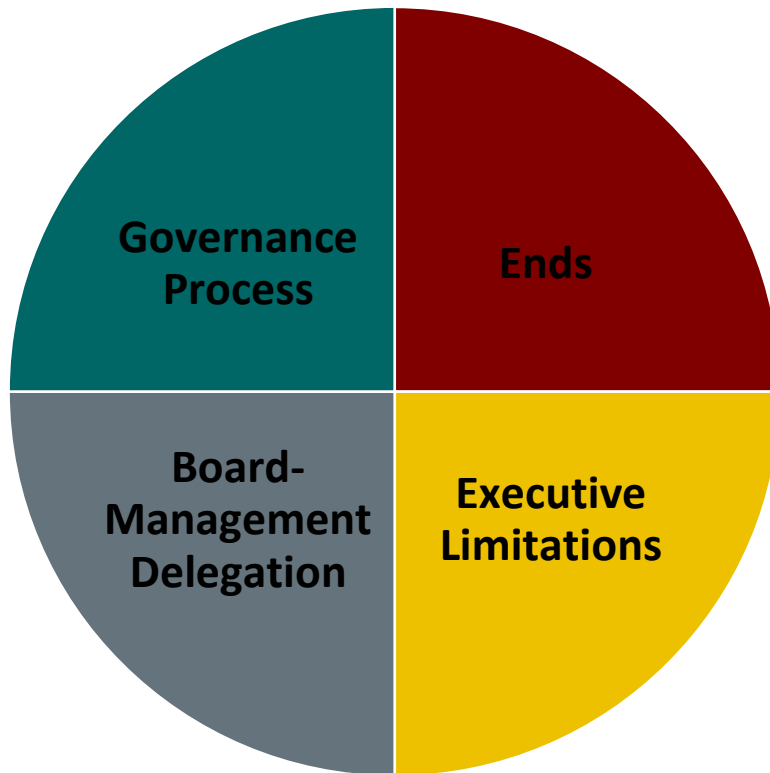


**Olds College  
BOARD OF GOVERNORS  
POLICY MANUAL**



May 23, 2018





## BOARD OF GOVERNORS POLICY

### Table of Contents

INSTRUCTIONS TO PRESIDENT			INSTRUCTIONS TO BOARD		
ENDS			GOVERNANCE PROCESS		
Number	Policy	Page	Number	Policy	Page
E	Mega-End	1	GP	Global Governance Commitment	27
E-1	Learners	2	GP-1	Governing Style	28
E-2	Qualified People	3	GP-2	Board Job Contributions	29
E-3	New Knowledge, Products & Technology	4	GP-3	Board Planning Cycle & Agenda Control	31
E-4	Alberta Leads in Agriculture	5	GP-4	Role of Board Chair	43
<b>EXECUTIVE LIMITATIONS</b>			GP-5	Board Committee Principles	45
			GP-6	Board Committee Structure	47
			GP-6.1	Audit Committee	48
			GP-6.2	External Relations Committee	51
EL	Global Executive Constraint	6	GP-6.3	Board Effectiveness Committee	53
EL-1	Treatment of Students & Public	7	GP-7	Senior Advisor(s) to Board	55
EL-2	Treatment of Employees & Volunteers	9	GP-8	Board & Committee Expenses	56
EL-3	Planning	10	GP-9	Code of Conduct	58
EL-4	Financial Condition & Activities	12	GP-10	Investment in Governance	61
EL-5	Asset Protection	14	GP-11	Board Linkage with Ownership	63
EL-6	Compensation & Benefits	16	GP-12	Board Linkage with Other Organizations	65
EL-7	Communication & Support to the Board	17	GP-13	Governance Succession Planning	66
EL-8	Sustainability Practices	20	GP-14	Special Rules of Order	68
EL-9	Organizational Culture	21	<b>BOARD-MANAGEMENT DELEGATION</b>		
EL-10	Land Use	22			
EL-11	Investments	23			
EL-12	Major Capital Projects	25			
EL-13	Major Co-Investment Partnership Development	26			
			BMD	Global Board-Management Delegation	70
			BMD-1	Unity of Control	71
			BMD-2	Accountability of the President	72
			BMD-3	Delegation to the President	73
			BMD-4	Monitoring President Performance	75
			BMD-5	President Compensation	77





<b>Policy Name:</b>	Mega-End [Global End]	<b>Number:</b>	E
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Alberta’s agriculture community has the talent, knowledge and thought leadership to lead globally. This result will be produced in a manner that demonstrates stewardship and sustainability.



<b>Policy Name:</b>	Learners	<b>Number:</b>	E-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Learners have the relevant, transferable and diverse skills to achieve success.

1. Learners are employment-ready.
2. Learners have hands-on experience.
3. Learners are connected to industry.
4. Learners have an outstanding and enduring student experience.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Qualified People	<b>Number:</b>	E-2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

There is an increase in the number of people qualified to serve the global economy.

1. Learners acquire an entrepreneurial mindset.
2. The labour force is prepared for next generation agriculture and related industries.



<b>Policy Name:</b>	New Knowledge, Products and Technology	<b>Number:</b>	E-3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

New knowledge, products and technology are created, demonstrated and transferred to industry and learners.

1. Smart Agriculture applied research solutions are created to impact production and environmental issues.





<b>Policy Name:</b>	Alberta Leads in Agriculture	<b>Number:</b>	E-4
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Alberta leads in agriculture.

1. The importance and holistic nature of the agriculture industry is recognized as being essential to the preservation and betterment of life.
2. Alberta is a region for agricultural innovation.
  - 2.1 Alberta leads in Smart Agriculture technology.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	General Executive Constraint	<b>Number:</b>	EL
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful or inconsistent with applicable regulations, imprudent or in violation of commonly accepted business and professional ethics and College values.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Treatment of Students and Public	<b>Number:</b>	EL-1
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not cause or allow conditions, procedures or decisions related to the treatment of students and public that are unsafe, disrespectful, discriminatory, or unnecessarily intrusive.

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

1. Permit students and others who use College property to be without reasonable protections against hazards or conditions that might threaten their health, safety or well-being.
  - 1.1 Allow students to be without current, enforced policies that minimize the potential for exposure to harassment, provide remedy for harassment situations, and provide methods for dealing with individuals who harass.
2. Permit violation of student confidentiality and privacy, except where specific disclosure is required by legislation.
  - 2.1 Use methods of collecting, reviewing, storing or transmitting student information that inadequately protect against improper access to personal information.
3. Permit admission, registration, evaluation or recognition processes that treat students unfairly.
4. Permit unfair, inconsistent or untimely handling of student complaints.
  - 4.1 Permit students to be without a process for registering a complaint or concern, including an appeal process, or to be uninformed of the process.

5. Permit students to be uninformed of student rights and responsibilities, including expectations for student behavior, and the consequences of failure to adhere to the expectations.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Treatment of Employees and Volunteers	<b>Number:</b>	EL-2
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not cause or allow a workplace environment that is unfair, disrespectful, unsafe or discriminatory.

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

1. Allow employees to be without current, enforced, written human resource policies that clarify expectations and working conditions, provide for effective handling of grievances, and protect against wrongful conditions.
  - 1.1 Permit employees to be without adequate protection from harassment and discrimination.
  - 1.2 Permit employees to be uninformed of the performance standards by which they will be assessed.
2. Retaliate against any employee for respectful expression of dissent.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Planning	<b>Number:</b>	EL-3
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, risks financial jeopardy, or does not enable the longer-term ability of the organization to achieve Ends.

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

1. Operate without a documented, multi-year strategy and Comprehensive Institutional Plan that can be expected to achieve a reasonable interpretation of the Ends.
  - 1.1 Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.
  - 1.2 Omit from the long-term planning process explanation of any anticipated borrowing and its impact on the overall College financial status.
2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan.
3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.
4. Permit financial planning that does not provide for an unrestricted net asset balance of at least 3 percent of the gross budgeted operating revenues.
5. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period including funds to cover debt servicing.

6. Permit financial planning that does not have a broad base of input.
7. Permit planning that risks any situation or condition described as unacceptable in the “Financial Condition and Activities” policy.
8. Permit financial planning that does not provide the amount determined annually by the Board for the Board’s direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board professional fees, and ownership linkage.
9. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
  - 9.1 Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.
  - 9.2 Permit the College to be without sufficient organizational capacity and current information about President and Board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Financial Condition and Activities	<b>Number:</b>	EL-4
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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.
4. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
5. Permit unrestricted net asset balances to fall below 3% of the gross budgeted operating revenues.
6. Allow the untimely payment of payroll and debts.



7. Engage in entrepreneurial activity inconsistent with contribution to the overall Ends of the College in order to generate income.
  - 7.1 Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
8. 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



<b>Policy Name:</b>	Asset Protection	<b>Number:</b>	EL-5
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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 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 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.
13. Change the College's name or substantially alter its identity in the community.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Compensation and Benefits	<b>Number:</b>	EL-6
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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

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

1. Change his/her own compensation and benefits.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
  - 2.1 Provide less than basic benefits to all full time employees, though differential benefits to encourage longevity in key employees are not prohibited.
  - 2.2 Establish benefits that result in any employee losing any benefits already accrued, except through mutual agreement.
3. Create long-term obligations for which revenues cannot be safely projected.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Communication and Support to the Board	<b>Number:</b>	EL-7
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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

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

1. Withhold, impede, or confound information relevant to the Board’s informed accomplishment of its job.
  - 1.1 Allow the Board to be without timely decision information to support informed Board decisions, such as relevant environmental scanning data, a representative range of employee and external points of view, a risk assessment including probability and impact of risks, and alternative choices with their respective implications.
    - 1.1.1 Allow the Board to be without regular assessment of risk, including probability and impact of risks.
  - 1.2 Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance.
  - 1.3 Let the Board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board’s monitoring schedule.
  - 1.4 Let the Board be unaware of any incidental information it requires, including anticipated media coverage, actual or anticipated legal actions, unrestricted donations of \$500,000 or larger and their intended use, and material or publicly visible internal changes or events, including changes in executive personnel.

- 1.5 Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the President.
- 1.6 Present information in unnecessarily complex or lengthy forms, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.
2. Allow the Board to be without reasonable administrative support for Board activities.
  - 2.1 Allow the Board to be without a workable, user-friendly mechanism for official Board, officer or Board committee communications.
  - 2.2 Allow the Board to be without Board Secretary services that meet all legal requirements and ensure the integrity of the Board's documents.
3. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.
  - 3.1 Deal with the Board in a way that favours or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
  - 3.2 Neglect to supply for the Required Approvals Agenda all items delegated to the President, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.
4. Fail to provide the following information to the Board:
  - 4.1 Closed Session Agenda Information
    - Changes in executive personnel
    - Anticipated adverse media coverage
    - Actual or pending lawsuits
    - Publicly visible or otherwise material external changes
    - Publicly visible or otherwise material internal changes
    - Partnership Updates
    - Any other matter of importance to the Board that should be discussed outside of the public Board meeting

#### 4.2 Incidental Information

- Senior Administration Reports
- SAOC President Report
- OCFA Representative Report (if provided)
- AUPE Representative Report (if provided)

**BOARD OF GOVERNORS POLICY**



<b>Policy Name:</b>	Sustainability Practices	<b>Number:</b>	EL-8
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not permit the College’s business approach to be incompatible with the creation of long-term value consistent with the multiple bottom line perspective of economic, environment, and social responsibilities and in line with Olds College’s teaching and learning and applied research mandate.





## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Organizational Culture	<b>Number:</b>	EL-9
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not permit an organizational culture that lacks a high degree of integrity at all levels of the organization.

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

1. Operate without an enforced internal Code of Conduct, including a conflict of interest policy, of which all employees are made aware, that clearly outlines the rules of expected behaviour for employees.
2. Permit employees and others to be without a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.
3. Cause or allow research involving either human participants or animals that does not adhere to generally accepted ethical principles.



## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Land Use	<b>Number:</b>	EL-10
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not allow development of the campus or other College lands in a manner that is inconsistent with the core business of the College, environmentally irresponsible, or that does not make the most effective use of land.

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

1. Allow the College to be without a long-term land use plan for future development that will avoid infrastructure redundancy and redevelopment costs.
2. Permit new development that does not meet at least one of the following criteria:
  - Extending the College’s alliances with business and industry;
  - Creating an opportunity to generate new revenue streams;
  - Providing an opportunity to enhance and/or differentiate the College’s learning environment;
  - Positioning the College as a leader in new programs targeted at future market opportunities.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Investments	<b>Number:</b>	EL-11
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not permit investments to be managed in a way that is inconsistent with the primary objectives of *capital preservation, growth beyond the rate of inflation, and sufficient liquidity to meet College needs.*

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

1. Permit investments in entities which could damage the role or standing of Olds College within the community or which could be construed to be at odds with the College's Ends.
2. Permit investments to be managed without the active involvement of a well-qualified professional portfolio manager with a proven track record, who is independent of any investment fund.
3. Deviate from best practices in investment management reasonably designed to provide a secure and consistent source of income to the College.
4. Allow investments in:
  - Unlisted securities and funds
  - Venture capital funds
  - Derivatives
  - Margin trading
5. Permit investments to be exposed to greater than a moderate level of risk.

5.1 Permit the asset mix to vary from the following criteria:

Investment Class	Target Range	Maximum
Cash or cash equivalents	0-5%	30%
Fixed Income Investments	50-55%	65%

Equity Investments

45-50%

65%

- 5.2 Make cash or cash equivalent investments in money market securities with a rating below R-1 or A-1 as determined by a recognized rating agency, or for a term of longer than one year.
- 5.3 Make Fixed Income Investments that do not meet the following criteria:
  - No more than 20% of total fixed income portfolio in a single Government Issue, other than those guaranteed by the Government of Canada or the Province of Alberta;
  - No more than 20% of total fixed income portfolio with any single corporate issuer;
  - Fixed Income investments only in Canadian, US and International Bonds rated BBB or better as determined by a recognized rating agency at the time of purchase, with an overall portfolio rating of A.
  - Preferred shares only with a rating of P-3 or better by a recognized rating agency at the time of purchase.
- 5.4 Make Equity investments that do not meet the following criteria:
  - No single position to comprise more than 10% of the equity portfolio;
  - Holdings diversified as to industry group;
  - Moderate risk tolerance
  - May include publicly traded Canadian, US and International stocks, including exchange traded funds, mutual funds and income trust units and equity pooled funds.
6. Let the Board be without annual performance information which provides actual percentage of return over a rolling 10-year period in comparison to industry benchmarks.
  - 6.1 Let the Audit Committee of the Board be without quarterly statements of portfolio transactions, invested positions (by cost and market), and performance.
7. Permit investments that are insufficiently liquid to meet the organization's anticipated expenditures without incurring penalties.
8. Permit the investment of cash accounts (or operating capital) in anything other than GIC's and high interest savings.

**BOARD OF GOVERNORS POLICY**



<b>Policy Name:</b>	Major Capital Projects	<b>Number:</b>	EL-12
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not authorize major capital projects of \$2 million or greater.

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

1. Initiate development of a major capital project prior to submitting a monitoring report which the Board assesses as providing evidence that it would significantly improve the ability to achieve Ends, that it does not have a significant negative impact on internal or external stakeholders, that it can be developed within a reasonable timeframe.
2. Initiate financing or fundraising for a major capital project prior to submitting a monitoring report which the Board assesses as providing evidence that it will have a positive impact on student enrolment, that the operation of the new project can be absorbed in the operating budget, that it is feasible to finance and/or fundraise the amount required by final cost estimates, and that the necessary information is prepared to obtain any external approvals required related to funding, government regulation or development authority.
3. Initiate capital construction prior to submitting a monitoring report which the Board assesses as providing evidence that a plan for financing the project is in place, including the identification of all secured and projected funding sources of 100% of the funding required.
4. Let the Board be unaware of any anticipated significant variance from the financial levels or any other critical elements of the project as described in the above monitoring reports.

**BOARD OF GOVERNORS POLICY**



<b>Policy Name:</b>	Major Co-Investment Partnership	<b>Number:</b>	EL-13
		<b>Date Approved:</b>	May 24, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President shall not authorize major co-investment partnerships where total project investment exceeds \$2 million, and/or the project length exceeds 5 years.

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

1. Initiate development of a major co-investment partnership as described above prior to submitting a monitoring report which the Board assesses as providing evidence that such a partnership would significantly improve the ability to achieve Ends, and includes a process for regular monitoring of impact on Ends.
2. Execute a co-investment partnership prior to submitting a monitoring report which the Board assesses as providing evidence that the Olds College Investment Planning and Due Diligence Framework was utilized in completing the analysis.



## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Global Governance Commitment	<b>Number:</b>	GP
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The purpose of the Board, on behalf of the citizens of Alberta, is to ensure that Olds College achieves appropriate results for the appropriate people at an appropriate cost, and avoids unacceptable actions and situations.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Governing Style	<b>Number:</b>	GP-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Board will govern lawfully, ensuring compliance with the requirements of the *Post-Secondary Learning Act*, acting as a steward of the organization. The Board will govern with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and staff roles, collective decisions, and a proactive, future focus. This means the Board will not be preoccupied with the present or past, or with internal, administrative detail.

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will initiate policy, not merely react to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body to make policy, rather than to substitute their individual judgements for the group's values.
2. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the owners' values and perspectives. The Board's major policy focus will be on the intended long-term results to be produced for beneficiaries outside the operational organization, not on the administrative means of attaining those results.
3. The Board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, regular self-evaluation, and ensuring the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. The Board will not allow any member or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.





## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Board Job Contributions	<b>Number:</b>	GP-2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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 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.
  - 4.2 Decisions regarding acquisition, encumbering or disposal of land or buildings.
  - 4.3 Decisions regarding capital expenditures that do not meet the conditions in EL-5, item 8.4.
  - 4.4 Decisions regarding change of organizational name or identity in the community.
  - 4.5 Creation of a subsidiary that does not meet the conditions in EL-5, item 14.
  - 4.6 Decisions regarding pension benefits for any employee.
  - 4.7 Granting of Honorary Degrees, naming Partner of the Year, and naming buildings.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Board Planning Cycle and Agenda Control	<b>Number:</b>	GP-3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. The Board shall maintain control of its own agenda by developing a multi-year cycle and an annual schedule that includes all elements of the Board’s work. [See cycle at the end of this policy.]
  - 1.1 Review of the Ends in a timely fashion which allows the President to build a budget based on accomplishing a one-year segment of the Board’s most recent statement of long-term ends.
  - 1.2 Linkage with the ownership to gain a representative mix of owner values, perceptions and expectations, prior to the above review.
  - 1.3 Education related to Ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups and staff).
  - 1.4 Risk assessment, including probability of risks and impact of particular risks, as background context for policy review.
  - 1.5 Content review of selected Executive Limitations, Governance Process and Board-Management Delegation policies, consistent with a multi-year schedule that includes all policies.

- 1.6 Self-evaluation of the Board's own compliance with selected Governance Process and Board-Management Delegation policies, consistent with the schedule in the policy *Investment in Governance*.
  - 1.7 Documentation of monitoring compliance by the President with Executive Limitations and Ends policies. Monitoring reports will be read in advance of the Board meeting, and discussion will occur only if Board member assess interpretations as unreasonable, identify non-compliance or identify potential need for policy amendments.
  - 1.8 Education about the process of governance.
2. Based on the outline of the annual schedule, the Board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened. Screening questions shall include:
    - Clarification as to whether the issue clearly belongs to the Board or the President;
    - Identification of what category an issue relates to – Ends, Executive Limitations, Governance Process, Board-Management Delegation;
    - Review of what the Board has already said in this category, and how the current issue is related.
  3. Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval.

## MULTI-YEAR CYCLE

Number	Policy Content Review	Year 1 (2018/2019)	Year 2 (2019/2020)	Year 3 (2020/2021)
E	Mega-Ends	April	April	April
E-1	Learners	April	April	April
E-2	Qualified People	April	April	April
E-3	New Knowledge, Products and Technology	April	April	April
E-4	Alberta Leads in Agriculture	April	April	April
EL	Global Executive Constraint	December		
EL-1	Treatment of Students and Public		March	
EL-2	Treatment of Employees and Volunteers			May
EL-3	Planning	March		
EL-4	Financial Condition and Activities	May		
EL-5	Asset Protection		May	
EL-6	Compensation and Benefits			June
EL-7	Communication and Support to the Board	September	September	September
EL-8	Sustainability Practices			December
EL-9	Organizational Culture	December		
EL-10	Land Use			February
EL-11	Investments	February	February	February
EL-12	Major Capital Projects		October	
EL-13	Major Co-Investment Partnerships		October	
GP	Global Governance Commitment			December
GP-1	Governing Style	October	October	October
GP-2	Board Job Contributions			February
GP-3	Board Planning Cycle and Agenda Control	June	June	June
GP-4	Role of Board Chair		March	
GP-5	Board Committee Principles	March		
GP-6	Board Committee Structure	September	September	September
GP-6.1	Audit Committee	September	September	September
GP-6.2	Ownership Linkage Committee	September	September	September
GP-6.3	Board Effectiveness Committee	September	September	September
GP-7	Senior Advisor(s) to the Board		May	
GP-8	Board and Committee Expenses	February		
GP-9	Code of Conduct	March	March	March
GP-10	Investment in Governance			May
GP-11	Board Linkage with Ownership	May		
GP-12	Board Linkage with Other Organizations		June	
GP-13	Governance Succession Planning			October
GP-14	Special Rules of Order	December		
BMD	Global Board-Management Delegation		December	
BMD-1	Unity of Control	February		
BMD-2	Accountability of the President			March
BMD-3	Delegation to the President		March	
BMD-4	Monitoring President Performance	March		
BMD-5	President Compensation		May	
	Ownership Linkage Activities	Oct. – April	Oct. – April	Oct. - April
	Board Education	Dec., Feb., June	Dec., Feb., June	Dec., Feb., June
	Environmental Scan	September	September	September
	President Goals Presentation	May	May	May

	President Performance Review	June	June	June
	New Board Member Orientation	Ongoing	Ongoing	Ongoing

### 2018/2019 Agenda Cycle

Date	Planned Linkage with Owners	Board Education	Ends Decisions	Governance Process & Board-Management Delegation Decisions	Executive Limitations Decisions	Monitoring President and Board Self-Evaluation	Required Approvals Agenda
Sept.	<i>Develop ownership Linkage plan for the year</i>  <i>IAC Presentation</i>	<i>Determine Board education needs for the year</i>		<b><i>Routine Content Review</i></b> GP-6 Board Committee Structure GP 6.1, GP 6.2, GP 6.3 Committee Appointments; Vice Chair Appointment	<b><i>Routine Content Review</i></b>  EL-7 Communication and Support to the Board	<b><i>Monitoring</i></b> EL-4, Item 1 Financial Condition & Activities EL-5 Asset Protection <b><i>Self-evaluation</i></b> GP-1 Governing Style GP-2 Board Job Contributions	
Oct.	<i>IAC Presentation</i>	<i>Environmental Scan from President</i>	Initial Review of Ends policies	<b><i>Routine Content Review</i></b> GP-1 Governing Style		<b><i>Monitor</i></b> EL-4 Financial Condition & Activities EL-6 Compensation and Benefits <b><i>Self-evaluation</i></b> GP-3 Board Planning Cycle & Agenda Control GP-4 Role of Board Chair	<b>Financial Statements</b>
Dec.	<i>IAC Presentation</i>	Board Workshop I  <i>Olds College Strategic Plan</i>		<b><i>Routine Content Review</i></b> GP-14 Special Rules of Order	<b><i>Routine Content Review</i></b> EL Global Executive Restraint EL-9 Organizational Culture	<b><i>Monitoring</i></b> EL Global Executive Constraint EL-4 Financial Condition & Activities EL-7 Communication & Support to the Board <b><i>Self-evaluation</i></b> GP-5 Board Committee Principles GP-6 Board Committee Structure GP 6.1, 6.2, 6.3 Board Committee Terms of Reference	<b>SAOC Audited Financial Statements Annual Report Partner of the Year</b>
Jan.							

Feb.	<p>Discussion of additional owner input</p> <p>IAC Presentation</p> <p>Meet with Mountain View County Council</p>	<p>Board Workshop II</p> <p>Trends and Impacts re Agriculture and Post-Secondary Education</p>		<p><b>Routine Content Review</b></p> <p>GP-8 Board &amp; Committee Expenses BMD-1 Unity of Control</p>	<p><b>Routine Content Review</b></p> <p>EL-11 Investments</p>	<p><b>Monitoring</b></p> <p>EL-3 Planning EL-5 Asset Protection EL-8 Sustainability Practices</p> <p><b>Self-evaluation</b></p> <p>GP-7 Senior Advisor(s) to the Board GP-8 Board &amp; Committee Expenses BMD-1 Unity of Control Review Board Improvement Plan</p>	<p>Honorary Degree</p>
Mar.	<p>Advocacy Breakfast(s) Focus groups with owners (outside of Board meeting)</p> <p>IAC Presentation</p> <p>Meet with Town of Olds Council Discussion of results from focus groups</p>	<p>Trends impacting Post-Secondary Education</p>		<p><b>Routine Content Review</b></p> <p>GP-5 Board Committee Principles GP-9 Code of Conduct BMD-4 Monitoring President Performance Identify CICA Conference Attendees</p>	<p><b>Routine Content Review</b></p> <p>EL-3 Planning</p>	<p><b>Monitoring</b></p> <p>EL-1 Treatment of Students &amp; Public EL-4 Financial Condition &amp; Activities EL-9 Organizational Culture</p> <p><b>Self-evaluation</b></p> <p>GP-9 Board Code of Conduct GP-10 Investment in Governance BMD-2 Accountability of the President</p>	
April	<p>IAC Presentation</p>	<p>Presentation by staff on implications of technology</p>	<p><b>Routine Content Review</b></p> <p>E Mega End E-1 Learners E-2 Qualified People E-3 New Knowledge, Products &amp; Technology E-4 Alberta Leads in Agriculture</p>			<p><b>Monitoring</b></p> <p>EL-2 Treatment of Employees &amp; Volunteers EL-10 Land Use EL-11 Investments</p> <p><b>Self-evaluation</b></p> <p>GP-11 Board Linkage with Ownership GP-12 Board Linkage with Other Organizations BMD-3 Delegation to the President BMD-4 Monitoring President Performance</p>	

May	<p><i>IAC Presentation</i></p> <p><i>Identify further ownership linkage information needed</i></p>		<p>President Contribution Agreement Presentation</p>	<p><b>Routine Content Review</b></p> <p>GP-11 Board Linkage with Ownership</p>	<p><b>Routine Content Review</b></p> <p>EL-4 Financial Condition &amp; Activities</p>	<p><b>Monitoring</b></p> <p>EL-3 Planning EL-12 Major Capital Projects EL-13 Major Co-Investment Partnership Development <b>Monitor budget against Planning Policy</b> <b>Self-evaluation</b> GP-13 Governance Succession Planning GP-14 Special Rules of Order BMD-5 President Compensation</p>	<p><b>Operating and Capital Budgets CIP</b></p>
June	<p><i>IAC Presentation</i></p> <p><i>Collection of additional owner information identified in May (outside of meeting)</i></p>	<p>Board Workshop III</p> <p><i>Review of Policy Governance Process and Next Steps</i></p>	<p>President annual performance review</p>	<p><b>Routine Content Review</b></p> <p>GP-3 Board Planning Cycle &amp; Agenda Control</p>		<p><b>Monitor</b></p> <p>E Mega End E-1 Learners E-2 Qualified People E-3 New Knowledge, Products &amp; Technology E-4 Alberta Leads in Agriculture <b>Self-evaluation</b> GP Global Governance Commitment GP-14 Special Rules of Order BMD Global Board-Management Delegation</p>	



## 2019/2020 Agenda Cycle

Date	Planned Linkage with Owners	Board Education	Ends Decisions	Governance Process & Board-Management Delegation Decisions	Executive Limitations Decisions	Monitoring President and Board Self-Evaluation	Required Approvals Agenda
Sept.	Develop ownership Linkage plan for the year  IAC Presentation	Determine Board education needs for the year		<b>Routine Content Review</b> GP-6 Board Committee Structure GP 6.1, GP 6.2, GP 6.3 Committee Appointments; Vice Chair Appointment	<b>Routine Content Review</b> EL-7 Communication and Support to the Board	<b>Monitor</b> EL-4, Item 1 Financial Condition & Activities EL-5 Asset Protection <b>Self-evaluation</b> GP-1 Governing Style GP-2 Board Job Contributions	
Oct.	IAC Presentation	Environmental Scan from President	Initial Review of Ends policies	<b>Routine Content Review</b> GP-1 Governing Style	<b>Routine Content Review</b> EL-12 Major Capital Projects EL-13 Major Co-Investment Partnership Development	<b>Monitor</b> EL-4 Financial Condition & Activities EL-6 Compensation and Benefits <b>Self-evaluation</b> GP-3 Board Planning Cycle & Agenda Control GP-4 Role of Board Chair	Financial State-ments
Dec.	IAC Presentation	Board Workshop I		<b>Routine Content Review</b> BMD Global Board-Management Delegation		<b>Monitor</b> EL Global Executive Constraint EL-4 Financial Condition & Activities EL-7 Communication & Support to the Board <b>Self-evaluation</b> GP-5 Board Committee Principles GP-6 Board Committee Structure GP 6.1, 6.2, 6.3 Board Committee Terms of Reference	SAOC Audited Financial State-ments Annual Report Partner of the Year
Jan.							

Feb.	<p><i>Discussion of additional owner input</i></p> <p><i>IAC Presentation</i></p> <p>Meet with Mountain View County Council</p>	Board Workshop II			<p><b>Routine Content Review</b></p> <p>EL-11 Investments</p>	<p><b>Monitor</b></p> <p>EL-3 Planning EL-5 Asset Protection EL-8 Sustainability Practices <b>Self-evaluation</b> GP-7 Senior Advisor(s) to the Board GP-8 Board &amp; Committee Expenses BMD-1 Unity of Control Review Board Improvement Plan</p>	Honorary Degree
Mar.	<p>Advocacy Breakfast(s) <i>Focus groups with owners (outside of Board meeting)</i></p> <p><i>IAC Presentation</i></p> <p>Meet with Town of Olds Council <i>Discussion of results from focus groups</i></p>	<i>Trends impacting Post-Secondary Education</i>		<p><b>Routine Content Review</b></p> <p>GP-4 Role of the Board Chair GP-9 Code of Conduct BMD-3 Delegation to the President Identify CIGan Conference Attendees</p>	<p><b>Routine Content Review</b></p> <p>EL-1 Treatment of Students &amp; Public</p>	<p><b>Monitor</b></p> <p>EL-1 Treatment of Students &amp; Public EL-4 Financial Condition &amp; Activities EL-9 Organizational Culture <b>Self-evaluation</b> GP-9 Board Code of Conduct GP-10 Investment in Governance BMD-2 Accountability of the President</p>	
April	<i>IAC Presentation</i>	<i>Presentation by staff on implications of technology</i>	<p><b>Routine Content Review</b></p> <p>E Mega End E-1 Learners E-2 Qualified People E-3 New Knowledge, Products &amp; Technology E-4 Alberta Leads in Agriculture</p>			<p><b>Monitor</b></p> <p>EL-2 Treatment of Employees &amp; Volunteers EL-10 Land Use EL-11 Investments <b>Self-evaluation</b> GP-11 Board Linkage with Ownership GP-12 Board Linkage with Other Organizations BMD-3 Delegation to the President</p>	

May	<p>IAC Presentation</p> <p>Identify further ownership linkage information needed</p>		<p>President Contribution Agreement Presentation</p>	<p><b>Routine Content Review</b></p> <p>GP-7 Senior Advisor(s) to the Board BMD-5 President Compensation</p>	<p><b>Routine Content Review</b></p> <p>EL-5 Asset Protection</p>	<p><b>Monitor</b></p> <p>EL-3 Planning EL-12 Major Capital Projects EL-13 Major Co-Investment Partnership Development <b>Monitor budget against Planning Policy</b> <b>Self-evaluation</b></p> <p>GP-13 Governance Succession Planning GP-14 Special Rules of Order BMD-5 President Compensation</p>	<p><b>Operating and Capital Budgets CIP</b></p>
June	<p>IAC Presentation</p> <p>Collection of additional owner information identified in May (outside of meeting)</p>	<p>Board Workshop III</p>	<p>President annual performance review</p>	<p><b>Routine Content Review</b></p> <p>GP-3 Board Planning Cycle &amp; Agenda Control GP-12 Board Linkage with Other Organizations</p>		<p><b>Monitor</b></p> <p>E Mega End E-1 Learners E-2 Qualified People E-3 New Knowledge, Products &amp; Technology E-4 Alberta Leads in Agriculture <b>Self-evaluation</b></p> <p>GP Global Governance Commitment GP-14 Special Rules of Order BMD Global Board-Management Delegation</p>	

## 2020/2021 Agenda Cycle

Date	Planned Linkage with Owners	Board Education	Ends Decisions	Governance Process & Board-Management Delegation Decisions	Executive Limitations Decisions	Monitoring President and Board Self-Evaluation	Required Approvals Agenda
Sept	<i>Develop ownership Linkage plan for the year</i>  <i>IAC Presentation</i>	<i>Determine Board education needs for the year</i>		<i>Routine Content Review</i> GP-6 Board Committee Structure GP 6.1, GP 6.2, GP 6.3 Committee Appointments; Vice Chair Appointment	<i>Routine Content Review</i> EL-7 Communication and Support to the Board	<i>Monitor</i> EL-4, Item 1 Financial Condition & Activities EL-5 Asset Protection <i>Self-evaluation</i> GP-1 Governing Style GP-2 Board Job Contributions	
Oct.	<i>IAC Presentation</i>	<i>Environmental Scan from President</i>	Initial Review of Ends policies	<i>Routine Content Review</i> GP-1 Governing Style GP-13 Governance Succession Planning		<i>Monitor</i> EL-4 Financial Condition & Activities EL-6 Compensation and Benefits <i>Self-evaluation</i> GP-3 Board Planning Cycle & Agenda Control GP-4 Role of Board Chair	<i>Financial State-ments</i>
Dec.	<i>IAC Presentation</i>	Board Workshop I		<i>Routine Content Review</i> GP Global Governance Commitment	<i>Routine Content Review</i> EL-8 Sustainability Practices	<i>Monitor</i> EL Global Executive Constraint EL-4 Financial Condition & Activities EL-7 Communication & Support to the Board <i>Self-evaluation</i> GP-5 Board Committee Principles GP-6 Board Committee Structure GP 6.1, 6.2, 6.3 Board Committee Terms of Reference	<i>SAOC Audited Financial State-ments Annual Report Partner of the Year</i>
Jan.							

Feb.	<p><i>Discussion of additional owner input</i></p> <p><i>IAC Presentation</i></p> <p>Meet with Mountain View County Council</p>	Board Workshop II	<p><i>Discussion of additional owner input</i></p> <p><i>IAC Presentation</i></p> <p>Meet with Mountain View County Council</p>	<p><b>Routine Content Review</b></p> <p>GP-2 Board Job Contributions</p>	<p><b>Routine Content Review</b></p> <p>EL-10 Land Use EL-11 Investments</p>	<p><b>Monitor</b></p> <p>EL-3 Planning EL-5 Asset Protection EL-8 Sustainability Practices <b>Self-evaluation</b> GP-7 Senior Advisor(s) to the Board GP-8 Board &amp; Committee Expenses BMD-1 Unity of Control Review Board Improvement Plan</p>	Honorary Degree
Mar.	<p>Advocacy Breakfast(s) <i>Focus groups with owners (outside of Board meeting)</i></p> <p><i>IAC Presentation</i></p> <p>Meet with Town of Olds Council <i>Discussion of results from focus groups</i></p>	<i>Trends impacting Post-Secondary Education</i>	<p>Advocacy Breakfast(s) <i>Focus groups with owners (outside of Board meeting)</i></p> <p><i>IAC Presentation</i></p> <p>Meet with Town of Olds Council <i>Discussion of results from focus groups</i></p>	<p><b>Routine Content Review</b></p> <p>GP-9 Code of Conduct BMD-1 Accountability of the President Identify CIGan Conference Attendees</p>		<p><b>Monitor</b></p> <p>EL-1 Treatment of Students &amp; Public EL-4 Financial Condition &amp; Activities EL-9 Organizational Culture <b>Self-evaluation</b> GP-9 Board Code of Conduct GP-10 Investment in Governance BMD-2 Accountability of the President</p>	
April			<p><b>Routine Content Review</b></p> <p>E Mega End E-1 Learners E-2 Qualified People E-3 New Knowledge, Products &amp; Technology E-4 Alberta Leads in Agriculture</p>			<p><b>Monitor</b></p> <p>EL-2 Treatment of Employees &amp; Volunteers EL-10 Land Use EL-11 Investments <b>Self-evaluation</b> GP-11 Board Linkage with Ownership GP-12 Board Linkage with Other Organizations BMD-3 Delegation to the President</p>	

May	IAC Presentation  Identify further ownership linkage information needed		President Contribution Agreement Presentation	<b>Routine Content Review</b> GP-10 Investment in Governance	<b>Routine Content Review</b> EL-2 Treatment of Employees & Volunteers	<b>Monitor</b> EL-3 Planning EL-12 Major Capital Projects EL-13 Major Co-Investment Partnership Development <b>Monitor budget against Planning Policy Self-evaluation</b> GP-13 Governance Succession Planning GP-14 Special Rules of Order BMD-5 President Compensation	<b>Operating and Capital Budgets CIP</b>
June	IAC Presentation  Collection of additional owner information identified in May (outside of meeting)	Board Workshop III i.e. Presentation by expert on future of the industry	President annual performance review	<b>Routine Content Review</b> GP-3 Board Planning Cycle & Agenda Control BMD-6 President Termination	<b>Routine Content Review</b> EL-6 Compensation & Benefits	<b>Monitor</b> E Mega End E-1 Learners E-2 Qualified People E-3 New Knowledge, Products & Technology E-4 Alberta Leads in Agriculture <b>Self-evaluation</b> GP Global Governance Commitment GP-14 Special Rules of Order BMD Global Board-Management Delegation	

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Role of Board Chair (CGO)	<b>Number:</b>	GP-4
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Chair (Chief Governance Officer), a specially empowered member of the Board, assures 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.
- 2.4 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 shall ensure the Vice-Chair is informed of matters pertaining to governance of the College.
  - 3.2 The Chair and President will meet individually with Board members twice a year to gather input to assist in appropriate committee assignments and Board performance improvement.
  - 3.3 The Chair will propose committee membership for the Board's approval.



## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Board Committee Principles	<b>Number:</b>	GP-5
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Board committees, when used, will be assigned to reinforce the wholeness of the Board’s job, and will never interfere with delegation from Board to President.

1. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
3. Board committees cannot exercise authority over staff. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
4. A Board committee that has helped the Board create a policy will not then be assigned to monitor compliance with that policy. This separation of responsibility for policy development and responsibility for monitoring policy compliance is to prevent a committee from identifying with a part of the organization rather than the whole. The Board as a whole retains responsibility and authority to monitor organizational performance.
5. Committees will be used sparingly.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee, and whether or not it includes Board members. It does not apply to committees formed under the authority of the President.

7. All committee members shall abide by the same Code of Conduct as governs the Board.
8. Except as defined in written Terms of Reference, no committee has authority to commit the funds or resources of the organization.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Board Committee Structure	<b>Number:</b>	GP-6
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee.

1. The only Board committees are those which are set forth in lower level sections of this policy.
2. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.
3. Board standing committee membership will be in effect from October 1 to September 30 in each year, making it possible for an incoming committee Chair to attend the final meeting with the outgoing Chair. In the event of a committee Chair completing his or her Board term prior to September 30, the Board Chair shall appoint a new committee Chair and new membership as required.
4. Committee expenses will be reimbursed in accordance with Board Policy GP-8.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Audit Committee Terms of Reference	<b>Number:</b>	GP-6.1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to enterprise risk management, internal controls, financial reporting, and legislative compliance and facilitates communication with stakeholders, Auditor General, Board of Governors, internal auditor and Senior Administration.

### 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 A transparent process of review and disclosure that enhances owner and stakeholder confidence in the College’s financial reporting.
    - 1.1.1 Direct oversight of the Auditor General’s audit, including oversight of the resolution of any disagreements between Administration and the Auditor General.
    - 1.1.2 Communication with the Auditor General of Alberta regarding audit plans, including the scope and extent of the proposed examination, and the preparation and issuance of an audit report.
    - 1.1.3 An annual report to the Board highlighting the Committee’s analysis of the audited financial statements and the Auditor General’s report, and any other significant information arising from their discussions with the Auditor General.
    - 1.1.4 Review of the Auditor General’s attestation and report on Administration’s internal controls, and discussion regarding all critical accounting policies and practices and related party transactions.

- 1.1.5 An opinion for the Board regarding the President's response to the Auditor General's report on internal controls.
- 1.1.6 Advice to the Board regarding alternative treatments of financial information within Public Service Accounting Board Standards (PSAB) or International Financial Reporting Standards that have been discussed with Administration, ramifications of the alternative disclosures and treatments and the treatments preferred by the Auditor General.
- 1.1.7 An opinion for the Board, based on direct inspection, of compliance with policies related to risk management.
- 1.1.8 An opinion for the Board, based on direct inspection, of President compliance with the legislated requirements noted in the General Executive Constraint.
- 1.2 Current information for the Board on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the College.
- 1.3 A self-monitoring report on the appropriateness of the Board's own spending, based on criteria in the Board GP policy on Board expenses, including periodic random audit of the Board members' expense accounts.
- 1.4 Options for Board decision re: capital projects outside the President's expenditure limits as identified in Executive Limitations on finance.

### **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 or contravene Board policies or instruct the President or any staff member, other than to request information required in the conduct of its duties.
  - 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
  - 2.3 The Committee may use staff resource time normal for administrative support around meetings.

- 2.4 The Committee may meet independently with the Auditor General in the absence of any members of administration.
- 2.5 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 three public Board members, the Board Chair and the President.
  - 3.2 One of the public members, appointed by the Board Chair, shall serve as Committee Chair.
  - 3.3 Members shall be appointed for a one year term.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	External Relations Committee Terms of Reference	<b>Number:</b>	GP-6.2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The External Relations Committee assists the Board in fulfilling its ownership linkage responsibilities.

### **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 A current ownership linkage plan that enables constructive Board dialogue with owners related to Ends issues.
    - 1.1.1 An initial ownership linkage plan provided to the Board for decision by September.
    - 1.1.2 An evaluation of the effectiveness of the plan by May annually, with input from the Board.
    - 1.1.3 An updated ownership linkage plan, annually by September with input from the Board.
    - 1.1.4 An organized written presentation of information collected from groups within the ownership, in a format useful to the Board for Ends deliberations by April annually.

### **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 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.
- 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board. Funds to support Ownership Linkage activities will be included in the Board Operating Budget.
- 2.3 The committee may use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board's ownership linkage plan.
- 2.4 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 four Board members, one of whom is the President.
  - 3.2 The committee Chair shall be appointed by the Board Chair.
  - 3.3 Members shall be appointed for a one year term.





<b>Policy Name:</b>	Board Effectiveness Committee Terms of Reference	<b>Number:</b>	GP-6.3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Board Effectiveness Committee assists the Board in maintaining and continually improving its governance function.

**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 Board operation consistent with the principles of the Policy Governance® system of governance.
  - 1.2 Qualified candidates for Board positions to propose to the appointing authority.
  - 1.3 Assurance that new Board members receive a thorough orientation.
  - 1.4 Continuous improvement of the Board’s governance function.
  - 1.5 Assurance that Board self-evaluation is conducted in a manner consistent with Governance Process policy.
  - 1.6 A plan for Board decision regarding Board education needs and coordination of planning Board education subsequent to Board acceptance of the plan.

**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 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.
  - 2.2 The Committee may use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board’s education and succession plan.
  - 2.3 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 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**



<b>Policy Name:</b>	Senior Advisor(s) to the Board	<b>Number:</b>	GP-7
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

At the Board’s discretion it may designate Senior Advisor(s) to the Olds College Board of Governors.

1. A Senior Advisor shall provide advice regarding any and all issues under consideration by the Board of Governors as determined by the Board.
2. A Senior Advisor may serve as a member at large on Board committees as appointed by the Board Chair.
3. Honoraria and expenses may be paid to Board Senior Advisor(s) and shall be determined, if applicable, by the Board of Governors at the time of appointment.
4. The duration of the term for the Senior Advisor(s) shall be determined at the time of appointment and may be altered as the Board deems suitable.
5. A Senior Advisor shall abide by the current Board Member Code of Conduct.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Board and Committee Expenses	<b>Number:</b>	GP-8
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Olds College recognizes the personal contribution of its members of the Board of Governors to Olds College, and will pay an honorarium to Board members attending prescribed meetings, as well as policy-sanctioned events and other Board-approved external relations activities.

1. Board members who serve the College in other capacities are paid an honorarium according to the schedule. Events not identified as Board approved will be referred to the Board for prior approval. The implementation and administration of this policy is the responsibility of the Audit Committee.
2. Board members who serve on higher education-related committees not directly associated with the College but benefiting the College, shall be eligible to be paid an honorarium upon approval of the Board Chair.
3. The rate for honoraria paid to Board members is as follows:

	Board Member	Committee Chair	Board Chair
Meetings under 4 hours	\$120.00	\$165.00	\$165.00
Meetings over 4 hours	\$200.00	\$275.00	\$275.00

Travel time will be included. The President will be excluded from any honoraria payments.

4. Board members are initially required to file a TD1 (Canada Revenue Personal Tax Credit Return) and a TD1AB (Alberta Personal Tax Credit Return) with the Olds College Payroll Department. The "Board of Governors Honoraria Claim Form" must be completed by Board members and approved by the Board Chair in order to claim an honoraria payment.

5. Reasonable travel-related expenses will be reimbursed.
  - 5.1 Board members will be required to complete a Travel Expense Claim Form as outlined in the College Travel Reimbursement Policy in effect at the time of services.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Board of Code of Conduct	<b>Number:</b>	GP-9
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Board expects of itself and its members ethical, business-like and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Board members. It expects its Board members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Board members must have loyalty to the ownership that supersedes any loyalties to staff, other organizations or any personal interest as a consumer.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid a conflict of interest with respect to their fiduciary responsibility.
  - 3.1 There must be no self-dealing or any 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 otherwise “inside” information. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - 3.2 When the Board is to decide upon an issue, about which Board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation. This absence shall be recorded in the minutes.

- 3.3 Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. A public Board member being considered for employment must temporarily withdraw from the Board deliberation, voting and access to applicable Board information.
    - 3.4 Public Board members may not retain Board membership if they are employed by the College.
  4. Board members will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of in camera meetings.
  5. Board members shall not attempt to exercise individual authority over the organization.
    - 5.1 When interacting with staff, Board members must recognize that individual Board members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
    - 5.2 The Board Chair or designate is the only person authorized to speak to the media on behalf of the Board. Board members shall not presume to speak for the Board when interacting with the public. Board members shall only report actual Board policy decisions when interacting with the public.
  6. Board members shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws and governing policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
  7. Board members will be properly prepared for Board deliberation.
  8. Board members will support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue.
  9. Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
  10. Board members shall attend meetings on a regular and punctual basis. Absence of a Board member from more than two consecutive regular meetings shall be considered a resignation from the Board. A Board member may request reinstatement. The Board may, at its discretion, reinstate a Board member upon such a request. Only one such reinstatement per Board term is permitted.

11. If a Board member is perceived to have violated the Code of Conduct, the Board Chair is authorized to pursue resolution.
  - 11.1 The Chair of the Board will address perceived violations of the Board's Code of Conduct by first discussing the violation with the Board member to reach resolution. If resolution is not achieved and further action is deemed necessary, the Chair may appoint an *ad hoc* committee to examine the matter and recommend further courses of action to the Board.
  - 11.2 The President and the Board Chair are authorized to consult with legal counsel when they become aware of or are informed about alleged violations of pertinent laws and regulations, including, but not limited to, conflict of interest, open and public meetings, confidentiality of closed session information and use of public resources.
  - 11.3 If the Chair of the Board is perceived to have violated the Code of Conduct, the Vice Chair of the Board is authorized to pursue resolution.



## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Investment in Governance	<b>Number:</b>	GP-10
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. Appointing authorities will be provided with information that clearly outlines the Board’s approach to governance and desirable characteristics of Board members.
2. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - 2.1 New Board members shall receive a complete orientation to ensure familiarity with the College’s issues and structure, and the Board’s process of governance.
  - 2.2 Board members shall have ongoing opportunity for continued education to enhance their governance capabilities.
  - 2.3 Outreach mechanisms will be used as needed to ensure the Board’s ability to listen to owner viewpoints and values.
  - 2.4 Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
  - 3.1 The Board will establish annually prior to the budget cycle, and be accountable for an annual budget for its own governance functions, which shall include funds for meeting costs, Board member attendance at conferences and conventions, improvement of its governance function, costs of fiscal audit and any other outside monitoring assistance required, and costs of methods such

as focus groups, surveys and opinion analyses to ensure the Board’s ability to listen to owner viewpoints and values.

4. The Board will use its governance means policies as measurable standards against which the Board’s performance can be evaluated.
  - 4.1 The Board will use its governance means policies as measurable standards against which the Board’s performance can be evaluated.
  - 4.2 Under the leadership of the Chair at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan for improvement of identified areas.
    - 4.2.1 The Board will monitor its adherence to its own Governance Process and Board-Management Delegation policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will monitor its own adherence to them, according to the following schedule:

<b>Number</b>	<b>Policy</b>	<b>Frequency</b>	<b>Date</b>
GP	Global Governance Commitment	Annually	June
GP-1	Governing Style	Annually	September
GP-2	Board Job Contributions	Annually	September
GP-3	Board Planning Cycle and Agenda Control	Annually	October
GP-4	Role of Chair (CGO)	Annually	October
GP-5	Board Committee Principles	Annually	December
GP-6	Board Committee Structure	Annually	December
GP-6.1	Audit Committee Terms of Reference	Annually	December
GP-6.2	Ownership Linkage Committee Terms of Reference	Annually	December
GP-6.3	Board Effectiveness Committee Terms of Reference	Annually	December
GP-7	Senior Advisor(s) to the Board	Annually	February
GP-8	Board and Committee Expenses	Annually	February
GP-9	Board Code of Conduct	Annually	March
GP-10	Investment in Governance	Annually	March
GP-11	Board Linkage with Ownership	Annually	April
GP-12	Board Linkage with Other Organizations	Annually	April
GP-13	Governance Succession Planning	Annually	May
GP-14	Special Rules of Order	Annually	May
BMD	Global Board-Management Delegation	Annually	June
BMD-1	Unity of Control	Annually	February
BMD-2	Accountability of the President	Annually	March
BMD-3	Delegation to the President	Annually	April
BMD-4	Monitoring President’s Performance	Annually	April
BMD-5	President Compensation	Annually	May



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Board Linkage with Ownership	<b>Number:</b>	GP-11
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The owners of Olds College are defined as the citizens of Alberta. The Board shall be accountable for the organization to its owners as a whole. Board members shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest group.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests as customers of the organization’s services, and their obligations to speak for others as a representative of the owners as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.
2. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their values and perspectives.
3. The Board will establish and maintain a three-year ownership linkage plan in order to ensure that the Board has intentional and constructive dialogue and deliberation with the owners, primarily around the organization’s Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Board’s policy deliberations.
  - 3.1 All Board members are accountable to the Board for participating in the linkage with owners as identified in the plan.

4. The Board will consider its ownership linkage successful if, to a continually increasing degree:
- When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits;
  - The owners are aware that the Board is interested in their perspective;
  - If asked, the owners would say that they have had opportunity to let the Board know their views;
  - The owners are aware of how the Board has used the information they provided.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Board Linkage with Other Organizations	<b>Number:</b>	GP-12
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

1. The Board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:
  - Inviting representatives of the Boards of those organizations to Board meetings;
  - Meeting jointly with other Boards on occasion.
  
2. For organizational memberships relevant to governance, the Board shall consider the merits of membership in other organizations annually.
  
3. Upon request for College appointments to external committees concerned with policy level issues, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Board Chair and/or President.
  - 3.1 The College appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
  
  - 3.2 Since the appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Governance Succession Planning	<b>Number:</b>	GP-13
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Consistent with the Board’s commitment to excellence in governance, the Board shall take responsibility for succession planning of Board Members and Board leadership positions.

1. The Board will identify the needs of the Board in order to govern well, and maintain an appropriate current matrix of Board member competencies and profiles.
  - 1.1 The matrix will include competencies related to the Board’s ability to create and monitor policies that direct and protect the organization, rather than to abilities designed to assist management.
  - 1.2 The matrix will include consideration that the Board as a whole reasonably reflects the diversity of the ownership.
  - 1.3 The matrix will include consideration of length of service on the Board, striving to balance the need for expertise and experience on the Board with the need to introduce Board Members with a fresh perspective.
  - 1.4 Priority will be given to identifying candidates that have competencies which relate to any gaps in the existing matrix.
2. The Board will regularly evaluate the performance of Board Members, considering that information in the decision as to whether to recommend them for reappointment.

3. The Board shall seek to solicit candidates who have characteristics that will enable them to govern, rather than manage, the organization. These include:
  - Commitment to the values and mission of the organization;
  - Willingness to participate in the Board’s plan for linking with the ownership, understanding that they are acting on behalf of an ownership of diverse people;
  - Ability to think strategically in terms of systems and context – to see the big picture;
  - Ability and willingness to deal with vision and the long term, rather than day— to-day details;
  - Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through setting broad policies that incorporate those values;
  - Willingness to delegate operational details to management;
  - Ability and willingness to participate assertively in deliberations, while respecting the opinions of others;
  - Willingness and commitment to honour Board decisions;
  - Commitment not to make judgments in the absence of previously stated criteria; and
  - Demonstrated understanding of the time commitment, including the ability to participate fully in Board and committee meetings, and ownership linkage activities.
  
4. To equip current and future officers to lead the Board with excellence, the Board will develop leadership skills among its members.



## BOARD OF GOVERNORS POLICY

<b>Policy Name:</b>	Special Rules of Order	<b>Number:</b>	GP-14
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

1. All by-law obligations respecting Board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
6. Proposals that the Board take action, or decide a particular matter shall (unless otherwise agreed to by unanimous consent) be made by main motion of a Board member, discussed, and then voted on. Motions do not require a second to proceed to discussion and subsequent vote.
  - 6.1 The Chair of the Board may to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided.
  - 6.2 A motion to amend a main motion may be amended but third level amendments are out of order.
  - 6.3 A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion and if carried shall set the main motion (the initial proposal) aside accordingly.



7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the Board excepting those matters in the by-laws which oblige a higher level of approval.
10. A motion to adjourn a Board meeting may be offered by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
11. A Board member may request to have his or her vote on the record.
12. When further rules of order are to be developed by the Board, the Board will consider *the most recent edition of Robert's Rules of Order* as a resource guide.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Global Board-Management Delegation	<b>Number:</b>	BMD
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board-Management Delegation	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Unity of Control	<b>Number:</b>	BMD-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board-Management Delegation	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds or are disruptive.
3. Only the Board acting as a body can employ, terminate, discipline or change the conditions of employment of the President.

**BOARD OF GOVERNORS POLICY**



<b>Policy Name:</b>	Accountability of the President	<b>Number:</b>	BMD-2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board-Management Delegation	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

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

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the President.
3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful President performance. Therefore the President’s job contributions shall be accomplishment of a reasonable interpretation of the Ends while maintaining compliance with a reasonable interpretation of the Executive Limitations.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Delegation to the President	<b>Number:</b>	BMD-3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board-Management Delegation	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The Board will instruct the President through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

1. The Board will develop Ends policies instructing the President to achieve specified results, for specified recipients at a specified worth.
  - 1.1 Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
  - 1.2 Specifically, documents such as strategic plans and budgets will not be considered Ends, as they relate to operational means of achieving the Ends.
2. The Board will develop Executive Limitations policies which limit the latitude the President may exercise in choosing the organizational means.
  - 2.1 These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
  - 2.2 The Board will never prescribe organizational means delegated to the President.
3. All policies will be developed systematically from the broadest, most general level to more defined levels.
4. As long as the President uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.

5. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support any reasonable President interpretation of the policies. This does not prevent the Board from obtaining information from the President about the delegated areas, except for data protected by privacy legislation.

## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	Monitoring President Performance	<b>Number:</b>	BMD-4
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board-Management Delegation	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

President job performance will be measured solely by systematic and rigorous monitoring of President job performance in comparison to the Board’s required President job outputs: organizational accomplishment of the President’s reasonable interpretation of Ends policies and organizational operation within the boundaries of the President’s reasonable interpretation of Executive Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
  - 2.1 Internal Report: Disclosure of compliance information by the President, along with his or her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
  - 2.2 External Report: Discovery of compliance information by an external disinterested third party who is selected by and reports directly to the Board.
  - 2.3 Direct Board Inspection: Discovery of compliance information by a designated Board member, a committee or the Board as a whole. Such an inspection is only undertaken at the instruction of the Board.
3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable President interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than interpretations favoured by Board members, the disinterested third party, or even the Board as a whole.

4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method.
5. A formal evaluation of the President by the Board will occur annually, based on the achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

Number	Policy	Method	Frequency	Date
E	Mega-End	Internal Report	Annually	June
E-1	Learners	Internal Report	Annually	June
E-2	Qualified People	Internal Report	Annually	June
E-3	New Knowledge, Products & Technology	Internal Report	Annually	June
E-4	Alberta Leads in Agriculture	Internal Report	Annually	June
EL	General Executive Constraint	Internal Report	Annually	December
EL-1	Treatment of Students & Public	Internal Report	Annually	March
EL-2	Treatment of Employees & Volunteers	Internal Report	Annually	April
EL-3	Planning	Direct Inspection	Annually	Before fiscal Q1 <b>May</b>
		Internal Report		After fiscal Q2 <b>Feb.</b>
EL-4	Financial Condition, fiscal jeopardy and Item 1	Internal Report	Quarterly	<b>Sept., Dec., March, June</b>
EL-4	Financial Condition, entire policy	Internal Report	Annually	<b>October</b>
		External Report	Annually	After fiscal Q4 <b>September</b>
EL-5	Asset Protection	Internal Report	Annually	After fiscal Q2 <b>February</b>
		External Report	Annually	After fiscal Q4 <b>September</b>
EL-6	Compensation and Benefits	Internal Report	Annually	<b>October</b>
EL-7	Communication and Support to the Board	Direct Inspection	Annually	<b>December</b>
EL-8	Sustainability Practices	Internal Report	Annually	<b>February</b>
EL-9	Organizational Culture	Internal Report	Annually	<b>March</b>
EL-10	Land Use	Internal Report	Annually	<b>April</b>
EL-11	Investments	Internal Report	Annually	<b>April</b>
EL-12	Major Capital Projects	Internal Report	Annually	<b>May</b>
EL-13	Major Co-Investment Partnerships			<b>May</b>

*NOTE: methods and frequencies are examples – have Board put their expected method, frequencies and actual months under Date. It is practical for the Board to ask the President to suggest the most appropriate dates (months) as the President is more likely to know when the most current data would be available.*



## BOARD OF GOVERNORS POLICY



<b>Policy Name:</b>	President Compensation	<b>Number:</b>	BMD-5
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board-Management Delegation	<b>Date Last Reviewed:</b>	
		<b>Date Amended:</b>	

The President’s compensation will be decided by the Board as a body and based on corporate performance and executive market conditions.

1. Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
2. Items for consideration when negotiating compensation will include salary, benefits, and all other forms of compensation, including, but not limited to, travel, vacation, administrative leave, professional development, supplementary Executive Retirement Plan, relative merits of the quality of life in Olds, Alberta.
  - 2.1 The compensation package will not contain indexed adjustments in relation to other institutions.
  - 2.2 The package will consider vehicle expense.
3. Compensation is to be competitive with similar performance within the marketplace while placing a substantial portion of the President’s compensation at risk by tying it to Ends achievement and compliance with Executive Limitations policies. The executive marketplace to be considered is organizations of comparable size, challenges and complexities and within Government of Alberta stipulations with respect to bonuses.
  - 3.1 If the President substantially achieves Ends and complies with Executive Limitations his/her annual base salary will be set at market value. Market value will be determined utilizing research from an outside third party.
  - 3.2 The Board will award a bonus to the President based on a set of Ends-related criteria agreed upon with the President.

4. A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.
5. The compensation package will be kept confidential between the Board of Governors and the President except for aspects which are required to be disclosed by law.

# Bylaws





Olds College

**BOARD OF GOVERNORS**  
**Bylaws**

Approved by the Board of Governors on April 26, 2018

Leona Staples  
Board Chair

Stuart Cullum  
President

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Definitions	<b>Number:</b>	1
		<b>Date Approved:</b>	

## 1. In these Bylaws:

- 1.1 “Board” means the Board of Governors of Olds College;
- 1.2 “College” means Olds College;
- 1.3 “Member of the Board” means a member of the Board of Governors of Olds College;
- 1.4 “Meeting” means face-to-face, teleconference and videoconference; and
- 1.5 “Mail” means by post, fax and digital.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Meetings of the Board	<b>Number:</b>	2
		<b>Date Approved:</b>	

## 2. Meetings of the Board:

- 2.1 Regular meetings of the Board shall be held at Olds College on the fourth Thursday of each month and no notice of any such meetings is necessary. The Board by resolution at a previous meeting may vary the time and location of any regular meeting.
- 2.2 Special meetings of the Board shall be at the call of the Chair in consultation with the President and the Vice Chair or upon the request of a majority of Board members provided always that written (mailed) notice of the special meeting shall be given to each member at least seven (7) days before the date of such meeting, with the requirement for the Executive Assistant to the Board to confirm receipt. No such notice shall be required if the meeting is called by the Chair at a duly convened previous meeting.
- 2.3 Meetings of any committee established by the Board shall be at the call of the Committee Chair in consultation with its members.
- 2.4 All regular and special meetings of the Board shall be open to the public, and no person shall be excluded except for improper conduct.
- 2.5 The person presiding at any meeting may cause to be expelled any person who has been guilty of improper conduct at the meeting.
- 2.6 No member of the public may participate in any discussions without the consent of the Chair.

- 2.7 Notwithstanding Section 5.4 where a majority of the members present is of the opinion that it is in the public interest to hold a committee meeting of the whole or part of the Board on any subject in private, the Board may, by resolution, exclude any person or persons from the meeting. It has no power at such a meeting to pass any Bylaw or resolution apart from the resolution to revert back to an open meeting, or to extend the time of adjournment. Additionally, the Board may invite non-Board members to provide information on a specific topic or invite resource persons to guide the deliberations of the Board and Committee. Without limiting the generality of the foregoing, the Board shall normally reserve for private meetings the following kinds of matters:
- 2.7.1 Personnel questions involving any employee who is specifically identified in the proceeding;
  - 2.7.2 Negotiations respecting contracts between the Board and its own employees, or with outside firms or agencies; and
  - 2.7.3 Planning sessions involving the whole Board and in the development of a position or policy.
- 2.8 To participate via any other means than face-to-face requires approval of the Chair or the Chair of the Committee and approval will not be unreasonably withheld.
- 2.9 Quorum:
- 2.9.1 When there is a vacancy on the Board, the remaining members may exercise all powers of the Board;
  - 2.9.2 A majority of the members of the Board shall constitute a quorum at any meeting;
  - 2.9.3 No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which quorum is present; and
  - 2.9.4 A resolution approved by a majority of members present at any duly constituted meeting of the Board at which a quorum is present binds all members of the Board.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Voting	<b>Number:</b>	3
		<b>Date Approved:</b>	

### 3. Voting:

- 3.1 The Chair, when present, and every Board member present, shall vote on every matter:
  - 3.1.1 Except when in a specific case, the Chair or member is excused by resolution of the Board from voting; or
  - 3.1.2 Except when disqualified from voting by reason of pecuniary interest; or
  - 3.1.3 Except as provided in Article 3.3.
- 3.2 A motion on any Bylaw, resolution or motion upon which there is an equality of votes shall be deemed to be lost;
- 3.3 A member of the Board shall not vote on any question:
  - 3.3.1 Affecting a private company of which he/she is a shareholder; or
  - 3.3.2 Affecting a public company in which he/she holds more than one (1%) percent of the number of shares issued; or
  - 3.3.3 Affecting a partnership or firm of which he/she is a member; or
  - 3.3.4 On a contract for the sale of goods, merchandise, or services to which he/she is a party; or
  - 3.3.5 Affecting he/her selling or leasing land or an interest in land to the Board; or
  - 3.3.6 In which he/she has a direct or indirect pecuniary interest, except questions of a general benefit to a class of which he/she is by statute or collective bargaining agreement, necessarily a member, in which case he/she shall vote; or
  - 3.3.7 Of conflicting loyalty such as that to advocacy or interest groups and membership on other boards.



# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Recorded Votes	<b>Number:</b>	4
		<b>Date Approved:</b>	

## 4. Recorded Votes:

Any member of the Board:

- 4.1 May require a recorded vote on any question and, in such case, the Executive Assistant shall record in the minutes the name of each member of the Board voting for and against the motion; and
- 4.2 May, without requiring a recorded vote, have his/her vote recorded on any question decided by the Board.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Channel of Communication	<b>Number:</b>	5
		<b>Date Approved:</b>	

## 5. Channel of Communication

The official channel of communication for all matters to be considered by the Board and of consequence to the College shall be through the President or the Chair.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Agenda	<b>Number:</b>	6
		<b>Date Approved:</b>	

## 6. Agenda:

The agenda for a meeting shall be prepared by the Chair in consultation with the President.

- 6.1 All Board matters to be considered by the Board shall be directed to the President who shall include them for the Chair's attention for the agenda for its next meeting.
- 6.2 All matters to be included on the agenda of all regular Board meetings shall normally be provided to the President not less than ten (10) days prior to the date of the meeting. Supporting material for the agenda shall normally be provided to the President not less than five (5) days prior to the date of the meeting.
- 6.3 Except as hereinafter provided, the business transacted at any meeting of the Board shall include only those items placed on the agenda circulated prior to the meeting.
- 6.4 At any regular meeting, members may give notice of motions to be placed on the agenda for the following meeting, or, if two-thirds or more of the members are present, may introduce a motion dealing with a matter not on the agenda to be considered at the meeting in progress.
- 6.5 Notice of any special meeting shall indicate the particular agenda to be considered, and no other matters may be dealt with at that special meeting unless all members are present or unless provisions under 6.6 are complied with. For special meetings only, the notice of meeting and agenda may be delivered verbally. Confirmation is to be mailed before the date of the meeting.
- 6.6 A member of the Board may waive notice of agenda for a subsequent meeting by informing the Board at any meeting of his/her anticipated absence, or by giving verbal or written notice to the same effect to the Executive Assistant to the Board. Where such notice has been given, the Board, notwithstanding the provisions of Sections 6.4 and 6.5, may proceed with items not on the regular agenda as though the member was present.

- 6.7 Copies of the agenda, together with all supporting information, for the consideration at the Board's regular meetings shall be circulated to the members so as to be received not less than three (3) days prior to the meeting.
- 6.8 Copies of the agenda for regular meetings and/or special meetings of the Board shall be circulated to the President of the Faculty Association, and the Chair of the Alberta Union of Provincial Employees Chapter 002, Local 71, local media and such other parties as the Board may approve, not less than three (3) days prior to the meeting of the Board.
- 6.9 The agenda shall be adopted by resolution at the commencement of each Board meeting subject to the provisions of Section 6.3; and
- 6.10 Any defect in compliance with the requirements of Section 6 herein shall not invalidate the proceedings of the Board at a properly constituted meeting.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Public Petitioning of the Board	<b>Number:</b>	7
		<b>Date Approved:</b>	

## 7. Public Petitioning of the Board:

Any member of the public may petition the Board on matters under its jurisdiction by forwarding appropriate notice in writing to the President, who in consultation with the Chair may provide a place on the agenda for the hearing of such petitions at the next meeting of the Board.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Minutes	<b>Number:</b>	8
		<b>Date Approved:</b>	

## 8. Minutes

The Minutes of Board meetings shall include a record of reports received or otherwise disposed of, together with a record of all motions made and their disposition.

- 8.1 In addition to preparing the Minutes of meetings of the Board, the Executive Assistant shall keep a record of all meeting of the Board in the committee of the whole as a summary of discussion.
- 8.2 Minutes of the Board meeting shall be distributed to all Board members as soon as is reasonably practicable following each meeting.
- 8.3 Minutes of a meeting of the Board not held in committee of the whole, when approved, shall be distributed to the President of the Faculty Association, the Chair of the Local Alberta Union of Provincial Employees Executive, and such other parties as the Board may approve, and shall be open to the public for examination at the office of the Executive Assistant to the Board, and on the Olds College website.
- 8.4 By the end of the second working day following the Board meeting, highlights of the Board meeting shall be distributed by email to all Board members for review. Board members will review and provide comments to the Executive Assistant to the Board within 24 hours. Within four working days of the Board meeting, the highlights will be distributed to the College community and to former Board members upon request, and posted on the Olds College website.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Committees	<b>Number:</b>	9
		<b>Date Approved:</b>	

## 9. Committees

The Board may appoint standing or *ad hoc* Board Committees consisting of one or more of its members and may delegate to any such committee:

- 9.1 Any matter for consideration or inquiry;
- 9.2 Any of the duties and powers imposed and conferred upon the Board by the *Post-Secondary Learning Act*, except duties and powers required by the *Post-Secondary Learning Act* to be performed and exercised by the Board, and except the powers:
  - 9.2.1 To borrow money; or
  - 9.2.2 To pass a Bylaw; or
  - 9.2.3 To enter into a contract.
- 9.3 No member of the public may attend any meeting of a committee of the Board nor may any member of the public participate in any discussion without the permission of the Committee Chair and Board Chair.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Termination of Office of a Governor by Resignation	<b>Number:</b>	10
		<b>Date Approved:</b>	

## 10. Termination of Office of a Governor by Resignation

- 10.1 Whenever possible, the written resignation of a Board member should be received by the Chair or the President at least sixty (60) days prior to the effective date of resignation.
- 10.2 If a person resigns his/her membership on the Board, his/her appointment as a member of the Board terminates on the effective date specified in his/her resignation, or if no effective date is specified, on the date of the receipt of his/her resignation by the Chair or President.
- 10.3 When any member of the Board resigns his/her seat on the Board, the Chair, on behalf of the Board, shall immediately inform the Minister that a vacancy will exist on the Board and request that a successor be appointed; and
- 10.4 Any Board member missing two (2) consecutive regular Board meetings, unless granted permission by the Board Chair, may be subject to a recommendation from the Board for his/her termination and replacement by the Minister of Advanced Education.



# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Seal	<b>Number:</b>	11
		<b>Date Approved:</b>	

## 11. Seal

The seal, an impression of which appears to the right hereof, shall be the corporate seal of the College and shall be affixed to all documents of the College requiring its seal in the presence of the officers appointed by resolution of the Board.

# BOARD OF GOVERNORS BYLAWS



<b>Bylaw Name:</b>	Bylaws	<b>Number:</b>	12
		<b>Date Approved:</b>	

## 12. Bylaws

Bylaws may be amended or repealed by an affirmative vote by a majority of Board members at each of three successive readings. Not more than two readings of a bylaw may take place at one meeting, unless there is unanimous consent of the Board for a third reading.