



**OLDS COLLEGE**  
OF AGRICULTURE & TECHNOLOGY

Olds College Governance Model

## **POLICY MANUAL**

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**OLDS COLLEGE**  
OF AGRICULTURE & TECHNOLOGY

## **BOARD GOVERNANCE POLICIES**



## POLICY DEVELOPMENT

<b>Category:</b>	<b>BOARD GOVERNANCE</b>	
<b>Policy Number:</b>	BG-1	
<b>Board Approval Date:</b>	May 23, 2024	
<b>Objective:</b>	The Board of Governors of Olds College (the "Board") policies and procedures are established to support the fiduciary and mission oversight responsibility of the Board, including compliance with relevant legislation and the identification and mitigation of institutional risk. The policies define standards and practices that are consistent with Olds College of Agriculture & Technology (the "College") core mandate and applicable laws and regulations. Board policy will be current, functional and accessible to the College community.	
<b>Scope:</b>	This policy applies to all members of the Olds College of Agriculture & Technology Board of Governors.	
<b>Definitions:</b>	<b>Administrative Policy:</b>	A statement of action which follows a Board policy and guides the actions of the campus community through consistent, thoughtful action statements.
	<b>Board:</b>	The Board of Governors established under the <i>Post-Secondary Learning Act</i> (Alberta), 2003.
	<b>Board Policy:</b>	A principle-based statement, plan or course of action for the Board of Governors or requiring Board review or approval that is binding on all those to whom it applies.
	<b>College:</b>	The broader corporate entity formally known as Olds College of Agriculture & Technology, often referred to as Olds College, and operated within the guidelines of the <i>Post-Secondary Learning Act</i> (Alberta), 2003.
	<b>College President:</b>	The Chief Executive Officer of the College as defined in the <i>Post-Secondary Learning Act</i> (Alberta), 2003.
	<b>Procedure:</b>	The operational steps and any guidelines or protocols to be followed to implement a policy.
<b>Policy:</b>	1.	<b>The Board will develop a policy framework to ensure all members are treated in a fair and equitable manner in alignment with Board values.</b>
	2.	<b>The Board retains the exclusive right to establish policies for the governance of Olds College.</b>
	2.1	The Board delegates operational aspects of such policies to the President and expects that the President will do everything possible



		and reasonable to ensure that administrative policies comply with Board policy.
	2.2	The President shall report to the Board at the level that the Board requires to assure they have the information required to assess compliance with the policies.
	3.	<b>Board policies will be written in the style of this policy, and will include:</b> <ul style="list-style-type: none"> <li>a. Objective</li> <li>b. Scope</li> <li>c. Definitions</li> <li>d. Policy Statement</li> <li>e. Related Information</li> <li>f. Related Procedures</li> <li>g. Supporting Documentation</li> <li>h. Review Period</li> <li>i. Revision History</li> </ul>
	4.	<b>The Board will establish and maintain a Policy and Procedure Committee responsible for reviewing, updating, and communicating the Board's policies and procedures.</b>
	4.1	The Committee shall meet on a routine basis and is comprised of the following members: <ul style="list-style-type: none"> <li>a. Board Chair (ex officio)</li> <li>b. At least 2 additional Board members</li> <li>c. College President (ex officio)</li> <li>d. Board Secretary (non-voting)</li> </ul>
	4.2	The Committee is a recommending body to the Board. Committee recommendations will be brought to the Board for approval by vote.
	5.	<b>All Board policies are under the jurisdiction of Policy BG-2 and shall follow from its creation and approval.</b>
	6.	<b>A Board policy becomes operational upon approval or at a date specified by the Board at the time of approval.</b>
	Board Bylaws: approved December 2023	
	Policy Initiation, Development, Maintenance and Approval for Board Policies and Procedures	
<b>Related Information:</b>		
<b>Related Procedures:</b>		
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	New: May 2024	



# INITIATION, DEVELOPMENT, MAINTENANCE AND APPROVAL FOR BOARD POLICIES AND PROCEDURES

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Parent Policy Number:</b>	BG-1 Policy Development
<b>Board Approval Date:</b>	May 23, 2024

<b>Overview:</b>	The Policy Development Procedure is designed to describe the process for development and maintenance of the Olds College Governance policies. The procedure outlines a structured approach for development and updating of Board policies that clearly articulate Board values and perspectives and outline how the Board will operate and address its mandate.	
<b>Definitions:</b>	<b>Board:</b>	The Board of Governors established under the <i>Post-Secondary Learning Act (Alberta), 2005</i> .
	<b>Board Policy:</b>	A principle-based statement, plan or course of action for the Board of Governors or requiring Board review or approval that is binding on all those to whom it applied.
	<b>Procedure:</b>	The operational steps and any guidelines or protocols to be followed to implement a policy.
<b>Procedures:</b>	<b>1.</b>	When a Board member or the President perceives the need for a new Board policy or procedure or update to an existing policy or procedure, they should approach the Board Chair with a completed Policy Development Worksheet.
	<b>2.</b>	The Board Chair will bring the request to the Board of Governors for discussion and review. The Board will determine whether to proceed with the development or update of the requested policy or procedure.
	<b>3.</b>	If the Board confirms that a new or updated policy or procedure is required, the Board will direct the President and Board Secretary to draft the new or updated policy or procedure for submission to the Policy Review Committee.
	<b>4.</b>	Draft policies and procedures will be assessed by the President for legal compliance, formatting and internal consistency. The policy or procedure will then be submitted to the Policy Review Committee for final review and recommendation <b>to the Board for approval</b> .
	<b>5.</b>	Once approved, the Board Secretary will update the Board Policy Manual as appropriate.



<b>Related Information:</b>
<b>Related Policy:</b>
<b>Review Period:</b>
<b>Revision History:</b>

<b>6.</b>	Minimally, a policy must be reviewed once every three (3) years, unless otherwise required or mandated by other legislation. The Board Secretary will be responsible for ensuring that the Policy Review Committee reviews Board policies and procedures as part of its regular meeting agendas.
<b>7.</b>	Board policy will specify the Date of Board Approval and Revision History.
	<a href="#">Policy Development Worksheet</a>
	BG-2 Policy Development
	3 years
	New: May 2024



# RATIONALE FOR AND PRINCIPLES OF THE OLDS COLLEGE GOVERNANCE MODEL

Category:	BOARD GOVERNANCE
Policy Number:	BG-2
Date Approved by the Board:	September 17, 2024

Objective:	This policy articulates the rationale and principles that will guide the Olds College Governance Model.			
Scope:	This policy applies to all members of the Olds College of Agriculture & Technology Board of Governors			
Definitions:	<p><b>The Act:</b> The <i>Post-Secondary Learning Act</i> (Alberta), 2005.</p> <p><b>Olds College Governance Model:</b> The Board of Governors’ approach to its role as the policy and strategic leaders of the College as an advanced education institution and as that governance body which links the Government of Alberta with the institution, its professional and administrative leadership, aspirations, functions and resources and its policy direction.</p> <p><b>Board Policy:</b> A principle-based statement, plan or course of action for the Board of Governors or requiring Board review or approval that is binding on all those to whom it applies.</p>			
Policy:	1.	<b>The Board is accountable for establishing an effective governance model that enables the Board to deliver on its accountabilities.</b>		
	1.1	The Governance Model (the “Model”) is one of transparency and respect in which the Board shall ensure that it adheres to its policy-making role and will not become engaged in matters delegated to the President.		
			The Model will:	
		1.1.1	Ensure that the Board of Governors governs;	
		1.1.2	Ensure that governance is recognized as a Board responsibility;	
		1.1.3	Provide governance decisions based on the Board’s role;	
		1.1.4	Ensure that the role and responsibilities of the President are respected;	



	1.1.5	Discourage the Board from becoming involved in the details of administration which have been designated as the mandate of the President;
	1.1.6	Enhance and highlight the role and responsibilities of the Board as Governors of the institution as defined in the Act;
	1.1.7	Ensure that the official and effective governance policies and structures are created by the Board.
2.	The Model represents a strategic approach to the governance of the College.	
2.1	The Board, in consultation with Executive Administration, will set the Strategic Direction of the College and the Board will endorse the Olds College Strategic Plan (foresight).	
2.2	The Board will leverage its collective experience and knowledge to advance the Strategic Direction of the College (insight).	
2.3	The Board will assess progress towards achievement of the Strategic Direction through the President and within the limitations of Presidential action as established by the Board (oversight).	
<a href="#">Olds College Governance Model</a> (as created by G. Cuff)		
3 years		
New: September 2024		



## BOARD AS GOVERNORS

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-3
<b>Board Approval Date:</b>	September 17, 2024

<b>Objective:</b>	The Board of Governors (the “Board”) will govern lawfully, ensuring compliance with the requirements of the <i>Post-Secondary Learning Act</i> as a steward of the organization.		
<b>Scope:</b>	This policy applies to all members of the Olds College Board of Governors.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Board of Governors will fulfill its mandate to:</b>	
	1.1	Oversee the governance of Olds College mission and strategic objectives; and stewardship of financial and human resources;	
	1.2	Provide governance through open deliberation, resolutions, policies and bylaws as applicable to each situation and circumstance;	
	1.3	Reflect the values and intent of the College in all of its internal and external statements and decisions.	
	1.4	Make decisions which are based in the Board’s access to data-driven, expert, administrative, and/or committee advice;	
	1.5	Ensure the fiscal management of the College is lawful and prudent;	
	1.6	Commit to behaviors which are suitable to a high-functioning governance body;	
	1.7	Advocate in the best interests of the College as a whole; and	
	1.8	Maintain an open and productive relationship with the President, internal and external College communities and Government.	
	<b>2.</b>	<b>The Board of Governors will govern by:</b>	
	2.1	Setting the strategic direction for the College, in consultation with the Executive Administration;	
	2.2	Ensuring diversity in viewpoints;	



	2.3	Maintaining a clear distinction between the Board’s governance role and administration’s management role;	
	2.4	Understanding the post-secondary sector and the trends impacting its future, and therefore the future of the College;	
	2.5	Maintaining a proactive, future focus, in the context of the present and the past, with the internal, administrative detail deemed to be necessary to govern strategically; and	
	2.6	Exercising due diligence to ensure that the College is achieving its social purpose and strategic direction while staying within limits established by law and imposed by the Board of Governors.	
	3.	<b>The Board of Governors will enforce upon itself whatever self-discipline is needed to govern with excellence.</b>	
	3.1	Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, due diligence, regular self-evaluation and ensuring continuity of governance.	
	3.2	The Board will scrupulously observe and enforce all Board Governance policies	
	4.	<b>The Board will not allow any member or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.</b>	
Related Information:			
Related Procedures:			
Review Period:	3 years		
Revision History:	NEW: September 2024		



## BOARD ACCOUNTABILITY

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-4
<b>Board Approval Date:</b>	December 12, 2024

<b>Objective:</b>	Board members bear the ultimate responsibility for the organization's actions and decisions and are entrusted with the duty of overseeing the organization's performance, setting its strategic direction, and ensuring its long-term sustainability.		
<b>Scope:</b>	This policy applies to all members of the Board of Governors of Olds College.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Board is accountable to the organization.</b>	
	1.1	The Board shall act in the best interests of the organization and its stakeholders.	
	1.2	The Board shall exercise the highest degree of integrity in its work.	
	1.3	The Board shall diligently exercise its Fiduciary Duties, including Duty of Care, Duty of Loyalty, Duty of Obedience, Duty of Prudence, Duty of Confidentiality and Duty to Disclose, on behalf of the organization.	
	1.4	The Board shall set the strategic direction for the College and ensure progress towards its achievement through diligent oversight of the President.	
	<b>2.</b>	<b>The Board is accountable to the Province of Alberta and the taxpayers of Alberta.</b>	
	2.1	The Board shall enter into an Investment Management Agreement with the Ministry of Advanced Education.	
		2.1.1	The Board shall govern the organization in accordance with its Mandate.
	2.2	The Board shall fulfill its legislated obligations to the Ministry of Advanced Education by submitting the following on the dates prescribed in legislation: <ul style="list-style-type: none"> <li>• An Annual Report</li> <li>• Audited Financial Statements</li> <li>• A balanced operating and capital budget</li> <li>• A capital plan</li> <li>• Any other reports or other information required by the Minister of Advanced Education</li> </ul>	



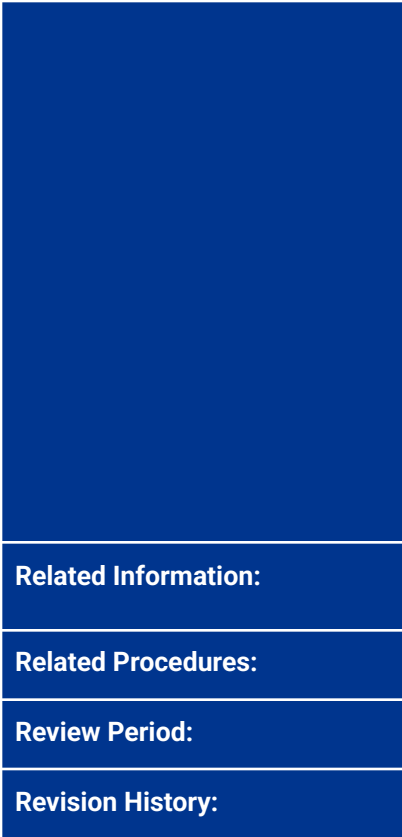
	3.	Board members are accountable to each other.	
	3.1	Board members shall make attendance at Board events and meetings a priority.	
	3.2	Board members shall come to Board meetings fully prepared to participate in discussions and decision-making.	
	3.3	Board members shall participate in Board discussion and decision-making.	
	3.4	Board members shall attempt to develop a high level understanding of the operations of the College.	
	3.5	Board members shall participate on standing and/or ad hoc Committees as established by the Board. Committee membership will be determined collaboratively between the Chair and the Board member.	
	3.6	A committee as established by the Board shall develop and oversee a Board performance and evaluation process.	
		3.6.1	Annually, the Board shall monitor its effectiveness and its compliance with Board policy.
		3.6.2	The Board shall conduct a self-evaluation following each regular Board meeting.
		3.6.3	Annually, the Board shall conduct an assessment of the Board Chair.
	4.	The Board is accountable for the development, refinement and review of Board of Governors policies.	
	4.1	The content of each Board policy will be reviewed at least every three years through a cyclical review process established by the Board.	
Related Information:	BG-6 Board Code of Conduct Board Bylaws		
Related Procedures:			
Review Period:	3 years		
Revision History:	NEW: December 2024		



## BOARD OF GOVERNORS KEY VALUES

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-5
<b>Board Approval Date:</b>	December 12, 2024

<b>Objective:</b>	The Board of Governors is committed to the principles of governance excellence. Underpinning this pledge is an unwavering commitment to integrity and ethical action. The key values reflect both the reality and aspiration of the Board and form a constant guide for planning, decision-making and working together	
<b>Scope:</b>	This policy applies to all members of the Olds College of Agriculture & Technology Board of Governors	
<b>Definitions:</b>	<b>Value</b>	The Board's principles or standards of behaviour and articulation of what is important.
<b>Policy:</b>	<b>1.</b>	<b>Key values:</b>
	1.1	Responsible decision-making demonstrated by: <ul style="list-style-type: none"> <li>• Being committed, informed and engaged</li> <li>• Understanding governance roles and being fully prepared</li> <li>• Fostering a culture inclusive of diverse perspectives</li> <li>• Being transparent while maintaining confidentiality</li> <li>• Recognizing internal and external accountability</li> <li>• Being unified in support of Board decisions</li> <li>• Ensuring integrity in considerations and decisions</li> <li>• Ensuring the highest level of stewardship of human and financial resources</li> </ul>
	1.2	Visionary governance demonstrated by: <ul style="list-style-type: none"> <li>• Focusing on the future while learning from the past</li> <li>• Seeking growth in the best interests of the College</li> <li>• Setting direction which recognizes the importance and holistic nature of the agriculture industry</li> </ul>
	1.3	Diversity and inclusion demonstrated by: <ul style="list-style-type: none"> <li>• Providing a board environment that is conducive to board members openly honouring their positionality</li> <li>• Recognizing and accepting the unique attributes and contributions of all stakeholder communities</li> <li>• Vigorously defending legislated rights and freedoms</li> <li>• Making decisions that support a culture of diversity and inclusiveness.</li> </ul>
	<b>2.</b>	<b>The Board will live out the Board of Governors Key Values both at the</b>



	<b>Board table and within the stakeholder community.</b>	
<b>3.</b>	<b>The Board will review the Key Values on a regular basis.</b>	
	3.1	The Board of Governors Key Values will be included on every Board meeting agenda.
	3.2	The Board of Governors will review a component of the key values prior to each regular Board meeting.
	3.3	Board member self-evaluation will include adherence to the key values.
	3.4	Board members will have the opportunity to raise concerns with respect to adherence to the key values through the Board Code of Conduct.
BG-3 Board as Governors BG-6 Board of Governors Code of Conduct		
1 year		
NEW: December 2024		



## BOARD CODE OF CONDUCT

Category:	BOARD GOVERNANCE
Policy Number:	BG-6
Board Approval Date:	September 17, 2024

Objective:	<p>Members of the Board of Governors are expected to conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties for the College. Board members are required to support and advance the interests of the College and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the College.</p> <p>The Code is intended to officially identify general standards of ethical conduct for all members, and to ensure that the private interests of any board member do not conflict, or appear to conflict, with their duties and responsibilities at Olds College. The policy, therefore, defines and addresses potential, actual and apparent conflicts of interest to avoid, prevent, reduce, and respond to incidents of conflict.</p> <p>The Code adheres to the principles of Protected Disclosure regarding employees, as defined in Part 4 and the entirety of Section 24 of the <i>Public Interest Disclosure (Whistleblower Protection) Act (PIDA), 2012</i>.</p>
Definitions:	<p><b>The Act:</b> <i>Public Interest Disclosure (Whistleblower Protection) Act (PIDA), 2012</i></p> <p><b>Board:</b> the Board of Governors of Olds College.</p> <p><b>Board Chair:</b> the individual appointed to the role by the Government of Alberta to the Board of Governors of Olds College.</p> <p><b>Board Member or Member:</b> anyone appointed by the Government of Alberta to the Board of Governors of Olds College.</p> <p><b>Code:</b> this Code of Conduct, as amended from time to time.</p> <p><b>College:</b> Olds College of Agriculture &amp; Technology.</p> <p><b>Concurrent Employment:</b> any appointment, business, undertaking or employment, including self-employment, other than the appointment, business, undertaking, or employment that is subject to the Conflicts of Interest Act (Board appointment) that conflict, or appear to conflict, with their duties and responsibilities at Olds College.</p> <p><b>Conflict of Interest:</b> refers to a situation in which private interests or personal considerations may affect a member's judgment in acting in the best interests of the College. It includes using a member's position, confidential information or College time, material or facilities for private gain or advancement, or the expectation of private gain or advancement. A conflict may also occur when an interest benefits the member, the member's immediate family or the member's direct associate.</p> <p><b>Discrimination:</b> a distinction, whether intentional or not, which is related to certain personal characteristics and which imposes a burden, disadvantage or limits access to opportunities in some way.</p> <p><b>Harassment:</b> any single incident or repeated incidents of objectionable or unwelcome conduct, comment, bullying or action by a person that the person knows or ought reasonably to know will or would cause offense or humiliation</p>



## Policy:

to another individual, or adversely affects the worker's health and safety.

**Private Interest:** a private interest is one that benefits you, personally, or one directly associated with you.

**Protected Disclosure:** employees are protected from employer reprisal if the employee discloses, or seeks advice about disclosing, anything in accordance with the Act, including a dismissal, layoff, suspension, demotion or transfer, discontinuation or elimination of a job, change of job location, reduction of wages, change in hours of work or reprimand; any measure other than those aforementioned that adversely affect the member's employment or working conditions; or any threat of any of the measures mentioned above.

<b>1.</b>	<b>POLICY STATEMENT AND APPLICATION OF THE CODE OF CONDUCT</b> The Code applies to members of the Board of Governors and the Board Chair.	
<b>1.1</b>	The College expects that all members will pursue high standards of personal conduct while on the College campus or when participating in College organized or sanctioned events. The Board reserves the right to apply the Code and policy to conduct off the campus where there is a real and substantial link to the College and where the conduct:	
	<b>1.1.1</b>	Gives rise to a reasonable belief that the member's behavior posed a substantial danger to themselves or others in the College community;
	<b>1.1.2</b>	Gives rise to a reasonable belief that the behavior of the member could adversely affect the College's interests, reputation or graduates' credentials;
	<b>1.1.3</b>	Adversely impacts learning activities, working activities, living environments and business relations of the College.
<b>1.2</b>	The Code is intended not to override or derogate from but to complement the Board's regulations, policies, and procedures, as well as all College collective agreements and contracts, all laws and legal requirements, all professional codes with which members must comply and all individual rights, including academic freedoms. Where the Code conflicts with any of such formal and official rules, obligations and rights, reasonably and objectively construed, the latter shall prevail.	
<b>1.3</b>	As a publicly funded institution, the Board recognizes that the people of Alberta have a right to a public service which is conducted with impartiality and integrity. It is this special obligation to Albertans that demands that there not be, nor seem to be, any conflict between the private interests of members and their duty to the public. At the same time, it is recognized that members should enjoy the same rights in their private dealings as any other citizens, unless it can be demonstrated that a restriction is essential to the public interest.	



2.	<b>SPECIFIC GUIDELINES</b> In accordance with its purpose, the Code prescribes standards of ethical conduct in several categories, including: impartiality; acting in self-interest; conflicts of interest; acceptance of gifts; concurrent employment; conduct towards others; personal conduct; conduct toward property, College assets and records; conduct toward animals and awareness and College community responsibility. These standards of ethical conduct are enshrined in the policies and procedures of the Board of Governors. Members are expected to apply the following standards of ethical conduct to their personal conduct as follows:	
	2.1	<b>Requirement to Act Impartially in Carrying out Duties</b> All -members must carry out their duties with impartiality at all times by:
	2.1.1	Conducting themselves in an unbiased and neutral manner;
	2.1.2	Acting with integrity in all College dealings;
	2.1.3	Ensuring that their conduct does not conflict between their duties and any Private Interest.
	2.2	<b>Acting in Self-Interest or Furthering Private Interests</b> All members are prohibited from acting in self-interest or furthering their Private Interests by virtue of their position or through the carrying out of their duties, including by:
	2.2.1	Taking any and all reasonable steps to avoid situations in which they may be placed in a real or perceived Conflict of Interest between their Private Interests and the interests of the College;
	2.2.2	Avoiding using their position to advance their Private Interests;
	2.2.3	Avoiding, in the performance of their duties, providing preferential treatment to Direct Associates, relatives or friends or to a business, proprietorship, corporation or organization in which they or their relatives have an interest, financial or otherwise;
	2.2.4	Avoiding breaches of Policy G14: Nepotism.
	2.2.5	Having a shareholding interest in any private corporation (other than a corporation whose shares are publicly traded) which has a contract with the College under which money of the College is payable or may become payable, unless prior approval has been obtained from the Board Chair;
	2.2.6	Marketing to further a Private Interest the results of College-sponsored activities except where a written



		agreement has been reached with the College through the Board Chair.
	2.2.7	Using College facilities or resources to further a Private Interest unless authorized by the Board Chair or their designate. For the purposes of this Code, College facilities or resources include College personnel, physical facilities, equipment, assets, computers, materials and supplies.
The <b>Board Chair</b> is required to comply with Section 23.925 of the <i>Conflicts of Interest Act</i> and thus must not:		
	2.2.8	Take part in any decision in the course of carrying out their office or powers knowing that the decision might further a Private Interest of themselves, a Direct Associate, or an immediate family member;
	2.2.9	Use their office or powers to influence or seek to influence a decision to be made by or on behalf of the College to further their own Private Interest, the Private Interest of any Direct Associate or immediate family member, or to improperly further any other person's Private Interest;
	2.2.10	Use or communicate information not available to the general public that was gained by the person in the course of carrying out their office or powers to further or seek to further a Private Interest of the person or any other person's Private Interest;
	2.2.11	Fail to adequately or appropriately disclose a real or apparent Conflict of Interest, pursuant to Part 2.3 of this Code.
	<b>2.3</b>	<p><b>Disclosure of Real and Apparent Conflicts of Interest</b></p> <p>All members are required to ensure that their conduct does not conflict between their duties to the College, and their own Private Interest. Where a member believes that they may be in a position of an existing or potential Conflict of Interest (whether actual or perceived), the responsibility for declaring the Conflict of Interest rests with the member in accordance with this section.</p> <p>An apparent Conflict of Interest exists if there is a reasonable perception, which a reasonably well informed person could properly have, that the member's ability to exercise their duties may be affected by their Private Interest.</p>
	2.3.1	The member must provide written disclosure of any real or apparent Conflict of Interest to the Board Chair in advance of taking any action that may give rise to an actual or perceived Conflict of Interest, or immediately upon becoming aware of the potential or actual Conflict of Interest. The Board Chair will conduct an assessment of the situation, in accordance with this section.



	2.3.2	The member will refrain from any further participation in any potential or actual Conflict of Interest situation pending the assessment of the Chair.
	2.3.3	The Board Chair will engage in an assessment of the Conflict of Interest to determine what further steps should be taken. The assessment should include the following:
	2.3.3.1	The Board Chair shall receive, review and notify the member of the assessment of the disclosure in writing. In conducting the assessment, the Board Chair may consult with the People & Culture department, as appropriate.
	2.3.3.2	In conducting the assessment, the Board Chair will delegate the disclosure to the Vice Chair should there be a Conflict of Interest for them. If both the Chair and Vice-Chair are in a conflict of interest, perceived or otherwise, the matter will be escalated to the attention of the Minister of Advanced Education.
	2.3.3.3	The person conducting the assessment will work with the member making the disclosure to ensure complete and thorough understanding of the situation.
	2.3.3.4	The Board Chair will ensure that all aspects of the submission and review comply with the <i>Freedom of Information and Protection of Privacy Act</i> and other legislation relevant to the activity.
	2.3.3.5	As a result of the disclosure and assessment, the person conducting the assessment may find: <ul style="list-style-type: none"> <li>• There is no potential or actual Conflict of Interest and the member is free to proceed with the activity;</li> <li>• There is a potential for a real or perceived Conflict of Interest, but the activity serves the interests of the College and the activity can be managed in a way that is compliant with legislation, protects the integrity and reputation of the College, and would withstand the test of reasonable and independent scrutiny. In this case, a suitable method of monitoring and managing the allowed conflict will be determined and implemented before the member proceeds with the activity; or</li> </ul>



		<ul style="list-style-type: none"> <li>There is the potential for a Conflict of Interest and it is determined that the activity does not serve the interests of the College or the potential conflict cannot be managed in a way that would protect the integrity and reputation of the College or withstand the test of reasonable and independent scrutiny. In this case the activity will not be allowed and the member is not to proceed with the activity.</li> </ul>
	2.3.3.6	If the Board Chair concludes that no conflict exists, the member may request a written statement to that effect.
	2.3.4	The term <b>"Conflict of Interest"</b> is defined above. Examples of what may constitute a Conflict of Interest may include, but not be limited to:
	2.3.4.1	A member has, or could be seen to have, used their concurrent employment and/or used their authority, knowledge or influence derived from their position at the College to benefit the member, a Direct Associate of the member, a member of the member's immediate family, a close personal contact such as a close friend of colleague, or an outside party including a business associate;
	2.3.4.2	A member enters into or is in a romantic, intimate or close personal relationship with a student or another Individual that could lead to actual or perceived favoritism or an imbalance of power;
	2.3.4.3	A member has a Private Interest which could be advanced by their role or duties at the College.
	2.3.5	Where a real or perceived conflict of interest is deemed to exist the conflict will be noted in the minutes and the Board member will be excused from the discussion and decision with respect to the matter.
	<b>2.4</b>	<b>Restrictions Regarding Gifts</b>
	2.4.1	Members shall not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their-Board position or duties, from any individual, organization, or corporation other than:



	2.4.1.1	The normal exchange of gifts between friends;
	2.4.1.2	The normal exchange of hospitality between persons doing business together;
	2.4.1.3	Tokens exchanged as part of protocol, including international protocol; or
	2.4.1.4	The normal presentation of gifts to persons participating in public functions, awards, speeches, lectures, presentations or seminars.
	2.4.2	Acceptance of cash or cash equivalents as a gift is prohibited.
	2.4.3	The value of a single tangible gift permitted by this section shall not exceed \$100. The total cumulative value of tangible gifts received from a single source in a calendar year shall not exceed \$250.
	2.4.4	The value of a single event invitation permitted by this section shall not exceed \$300. The total cumulative value of event invitations received from a single source in a calendar year shall not exceed \$500.
	2.4.5	Subject to the general restrictions set out in section 2.4.1 and the monetary limits set out in section 2.4.4, members may accept:
	2.4.5.1	Paid invitations to industry, civic, or community events where attendance at such events is considered key to establishing and maintaining positive donor relationships and community collaboration relationships for the College, provided that such activities are carried on in the best interests of the College and not for any private benefit; or
	2.4.5.2	Paid invitations for events where a large cross-section of people have been invited, provided that the invitation does not create a real or apparent conflict of interest.
	2.4.6	For the Board Chair, the value of a single event invitation from donors and friends of the institution shall not exceed \$1,000. The total cumulative value of event invitations received by the Board Chair from a single donor or friend of the institution in a calendar year shall not exceed \$1,500.
	2.4.7	Members may accept invitations to Conferences, Symposiums, and professional development workshops



		where admission, accommodation, airfare and other fees are paid, provided that such invitation:
	2.4.7.1	Is reasonable and customary in the academic or professional circumstances; and
	2.4.7.2	Is not actually nor reasonably could be perceived as being provided in exchange for a favor or advantage to the organizers of the Conference, Symposium or professional development workshop or to any other party.
	2.4.8	The value of a single invitation to a Conference, Symposium, or professional development workshop permitted under section 2.4.7 shall not exceed \$1,000 and the cumulative value of all such invitations received from a single source in a calendar year shall not exceed \$1,500. If the member receives an invitation to present at a Conference, Symposium, or professional development workshop, they may accept a single invitation worth up to \$3,000, and may accept up to two such invitations to present from a single source in a calendar year without special approval.
	2.4.9	If a member is unclear as to the valuation of a gift, event invitation, or other benefit, as to whether a gift, event invitation, or other benefit fits under one of the above exceptions or under which section a gift, event invitation, or other benefit is captured, the member shall seek assistance from the Board Chair.
	2.4.10	Any remuneration received by a member while representing the college at an external function, such as a Conference or Symposium, must be disclosed to the Board Chair and channeled to the College via the finance function.
	2.4.11	If a member is offered a gift in excess of any of the monetary limits set out above, the member may request in writing from the Board Chair special approval to accept the gift. Special approval shall be granted in writing, in accordance with the principles and provisions of the Code, and where acceptance of the gift would not create a real or apparent conflict of interest.
<b>2.5</b>	<b>Restrictions Regarding Concurrent Employment</b>	
	A member creates a Conflict of Interest when they accept outside employment or engage in outside activities which may interfere with the efficient performance of the member's duties or the inappropriate use of College time, material or resources.	



	2.5.1	Members may take supplementary employment, including self-employment, and participate in volunteer activities while they are on the Board unless such pursuits:
	2.5.1.1	Cause an actual or perceived Conflict of Interest;
	2.5.1.2	Are performed in such a way as to appear to be an official act or to represent a College opinion or policy;
	2.5.1.3	Interfere with Board duties; or
	2.5.1.4	Involve the use of College premises and equipment.
	2.5.2	Prior to participating in a volunteer activity where it appears or where the member believes a Conflict of Interest might arise, members must notify the Board Chair in writing about the nature of such volunteer activity.
	2.5.3	Prior to accepting any supplementary employment, members must notify the Board Chair in writing about the nature of such supplementary employment. The Board Chair will then review the supplementary employment for conflict of interest and advise in writing regarding approval, denial or put procedures in place to manage any conflict of interests.
	2.5.4	Members cannot accept additional compensation for duties performed in the course of their College responsibilities.
	2.5.5	Members must not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of future employment, nor may they use their position or College premises or equipment to solicit services as a private consultant.
	2.5.6	A member who holds a position as a board member on a community agency that deals with issues related to their work at the College should inform the Board Chair of the appointment. The College supports Individuals being involved in community based work where they will grow personally and/or professionally and/or where the College will benefit from such involvement. This includes volunteer work, board work (volunteer or paid) or committee involvement. If an appearance before a Committee, Council, Board, Commission, Organization, Association or any other agency could result in adverse consequences for the College, or represent a Conflict of Interest between the interests represented by the member and the interests of the College, the member must not



		participate. Members may however, exercise their rights as a citizen so long as it is clear that they are representing themselves as a private citizen and in no way represent the interests of the College.
	<b>2.6</b>	<b>Confidentiality</b> Members shall handle confidential information with the utmost care and integrity and shall not disclose, release or transmit confidential information except as specifically authorized. The responsibility for maintaining the confidentiality of information includes the responsibility of ensuring that the information is not directly or indirectly made available to unauthorized persons. All Individuals must adhere to the requirements of the <i>Freedom of Information and Protection of Privacy Act</i> .
	<b>2.7</b>	<b>Compliance with Applicable Laws and Policies</b> Members must not engage in any criminal activity and must comply with all relevant laws, regulations, policies and procedures.
<b>3.</b>	<b>REQUIREMENTS OF BOARD MEMBERS</b>	
	<b>3.1</b>	<b>Attendance</b> Board members are accountable to exercise the highest Duty of Care for the organization and, therefore, Board member attendance at Board of Governors meetings, education workshops and committee meetings is required. Should a Board member be unable to attend, or request to attend a meeting virtually, they must report this in advance to the Board Chair who will have the discretion to accept or reject the request on a case-by-case basis.
		3.1.1 If a Board member fails to attend two Board meetings within the year, the Chair will convene a meeting with the member.
	<b>3.2</b>	<b>Board members are to:</b>
	3.2.1	Be familiar with the incorporating documents, relevant legislation and regulations, by-laws and governing policies of the organization.
	3.2.2	Be familiar with 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.
	3.2.2.1	Maintain the highest of ethical standards, integrity and impartiality in decision-making;
	3.2.2.2	Be fully prepared for Board deliberation through thorough review of the meeting agenda and associated documents;



		3.2.2.3	Make decisions based on the best interests of the organization regardless of personal or constituent positions on the matter;
		3.2.2.4	Support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue;
		3.2.2.5	Commit to effective governance through clear understanding of the role of governance and knowledge of the Olds College Governance Model policies and procedures.
	<b>3.3</b>	<b>Demonstrate respect for the dignity and individuality of all persons by:</b>	
		3.3.1	Promoting an environment that is free from any form of harassment or discrimination;
		3.3.2	Refusing to tolerate verbal or physical abuse or the threat of abuse;
		3.3.3	<b>Confidential Information:</b>
		3.3.3.1	<i>In-camera</i> information is confidential and must not be shared outside of the boardroom.
		3.3.3.2	Board members have a duty to safeguard confidential, proprietary, or personal information. It is expected that the material will be protected in a manner that is appropriate to the sensitivity of that material. It is each Board member's responsibility to take proper measures to safeguard Board information.
		3.3.4	Ensuring respectful communication and interaction with board members, Olds College administration and the internal and external community.
	<b>3.4</b>	<b>Adherence to the Code of Conduct</b> Board members are expected to:	
		3.4.1	Be proactive in self-reporting and reporting of possible breaches;
		3.4.2	Annually affirm in writing their understanding of, commitment to and compliance with the Code of Conduct.
<b>4.</b>	<b>CODE OF CONDUCT VIOLATION AND RESOLUTION</b>		



	4.1	<b>Board Member</b>	
	4.1.1	A real or apparent breach should be reported to the Chair within 30 days of its occurrence. The Board member who is the subject of the complaint (the “ <b>respondent</b> ”) will be advised in writing. The identity of the complainant will be kept confidential, unless required by law.	
	4.1.2	The Board Chair will review the complaint and complete an initial assessment to determine if the matter can be resolved collaboratively through openness and transparency.	
	4.1.2.1	Failing collaborative resolution, an investigation (either through internal or external means) will be initiated. The Board Chair must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate). The respondent will be provided the opportunity to respond to the complaint before the initial assessment is completed.	
	4.1.2.2	Where an internal investigation is deemed appropriate, a Committee composed of the Board Chair, Vice-Chair and a public Board member will be convened to undertake the investigation. The Committee must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate).	
	4.1.2.3	Where the Board Chair is in conflict of interest the matter will be referred to the Vice-Chair. If both the Chair and Vice-Chair are in a conflict of interest, perceived or otherwise, the matter will be escalated to a Chair of a standing committee of the Board who will convene a committee composed of the Chairs of the standing committees to address the matter.	
	4.1.2.4	Where the Board is unable to resolve the matter within 60 days, it will be escalated to the attention of the Minister of Advanced Education.	
	4.1.3	When the investigation is complete, a written report will be prepared by the investigator. The written report will outline the findings, including whether or not the respondent breached this policy, made through the investigation. The Board Chair shall provide the full report to the Board of Governors at the <i>in-camera</i> session of the	



		next meeting. If the matter is escalated to the attention of the Minister of Advanced Education, the Minister shall also receive the investigation report.
	4.1.4	The respondent shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board.
	<b>4.2</b>	<b>Board Chair</b>
	4.2.1	A real or apparent breach concerning the Board Chair should be reported to the Vice Chair within 30 days of its occurrence. The Board Chair (the “ <b>respondent</b> ”) will be advised in writing. The identity of the complainant will be kept confidential, unless required by law.
	4.2.2	The Vice-Chair will review the complaint and complete an initial assessment to determine if the matter can be resolved collaboratively through openness and transparency. The Vice-Chair must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate).
	4.2.2.1	Failing collaborative resolution, an investigation (either through internal or external means) will be initiated. The Vice-Chair must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate). The respondent will be provided the opportunity to respond to the complaint before the initial assessment is completed.
	4.2.2.2	Where an internal investigation is deemed appropriate, a Committee composed of the Vice-Chair and two Board members will be convened to undertake the investigation.
	4.2.2.3	If the Vice-Chair is in a conflict of interest, perceived or otherwise, the matter will be escalated to a Chair of a standing committee of the Board who will convene a committee composed of the Chairs of the standing committees to address the matter.
	4.2.2.4	Where the Board is unable to resolve the matter within 60 days, it will be escalated to the attention of the Minister of Advanced Education.



	4.2.3	When the investigation is complete, a written report will be prepared by the investigator. The written report will outline the findings, including whether or not the respondent breached this policy, made through the investigation. The Vice-Chair shall provide the full report to the Board of Governors at the next meeting.
	4.2.4	The respondent shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board.
	<b>4.3</b>	<b>Timeliness</b> The Board will take Code of Conduct matters seriously and will move toward resolution within 60 days following receipt of the complaint.
	<b>4.4</b>	<b>Awareness and Board of Governors Responsibility</b>
	4.4.1	All members will practice integrity through compliance with the Code of Conduct, Board and College policies and Provincial and Federal legislation by:
	4.4.1.1	Supporting others in adherence to the Code, Board and College policies and procedures and Provincial and Federal legislation;
	4.4.1.2	Seeking guidance from the persons to whom they are accountable in any case where there is a question about compliance with the Code, Board or College policy, and/or applicable Provincial and Federal legislation;
	4.4.1.3	Taking responsibility for learning how related Board and College policies and procedures and Provincial and Federal legislation apply to their situation.
	<b>4.5</b>	<b>Media Relations and Public Statements</b> All media inquiries and public statements are coordinated through the President's office. The Board Chair is the only member empowered to speak on behalf of the Board of Governors.
<b>5.</b>	<b>GENERAL PROVISIONS</b>	
	<b>5.1</b>	<b>Coming into Force</b> This Code will come into effect and be binding on all members immediately upon approval by the Ethics Commissioner. Until such time as this Code comes into effect, the previous Olds College Code of Conduct will apply.
	<b>5.2</b>	<b>Implementation &amp; Administrative Responsibility</b>



		The Board Chair in conjunction with the head of People & Culture has implementation and administrative responsibility for this Code. This Code will be reviewed every three (3) years or as required by corresponding legislation.
	<b>5.3</b>	<b>Reporting Responsibility</b> The Board Chair is responsible for preparing and distributing an annual report to the Board of Governors which will cover a calendar year and be available no later than March 31st of the following year. The annual report will summarize the activities in administering this Policy and will provide information on the nature of complaints, problem solving, mediation activities, investigations and decisions involving remedies or discipline.
	<b>5.4</b>	<b>Disclosure Requirements</b> Where this Code requires a disclosure to be written, any form of writing is acceptable, including email communications or any other type of communication that is reduced to a written form.
<i>Conflicts of Interest Act, Criminal Code of Canada, Freedom of Information and Protection of Privacy Act, Post-Secondary Learning Act Public Interest Disclosure (Whistleblower Protection) Act (PIDA)</i>		
Annually		
New: September 2024		



# MEETING PROTOCOL

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-7
<b>Board Approval Date:</b>	October 24, 2024

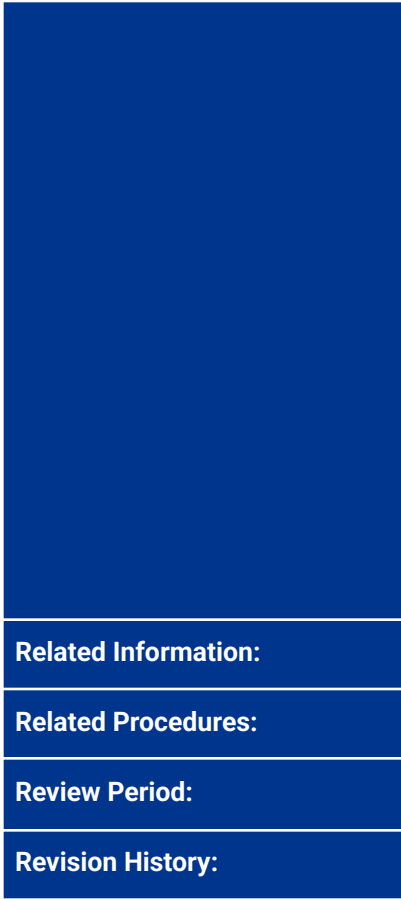
<b>Objective:</b>	Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.		
<b>Scope:</b>	This policy applies to all members of the Board of Governors of Olds College.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>Board meetings will be conducted in an orderly, effective process that aligns with the Board Code of Conduct and will be led and defined by the Chair.</b>	
	1.1	All by-law obligations respecting Board meetings must be satisfied.	
	1.2	Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.	
		1.2.1	Board members shall be fully prepared to participate in the meeting.
	1.3	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.	
		1.3.1	Board members shall use a point of order directed to the Chair when there is a question as to whether correct procedure is being followed.
	1.4	Board members shall keep their comments relevant to the issue under consideration.	
	1.5	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 motion on any given subject.	
		1.5.1	With the exception of a laptop used to access the Board meeting agenda and materials, all devices shall be turned off.
		1.5.2	A Board member shall request to be heard by raised hand.
		1.5.3	A Board member may request a break outside of breaks scheduled on the meeting agenda.



	1.6	Proposals that the Board take action or decide a particular matter shall (unless otherwise agreed to by unanimous consent) be made by a motion of a Board member, discussed, and then voted on. Motions do not require a second to proceed to discussion and subsequent vote.
	1.6.1	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.
	1.6.2	A motion to amend a motion may be made but third level amendments are out of order.
	1.6.3	A motion to refer to a committee, defer or table may be made with respect to a pending motion and, if carried, shall set the main motion aside accordingly.
	1.7	Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
	1.8	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 motion shall then be taken.
	1.9	A majority vote will decide all motions before the Board, excepting those matters in the by-laws which oblige a higher level of approval.
	1.10	On the conclusion of all business, adjournment shall be declared by the Chair.
	1.11	A Board member may request to have their vote on the record, provided that this request is made prior to voting.
	1.12	When further rules of order are to be developed by the Board, the Board will consider the most recent edition of <i>Robert's Rules of Order</i> as a resource guide.
<b>2.</b>	<b>Board meetings shall be held on the fourth Thursday in the months of September, October, February, March, May and June and on the second Thursday in the month of December.</b>	
	2.1	The Chair may at any time call a special meeting of the Board and it shall be the duty of the Chair to call a special meeting when so requested in writing by a majority of the members of the Board.
	2.2	A special meeting called by the Chair must give all members a minimum of seven (7) days' notice. No such notice shall be required if the meeting is called by the Chair at a duly convened previous meeting.
	2.3	The notice calling a special meeting of the Board shall state the business to be considered at the special meeting and no business other than that stated in the notice shall be considered at such meeting, except with the unanimous consent of all Governors present at such meeting.



	2.4	On urgent or extraordinary occasions, an emergency special meeting may be called by the Chair and the notice provided in sub-section 2.2 shall not be required.
3.	<b>Board meetings shall be considered open to observers from the public, except that the Board may exclude the public from a meeting if it considers it necessary to protect the interests of the public or a person and the desirability of avoiding disclosure outweighs the desirability of public disclosure of the information.</b>	
	3.1	Reasonable accommodation shall be made for seating at regular Board meetings.
	3.2	A person who is not a member of the Board may not participate in debate unless such person is invited by the Board Chair to participate in a specified manner, or members decide by a simple majority of members present and voting that a named individual be heard.
	3.3	Items discussed in-camera are items of a confidential nature, including, but not limited to: <ul style="list-style-type: none"> <li>• Items dangerous to personal privacy, including human resource issues and matters pertaining to individual students;</li> <li>• Changes in executive personnel;</li> <li>• Individual or public safety;</li> <li>• Business interests of a third party;</li> <li>• Financial or economic interest of the Board and its affiliates, including local public body confidences;</li> <li>• The integrity and protection of security systems;</li> <li>• Policy advice as provided in the <i>Freedom of Information and Protection of Privacy Act</i>;</li> <li>• Litigation matters and solicitors' legal advice;</li> <li>• Publicly visible or otherwise material external and/or internal changes;</li> <li>• Partnership update;</li> <li>• Internal governance matters of the Board;</li> <li>• Property acquisitions or disposals;</li> <li>• Drafts of resolutions, bylaws or other legal instruments such as rules and regulations.</li> </ul>
	3.4	Confidentiality shall be maintained respecting all discussions undertaken by the Board in-camera.
4.	<b>Attendance at in-camera and special in-camera sessions shall be at the discretion of the Board.</b>	
	4.1	All Board members, with the exception of those who are deemed to be in conflict of interest as defined in the Code of Conduct Policy are required to attend all in-camera sessions.
	4.2	The President shall attend all in-camera meetings, except where issues of their performance or compensation are being discussed, at which time they may be excluded from the proceedings at the direction of the Chair.
		4.2.1 The Board may hold special in-camera meetings where the President and administration will be excluded.



	4.3	Senior staff will be included in in-camera discussions at the discretion of the Chair.
	4.4	The Board Secretary will be in attendance at in-camera sessions and will only be excluded at the discretion of the Chair.
	4.5	Resource persons may be invited to Board in-camera meetings at the discretion of the Chair.
5.	<b>A motion of the Board required for a matter considered during the in-camera or special in-camera session will be made and recorded in the minutes of the open general meeting.</b>	
6.	<b>Notes of any part of a meeting that is held in-camera or special in-camera shall be kept separately and made available for scrutiny only to members of the Board and to anyone who may be authorized by the Board to see them.</b>	
7.	<b>Board Committee meetings will be held in-camera.</b>	
3 years		
New: October 2024		



## AGENDA DEVELOPMENT

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-8
<b>Board Approval Date:</b>	October 24, 2024

<b>Objective:</b>	To accomplish its governance and fiduciary obligations consistent with Board policy, the Board will follow an annual agenda which (a) allows time for strategic and proactive discussions and (b) continually improves Board performance through Board education and enriched input and deliberation.	
<b>Scope:</b>	This policy applies to all members of the Olds College Board of Governors.	
<b>Definitions:</b>		
<b>Policy:</b>	<b>1.</b>	<b>The Board shall maintain control of its own agenda by developing a multi-year cycle and an annual schedule that guides the Board's discussions regarding the business to be managed, the strategic direction for the organization and the flow of needed information, including items noted below:</b>
	1.1	Review the Strategic Priorities on an annual basis on a timeline that allows the President to build a budget based on accomplishing a one year segment of the Board's strategic priorities.
	1.2	Contextual information related to the institution and the broader post-secondary sector.
	1.3	Risk assessment, including probability of risks and impact of particular risks as background context.
	1.4	Ongoing policy review and development.
	1.5	Regular Board self-evaluation.
	1.6	Organizational performance and monitoring of the President.
	1.7	Education to assist the Board in fulfilling its fiduciary obligations.
	<b>2.</b>	<b>Based on the annual Board of Governors Work Plan, the Board delegates to the Agendas Committee the authority to fill in the details of the meeting content.</b>
	2.1	The Agendas Committee will be composed of the Board Chair, Board Vice Chair, President and Board Secretary.
	2.2	Within the confines of the annual cycle, the meeting agenda shall be flexible enough to accommodate emergent items.



	2.3	A Board member may request that an item be added to the meeting agenda, using the “Request for Agenda Item” form and submitting it to the Board Chair and Board Secretary by the second Monday of the month in which the meeting is scheduled.
	2.4	The Agendas Committee shall ensure that the items included on the meeting agenda fall within the purview of board governance and maintain the separation between governance and operations.
	<b>3.</b>	<b>The Board will attend to the Legislative Compliance Approvals Agenda items as expeditiously as possible.</b>
	3.1	The President will supply for the Legislated Approvals Agenda all items delegated to the President, yet required by law, regulation or contract to be Board-approved, along with applicable contextual information in the form of a Briefing Note.
<b>Related Information:</b>		BG-16 Agendas Committee TOR Board of Governors Annual Work Plan
<b>Related Procedures:</b>		BG-8.1 Agenda Development Procedure
<b>Review Period:</b>		3 years
<b>Revision History:</b>		New: October 2024



Number	Policy Content Review	Year 1 2025/2026	Year 2 2026/2027	Year 3 2027/2028
BG-1	Policy Development	September		
BG-1a	Policy Development Procedure	September		
BG-2	Rationale for and Principles of the Olds College Governance Model			October
BG-3	Board as Governors		September	
BG-4	Board Accountability	December		
BG-5	Board of Governors Key Values		December	
BG-6	Board Code of Conduct	March	March	March
BG-7	Meeting Protocol			October
BG-8	Agenda Development		October	
BG-8a	Agenda Development Procedure		October	
BG-9	Role of the Board Chair			
BG-10	Role and Use of Board Committees			December
BG-11	Board Effectiveness Committee TOR	February		
BG-12	Audit & Finance Committee TOR		February	
BG-13	External Relations Committee TOR			February
BG-14	Governance Model Committee TOR	March		
BG-15	Policy Review Committee TOR		March	
BG-16	Agendas Committee TOR			March
BG-17	President Search Committee TOR	May		
BG-	External Relations		May	
BG-	Board Communications			May
BG	Advisors to the Board		June	
BG-	Monitoring Board Performance			June
BG-	Governance Succession Planning	October		
BG-	New Board Member Orientation	September		
BO-1	Board Strategic Priorities	May	May	May



BO-2	Financial Planning Oversight	October		
BO-3	Enterprise Risk Oversight		October	
BO-4	Investments Oversight			October
BO-5	Fiscal Oversight	December		
BO-6	Asset Protection Oversight		December	
BO-7	Major Capital Projects Oversight			December
BO-8	Major Co-Investment Partnerships Oversight	February		
BO-9	Major Business Relationship Development Oversight		February	
BO-	Organizational Culture Oversight			February
BO-	Treatment of Employees & Volunteers Oversight	March		
BO-	Learning Environment Oversight		March	
BO-	Compensation & Benefits Oversight			March
BO-	Land Use Oversight	May		
BPR-1	Relationship to the President		May	
BPR-2	President Communication & Counsel to the Board			May
BPR-3	President Performance Assessment	June		
BPR-3a	President Performance Assessment Procedure	June		
BPR-4	President Search, Selection & Appointment			June
BPR-4a	President Search, Selection & Appointment Procedure			June
BPR-4b	President Reappointment Procedure			June



## BOARD AGENDA DEVELOPMENT

**Category:**

**BOARD GOVERNANCE**

**Parent Policy:**

BG-8.1 Agenda Development Policy

**Board Approval Date:**

October 24, 2024

**Overview:**

To accomplish its governance and fiduciary obligations consistent with Board policy, the Board will follow an annual agenda which (a) allows time for strategic and proactive discussions and (b) continually improves Board performance through Board education and enriched input and deliberation.

**Definitions:**

**Procedures:**

1. The Board agenda will be in a consistent format that includes the following:
  - a. Call to Order
  - b. Approval of the Agenda
  - c. Declaration of Conflicts of Interest
  - d. Consent Agenda
  - e. Business of the Board and the Organization
    - i. Board Committee Reports
    - ii. Board Chair report
    - iii. Operational Oversight Reports
    - iv. Legislative Compliance Approvals
    - v. President's Report
      1. Major Capital Project Updates (quarterly)
      2. Campaign Fundraising Update (quarterly)
  - f. Strategic Discussion - may include:
    - i. Review of progress toward the Strategic Plan
    - ii. Future-focused discussions
  - g. Board Education - internal - may include:
    - i. Reports on various organizational entities
    - ii. Campus Tours
  - h. Board Education - external - may include:
    - i. Industry Advisory Committee presentations
    - ii. Updates from community and industry partners
  - i. Nice to Know Information
  - j. Roundtable
  - k. Board Self-Evaluation
  - l. In-Camera Session
    - i. Motions out of the In-Camera Session
  - m. Special In-Camera Session
    - i. Motions out of the Special In-Camera Session
  - n. Motions out of Special In-Camera
  - o. Adjournment



	<ol style="list-style-type: none"><li>2. The Board Secretary will prepare a draft agenda, including standing and emergent items.</li><li>3. The Agendas Committee will meet prior to the Board meeting to review and finalize the agenda, including consideration of items requested by Board members.</li><li>4. The agenda will be distributed to Board members by attaching it to the meeting invite and uploading to the Board website on the Friday prior to the Board meeting.</li></ol>
Related Information:	
Review Period:	3 years
Revision History:	New: October 2024



## ROLE OF THE BOARD CHAIR

<b>Category:</b>
<b>Policy Number:</b>
<b>Date Approved by the Board:</b>

<b>BOARD GOVERNANCE</b>
BG-9
September 17, 2024

<b>Objective:</b>
<b>Scope:</b>
<b>Definitions:</b>

This policy articulates the accountabilities of the Board Chair, a specially empowered member of the Board responsible for ensuring the integrity of the Board's process.
This policy applies to the Chair of the Board of Governors of Olds College.
<b>Board Chair:</b> a specially empowered member of the Board appointed by the Minister of Advanced Education by Order in Council as per <i>The Post-Secondary Learning Act</i> , 44(2)(c).

<b>Policy:</b>
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<b>1.</b>	<b>The Chair will ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it by external authorities, laws and regulations.</b>		
	1.1	The Chair will ensure that meeting discussion content reflects governance issues that belong to the Board to decide or oversee.	
	1.1.1	The Board Chair will convene the Agendas Committee prior to each Board meeting to review and set the agenda in collaboration with administration.	
	1.1.2	The Board will focus on the direction and strategy for the College and will delegate College operations to the President. Additional information for the Board that is not for oversight or decision will be determined jointly by the Board Chair and the President.	
	1.1.3	Board deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.	
		1.1.3.1	The Board Chair will foster an environment of open, candid dialogue and encourage healthy, productive debate.
	1.1.4	The Chair will ensure that all Board members are treated equally and that relevant information is shared with all member	
	1.1.5	The Chair will ensure that all Board members have an understanding of meeting decorum and protocol.	



<b>Related Policies:</b>				
<b>Review Period:</b>				
<b>Revision History:</b>				

<b>2. The authority of the Chair consists in making decisions that fall within topics covered by Board policy.</b>		
	2.1	The Chair is empowered to chair Board meetings with all the commonly accepted power of that position.
	2.2	The Chair shall communicate the direction of the Board to the President.
	2.2.1	Oversee the annual President Performance Review.
	2.3	The Chair is the external face of the Board and is authorized to speak for the Board in announcing Board decisions.
	2.3.1	The Chair, in collaboration with the President, communicates with key stakeholders and government officials.
<b>3. The Chair shall ensure that the Board's function as an entity optimizes the strengths and expertise of Board members in their governance capacity.</b>		
	3.1	The Chair will provide a recommendation for the position of Vice-Chair for the Board's approval.
	3.1.1	The Chair will ensure that the Vice-Chair is informed of matters pertaining to governance of the College.
	3.2	The Chair, in consultation with administration, will propose committee membership for the Board's approval.
	3.3	The Chair, in consultation with administration, will ensure that a fulsome orientation is in place for new Board members.
	3.4	The Chair, in consultation with administration, will oversee the development of Board members.
	3.4.1	The Chair and President will meet with Board members annually for the purpose of improving Board and Committee performance.
	3.4.2	The Chair will review Board member expense claims.
	3.5	The Chair will review the President's expense claims.
BG-6 Board Code of Conduct BPR-1 Relationship to the President BPR-2 President Communication and Counsel to the Board		
3 years		
New: September 2024		



## ROLE AND USE OF BOARD COMMITTEES

<b>Category:</b>	<b>BOARD GOVERNANCE</b>		
<b>Policy Number:</b>	BG-10		
<b>Board Approval Date:</b>	January 23, 2025		
<b>Objective:</b>	In order to carry out its mandate, the Board of Governors (the “Board”) will establish and seek guidance from Committees of the Board as it deems necessary. This policy outlines the roles, responsibilities and procedures related to Board Committees.		
<b>Scope:</b>	This policy applies to any group that is formed by Board action, whose existence and charge come from the Board, whether or not it is called a committee, and whether or not it includes Board members.		
<b>Definitions:</b>	<b>Board Holism</b>	The authority of the board is held and used as a body. The board speaks with one voice in that instructions are expressed by the board as a whole. Individual board members have no authority to instruct staff.	
<b>Policy:</b>	<b>1.</b>	<b>Board Committees will be used effectively in a way that does not impede Board holism.</b>	
	1.1	Committees are not empowered to make decisions.	
		1.1.1	Committees will prepare recommendations for Board deliberation.
		1.1.1.1	Committee members shall not be bound by the Committee recommendation and may voice their opinion and vote freely during Board consideration of approval.
		1.1.2	Board Committees shall not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
		1.1.3	Board Committees will not commit the funds or resources of the organization.
	<b>2.</b>	<b>Board Committees will not interfere with delegation from Board to President.</b>	
	2.1	Board Committees are intended to do detailed work on behalf of the Board.	



	2.2	Board Committees cannot exercise authority over staff.	
	3.	<b>The Board will convene standing Board Committees, including, but not limited to, the Audit and Finance Committee, Board Effectiveness Committee, Ownership Linkage Committee and Policy Review Committee.</b>	
	3.1	Standing committee membership will be in effect from the September Board meeting in one year to the October Board meeting in the subsequent year and will be updated as Board membership changes.	
	3.2	The Board may convene ad hoc committees for a defined purpose to assist the Board in its work.	
		3.2.1	Board Committees, including ad hoc committees, will cease to exist when its task is complete, based on the needs of the Board and on recommendation of the Board Chair.
	3.3	The Board Chair will recommend Committee Chair and membership appointments to the Board for consideration of approval to ensure effective function.	
		3.3.1	The specific skills and expertise of each Board member will be considered in appointment recommendations.
		3.3.2	At the recommendation of a Committee, the Board may appoint external Committee members where such expertise is required for the effective working of the Committee.
	3.4	Committee members will abide by Board Code of Conduct Policy.	
	3.5	The work of each Committee will be guided by its Terms of Reference which will include the scope of the work to be completed, deliverables and timelines for completion and the Board reporting process.	
<b>Related Information:</b>		BG-6 Board Code of Conduct BG-11 Board Effectiveness Committee Terms of Reference BG-12 Audit and Finance Committee Terms of Reference BG-13 External Relations Committee Terms of Reference BG-14 Governance Model Committee Terms of Reference BG-16 Agendas Committee Terms of Reference BG-17 President Search Committee Terms of Reference	
<b>Related Procedures:</b>			
<b>Review Period:</b>		3 years	
<b>Revision History:</b>		NEW January 2025	



## BOARD EFFECTIVENESS COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-11
<b>Board Approval Date:</b>	January 23, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the Board Effectiveness Committee in its support of the work of the Board of Governors of Olds College (the “Board”).		
<b>Scope:</b>	This policy applies to all Board-approved members of the Board Effectiveness Committee.		
<b>Definitions:</b>	<b>Board Holism:</b>		
<b>Policy:</b>	<b>1.</b>	<b>The Board Effectiveness Committee supports the Board in maintaining and continually improving its governance function through the identification of areas for improvement, strengths, and weaknesses.</b>	
	1.1	The Committee will ensure the Board functions in accordance with the principles of the Olds College Governance Model and meets all regulatory compliance requirements.	
	1.2	The Committee will facilitate the board member recruitment process and ensure that there are qualified candidates for Board positions to propose to the Board.	
		1.2.1	The Committee will maintain a “Board Matrix” based on member self-assessments to identify gaps to be addressed through the Board member recruitment process.
		1.2.2	Board member self-assessments will be completed annually in June and will be utilized to inform Board Committee appointments and the recruitment process.
	1.3	The Committee will facilitate a thorough orientation for new Board members.	
		1.3.1	The new member orientation process will provide a fulsome understanding of Board governance and policy processes as well as a high level understanding of the College entity.
	1.4	The Committee will lead the continuous improvement process for the Board.	
		1.4.1	The Committee will ensure that Board self-evaluation is conducted with results reported to the Board.



	1.5	With input from the Board, the Committee will develop an annual Board Education Plan for submission to the Board for consideration of approval.
	1.5.1	The Committee will ensure further understanding of matters including, but not limited to, board key responsibilities, best practice in Board governance,, equity, diversity and inclusion and indigenous awareness.
	<b>2.</b>	<b>The Committee's authority enables it to assist the Board in its work while not impeding Board holism.</b>
	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 cannot spend or commit organization funds, other than those specifically allocated by the Board.
	2.3	Staff resource time for administrative support around meetings and support included in the Board's education and Self-Evaluation Plan will be provided through the Board Secretary.
	<b>3.</b>	<b>The Committee's composition shall enable it to function effectively and efficiently.</b>
	3.1	The Committee shall be composed of at least four Board members, including the Board Chair and the President.
	3.2	A Committee Chair shall be appointed by the Board Chair.
	3.3	Members shall be appointed for a one year term.
<b>Related Information:</b>	BG-10 Role and Use of Board Committees	
<b>Related Procedures:</b>		
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	NEW: January 2025	



## AUDIT AND FINANCE COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-12
<b>Board Approval Date:</b>	January 23, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the Audit and Finance Committee in its support of the work of the Board of Governors of Olds College (the "Board").		
<b>Scope:</b>	This policy applies to all Board-approved members of the Audit and Finance Committee.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Committee will assist the Board in fulfilling its oversight responsibilities.</b>	
	1.1	The Committee will exercise oversight with respect to financial reporting and will report its findings to the Board.	
		1.1.1	The Committee will exercise oversight with respect to internal controls and will report its findings to the Board.
		1.1.2	The Committee will exercise oversight with respect to investments and will report its findings to the Board.
		1.1.3	The Committee will exercise oversight with respect to institutional cash flow and will report its findings to the Board.
		1.1.4	The Committee will exercise oversight with respect to the annual operating and capital budgets and will report its findings to the Board.
		1.1.5	The Committee will monitor any external matters that may have a significant effect on the College's operations or cash position.
	1.2	The Committee will exercise oversight with respect to Enterprise Risk Management and will report its findings to the Board.	
	1.3	The Committee will exercise oversight with respect to legislative compliance and will report its findings to the Board.	
	1.4	The Committee will exercise oversight with respect to the Board's own budget and will report its findings to the Board.	



	<b>2.</b>	<b>The Committee will assist the Board by overseeing a transparent process of review and disclosure that enhances owner and stakeholder confidence in the College's financial reporting.</b>
	2.1	The Committee will exercise direct oversight of the Auditor General's (Auditor) audit, including oversight of the resolution of any disagreements between administration and the Auditor.
	2.2	The Committee will communicate with the Auditor regarding audit plans, including the scope and extent of the proposed examination, and the preparation and issuance of an audit report.
	2.3	The Committee will provide an annual report to the Board highlighting the Committee's analysis of the audited financial statements and the audit report as well as any other significant information arising from discussions with the Auditor General.
	2.4	The Committee will oversee resolution of recommendations within the Auditor General's report and will report progress to the Board.
	2.5	The Committee will provide an opinion for the Board regarding the President's response to the Auditor General's report.
	2.6	The Committee will provide advice to the Board regarding alternative treatments of financial information within Public Service Accounting Standards (PSAB) that have been discussed with administration, ramifications of the alternative disclosures and treatments and the treatments preferred by the Auditor General.
	2.7	The Committee will review the Annual Report prior to submission to the Board for consideration of approval.
	<b>3.</b>	<b>The Committee's authority enables it to assist the Board in its work while not impeding Board holism.</b>
	3.1	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.
	3.2	The Committee cannot spend or commit organization funds, other than those specifically allocated by the Board.
	3.3	Staff resource time for administrative support around meetings and reporting will be provided through the Board Secretary.
	3.4	The Committee may meet independently with the Auditor General in the absence of any members of administration.
	<b>4.</b>	<b>The Committee's composition shall enable it to function effectively and efficiently.</b>
	4.1	The Committee shall be composed of at least three public Board members, the Board Chair and the President.



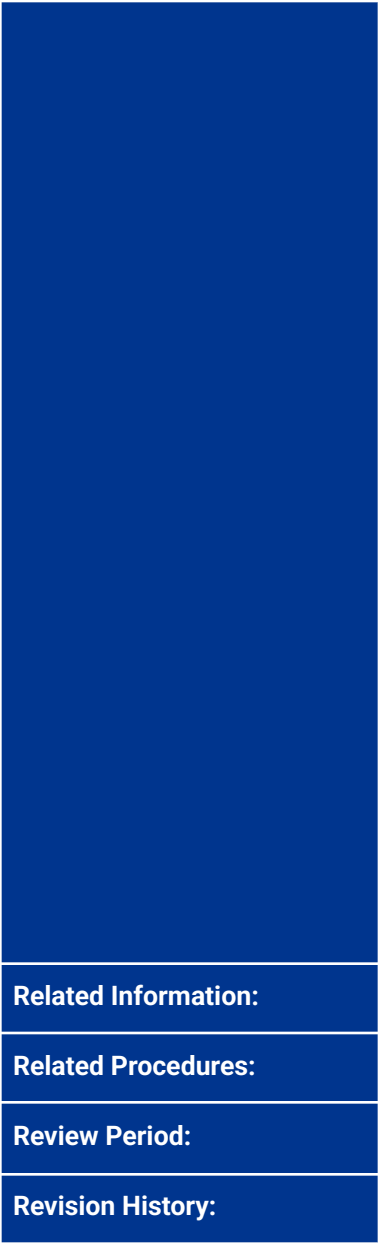
	4.2	The Board Chair shall appoint a public member as Committee Chair.
	4.3	An external accountant or an individual with significant experience in audit and finance may be appointed as a voting member of the Committee in cases where this expertise is not available among the membership of the Board.
	4.4	Members shall be appointed for a one year term.
Related Information:	BG-10 Role and Use of Board Committees	
Related Procedures:		
Review Period:	3 years	
Revision History:	NEW: January 23, 2025	



## EXTERNAL RELATIONS COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-13
<b>Board Approval Date:</b>	January 23, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the External Relations Committee in its support of the work of the Board of Governors of Olds College (the "Board").		
<b>Scope:</b>	This policy applies to all Board-approved members of the Governance Model Committee.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Committee will support and enhance the Board's fulfillment of its strategic goals and fiduciary responsibilities related to external relationships, philanthropy, brand and reputation.</b>	
	1.1	The Committee will develop an external relations plan that enables constructive Board dialogue with key external stakeholders.	
		1.1.1	The Committee will identify initiatives to support, lobby and advocate for at both the federal and provincial levels.
		1.1.2	The plan will guide the Board in connecting and messaging information from the College and solicit a consistent two-way communication process.
		1.1.2.1	The Committee will work with administration to develop external communications and key messages.
	1.2	The Committee will develop a detailed external relations plan for the next Board year provided to the Board for decision in June.	
	1.3	The Committee will provide an evaluation of the effectiveness of the current year plan, with input from the Board, annually in June.	
	1.4	The Committee will provide a written presentation of information collected from external stakeholders, with input from the Board, annually in June.	
	1.5	The Committee will monitor and evaluate progress against fundraising and advancement financial targets and plans and report regularly to the Board on the impact, efficiency, and efficacy of fundraising and other advancement programs.	

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## GOVERNANCE MODEL COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-14
<b>Board Approval Date:</b>	February 27, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the Governance Model Committee in its support of the work of the Board of Governors of Olds College (the "Board").		
<b>Scope:</b>	This policy applies to all Board-approved members of the Governance Model Committee.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Committee will assist the Board in developing Board policies and procedures.</b>	
	1.1	The Committee will lead the development of policies to support the implementation of the Olds College Governance Model.	
		1.1.1	The Committee will schedule its work in alignment with the Policy Development Work Plan.
		1.1.2	The Committee will develop policies as outlined on the Work Plan for submission to the Board for consideration of approval.
		1.1.3	The Committee will work on policy development in conjunction with the Policy Review Committee.
	<b>2.</b>	<b>The Committee's authority enables it to assist the Board in its work while not impeding Board holism.</b>	
	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 cannot spend or commit organization funds, other than those specifically allocated by the Board.	
	2.3	Staff resource time for administrative support around meetings and policy development will be provided through the Board Secretary.	
	<b>3.</b>	<b>The Committee's composition shall enable it to function effectively and efficiently.</b>	



	3.1	The Committee shall be composed of at least three public Board members, a Board student representative, the Board Chair and 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.
	BG-10 Role and Use of Board Committees	
Related Information:		
Related Procedures:		
Review Period:	3 years	
Revision History:	NEW: February 2025	



## POLICY REVIEW COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-15
<b>Board Approval Date:</b>	February 27, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the Policy Review Committee in its support of the work of the Board of Governors of Olds College (the "Board").	
<b>Scope:</b>	This policy applies to all Board-approved members of the Policy Review Committee.	
<b>Definitions:</b>		
<b>Policy:</b>	<b>1.</b>	<b>The Policy Review Committee enhances the Board's effectiveness and efficiency in fulfilling its responsibility of creating and maintaining Board policy.</b>
	1.1	The Committee shall prepare policy options for the Board's consideration of any policies that have been: <ul style="list-style-type: none"> <li>• Scheduled for routine review</li> <li>• Delegated by the Board as potentially requiring amendment</li> <li>• Identified by the Board during Board discussions as potentially needing amendment</li> <li>• Identified as addressing a policy gap within the Board's policy framework.</li> </ul>
	1.2	The Committee will not change Board policies, with the exception of non-material editorial policy amendments which shall be reported to the Board at the next Board meeting.
	<b>2.</b>	<b>The Committee's authority enables it to assist the Board in its work while not impeding Board holism.</b>
	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 cannot spend or commit organization funds, other than those specifically allocated by the Board.
	2.3	Staff resource time for administrative support around meetings and support included in the policy development and refinement will be provided through the Board Secretary.



<b>Related Information:</b>
<b>Related Procedures:</b>
<b>Review Period:</b>
<b>Revision History:</b>

<b>3.</b>	<b>The Committee's composition shall enable it to function effectively and efficiently.</b>	
	3.1	The Committee shall be composed of at least four Board members, including the Board Chair and 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.
BG-10 Role & Use of Board Committees		
3 years		
NEW: February 2025		



## AGENDAS COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-16
<b>Board Approval Date:</b>	February 27, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the Agendas Committee in its support of the work of the Board of Governors of Olds College (the “Board”).		
<b>Scope:</b>	This policy applies to all Board-approved members of the Agendas Committee.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Agendas Committee shall ensure that the board meeting agenda is the instrument used by the Board in making sound decisions and to ensure that important issues are kept at the forefront of the Board.</b>	
	1.1	The Committee shall ensure that the business of the Board is dealt with fairly and expeditiously.	
	1.2	The Committee will review potential agenda items and ensure that these are appropriate for inclusion on the Board meeting agenda in alignment with the Board-approved Calendar of Events and Work Plan.	
		1.2.1	The Committee will serve as a sounding board for the Board and senior administration to ensure that issues are dealt with effectively and in a timely manner.
		1.2.2	The Committee will ensure that the focus of the Board is placed on higher order issues of impact to the College.
		1.2.3	The Agendas Committee shall not defer any proposed agenda item for longer than one regularly scheduled Board meeting without the prior consent of the Board.
		1.2.4	The Committee will advise the Board as to why any particular matter should not be brought forward for Board review.
	<b>2.</b>	<b>The Committee’s authority enables it to assist the Board in its work while not impeding Board holism.</b>	
	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 cannot spend or commit organization funds, other than those specifically allocated by the Board.
	2.3	Staff resource time for administrative support around development and distribution of the Board meeting agenda shall be provided by the Chief of Staff.
	<b>3.</b>	<b>The Committee's composition shall enable it to function effectively and efficiently.</b>
	3.1	The Committee shall be composed of the Board Chair, the Board Vice Chair and the President.
<b>Related Information:</b>	BG-7 Meeting Protocol Policy BG-8 Agenda Development Policy	
<b>Related Procedures:</b>	BG-8.1 Agenda Development Procedure	
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	NEW: February 2025	



## PRESIDENT SEARCH COMMITTEE TERMS OF REFERENCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-17
<b>Board Approval Date:</b>	February 27, 2025

<b>Objective:</b>	This policy outlines the role and responsibilities of the President Search Committee in its support of the work of the Board of Governors of Olds College (the "Board"). The purpose of the President Search Committee (the "Committee") is to conduct a search for a President of Olds College of Agriculture & Technology (the "College"), evaluate candidates and recommend finalist candidate(s) to the Board in accordance with any conditions imposed by the Board.	
<b>Scope:</b>	This policy applies to all Board-approved members of the President Search Committee.	
<b>Definitions:</b>		
<b>Policy:</b>	<b>1.</b>	<b>Responsibilities</b>
	1.1	The Committee develops and conducts its own process for the search and selection of a suitable candidate(s) for the position of President of the College.
	1.2	The Committee shall solicit the views of the representatives of all College constituencies (i.e. Members of the Executive Leadership Team (ELT), faculty (OCFA), support staff (AUPE), managers and senior officers (AME), students (SAOC and the Board) regarding criteria for the selection of candidates.
	1.3	The Committee shall recommend a position profile and criteria for the selection of candidates to the Board for approval, and the approved position profile and criteria shall be made public in the College community.
	1.4	With the approval of the Board, the Committee may retain and oversee the work of an executive recruitment consultant to assist in the search for a President of the College.
	1.5	The Committee, with the assistance of the consultant if one is retained, shall establish an acceptable long list of candidates.
	1.6	The Committee shall shorten the list of candidates to the prime finalists and, in accordance with the process that is agreed upon at the outset of the search, rank the desirable candidates on the short list and prepare and present the names of up to three finalist candidates for Board consideration.



	1.7	The Chair of the Committee shall act as spokesperson for the Committee and ensure that there are regular updates provided to the Board.
<b>2.</b>	<b>The Committee's authority enables it to assist the Board in its work while not impeding Board holism.</b>	
	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 cannot spend or commit organization funds, other than those specifically allocated by the Board.
	2.3	Staff resource time for administrative support around meetings and support included in the policy development and refinement will be provided through the Board Secretary.
<b>3.</b>	<b>The Committee's composition shall enable it to function effectively and efficiently.</b>	
	3.1	The Committee shall be composed of: Board Chair as the Chair of the Committee Board Vice Chair One public member of the Board, appointed by the Board Chair Faculty representative appointed to the Board of Governors AUPE representative appointed to the Board of Governors
	3.2	The Board reserves the right to appoint one additional member-at-large if it is deemed appropriate.
	3.3	If a Board member's term on the Board expires during the search process, the member shall remain on the committee until the completion of the search process.
	3.4	Appointment of each person to the Committee shall be conditional on their agreement to maintain in confidence all of the information discussed by the Committee.
	3.5	If the association of any members of the Committee with the College, as defined above, is terminated or in any way significantly altered (with the exception of item 3.3), or if for any reason any member is unable to carry out their responsibilities on the Committee, the Committee may request that the Board Chair arrange to replace them with another member of the constituent group.
<b>4.</b>	<b>Meetings</b>	
	4.1	Meetings of the Committee shall be at the call of the Chair.
	4.2	The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities.



	4.3	All meetings of the Committee will be held <i>in-camera</i> and the Board Secretary shall attend all meetings.
	4.4	All members of the Committee, including the Chair, shall vote on the recommendation to the Board of candidates for appointment as President.
Related Information:	BPR-4 President Search, Selection and Appointment Policy BPR-4.1 President Search, Selection and Appointment Procedure BPR-4.2 President Reappointment Procedure	
Related Procedures:		
Review Period:	3 years	
Revision History:	NEW: February 2025	



## GOVERNANCE SUCCESSION PLANNING

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-18
<b>Board Approval Date:</b>	May 22, 2025

<b>Objective:</b>	Board effectiveness begins with the diversity of skills and the personal commitment of Board members. The role of the Board of Governors (the "Board") in this proactive approach is to identify candidates for public Board member positions whose resources and backgrounds enhance the Board's ability to carry out its mandate to the greatest extent possible.		
<b>Scope:</b>	This policy applies to the Board Effectiveness Committee which is tasked with ensuring a diligent and proactive approach to Board member recruitment.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Board will use a robust and transparent succession planning process to identify and validate potential candidates for recommendation to the Minister of Advanced Education for appointment to the Board.</b>	
	1.1	The Board will work through the appointment process established by the Minister of Advanced Education to ensure a strong, cohesive and effective Board of Governors at Olds College.	
	<b>2.</b>	<b>The succession planning process shall be designed to ensure that:</b>	
	2.1	All members of the Board have the requisite competencies to carry out their duties as Board members, including the ability to participate fully in Board meetings and activities as well as other College activities.	
		2.1.1	Annually in March, the Board Effectiveness Committee will review the Skills & Competencies Matrix and recommend amendments, if any, to the Board for consideration of approval.
		2.1.2	Annually in May, Board members will complete a personal skills and competencies assessment utilizing the Skills and Competencies Matrix.
		2.1.1.1	The completed Matrices will be compiled by the Board Secretary to be reviewed by the Board Effectiveness Committee in June. The compiled Matrix will guide Board training and recruitment for the upcoming year.



	2.1.3	The Board as a whole reflects, to a reasonable extent, the diversity and positionality of the community served by the College and the programs/courses offered.
	2.1.4	Board members demonstrate an entrepreneurial attitude toward challenges and opportunities and a strong and visible commitment to the College.
<b>Related Information:</b>		
<b>Related Procedures:</b>		
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	May 2025	



## INVESTMENT IN GOVERNANCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-19
<b>Board Approval Date:</b>	May 22, 2025

<b>Objective:</b>	Consistent with its commitment to excellence in governance, the Board of Governors (the "Board") will invest in its governance capacity.		
<b>Scope:</b>	This policy applies to all members of the Board of Governors. Implementation and administration of this policy is the responsibility of the Audit and Finance Committee.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>Appointing authorities will be provided with information that clearly outlines the Board's approach to governance and desirable characteristics of Board members.</b>	
	<b>2.</b>	<b>Board skills, methods, and supports will be sufficient to ensure governing with excellence.</b>	
	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 with Board approval and within Board operating budget constraints.	
	2.3	Outreach mechanisms will be used as needed to ensure the Board's ability to hear from key stakeholders.	
	2.4	Outside monitoring assistance will be arranged as needed so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to, fiscal audit.	
	2.5	Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.	
		2.5.1	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, engagement of governance and/or post-secondary experts



			for Board education, any outside monitoring assistance required and Board member honoraria and expenses as prescribed below.												
	2.6		Board members will be supplied with the technology required to access Board communication and meeting materials.												
<b>3.</b>	<b>Under the leadership of the Board Effectiveness Committee, the Board will conduct regular self-evaluation for the purpose of continuous improvement.</b>														
	3.1		Following each Board meeting, Board members will complete a self-evaluation. The results will be compiled by the Board Secretary and provided for review and action as needed.												
	3.2		Annually in June the Board will conduct a comprehensive evaluation of Board effectiveness in a manner as determined by the Board Effectiveness Committee.												
	3.3		Annually the Board will conduct an evaluation of the Board Chair in a manner as determined by the Board Effectiveness Committee.												
<b>4.</b>	<b>The Board recognizes the personal contribution of its members and will pay an honorarium to Board members attending prescribed meetings and events and Board advocacy and education activities.</b>														
	4.1		Board members who serve the College are paid an honorarium according to the schedule below. Events not identified as Board -approved will be referred to the Board for prior approval.												
	4.2		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.												
	4.3		<p>The rate for honoraria paid to Board members is as follows:</p> <table border="1"> <thead> <tr> <th></th><th>Board Member</th><th>Committee Chair</th><th>Board Chair</th></tr> </thead> <tbody> <tr> <td>Time commitment under 4 hours</td><td>\$120.00</td><td>\$165.00</td><td>\$165.00</td></tr> <tr> <td>Time commitment over 4 hours</td><td>\$200.00</td><td>\$275.00</td><td>\$275.00</td></tr> </tbody> </table> <p>Travel time will be included.</p>		Board Member	Committee Chair	Board Chair	Time commitment under 4 hours	\$120.00	\$165.00	\$165.00	Time commitment over 4 hours	\$200.00	\$275.00	\$275.00
	Board Member	Committee Chair	Board Chair												
Time commitment under 4 hours	\$120.00	\$165.00	\$165.00												
Time commitment over 4 hours	\$200.00	\$275.00	\$275.00												
	4.3.1		Board member time commitment shall be calculated on a cumulative basis within a 24 hour period. Therefore, when a Board member participates in more than one meeting in a day and the total time commitment does not exceed 4 hours, the honoraria claimed would be \$120.00 for a member and \$165.00 for a committee chair.												



		4.3.2	When the Chair of one Board Committee participates as a member of a second Committee, the honorarium for the cumulative time commitment shall be at the Committee Chair rate.
		4.3.3	The President will be excluded from any honoraria payments.
		4.3.4	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 honorarium payment.
		4.4	Reasonable travel-related expenses will be reimbursed.
		4.4.1	Board members are required to complete a Travel Expense Claim form as outlined in the College Travel Reimbursement Policy in effect at the time of services.
		4.5	All Board member honoraria and expense claims must be submitted in a timely manner and, at minimum prior to December 31 (end of the calendar year) and at the end of the June Board of Governors meeting (end of the College’s fiscal year).
	5.	The Board will conduct regular content review of all Board policies.	
	5.1	Upon the choice of the Board, any policy can be reviewed to address gaps or necessary amendments, however, each policy will be reviewed at minimum according to the multi-year cycle below.	
Related Information:	BG-23 New Member Orientation BG-25 Monitoring Board Performance		
Related Procedures:			
Review Period:	3 years		
Revision History:	May 2025		



## CONTENT REVIEW MULTI-YEAR SCHEDULE

Policy Number	Policy Name	Year 1 2025/2026	Year 2 2026/2027	Year 3 2027/2028
BO-1	Board Strategic Priorities	September		
BG-1	Policy Development Policy & Procedure		September	
BG-2	Rationale for and Principles of the Olds College Governance Model		October	
BG-3	Board as Governors			September
BG-4	Board Accountability			December
BG-5	Board of Governors Key Values	February	February	February
BG-6	Board Code of Conduct	March	March	March
BG-7	Meeting Protocol		December	
BG-8	Agenda Development	September	September	September
BG-9	Role of the Board Chair			October
BG-10	Role & Use of Board Committees		February	
BG-11	Board Effectiveness Committee TOR			February
BG-12	Audit and Finance Committee TOR	March		
BG-13	External Relations Committee TOR		March	
BG-14	Governance Model Committee TOR			March
BG-15	Policy Review Committee TOR	May		
BG-16	Agendas Committee TOR		May	
BG-17	President Search Committee TOR			May
BG-18	Governance Succession Planning		June	
BG-19	Investment in Governance		September	
BG-20	Monitoring Organizational Performance			May
BG-21	External Relations	September		
BG-22	Board Communications			September
BG-23	New Board Member Orientation		October	
BG-24	Advisors to the Board			September



BG-25	Monitoring Board Performance	October		
BO-2	Financial Planning Oversight			September
BO-3	Enterprise Risk Oversight	October		
BO-4	Investments Oversight	September		
BO-5	Fiscal Oversight		September	
BO-6	Asset Oversight		October	
BO-7	Major Capital Projects			October
BO-8	Major Co-Investment Partnerships	December		
BO-9	Major Business Relationships		December	
BO-10	Organizational Culture		February	
BO-11	Treatment of Employees		March	
BO-12	Learning Environment			February
BO-13	Employee Compensation & Benefits	March		
BO-14	Land Use	February		
BPR-1	Relationship to the President			March
BPR-2	President Communication & Counsel to the Board	May		
BPR-3	President Performance Assessment Policy & Procedure	June	June	June
BPR-4	President Search, Selection & Appointment			May



# MONITORING ORGANIZATIONAL PERFORMANCE

Category:	BOARD GOVERNANCE				
Policy Number:	BG-20				
Board Approval Date:	May 22, 2025				
Objective:	The purpose of this policy is to guide the Board of Governors (the "Board") in systematic and rigorous monitoring of organizational performance.				
Scope:	This policy applies to all members of the Olds College Board of Governors.				
Definitions:					
Policy:	1.	The purpose of monitoring is to determine the degree to which Board Oversight policies are being fulfilled.			
		1.1	A Board Oversight policy may be monitored in one or more of three ways:		
			1.1.1	Internal Report provided under the direction of the President.	
			1.1.2	External Report provided by an external, arms’ length third party who is selected by and reports directly to the Board.	
			1.1.3	Direct Board Inspection provided 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.	
		1.2	While any Oversight Policy may be monitored at any time, the Board will typically adhere to the attached monitoring schedule.		
			1.2.1	In the event the Board chooses to monitor a Board Oversight Policy in a way other than internal report or on a timeframe other than the attached schedule, the President will be made aware.	
	2.	The cumulative Board Oversight monitoring data provided during the year will be considered in the course of the President’s annual performance assessment.			
	Related Information:	BPR-3 President’s Performance Assessment Policy BPR-3.1 President’s Performance Assessment Procedure			
Related Procedures:					
Review Period:	3 years				
Revision History:	NEW: May 2025				



## ORGANIZATIONAL PERFORMANCE MONITORING SCHEDULE

Policy Number	Policy	Method	Frequency	Date
BO-1	<b>Board Strategic Priorities</b>	Internal Report	Annually	June
BO-2	<b>Financial Planning Oversight</b> <i>Includes:</i> <i>Annual Operating &amp; Capital Budgets</i> <i>Succession Planning (bi-ennial odd years)</i>	Internal Report	Annually	May
BO-3	<b>Enterprise Risk Oversight</b>	Internal Report	Quarterly	Sept./Dec./ Feb./ May
BO-4	<b>Investments Oversight</b>	Internal Report	Quarterly	Sept./Dec./Feb./May
		External Report	Annually	December
BO-5	<b>Fiscal Oversight</b> <i>Includes:</i> <i>Budget to Actuals</i> <i>Cash Flow Analysis</i> <i>Internal Controls</i> <i>Plan to Address Audit Recommendations</i> <i>Recruitment Report</i> <i>Enrolment Report</i> <i>Institutional Fee &amp; Cost Comparison</i> <i>Industry Training &amp; Con Ed</i> <i>Financial Awards Report</i>	Internal Report	Quarterly Annually	Sept./Dec./ Feb./ May October  October / February October / February May October October
		External Report	Annually	October (Audit Exit) March (Audit Entry)
BO-6	<b>Asset Oversight</b> <i>Includes:</i> <i>Smart Farm Impact Report</i> <i>Facilities Report</i>	Internal Report	Annually	March
BO-7	<b>Major Capital Projects</b>	Internal Report	Annually	September
BO-8	<b>Major Co-Investment Partnerships</b>	Internal Report	Annually	September
BO-9	<b>Major Business Relationships</b>	Internal Report	Annually	September
BO-10	<b>Organizational Culture</b> <i>Includes:</i> <i>Code of Conduct</i> <i>Indigenous Report</i> <i>EDI Report</i> <i>ACIFA Survey</i>	Internal Report	Annually	March



<b>BO-11</b>	<b>Treatment of Employees and Volunteers</b> <i>Includes:</i> <i>Health &amp; Safety</i> <i>Employee Engagement Survey</i> <i>Confidence Line Investigations/Complaints</i> <i>Labour Relations</i> <i>Succession Planning (biennial odd years)</i>	Internal Report	Annually	<b>February</b>
<b>BO-12</b>	<b>Learning Environment</b> <i>Includes:</i> <i>Comprehensive Program Review</i> <i>Residence Performance</i> <i>Student Experience (biennial)</i> <i>Work Integrated Learning</i> <i>Student Complaints/Investigations</i> <i>Cohort Completion &amp; Graduate Outcomes</i> <i>Dual Credit</i> <i>Athletics, Wellness, Fitness Impact</i> <i>Apprenticeship Participation</i>	Internal Reports	Annually	<b>June</b>
<b>BO-13</b>	<b>Employee Compensation &amp; Benefits</b>	Internal Report	Annually	<b>October</b>
<b>BO-14</b>	<b>Land Use</b>	Internal Report	Annually	<b>October</b>
<b>BPR-3</b>	<b>President Communication &amp; Support to the Board</b>	Direct Inspection	Annually	<b>December</b>



## EXTERNAL RELATIONS

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-21
<b>Board Approval Date:</b>	June 26, 2025

<b>Objective:</b>	The Olds College Board of Governors (the “Board”) is accountable to the citizens of Alberta and to members of the communities it serves. This policy sets out the parameters for Board of Governors engagement with and relationship to the broad external community to which it is accountable.		
<b>Scope:</b>	This policy applies to all members of the Olds College Board of Governors.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Board shall be responsive to the communities it serves.</b>	
	1.1	The Board shall act on behalf of Olds College of Agriculture & Technology (the “College”) rather than being advocates for specific geographic areas or interest groups.	
	1.1.1	When making governance decisions, Board members shall maintain a distinction between their personal interests and their obligation to speak for others as a representative of the community. As the agent of the communities it serves, the Board is obligated to identify and know what members of the communities want and need.	
	1.1.2	The Board shall gather data in a way that reflects the diversity of the communities it serves.	
	1.1.2.1	The Board will actively pursue opportunities to seek and share information with its communities in order to gain a wider perspective of future educational and training needs, and to share the goals, challenges and accomplishments of the College.	
	1.1.3	The Board will establish and maintain a three year External Relations Plan in order to ensure that the Board has intentional and constructive dialogue and deliberation with members of the communities it serves.	
	1.1.3.1	The Board will actively pursue opportunities to seek and share information with its communities in order to gain a wider perspective of future educational and training needs, and to share the goals, challenges and accomplishments of the	



## OLDS COLLEGE BOARD OF GOVERNORS POLICY



## BOARD COMMUNICATIONS

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-22
<b>Board Approval Date:</b>	June 26, 2025

<b>Objective:</b>	The purpose of this policy is to develop a communication protocol expressly for the Board of Governors (the “Board”) outlining the parameters related to communication strategies and obligations.		
<b>Scope:</b>	It is important that the Board communicates only on issues within its authority. This policy will be applicable to all members of the Board (public and internal members). It will delineate the lines of authority and responsibility for the dissemination of communication in consideration of the Board’s responsibility to Olds College of Agriculture & Technology (the “College”) and its accountability to its stakeholders, including the internal community, the general public and the government.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Board shall be guided by protocols to ensure that key stakeholders are informed about the Board’s activities.</b>	
	1.1	Information flow between the board and stakeholders should be two-way and should include the Board receiving feedback from stakeholders regarding its stakeholder engagement and communication strategies.	
		1.1.1	The President will communicate issues of reputational significance to the Board at the earliest possible opportunity.
		1.1.2	Board members shall be aware that their communications may be subject to Alberta’s <i>Access to Information Act</i> and <i>Protection of Privacy Act</i> .
	1.2	Board members are able to use social media responsibly to build connections with community and stakeholders.	
		1.2.1	Social media messaging will be consistent with official College messages.
		1.2.2	Board members are required to observe all existing College policies and all Canadian and international laws concerning appropriate use of computers and social media platforms.



<b>2.</b>	<b>Board members are bound by confidentiality obligations.</b>	
2.1		Any private use of information obtained in an official capacity that is not already in the public domain is inappropriate as it has the potential to conflict with a member's official duties or to compromise confidentiality.
2.2		Board members shall exercise caution in the use of email and personal email accounts.
2.3		Board members are bound by the confidentiality of information discussed in the in-camera session(s) as well as in Board Committee meetings. When inquiries are made about such matters, Board members shall refer the questioner to the President and/or to the Board Chair without comment.
<b>INTERNAL COMMUNICATIONS</b>		
<b>3.</b>	<b>The Board Chair is the authorized spokesperson for the Board.</b>	
3.1		In the absence of the Board Chair, the Vice-Chair shall act as the spokesperson for the Board of Governors.
3.2		The Board will speak with one voice, ensuring consistent messaging with the Board Chair's communications.
3.3		The Board Chair is the focal point for communication between the Board and the President.
<b>4.</b>	<b>Board members are encouraged to interact with employees in adherence to the subpoints below:</b>	
4.1		Board members will make their requests for key information through the Board Secretary, the President or the Board Chair rather than approaching employees directly.
4.2		Employees shall approach the Board through the Board Secretary or the President on matters relating to governance.
<b>5.</b>	<b>The Board will communicate information to the internal community in a timely fashion.</b>	
5.1		Highlights of each regular Board meeting will be prepared by the Board Secretary and provided to the President and Board Chair for review by the following Monday. The highlights will be posted to OC Connect within one week of the regular Board meeting.
5.2		Board minutes will be posted to the Olds College website within one week of the Board meeting in which they are approved.
<b>EXTERNAL COMMUNICATIONS</b>		
<b>6.</b>	<b>The Board Chair and the President are the communication channels to the provincial and federal governments.</b>	



	6.1	Communication directly between Board members and government officials without first obtaining authorization from the Board Chair is discouraged.	
		6.1.1	As appropriate, board members will be provided with relevant facts and talking points on significant issues as well as on news, announcements, etc. to assist them in their role as College advocates and ambassadors.
<b>Related Information:</b>	BG-6 Board Code of Conduct Policy		
<b>Related Procedures:</b>			
<b>Review Period:</b>	3 years		
<b>Revision History:</b>	NEW: June 2025		



## NEW BOARD MEMBER ORIENTATION AND ONBOARDING

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-23
<b>Board Approval Date:</b>	June 26, 2025

Objective:	The purpose of this policy is to ensure that new Olds College Board of Governors (the “Board”) members are in a position to contribute fully to the governing work of the Board as early as possible in their tenure.		
Scope:	This policy applies to all members of the Board.		
Definitions:			
Policy:	1.	Board member onboarding and orientation is a collaborative effort between the Board Chair, the Board of Governors, the Board Secretary and the President.	
	1.1	The Board Chair will contact and provide a personal welcome to the new member upon receipt of the Order in Council or Ministerial Order.	
		1.1.1	The Board Chair will lead the orientation on the Board’s role, decision-making process, Board communications and the culture of the Board.
	2.	The Board Secretary will contact new members to welcome them to the Board and to provide logistical information.	
	2.1	The Board Secretary will start the onboarding process including assignment of an Olds College computer to be utilized to access Board information and an Olds College email address.	
		2.1.1	The Board Secretary will obtain the following from the new member: a) Photo (for the website) b) Short bio c) Completed Income Tax forms d) Banking information
	2.2	The Board Secretary will ensure that new members are provided with access to the Board of Governors website where the following governing documentation is stored electronically: a) Annual Calendar of Board events b) Board member information c) Board of Governors Policies d) New Board Member Orientation Guide e) Board annual work plan f) Events and happenings at Olds College g) Board meeting agendas and minutes h) Board committee meeting agendas and minutes i) Board Workshop agendas	



<b>Related Information:</b>
<b>Related Procedures:</b>
<b>Review Period:</b>
<b>Revision History:</b>



## ADVISORS TO THE BOARD

Category:	BOARD GOVERNANCE		
Policy Number:	BG-24		
Board Approval Date:	June 26, 2025		
Objective:	At the discretion of the Olds College Board of Governors (the “Board”) advisor(s) to Board Committees may be designated. The purpose of this policy is to outline the parameters for such designation.		
Scope:	This policy applies to all members of the Board.		
Definitions:	Advisor	an individual appointed by the Board to provide subject matter expertise, guidance, or stakeholder perspective to a Board Committee. Advisors may participate in discussions and provide input on matters under consideration by the Committee. While Advisors do not inherently hold voting rights, the Board may grant voting privileges to an Advisor at the time of appointment, as per Section 1.1.	
Policy:	1.	An Advisor shall provide advice regarding any and all issues under consideration by the Board Committee.	
		1.1	The Board may grant voting privileges to an Advisor at the time of appointment.
	2.	An Advisor may serve as a member at large on a Board Committee as appointed by the Board.	
		2.1	Advisors will be appointed (reappointed) in conjunction with Board approval of Committee appointments.
			2.1.1 The duration of the term for the Advisors shall be determined at the time of appointment and may be altered as the Board deems appropriate.
	3.	Honoraria and expenses may be paid to Advisors and shall be determined, if applicable, by the Board at the time of appointment.	
	4.	Advisors to the Board Committee shall abide by the current Board Code of Conduct.	
Related Information:	BG-6 Board Code of Conduct		
Related Procedures:			
Review Period:	3 years		



**Revision History:**

NEW: June 2025



## MONITORING BOARD PERFORMANCE

<b>Category:</b>	<b>BOARD GOVERNANCE</b>
<b>Policy Number:</b>	BG-25
<b>Board Approval Date:</b>	June 26, 2026

<b>Objective:</b>	The purpose of this policy is to guide the Board of Governors (the "Board") in systematic and rigorous monitoring of its governance performance in acknowledgment of Board deliverables and to create confidence in the Board's work.		
<b>Scope:</b>	This policy applies to all members of the Olds College Board of Governors.		
<b>Definitions:</b>			
<b>Policy:</b>	<b>1.</b>	<b>The Board will use its governance policies as measurable standards against which the Board's performance can be evaluated.</b>	
	1.1	The Board will monitor its adherence to its own Board Governance and Board President Relationship policies regularly.	
		1.1.1	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 policy according to the schedule below.
		1.1.2	The method of monitoring Board performance will be developed by the Board Effectiveness Committee and presented to the Board for consideration of approval at the June Board meeting.
		1.1.3	The Board will monitor alignment of its actions to its approved Key Values on an annual basis.
	<b>2.</b>	<b>The Board will focus on continuous improvement in its governance function.</b>	
	2.1	The Board will conduct an annual individual Board member self-evaluation in a format determined by the Board Effectiveness Committee.	
	2.2	The Board will conduct an annual Board Chair evaluation in a format determined by the Board Effectiveness Committee.	
	2.3	The Board Chair and Vice Chair will conduct annual one to one conversations with Board members to review the member's self-evaluation and to provide an opportunity for the Board member to speak directly into how the Board is being managed. Questions to guide the conversation will be predetermined	



		2.3.1	The predetermined questions will be developed by the Board Effectiveness Committee.
		2.3.2	The President may be invited by the Chair and Vice Chair to participate in the one to one conversations.
		2.4	In June, the Board Chair will present a reflection of the past year's work to the Board for comment/amendment and consideration of approval.
Related Information:			
Related Procedures:			
Review Period:			
Revision History:			
			3 years
			NEW: June 2025



## BOARD PERFORMANCE MONITORING SCHEDULE

Policy Number	Policy	Frequency	Year One (2025-2026)	Year Two (2026-2027)
<b>BG-1</b>	Policy Development Policy & Procedure	Bi-annually	June	
<b>BG-2</b>	Rationale for and Principles of the Olds College Governance Model	Bi-annually		October
<b>BG-3</b>	Board as Governors	Annually	June	June
<b>BG-4</b>	Board Accountability	Bi-annually		December
<b>BG-5</b>	Board of Governors Key Values	Annually	February	February
<b>BG-6</b>	Board of Governors Code of Conduct	Annually	March	March
<b>BG-7</b>	Meeting Protocol	Annually	May	May
<b>BG-8</b>	Agenda Development	Bi-annually		June
<b>BG-9</b>	Role of the Board Chair	Bi-annually	June	
<b>BG-10</b>	Role & Use of Committees	Annually	September	September
<b>BG-11-17</b>	Committee TORs	Annually	May	May
<b>BG-18</b>	Governance Succession Planning	Bi-annually	October	
<b>BG-19</b>	Investment in Governance	Bi-annually		February
<b>BG-20</b>	Monitoring Organizational Performance	Bi-annually		March
<b>BG-21</b>	External Relations			
<b>BG-22</b>	Board Communications	Bi-annually	February	
<b>BG-23</b>	New Board Member Orientation	Bi-annually	December	
<b>BG-24</b>	Advisors to the Board	Bi-annually	March	
<b>BG-25</b>	Monitoring Board Performance	Bi-annually	September	September
<b>BPR-1</b>	Relationship to the President	Annually	October	October
<b>BPR-2</b>	President Communication and Counsel to the Board	Bi-annually		May
<b>BPR-3</b>	President Performance Assessment	Annually	June	June
<b>BPR-4</b>	President Search, Selection & Appointment	Bi-annually	December	



**OLDS COLLEGE**  
OF AGRICULTURE & TECHNOLOGY

## **BOARD PRESIDENT RELATIONSHIP POLICIES**



## RELATIONSHIP TO THE PRESIDENT

<b>Category:</b>	<b>BOARD PRESIDENT RELATIONSHIP</b>
<b>Policy Number:</b>	BPR-1
<b>Board Approval Date:</b>	October 24, 2024

<b>Objective:</b>	<p>This policy articulates the expected relationship between the Board of Governors and the President. As the Board's sole employee, the Board of Governors delegates authority and assigns responsibility to the College's President to carry out the College's plans and programs on its behalf.</p> <p>The Board provides leadership and oversight of the College's activities by:</p> <ul style="list-style-type: none"> <li>• Establishing and respecting clear distinctions between the authority retained by the Board and the authority delegated to the President;</li> <li>• Holding the President accountable for the authority delegated to them;</li> <li>• Remaining accountable to the public for the Board's mandate.</li> </ul>	
<b>Scope:</b>	This policy applies to all members of the Board of Governors of Olds College and the President.	
<b>Definitions:</b>		
<b>Policy:</b>	<b>1.</b>	<b>The President is accountable to the Board as a whole and any advice or information provided will be distributed to all Board members.</b>
	<b>2.</b>	<b>The Olds College President is a member of its Board of Governors and carries out the actions of the Board (subject to exceptions elsewhere in Board policy). In its relationship to the President, the Board is committed to:</b>
	2.1	A mutual expectation of professional, moral, ethical, respectful and legal behaviour of the highest standards;
	2.2	Processes that ensure clear and timely responses to requests for information, guidance and decisions from either the President or the Board Chair;
	2.3	Clear delegation of authority and respect for the limits that such delegation places on Board members and the Board as a whole;
	2.4	Supporting the President's delegation of authority to provide opportunities for the College's staff to become engaged, committed and increasingly effective leaders within the College.
	<b>3.</b>	<b>In addition to the general supervision over and direction of the operation of the College, which is the responsibility of the President under section</b>



<b>81(3) of the <i>Post-Secondary Learning Act</i>, the Olds College Board of Governors delegates to the President the authority as outlined below:</b>	
3.1	Carry out the College's plans and programs;
3.2	Establish policies and procedures for the College's management and operation;
3.3	Make all decisions, take all actions and develop all activities that are consistent with a reasonable interpretation of legislation, the Board's policies and the Board's Strategic Priorities for Olds College;
3.4	Carry out, implement and make decisions in relation to the Act and the <i>Public Post-Secondary Institutions' Tuition and Fees Regulation</i> :
<b>4.</b>	<b>The Board of Governors retains the authority to:</b>
4.1	Fulfill its governance role;
4.2	Set the Strategic Priorities to guide the College's Strategic Plan;
4.3	Communicate clear and timely expectations so that the President can provide accurate and factual information to the extent necessary for the Board to fulfill its fiduciary obligations and to determine compliance.
4.4	Define the President's role, appoint the President and evaluate the President's performance in that role based on established criteria;
4.5	Establish and revise Board policies and procedures;
4.6	Establish Board committees to provide assistance to the Board in key areas of governance;
4.7	Action any issue it deems appropriate and in the best interests of the College;
4.8	Review and approve the annual budget in advance of submission to the Minister.
4.9	The Board, acting as a whole, will direct the President through Board motion.
<b>5.</b>	<b>The Board Chair will act as the Board's liaison to the President.</b>
5.1	A planned schedule of regular meetings will be established for open dialogue and to discuss key and emerging issues.
5.2	The Chair will share Board member concerns with regard to the timeliness and quality of executive reporting.
5.3	The Chair will act as an ongoing conduit between the Board and the President such that all key messages are communicated.



	5.4	The President and Board Chair will work closely to ensure mutual transparency and accountability.
<b>Related Information:</b>	BPR-2 President Communication and Counsel to the Board	
<b>Related Procedures:</b>		
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	New: October 2024	



## PRESIDENT COMMUNICATION AND COUNSEL TO THE BOARD

<b>Category:</b>	<b>BOARD PRESIDENT RELATIONSHIP</b>
<b>Policy Number:</b>	BPR-2
<b>Board Approval Date:</b>	December 12, 2024

<b>Objective:</b>	An effective Board-President relationship is built on clear communication in support of the work of the board. The Board relies on the President's guidance, knowledge and experience when it formulates the College's strategic direction and determines key policies and goals. It also depends on the President to provide organizational and sectoral context, recognizing that the President is the conduit of information between the Board and the organization and sector.	
<b>Scope:</b>	This policy applies to the President of Olds College of Agriculture & Technology (the "College").	
<b>Definitions:</b>		
<b>Policy:</b>	<b>1.</b>	<b>The President shall ensure that the Board is informed and supported in its work.</b>
	1.1	The President shall ensure that the Board has timely and objective information to support Board decisions. Such information may include, but is not limited to, relevant environmental scanning data, a representative rate of employee and external points of view, a risk assessment including probability and impact of risks, and alternative choices with their respective implications.
	1.2	The President shall submit organizational performance reports on the timetable approved by the Board.
	1.3	The President shall make the Board aware of any actual or anticipated reputational and organizational performance issues, regardless of the timetable approved by the Board.
	1.4	The President shall provide counsel on compliance with the Board's governance processes, Board policy, legislation or any other situation detrimental to the work of the Board or the relationship between the Board and the President.
	1.5	The President shall present information in a timely, accurate and understandable fashion to facilitate Board decision making and understanding.
	<b>2.</b>	<b>The President shall ensure that the Board is provided with administrative support for Board activities.</b>



## OLDS COLLEGE BOARD OF GOVERNORS POLICY



## PRESIDENT PERFORMANCE ASSESSMENT

Category:	BOARD PRESIDENT RELATIONSHIP
Policy Number:	BPR-3
Board Approval Date:	December 12, 2024

Objective:	The assessment of the President provides a formal and predictable opportunity for the Board and the President to have a constructive discussion regarding the performance of the institution and the President's leadership.		
Scope:	This policy applies to the President and the members of the Board of Governors of Olds College.		
Definitions:			
Policy:	1.	<b>The Board is solely responsible for assessing the performance of the President.</b>	
	1.1	The Board will conduct a performance assessment at least annually.	
		1.1.1	The Board Chair is responsible for the overall management process, acting to ensure its focus and its timely completion.
	1.2	Informal confidential performance discussions will be held as required throughout the year between the President and Board Chair.	
	2.	<b>The Board will set clear expectations for the President.</b>	
	2.1	The performance assessment process will be transparent and actively involve the President and the Board.	
	2.2	The process will utilize appropriate and multiple information sources, including internal and external stakeholders as necessary to obtain a clear picture of performance.	
	3.	<b>The assessment will consider what has been achieved and how it has been achieved.</b>	
	3.1	The assessment will include consideration of the overall executive leadership capacities.	
		3.1.1	Annually, the President will provide in writing their proposed goals and objectives, aligned with the Board-approved Strategic Plan, and submit them for Board approval.



## OLDS COLLEGE BOARD OF GOVERNORS POLICY



## PRESIDENT PERFORMANCE ASSESSMENT

<b>Category:</b>	<b>BOARD PRESIDENT RELATIONSHIP</b>
<b>Parent Policy Number:</b>	BPR-3 President Performance Assessment
<b>Board Approval Date:</b>	January 23, 2025

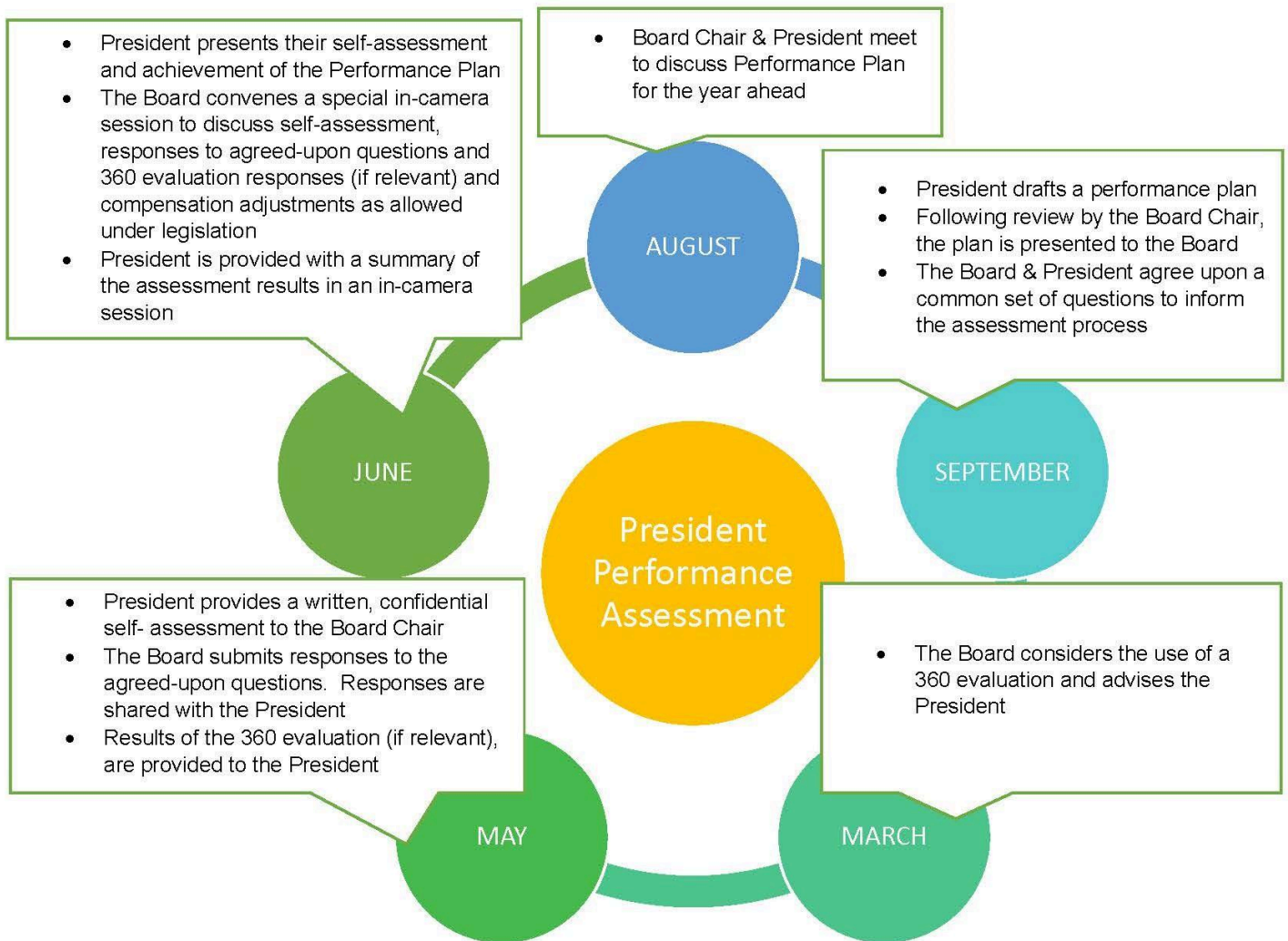
<b>Overview:</b>	The assessment of the President provides a formal and predictable opportunity for the Board and the President to have a constructive discussion regarding the performance of the College and the President's leadership.		
<b>Definitions:</b>			
<b>Procedures:</b>	<b>1.</b>	<b>Procedure for President's Goal Setting / Performance Plan</b>	
	1.1	The Board Chair and President meet in <b>August</b> to discuss a Performance Plan for the coming year.	
		1.1.1	The goals outlined in the Performance Plan will be linked to the Strategic Plan and to other strategic directions approved subsequently by the Board of Governors.
		1.1.2	Additional goals may be added that relate to the overall management of the College and its staff.
	1.2	Following this meeting, and prior to the September Board meeting, the President drafts a Performance Plan for the year, providing it to the Board Chair for feedback.	
	1.3	Upon review by the Board Chair, the Performance Plan is presented to the Board for consideration of approval in the in-camera session of the <b>September</b> Board meeting. The previous year's performance evaluation may be used as a point of reference for goal setting and the development of the performance plan.	
	1.4	An informal review of the performance plan will take place between the Board Chair and President as needed at which time the existing performance plan may be adjusted to account for unforeseen events.	
	<b>2.</b>	<b>Procedure for the President's Assessment</b>	
	2.1	The President provides a written, confidential self-assessment to the Board Chair annually in <b>May</b> . This self-assessment is central to the performance evaluation process.	
	2.2	Annually at the <b>May</b> Board meeting, the Board Chair will seek input from the Board of Governors on the President's performance using a common set of questions.	



		2.2.1	Prior to the September meeting, the draft questions to be used as part of the President's performance, will be discussed with the President and modified by the Board if they agree with the President's comments and recommendations.
		2.2.2	The questions to be used as part of the President's performance evaluation will be ratified at the September Board meeting. The President will have an opportunity to share any concerns or suggestions prior to ratification.
		2.2.3	The Board's responses to the agreed-upon questions will be provided prior to the <b>May</b> Board meeting.
		2.2.3.1	The President will be provided with a copy of the Board's feedback prior to the June Board meeting, ensuring confidentiality for each engaged informant to the process.
	2.3	The President self-assessment relates directly to the mutually agreed-upon goals developed by the President as part of the Performance Plan approved by the Board at the September Board meeting. Other information that may be included:	
		2.3.1	Achievement or aspects of the past year that have been especially rewarding;
		2.3.2	Any challenges that have arisen in the past year, and efforts that have been made to resolve them;
		2.3.3	Relevant information about relationships with students, staff, Board members, faculty, alumni and other internal or external stakeholders;
		2.3.4	Any personal matters that may be strengthening or providing challenges to the work of the President;
		2.3.5	Proposed professional development in the coming year.
	2.4	In <b>March</b> of any given year, the Board may elect to conduct a comprehensive evaluation of the President, using a performance review tool, as part of the annual review. This is at the sole discretion of the Board if it deems such an approach is warranted. If the Board elects to undertake a comprehensive evaluation, it may choose to have the process facilitated by an external party.	
		2.4.1	The President will be made aware of the Board's intent prior to conducting the comprehensive review.
		2.4.2	The President will be provided with a copy of the comprehensive evaluation results prior to the <b>June</b> Board meeting.
	2.5	At the in-camera session of the <b>June</b> Board meeting, the Board will consider the following:	



		2.5.1	The President’s presentation of their self-assessment and achievement of the Performance Plan approved by the Board at the September Board meeting.
		2.5.2	The Board will have an opportunity to ask questions about the self-assessment.
	2.6	The Board will convene a special in-camera session at the <b>June</b> Board meeting to consider the following:	
		2.6.1	The President’s self-assessment;
		2.6.2	The compiled results of the comprehensive evaluation (if relevant);
		2.6.3	Results of the feedback from the Board of Governors ensuring confidentiality for each engaged informant to the process;
		2.6.4	Compensation adjustment within the bounds of applicable legislation.
	2.7	Following the special in-camera session, the Board provides a summary to the president of the Board’s discussion.	
	<b>3.</b>	<b>Review of the Performance Assessment Policy</b>	
		3.1	The Board shall annually, at the same time as the annual review, evaluate, confirm and ratify the policy and procedure for the President performance assessment. As part of the Board’s review, the President is invited to provide comments on the process.
	3.2	Amendments to the President’s annual performance assessment will be made based on mutual agreement between the Board and the President during the President’s term in office. The Board can amend the process before a new President is recruited or when an incumbent President is renewed.	
<b>Related Information:</b>			BPR-1 Relationship to the President Policy BPR-3 President Performance Assessment Policy
<b>Review Period:</b>			Annually
<b>Revision History:</b>			NEW: January 23, 2025





## PRESIDENT SEARCH, SELECTION AND APPOINTMENT

Category:	BOARD PRESIDENT RELATIONSHIP		
Policy Number:	BPR-4		
Board Approval Date:	February 27, 2025		
Objective:	<p>Alberta's <i>Post-Secondary Learning Act</i> states that:</p> <ol style="list-style-type: none"><li>1. The board of a public post-secondary institution shall appoint the President of the public post-secondary institution (Section 81(1); and</li><li>2. The board shall prescribe the term of office of the President and the remuneration to be paid to the President by the board (Section 81(2).</li></ol> <p>In accordance with the responsibilities prescribed in the <i>Act</i>, the board shall preside over these functions as outlined in this Policy which sets out the framework for the recruitment, appointment or reappointment of the President of Olds College of Agriculture &amp; Technology (the “College”).</p>		
Scope:	This Policy applies to the President, the Board of Governors, members of the Presidential Search Committee and members of the Presidential Reappointment Committee.		
Definitions:	Board	the Board of Governors of Olds College of Agriculture & Technology	
	President	the current and acting President and CEO of Olds College of Agriculture & Technology	
Policy:	1.	SEARCH, SELECTION AND APPOINTMENT OF A NEW PRESIDENT	
	1.1	In the event of an upcoming or sudden vacancy in the position of the President of the College, the Board shall set a timeline, establish a budget for the recruitment process and initiate the recruitment process for a new President.	
	1.2	Not more than 18 months but not less than 12 months prior to the end of the President’s term of office, or upon a sudden vacancy of the position, the Board shall establish a Presidential Search Committee that will operate under Terms of Reference approved by the Board of Governors.	
		1.2.1	The Presidential Search Committee of the Board has the delegated authority to: <ol style="list-style-type: none"><li>a. Lead the recruitment process of the President and enter into employment contract negotiations with a recommendation to the Board for approval; and</li></ol>



			b. Based on the direction of the Board, recommend terms and conditions of employment for the President.
	1.3	The recruitment process shall be carried out in accordance with the <i>Search, Selection and Appointment of a new President Procedure</i> .	
2.	TERM OF OFFICE		
	2.1	The term of office of the President of the College shall be normally for a period of up to five years, and may be renewed for an additional term of up to five years. Any renewals for an additional term would be subject to the reappointment process outlined in section 3 of this policy.	
3.	REAPPOINTMENT OF THE PRESIDENT		
	3.1	An incumbent shall normally indicate to the Board Chair, in writing, at least 18 months in advance of the end of their current term of office that they wish to stand for reappointment. If the incumbent chooses to stand for reappointment, the Board shall establish a Presidential Reappointment Committee that will operate under Terms of Reference approved by the Board of Governors.	
	3.2	A comprehensive assessment shall be conducted upon receipt of an incumbent’s written expression of intent to stand for reappointment that will build on the President’s previous annual reviews and take a broader view of the President’s performance.	
	3.3	The comprehensive assessment and reappointment of the President shall be carried out in accordance with the <i>Presidential Reappointment Procedures</i> .	
4.	DISMISSAL OF A PRESIDENT		
	4.1	The Board, by whatever means it deems appropriate, shall make all decisions regarding the dismissal of an incumbent President.	
5.	APPOINTMENT AND REAPPOINTMENT OF A PRESIDENT		
	5.1	The Board, by whatever means it deems appropriate, shall make all decisions regarding the appointment of a new President or reappointment of an incumbent President.	
		5.1.1	Where an Interim President has been appointed due to the sudden vacancy of the President position, the Board may, in its sole discretion, choose to follow the Search, Selection and Appointment process or the President Reappointment process. This decision will be made known to the Interim President no less than four months prior to the conclusion of the interim term of office.



<b>Related Information:</b>	<i>Post-secondary Learning Act, SA 2003, c.P-19.5</i> BPR-3 President Performance Assessment Policy and Procedure
<b>Related Procedures:</b>	BPR-4.1 President Search, Selection & Appointment Procedure BPR-4.2 President Reappointment Procedure
<b>Review Period:</b>	3 years
<b>Revision History:</b>	NEW: February 2025



## PRESIDENT SEARCH, SELECTION AND APPOINTMENT

<b>Category:</b>	<b>BOARD PRESIDENT RELATIONSHIP</b>
<b>Parent Policy Number:</b>	BPR-4 President Search, Selection and Appointment
<b>Board Approval Date:</b>	February 27, 2025

<b>Definitions:</b>	<table> <tr> <td><b>Open Competition</b></td><td>competition for a position that is open to all members of the public who are qualified and which is conducted in accordance with this procedure.</td></tr> <tr> <td><b>Closed Competition</b></td><td>a competition that is open only to certain individual(s) based on criteria determined by the Board.</td></tr> </table>	<b>Open Competition</b>	competition for a position that is open to all members of the public who are qualified and which is conducted in accordance with this procedure.	<b>Closed Competition</b>	a competition that is open only to certain individual(s) based on criteria determined by the Board.														
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<b>Procedures:</b>	<table> <tr> <td><b>1.</b></td><td><b>SEARCH AND SELECTION</b></td></tr> <tr> <td>1.1</td><td>The Board shall establish a Presidential Search Committee ("PSC") with the responsibility to administer and provide oversight of the recruitment process, including selecting and interviewing candidates and making a recommendation based on that process.</td></tr> <tr> <td>1.1.1</td><td>The PSC shall recommend a recruitment strategy to the Board which may include an open or closed recruitment process.</td></tr> <tr> <td>1.1.2</td><td>Committee members shall disclose any conflicts of interest as they arise.</td></tr> <tr> <td>1.2</td><td>The PSC may seek external consultation to assist in conducting the recruitment process approved by the Board.</td></tr> <tr> <td>1.3</td><td>The PSC will develop a collaborative recruitment process for approval by the Board that will include the following: <ul style="list-style-type: none"> <li>a. a closed process in the sense that the names of shortlisted finalists will not be identified and there will be no public presentations by the finalist candidates;</li> <li>b. the degree of confidentiality for the process and the schedule for any communications throughout the process;</li> <li>c. a position profile that identifies goals and objectives as they relate to the College's mission and values;</li> <li>d. the level of engagement with the College community; and</li> <li>e. a strategy for attracting a strong candidate pool.</li> </ul> </td></tr> <tr> <td>1.4</td><td>The scope of the search shall, at a minimum, be national.</td></tr> <tr> <td>1.5</td><td>The Board Chair shall act as the official spokesperson for all matters relating to the recruitment process of the President.</td></tr> <tr> <td>1.6</td><td>The Board Secretary is responsible for ensuring any support required by the PSC in fulfilling its mandate is provided.</td></tr> </table>	<b>1.</b>	<b>SEARCH AND SELECTION</b>	1.1	The Board shall establish a Presidential Search Committee ("PSC") with the responsibility to administer and provide oversight of the recruitment process, including selecting and interviewing candidates and making a recommendation based on that process.	1.1.1	The PSC shall recommend a recruitment strategy to the Board which may include an open or closed recruitment process.	1.1.2	Committee members shall disclose any conflicts of interest as they arise.	1.2	The PSC may seek external consultation to assist in conducting the recruitment process approved by the Board.	1.3	The PSC will develop a collaborative recruitment process for approval by the Board that will include the following: <ul style="list-style-type: none"> <li>a. a closed process in the sense that the names of shortlisted finalists will not be identified and there will be no public presentations by the finalist candidates;</li> <li>b. the degree of confidentiality for the process and the schedule for any communications throughout the process;</li> <li>c. a position profile that identifies goals and objectives as they relate to the College's mission and values;</li> <li>d. the level of engagement with the College community; and</li> <li>e. a strategy for attracting a strong candidate pool.</li> </ul>	1.4	The scope of the search shall, at a minimum, be national.	1.5	The Board Chair shall act as the official spokesperson for all matters relating to the recruitment process of the President.	1.6	The Board Secretary is responsible for ensuring any support required by the PSC in fulfilling its mandate is provided.
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	1.7	The PSC will recommend up to three finalist candidate(s) to the Board for finalist interviews.
	1.7.1	It will be within the purview of the Board to choose to incorporate extra review processes as needed prior to any deliberations regarding the candidates.
	1.7.2	The Board will conduct finalist interviews and will, by a majority of $\frac{3}{4}$ of the members present and eligible to vote (as defined in Board Bylaw 4.2.2 approved October 2023), approve a suitable candidate as President of the College. Voting by proxy is not allowed.
	1.8	In the event that no candidates are deemed desirable by the PSC or by the Board of Governors, the procedures described herein shall be reactivated.
<b>2.</b>	<b>APPOINTMENT</b>	
	2.1	Based on the direction of the Board, upon approval of a successful candidate, the Board Chair, in consultation with the President Search Committee, shall negotiate and conclude a contract with the candidate. Legal counsel shall be engaged to provide support in drafting the President's contract.
	2.2	If a contract cannot be finalized between the candidate and the Board, the Board shall look to the PSC for a recommendation as to next steps.
	2.3	In the event that the Board does not choose or succeed in the appointment of a candidate, the procedures described herein shall be reactivated.
	2.4	The Board Chair shall act as the official spokesperson for all matters relating to the appointment process and will announce the appointment of the President.
	2.5	The Presidential Search Committee shall be dissolved upon completion of the appointment of the President.
	2.6	The Board will develop a transition plan which may include assistance from the departing President, as well as establish a transition team who will work with the incoming President to ensure they are appropriately supported in preparing for the role.
Board Bylaws approved December 2023		
BPR-4 President Search, Selection and Appointment Policy		
3 years		
NEW: February 2025		



## PRESIDENT REAPPOINTMENT PROCEDURE

**Category:**

**Parent Policy Number:**

**Board Approval Date:**

### BOARD PRESIDENT RELATIONSHIP

BPR-4 President Search, Selection and Appointment

February 27, 2025

### Procedures:

<b>1.</b>	<b>TIMEFRAME</b>	
1.1		Normally, the process of reappointment is initiated by the President, in writing to the Board Chair, no later than 18 months before the end of their term.
1.2		If the President chooses to stand for reappointment, the Board shall establish a President Reappointment Committee ("PRC") that will operate under terms of reference approved by the Board of Governors (the "Board").
1.3		For greater clarity, in this procedure "President" includes a sitting "Interim President" who would be eligible for reappointment with the Board's approval. The procedure as outlined is applicable in both instances.
1.4		The reappointment process shall be undertaken expeditiously, and will not exceed four months.
<b>2.</b>	<b>ASSESSMENT OF PERFORMANCE</b>	
2.1		When the President initiates the process of reappointment, the PRC is responsible for overseeing an assessment of the President's overall performance and leadership during their term of office.
2.2		The assessment is based on the President's leadership, including results of their annual performance reviews, the performance of the College and consultation with members of the Board and selected members of the College community.
2.3		The PRC shall develop a clear timeline for the assessment process, in consultation with the President.
2.4		In consultation with the President, the PRC shall develop a list of individuals and groups who will be consulted in confidence.
2.5		The assessment of performance will include: <ol style="list-style-type: none"> <li>The President's written self-assessment of their performance and reasons for seeking reappointment;</li> <li>A summary of the President's past performance based on the results of the annual review processes undertaken by the PRC;</li> </ol>



		<ul style="list-style-type: none"> <li>c. Results of the consultation with members of the Board and selected members of the College community;</li> <li>d. discussion(s) between the President and the PRC.</li> </ul>
	2.6	The Board Secretary will provide support required by the PRC in fulfilling its mandate.
	2.7	The PRC will prepare and submit to the Board a final report including a recommendation regarding the President's reappointment.
	2.8	The Board will review the final report submitted by the PRC and make a final decision on the President's reappointment.
	2.9	All deliberations of the PRC and Board shall be confidential.
	2.10	The PRC is dissolved upon submission of its final report and recommendation to the Board.
<b>3.</b>	<b>REAPPOINTMENT (Board Process)</b>	
	3.1	The Board's decision on reappointment will be made by motion to accept or reject the recommendation of the PRC. A simple majority of the Board members present and eligible to vote is required to pass the motion. Voting by proxy is not allowed.
	3.2	If the reappointment is approved, the Board Chair and Board Vice Chair shall negotiate and conclude a contract with the President.
	3.3	The Board shall engage legal counsel to provide support in drafting the President's contract.
	3.4	The Board Chair will act as the official spokesperson for all matters relating to the reappointment process.
	3.5	If the President, at any point after initiating the process, chooses to discontinue the reappointment process, the <i>President Search and Appointment Policy</i> and related procedure will be followed.
	3.6	If the President is not reappointed by the Board, the <i>President Search and Appointment Policy</i> and related procedure will be followed.
BPR-4 President Search, Selection and Appointment Policy		
3 years		
NEW: February 2025		



**OLDS COLLEGE**  
OF AGRICULTURE & TECHNOLOGY

## **BOARD OVERSIGHT POLICIES**



## BOARD OF GOVERNORS STRATEGIC PRIORITIES

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-1
<b>Board Approval Date:</b>	May 23, 2024

<b>Objective:</b>	This policy articulates the strategic priorities for Olds College of Agriculture & Technology (the “College”) set by the Board of Governors.	
<b>Scope:</b>	This policy applies to all members of the Olds College of Agriculture & Technology Board of Governors	
<b>Definitions:</b>	<b>Strategic Priorities</b>	Critical, high-level initiatives that an organization focuses on to achieve its long-term goals and overall mandate. These priorities serve as a foundation for decision-making, resource allocation and performance measurement.
<b>Policy:</b>	The importance and holistic nature of the agriculture industry is recognized as being essential to the preservation and betterment of life. Within this context, the Board of Governors sets the outcomes to be achieved by the organization, in a manner that demonstrates stewardship and sustainability, as follows:	
	<b>1.</b>	<b>Learners have the relevant, transferable and diverse skills to achieve success and increase the number of qualified people to serve the global community.</b>
	1.1	Learners are employment ready.
	1.2	Learners have hands-on experience.
	1.3	Learners are connected to industry.
	1.4	Learners have an outstanding and enduring student experience.
	1.5	Learners are equipped for life-long learning.
	1.6	Learners acquire an entrepreneurial mindset.
	1.7	Learners are prepared for next generation agriculture and related industries.
	<b>2.</b>	<b>Learners are engaged with industry in the creation and application of knowledge.</b>
	2.1	Smart agriculture applied research solutions are created.



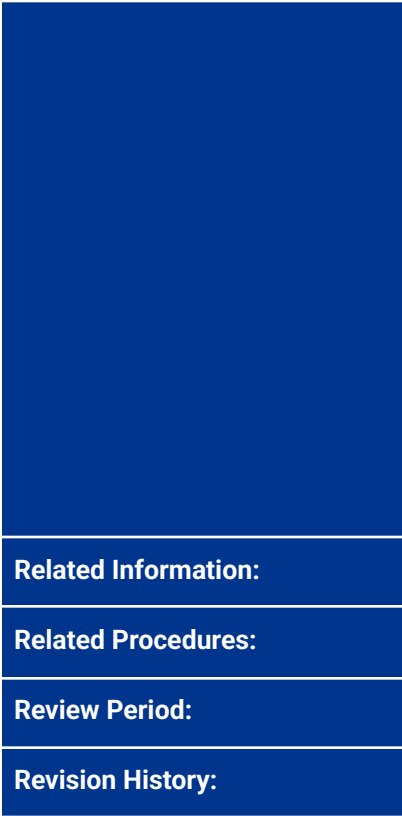
	<b>3. Alberta leads in Smart Agriculture technology.</b>
<b>Related Information:</b>	<i>Post-Secondary Learning Act, (Alberta), 2005.</i> Olds College Strategic Plan
<b>Related Procedures:</b>	
<b>Review Period:</b>	Annual
<b>Revision History:</b>	New: May 2024



## FINANCIAL PLANNING

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-2
<b>Board Approval Date:</b>	March 27, 2025

<b>Objective:</b>	To ensure that planning allocates resources in a way that supports Board-stated priorities, ensures fiscal viability and enables the longer-term sustainability of the College.	
<b>Scope:</b>	This policy applies to the administration responsible for the College's financial planning.	
<b>Definitions:</b>	<b>Operating Budget</b>	The annual Board-approved College operating budget for the period July 1 to June 30.
	<b>Capital Budget</b>	The annual Board-approved College budget for capital expenditures for the period July 1 to June 30.
<b>Policy:</b>	1.	The College will prepare a documented, multi-year strategy for both operating and capital expenditures that can be expected to achieve Board strategic priorities for submission to the Board for approval on an annual basis.
	1.1	Financial planning will explain and justify assumptions and identify relevant environmental factors.
	1.2	The long-term planning process will include an explanation of any anticipated borrowing and its impact on the College's overall financial status.
	1.3	Budgeting for any fiscal period or the remaining part of any fiscal period will be derived from the multi-year strategic plan.
	1.4	Financial planning will include a credible projection of revenues and expenses, separation of capital expenditures and operational expenses, and cash flow projections.
	1.5	Financial planning will provide for an unrestricted net asset balance of at least 3% of the gross budgeted operating revenues. Use of the funds must be approved by Board motion.
	1.6	Financial planning will ensure that the expenditure of funds in any fiscal year does not exceed conservatively projected revenues for the same period, including funds to cover debt servicing.
	1.7	Financial planning will have a broad base of input.



	1.8	The annual operating budget will provide the amount determined annually by the Board for the Board's direct use during the year.	
	1.9	Financial planning will ensure the fiscal soundness of future years while building organizational capability sufficient to achieve future strategic priorities.	
		1.9.1	The College will operate with succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.
		1.9.2	The College will ensure 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.
3 years			
NEW: March 2025			



# ENTERPRISE RISK MANAGEMENT

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-3
<b>Board Approval Date:</b>	March 27, 2025

<b>Objective:</b>	To integrate consistent Olds College Board of Governors (the “Board”) risk oversight into strategic planning, decision-making and Olds College of Agriculture & Technology (the “College”) operations in support of the Board’s commitment to effective management of enterprise risk.		
<b>Scope:</b>	This policy applies to all members of the College’s executive team as well as to all members of the Board.		
<b>Definitions:</b>	<b>Enterprise Risk Management (ERM)</b>	An overarching approach to continuously identify, measure, manage and report key risks and threats to Board priorities and objectives.	
	<b>Risk</b>	The potential that events, expected or unexpected, may positively or negatively impact the College’s ability to achieve its strategic objectives and goals.	
	<b>Risk Assessment</b>	The overall process of risk identification and analysis which assist in prioritizing risk as well as identifying mitigation strategies	
	<b>Risk Mitigation</b>	The processes developed to reduce the likelihood and/or impact of a risk identified in the risk register.	
	<b>Risk Register</b>	The repository / inventory of identified risks.	
<b>Policy:</b>	<b>1.</b>	<b>The Board will manage risks in a manner that balances resources of managing risk with anticipated benefits.</b>	
	1.1	The Board recognizes that all organizational activities have an element of risk, and that not all risks can be avoided, transferred or completely mitigated.	
	<b>2.</b>	<b>Effective risk management is a shared responsibility of the Board of Governors, senior administrative leadership and all levels of staff.</b>	
	2.1	Administration will create and maintain a current enterprise risk register.	
	2.1.1	The Enterprise Risk Register will report identified risks, including the likelihood, impact and mitigation strategies in the following areas: Safety and Security	

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## INVESTMENTS

<b>Category:</b>	<b>BOARD OVERSIGHT</b>												
<b>Policy Number:</b>	BO-4												
<b>Board Approval Date:</b>	February 27, 2025												
<b>Objective:</b>	This policy ensures that investments are managed in a way that is consistent with the primary objectives of capital preservation, growth beyond the rate of inflation, and sufficient liquidity to meet College needs.												
<b>Scope:</b>	This policy is applicable to the Chief Financial Officer and the Investment Portfolio Manager.												
<b>Definitions:</b>													
<b>Policy:</b>	<table> <tr> <td>1.</td><td>Investments shall not be made in entities which could damage the role or standing of Olds College of Agriculture &amp; Technology (the "College") within the community or that could be construed to be at odds with the College's strategic priorities.</td></tr> <tr> <td>2.</td><td>Investments will be managed through the active involvement of a well-qualified professional portfolio manager with a proven track record, who is independent of any investment fund.</td></tr> <tr> <td>2.1</td><td>An annual report and assessment of the performance of the investment manager will be submitted to the Audit and Finance Committee.</td></tr> <tr> <td>3.</td><td> <b>The following are prohibited investments:</b> <ul style="list-style-type: none"> <li>• Unlisted securities and funds</li> <li>• Venture capital funds</li> <li>• Derivatives</li> <li>• Margin trading</li> <li>• Land or other tangible assets</li> </ul> </td></tr> <tr> <td>4.</td><td> <b>The investment asset mix will be segregated into the following categories, each with an appropriate asset mix in terms of objective, time horizon, risk tolerance and liquidity:</b> <ul style="list-style-type: none"> <li>• Capital/Projects Funds</li> <li>• Operating Funds</li> <li>• Endowment Funds</li> <li>• Deferred Salary Funds</li> </ul> </td></tr> <tr> <td>4.1</td><td>The investment asset mix will meet the following criteria:</td></tr> </table>	1.	Investments shall not be made in entities which could damage the role or standing of Olds College of Agriculture & Technology (the "College") within the community or that could be construed to be at odds with the College's strategic priorities.	2.	Investments will be managed through the active involvement of a well-qualified professional portfolio manager with a proven track record, who is independent of any investment fund.	2.1	An annual report and assessment of the performance of the investment manager will be submitted to the Audit and Finance Committee.	3.	<b>The following are prohibited investments:</b> <ul style="list-style-type: none"> <li>• Unlisted securities and funds</li> <li>• Venture capital funds</li> <li>• Derivatives</li> <li>• Margin trading</li> <li>• Land or other tangible assets</li> </ul>	4.	<b>The investment asset mix will be segregated into the following categories, each with an appropriate asset mix in terms of objective, time horizon, risk tolerance and liquidity:</b> <ul style="list-style-type: none"> <li>• Capital/Projects Funds</li> <li>• Operating Funds</li> <li>• Endowment Funds</li> <li>• Deferred Salary Funds</li> </ul>	4.1	The investment asset mix will meet the following criteria:
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4.1	The investment asset mix will meet the following criteria:												



		Capital/Projects Funds			Operating Funds			Endowment Funds			Deferred Salary Funds		
		Minimum	Neutral	Maximum	Minimum	Neutral	Maximum	Minimum	Neutral	Maximum	Minimum	Neutral	Maximum
	Cash & Equivalents	0%	50%	100%	5%	15%	25%	0%	2%	10%	0%	50%	100%
	Fixed Income	0%	50%	100%	15%	25%	35%	30%	38%	50%	0%	50%	100%
	Canadian Equity	0%	0%	10%	10%	20%	30%	10%	20%	30%			
	US Equity	0%	0%	10%	10%	20%	30%	10%	20%	30%			
	International Equity	0%	0%	10%	10%	20%	30%	10%	20%	30%			
	Total Equities	0%	0%	20%	50%	60%	70%	50%	60%	70%			
	Total		100%			100%			100%			100%	
5.	Investments will not be exposed to greater than a moderate level of risk.												
	5.1	Cash or cash equivalent investments in money market securities shall have a rating of R-1 or A-1 as determined by a recognized rating agency, or for a term of longer than one year.											
	5.2	The Fixed Income Investment portfolio will be subject to the following criteria: <ul style="list-style-type: none"><li>• No more than 20% of the total portfolio in a single government issue, other than those guaranteed by the Government of Canada or the Government of Alberta/</li><li>• No more than 10% of the total portfolio with any single corporate issuer</li><li>• Bonds other than Canadian, US and International Bonds rated BBB minus or better as determined by a recognized rating agency at the time of purchase, with an overall portfolio rating of A minus or better;</li><li>• Preferred shares only with a rating of P-3 or better by a recognized rating agency at the time of purchase.</li></ul>											
	5.3	The Equity Investment portfolio will be subject to the following criteria: <ul style="list-style-type: none"><li>• No single position that comprises more than 10% of the total investment portfolio;</li><li>• Will be diversified as to industry group.</li></ul>											
6.	The Board will be provided with annual performance information which provides the actual percentage rate of return over a rolling 10-year period in comparison to industry benchmarks.												
	6.1	The Audit and Finance Committee of the Board will be provided with quarterly statements of portfolio transactions, invested positions (by cost and market) and performance.											
7.	Investments shall be sufficiently liquid to meet the organization's anticipated expenditures without incurring penalties.												
8.	Investments of cash accounts (or operating capital) shall be only in GICs and high interest savings, while respecting the accumulated surplus requirement as stated in Policy BO-4 Fiscal Oversight.												
9.	The Board shall be made aware of revisions made to the administrative investment policy.												



<b>Related Information:</b>	BO-5 Fiscal Oversight BG-12 Audit & Finance Committee TOR
<b>Related Procedures:</b>	
<b>Review Period:</b>	3 years
<b>Revision History:</b>	NEW: February 2025



## FISCAL OVERSIGHT

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-5
<b>Board Approval Date:</b>	February 27, 2025

<b>Objective:</b>	To ensure that the actual and ongoing financial conditions and activities of the College support Board strategic priorities and ensure the longer-term sustainability of the organization.	
<b>Scope:</b>	This policy applies to the administration responsible for the financial condition and activities of the College.	
<b>Definitions:</b>		
<b>Policy:</b>	<b>1.</b>	<b>Financial conditions and activities will not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board strategic priorities.</b>
	1.1	The College will not borrow funds to cover operating expenses, other than the use of overdraft protection, without Board approval.
	1.2	Operating, capital, endowment and trust funds will be segregated and may not be applied to anything other than their intended purposes.
	1.3	Unrestricted invested funds, other than income generated from the invested funds identified as revenue in the annual budget, may not be withdrawn without Board approval.
	1.4	The College will not permit an operating deficit or a projected year-end deficit without Board approval.
	1.5	Payment of tax or other government ordered remittances will be made in a timely and accurate manner.
	1.6	Accumulated operating surplus (cash) balances will be not less than 3% of gross operating revenues.
	1.7	The Board will receive statements of monthly cash position, including a three month rolling cash flow projection, in support of operations.
	<b>2.</b>	<b>The Board will be apprised of any anticipated significant variance from the financial and other critical elements of a major capital project as soon as reasonably possible.</b>
	<b>3.</b>	<b>Entrepreneurial activity will be consistent with contribution to College strategic priorities in order to generate income.</b>



<div>Related Information:</div> <div>Related Procedures:</div> <div>Review Period:</div> <div>Revision History:</div>	3.1	The full cost of an entrepreneurial activity will be determined prior to engaging in such activity.
	4.	<b>College financial resources cannot be used to contribute to or pay for political fundraising events or for any political party or candidate for public office.</b>
	3 years	
	New: February 2025	



## ASSET PROTECTION

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-6
<b>Board Approval Date:</b>	March 27, 2025

<b>Objective:</b>	This policy will ensure that institutional assets are protected, adequately maintained and are not unnecessarily risked.	
<b>Scope:</b>		
<b>Definitions:</b>	<b>Internal Controls</b>	Processes and records that ensure the integrity of financial and accounting information and prevent fraud.
<b>Policy:</b>	<b>1.</b>	<b>The College shall have adequate insurance against theft and damage losses.</b>
	1.1	Board members, employees and individuals engaged in activities on behalf of the College, or the College itself, shall have adequate liability insurance coverage.
	1.2	College facilities shall be adequately insured to protect against significant loss in value due to damage.
	<b>2.</b>	<b>The College, its Board members or employees shall not be unnecessarily exposed to claims of liability.</b>
	<b>3.</b>	<b>The College shall receive, process or disburse funds under internal controls that are sufficient to meet public sector accounting standards and fiduciary standards.</b>
	3.1	The organization's assets shall be received, processed or disbursed under internal controls that are sufficient to detect, deter and prevent fraud or are sufficient to prevent and detect significant deficiencies or material weaknesses.
	3.2	Internal controls shall be sufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.
	<b>4.</b>	<b>Personnel shall not have access to material amounts of funds unless they are either bonded or insured.</b>
	<b>5.</b>	<b>College facilities and equipment shall not be subjected to misuse or inadequate maintenance.</b>
	<b>6.</b>	<b>The College shall operate with a disaster plan, a pandemic plan and an emergency response plan which are readily available to all employees, and reviewed at least annually with all employees.</b>



## OLDS COLLEGE BOARD OF GOVERNORS POLICY



## MAJOR CAPITAL PROJECTS

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-7
<b>Board Approval Date:</b>	March 27, 2025

<b>Objective:</b>	The objective of this policy is to establish a clear, transparent and accountable framework to govern capital development on the Olds College of Agriculture & Technology (the “College”) campus(es).		
<b>Scope:</b>	This policy applies to the senior leadership of the College.		
<b>Definitions:</b>	<b>Major Capital Project</b>	New construction, expansion, renovation or replacement of an existing facility or facilities and/or purchase of major equipment (assets).	
<b>Policy:</b>	<b>1.</b>	<b>The Board will approve capital project priorities annually prior to submission to the Ministry of Advanced Education and inclusion in the Annual Report.</b>	
	1.1	The capital priorities will demonstrate alignment with the Campus Master Plan and with Board-approved strategic priorities.	
	<b>2.</b>	<b>Capital projects of \$2M or greater require Board of Governors approval.</b>	
	2.1	Prior to development of a major capital project, administration will provide evidence to the Board of Governors that: <ul style="list-style-type: none"> <li>It will significantly improve the ability to achieve strategic priorities;</li> <li>It does not have a negative impact on internal or external stakeholders; and</li> <li>It can be developed within a reasonable timeframe.</li> </ul>	
		2.1.1	The President will provide a report to the Board prior to submitting a request for government funding.
	2.2	Prior to initiating financing or fundraising for a major capital project, administration will provide evidence to the Board of Governors that: <ul style="list-style-type: none"> <li>It will have a positive impact on student enrolment;</li> <li>The operation of the new project can be absorbed in the operating budget;</li> <li>It is feasible to finance and/or fundraise the amount required by final cost estimates; and</li> <li>Necessary information is prepared to obtain any external approvals required related to funding, government regulation or development authority.</li> </ul>	
	2.3	Prior to initiating construction of a major capital project, administration will provide evidence to the Board of Governors	





## MAJOR CO-INVESTMENT PARTNERSHIPS

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-8
<b>Board Approval Date:</b>	March 27, 2025

<b>Objective:</b>	The objective of this policy is to establish a clear, transparent and accountable framework to govern co-investment partnerships.	
<b>Scope:</b>	This policy applies to the senior leadership of Olds College of Agriculture & Technology (the "College").	
<b>Definitions:</b>	<b>Major Co-Investment Partnership</b>	A partnership between the College and an external entity for the purpose of shared investment for mutual benefit, excluding grants and sponsorships.
<b>Policy:</b>	<b>1.</b>	<b>Co-investment partnerships of \$2M or greater and/or where project length exceeds 5 years require Board of Governors approval.</b>
	1.1	<p>Prior to initiating development of a major co-investment partnership, administration will provide evidence to the Board of Governors that:</p> <ul style="list-style-type: none"> <li>It will significantly improve the ability to achieve strategic priorities; and</li> <li>It includes a process for regular monitoring of impact on strategic priorities.</li> </ul>
	1.2	<p>Prior to executing a major co-investment partnership, administration will provide evidence to the Board of Governors that the analysis of the co-investment partnership addressed the following:</p> <ul style="list-style-type: none"> <li>Opportunity assessment</li> <li>Impact to the College with respect to: students, finances, risk and control</li> <li>Key performance indicators to measure the success and impact</li> <li>A process for resolving disagreements or conflicts between partners, including mediation or arbitration mechanisms</li> <li>Legal agreements and contracts, including confidentiality agreements and legal and regulatory compliance requirements</li> </ul>
	1.3	<p>Prior to executing a major co-investment partnership, administration will provide evidence to the Board of Governors that there is a framework for oversight of the partnership, including governance, accountability structures, reporting mechanisms and decision-making authority.</p>



<b>Related Information:</b>
<b>Related Procedures:</b>
<b>Review Period:</b>
<b>Revision History:</b>

<b>2.</b>	<b>Prior to executing a major co-investment partnership, administration will provide evidence to the Board of Governors that there is a clearly defined exit strategy for both the College and the partner, including conditions under which the partnership can be terminated.</b>	
	2.1	Prior to terminating a major co-investment partnership, administration will provide the Board of Governors with: <ul style="list-style-type: none"> <li>• Rationale for termination</li> <li>• Risk assessment of termination</li> <li>• Impacts to students, finances and general strategic direction of the College</li> </ul>
	2.2	Board approval is required to terminate a major co-investment partnership.
3 years		
NEW: March 2025		



## MAJOR BUSINESS RELATIONSHIP DEVELOPMENT

<b>Category:</b>	<b>BOARD OVERSIGHT</b>	
<b>Policy Number:</b>	BO-9	
<b>Board Approval Date:</b>	March 27, 2025	
<b>Objective:</b>	The objective of this policy is to establish a clear, transparent and accountable framework to govern development and execution of major business relationships. The policy ensures that major business relationships are strategically aligned and effectively managed while minimizing risks and maximizing long-term value for the organization.	
<b>Scope:</b>	This policy applies to the senior leadership of Olds College of Agriculture & Technology (the "College").	
<b>Definitions:</b>	<b>Major Business Relationship</b>	an agreement between the College and an external entity, except for agreements related to the normal operations of the College, for the purpose of mutual benefit.
<b>Policy:</b>	1.	Major business relationships where total value exceeds \$2M or greater and/or the length exceeds 5 years require Board of Governors approval.
	2.	Prior to initiating development of a major business relationship, administration will provide evidence to the Board of Governors that: <ul style="list-style-type: none"> <li>• It will significantly improve the ability to achieve strategic priorities; and</li> <li>• It includes a process for regular monitoring of impact on strategic priorities.</li> </ul>
	3.	Prior to executing a major business relationship, administration will provide evidence to the Board of Governors that a rigorous decision evaluation framework was utilized, including but not limited to: <ul style="list-style-type: none"> <li>• Strategic alignment;</li> <li>• Risk Assessment;</li> <li>• Detailed funding list.; and</li> <li>• Key Performance Indicators against which the return on investment can be assessed.</li> </ul>
	4.	Prior to terminating a major business relationship, administration will provide the Board with: <ul style="list-style-type: none"> <li>• Rationale</li> <li>• Risk Assessment</li> <li>• Impacts to students, finances and achievement of strategic priorities</li> </ul>
	4.1	Board approval is required to terminate a major business relationship.
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	NEW: March 2025	



## ORGANIZATIONAL CULTURE

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-10
<b>Board Approval Date:</b>	May 22, 2025

<b>Objective:</b>	This policy establishes the guidelines and required standards to embed a healthy culture throughout Olds College of Agriculture & Technology (the "College"). A strong organizational culture contributes to greater success, greater employee engagement, improved individual performance and lower turnover. Culture unifies people, allowing them to work cohesively, learn from one another and strive to be the best they can be.	
<b>Scope:</b>	This policy applies to the President and senior management responsible for People & Culture.	
<b>Definitions:</b>	<b>Organizational Culture</b>	The set of values, beliefs, attitudes, systems and rules that outline and influence employee behavior within the organization. The culture reflects how employees and stakeholders experience the organization and its brand.
<b>Policy:</b>	<b>1.</b>	<b>The organizational culture of Olds College of Agriculture &amp; Technology (the College) shall be one of high integrity, engagement at all levels of the organization and reflective of a "people-first" philosophy.</b>
	1.1	The College will have an enforced Code of Conduct, including conflict of interest provisions, that clearly outlines the rules of expected behavior for employees and of which all employees are made aware.
	1.2	Employees and others will have a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.
	1.3	Research involving either human participants or animals shall strictly adhere to generally accepted ethical principles.
	<b>2.</b>	<b>The organizational culture of the College shall be one of cohesion and collaboration.</b>
	2.1	Transparent, two-way communication between the President and the campus community will be the norm.
	2.2	Transparent and collaborative relationships between College departments and entities will be the norm.
	2.3	Administrative policy development will include engagement of faculty, staff and, where appropriate, students.
	2.4	The College will be a safe and welcoming space for all.



<b>Related Information:</b>
<b>Related Procedures:</b>
<b>Review Period:</b>
<b>Revision History:</b>

<b>3.</b>	<b>The organizational culture of the College shall be one of learning and professional growth.</b>	
	3.1	The College will demonstrate a commitment to education and applied research in its operations.
	3.2	The College will demonstrate a commitment to employee learning and professional growth.
BG-20 Monitoring Organizational Performance Policy		
3 years		
New: May 2025		



## TREATMENT OF EMPLOYEES AND VOLUNTEERS

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-11
<b>Board Approval Date:</b>	May 22, 2025

<b>Objective:</b>	Olds College of Agriculture & Technology (the "College") shall ensure an environment for employees and volunteers that is safe, fair, respectful, non discriminatory, and inclusive.		
<b>Scope:</b>	This policy applies to the President and senior administration responsible for People & Culture at the College.		
<b>Definitions:</b>	<b>Positionality</b>	The social and political context that creates an individual's identity in terms of race, class, gender, sexuality and ability status.	
<b>Policy:</b>	<b>1.</b>	<b>Employees and volunteers shall have current, enforced, written People &amp; Culture policies that clarify expectations and working conditions.</b>	
	1.1	Policies shall provide for effective handling of grievances and protect against wrongful conditions.	
		1.1.1	Employees and volunteers shall have adequate protection from harassment and discrimination.
		1.1.2	Employees shall be informed of the performance standards by which they will be assessed.
		1.1.3	Volunteers will be provided with a scope of duties with appropriate orientation and training needed to perform their duties.
	<b>2.</b>	<b>Employee and volunteer confidentiality shall be strictly maintained, except where specific disclosure is required by legislation.</b>	
	<b>3.</b>	<b>Employees and volunteers shall be protected from retaliation for respectful expression of dissent.</b>	
	<b>4.</b>	<b>The physical, social and psychological wellbeing of employees and volunteers will be protected.</b>	
	4.1	The College will operate with an Emergency Response Plan of which employees are aware.	
	4.2	The College will have an enforced Code of Conduct, including conflict of interest provisions, that clearly outlines the rules of expected behavior for employees and of which all employees and volunteers are made aware.	



	<b>5. The work environment shall be conducive of employees and volunteers openly honouring their positionality.</b>
<b>Related Information:</b>	BO-9 Organizational Culture Oversight BG- Monitoring Organizational Performance <i>Labour Relations Act</i> <i>Freedom to Care Act</i>
<b>Related Procedures:</b>	
<b>Review Period:</b>	3 years
<b>Revision History:</b>	NEW: May 2025



## LEARNING ENVIRONMENT

<b>Category:</b>	<b>BOARD OVERSIGHT</b>
<b>Policy Number:</b>	BO-12
<b>Board Approval Date:</b>	May 22, 2025

<b>Objective:</b>	Students are at the centre of everything Olds College of Agriculture & Technology (the "College") does. The purpose of this policy is to ensure that students live and learn in an environment that is safe, fair, respectful, non-discriminatory and inclusive.		
<b>Scope:</b>	This policy applies to the President and senior leadership responsible for academics, student experience and health and safety.		
<b>Definitions:</b>	<b>Positionality</b>	The social and political context that creates an individual's identity in terms of race, class, gender, sexuality and ability status.	
<b>Policy:</b>	<b>1.</b>	<b>Students who use College property and/or the College virtual environment shall have reasonable protections against hazards or conditions that might threaten their health, mental health, safety or wellbeing.</b>	
	1.1	Students shall have current, enforced, written policies that minimize the potential for student exposure to harassment, provide remedy for harassment situations and provide methods for dealing with individuals who harass.	
	1.2	The College will operate with an Emergency Response Plan of which students are aware.	
	<b>2.</b>	<b>Student confidentiality and privacy shall be strictly protected, except where specific disclosure is required by legislation.</b>	
	<b>3.</b>	<b>Admission, registration, evaluation or recognition processes shall be fair and unbiased.</b>	
	<b>4.</b>	<b>Student complaints shall be handled in a fair, consistent and timely manner.</b>	
	4.1	Students shall have access to a process for registering a complaint or concern, including an unbiased appeal process and shall be informed of the process.	
	4.2	Students shall be protected from retaliation for respectful expression of dissent.	



5.	<b>Students shall be informed of student rights and responsibilities, including expectations for student behavior and the consequences of failure to adhere to the expectations.</b>	
6.	<b>Students will be provided with high quality and, to an extent that is reasonable and appropriate, applied learning.</b>	
	6.1	Olds College programs will be subject to regular and cyclical review in order to meet the needs of learners and industry.
	6.2	Students will be provided with regular opportunities to provide their perspective regarding student experience and learning at Olds College.
7.	<b>The learning environment will be conducive to students openly honouring their positionality.</b>	
8.	<b>The relationship of the Board to the student body shall be through the President.</b>	
	8.1	Annually, the Board shall have the opportunity to conduct a student forum where members can hear from students directly for the purpose of Board education.
3 years		
May 2025		



## EMPLOYEE COMPENSATION AND BENEFITS

<b>Category:</b>	<b>BOARD OVERSIGHT</b>	
<b>Policy Number:</b>	BO-13	
<b>Board Approval Date:</b>	June 25, 2025	
<b>Objective:</b>	This policy is designed to ensure that compensation and benefits to employees aligns with Olds College of Agriculture & Technology (the "College") strategic priorities, supports the attraction and retention of talented employees and minimizes reputational risk.	
<b>Scope:</b>	This policy applies to all executives and employees of the College.	
<b>Definitions:</b>	<b>Compensation</b>	the entire range of salaries and benefits, both current and deferred, that employees receive during their employment with the College. Compensation includes the employer's cost of salaries, plus the cost of providing employee benefits.
<b>Policy:</b>	<b>1.</b>	<b>Employee compensation and benefits shall align with the geographic or professional market for the skills employed.</b>
	1.1	Basic benefits will be provided to all full time employees. Differential benefits to encourage attraction and retention of employees where circumstances warrant are allowed.
	1.2	Compensation and benefits shall be aligned with government mandate(s) and legislation as set from time to time.
	1.3	A comparative analysis of compensation and benefits will be completed every five years.
	<b>2.</b>	<b>The President's compensation and benefits will be determined by a motion of the Board of Governors in alignment with applicable legislation.</b>
	<b>3.</b>	<b>Employee compensation and benefits will not create obligations over a longer term than revenues can be reasonably projected.</b>
<b>Related Information:</b>		
<b>Related Procedures:</b>		
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	NEW: June 2025	



## LAND USE

<b>Category:</b>	<b>BOARD OVERSIGHT</b>	
<b>Policy Number:</b>	BO-14	
<b>Board Approval Date:</b>	June 26, 2025	
<b>Objective:</b>	<p>Acquisition, sale, development or redesignation of Olds College of Agriculture &amp; Technology (the "College") lands will:</p> <ul style="list-style-type: none"> <li>• Be consistent with the core business of the College</li> <li>• Be environmentally sustainable</li> <li>• Make the most effective use of the land</li> </ul>	
<b>Scope:</b>	This policy applies to the administration of the College.	
<b>Definitions:</b>	<b>Environmental Sustainability</b>	The responsible management of natural resources to fulfill current needs without compromising the ability of future generations to meet theirs.
<b>Policy:</b>	1.	<b>The College will have a current long-term land use plan for future development that will avoid infrastructure redundancy and redevelopment costs.</b>
	2.	<b>Acquisition, sale, new development or redesignation will meet at least one of the following criteria:</b> <ul style="list-style-type: none"> <li>• Extends the College's alliances with business, industry and/or community</li> <li>• Creates an opportunity to generate new revenue streams</li> <li>• Provides an opportunity to enhance and/or differentiate the College's learning environment</li> <li>• Positions the College as a leader in new programs targeted at future market opportunities</li> </ul>
		2.1 Acquisition, sale, development or redesignation of land will be approved by Board motion.
<b>Related Information:</b>	<i>Post-Secondary Learning Act</i>	
<b>Related Procedures:</b>		
<b>Review Period:</b>	3 years	
<b>Revision History:</b>	NEW: June 2025	



**OLDS COLLEGE**  
OF AGRICULTURE & TECHNOLOGY

**OLDS COLLEGE BOARD OF GOVERNORS**  
**BYLAWS**

December 2023

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Interpretation	<b>Number:</b>	1
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### PREAMBLE:

The Board of Governors of Olds College is established under the authority of the Post-Secondary Learning Act (Statutes of Alberta, 2003, Chapter P-19.5)

### ARTICLE ONE: Interpretation

#### 1. In these Bylaws

- 1.1 "Board" means the Board of Governors of Olds College;
- 1.2 "College" means Olds College of Agriculture & Technology;
- 1.3 "Member of the Board" means a member of the Board of Governors of Olds College;
- 1.4 "Meeting" means face-to-face and/or videoconference;
- 1.5 "Mail" means by post or digital;
- 1.6 "President" shall refer to the President of Olds College, who is the Chief Executive Officer of the College;
- 1.7 "Majority" means  $\frac{2}{3}$  of Board members present. Where attendance dictates, the majority threshold will be rounded to the nearest whole number, with .5 being rounded upward; and
- 1.8 "Super-majority" means  $\frac{3}{4}$  of Board members present. Where attendance dictates, the majority threshold will be rounded to the nearest whole number, with .5 being rounded upward.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

**Bylaw Name:**

Officers and Duties

**Number:**

2

**ARTICLE TWO: Officers and Duties**

- 2.1 The Chair of the Board is appointed by the Lieutenant Governor in Council.
- 2.2 At the first regular meeting of a new fiscal year, the Board Chair shall recommend from among its members a Vice Chair for Board consideration of approval.
- 2.3 In the event the Chair is absent or unable to act, all duties of the Chair shall be performed by the Vice Chair.
- 2.4 In the event that the Chair and Vice Chair are absent or unable to act, at a regular or special meeting of the Board, the Board shall elect a Presiding Officer pro tempore from among its members. Such election shall be decided by a majority, as defined in Article 3, statement 3.2 of members present and voting.
- 2.5 The Board shall request the President to provide administrative support around Board and Board Committee meetings and Board documents.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Meetings of the Board	<b>Number:</b>	3
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### ARTICLE THREE: Meetings

- 3.1 Regular meetings of the Board shall be held in person at Olds College on the annual schedule approved by the Board 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.
- 3.2 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 super-majority as defined in Article 3, statement 3.2 of Board members provided always that written 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 Board Secretary to confirm receipt. No such notice shall be required if the meeting is called by the Chair at a duly convened previous meeting.
- 3.3 The accidental omission to give notice of a Board meeting to any Board member or the non-receipt by any member of such notice does not invalidate the proceedings at a regular or special meeting of members so long as quorum is present.
- 3.4 Meetings of any committee established by the Board shall be at the call of the Committee Chair in consultation with its members.
- 3.5 All regular and special meetings of the Board shall be open to the public, and no person shall be excluded except for improper conduct.
- 3.6 The person presiding at any meeting may cause to be expelled any person who has been guilty of improper conduct at the meeting.
- 3.7 No member of the public may participate in any discussions without the consent of the Chair.
- 3.8 Where a super-majority of the members, as defined in Article 3, item 3.2, present is of the opinion that it is in the public interest to hold an in-camera meeting with all or part of the Board on any subject, the Board may, by resolution, enter into an in-camera 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. Board members may be excused from the in-camera meeting only in instances of conflict of interest and will not be unnecessarily excused from in-camera discussions. 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. Without limiting the generality of the foregoing, the Board shall normally reserve for in-camera meetings the following kinds of matters:

- 3.8.1 Items of a confidential nature, disclosure of which could reasonably be expected to be harmful to:
- Personal privacy
  - Business interests of a third party
  - Individual and/or public safety
  - Financial or economic interests of the Board and its affiliates
  - Integrity and security of computer systems
  - Integrity and protection of security systems
  - Policy advice
  - Litigation matters and solicitor's legal advice
- 3.8.2 Internal governance matters of the Board
- 3.8.3 Property acquisitions or disposals
- 3.8.4 Drafts of resolutions, bylaws or other legal instruments such as rules and regulations.
- 3.9 Quorum:
- 3.9.1 When there is a vacancy on the Board, the remaining members may exercise all powers of the Board;
- 3.9.2 A super-majority of the members of the Board shall constitute a quorum at any meeting;
- 3.9.3 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
- 3.9.4 A resolution approved by a majority of members, as defined in Article 3, statement 3.2, present at any duly constituted meeting of the Board at which a quorum is present binds all members of the Board.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Voting	<b>Number:</b>	4
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### ARTICLE FOUR: Voting

- 4.1 The Chair, when present, and every Board member present, shall vote on every matter:
  - 4.1.1 Except when in a specific case, the Chair or member is excused by resolution of the Board from voting; or
  - 4.1.2 Except when disqualified from voting by reason of pecuniary interest; or
  - 4.1.3 Except as provided in Article 3.3.
- 4.2 To be approved, a motion on any Bylaw, resolution or motion requires the following thresholds:
  - 4.2.1 Regular motion such as: consent agenda, president monitoring, required approvals require a  $\frac{2}{3}$  majority. For additional clarity see Article 1 of these bylaws.
  - 4.2.2 For matters of significance/materiality such as: budget approval, unbudgeted capital expenditure, presidential nomination or termination, Board function, and Board member nomination or termination require a  $\frac{3}{4}$  majority (super-majority). For additional clarity, see Article 1 of these bylaws.
- 4.3 A motion on any Bylaw, resolution or motion upon which the threshold for passing is not met shall be deemed to be lost;
- 4.4 A member of the Board shall not vote on any question:
  - 4.4.1 Affecting a private company of which they are a direct shareholder; or
  - 4.4.2 Affecting a public company in which they hold more than one (1%) percent of the number of shares issued; or
  - 4.4.3 Affecting a partnership or firm of which they are a member; or
  - 4.4.4 On a contract for the sale of goods, merchandise, or services to which they are a party; or
  - 4.4.5 Affecting them selling or leasing land or an interest in land to the Board; or
  - 4.4.6 In which they have a direct or indirect pecuniary interest, except questions of a general benefit to a class of which they are by statute or collective bargaining agreement, necessarily a member, in which case they shall vote; or
  - 4.4.7 Of conflicting loyalty such as that to advocacy or interest groups and membership on other boards.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Recorded Votes	<b>Number:</b>	5
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### **ARTICLE FIVE: Recorded Votes**

Any member of the Board:

- 5.1 May require a recorded vote on any question and, in such case, the Board Secretary shall record in the minutes the name of each member of the Board voting for and against the motion; and
- 5.2 May, without requiring a recorded vote, have their vote recorded on any question decided by the Board.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

**Bylaw Name:**

Channel of Communication

**Number:**

6

### **ARTICLE SIX: 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.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Agenda	<b>Number:</b>	7
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### **ARTICLE SEVEN: Agenda**

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

- 7.1 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.
- 7.2 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.
- 7.3 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.
- 7.4 At any regular meeting, members may give notice of motions to be placed on the agenda for the following meeting, or, if super-majority of the members that are present, may introduce a motion dealing with a matter not on the agenda to be considered at the meeting in progress.
- 7.5 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 emailed before the date of the meeting.
- 7.6 A member of the Board may waive notice of agenda for a subsequent meeting by informing the Board at any meeting of their anticipated absence, or by giving verbal or written notice to the same effect to the Board Secretary. 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.
- 7.7 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 four business days prior to the meeting.
- 7.8 Copies of the agenda for regular meetings and/or special meetings of the Board shall be available to the internal and external community by posting on the Olds College website not less than three (3) days prior to the meeting of the Board.
- 7.9 The agenda shall be adopted by resolution at the commencement of each Board meeting subject to the provisions of Section 7.3; and
- 7.10 Any defect in compliance with the requirements of Section 6 herein shall not invalidate the proceedings of the Board at a properly constituted meeting.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

**Bylaw Name:**

Public Petitioning of the Board

**Number:**

8

### **ARTICLE EIGHT: 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.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Minutes	<b>Number:</b>	9
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### ARTICLE NINE: 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.

- 9.1 In addition to preparing the Minutes of meetings of the Board, the Board Secretary shall keep a record of all in-camera meetings of the Board as a summary of discussion.
- 9.2 Minutes of the Board meeting shall be distributed to all Board members as soon as is reasonably practicable following each meeting.
- 9.3 Minutes of a meeting of the Board not held in camera, when approved, will be posted on the Olds College website and shall be open to the public for examination at the office of the Chief of Staff.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

Bylaw Name:	Committees	Number:	10
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### ARTICLE TEN: 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:

- 10.1 Any matter for consideration or inquiry;
- 10.2 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:
  - 10.2.1 To borrow money; or
  - 10.2.2 To pass a Bylaw; or
  - 10.2.3 To enter into a contract.
- 10.3 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.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Termination of a Governor by Resignation	<b>Number:</b>	11
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### **ARTICLE ELEVEN: Termination of Office of a Governor by Resignation**

- 11.1 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.
- 11.2 If a person resigns their membership on the Board, their appointment as a member of the Board terminates on the effective date specified in their resignation, or if no effective date is specified, on the date of the receipt of their-resignation by the Chair or President.
- 11.3 When any member of the Board resigns their 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
- 11.4 Any Board member missing three (3) consecutive regular Board meetings or having more than two unnotified absences in the year, unless granted permission by the Board Chair, may be subject to a recommendation from the Board for their termination and replacement by the Minister of Advanced Education.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

<b>Bylaw Name:</b>	Protection of Governors, Officers and Others	<b>Number:</b>	12
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### ARTICLE TWELVE: Protection of Governors, Officers and Others

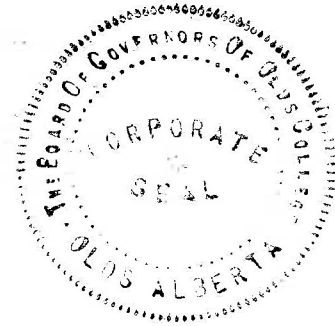
- 12.1 The College shall, and does hereby agree, to reimburse and indemnify the Governor or Officer, a former Governor or Officer or a person who acts or acted at the College's request as an Officer of the College and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action, or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Governor or Officer of the College if:
- 12.1.1 they acted in good faith in the purported exercise or performance of their powers, duties and functions under the *Post-Secondary Learning Act*; or
  - 12.1.2 they acted honestly and in good faith with a view to the best interests of the College; or
  - 12.1.3 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- 12.2 The above indemnity shall include indemnity for legal fees incurred by any person entitled to indemnity under this Article. The College shall, and does hereby agree to:
- 12.2.1 appoint legal counsel to represent the interests of any person made a party to any civil, criminal, or administrative action or proceeding by reason of being or having been a Governor or Office of the College upon the written request of any such person made to the Board; and
  - 12.2.2 pay the fees of such legal counsel so appointed, unless the Board, by resolution, confirms that:
  - 12.2.3 the Board has reasonable grounds to believe that such person did not act in good faith in the purported exercise or performance of their power, duties and functions under the *Post-Secondary Learning Act*; or
  - 12.2.4 the Board has reasonable grounds to believe that such person did not act honestly and in good faith with a view to the best interests of the College, or the Board has reasonable grounds to believe that such person did not have reasonable grounds for believing that their conduct was lawful.

## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

Bylaw Name:	Seal	Number:	13
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### ARTICLE THIRTEEN: 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.



## OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

**Bylaw Name:**

Bylaws

**Number:**

14

### **ARTICLE FOURTEEN: Bylaws**

Bylaws may be amended or repealed by an affirmative vote by a super-majority of Board members, as defined in Article 3, statement 3.2, 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.