DOUGLAS COLLEGE

Douglas College Board Governance Framework

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Douglas College
Board Governance Framework

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SECTION A1

Core Purpose, Vision and Values

Core Purpose

We inspire our students to do what they love and be good at it, providing educational experiences that challenge, enlighten, and open doors to lives of passion and purpose.

Vision

To graduate resilient global citizens with the knowledge and skills to adapt, innovate and lead in a changing world.

Values

These guiding principles shape the Douglas College learning community and govern our decision-making.

HONESTY AND INTEGRITY

We do the right thing. We treat each other with fairness and respect, and we model ethical behaviour in our academic, interpersonal and administrative practices.

INNOVATION AND CREATIVITY

We challenge ourselves. We strive for excellence in our academic programs, our teaching, our student employee services and our administration.

DIVERSITY AND INCLUSION

We embrace our uniqueness. We recognize, celebrate and support the cultural, ethnic, religious, physical and individual diversity of our students and employees.

ACCOUNTABILITY AND SUSTAINABILITY

We take the long view. We uphold our responsibility as careful stewards of the financial, physical and environmental resources entrusted to us.

COMMUNITY AND RELATIONSHIP

We care. We support each other and our community partners in our role to cultivate resilient global citizens and to advance a more prosperous, just and fair society.

SECTION B1

Governance Structure

Board Powers and Duties

The authority of the Douglas College Board ("the Board") is detailed in Part 4 of the British Columbia College and Institute Act, which outlines governance responsibilities that are shared by the College Board and the College's Education Council.

The Board acts on behalf of the public and oversees the affairs of the institution (including property, revenue and expenditures), performing functions consistent with the College and Institute Act that the Board considers advisable for the proper administration and advancement of Douglas College ("the College").

The Board focuses on policy and strategic leadership rather than administrative detail. The Board delegates to its single employee, the College President, the responsibility for the day-to-day leadership and management of the College, and the Board shall maintain a clear distinction between Board and Presidential roles. The Board shall work collaboratively in a manner that respects, encourages and supports diverse views. To the extent possible, all activities of the Board shall be transparent and open to public scrutiny.

Board Structure

The composition of the Douglas College Board is legislated under Part 3, Article 9 of the College and Institute Act, and includes:

a. eight or more persons appointed by the Lieutenant Governor in Council
b. one person on the faculty of the institution and elected by the faculty members
c. two students elected by the students
d. one person who is part of the support staff and elected by the support staff
e. the President
f. the Chair of the Education Council

Elected and appointed Board members share the same duties and responsibilities. With the exception of the President and the Chair of the Education Council, who serve as ex officio members, each College Board member has one vote on the Board.

Terms of Office

A Board member elected by fellow students shall serve a one-year term and may be elected to two additional consecutive terms. A Board member elected by faculty or support staff shall serve a three-year term and may be elected to one additional consecutive term in accordance with the College's Election Rules and Procedures. A Board member appointed by provincial Order in Council may be appointed to a series of terms that shall not typically exceed six years. Except for the Chair of Education Council (EdCo), faculty, students and staff may not hold elected positions on the Board and EdCo concurrently.

If a Board member chooses not to seek reappointment or re-election, or chooses to resign before the expiry of his or her term, the member shall provide the Board Chair and College Secretary with reasonable notice in writing, setting out the effective date of the resignation or expiry of term. The College Secretary shall provide ministerial and Crown Agencies and Board Resourcing Office (CABRO) contacts with copies of such notice. In the case of such notice from an elected Board member, the College Secretary shall also provide the College Registrar's office with a copy of such notice.

Compensation

Remuneration shall be in accordance with Part 3, Article 10 of the College and Institute Act. Current Director compensation rates and expense reimbursement guidelines are set out in detail in the section of the Board Governance Framework entitled Director Compensation and Expenses, Section D9.

Fiduciary Duty and Duty of Care

Board members have a fiduciary duty to the College to carry out the duties of their office honestly and in good faith, in the best interests of the College, and with the care, diligence and skill of a reasonably prudent person. Board members shall avoid conflicts of interest, maintain appropriate confidentiality with respect to organizational matters, and shall disclose to the College any information the Board member might obtain that could be considered material to the College's operations. All Board members are required to take an Oath of Office.

The Board is responsible for directing the President to ensure that the College's legal requirements are met, and that all necessary College records are properly prepared, approved and maintained.

SECTION B2

Board Calendar

The Douglas College Board meets 6 times each year for regular meetings, plus a fall full day workshop "retreat". Regular Board meetings take place in January, March, May, June, September and November, with the retreat in October.

College Board meetings are usually scheduled the 3rd or 4th Thursday of the month, although this can vary depending on other major College events.

The schedule for Board meetings is posted on the College website, here.

SECTION B3

Terms of Reference for the Board of Directors

Role

The Board is responsible for managing the affairs of Douglas College. The Board discharges its responsibilities by delegating certain duties to Committees of the Board and to management.

Duties and Responsibilities

Managing the Affairs of the Board

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including annually reviewing the skills and experience necessary for an effective Board; electing its chair and vice chairs; ensuring that new directors receive a comprehensive orientation and ongoing director development; implementing appropriate processes for assessing the effectiveness of the Board, Board Chair, Committees, and contributions of directors; upholding and applying the values of diversity and inclusion; reviewing, approving and implementing as warranted, recommendations from Committees; and assuming responsibility for the College's governance practices.

Management and Human Resources

The Board has the responsibility to:

a. Appoint and replace the President, and monitor the President's performance;
b. Approve terms of reference for the President;
c. Approve the President's goals and objectives for each upcoming year and, at least annually, review the President's performance against these goals and objectives (Section D4);
d. Approve the President's compensation;
e. To the extent feasible, satisfy itself as to the leadership and integrity of the President and other senior staff and that the President and other senior staff create a culture of engagement throughout the College;
f. Ensure plans are made for management succession and development, including appointing, developing and monitoring senior management;
g. Ensure that Directors' and Officers' liability insurance is reviewed annually;
h. Provide advice to the President in the execution of duties;

Strategy

Management formulates the strategic plan and other plans and the Board assesses and ultimately approves them. The Board has responsibility to:

a. Adopt a strategic planning process (Section D2);
b. Participate with management on the development of, and approve, Douglas College's strategic plan;
c. Review and approve Douglas College's Vision, Core Purpose and Values;
d. Approve and monitor Douglas College's annual operating and capital budgets;
e. Monitor on a regular basis, performance against strategic and financial plans with a focus on key risks and strategies.

Risk Management and Financial Oversight

The Board has the responsibility to:

a. Understand the key financial and non-financial risks of the College;
b. Take reasonable steps to ensure the implementation and integrity of the College's internal control, management information systems, and digital systems;
c. Ensure management identifies the principal financial and non-financial risks to the College and implements appropriate systems and programs to manage these risks;
d. Approve the annual budget;
e. Monitor operational and financial results;
f. Approve annual financial statements and approve release thereof by management;
g. Recommend the appointment of external auditors and approve auditors' fees;
h. Be knowledgeable about and monitor emerging technology trends, issues, risks and opportunities that could significantly impact the College.

Policies and Guidelines

The Board has the responsibility to:

a. Approve and monitor compliance with all Board policies and significant operating policies which govern the college (as listed in Section E);
b. Monitor compliance with the Code of Conduct and Ethics, and Conflict of Interest;
c. Direct management to implement systems designed to ensure that the College operates at all times within applicable laws and regulations, and to the highest safety, ethical and moral standards.

Communication and Reporting to Stakeholders

The Board has the responsibility to:

a. Ensure the College has in place a policy to enable management and the Board to communicate effectively with stakeholders and the larger community;
b. Assist and support the College in communicating its mission to all stakeholders;
c. Ensure the financial and operational performance of the College is adequately and promptly reported as required by law;

d. Ensure financial results are reported fairly and in accordance with generally accepted accounting principles; and
e. Ensure timely reporting of any other developments that have a significant and material effect on the performance of the College.

General Legal Obligations

a. The Board is responsible for directing management to ensure legal requirements have been met and documents and records have been properly prepared, approved and maintained;
b. The basic legal duties are imposed at common law and by the *Colleges and Institutes Act*.

SECTION B4

Terms of Reference for the Board Chair

Introduction

The College Board acts on behalf of the public and oversees the affairs of the College, performing functions consistent with the College and Institute Act, which the Board considers advisable for the proper administration and advancement of the College. The Board Chair is a member of the College Board who has been elected or acclaimed to the role by fellow Board members, and provides leadership in guiding the Board and coordinating its activities in the best interests of Douglas College. The Chair ensures that the Board functions in a manner consistent with its policies, and with provincial legislation.

Role

The principal role of the Board Chair is to provide leadership to the Board. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and management, and represents the Board internally and externally, including acting as a spokesperson for Board decisions where appropriate. The Chair is the only Board member authorized to speak on behalf of the Board, other than in rare and specifically authorized instances.

The Chair is empowered to chair Board meetings with all the commonly accepted authority of that position, and shall ensure that such meetings are conducted in an efficient, effective and focused manner, providing appropriate control of timelines, respectful debate and management of dissent. The Chair ensures there is cohesion of Board strategic purpose, and builds consensus and develops teamwork within the Board. The Chair communicates persuasively with peers, management, the public and government, and establishes a culture of active and constructive Board engagement.

The Board Chair is elected every two (2) years by, and reports to, the Douglas College Board of Directors. The Board Chair serves as Chair of the Board Executive and Governance Committee (BEGC).

The Chair shall serve as an ex-officio, non-voting member on all other Board committees.

The Chair has no authority to make decisions about policies on behalf of the Board.

The Chair has the same voting rights as other Board members. The Chair protects his/ her impartial position by exercising voting rights only when his/her vote would affect the outcome, in which case the Chair can either vote and thereby change the result of the vote, or the Chair can abstain. A final result in the form of a tie rejects a motion.

Duties and Responsibilities

Board Operations

a. Recommend an annual schedule of the date, time and location of Board and Committee meetings;
b. Along with the BEGC, develop and set the Board meeting agendas and oversee pre-meeting information packages;
c. Chair Board and BEGC meetings;
d. Call meetings of the Board;
e. In conjunction with the Board Executive and Governance Committee, recommend to the Board the Committees necessary for the effective functioning of the Board;
f. In conjunction with the BEGC, recommend to the Board the Chairs and Board members for each Committee;
g. Develop and monitor Board budget expenses;
h. Ensure proper minutes are recorded and presented to subsequent meetings;
i. Oversee issues raised with respect to conflict;
j. Review Director conflict of interest issues as they arise in accordance with the College's Conflict of Interest Policy; and
k. In his/her absence, appoint a person to preside as Chair at Board meetings.

Board Effectiveness

a. Ensure the Board fulfills its governance responsibilities as set out in the Colleges and Institutes Act;
b. Ensure Board meetings are conducted in an efficient, effective and focused manner;
c. Maintain the boundaries between Board and management responsibilities;
d. Ensure that Directors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable the Directors to form appropriate judgments;
e. At meetings, encourage participation of all Directors and promote a spirit of collegiality where robust questioning and discussion is encouraged by all Directors;
f. Build consensus and develop teamwork within the Board;
g. Foster ethical and responsible decision-making by the Board and individual Directors;
h. Ensure that each Director is contributing to the Board's work;
i. Be available to individual Board members for questions, counsel, and discussions relating to the College;
j. Provide new Directors with information on their duties and responsibilities and facilitate ongoing Director education;
k. Ensure the Board has cohesion of direction and purpose at a policy and strategic level;
l. Keep the Board up to date on all significant developments of the College; and
m. Be an ex-officio member on Committees of the Board where he/she is not a member.

Working with Management

a. Act as a liaison between management and the Board;
b. Foster a constructive and harmonious relationship between the Board and management through periodic contact with the President and CEO;
c. Act as a sounding board, counselor and confidant for the President and CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
d. Ensure the President and CEO is aware of concerns of the Board, government and other stakeholders;
e. Review and approve the CEO's monthly expense and perquisite reimbursement;
f. Keep abreast generally of the activities of the College and its management;
g. Ensure that management presents to the Board all matters necessary to enable the Board to effectively discharge its responsibilities; and
h. In consultation with the President and CEO, provides input into the College Secretary's goals, objectives and performance each year.

Relationship with Government

a. Act, in consultation with the President and CEO, as the principal interface between the Board and the Minister; and
b. Ensure the Board is alert to its obligations to government.

Board Chair Evaluation

a. The Board evaluates the Board Chair as part of the overall Board evaluation process on an annual basis.
b. The objective of the Board Chair evaluation is to improve the overall performance of the Board by providing feedback to the Board Chair on their performance and identifying areas of strength and opportunities for improvement.
c. The Board Chair evaluation process is led and carried out by the Board Executive and Governance Committee, with external resources as appropriate, and involves feedback from all Directors. Typical areas covered by the evaluation process include:
    - Quality of the Board Chair's interaction and relationship with management;
    - Ability to manage the Board and its activities; and
    - Effectiveness in representing the Board internally and externally.

SECTION B5

Terms of Reference for the President and CEO

Role

The President is responsible for providing strategic leadership for the College, working with the Board and management to set the strategic direction of the College and ensure that appropriate structures, plans, and policies are in place to achieve key objectives.

Duties and Responsibilities

Under the general direction of the College Board, the President is accountable for the overall results of the organization, including the following:

Strategy

Formulates short- and long-term strategies that are consistent with the College's core purpose and advances the College toward its vision.

Leadership

a. Engages all stakeholders with a compelling vision to drive successful strategic outcomes and fulfillment of core purpose.
b. Builds and leads a high performing senior executive team that works effectively with the Board and members of the College community to develop and deliver on strategy.
c. Models and sets institutional culture.
d. Represents, promotes and advocates for the interests of the College and post-secondary system at appropriate governmental and community meetings and events.
e. Develops and nurtures relationships with key stakeholders to assist in the advancement of the College's strategy.

Policy and Governance

a. Provides appropriate and timely advice, analysis, background information, and briefing materials to the Board to enable Directors to carry out their governance responsibilities.
b. Advises the Board with respect to all aspects of financial, administrative and business affairs of the College.
c. Attends Board and Education Council meetings and serves as an ex officio member of Education Council, the Board, and all Board committees.
d. Ensures that appropriate policies, processes, internal controls, and systems are developed and maintained to identify, monitor, and manage organizational risks and opportunities.
e. Enforces adherence to the College Code of Conduct and College policies.
f. Ensures the College complies with legislative, regulatory, reporting, and governmental mandate requirements.

Performance Accountability

a. Oversees all operations and business activities to ensure they produce the desired results and are consistent with the overall strategy and core purpose of the College.
b. Oversees the College's budget and ensures allocation of capital and operational funds toward the College's strategic priorities.
c. Evaluates the organization's educational and fiscal function and performance and makes adjustments to direction as appropriate.
d. Maintains an organizational structure that enables effective and efficient execution of the College's strategies and operational goals and objectives.
e. Ensures the effectiveness and competence of the administrative team in his/her area of responsibility, including selecting, developing, managing performance, and evaluating administrators reporting directly to him/her.

EDUCATION, EXPERIENCE AND SKILLS

The President will demonstrate:

a. Established professional and academic credibility as usually evidenced by a doctoral degree from a recognized post-secondary institution, or equivalent executive level leadership experience in a large organization.
b. Senior administrative experience in a post-secondary institution, or equivalent, and experience teaching at a post-secondary institution (preferred), or experience conducting research or managing research activities.
c. Superior strategic-thinking, analytical, and organizational skills.
d. Superior written, presentation, and oral communication skills.
e. A record of success in strategic planning, development, and implementation.
f. Ability to embrace ambiguity and uncertainty, and manage appropriate risks and opportunities.
g. Ability to ensure effective decision-making within a bicameral and unionized environment.
h. Ability to build strong relationships with stakeholders, including leaders in business, industry, government, and other post-secondary organizations for the benefit of the institution.
i. Ability to model appropriate professional, ethical, and collaborative behaviours consistent with the responsibilities of this position.
j. Success in leading and managing human and fiscal resources and in providing guidance and mentoring to members of the senior executive and other direct reports.

LEADERSHIP SKILLS AND COMPETENCIES

a. Business Context Awareness – Understands the business context in which the College operates.
b. Strategic discipline - Formulates strategies to address future direction.
c. Visionary leadership - Engages all stakeholders with a compelling vision to drive successful strategic outcomes and fulfillment of core purpose.
d. Organizational Alignment - Ensures that the executive team works effectively with the Board and members of the College community to develop and deliver on strategy.
e. Drive for Results - Takes personal accountability for achieving high quality outcomes for the College.

f. Organizational Awareness - Understands the drivers (decision-making and power structures, culture, College and stakeholder dynamics, political landscape) that shape and impact how the College functions and succeeds.
g. Strategic influence - Persuades individuals/groups to build commitment for the College's strategic agenda. Uses influence for the good of the College, its students, employees, and stakeholders.
h. Building relationships with stakeholders - Develops and nurtures relationships with key Stakeholders to assist in the advancement of the College's strategy.
i. Interpersonal savvy - Responds to concerns professionally and respectfully.
j. Executive Maturity - Transcends personal emotions and self-interest for the best interest of the College even when there is personal cost.

SECTION B6

Terms of Reference for a Director

Introduction

The Director position description was developed to clarify Directors' duties and responsibilities and to set expectations of the manner in which Directors discharge those duties and responsibilities. The duties and responsibilities of the Board as a whole are set out in the Terms of Reference for the Board of Directors (B3).

Standards of Conduct and Behaviour

General

As a member of the Board, each director will:

a. Demonstrate an understanding of the difference between governing and managing, and not encroach on management's area of responsibility;
b. Respect confidentiality;
c. Exercise good judgment and act with integrity;
d. Understand conflict of interest issues and declare potential, real or perceived conflicts as per the Conflict of Interest Policy (Section E).

Skills and Experience

As a member of the Board, each director will:

a. Demonstrate skills and experience that are complementary to the current directors and helpful with the College's current activities and strategic direction;
b. Effectively apply knowledge, experience and expertise to issues confronting the College;
c. Serve as a helpful resource to the Board and to management, where necessary and appropriate.

Strategies and Plans

As a member of the Board, each director will:

a. Demonstrate an understanding of the College's strategic direction;
b. Contribute and add value to discussions regarding the College's strategic direction; and
c. Participate in monitoring and evaluating the success of the College and the President and CEO in achieving established goals and objectives.

Relationship with Management

Directors may direct questions or concerns on the performance of management through Board and Committee meetings or, through the Board Chair, to the President and CEO.

Directors must respect the organizational structure of management. A Director has no authority to direct any employee of Douglas College.

Public Statements

Each Director has an important role as an ambassador of Douglas College, but should not speak on behalf of Douglas College without appropriate authority from the Board Chair.

Information Requirements

Directors must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board.

Directors are expected to be knowledgeable about Douglas College's mandate, goals and objectives, and operations. Directors must also maintain an understanding of the communities and political environment within which Douglas College operates.

Board Activity

During meetings, each Director is expected to:

a. Be prepared and well-informed on relevant issues (through pre-read material or otherwise);
b. Bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;
c. Interact with fellow Board members and management in a respectful and constructive manner;
d. Actively participate in Douglas College Board functions;
e. Speak and act independently while remaining a "team player";
f. Express opinions in a clear, organized and respectful manner;
g. Express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed;
h. Ask probing questions;
i. Listen to, and exercise tolerance for, other perspectives;
j. Be adaptable, flexible and open-minded in the consideration and implementation of change;
k. Exercise a logical, rational approach to problem solving;
l. Analyze issues from many perspectives and consider the impact of decisions on Douglas College's internal and external environments (e.g., students, staff, government stakeholders, business, community);
m. Be innovative and/or resourceful in finding or developing solutions;
n. Advise the Board Chair and President and CEO in advance of introducing significant and previously unknown information;
o. Exercise good judgment;
p. Focus inquiries on issues related to strategy, policy implementation, and results rather than issues relating to the day-to-day management of Douglas College;
q. Once Board decisions are made, support those decisions in a positive manner; and
r. Understand the process of committee work and the role of management and staff supporting the committee.

Between meetings, each Director should:

a. Be available as a resource to management and the Board;
b. As necessary and appropriate, communicate with the Board Chair and the President and CEO; and
c. Attend community functions as identified by the Board Chair.

In carrying out his or her responsibilities, every Director is expected to be actively engaged in the work of the Board and add value to the Board's work. Those Directors who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by taking a lead on areas of Board investigation or discussion within their area of expertise.

General Legal Obligations

Legal duties are imposed on Directors pursuant to the British Columbia College and Institute Act.

Directors are under a fiduciary duty to the College to carry out the duties of their office:

a. Honestly and in good faith;
b. In the best interests of the College;
c. With the care, diligence and skill of a reasonably prudent person.

Attendance

Except in extenuating circumstances, Directors are expected to attend all regular meetings, special meetings (such as Board planning sessions) and Committee meetings for those Committees on which the Directors serve.

A Director may participate in a Board meeting or Committee meeting by telephone or other electronic means that permits all participants to hear each other and is not required to be physically present to be counted as part of the quorum. However, participation in person is strongly encouraged.

Orientation and Professional Development

Directors are expected to take full advantage of Douglas College's Director orientation program and to commit to ongoing professional development (for the Board or for an individual Director) as recommended by the Board. Directors are also expected to undertake any required Director training and take time to educate themselves on governance duties and broad issues of the sector, and actively participate in self and peer assessments.

Resignation

A Director's resignation becomes effective at the time Douglas College receives a written resignation from him or her or at the time specified in the resignation, whichever is later.

Re-Appointment

A Director who is eligible for re-appointment shall inform the Board Chair at least six months ahead of the end of the Director's term whether he or she intends to seek re-appointment for a further term. If the Director intends to seek another term, the Board Chair is required to advise the Minister as to the Director's performance during the Director's current term and recommend whether the Director should be re-appointed for a subsequent term. The Board Chair's advice and recommendation shall be informed by the Board Chair's own observations and the results of any Director assessment feedback.

End of Term

Upon a Director's term ending, the Director is required to return to Douglas College all materials and other items belonging to the College, including confidential Board materials.

SECTION B7

Terms of Reference for Vice Chair of the Board

Role

The principal role of a Vice Chair is to undertake the responsibilities of the Chair when necessary.

Duties and Responsibilities

Function as Chair when the Chair is absent or unable to serve as the Chair.

Provide guidance and counsel to the Chair as requested.

Undertake special projects, which may be requested by the Chair, including attending meetings or functions on the Chair's behalf.

SECTION B8

Terms of Reference for the College Secretary

Role

The College Secretary is responsible for coordinating and facilitating the activities of the Board of Directors and its various committees, to ensure the effective and efficient operation of Board governance. The Secretary works closely with the Chair of the Board, the Board Committee Chairs, the President, and the Senior Management Team, to provide support, research, and advice on matters concerning governance policy and process. The Secretary also serves as the central point of contact between the Board of Directors and the broader College community.

Duties and Responsibilities

Accountable to the Board and reporting on a day-to-day basis to the President, the College Secretary is responsible for:

Board Logistics and Planning

In consultation with the Board Chair, committee chairs, the President, and where appropriate, other designated executives:

a. Develops and manages Board and committee work plans and calendars
b. Monitors goals, priorities, and commitments to ensure they are achieved in a timely manner
c. Prepares Board and committee meeting agendas

Support to the Chair and Board

a. Provides support and advice to the Board Chair in performing his/her role, including preparing relevant briefing documents, and drafting responses to stakeholders.
b. In support of the Board, works closely with the President and other members of the Executive Team, on Board-related matters.

Governance Policy and Compliance

a. Works closely with the Board/committees on the development and implementation of effective governance policies and processes including drafting policy and procedures for Board/Committee approval as appropriate.
b. Researches and stays abreast of current trends in governance and keeps Board members apprised of best practices.
c. Monitors changes in regulatory requirements, legislation, or government direction relating to Board governance.
d. Provides support for Board succession planning, recruitment, and appointment processes; liaises with ministry and other government officials as required.
e. Coordinates orientation for new Board members and ongoing education for all Board members; supports Board members in understanding their roles and responsibilities.

Board Administration and Coordination

a. Serves as Executive Assistant to the Board and recorder for Board meetings; maintains the official record books of minutes, policies, and other public and confidential documents of the Board and its committees.
b. Effectively communicates all decisions, actions, directives, and important information items following from Board/committee meetings to the appropriate individuals or stakeholders; ensures timely communication of advice and recommendations from Education Council to the Board.
c. Administers the Board information portal, ensuring appropriate access and security over highly confidential information; manages resources and content available to Board members.
d. Administers the public College Board website, ensuring transparency of Board policies, activities and decisions; creates and updates public content as appropriate.
e. Manages the Board budget and oversees Board expenditures.
f. Provides administrative support for individual Board members
g. May delegate Executive Assistant duties to other Senior Administration assistants as appropriate.

Education, experience and skills

a. Extensive knowledge of governance principles and practices, as evidenced by at least five (5) years of related work experience.
b. Familiarity with relevant legislation and a solid understanding of bicameral governance, preferably in a post-secondary environment.
c. Highly organized and responsive; able to work effectively under pressure and without direction to meet critical deadlines.
d. Strong problem-solving skills; demonstrated ability to exercise sound judgment and discretion in handling confidential and sensitive matters.
e. Excellent interpersonal and communication skills; adept at forming effective relationships and interacting with a diverse group of people.
f. Experience working with senior executives and Board members; ability to liaise effectively with government, key stakeholders, and other institutions.
g. Highly accountable; proven ability to contribute effectively as part of a team.
h. Strong business writing skills and experience drafting policy and procedures.
i. Strong technological skills, including web management and editing.
j. Post-Secondary degree from a recognized institution, or, an equivalent combination of education and experience

SECTION C1

Guidelines for Committees and Liaisons

Introduction

Each committee has its own terms of reference. These guidelines outline the general terms of reference for all committees of the Board, and are intended to supplement the specific terms of reference established for each standing committee. This policy also provides guidelines on appointments to Board liaison and representative roles.

Duties and Responsibilities

Each committee will review its own terms of reference annually and any changes will be submitted to BEGC for review and to the Board for approval.

Each committee will make regular reports and/or recommendations to the Board in respect of the subject on which it was created to advise. The Board will take into consideration, but will not be bound by, committee recommendations.

Each committee shall have a committee timetable, as part of its terms of reference, which outlines when the committee plans to address each of its duties and responsibilities during the course of the year.

The Chair of each Board Committee shall:

a. lead the committee in undertaking the duties and responsibilities that it is charged with by the Board, as outlined in its terms of reference and these Guidelines for Committees of the Board;
b. ensure that committee members receive all the information they require in timely fashion;
c. ensure the committee has adequate access to all members of management necessary for it to undertake its responsibilities;
d. chair Committee meetings;
e. lead the committee in an annual review of its performance;
f. report back to the full Board on committee activity and
g. consult with the Board Chair to ensure the committee is composed of members with the skills, experience and/or necessary training relative to the Committee's responsibilities.

Operations

With the exception of the Board Executive and Governance Committee (BEGC), Committee Chairs and members are appointed by the Board, on the recommendation of the BEGC in June of each year and shall hold office for one year. A committee member may be removed or replaced at any time by the Board, actionable by the Board Chair.

The Board Chair will be an ex-officio and non-voting member of all committees on which the Board Chair is not formally a member.

The number of members and composition of each committee is indicated in each committee's terms of reference.

If the Committee Chair is not present at any meeting of a committee and has not made arrangements for a replacement, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.

The College Secretary (or a nominee) shall serve as recording secretary for each committee meeting, and will provide additional committee support as required. Each individual committee shall identify designated management resources as appropriate.

Subject to advance consultation with the Board Chair, each committee may engage any external advisor that the committee considers necessary in order for it to fulfill its duties. Such engagements shall be at the expense of the College, and will be reasonable under the circumstances.

The chair of each committee, in consultation with the committee members, the College Secretary and designated management shall determine the agenda for each meeting. Committee members shall receive advance notice of each meeting and related materials in sufficient time for the members to adequately prepare for the meeting. In an urgent situation, the committee chair will give as much notice as is practicable in the circumstances. In all cases, committee members may unanimously waive notice.

Participation of the majority of voting members shall constitute a quorum. A simple majority of committee members present at a meeting is sufficient to pass a resolution of the committee.

A committee member may participate in a committee meeting by means of any telephonic, electronic or other communication means that permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.

The committee chair shall preside at each committee meeting, and shall ensure the meeting is conducted effectively and efficiently, with timely follow up of issues. The committee chair shall arrange for an alternate in their absence.

All Committees shall hold in-camera sessions without management present as a regular feature of each Committee meeting.

Board liaisons and representatives are established from time-to-time and are appointed by the Board.

SECTION C2

Terms of Reference for the Board Executive and Governance Committee (BEGC)

A. PURPOSE

The purpose of the Board Executive and Governance Committee (the "Committee") is to assist the Board in establishing and maintaining a strong governance framework, and ensuring effective board operations. It is responsible for oversight of governance policy and practices, board structure and composition, board succession and development, board meeting agendas, board conduct, and board evaluation processes. It also assists the Board Chair in oversight of key issues and relationships within the post-secondary sector.

B. COMPOSITION AND RESOURCES

The Committee shall be composed of:

- The Board Chair
- The Board Vice Chair(s)
- The Chair of the Audit, Finance and Investment Committee
- The Chair of the Human Resources Committee
- The Chair of the Campus Planning Committee

All Committee members shall be independent of management, and shall have no direct or indirect material relationship with the College. The majority of Committee members shall be familiar with best practice in corporate governance and have previous relevant governance experience. The Committee may engage independent consultants as required to assist with its duties.

The Board Chair shall serve as the Committee Chair.

The College President and CEO shall serve as an ex-officio, non-voting member of the Committee. The College Secretary, or a nominee, shall serve as secretary to the Committee.

C. ACCOUNTABILITY TO THE BOARD

The Committee is accountable to the Board. Except where the Board by resolution or through the Committee's Terms of Reference has authorized the Committee to act, the Committee has no authority to direct management or to commit Douglas College.

D. MEETINGS

The Committee shall meet at least six times each year. The Committee Chair shall report to the Board, at every board meeting, on the Committee's activities, deliberations and recommendations.

A majority of the members of the Committee constitutes a quorum.

E. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee shall be responsible for the specific duties outlined in this Terms of Reference, and summarized in the Committee Calendar.

1. Governance Framework

a) Ensure the College maintains a strong system of governance, with appropriate principles, policies, and procedures to enable the Board to function effectively and independently
b) Regularly monitor best practices in corporate governance and assess whether any changes should be made to the College's governance framework
c) At least every 2 years, review the *Board Governance Framework,* including the accompanying policies, procedures, codes of conduct, and terms of reference under which the Board shall operate; recommend any necessary changes for Board approval
d) Annually review the Committee's TOR and recommend any changes for Board approval
e) Review any proposed revisions to the TORs for all other committees and if appropriate, recommend approval by the Board
f) Monitor changes to legislation, regulations, or government policy/direction that may affect the governance of the College; advise the Board and make recommendations as appropriate

2. Board Structure and Composition

a) Review the board structure annually to ensure it aligns with the College's needs and facilitates effective functioning of the Board
b) Assess whether any changes are required to the size or composition of the Board, and make recommendations to the Board and government as appropriate
c) Assess whether any changes are required to the number / type of committees, the committee memberships, or the board liaison appointments, and make recommendations to the Board as appropriate

3. Board Succession

a) Regularly review and update the *Board Member Competency Matrix* and monitor appointment terms; assess the collective expertise, experience, and diversity of the Board in light of the College's short and long term needs
b) Develop succession plans to ensure optimal composition and effective continuity of the Board; communicate plans with government
c) Through the Board Chair, work proactively with government to fill board vacancies and secure board re-appointments in a timely manner
d) Board re-appointments: provide government with a performance evaluation and a recommendation whether to re-appoint an eligible Order In Council (OIC) member
e) Board vacancies: Establish and lead the process for developing recruitment criteria and identifying potential candidates; prepare Notice of Position and other required submissions; make recommendations to government as appropriate

4. *Board Development*

a) Ensure that a comprehensive orientation process is in place for new board members and that appropriate resource materials are continually available to all board members
b) Identify and recommend ongoing education opportunities for board members and maintain an appropriate budget for Board development purposes

5. *Board Meetings and Agendas*

a) Assess the needs of the Board in terms of the frequency, location, and conduct of Board meetings, and make recommendations to the Board as required
b) Establish a board work plan and calendar to guide board agendas and activities
c) Review and approve board meeting agendas
d) Consider, and if appropriate approve, requests from delegations to present at board meetings
e) Develop agendas for board retreats and recommend to the Board for approval

6. *Board Evaluation & Effectiveness*

a) Regularly assess the effectiveness and performance of the Board, its committees, and the Board Chair; make any necessary recommendations for improvement
b) Develop and recommend to the Board, appropriate evaluation processes
c) Oversee the evaluation processes for the Board and Board Chair; report the results to the Board annually
d) Develop a set of board goals and priorities for approval by the Board; monitor progress
e) Conduct a self-evaluation of the Committee and report the results to the Board

7. *Ethical Conduct*

a) Ensure the College maintains a strong culture of ethical behaviour, including appropriate policies and practices to guide conduct and monitor compliance with expected standards
b) Obtain annual confirmation that all board members are in compliance with the *Board Members' Code of Conduct*
c) Assist the Board Chair in resolving any potential conflicts of interest that may arise
d) Receive reports regarding any issues/incidents reportable under the Protected Disclosure (Whistleblower) Policy, that are not specifically reportable to other committees

8. *Government / Sector*

a) Review correspondence and directives from government
b) Provide oversight of relationships between the College and key stakeholders; assist the Board Chair and President in developing critical messages and/or external communications
c) Review and consider any emerging risks, issues, or opportunities within the post-secondary sector and determine whether any further Board or management action is required

d) Ensure the Board and/or relevant committees are appropriately apprised of any significant issues in a timely manner
e) Identify opportunities for proactive board member engagement with government, sector colleagues, business, or community on matters of governance or strategic importance

9. Risk Management

a) Review and monitor the College's risk profile in respect of those risks assigned from time-to-time to the Committee;
b) Oversee the development and execution of the technology strategic plan;
c) Ensure the Board is kept apprised of critical technology risk management issues in a timely manner.

10. Other

a) Assist the Board Chair in providing advice/counsel to the President as required
b) Provide input/feedback to the Board Chair or other committees as required
c) Undertake any other activities as directed by the Board or Board Chair

F. COMMITTEE CALENDAR

BOARD EXECUTIVE AND GOVERNANCE COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	JUL, AUG	SEP	NOV	ONGOING	AS NEEDED
GOVERNANCE FRAMEWORK									
1. Monitor best practices in corporate governance								✓	
2. Recommend changes to the College's governance framework as necessary									✓
3. Review the *Board Governance Framework* including accompanying documents; recommend any changes for Board approval (every 2nd year)		MAR							✓
4. Review BEGC TOR and recommend any changes for Board approval			MAY						✓
5. Review and provide recommendations on proposed revisions to other Board Committees' TOR									Annually, on receipt
6. Monitor changes to legislation, regulations or government policy/direction; advise the Board and make recommendations as appropriate								✓	
BOARD STRUCTURE AND COMPOSITION									
7. Review Board structure for functional effectiveness, alignment with College needs							NOV		✓
8. Assess size/composition of the Board; recommend changes for Board and government approval							NOV		✓
9. Assess committee/liaison structure and membership; recommend changes for Board approval		MAR							✓

BOARD EXECUTIVE AND GOVERNANCE COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	JUL, AUG	SEP	NOV	ONGOING	AS NEEDED
BOARD SUCCESSION									
10. Monitor Order In Council (OIC) appointment terms							NOV		✓
11. Update, assess Board Competency Matrix in light of College needs							NOV		
12. Develop Board succession plan; communicate plans with government		MAR					NOV		✓
13. Through Board Chair, work proactively with government to fill board vacancies and secure board re-appointments in a timely manner		MAR					NOV		✓
14. Board re-appointments: Provide government with a performance evaluation and a recommendation whether to re-appoint an eligible OIC member		MAR					NOV		✓
15. Board vacancies: a) Develop recruitment criteria b) Prepare Notice of Position and other required submissions c) Identify potential candidates and make recommendations to government		MAR					NOV		✓
BOARD DEVELOPMENT									
16. Review Board orientation process; ensure appropriate resource materials are available to all Board members				JUN					✓
17. Identify and recommend Board development and education opportunities	JAN					SEP			✓
18. Review Board development budget; recommend changes as appropriate							NOV		✓
BOARD MEETINGS AND AGENDAS									
19. Assess and make recommendations to the Board on meeting frequency, location and conduct							NOV		✓
20. Review and update Board Calendar and Work Plan			MAY						✓
21. Review and approve Board meeting agendas	JAN	MAR	MAY	JUN		SEP	NOV		✓
22. Develop Board retreat agendas; recommend to the Board for approval		MAR		JUN		SEP			✓
23. Consider/approve requests from delegations to make presentations to the Board									✓
BOARD EVALUATION AND EFFECTIVENESS									
24. Regularly assess the effectiveness and performance of the Board, its committees, and the Board Chair; make any necessary recommendations for improvement								✓	
25. Develop appropriate evaluation processes; recommend to the Board			MAY	JUN					

BOARD EXECUTIVE AND GOVERNANCE COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	JUL, AUG	SEP	NOV	ONGOING	AS NEEDED
26. At least annually, conduct evaluations of the Board and Board Chair; report results to the Board					J-A	SEP			
27. Develop Board goals and priorities for approval by the Board							NOV		✓
28. Monitor progress against Board-approved goals and priorities			MAY			SEP			✓
29. Conduct a self-evaluation of this Committee and report results to the Board				JUN					
ETHICAL CONDUCT									
30. Ensure the College maintains a strong culture of ethical behaviour, including appropriate policies and practices; monitor compliance		MAR						✓	
31. Review reports regarding any issues/incidents reportable under the *Protected Disclosure (Whistleblower) Policy* that are not specifically reportable to another Board Committee									✓
34. Obtain confirmation that all Board members are in compliance with the *Board Members' Code of Conduct*						SEP			
35. Assist the Board Chair in resolving any potential conflicts of interest									✓
GOVERNMENT / SECTOR									
36. Review government correspondence and directives; discuss implications for the College									upon receipt
37. Assist the Board Chair and President in developing critical messages and/or external communications									✓
38. Review and consider any emerging risks, issues or opportunities within the post-secondary sector; determine whether any further action is required								✓	
39. Apprise the Board and/or relevant committees of any significant issues									✓
40. Identify opportunities for proactive Board member engagement with government, sector colleagues, business, or community								✓	
RISK MANAGEMENT									
41. Review and monitor the College's risk profile in respect of those risks assigned to the Committee.				JUN			NOV		
42. Oversee the development and execution of the technology strategic plan.									✓
43. Ensure the Board is kept apprised of critical technology risk management issues in a timely manner.									✓

BOARD EXECUTIVE AND GOVERNANCE COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	JUL, AUG	SEP	NOV	ONGOING	AS NEEDED
OTHER									
44. Assist the Board Chair in providing advice/counsel to the President									✓
45. Provide input, feedback to the Board Chair or other Committees									✓
46. Undertake other activities as directed by the Board or Board Chair									✓

SECTION C3

Terms of Reference for the Audit Finance and Investment Committee (AFIC)

A. PURPOSE

The purpose of the Audit Finance and Investment Committee (the "Committee") is to assist the Board in fulfilling its obligations and responsibilities relating to financial and audit oversight, including but not limited to the College's operating and capital budgeting process, financial and enrolment reporting, the internal and external audit processes, the system of internal controls, investments, and risk management.

B. COMPOSITION AND RESOURCES

The Committee shall be composed of not less than three and not more than five Directors, including the Committee Chair. The Board, on the recommendation of the Board Executive and Governance Committee, appoints the Committee Chair and Committee members.

The College Board Chair and the College President and CEO shall serve as ex-officio, non-voting members. The Committee may engage independent consultants as required to assist with its duties.

All Committee members shall be independent and financially literate, as defined in the Crown Agencies and Board Resourcing Office's (CABRO's) guidelines, and shall have no direct or indirect material relationship with the College. At least one member shall have an accounting designation or related financial expertise.

The College Secretary, or a nominee, shall serve as Secretary to the Committee. The Vice President, Administrative Services and CFO shall also serve as a non-voting management resource. Additional resource personnel may be invited to attend meetings as required.

C. ACCOUNTABILITY TO THE BOARD

The Committee is accountable to the Board. Except where the Board by resolution or through the Committee's Terms of Reference has authorized the Committee to act, the Committee has no authority to direct management or to commit Douglas College.

D. MEETINGS

The Committee shall meet at least six times each year. The Committee Chair shall report to the Board, at every Board meeting, on the AFIC's activities, deliberations, and recommendations.

A majority of the members of the Committee constitutes a quorum.

E. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee shall be responsible for the specific duties outlined in the Terms of Reference and summarized in the Committee Calendar.

a. Tuition and Other Student-Assessed Fees

Annually review and recommend to the Board any changes in tuition fees and other assessed student fees after considering the recommendations, if any, of the provincial government with respect to tuition fee changes.

b. Consolidated Budget

With the assistance of the Vice President, Administrative Services and CFO, oversee the budget development process including:

i. methodology used to establish the consolidated budget, including revenue and expense assumptions and projections, risk factors, and inflation allowances, etc.
ii. planned capital expenditures

Review management's consolidated budget presentation prior to presentation to the Board, to ensure financial propriety, appropriateness, and alignment with the College's Strategic Plan.

Recommend the annual consolidated budget to the Board for approval.

c. Enrolment and Financial Reporting

Review semester enrolment reports and quarterly financial statements and forecasts, including related information of the College, to ensure that any actual or projected material deviation from budget is addressed by management and brought to the attention of the Board.

d. Limits of Spending Authority and System Access

Ensure the College has in place comprehensive statements of spending authorities for operating and capital expenditures.

Ensure management has implemented activities to monitor compliance of spending authorizations relative to policy, and recommend to the Board any changes which may be necessary from time to time.

e. Financings, Borrowings and Investments

Review and approve for recommendation to the Board, the details of proposed financings or borrowings prior to such proposals being executed and/or submitted to the provincial government for approval.

Review the College's investment strategies and performance, and ensure compliance with the College and Institute Act and the College's Board-approved investment policy.

f. Building and Land Acquisitions or Disposal, and Other Significant Capital Investments

The Committee shall review the financial viability of proposals for land and/or building acquisition or disposal, and/or significant capital investment following review of such recommendations by the College Board's Campus Planning Committee (CPC), as appropriate.

g. Internal Controls

i. **Internal Control Processes**

Through discussions with management, the external auditor, the internal auditor, and others as appropriate, review the College's approach to obtaining reasonable assurance that the College's accounting and enrolment systems are reliable and that internal controls, including processes for collection of Student Society fees and other Student Association fees, are adequate.

Review the evaluation of internal controls by the external auditor, internal auditor, and others as appropriate, including any recommendations for improvement of the College's accounting and enrolment procedures and internal controls, as well as management's response.

ii. **Protected Disclosure, Including Reporting of Accounting, Financial and Internal Control Issues**

Receive and review reports regarding accounting, financial and internal control issues identified through Douglas College Policy A02.01.03, Protected Disclosure (Whistleblower) Policy (Section E). The Committee shall also review any such reports relating to suspicious use or misuse of public funds or a public asset.

Review the College's mechanisms to ensure that stakeholders can report in a timely manner any violation or suspected Reportable Activity related to Douglas College, and to participate in any investigation into a suspected Reportable Activity.

h. Risk Management

Review the College's Enterprise Risk Management (ERM) framework and policy. Monitor management's compliance with its risk management policies, and review and assess the process to ensure completeness of the College's risk inventory and management's response to identified risks.

i. College and Directors' Liability Insurance Coverage

Review College insurance and Directors' liability coverage, including its adequacy and appropriateness.

j. Annual Financial Statements and Enrolment Reporting

The Committee shall review annual financial and enrolment statements, and shall make a recommendation to the Board (as required) as to whether such material should be approved.

Such reviews shall include:

i. Determining that the financial statements are reasonable and fairly presented in accordance with generally accepted accounting principles and Canadian public sector accounting standards, and with the accounting requirements of both the provincial Budget Transparency and Accountability Act and relevant Treasury Board Directives, and that the financial information contained in the financial statements and other financial disclosure documents is complete and accurate in all material respects;

ii. Determining that the enrolment statement is reasonable and fairly presented in accordance with the Student FTE Enrolment Reporting Manual, and that the enrolment information contained in the enrolment statement and other enrolment disclosure documents is complete and accurate in all material respects;

iii. Reviewing any significant changes in accounting standards or policies, or financial or enrolment reporting practices or requirements that materially affect the current period's statements;

iv. Reviewing management's assumptions supporting significant estimates or judgements affecting the statements;

v. Obtaining and reviewing summaries of significant or unusual transactions, and other potentially complex matters;

vi. Reviewing and discussing the external auditor's reports in detail with management and the auditor, and resolving any disagreements between the parties regarding financial reporting;

vii. Reviewing the Statement of Financial Information, in accordance with the Financial Information Act.

k. Internal Audit

The internal Auditor shall report directly to the Audit Finance and Investment Committee, with functional reporting to College management.

The Committee shall oversee the internal audit relationship with the external auditor and with management, including:

i. Reviewing the organisation and independence of the internal auditor;

ii. Reviewing goals, resources and work plans, including approval of changes to the work plan;

iii. Reviewing any restrictions or problems;

iv. Reviewing recommendations and significant responses;

v. Meeting with management and the Internal Auditor;

vi. Meeting periodically and at least annually with the Internal Auditor, without management present;

vii. Reviewing proposed changes in the Internal Auditor;

viii. Reviewing and approving proposed audit fees.

l. External Audit

The external auditor is accountable to the Committee and the Board, and reports directly to the Committee.
The Committee shall oversee the external audit process, including:

i. Recommending to the Board the appointment, retention, or replacement of the external auditor;

ii. Reviewing all issues related to any change in external auditor, and the planned steps for an orderly transition;

iii. Reviewing the terms of the external auditor's engagement, and the appropriateness and reasonableness of the proposed audit fees;

iv. Reviewing on an annual basis the amount of fees paid to the external auditor and affiliates;

v. Annually reviewing a listing of all expenditures incurred by the College with external auditor firms, other than those fees related to the College's own external auditor;

vi. Assessing the independence of the external auditor;

vii. Reviewing with the external auditor and management the audit plan, including but not limited to the engagement letter, objectives, and scope of the external audit work, materiality limit, areas of audit risk, staffing, timetable, and proposed fees;

viii. Reviewing any problems experienced by the external auditor in performing the audit, including any restriction imposed by management and all significant accounting issues on which there was a disagreement with management;

ix. Reviewing the management letter containing the recommendations of the external auditor, and reviewing management's response and subsequent follow-up to any significant identified weaknesses;

x. On at least an annual basis, meeting with the external auditor during an in camera session, without management in attendance, to discuss any matters that the Committee or the external auditor consider should be discussed privately with the Committee;

xi. Determining whether the performance of the external audit is satisfactory, effective and meets the requirements of the College.

m. Legal and Regulatory Compliance

Monitor the College's compliance with legislation, regulations, mandate and reporting requirements.

Make enquiries of management, as well as the external auditor, to ensure that all material legal matters have been brought to the attention of the Committee.

Obtain assurance from management regarding the College's compliance with applicable laws and regulations in all jurisdictions where the College does business.

On at least an annual basis, review with the President and CEO any legal matters that could have a significant impact on the College's financial statements or risk profile, and the College's compliance with applicable laws and regulations.

n. Review of Douglas College Investment Policy

On an annual basis, review and provide recommendations to the Board on the Douglas College Investment Policy (Section E).

On a quarterly basis, confirm compliance with policy.

o. Review of Guidelines and Procedures for Approval of the President and CEO's Expenses

Review guidelines and procedures associated with the approval of the President and CEO's s expenses.

Review the President and CEO's expense summaries twice annually.

p. Other Activities

Undertake other activities as assigned by the Board.

F. COMMITTEE CALENDAR

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
	TUITION AND OTHER STUDENT-ASSESSED FEES							
1.	Review and recommend to the Board any changes in tuition fees and other student assessed fees after considering the recommendations, if any, of the provincial government with respect to tuition fee changes.	JAN						✓
	a) Notice of Intent: Amendment of By-Law B.GO07.05Tuition and Fees for Instruction	JAN						
	b) Recommendation for approval: Amendment of By-Law B.GO07.05 Tuition and Fees for Instruction		MAR					
2.	Ensure adequate processes are in place for collecting and remitting student society fees to student society.		MAR					
3.	Ensure adequate processes are in place for approving collection of other student association fees, and for collecting and remitting same.		MAR					
	CONSOLIDATED BUDGET							
4.	Review budget development process:							
	a) Budget guidelines and timelines						NOV	
	b) Base assumptions	JAN	MAR					
	c) Planned capital expenditures by category	JAN	MAR					
	d) Review summary presentation to ensure it provides Board a clear, concise picture of financial implications of operating and capital plans, and associated risks	JAN	MAR					
	e) Recommend proposed consolidated budget for Board approval		MAR					

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
	LIMITS OF SPENDING AUTHORITY; SYSTEM ACCESS							
5.	Ensure College has comprehensive statements of spending authorities, and recommend to the Board any changes which may be necessary from time to time				JUN			
6.	Monitor compliance through the audit process.				JUN			
	FINANCINGS, BORROWINGS, INVESTMENTS							
7.	Review and approve for recommendation to the Board the details of proposed financings or borrowings, prior to such proposals being executed and/or submitted to the provincial government for approval.							✓
8.	Review Board Policy A62, Douglas College Board Investment Policy, including investment strategies and compliance with the College and Institute Act, and provide (a) the Board any recommendations for change and (b) the Fund Manager any resulting updates to the Policy.	JAN						
9.	Review investment fund manager's reports on the College's Investment Fund.		MAR	MAY		SEP	NOV	
10.	Investment fund manager's annual review on the College's Investment Fund.		MAR					✓
11.	Per BEGC, provide Board with a semi-annual summary.			MAY			NOV	
	BUILDING, LAND ACQUISITIONS OR DISPOSAL							
12.	Review and provide the Board recommendations on financial propriety of proposed building and land acquisitions and disposals, and significant capital investments, following review and recommendations by the Campus Planning Committee (CPC)							✓

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
	INTERNAL CONTROLS							
13.	Through reviews with management and internal and external auditors, obtain reasonable assurance that the College's accounting and enrolment systems are reliable and that internal controls are adequate.				JUN			
14.	Review auditors' evaluation of internal controls, including (a) any recommendations for improvement of the College's accounting and enrolment procedures and internal controls and (b) management's response.				JUN			
15.	Ensure that the College has appropriate procedures in place to address issues and/or concerns raised by employees or other parties regarding accounting, financial, and enrolment reporting or internal control matters.	JAN						
	RISK MANAGEMENT							
16.	Review Enterprise Risk Management (ERM) policy and processes.						NOV	
17.	Review the College's Risk Inventory.				JUN		NOV	
	FINANCIAL AND ENROLMENT STATEMENTS, REPORTS							
18.	Review quarterly financial and term enrolment reports, forecasts and related information, including status of major capital projects to ensure that any material deviation from the budget, or any material indication that actual results will fail to meet budget expectations, are addressed by management and brought to the Board's attention.							
	a) Quarterly update to the Financial Forecast	JAN (Q3)			JUN (Q1)	SEP (Q2)		
	b) FTE Enrolment reports		Winter		Summer		Fall	
	c) Financial Statements		MAR (Q3)		JUN (Q4)	SEP (Q1)	NOV (Q2)	

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
19.	Review and confirm the year end enrolment statement is reasonable and fairly presented in accordance with the FTE Enrolment Reporting Manual.				JUN			
20.	Review any significant changes in accounting standards and policies, financial, and enrolment reporting practices, and requirements that materially affect the current period's statements.							✓
21	Review management's assumptions supporting significant estimates or judgements affecting such statements.				JUN			✓
22	Receive and review summaries of significant or unusual transactions and other potentially complex matters.				JUN			
23.	Review the external auditor's report in detail with both management and the external auditor; resolve any disagreements regarding financial reporting between senior management and the external auditor.				JUN			
24.	Review the Statement of Financial Information required in accordance with the Financial Information Act.					SEP		
	INTERNAL AUDIT							
25.	Oversee the internal audit relationship with management.			MAY				
26.	Review the organization and independence of the internal auditor.			MAY				
27.	Review goals, resources and work plans, including approval of changes to work plans.			MAY				
28.	Review any restrictions or problems.			MAY				
29.	Review reports of internal audit, including recommendations and management responses.							✓
30.	Meet with management and the internal auditor.							✓
31.	Meet with the internal auditor, without management present.							✓

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
32.	Review proposed changes in internal auditor.							✓
33.	Review and approve proposed audit fees.			MAY				
	EXTERNAL AUDIT							
34.	Recommend to the Board the appointment, retention, or replacement of the external auditor.				JUN			
35.	Review all issues related to any change in external auditor, and planned steps for an orderly transition.							✓
36.	Recommend terms of engagement of the external auditor, and appropriateness and reasonableness of proposed audit fees.	JAN						
37.	Review the amount of fees paid to the external auditor and its affiliates.				JUN			
38.	Review annual report identifying any external audit firms, other than the appointed external auditor, with which the College has consulted on external audit-related matters.				JUN			
39.	Assess independence of the external auditor.				JUN			
40.	Review with the external auditor and management, the audit plan, including but not limited to the engagement letter, objectives, and scope of external audit work, materiality limit, areas of audit risk, staffing, timetable, and proposed fees.	JAN						
41.	Review any problems the external auditor encounters in performing the audit, including any restriction imposed by management and all significant accounting issues on which there was disagreement with management.				JUN			
42.	Review (a) the management letter containing the external auditor's recommendations and (b) management's response and follow up on any significant identified weaknesses.				JUN			
43.	Meet with the external auditor in camera, without management, in order to discuss any matters that the Committee or external auditor consider should be discussed privately with the AFIC.	JAN			JUN			✓

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
44.	Determine whether external audit performance is satisfactory, effective, and meets the College's requirements.				JUN			
	LEGAL, REGULATORY COMPLIANCE							
45.	Monitor the College's compliance with legislation, regulations, mandate and reporting requirements.			MAY				
46.	Make enquiries of management and the external auditor to ensure that all material legal matters have been brought to the Committee's attention.				JUN			
47.	Obtain management's assurance regarding the College's compliance with applicable laws and regulations in all jurisdictions in which the College conducts business.			MAY				
48.	Review with the President, at least annually, (a) any legal matters that could have a significant impact on the College's financial statements or risk profile, and (b) the College's compliance with applicable laws and regulations.			MAY				✓
	INSURANCE							
49.	Review College insurance coverage and obtain assurance from management regarding its adequacy and appropriateness.					SEP		
50.	Review Directors' liability coverage and obtain assurance from management regarding its adequacy and appropriateness.					SEP		
	OTHER DUTIES							
51.	Provide orientation to new Committee members.					SEP		✓
52.	Review the President's expense summaries twice annually.			MAY			NOV	
53.	Review status of College Board budget	JAN		MAY		SEP		✓
54.	Provide the Board written reports on Committee activities (Chair).	JAN	MAR	MAY	JUN	SEP	NOV	

#	AUDIT, FINANCE AND INVESTMENT COMMITTEE CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS REQUIRED
55.	Review the Committee's Terms of Reference; recommend any revisions for Board approval.			MAY				
56.	Undertake other activities as requested by the Board Chair.							✓
57.	Conduct a self-evaluation of this Committee and report results to the Board				JUN			

SECTION C4

Terms of Reference for the Human Resources Committee (HRC)

A. PURPOSE

The purpose of the Human Resources Committee (the "Committee") is to assist the Board in fulfilling its obligations relating to human resources oversight, including but not limited to, the President's annual performance planning and evaluation, succession planning and significant human resources policies.

B. COMPOSITION

The Committee shall be composed of not less than three Directors and not more than five Directors, including the Committee Chair. The Board, on the recommendation of the Board Executive and Governance Committee, appoints the Committee Chair and Committee members.

The College Board Chair and the College President and CEO shall serve as ex-officio, non-voting members. The Committee may engage independent consultants as required to assist with its duties.

The College Secretary, or a nominee, shall serve as secretary to the Committee. The Associate Vice President, Human Resources, shall serve as a non-voting management resource. Additional resource personnel may be invited to attend meetings as required.

C. ACCOUNTABILITY TO THE BOARD

The Committee is accountable to the Board. Except where the Board by resolution or through the Committee's Terms of Reference has authorized the Committee to act, the Committee has no authority to direct management or to commit Douglas College.

D. MEETINGS

The Committee shall meet at least five (5) times each year. The Committee Chair shall report to the Board, at every Board meeting, on the HRC's activities, deliberations, and recommendations.

A majority of the members of the Committee constitutes a quorum.

E. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee shall be responsible for the specific duties as outlined in these Terms of Reference and summarized in the Committee Calendar.

a) Executive Appointments

i. Review and recommend, for Board approval, the President and CEO appointment.
ii. Review and recommend, for Board approval, the President and CEO employment agreement.
iii. Review and recommend, for Board approval, the Executive employment agreement template.
iv. Annually review the job description for the role of President and CEO, and recommend changes to the Board as appropriate.

b) Compensation Structure

i. Annually review the merit increases for excluded staff for recommendation to the Board.
ii. Annually review and approve the Executive Compensation Disclosure (Board delegated approval to HRC).
iii. Annually review the College's total compensation philosophy, and recommend any changes to the Board.
iv. Review the Terms and Conditions of Employment for Excluded Employees, and recommend any changes to the Board.
v. Annually review the compensation framework for Excluded Employees and recommend any changes to the Board.
vi. Annually review the President's total compensation and recommend any changes to the Board.

c) Succession Planning and Development

i. Annually review the College's Senior Management Team key role performance, development and succession plans with the President.
ii. Review major changes in the management organizational structure as proposed by the President.
iii. Review and recommend the President and CEO succession plan for Board approval.
iv. Together with the Board Chair, lead the development of the President's annual goals and objectives, for recommendation to the Board.
v. Together with the Board Chair, lead the President's annual performance review for submission to the Board.
vi. Periodically review the President and CEO performance review process and recommend changes for Board approval as appropriate.

d) Risk Management

i. Review and monitor the College's risk register in respect of those risks relevant to the Committee's mandate.
ii. Review and monitor the College's health and safety performance.
iii. Review semi-annual reports on activity associated with the Sexual Violence and Misconduct Prevention and Response policy.

e) Human Resources

i. Oversee the development and execution of the HR strategy.
ii. Review proposed strategy for collective bargaining with the College's unions.
iii. Review and recommend for Board approval, tentative collective agreements with the College's unions.
iv. Review all significant HR policies.
v. Review reports regarding HR-related issues and incidents reportable under College policies.
vi. Review employment related legal issues and provide advice and direction as appropriate.

f) Other

i. Annually review the Committee's Terms of Reference and recommend changes to the BEGC for Board approval.
ii. Undertake other activities as requested by the Board Chair.
iii. Conduct a self-evaluation of the Committee and report results to the Board.

F. COMMITTEE CALENDAR

HUMAN RESOURCES COMMITTEE (HRC) CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS NEEDED
EXECUTIVE APPOINTMENTS AND AGREEMENTS							
1. Review and recommend for Board approval the President and CEO appointment.							✓
2. Review and recommend for Board approval the President and CEO employment agreement.							✓
3. Review and recommend for Board approval the Executive Employment Agreement template.							✓
4. Annually review the President and CEO job description; recommend changes as appropriate for Board approval.					SEP		
COMPENSATION STRUCTURE							
5. Annually review the merit increases for excluded staff for recommendation to the Board			MAY				
6. Annually review and approve the Executive Compensation Disclosure (Board delegated approval to HRC)			MAY				
7. Annually review the College's Total Compensation Philosophy and recommend changes as appropriate for Board approval.						NOV	
8. Review the *Terms and Conditions of Employment for Excluded Employees* annually; recommend changes as appropriate for Board approval.			MAY				
9. Annually review the compensation framework for excluded employees and recommend changes as appropriate for Board approval.		MAR					
10. Annually review the President's total compensation and recommend any changes to the Board.						NOV	

HUMAN RESOURCES COMMITTEE (HRC) CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS NEEDED
SUCCESSION PLANNING AND DEVELOPMENT							
11. Annually review the College's Senior Management Team key role performance, development and succession plans with the President.			MAY				
12. Review major changes in the management organizational structure as proposed by the President.				JUN			
13. Review and recommend the President and CEO succession plan for Board approval.				JUN			
14. Together with the Board Chair, lead the development of the President's annual goals and objectives for recommendation to the Board.						NOV	
15. Together with the Board Chair, lead the President's annual performance review for submission to the Board.				JUN	SEP		
16. Periodically review the President and CEO performance review process; recommend changes as appropriate for Board approval.							✓
RISK MANAGEMENT							
17. Review and monitor the College's risk register in respect of those risks relevant to the Committee's mandate.			JUN			NOV	
18. Review and monitor the College's health and safety performance.		MAR		JUN		NOV	
19. Review semi-annual reports on activity associated with the *Sexual Violence and Misconduct Prevention and Response* policy.	JAN			JUN			
HUMAN RESOURCES							
20. Oversee the development and execution of HR strategy.	JAN						✓
21. Review proposed strategy for collective bargaining with the College's unions.							✓
22. Review and recommend for Board approval tentative collective agreements with the College's unions.							✓
23. Review all significant HR policies.							✓
24. Review reports regarding HR-related issues and incidents reportable under College policies.	JAN						
25. Review employment-related legal issues; provide advice and direction as appropriate.							✓
OTHER							
26. Annually review the Committee's Terms of Reference and recommend changes to BEGC as appropriate for Board approval.			MAY				
27. Undertake other activities as requested by the Board Chair.							✓

HUMAN RESOURCES COMMITTEE (HRC) CALENDAR	JAN	MAR	MAY	JUN	SEP	NOV	AS NEEDED
28. Conduct a self-evaluation of the Committee and report results to the Board.				JUN			

SECTION C5

Terms of Reference for the Campus Planning Committee (CPC)

A. PURPOSE

The purpose of the Campus Planning Committee (the "Committee") is to consider strategic risks and opportunities as it assists the Board in fulfilling its responsibility for the oversight of long term campus development.

B. COMPOSITION AND RESOURCES

The Committee shall be composed of not less than three and not more than five Directors, including the Committee Chair. The Board, on the recommendation of the Board Executive and Governance Committee, appoints the Committee Chair and Committee members.

The College Board Chair and the College President and CEO, shall serve as ex-officio, non-voting members. The Committee may engage independent consultants as required to assist with its duties.

The College Secretary, or a nominee, shall serve as secretary to the Committee. The Vice President Administrative Services & Chief Financial Officer shall serve as non-voting management resource. Additional resource personnel may be invited to attend meetings as required.

C. ACCOUNTABILITY TO THE BOARD

The Committee is accountable to the Board. Except where the Board by resolution or through the Committee's Terms of Reference has authorized the Committee to act, the Committee has no authority to direct management or to commit Douglas College.

D. MEETINGS

The Committee shall meet at least four times a year. The Committee Chair shall report to the Board, at every Board meeting, on the Committee's activities, deliberations, and recommendations.

A majority of the members of the Committee constitutes a quorum.

E. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee shall be responsible for the specific duties outlined in the Terms of Reference and summarized in the Committee Calendar.

1. Campus Planning

a) Review Campus Planning Guide, Campus Planning Guide status report annually.

b) Review the Campus Master Plan at least every 2nd year.

2. Capital Projects

a) Review proposals for capital projects valued at $100,000 or more, and review status reports on those projects;

b) Review facilities related capital project proposals in conjunction with the annual budget development cycle; refer CPC-endorsed proposals to the Audit, Finance and Investment Committee;

c) Ensure that the Audit, Finance and Investment Committee (AFIC) is aware of any capital projects beyond those identified in the approved budget, in order that the AFIC may develop its recommendations to the Board regarding approval of such matters;

d) Review major facilities project and expansion progress reports, and report to the Board;

e) Review management's plans to acquire, dispose of, or develop land and/or college campus facilities;

f) Review the planning processes, opportunity and risk assessments and building design, and recommend for approval to the Board, where appropriate, the construction of major facilities capital projects;

g) Review and advise on identification of funding sources for major capital projects.

3. Statutory Reporting

a) Review and provide recommendations on the College's proposed Five-Year Capital Plan;

b) Review and make recommendations on environmental sustainability plans and/or indicators on capital projects and facilities operations.

4. Campus Utilization

a) Review analysis of space utilization distribution and future needs.

5. Leases

a) Review leases requiring Board approval, and make recommendations to the Board.

6. Risk Management and Reporting

a) Review and monitor the College's risk profile in respect of those risks relevant to the Committee's mandate.

7. Maintenance

a) Review the long term facilities maintenance plan, including deferred, regular and new maintenance issues

Other

a) Provide the Board with written reports on Committee activities (Chair);
b) Provide orientation to new Committee members;
c) On an annual basis, review the Committee's Terms of Reference and recommend changes for BEGC

review and Board approval;

d) Conduct annual assessment of Committee performance;
e) Review status reports on Committee-related audits;
f) Undertake other activities as requested by the Board Chair.

F. COMMITTEE CALENDAR

#	CAMPUS PLANNING COMMITTEE (CPC) CALENDAR	JAN	MAY	JUN	NOV	AS NEEDED
CAMPUS PLANNING						
1.	Review Campus Planning Guide status report				NOV	✓
2.	Review the Campus Planning Guide				NOV	✓
3.	Review Campus Master Plan once every two years, beginning 2019				NOV	✓
CAPITAL PROJECTS						
4.	Review proposals for capital projects valued at $100,000 or more, and review status reports on those projects	JAN	MAY	JUN	NOV	✓
5.	Review annual facility-related capital budget proposals; monitor expenditures relative to budget; review and make recommendations on proposals that emerge outside the budget cycle. Recommend CPC-endorsed proposals to Audit, Finance and Investment Committee.	JAN			NOV	✓
6.	Review capital project proposals valued at $100,000 or more and presented by management *independent of the annual budget development cycle*; and refer CPC-endorsed proposals to Audit, Finance and Investment Committee					✓
7.	Review facilities project and expansion progress reports; provide recommendations to the Board					✓
8.	Review management's plans to acquire, dispose of, or develop land and/or college campus facilities.					✓
9.	Review planning processes, opportunity and risk assessments and building design associated with proposed construction of major facilities capital projects; provide recommendations to the Board					✓
10.	Assist in identifying all sources of funding for major capital projects					✓
STATUTORY REPORTING						
11.	Review draft updates to Five-Year Capital Plan; provide recommendations for Board consideration prior to submission (typically June) to government			JUN		✓

#	CAMPUS PLANNING COMMITTEE (CPC) CALENDAR	JAN	MAY	JUN	NOV	AS NEEDED
12	Review annual sustainability report from management.			JUN		
CAMPUS UTILISATION; SPACE ANALYSIS						
13.	Review analysis of space utilization distribution and future needs				NOV	✓
LEASES						
14.	Conduct annual review of significant new *and* renewable leases requiring Board approval; provide recommendations to the Board				NOV	✓
RISK MANAGEMENT AND REPORTING						
15.	Review systems and processes to identify, monitor, and manage material risks, and recommend any changes			JUN	NOV	✓
MAINTENANCE						
16.	Review the long term maintenance plan, including regular, deferred, and new maintenance issues				NOV	✓
OTHER						
17.	Provide the Board written reports on Committee activities (Chair)	JAN	MAY	JUN	NOV	✓
18.	Provide orientation to new Committee members				SEPT/ NOV	✓
19.	Annually review the Committee's Terms of Reference and recommend changes for BEGC review and Board approval		MAY			✓
20.	Conduct annual assessment of Committee performance			JUN		✓
21.	Undertake other activities as requested by the Board Chair					✓
22.	Review status reports on Committee-related audits					✓

SECTION C6

Terms of Reference for Ad Hoc Committees or Task Forces

An Ad Hoc Committee or Task Force is a committee of the Board of Directors (the "Board"), established for a specific period of time to undertake a specific task, and then disbanded.

The Board Chair may appoint Ad Hoc Committees or Task Forces between board meetings, but their appointments and terms of reference shall be subject to approval of the Board at the next Board meeting.

An Ad Hoc Committee or Task Force must get an extension approved to go beyond the time limit specified in its terms of reference. Committee Operating Guidelines (Section C1) apply to Ad Hoc Committees or Task Forces established by the Board or Board Chair.

This structure will be reviewed regularly as the Board considers which, if any, of its responsibilities will best be fulfilled through more detailed review of matters by an Ad Hoc Committee or Task Force.

Each Ad Hoc Committee or Task Force must have terms of reference with the following sections:

a. Purpose
b. Composition
c. Duties and Responsibilities
d. Accountability
e. Completion Date

SECTION D1

Board, Board Chair and Committee Evaluation

As part of its dedication to excellence in its governance practices, the Board is committed to Board evaluation, the purpose of which is to provide Directors with an opportunity each year to examine how the Board, the Board Chair and the Board's Committees are performing, and to identify opportunities for improvement.

Process

Each year, the Board Executive and Governance Committee (BEGC) will recommend to the Board the specific evaluation process to be undertaken. The evaluation process will be appropriate to the stage of development of the Board.

The BEGC may engage an outside advisor to assist in the design and implementation of the Board evaluation process, subject to the approval of the Board Chair.

Board Evaluation Goals

Assess the overall performance of the Board and measure the contributions made by the Board to Douglas College in keeping with expectations;

Evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of the College; and

Enhance and maintain best corporate governance practices.

Board Chair Evaluation

The objective of the Board Chair evaluation process is to improve the overall performance of the Board by providing feedback to the Board Chair.

Committee Evaluation

The objective of the Committee evaluation process is to improve the functioning of the Committee and thus contribute to improving the overall performance of the Board.

Feedback—Board Evaluation

The Chair and BEGC shall review results and develop recommendations based on those results of the Board Evaluation in a timely manner following the performance assessment process.

The Chair shall report the results to the Board along with any recommendations.

The Board shall discuss the results and recommendations and determine what, if any, actions shall be taken.

The Board shall set objectives for itself for the upcoming year.

Feedback – Board Chair Evaluation

Subsequent to the Chair's report to the Board on its self-evaluation the Board will have an in-camera discussion of the results of the Board Chair evaluation. The results of this discussion will be summarized and incorporated with the results of the Board Chair evaluation.

A Vice Chair, or designate agreed by the Board and Board Chair, will meet with the Board Chair to review and discuss the results of the evaluation process.

SECTION D2

Strategic Planning Process

Introduction

Planning is a critical component of good management and good governance. While the Board has the responsibility for ultimate plan approval, management has the responsibility to develop the plan and work collaboratively with the Board in areas of critical strategic importance.

Roles and Responsibilities

The Board is ultimately responsible for setting the strategic directions of the College and approving the Strategic Plan.

Management, led by the President, is responsible for the development and execution of the strategic plan and annual operating and capital budgets.

The Board's role is to ensure there is an appropriate planning process in place, to review, question, offer advice, validate and ultimately endorse the College's plans, and monitor and hold management accountable for their implementation.

At various stages of development of the strategic plan, the Board is briefed on the status of the planning process and may be asked to review draft elements of the plan.

The President has the responsibility to ensure that all employees are appropriately aware of the strategic plan and understand how the functions they perform fit within the strategic direction of the College. This will typically include a published document that incorporates the College's Core Purpose, Vision Statement, and an overview of the key themes and elements of the strategic plan.

The Planning Framework

Douglas College plans for long-term success and sustainability. The strategic plan covers a five-year time frame. However, the strategic plan is a dynamic document that is reviewed annually by the Board, and updated as required, to address new opportunities and challenges for Douglas College.

The planning cycle for the 5-year Strategic Plan consists of several key contact points between management and the Board and will be organized and scheduled to accommodate the Board's annual calendar.

i. Board Strategic Advance Meeting

Prior to management developing the strategic plan, they meet with the Board to ensure there is alignment with the Board regarding strategic vision and direction. Key elements of this process are a

series of aspirational statements to define the desired future state and an environmental scan identifying management's current view of the College's external threats and opportunities as well as internal strengths and weaknesses. In light of this information, management and the Board participate in a fulsome discussion regarding the key components of management's strategic view and potential changes required to reach alignment between Board and management.

ii. Draft Strategic Plan Meeting

Management prepares a "draft" strategic plan taking into account the desired future state, the situational analysis, and the Board's suggestions. The draft plan is sent to members of the Board in advance of the Board meeting. The Board and management work together to review the draft Plan at the meeting.

iii. Strategic Plan Approval

As a result of feedback from the Draft Strategic Plan Meeting, management revises the plan and sends to the Board the final strategic plan in advance of the Strategic Plan Approval Meeting. Once approved, management incorporates appropriate components of the plan into the annual operating and capital budgets and communicates the plan to the college community.

Performance Reporting Measures

Once the Strategic Plan is approved, management produces a set of key performance indicators (KPIs) to track performance. Management reports to the Board on an ongoing basis (at least semi-annually) on the performance of the College, whether it is achieving its targets as identified and any actions planned for areas that are not meeting expectations.

SECTION D3

Board Composition and Succession Planning

Introduction

Effective Boards are composed of Board members having the right combination of personal attributes and relevant skills and experience.

The Minister is responsible for appointing Directors to the Board of Douglas College. However, the Board Chair, with the support of the Board, plays a role in ensuring orderly succession of Board members by advising the Minister on the types of skills and experience required on the Board, identifying potential candidates to fill pending vacancies and providing feedback on incumbent Directors prior to expiry of their appointments, along with a recommendation on their re-appointment.

Key Considerations in Board Composition

The optimal Board composition for Douglas College involves a consideration of the following four broad categories.

Personal Characteristics

All Directors should be committed to Douglas College's core purpose, vision, and values and possess the following personal characteristics:

a. integrity and accountability;
b. demonstrated high ethical standards and integrity in personal and professional dealings, and who are willing to act on, and remain accountable for, Board decisions;
c. informed judgment;
d. ability to provide wise, thoughtful counsel on a broad range of governance issues;
e. mature confidence;
f. preference for Board and team performance over individual performance;
g. respect for others;
h. high performance standards;
i. a history of achievements that reflect high standards for themselves and others;
j. ability to commit the time required; and
k. no real or perceived conflicts.

Specific Skills and Experience

Board members, as a group, should possess a combination of skills, experience, and social and cultural awareness relevant to Douglas College's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to Douglas College's internal and external opportunities or challenges.

Board Leadership.

The BEGC, on an annual basis, will review the skills and experiences necessary, the outcomes of which are reflected in the skills matrix.

In order for the Board to be effective, it is important that the Board include a selection of Directors who have the necessary skills, experience and desire to fill key leadership positions on the Board including Board Chair and Committee Chairs.

Diversity

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Directors with the goal of creating robust Board dynamics, fulsome Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives and problem solving approaches, which reflects the diversity of BC.

Process

The Board Chair, the Board Executive and Governance Committee, and Directors all play key roles in identifying the needs of the Board and potential candidates to fill those needs. Throughout the process, the Board Chair plays a leadership role in liaising with the Minister on behalf of the Board.

Identifying Required Skills and Experience

In order to identify the desired skills and experience and based on an assessment of current and future needs, the Board Executive and Governance Committee develops and analyzes a Board Competencies Matrix to determine:

a. the optimal attributes desired for the Board as a whole;
b. the skills, background and experience of continuing Directors; and
c. the "priority needs" (i.e., those attributes that should be added and/or strengthened on the Board) to be filled in the appointment of new Directors.

With the Board Chair, the Board Executive and Governance Committee leads a process to identify specific skills and experience desired in new Directors to fill upcoming vacancies.

The Ministry's Competency Matrix form may be used as a guide by the Board Executive and Governance Committee in reviewing the needs of the Board and the priority needs in new Director appointments. The completed Competency Matrix may be used as a guide in identifying potential Director candidates.

Identifying Candidates

All Directors are encouraged to identify candidates who meet the desired needs as identified through the above process. The Board Executive and Governance Committee also searches pro-actively to identify suitable candidates.

In relation to filling vacant appointments, the Board Chair liaises with the Minister and the appropriate office within Government concerning the needs of the Board and potential Candidates.

Directors Eligible for Reappointment

In relation to any current Director that is eligible for reappointment, the Board Chair provides the Minister with an assessment of the Director's performance during the preceding term, based on the Chair's personal assessment and any feedback provided through a Director evaluation process (if applicable), along with a recommendation on their reappointment.

Notification of New Appointments

At least six (6) months prior to the expiry of a Director's term, the Board, through the Board Chair:

a. provides notice to the Minister (and/or appropriate office within Government) that the term of the Director is about to expire and request an appointment;

b. provides to the Minister (and/or appropriate office within Government) a written request for a new appointment to full such vacancy;

c. provides the Minister (and/or appropriate office within Government) with the Board's analysis of the needs to be filled in a new Director appointment; and

d. provides the Minister (and/or appropriate office within Government) with the names and biographical information of any individuals recommended by the Board to fill the vacancy.

Throughout the Director recruitment and appointment process, the Board Chair is available for consultation with the Minister with respect to the background, experience and skills required on the Board.

SECTION D4

President and CEO Performance Planning and Review Process

Introduction

The performance evaluation of the President and CEO is one of the most important responsibilities of the Board. The evaluation process provides a formal opportunity for the Board and President to have a constructive discussion regarding the performance of Douglas College and the President's leadership of the College over the course of the academic year.

The Human Resources Committee provides a leadership role in carrying out the evaluation process although the Board as a whole is involved in approving the President's performance goals and conducting the evaluation.

Purpose

The purpose of the performance planning and review process is to:

a. Ensure the President's annual performance goals are aligned with the College's Strategic Plan and that performance expectations are clearly understood by the President and the Board
b. Support the President's growth and professional development
c. Determine eligibility for merit-based salary increases
d. Strengthen Board and President relations

Process

The Human Resources Committee, together with the Board Chair, leads the development and implementation of the President's performance planning and review process.

In September of each year, the President will prepare the performance plan (metrics and priority goals) for review by the Human Resources Committee. The Committee will review and recommend to the Board for its approval.

In July of each year, the President will provide to the Board Chair a self-evaluation of performance against the performance plan. During the summer months, the Board Chair and Chair of HRC will obtain input from Board members as to the President's performance. The information will be consolidated and summarised and presented to the Board each September.

Following discussion with the Board, the Board Chair and Chair of HRC will meet with the President to provide the final report and discuss overall performance. As a result of the performance review, there may be some specific items that will need to be included in the next performance plan.

In addition to the annual performance review, at least every other year, a developmental process will be undertaken. The purpose of this process is to identify opportunities for personal development for the President, based on Board review of a range of competencies associated with effective leadership. A report will be presented to the Board on the results of the review. Following discussion with the Board, the Board Chair and Chair of HRC will meet with the President to review the final report.

SECTION D5

Board Orientation and Professional Development

Introduction

The Board Executive and Governance Committee, with the assistance of management, ensures that there is an orientation process for new Directors.

Goals

The goals of the orientation process are to:

Ensure that each new Director fully understands Douglas College's formal governance structure, the role of the Board, its supporting Committees, and the expectations in respect of individual performance as set out in the Director Position Description.

Help each new Director build an understanding of Douglas College, its operations and working environment including:

a. its strategic goals and initiatives;
b. summary details of its principal assets, liabilities, significant commitments;
c. its structure;
d. summary of major stakeholders and relationships;
e. its major risks and risk management strategy;
f. key performance indicators;
g. any operational or financial constraints imposed by legislation or otherwise;
h. the Code of Conduct, including conflict of interest and confidentiality policies;

Build a link with the individuals who make up Douglas College, including:

a. opportunities to meet and get to know fellow Directors;
b. opportunities to meet and get to know senior members of the management team;
c. visits to campuses to interact with employees and students; and

Build an understanding of Douglas College's main relationships, including those with students, faculty and other stakeholders.

Resources

Following the Orientation Presentation, new directors will be provided with a comprehensive set of resources, including:

a. The Board Governance Framework, including directors' and officers' insurance coverage
b. The most recent strategic plan and annual operating and capital budgets
c. Agendas and all materials from the previous year's Board meetings
d. Agendas and all materials from the previous year's Committee meetings for any Committee that the Director will be joining.
e. A schedule of dates for upcoming Board meetings and Committee meetings.

Process for New Directors

Each new Director is expected to participate in an initial orientation session prior to their attendance at Board meetings.

The Board Executive and Governance Committee will ensure that arrangements are made for the orientation session for a new Director. The session will be scheduled as soon as possible after their appointment takes effect.

An experienced Director will be asked to function as a mentor for the new Director.

Professional Development

The Board is committed to ongoing professional development for Directors.

The Board will identify professional development opportunities for Directors to be provided throughout the year.

If a Director wishes to take advantage of a professional development opportunity not previously identified by the Board, and seeks reimbursement from the Board for expenses related to the opportunity, the Director must obtain the prior approval from the Board Chair.

SECTION D6

Board Operating Guidelines

Introduction

The Terms of Reference for the Board of Directors (Section B3) define the role of the Board at Douglas College. The Board of Directors' Operating Guidelines outlines how the Board of Directors will operate to carry out its duties of stewardship and accountability.

Best Interests of Douglas College

The Board of Directors (the "Board") is responsible, under law, to manage or oversee the management of the affairs and business of Douglas College. The Board oversees the conduct of business of Douglas College and provides strategic guidance to management, which is responsible for the day-to-day conduct of business.

Terms of Reference

Terms of Reference for the Board (Section B3), its Committees (Section C2-C6), the Board Chair (Section B4), and the President and Chief Executive Officer (the "President") (Section B5) are reviewed annually by the Board Executive and Governance Committee (BEGC), as part of an annual review of the Douglas College Governance Framework.

Each Committee shall review annually its own Terms of Reference and shall forward the results of the review to BEGC and for recommending any changes to the Board for approval.

Board Independence

The Board supports the concept that the Board Chair should be an OIC appointment and not an employee or student of the College. This structure allows the Board to function independently when necessary. The Board Chair's role is to manage and provide leadership to the Board as described in Section B4.

The Board will allow time for a meeting of only the directors at the end of each Board meeting. This provides an opportunity for directors to raise any issues independently of management and scheduling this session on a regular basis ensures that such meetings are a matter of course for an independent Board and do not indicate any kind of crisis or emergency.

The Board and Board Chair Succession

The Board Chair's role is to manage and provide leadership to the Board as described in Section B4.

The Board Chair is elected from among the directors on a bi-annual basis.

The Board plans for Chair succession by ensuring potential Chair candidates develop experience through the participation and leadership of committees and officer positions.

The process for reviewing and evaluating the performance of the Board, Board Chair, and Committees is outlined in Section D1.

Election of Officers of the Board

The Chair and Vice Chair(s) are elected from among the directors as outlined in Section D7.

Board Committees

The function of committees is to help the Board with a task that belongs to the Board. It is a mechanism that permits deeper examination of issues in key areas of board responsibility. The role of committees is to support, not supplant, Board responsibility.

The Board has developed a set of guidelines (Section C1) for Board committees that apply to all committees established by the Board.

The Terms of Reference for each committee are set out separately (see Sections C2-C5).

The current Committees of the Board are:

a. Board Executive and Governance Committee
b. Finance, Audit and Investment Committee
c. Human Resources Committee
d. Campus Planning Committee

Committee Chairs and Committee Members

Committee Chairs and members of committees are appointed by the Board.

The Board Chair, through the Board Executive and Governance Committee (BEGC), is responsible for annually proposing the leadership and membership of each committee.

In preparing recommendations to the Board, the Board Chair will consult with the President and BEGC, and take into account the preferences, skills and experience of each director.

Ad Hoc Committees/Task Forces

Ad Hoc Committees or Task Forces are Board committees but differ from other committees in that each is established for a specific period of time to undertake a specific task, and is then disbanded.

Each Ad Hoc Committee/Task Force operates according to a Board approved mandate outlining its duties and responsibilities.

General operating guidelines for Ad Hoc Committees/Task Forces can be found in Section C7 of the Governance Framework.

Board Meetings and Agenda

The Board meets a minimum of four (4) times per year or more frequently as necessary to transact the business of the Board. Each Board meeting will have an open session for the public.

The Board may also meet at the call of the Board Chair.

Board meetings may have a closed session to the public for matters such as:

a. matters relating to the collective bargaining process or changes to the employment status of College personnel;
b. accident claims and other matters where Board liability may arise;
c. legal opinions respecting the liability or interest of the Board;
d. the purchase of real property including the designation of new sites, consideration of appraisal reports, consideration of amounts claimed by owners, and determination of Board offers;
e. the lease, sale or exchange of real property prior to finalization thereof;
f. matters pertaining to the safety, security or protection of College property;
g. such other matters where the Board decides that the public interest so requires, or which in the opinion of the Board are of a confidential or sensitive nature.

Board meeting agenda, with all supporting documents, will be available prior to meetings. Agenda materials for the open session will be provided to the Douglas College Faculty Association (DCFA), B.C. Government Employees' Union (BCGEU), and the Douglas Students' Union (DSU) prior to the meeting.

Voting Procedures:

a. A majority vote is required to pass a motion; a majority is defined as more than half of the votes cast by Board members entitled and present to vote at a properly called meeting with a quorum present; a quorum is defined as more than half of the voting members of the Board; abstentions are not counted.
b. The Chair has the same voting rights as other Board members; the Chair protects his/ her impartial position by exercising voting rights only when his/her vote would affect the outcome, in which case the Chair can either vote and thereby change the result or the Chair can abstain; a final result in the form of a tie rejects a motion; in a vote by ballot, mail or email, the Chair votes with everyone else.

c. A member can raise doubts about the results of a vote at any time prior to moving to the next order of business on the agenda, at which time the Chair's declaration with respect to the vote will stand as the decision of the Board.
d. At the discretion of the Chair, one of the following voting methods will be chosen to conduct the vote:
   - By general consent;
   - By show of hands;
   - By rising vote;
   - By ballot;
   - For meetings by electronic means: by alphabetical order;
   - For meetings by mail or email: In special circumstances that require voting by mail or email the principles applied to a ballot vote will apply.
e. Anything other than "For" or "Against" will not be counted.

Board members may attend via teleconference/videoconference if they are unable to attend in-person.

SECTION D7

Election of Chair and Vice Chair of the Board

The Board shall elect one Chair and up to two Vice Chairs. Elections are typically scheduled every second year, in odd-numbered years during the June Closed Session meeting of the College Board.

Prior to the elections, the BEGC shall review the Board structure and determine the appropriate number of Vice Chairs based on the College's needs. The Board shall approve the number of Vice Chairs upon the recommendation of the BEGC.

All OIC members whose terms of office are such that they have a minimum of one year remaining in their term on the date of assumption of office (July 1) shall be eligible for election to the roles of Chair and Vice Chair(s).

The term of office shall be two years, commencing on the first day of July following an election and concluding on June 30 of the subsequent odd-numbered year.

Should a College Board Officer be unable to complete his or her term, the member shall advise the BEGC in writing, in which case the Board may conduct a by-election to replace said member for the balance of his or her term. Protocols for by-elections shall be consistent with those for regular elections.

All appointed and elected Board members are eligible to vote in Board Officer elections. Ex-officio members are ineligible to vote.

SECTION D8

Management Succession Planning

Introduction

The development and execution of the management succession and development plans involves the Board, the Human Resources Committee and the President and CEO.

The management succession planning process is designed to assure the Board that, when necessary, Douglas College's key management positions can be filled by competent people. The process is designed to ensure there are a range of options available to the Board and a broad, diverse base of skills within the organization from which Douglas College can choose its future leaders.

The Board considers succession planning to be an ongoing process providing longevity for Douglas College through the continual development, encouragement and assessment of leadership talent at all levels of the organization.

Duties and responsibilities

The duties and responsibilities in the succession planning process are shared among the Board, the Human Resources Committee and the President and CEO.

Board

a. Approves the succession plan for the President and CEO;
b. In the case of other senior managers, ensures plans are in place for management succession and development;
c. Ensures that criteria and processes for recognition, promotion, development and appointment of senior management are consistent with the future leadership requirements of Douglas College;
d. Ensures it receives appropriate briefings and acquires sufficient knowledge on potential successors to make an informed decision on future appointments; and
e. Ensures the succession plan includes a process that would respond to an unplanned situation which required an immediate replacement of the incumbent President and CEO.

Human Resources Committee

a. Reviews the President and CEO's management succession plan;
b. Receives semi-annual updates as well as an annual report on the plan;
c. Reviews and discusses with the President and CEO, the processes and outcomes associated with the recognition, promotion, appointment and development of the senior management team;

d. Ensures the succession plan includes a process that would appropriately respond to an unplanned situation which required an immediate temporary replacement of the incumbent President and CEO.

President and CEO

a. Takes the lead in establishing the internal processes for identifying and developing Douglas College's leaders and keeping the Board informed and involved;
b. Works with the Board, the Human Resources Committee and management to design Douglas College's leadership development processes;
c. Evaluates the leading candidates for promotion;
d. Provides semi-annual updates to the Human Resources Committee and the Board on the mechanisms that build leadership talent and succession capability in Douglas College, including leadership competency frameworks, management development training and job changes; as well an assessment of the most likely successors for the senior leadership positions in Douglas College;
e. Ensures Douglas College has appropriate criteria and processes in place to hire, promote, transfer, and retain;
    - Ensures there is a clear understanding of the management succession and development plan by all management; and
    - Reviews the plan each year with the Human Resources Committee and the Board.

Process

The processes for management succession and development that require approval or special briefing are determined by the Board on the recommendation of the Human Resources Committee.

SECTION D9

Director Compensation and Expenses

Compensation

Board members who are not College employees are provided $2,000 per annum in honoraria, with the Board Chair provided a total of $2,500 in honoraria each year.

Expenses

Board members are entitled to reimbursement of all reasonable expenses incurred on behalf of the College.

Board members incurring transportation, accommodation, meal and out-of-pocket expenses in the course of their duties as members of the Board will be reimbursed in accordance with Provincial Government guidelines.

All expenses other than travel associated with Board, Board committee meetings and College events must be pre-approved by the Board Chair or the Chair's designate.

SECTION D10

Code of Conduct and Ethics

Introduction and Application

Douglas College is committed to the highest standards of ethics and integrity. This Code of Conduct and Ethics ("Code of Conduct") provides general guidelines intended to support ethical behaviour and decision making at Douglas College consistent with the Crown Agencies and Board Resourcing Office's "Standards of Ethical Conduct for Directors of Public Sector Organizations." The Code of Conduct applies to all Board members of Douglas College.

Compliance with Law and Ethical Standards

Douglas College's Board members shall comply with all applicable provisions of laws and regulations. No one at Douglas College shall commit or condone an illegal act or instruct another Board member to do so. All Board members are expected to follow the spirit as well as the letter of the law. All Board members will conduct themselves in such a way as to continuously protect Douglas College's reputation and in particular will conduct all business on behalf of Douglas College fairly and honestly.

Harassment

Everyone at Douglas College has the right to a workplace free from harassment. This includes harassment based on a person's race, colour, ancestry, religion, sex, sexual orientation, age or any other prohibited ground of discrimination. Harassment includes threats or bullying, unwanted or unnecessary physical contact, obscene jokes or other inappropriate, sexually explicit or offensive language, and excessively offensive remarks. It includes inappropriate behaviour, against another person that a reasonable person knows, or ought to know, would cause offence, humiliation, or intimidation. It includes any conduct that results in injury or threat of injury including, but not limited to, acts of aggression, verbal or written threats, or vandalism of personal property. At Douglas College, we consider it the obligation of Board members to report any incidents of harassment they may witness or of which they become aware.

Specific Obligations

Each Board member shall:
Debate and seek out alternative perspectives on all issues coming to the Board to the maximum extent possible. This should occur at all Board and Committee meetings.

Act in the interests of the organization as a whole, setting aside loyalties to other individuals, interest groups or organizations.

Respect the collective authority of the Board and to recognize that individual Board members may not exercise individual authority over the organization, except as delegated by the Board as a whole.

Refrain from disclosing to any person who is not a member of the Board any sensitive or confidential information concerning the clients, operations or activities of Douglas College, and to protect such confidential information.

Commit to monitor all reporting, including financial and performance, in a manner that is more than just compliance in focus.

Balance the short-term and long-term consequences of their decisions.

Exercise independent judgement and appropriate due diligence. It is not sufficient to rely on provided information only (e.g., through forums at the College, community connections).

A Board member who becomes aware of a violation or suspected violation of this code of conduct has an obligation to report the violation or suspected violation to the Board Chair.

Any Board member with a concern about standards of ethical behaviour may seek guidance from the Board Chair or the President.

Oath of Office

Each Board member will take an Oath of Office to be sworn or affirmed, signed, and dated before the commencement of the Board member's first meeting with the Board. The College Secretary will administer the Oath of Office.

SECTION D11

Conflict of Interest

Purpose

The purpose of this Conflict of Interest Policy is to provide direction for the Board on areas of actual, potential and perceived conflicts of interest, and to provide mechanisms to help identify, prevent and/or manage conflicts of interest that could harm the interests of Douglas College.

Definitions

A conflict of interest arises when a Board member's other interests may put into question the independence, impartiality and objectiveness that a member is obliged to exercise in the performance of his or her duties. A conflict of interest may be real, potential, deemed or perceived, and it may involve a financial or non-financial interest.

A conflict of interest does not exist where:
a. The Board member has or may have an interest in common with many other people;
b. The Board member has or may have an interest that is remote or insignificant.

A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e., students, staff, faculty) by a member of that group, who is not a director, officer or member of the executive of that group, is not considered to be a conflict of interest. For purposes of clarification, student members are permitted to vote on issues related to tuition and fees.

General Guidelines for Declaring Conflict of Interest

The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive. The definition of conflict described under Definitions should be applied in determining the existence of a conflict.

Conflict could reasonably be considered to exist, however, for the following identified groups in the following situations:

a. Deliberations and decisions directly affecting a specific instructional program in which
   - Student Board members are enrolled in the program.
   - Faculty or support staff Board members are employed in the program.
   - Board members with related persons are enrolled in or employed in the program.
b. Deliberations and decisions related to labour negotiations and labour relations
   - For faculty and support staff Board members.

- For Board members with related persons who hold faculty and/or support staff positions at Douglas College.
- For Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.

c. Deliberations and decisions related to labour disputes regarding faculty and support staff
   - For faculty and support staff Board members who have the responsibility or joint responsibility with others, to adjudicate disputes regarding faculty and support staff, represent faculty or support staff or their interests in disputes or are involved in any deliberations, decision-making, or implementation of any such decisions by or on behalf of faculty or support staff associations.

d. Deliberations and decisions related to any matter in which Douglas College's interests may not be aligned with those of the faculty or staff association for Board members who hold executive positions with faculty and staff associations.

Responsibilities

It is the responsibility of a Board member to identify a conflict of interest to the Chair of the Board in writing, or verbally at a Board meeting if the conflict of interest arises without notice.

A Board member who has a conflict of interest in relation to an issue must declare this prior to Board discussion or other consideration of that issue wherever possible.

When a Board member has disclosed a conflict of interest under a or b above, the Chair of the Board must notify all other Board members of the disclosure prior to the next Board meeting, or if that is not practicable, prior to Board consideration of the matter in which the conflict of interest has been identified.

If the Chair of the Board or any other Board member believes another Board member to have a conflict of interest, the Chair of the Board or other Board member must identify the conflict of interest to the rest of the Board.

Where there is disagreement among members about the existence of a conflict of interest, the Board shall hold a vote to resolve the matter. With the Board member believed to be in conflict refraining from voting, the Board shall determine by majority vote whether a conflict of interest, as outlined in the Definitions, exists. If a member is declared by majority vote to be in a conflict of interest, the member is deemed to be in a conflict of interest.

Following a disclosure of conflict of interest by a Board member, or a finding of conflict of interest as above, the Board member must absent themselves from the proceedings during any consideration of the matter in which the conflict of interest exists. "Consideration" includes discussion, debate and voting.

SECTION E1

List of Board Approved Organizational Policies

The following Board approved policies can be found on the Administration Policies page on the Douglas College website.

1. Douglas College Investment Policy
2. Signing Authorities for Procurement Activities Policy
3. Protected Disclosure (Whistleblower) Policy
4. Sexual Violence and Misconduct Prevention and Response Policy
5. Respectful and Inclusive Environment
6. Enterprise Risk Management Policy
7. Academic Freedom Policy

SECTION F1

College and Institute Act

The College and Institute Act can be found on the Government of British Columbia website.