University of Calgary and Innovate Calgary to create and managed the Uceed Agri-Food Fund. The purpose of the fund is to making funding and related mentorship supports available to early stage,

research-based agriculture related ventures across multiple disciplines. The Fund will combine donations from community members into a dedicated pool of capital, managed by Innovate Calgary.

Vice President Young provided the following highlights from the written report included in the agenda package:

- Olds College is currently in the budget development process. Budget principles, aligned with the College’s strategic plan have been developed by the Executive team and shared with the College leadership Team.
- A plan to address the future state of Frank Grisdale Hall has been identified as a priority for the College’s capital plan. A schematic design along with a cost estimate is targeted for June – August 2022 to coincide with the Provincial capital request submission request timelines.

The President provided the following highlights from the written report included in the agenda package:

- The Equity Diversity and Inclusion Committee has been very active and is currently presenting a “Black History on the Prairies” series over the next two months.
- Olds College secured \$123,000 in product development funds from Advanced Education for the development of a new Agriculture Technology Sales and Support Certificate program. This is an apprenticeship-style program that will provide students with at least 51% of their training in a work integrated learning environment.
- Olds College is actively recruiting leaders and have noted the enthusiasm and interest in the College. Where required, exemptions are being requested to ensure that top talent is recruited to support achievement of the College’s Strategic Plan.

15.1.1 Capital Campaign Update

As at February 24, 2022, the College has raised a total of \$72M against the previous goal of \$40M. Outstanding “asks” total an additional \$10M.

15.1.2 Capital Project Updates - C. Young

15.1.2.1 Ag Tech Learning Hub Project Dashboard

C. Young reviewed the project dashboard, noting that the project is on budget and on schedule.

15.1.2.2 Animal Health Education Centre Project Dashboard

C. Young reviewed the project dashboard noting that the project has been impacted by supply chain issues which have necessitated in a delay of the opening of the National Meat Training Centre from May to September. The delayed intake date is being communicated to prospective students and the College is working with the general contractor to minimize disruption for current students.

15.2 SAOC Report

A. Thun provided a review of the written report included in the agenda package. Of note, student elections are in full swing with winners to be announced by end of day March 1, 2022. The March Board meeting will include both the outgoing and incoming student representatives.

16. NICE TO KNOW INFORMATION

16.1 Board Correspondence

16.1.1

16.2 UCeed Agri-Food Fund Agreement and Terms of Reference

16.3 Employer Association

16.4 The Road to \$25 Billion: for Canada's Plant-Based Food, Feed and Ingredient Ecosystem

16.4 News

16.4.1 New Ag Sales Certificate Launched in Response to Industry Need

16.4.2 Olds College Named in the Top 50 Research Colleges

16.4.3 Serial Ag Entrepreneur and Author Creates New Student Awards at Olds College

16.4.4 The Sky's the Limit with TELUS Agriculture

16.4.5 Olds College and Swedish University of Agriculture sign student exchange MOU

16.4.6 Ambassador of Kazakhstan to Canada and Embassy Members Tour the Smart Farm

16.4.7 Olds College joins Canada's Food & Agri-Tech Engine

16.5 Publications

16.5.1 Horizons - Winter/Spring 2022 Edition

16.5.2 Smart Farm Newsletter- February 2022

17. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

18. ADJOURNMENT

The meeting was declared adjourned at 2:15 p.m.

BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Board Job Contributions	Number:	GP-2
		Date Approved:	April 26, 2018
Policy Type:	Governance Process	Date Last Reviewed:	February 25, 2021
		Last Revised:	

As an informed agent of the ownership, the Board's specific job products are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

1. The link between the owners and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations:
 - 2.1 *Ends*: what good or benefit the organization is to produce, for which recipients, at what worth.
 - 2.2 *Executive Limitations*: constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
 - 2.3 *Governance Process*: specification of how the Board conceptualizes, carries out, and monitors its own task.
 - 2.4 *Board-Management Delegation*: how power is delegated and its proper use is monitored, including the President role, authority and accountability.
3. Assurance of organizational performance on Ends and Executive Limitations.
 - 3.1 Continuity of the President function by employing an individual who demonstrates the required knowledge, skill and ability to lead the institution in achieving the Ends.
 - 3.2 Structured monitoring of the President as outlined in Board-Management Delegation policies.

4. Operational decisions that the Board has prohibited the President from making by its Executive Limitations policies.
 - 4.1 Decisions regarding use of long-term reserves. [See EL-4 Item 3](#)
 - 4.2 Decisions regarding acquisition, encumbering or disposal of land or buildings. [See EK-5, Item 9](#)
 - 4.3 Decisions regarding capital expenditures that do not meet the conditions in EL-5, item 8. [See EL-5, Item 8](#)
 - 4.4 Decisions regarding change of organizational name or identity in the community. [See EL-5, Items 12 & 13](#)
 - 4.5 ~~Decisions regarding pension benefits for any employee.~~
 - 4.6 Granting of Honorary Degrees, naming Partner of the Year, and naming buildings. [See EL-5, Item 12.1-12.3](#)
 - 4.5
5. Assurance that provincial policy-makers are aware of the impacts of legislative decisions on the ability of Olds College to produce desired results.

BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Role of the Board Chair (CGO)	Number:	GP-4
		Date Approved:	April 26, 2018
Policy Type:	Governance Process	Date Last Reviewed:	March 26, 2020
		Last Revised:	

The Chair (Chief Governance Officer), a specially empowered member of the Board, ensures the integrity of the Board's process.

1. The assigned result of the Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1 Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide or monitor.
 - 1.2 Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized and always noted as such.
 - 1.3 Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the President and (b) instances 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.
 - 2.1 The Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - 2.2 The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the President.
 - 2.3 The Chair is authorized to speak for the Board in announcing Board-stated positions and in stating Chair's decisions and interpretations within the area delegated to the Chair.

3. The Chair shall ensure that the Board's function as a team optimizes the strengths and expertise of Board members in their governance capacity.
 - 3.1 The Chair will provide a recommendation for the position of Vice Chair for the Board's approval.
 - 3.2 The Chair shall ensure the Vice-Chair is informed of matters pertaining to governance of the College.
 - 3.3 The Chair and President will meet individually with Board members ~~twice a year~~ **annually** to gather input to assist in appropriate committee assignments and Board performance improvement.
 - 3.4 The Chair will propose committee membership for the Board's approval.

BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Policy Review Committee	Number:	GP-6.4
		Date Approved:	September 23, 2021
Policy Type:	Governance Process	Date Last Reviewed:	
		Date Amended:	

The Policy Review Committee enhances the Board's effectiveness and efficiency in fulfilling its responsibility of creating and maintaining all Board policy.

Committee Products:

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
 - 1.1 Policy options for the Board's consideration of any policy items that have been:
 - scheduled for a routine Board content review;
 - delegated by the Board as potentially needing amendment;
 - identified by the Board during Board discussions as potentially needing amendment; and/or
 - identified by the Policy Review Committee as potentially needing amendment.

Committee Authority:

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
 - 2.1 The Committee cannot change Board policies, with the exception of non-material editorial policy amendments **which shall be reported to the Board at the next meeting.**
 - 2.2 —
The Committee cannot or contravene Board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.
 - 2.3 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.

- 2.4 The Committee has authority to communicate directly with Board members and management personnel to request input and feedback for drafting new policies or policy revisions.
- 2.5 The Committee may use staff resource time consistent with the President's interpretation of a reasonable amount for administrative support around meetings.
- 2.6 The Committee Chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure:

- 3. The Committee's composition shall enable it to function effectively and efficiently.
 - 3.1 The Committee shall be composed of at least four Board members which include the Board Chair and the President.
 - 3.2 The Board Chair will appoint the Committee Chair.
 - 3.3 Members shall be appointed for a one year term.

BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Financial Condition and Activities	Number:	EL-4
		Date Approved:	April 26, 2018
Policy Type:	Executive Limitations	Date Last Reviewed:	October 28, 2021
		Last Revised:	October 28, 2021

With respect to the actual, ongoing financial conditions and activities, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Borrow funds to cover operating expenses, other than use of overdraft protection.
2. Permit operating, capital, endowment and trust funds to be unsegregated or applied for anything other than their intended purpose.
3. Use any unrestricted net assets.

Suggested amendment as per Governance Coach Action Items

4. ~~Allow a deficit.~~ **Permit an operating deficit or a projected year-end deficit.**
5. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
6. Permit unrestricted net asset balances to fall below 3% of the gross budgeted operating revenues.
7. Allow the untimely payment of payroll and debts.
8. Let the Board be unaware of any anticipated significant variance from the financial levels or any other critical elements of a major capital project.
9. Engage in entrepreneurial activity inconsistent with contribution to the overall Ends of the college in order to generate income.
 - 9.1 Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
10. Use any financial resources of the College to contribute to or pay for political fundraising events or for any political party or candidate for public office.

BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Asset Protection	Number:	EL-5
		Date Approved:	April 26, 2018
Policy Type:	Executive Limitations	Date Last Reviewed:	May 27, 2021
		Last Revised:	June 24, 2021

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

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Permit the College to be without adequate insurance against theft and damage losses.
2. Permit the Board members, employees and individuals engaged in activities on behalf of the College, or the College itself, to be without adequate liability insurance.
3. Unnecessarily expose the College, its Board members or employees to claims of liability.
4. Receive, process or disburse funds under internal controls that are insufficient to meet public sector accounting standards and fiduciary requirements.
 - 4.1 Receive, process or disburse the organization's assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
 - 4.2 Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.
5. Allow personnel access to material amounts of funds unless they are either bonded or insured.
6. Cause or allow plant and equipment to be subjected to misuse or inadequate maintenance.
7. Operate without a disaster plan, a pandemic plan and fire safety policies, which are readily available to all employees, and reviewed at least annually with all employees.
8. Make purchases that do not result in an appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.

9. Acquire, encumber or dispose of land or buildings.
10. Compromise the independence of the Board's audit or other external monitoring or advice.
 - 10.1 Engage parties already chosen by the Board as consultants or advisors.
11. Allow intellectual property, information and files to be exposed to loss or significant damage.
12. Endanger the College's public image, credibility, or its ability to accomplish Ends.
 - 12.1 Grant Honorary Degrees
 - 12.2 Name the Partner of the Year
 - 12.3 Name buildings.
13. Change the College's name or substantially alter its identity in the community.