



GOVERNANCE

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NAME: BOARD MEMBER TERMS OF REFERENCE

SOURCE: Regional Colleges Act: Section 3, 4

Great Plains College is formally constituted by and is governed under The Regional Colleges Act.

PURPOSE:

SOURCE: Regional Colleges Act: Sections 5, 13, 14

The Terms of Reference included here are intended to set out the general structure, composition, functioning, and roles and responsibilities of the Board of Great Plains College, and to be used as a key reference document by Board members and the CEO as the Board fulfills its mandate consistent with the Regional Colleges Act and Regulations in the province of Saskatchewan.

Pursuant to the Regional Colleges Act, Sections 5, 13, 14, the purpose of the Board of Governors is to provide general oversight for all educational and business affairs of the college. The Board monitors, reviews and approves college governing principles, policy, by-laws pertaining to the college and Board itself, strategic plans, business plans, annual reports, and the other government reporting processes and establishes sufficient resources and structure for educational programs and services. Much of this work is delegated to the CEO. The Board ensures the College is compliant with all applicable legislation in the province of Saskatchewan and is accountable for college governance to the Ministry of Advanced Education and the public.

MANDATE:

Great Plains College is enabled by The Regional Colleges Act & Regulations, and specifically endeavors to fulfill its mandate as outlined in Section 5 of the Regional Colleges Act.

RULES OF ORDER:

The rules contained in Robert's Rules of Order shall govern the meetings of the Board.

ROLES AND RESPONSIBILITIES:

The 7 member Board of Great Plains College (defined by Section 7 of the Regional College Act), generally functions as a "committee of the whole". The categories of function and responsibility are typically not broken into standing sub-committees but rather dealt with by the entire Board. However, the Board, at its discretion, may create adhoc or special committees consisting of one or more of its members to investigate and make recommendations to the Board on any topic or matter under its jurisdiction.

The Roles and Responsibilities of the Board can be divided into 4 general areas as follows:

1. Governance

- To provide oversight for the development, implementation and review of the College's mission, vision and strategic plan.
- To ensure effective college structure and procedure for the formulation, review and approval of policy pertaining both to the College and the Board itself.
- To evaluate the effectiveness of the Board as a whole and formulate action plans to improve Board function and effectiveness.
- To ensure adequate structure and resources and to provide oversight for all accountability reporting to government.
- To maintain positive government relations and advocate to government on key college priorities.



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- To ensure a clear separation between the governance and policy role of the Board and the administrative and operational responsibilities of the CEO and management.
- To oversee, through the CEO, educational programming and services and ensure quality and relevance to students and labour market needs.

2. Human Resources

- To ensure adequate college structure and resources for recruiting, mentoring and retaining qualified college staff, including instructional, administrative and management personnel.
- To recruit and appoint the President & CEO of the college.
- To delegate responsibilities and assist the CEO in the performance of his or her duties.
- To systematically evaluate the CEO's performance and administer the CEO contract, compensation and contract renewal.

3. Finance

- To ensure the integrity and effectiveness of the College's financial accounting process.
- To provide oversight for annual budget management and the budget review process as defined by the Regional College Act and by the Ministries of Advanced Education and Economy.
- To ensure timely and effective financial accountability reporting.
- To ensure the sustained financial health and solvency of the organization.
- To appoint, usually at the annual general meeting, the external auditor, legal counsel, insurance broker, and partnering financial institution.
- To annually approve the College budget and recommend it to the Ministries for approval.
- To review financial policies, budget planning and process, and internal controls to ensure adequate and sustained support for the College's strategic and operational needs.
- To identify and oversee college-wide business risks as the College attempts to fulfill its financial, operational, strategic, and capital objectives.

4. Capital Development and Maintenance

- Consistent with the Regional College Act, Section 14, and subject to approval by the Minister of Advanced Education, to oversee the purchase, lease or other acquisition of real property for use by the college.
- To ensure the management, repair of and to maintain the College's capital assets.
- Subject to approval by the Minister, to construct, renovate or upgrade, or otherwise develop any buildings or facilities required for use by the college.
- Subject to approval by the Minister, to sell, lease or otherwise dispose of any real property not required for use by the college.
- To oversee the development, review and assessment of College policies related to buildings and capital.
- To review and approve proposals for capital renovations, construction, acquisition and disposal.
- To ensure adequate capital planning and maintenance related to the strategic priorities of the college.

MEMBERSHIP:

Membership on the Board is prescribed in Section 7, (1), (4) and (5) of the Regional Colleges Act. Board members are appointed by the Minister of Advanced Education through Order in Council for terms not exceeding 3 years and until a successor is appointed, and are eligible for reappointment. No member of a board shall hold office for more than two consecutive terms.



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OFFICERS:

The Chairperson and Vice-Chairperson are the officers of the Board. The Chairperson is appointed by the Minister (Regulations 4). The Vice-Chairperson is elected by a simple majority vote at the Annual Meeting, except under extraordinary circumstances, where the Vice-Chairperson can be elected at a time other than at the Annual Meeting.

Descriptions of duties for the officers are as follows:

Chairperson

- Presides at all meetings of the Board (Regulations 4 (3)).
- Chairs the Executive Committee.
- Calls the annual meeting and any special meetings of the Board.
- Prepares meeting agendas in consultation with the CEO.
- Acts as the spokesperson, signatory, and representative of the Board on matters related to the College.
- As spokesperson, delegates authority, at his or her discretion, to another member of the Board or the CEO.
- Directs, supervises, and effects liaison with the CEO on behalf of the Board.
- Ensures that the Board adheres to all relevant legislation as well as all Board bylaws, policies and practices.
- Expedites Board decision-making after due deliberation and persuades the Board to abide by the majority rule principle.
- Encourages active participation by Board members at meetings, trustee training events and College functions.
- Orientates newly appointed Board members in consultation with the CEO.
- Facilitates regular performance appraisals of the Board and the CEO.

Vice Chairperson

- Presides at all meetings of the Board, in the absence of the Chairperson.
- Assumes all duties of the Chairperson in the event of the Chairperson's termination, resignation, incapacitation, or death, until a new Chairperson is appointed.
- Speaks for and represents the Chairperson, at the Chairperson's request.
- Assists the Chairperson in the conduct of his/her duties.

MEETINGS:

Annual Meeting

The Annual Meeting shall take place in June or July of each year at the call of the Chairperson (Act 12 (g), Regulations 6).

At the Annual Meeting the Board shall: elect its officers; appoint its Sub-Committees; name representatives to external councils or committees; designate its signing authorities; review existing memberships and affiliations; and establish its regular meeting dates.

At the Annual Meeting the Board may appoint auditors, bankers, insurance carriers and legal counsel as required; and review per diem rates (Act 17, 18, Regulations 14 (c)).

Regular Meetings

Tentative dates of Regular Meetings for the proceeding year shall be established at the Annual Meeting.

Special Meetings

The Chairperson may call Special Meetings as required.



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Attendance at Meetings

Board meetings are not public meetings, but the public may solicit invitations to Board meetings. As well, the Board may invite guests to its meetings.

The CEO shall attend all meetings of the Board and its Committees, except when the CEO's job performance and/or compensation are under review.

QUORUM AND VOTING PROCEDURES:

Excerpts in this section have been taken from Northlands College Policy and By-Laws for Board of Directors.

- A majority of the Board members in office shall constitute a quorum.
- When there is a vacancy on the board, the remaining members may exercise all powers of the Board.
- No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- A resolution, motion or by-law approved by the majority of members present at a duly constituted meeting of the Board at which a quorum is present, shall be binding on all members.
- A motion can be submitted to the Board, through the Chair, by any member.
- Members shall be required to vote on every motion and the Chairperson may exercise the right to vote if it affects the outcome.

IN-CAMERA SESSIONS:

- During regular or annual meetings of the Board an "in-camera" session can be initiated by a motion submitted through the Chair and approved by the Board.
- An in-camera session is concluded through a similar motion submitted to and approved by the Board.
- An in-camera session of the Board is strictly confidential. Only confidential notes are taken in an "in-camera" session and no motions are entertained by the Board except the motion to move "out-of-camera", or a motion that is directly related to those privy to the in-camera discussion.
- The CEO shall be present for all in-camera sessions, except for discussions of CEO performance, CEO contract or compensation, or for other related matters at the discretion of the Board.

AMENDMENTS TO BYLAWS:

Notice of motion to amend the bylaws must be provided to the Chairperson for circulation to Board members at least one month prior to the meeting of the Board at which the amendments will be proposed. Notice may be waived by unanimous consent of the Board.

Bylaws may be amended at a regular or special meeting of the Board by a 2/3 majority vote.

MEMBER TERMINATION:

- Where a member of the Board has failed to attend 3 consecutive regular meetings, the Board shall review the reasons why and recommend through motion or resolution whether or not the member should remain in office with the Board. Such recommendation is made to the Minister of Advanced Education.
- If a Board member is in a conflict of interest with the purpose and function of the Board, as defined in the Section entitled "Conflict of Interest" in this document, but did not declare it, the Board may:
 - Issue a verbal or written reprimand
 - Recommend to the Minister that the Board member's appointment be rescinded



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CONFLICT OF INTEREST:

For purposes of these Terms of Reference, Conflict of Interest is defined as:

A situation where a board member's private interests may be incompatible or in conflict with the duties and responsibilities as a Board member, or, a situation where a Board member's affiliation with another organization may be perceived to influence the carrying out of duties and responsibilities as a member of the Board.

- A Board member must not use their membership on the Board for personal or private gain, financial or otherwise.
- Board members must declare conflict of interest and the general nature of the conflict at the earliest opportunity.
- A careful review of facts in each situation is required to determine whether a conflict of interest exists
- All Board members shall sign a Great Plains College *Conflict of Interest Agreement* when appointed as a member of the Board. This Agreement shall be reviewed on an annual basis and members shall disclose any change in information or circumstances which may create a real, potential or perceived conflict of interest.
- Members must be made aware of the consequences of violating the *Conflict of Interest Agreement*.

CODE OF ETHICS:

- Members of the Board of Governors of Great Plains College are expected to commit to a professional code of ethical conduct.
- The Code of Ethics for Board Members is intended to help navigate issues such as affiliation with other organizations, professional relations with stakeholders internal and external to the College, real or perceived conflict of interest, questions of confidentiality, and other matters falling within the scope of Board member responsibilities.
- All Board members shall sign a Great Plains College *Code of Ethics Agreement* for Board members when appointed as a member of the Board. This agreement may be reviewed from time to time to disclose changes in information that may affect a Board member's status or to reinforce the principles of ethical conduct as they pertain to the duties of a Board member.
- Members should be made aware of the consequences of violating the professional code of ethical conduct: (See separate document entitled *Code of Ethics Agreement*.)