



COLLEGE OF THE ROCKIES

BOARD CHARTER

NOVEMBER 2018

BOARD CHARTER TABLE OF CONTENTS

THE COLLEGE OF THE ROCKIES BOARD'S GOVERNANCE MODEL

Table of Contents

INTRODUCTION.....	1
BEST PRACTICE GOVERNANCE	2
Overview	2
Expected Outcomes of Best Practice Governance.....	3
Accountability	3
EXPECTATIONS OF THE BOARD.....	4
Board Duties	4
Board Governing Style	5
Board Chair Role	6
Annual Board Planning Cycle	7
Board Members' Code of Conduct.....	7
Board Members Conflict of Interest	8
Board Committees	9
Auditors, Counsel, Consultants.....	10
Employee, Student and Public Access to the Board	10
Hiring the President	10
Executive Assistant to the Board	11
BOARD - PRESIDENT RELATIONSHIP	11
President's Role and Responsibilities	11
Delegation to the President.....	11
BOARD EXPECTATIONS OF THE PRESIDENT.....	12
General.....	12
People Treatment	13
Planning.....	13
Financial.....	14

Communication and Counsel to the Board	14
Asset Protection	15
Compensations and Benefits.....	15
Evaluation of the President.....	16

INTRODUCTION

1. College of the Rockies (the College) is established pursuant to the College and Institute Act of the Province of British Columbia (the Act).
2. The Board of Governors (the Board) draws its authority from the Act. The Board is entrusted with the stewardship of the assets of the College and is accountable for ensuring the College fulfills its mandate.
3. The Board has authority and responsibility to oversee strategy, operations, finances and supervise management through the President, as well as academic governance structures of the College.
4. The Board has determined that it will use *Best Practice Guidelines for Governing Boards of BC Public Sector Organizations* as the framework to guide its role and function within the College.
5. The Board has developed and adopted a set of bylaws in compliance with the Act. In addition, the Board has developed and adopted a *Charter* to guide its activities and the activities of the College through a President and Chief Executive Officer (the President).
6. The Board is comprised of Government appointed members and constituent elected faculty, support staff and student members. Ex-officio members include the President and the Chair of Education Council.
7. The Board operates in conjunction with academic structures. The College and Institute Act provides for an Education Council that has specified powers and advisory duties on academic and student matters.
8. As a public sector organization that is responsible for stewardship of public resources, there is an expectation that the Board and College demonstrate high levels of accountability, integrity and transparency.
9. All members of the Board share the governance interests of the College, rather than representing a specific constituency.
10. The Board has committed to achieving exemplary standards of governance to guide its activities and the activities of the College. Best practice governance methodology is evolutionary in nature and the Board understands its responsibility to periodically review and update its Charter.

BEST PRACTICE GOVERNANCE

Overview

1. Governance can be best described as the structure, policies and processes that direct, control and hold an organization to account.
2. Best Practice Governance for public bodies such as the College requires active participation and collaboration by the Government, the Board and the President.
3. The Government:
 - a) Establishes expectations for Board oversight and accountability in the Act.
 - b) Provides additional direction to the Board through an annual mandate letter from the Minister of Advanced Education, Employment & Training (AEST) and through other policy directives.
 - c) Provides funding to the College.
 - d) Establishes two-way communication between the Minister and Board Chair.
 - e) Requires an annual Institutional Accountability Plan and Report as well as other reporting requirements.
4. The Board:
 - a) Fulfills the directives of the Mandate Letter.
 - b) Develops a Board Charter to clarify how it will govern and provide direction to the President for the management of the College.
 - c) Ensures the College conducts its affairs in a manner consistent with the legislative, regulatory and policy frameworks established by the government.
 - d) Approves College strategy.
 - e) Submits the annual Institutional Accountability Plan and Report in addition to other reporting obligations.
5. The President:
 - a) Leads the development of the College's strategic initiatives, policies, operating and capital budgets; makes recommendation for their approval to the Board; implements board-approved initiatives; and manages the day-to-day business of the College.
 - b) Assumes responsibility for the performance of the College and communicating this to the Board and to College stakeholders.
 - c) Participates in two-way communication with the Deputy Minister of AEST.

Expected Outcomes of Best Practice Governance

1. Best Practice Governance is achieved when the College:
 - a) Provides clarity on roles, responsibilities and relationships.
 - b) Meets its legal requirements, published standards and community expectations of accountability and openness.
 - c) Delivers programs and services effectively and efficiently.
 - d) Achieves its goals and objectives.
 - e) Serves the interest of its stakeholders.

Accountability

The College is considered owned by the people of British Columbia and is accountable to them. In practice, the ownership rights are exercised on the people's behalf by the Legislative Assembly and the Government. The Minister of AEST serves as the link between the College, the Cabinet and the Legislative Assembly. That being said the College is accountable to the following key stakeholders:

1. The **residents** of the region of British Columbia defined as the School Districts: No. 5 South East Kootenay, No. 6 Rocky Mountain and the eastern portion of No. 8 Kootenay Lake are the primary community stakeholders that the College serves.
2. **Business and Industry.** The College supports local business and industry to meet their labour market needs and solicits advice from employers on learning outcomes of academic programs.
3. **Students**, both domestic and international. Along with BC taxpayers, students will make significant investment in time and money in pursuit of an education. They are deserving of the best possible experience we can provide.
4. **Indigenous people** and their communities. The College is committed to providing Indigenous people with the opportunity to fully participate in post-secondary programs, and to succeed and graduate from their program of study. The College is required through its mandate letter to the Board and the Taxpayer Accountability Principles to implement the recommendations outlined in the Truth and Reconciliation Commission of Canada: Calls to Action and to adhere to the United Nations Declaration On The Rights of Indigenous People.
5. **College employees.** Employees fall into categories of College of the Rockies Faculty Association (CORFA) members, Canadian Union of Public Employees (CUPE) members, management, exempt and contract. The knowledge and expertise of our

employees is an essential asset. The College aspires to openness, transparency and collegiality with all members of its workforce.

EXPECTATIONS OF THE BOARD

Board Duties

The Board occupies a central position in the governance of the College. Its general role is to foster the organization's short and long term success consistent with its mandated objectives and accountability to stakeholders. In the discharge of its mandate the Board provides guidance to the President, oversees and monitors the affairs and performance of the College and through the President, sets the standards of organizational conduct.

Specific responsibilities of the Board include the following:

1. Select, evaluate, compensate and replace (if necessary) the President.
2. Plan for President succession.
3. Provide for the on-going effective discharge of the board's mandate and duties, including the establishment of committees, schedule of full board meetings and calendar of board events.
4. Ensure that government institutional accountability planning and reporting obligations are met.
5. Oversee the development of and approve the strategic plan that takes into account market opportunities, risks facing the College and government policy and direction.
6. Monitor the College's performance against agreed objectives, performance measures and targets.
7. Approve the College's annual capital and operating budgets.
8. Approve College academic and student policies as specified in the College and Institute Act and other polices for which it has determined to have responsibility .
9. Approve major transactions in excess of \$1 million.

10. Ensure the integrity of financial statements, internal control measures, financial information systems, projections, forecasts and audited statements.
11. Ensure that controls, policy and guidelines are in place governing the conduct of the Board members, employees and students including conflict of interest, ethical behaviors, sexual violence and similar identified matters.
12. Ensure that management has identified principal risks to the organization and that a process to manage those risks is in place.
13. Ensure the College has appropriate strategies for communicating with internal and external communities.
14. In consultation with the Crown Agencies and Board Resourcing Office identify required board member competencies and recommend to Government the orderly succession of members.
15. Show willingness to leverage expertise, experience and networks for the benefit of the College.

Board Governing Style

The following describes how the Board will conduct its affairs and the style and approach it will use to support its governance role:

1. The Board will govern with a style and manner which:
 - a) Embodies independent thought
 - b) Demonstrates strategic orientation and vision
 - c) Encompasses collective decisions
 - d) Exemplifies ethical behaviours
 - e) Articulates clear distinction of the roles of Board and President
 - f) Maintains accountability to its stakeholders
2. The Board will enforce upon itself high standards with respect to:
 - a) Attendance
 - b) Preparation for meetings
 - c) Being informed on the issues
 - d) Respectful and open discussion
 - e) Communications with one voice

3. The Board's focus will be on the performance and outcomes of the College and not on the administrative or programmatic means of attaining them.
4. The Board will create and maintain a cooperative and supportive relationship with its President.
5. The Board will support regular and ongoing Board development and continuous improvement including the orientation of new members in the Board's governance model.
6. The Board will monitor and discuss the Board's performance at each meeting. Attention will be given to ensure consistency with the principles of this Charter.
7. The Board will take opportunity to solicit input and share performance information with regional stakeholders when gathered in the various communities served by the College.

Board Chair Role

The Board Chair:

1. Is the only Board member authorized to speak for the Board, other than in specifically authorized instances.
2. Ensures that the Board and its members behave consistently with its own governance style and code of conduct rules and those imposed upon it by the College and Institute Act, other applicable statutes and its own Bylaws.
3. Is empowered to chair Board meetings with all the generally accepted power of that position consistent with the Board's Bylaws and Charter.
4. Ensures the Board will discuss only those issues that according to the Act and Board Charter clearly belong to the Board to decide.
5. Makes sure deliberations will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.
6. Establishes an open and sound working relationship with the President.
7. Establishes an open and sound working relationship with the Minister of AEST.

8. Has no authority to supervise or direct the President unless specifically directed by the Board in exceptional circumstances.
9. Ensures the Vice-Chair is informed of current and pending Board issues and processes. The Vice-Chair, in the absence of the Chair, and at the request of the Board, fulfills the duties of the Chair.

Annual Board Planning Cycle

1. The Board meeting schedule and calendar of events is established for the following academic year (September- June) at each June Board meeting.
2. Most Board meetings are held at the Cranbrook campus with one meeting per year held on a rotational basis, at one of the regional campus locations.

Board Members' Code of Conduct

1. Board members shall conduct themselves in accordance with generally accepted ethical standards for institutes of post-secondary education and in accordance with standards of conduct established in the Bylaws of the Board.
2. The Board and its members shall exercise appropriate decorum in their deliberations and actions.
3. Board members shall not attempt to exercise individual authority over any officer, employee, program, service or other function of the College, but shall at all times confine the exercise of their authority within the limitations established through the Bylaws and Charter of the Board. Board members have no individual authority to provide direction to employees, officers or faculty of the College.
4. Other than the Chair, Board members may only speak on behalf of the Board when specifically authorized to do so. Board members shall refrain from commenting publicly on any matter of controversy or any unsettled or confidential matter affecting the College, including the employees of the College, unless expressly authorized to do so on behalf of the Board.
5. Board members shall be free to comment on matters of an informational nature to stakeholders in their community provided that they have taken the necessary steps to fully and completely inform themselves as to such matters.
6. Board members, to the extent reasonably possible, shall endeavour to make themselves available to stakeholders and members of the College community to hear and discuss matters affecting the College.

7. Members shall not attempt to resolve concerns raised by stakeholders, faculty, staff, students or any other person on their own initiative. The following protocol when approached individually by stakeholders or members of the College community should be followed:
 - a) If the concern is a Board issue, the member shall refer the matter to the Chair for consideration and determination.
 - b) If the concern is of an operational nature, the member shall refer the matter to the President.
 - c) If the concern is raised by a student, the member shall suggest that the student follow College policy on the matter. The member shall advise the President and shall maintain such confidentiality and discretion as the member deems appropriate.
 - d) If the matter concerns the conduct of a student or employee, the Board member shall refer the matter to the President.
 - e) If the matters concerns the conduct of the President, the member shall refer the matter to the Chair.
9. Board members shall endeavour to attend all Board meetings. Board members who fail to attend three consecutive regular Board meetings will be deemed to have resigned unless reinstated in accordance with the Act.
10. All requests to attend meetings, conferences or activities on behalf of the Board must be approved by the Board. Any Board member attending such an activity shall, at the option of the Board, present a report on the activity at the next meeting of the Board.

Board Members Conflict of Interest

1. Board members owe a duty of loyalty to the College and the Board, which supersedes conflicting loyalties to other advocacy or interest groups or the personal interests of any Board member, including any interest relating to participation in the life of the College as a faculty, student or staff member.
2. Board members shall not seek to use their position for personal gain.
3. Appointed Board members who seek employment with the College shall be required to temporarily withdraw from all Board activities until their application has been either accepted or rejected.

4. Board members shall not seek to use their influence to promote the employment of family, friends or relatives with the College.
5. Board members who seek to offer personal services to the College or who wish to engage in any commercial transaction or to enter into any contract that would confer a benefit, either directly or indirectly, on such Board member, shall declare a conflict of interest in accordance with the Bylaws of the Board.
6. Board members shall not seek to use their position to obtain preferential admission to any program, service or activity of the College for themselves or their family, friends or relatives.
7. Board members shall familiarize themselves with the Conflict of Interest provisions of the Bylaws of the Board and shall abide by them.

Board Committees

1. The Board, by resolution, may establish a Board standing or ad hoc committee to carry out a function or responsibility of the Board as defined in the Act, Bylaws or Board Charter.
2. At a minimum the Board will establish the following standing committees:
 - a) Audit and Finance Committee
 - b) Human Resource Committee
 - c) Governance Committee
3. Standing committees are working committees of the Board. They deliberate on Board agenda items and issues between regular meetings of the Board and make recommendations to the full Board for approval.
4. Board committees will have their terms of reference approved by a resolution of the Board. The terms of reference will include the following:
 - a) Purpose
 - b) Duties and Responsibilities
 - c) Membership
 - d) Accountability
5. The President will serve as an Ex-Officio member of all Board committees.

Auditors, Counsel, Consultants

1. The Board will engage and retain the services of an external auditor consistent with legislation, the Board Bylaws and College policy.
2. The Board may engage the services of other external professionals, consultants or specialists it considers necessary, consistent with legislation, the Board Bylaws and College policy.

Employee, Student and Public Access to the Board

1. Members of the College of the Rockies community and the general public may attend the public session of the regular meetings of the Board.
2. At the discretion of the Chair, the Board may hear submissions from members of the College community and the public at large in the public session. Notice of any such submission must be made through the Executive Assistant to the Board at least 5 business days before the meeting.
3. The Board will not take any action on any submissions before the President has had an opportunity to study the submission and make recommendations to the Board.
4. Any presentation shall normally be limited to 10 minutes.
5. At the discretion of the Chair, visitors attending a public session may be invited to ask questions on meeting agenda items.
6. The Board should make attempts to be visible and approachable when on campus or at College functions.

Hiring the President

1. The Board is responsible for hiring the President.
2. The employment contract for the President including compensation is subject to PSEC approval.

Executive Assistant to the Board

1. The President will hire an Executive Assistant (EA) who splits time between providing support to the office of the President and to the Board. The EA must exercise great care in maintaining a separation of the two roles.
2. The EA is an exempt employee of the College and reports to the President.
3. The EA is responsible for issuing agendas and taking minutes at Board and Board committee meetings, booking travel, managing the expenses of Board members and generally acting as the focal point for Board member contact and activities.
4. The President manages the performance of the EA and solicits input from the Board Chair at the time of performance review.

BOARD - PRESIDENT RELATIONSHIP

President's Role and Responsibilities

The President is accountable to the Board acting as a body. The Board instructs the President through the Board Charter and other direction deemed necessary.

The President's responsibilities include the following:

1. Achieving the Board approved Mission, Vision, Values and Strategic Objectives for the College.
2. Operating the College with prudence and in accordance with ethical standards established through the Board Charter and College policies.
3. Carrying out other responsibilities pursuant to the College and Institute Act, the Provincial mandate letter and other relevant legislation.

Delegation to the President

The Board delegates to the President the responsibility for the day-to-day operations and business decisions of the College. The College workforce is accountable to the President. If the Board provides College direction or requires information, it will do so through the President.

1. The Board may direct the College through the President to achieve certain results and outcomes.

2. The President may use reasonable discretion in determining methods to achieve Board required results.
3. The Board will respect and support the President's choices subject to Board Charter expectations.
4. Decisions of the Board are binding upon the President, but instructions from individual Board members are not, unless the Board has specifically authorized an individual to instruct the President on behalf of the Board.
5. The President will accommodate reasonable requests for assistance or information from members of the Board acting in their capacity as Board members, but may decline any request for assistance or information from Board members or committees if unreasonable staff time or resources would be required, or if responding to such a request would be disruptive to the operation of the College.
6. The President shall serve as the agent of the Board to receive the advice of the Education Council in those areas that are not the responsibility of the Board and will implement policies that the Education Council has authority to establish.

BOARD EXPECTATIONS OF THE PRESIDENT

General

The President will not cause or sanction any practice, activity, decision or organizational circumstance, which is either illegal, imprudent or in violation of code of conduct polices.

The President will:

1. Encourage openness and transparency in the decision-making process.
2. Adhere to all College policies.
3. Protect the College from fiscal jeopardy.
4. Follow generally accepted accounting and budgeting practices.
5. Provide information and advice to the Board that is timely, complete and accurate.

6. Maintain and protect the physical assets of the institution.
7. Avoid being in a conflict of interest, including using his or her position for personal gain.
8. Make available an up-to-date Policy Manual for the operations and activities of the College.

People Treatment

The President will deal fairly with Board members, students, employees, volunteers and the community in all College matters.

The President will:

1. Operate within collective agreements and the terms of employment contracts.
2. Permit dissenting opinions to be expressed without retribution.
3. Permit students and employees the right to appeal decisions in accordance with policy.
4. Ensure students and employees are acquainted with their responsibilities and rights.

Planning

The President upon direction from the Board will lead the development of the Strategic Plan, Mission, Vision and Values of the College.

The President will develop plans which take into consideration:

1. Opinions of Education Council on educational matters specified in the Act.
2. Regional demographic, economic and social trends.
3. Views and opinions of employees, students, employers, advisory committees, local communities and government.

Financial

The President will adopt financial practices that are both ethical and prudent.

The President may not:

1. Plan to expend funds that will result in an operating deficit at the end of the year.
2. Prevent the VP Finance & Corporate Services from fulfilling their advisory role to the Board on all financial matters or other responsibilities.
3. Settle legal claims exceeding anticipated liability or benefit to the College for amounts in excess of \$150,000 without first consulting with the Board and receiving its direction.
4. Make any purchase without following College purchasing policy and procedure.
5. Claim expenses inconsistent with college policy, provincial guidelines or his/her employment contract.
6. Solicit or accept personal gifts and gratuities from those doing or wanting to do business with the College.
7. Fail to advise the Board when the sum of all cash and investments falls below the equivalent of the monthly financial commitments (payroll, utilities, leases. etc.) of the College.
8. Use the College's funds to support other agencies or organizations unless in the direct interests of the College.
9. Issue tax receipts for donations acceptable to the College that do not reflect the fair market value of the gift.

Communication and Counsel to the Board

The President will provide information and advice to the Board that is timely, complete and accurate.

The President will:

1. Submit monitoring data required by the Board.

2. Follow the Board calendar of events.
3. Attend all Board and committee meetings unless extenuating conditions exist.
4. Inform the Board of dissenting opinions of consequence on recommendations brought forward for approval.
5. Notify the Board through the Board Chair, of anticipated adverse media coverage, legal actions, emerging reputational risk and emergencies.
6. Advise the Board Chair of concerns when the Board or Board members are not in compliance with the Board Charter, Board Bylaws or the College and Institute Act.
7. Keep in regular contact with the Board Chair.

Asset Protection

The President will maintain and safeguard the financial and physical assets of the institution.

The President will:

1. Ensure sufficient control mechanisms are in place.
2. Prevent unnecessary exposure of the College, its Board or staff to claims of liability.
3. Prevent the use of College equipment or resources for personal use by employees or members of the public except as permitted by College policy.
4. Ensure an up-to-date facility maintenance plan is in effect.

Compensations and Benefits

The President will provide for compensation and benefits for employees consistent with directives and guidelines provided by the Public Sector Employers' Council Secretariat (PSEC).

The President will not:

1. Change his/her compensation or benefits without direction from the Board and in accordance with PSEC guidelines.

2. Fail to comply with collective agreements for unionized employee salary, wages and benefits.
3. Fail to comply with PSEC guidelines for management and exempt employee salaries, wages and benefits.
4. Compensate any employee with special arrangements (e.g. personal loans, non-College travel and entertainment, gifting of College supplies and equipment, bonuses, non-standard benefits, or retirement allowances) that do not comply with College policy or PSEC principles.

Evaluation of the President

1. The Board will formally evaluate the President before the conclusion of the probationary year and once every two to three years thereafter. The evaluation will be based on progress made by the College towards accomplishing the Mission, Vision, Values and Strategic Objectives. The Board will primarily consider the leadership role that the President displayed in achieving the College performance and outcomes.
2. In the intervening years, the President's performance will be assessed by considering the health and performance of the College through monitoring reports and self-evaluation reports of the President's personal objectives.