

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B - BOARD PROCESS**

### **TITLE: TERMS OF REFERENCE OF THE BOARD OF GOVERNORS**

POLICY NUMBER: B-05

EFFECTIVE DATE: 2023 06 08

REFERENCE: 35803, 40506, 40705, 43105, 43503, 43810, 48804,  
49303, 49703, 55110, 60312

### **MANDATE:**

**As referenced in By-Law No. 1, the Board of Governors of Fanshawe College has the following mandate:**

1. to be the primary force, as representatives of the Community, leading the College to achieve appropriate results at appropriate costs, and avoid unacceptable activities, conditions and decisions;
2. to govern the College by developing and overseeing the implementation of policy, including setting the Vision and Mission, and direction for the College through policy development; and ensuring the College is fulfilling its Mission and achieving its Ends through the President; and
3. to otherwise govern the affairs of the College.  
The Board shall manage or supervise the management of the activities and affairs of the College and exercise all powers and do all such acts and things as the Board is authorized to exercise and do pursuant to the ONCA and the OCAATA. Without limiting the role of the Board described above, the Board shall annually:
  - i. review and approve the strategic plan, business plan and annual report of the College, and ensure that such plans and reports are available to the public;
  - ii. submit the strategic plan, business plan and annual report or any combination of them as the Minister directs to the Minister;
  - iii. approve the tuition and ancillary fees for all programs of instruction and courses offered by the College;
  - iv. compile key performance indicators as identified by the Minister, provide such indicators to the Minister or to another person as directed by the Minister;
  - v. approve the auditors' report and the audited financial statements of the College and ensure that they are submitted to the Ministry and made available to the public in the manner prescribed by the Ministry's Binding Policy Directive on Audited Financial Statements;
  - vi. appoint the auditors of the College;

- vii. assess the performance of the President;
- viii. organize the governance of the College.

**RESPONSIBILITIES:**

1. Policy Development

- 1.1 The Board of Governors is responsible for developing and updating Board Policy described in the following areas:

1.1.1 Ends Policies

- 1.1.1.1 developing the College's vision and mission reflecting the values of the *Ownership*
- 1.1.1.2 understanding of the current and future trends and potential *game changers*, needs and issues related to the College's Vision and Mission
- 1.1.1.3 defining needs to be met, for whom and at what cost
- 1.1.1.4 ensuring that Ends are reviewed regularly
- 1.1.1.5 reviewing and endorsing the College's strategic directions, confirming alignment with the Vision, Mission and Ends; reviewing progress towards achievement of strategic directions on an annual basis

1.1.2 Board Process Policies

- 1.1.2.1 determining the Board's philosophy, principles, authority, responsibility and accountability
- 1.1.2.2 specifying how the Board conceives, carries out and monitors its own work
- 1.1.2.3 establishing the structures and processes of the Board for effective functioning and decision-making
- 1.1.2.4 establishing policy to recruit, train and develop effective governors
- 1.1.2.5 evaluating its own performance on a regular basis to enhance Board effectiveness
- 1.1.2.6 ensuring there are written Board policies and that these policies are regularly updated

1.1.3 Board/President Relationships

- 1.1.3.1 defining the President's role, authority and accountability
- 1.1.3.2 selecting the President and establishing the conditions of the President's employment contract
- 1.1.3.3 stating the manner in which the Board delegates authority to the President and holds the President accountable
- 1.1.3.4 directing and ensuring effective performance of the President

1.1.4 Executive Limitations Policies

The Board will govern by setting policies in the form of executive limitations rather than by prescribing how the President should perform specific duties, including:

- 1.1.4.1 defining constraints on the President's authority which establish the boundaries within which all executive activity and decisions must take place
- 1.1.4.2 defining the executive limitations related to resource management in order to ensure effective outcomes and protect the assets of the College
- 1.1.4.3 establishing in policy the boundaries of acceptable methods and activities by defining those practices, activities, and situations which are unacceptable

2. Monitoring (Accountability)

2.1 The Board is responsible for ensuring the College is fulfilling its Mission and achieving its Ends with responsible management of resources by:

- 2.1.1 monitoring the outcomes of the College and the performance of the President to ensure the established Ends are being achieved
- 2.1.2 ensuring compliance with applicable laws, regulations, and statutes
- 2.1.3 undertaking, at a minimum every five years, a review of the Strategic Directions to ensure their continued alignment with the Vision/Mission/Ends

3. Linking with the Ownership

3.1 The Board is responsible for ensuring that the College is *linked* with the *Ownership* of the College through:

- 3.1.1 communicating with the *Ownership* regarding Mission, Ends, strategic directions and results, and through the College's publication of a community report

- 3.1.2 establishing and maintaining relationships with organizations with which the Board works
- 3.1.3 developing an annual plan of *Ownership* and community *Linkage* activities and ensuring that the Board's and College's *Linkages* activities are coordinated, mutually supportive and that duplication is avoided.
- 3.1.4 obtaining and reviewing feedback from the owners and communities on needs and trends, the effect the College should be having on the employment base and/or labour market, on the results being achieved by the College, and on the effectiveness of the Board's *Linkage* activities

#### 4. Advocacy

- 4.1 The Board may from time to time advocate on behalf of the College on specific issues identified and approved by the Board. The Board recognizes that the President has overall responsibility for coordinating advocacy and will participate in advocacy initiatives if requested to do so by the President.
- 4.2 Individual Board members must represent the views of the College when speaking on an advocacy issue rather than presenting their individual positions.
- 4.3 Given that the College is a registered charity under the Income Tax Act (Canada), the College may only engage in advocacy if it furthers its charitable purpose provided that the College never directly or indirectly supports or opposes a political party or candidate for public office. The College must adhere to the Canada Revenue Agency's Guidance CG-027 on public policy dialogue and development activities by charities.

#### **COMPOSITION:**

The size and composition of the Board is prescribed by OCAATA and By-Law No. 1.

#### **TERM OF OFFICE:**

Governors shall be elected or appointed according to OCAATA and By-Law No. 1 and By-Law No. 2.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## ***CATEGORY B - BOARD PROCESS***

### ***TITLE: BOARD STRUCTURE***

POLICY NUMBER: **B-07**

EFFECTIVE DATE: 2023 06 08

REFERENCE: 35606, 40706, 42806, 47903, 49704, 55501, 60312

### **BACKGROUND INFORMATION:**

The By-Laws of The Fanshawe College of Applied Arts and Technology make reference to the structure of the Board of Governors.

### **THE POLICY:**

1. The Board's structure is based on the following principles:
  - 1.1 the Board will be structured to facilitate achievement of the priorities for the College
  - 1.2 structures that facilitate flexibility and capability to respond quickly to the changing environment will be adopted
  - 1.3 the standing committees will be the Board Process Committee, Audit Committee and External Governance Committee
2. A standing committee, known as the Board Process Committee shall be responsible for the business of the Board as described in Board Policy B-07.05 (Board Process Committee).
3. A standing committee, known as the Audit Committee shall be responsible for assisting the Board in fulfilling its corporate governance and oversight responsibilities with respect to the College's accounting and financial matters as described in Board Policy B-07.10 (Audit Committee Terms of Reference).
4. A standing committee, known as the External Governance Appointment Committee shall be responsible for the appointment/reappointment of Board Appointees and Lieutenant Governor in Council Appointees as described in Board Policy B-13 (Appointment/Reappointment of External Governors).

5. The Board of Governors will appoint its members to ad hoc committees when necessary to address specific governance initiatives. These committees will be provided with specific mandates, memberships, and time frames in order to address key issues and facilitate development of policy by the Board. The details for these task forces will be outlined in the Board Strategic Priorities and Annual Work/Business Plan.

5.1 Resource staff assigned by the President may be permitted to participate in any discussions with the ad hoc committee. However, the Chair of the committee should be vigilant in identifying those situations where a conflict of interest may be present.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B - BOARD PROCESS**

### **TITLE: BOARD PROCESS COMMITTEE**

POLICY NUMBER: B-07.05

EFFECTIVE DATE: 2021 04 22 (Partial BLG review 2023 06 08)

REFERENCE: 40207, 45503, 49704, 50703, 56001, 58401

### **MEMBERSHIP:**

The Committee is chaired by the Chair of the Board of Governors and consists of the First Vice-Chair, Second Vice-Chair and at the Chair's discretion and with the Committee's concurrence, may include the past Chair in an advisory role if eligible to remain on the Board. The President and Corporate Secretary/Treasurer will act as resource persons.

### **MEETINGS AND MINUTES:**

The Committee meets once per month about three weeks in advance of each Board meeting. The Board Process Committee does not keep official minutes, but does in fact record "notes" of its meetings, particularly for follow-up action. The notes are normally taken by the Recording Secretary of the Board.

### **FUNCTION:**

1. The primary role of the Board Process Committee is to assist the Board Chair with regard to the planning and agenda setting of regular Board meetings and other Board functions such as the annual planning workshop, and other special events. Others may be invited to participate in discussions at the discretion of the Board Chair.
2. At each monthly meeting, the Committee advises the Chair concerning agenda items for the upcoming Board meeting. The Committee will be cognizant of the activities of the various Board committees and will review the Board's Annual Work/Business Plan from time to time to ensure that planned activities are proceeding.
3. Other functions of the Board Process Committee include:
  - 3.1 reviewing the proposed Board budget for the upcoming fiscal year to develop a recommendation to the Board for approval and monitoring of Board expenses
  - 3.2 coordinating the annual appraisal of the President and preparing necessary analysis for the Board

- 3.3 negotiating the contract of the President subject to approval by the Board
  - 3.4 monitoring the application of Board Process policies
  - 3.5 developing a Governance Educational Session for Governors and Senior College Leaders in accordance with Board Policy B-42 (Board/Governor Development)
  - 3.6 providing an annual Orientation session for all incoming Board Members.
  - 3.7 overseeing the election of Internal Governors in accordance with By-Law #3.
  - 3.8 considering, and where required, reporting back to the Board on any matter referred to the Board Process Committee by the Board
4. Periodically, the Board of Governors may refer the development/modification of a policy to the Board Process Committee to develop recommendations for the Board. Such policies will be restricted to Board Process and Board-President Relationship policies only.



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## ***CATEGORY B - BOARD PROCESS***

### ***TITLE:           AUDIT COMMITTEE TERMS OF REFERENCE***

POLICY NUMBER:            **B-07.10**  
EFFECTIVE DATE:            2023 06 08 (Partial review re ONCA)  
REFERENCE:                 51203, 53404, 55101, 55801, 56101, 56201, 56401,  
                                      57101, 60312

### **MEMBERSHIP:**

1. The Audit Committee shall be composed of at least four Board of Governors' members appointed by the Board for a one-year term with voting rights. In addition, The Fanshawe College Foundation may appoint one Finance Committee member to the Audit Committee as an Observer. The Board Chair and the President will be ex-officio members.
2. Board members serving on the Audit Committee must have knowledge related to external financial audits and financial statements and must be external Governors.
3. The Board shall appoint a Committee Chair from amongst the Committee members appointed by the Board.
4. One Committee member shall also be a member of the Investment Committee.
5. The Corporate Treasurer of the Board shall be a primary resource to the Audit Committee.
6. The Internal Auditor will functionally report to the Audit Committee.

### **MEETINGS AND MINUTES:**

1. The Committee shall meet a minimum of four times per year or more frequently at the call of the Chair.
2. The Committee maintains minutes of its meetings.
3. In order to approve motions that relate to the Internal Audit function, quorum shall be at least one-half of the members, excluding ex-officio members, as defined above in MEMBERSHIP 1.

FUNCTION:

1. The Committee shall assist the Board in fulfilling its corporate governance and oversight responsibilities with respect to the College's accounting and financial reporting processes, internal financial control structure, financial risk management systems, and their internal and external audit functions.
2. The Committee shall conduct the periodic selection process for an external financial auditor for the College and make a recommendation to the Board concerning the appointment of an external financial auditor and their compensation. In addition, the Committee shall pre-approve external audit and non-audit services (including the Audit Plan) when the cost is projected to exceed \$5,000, and review and assess the performance, independence, and objectivity of the external auditors (including a summary of adjusted and unadjusted amounts).
3. The Committee shall review, and if appropriate, recommend to the Board for approval the audited financial statements and interim financial reports of the College.
4. The internal and external auditors shall have direct and unrestricted access to the Committee and shall report directly to the Board via the Committee.
5. The Committee shall report to the Board at least annually on significant new developments in accounting principles and relevant rulings of regulatory bodies that affect the external financial audit or financial statements of the College that have been brought to the attention of the Committee by either the external auditor or management.
6. The Committee shall assist the Board in the regular review of Policy D-05 Financial Planning, D-10 Financial Condition, D-12 Capital Planning, D-15 Asset Policy, D-16 Insurance Policy, and D-17 Investment Policy.
7. The Committee shall oversee the Internal Audit function by:
  - 7.1 reviewing and approving the internal audit charter on an annual basis;
  - 7.2 reviewing and approving the risk-based internal audit work plan, and any subsequent significant changes to the plan;
  - 7.3 reviewing internal audit's independence, objectivity and effectiveness, including reviewing internal audit's budget, resource plan and ensuring there are no unjustified limitations on internal audit activities;
  - 7.4 reviewing internal audit reports, understanding significant findings identified and ensuring management is addressing issues raised where appropriate;
  - 7.5 at each meeting, meet independently with Internal Audit (excluding ex-officio Governors of the Board of Governors and internal resources) to

allow for discussions of any matters that the Audit Committee or Internal Audit believe should be discussed privately;

7.6 annually evaluating the Internal Auditor, providing feedback to his or her supervisor on his or her performance and ensuring his or her compensation is consistent with appropriate College sector guidelines; and

7.7 approve senior management decisions regarding the appointment, replacement, removal or involuntary re-assignment of the Internal Auditor.

AUTHORITY:

1. The Audit Committee has the authority to meet independently with the College's internal audit function and external financial auditors.
2. The Audit Committee does not have authority to instruct the President or any other staff member other than to request through the President or to the internal audit function, information or administrative support required in the conduct of its established functions.
3. The Audit Committee has no authority to change or contravene Board policies.
4. The Audit Committee has no authority to spend or commit College funds.

# FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL

## **CATEGORY B – BOARD PROCESS**

### **TITLE: BOARD STRATEGIC PRIORITIES AND ANNUAL WORK/BUSINESS PLAN**

POLICY NUMBER: B-09

EFFECTIVE DATE: 2023 06 08 (Partial BLG review)

REFERENCE: 38005, 43008, 43503, 49704, 54209, 55108, 60312

#### **THE POLICY:**

1. The Board will review its strategic priorities and develop its goals annually placing significant emphasis on the board's role in setting directions for the College through its Ends policies while providing for regular updating of policies in other categories.
2. The Board will hold at least one planning workshop, typically in May, to identify its priorities for the subsequent year. These priorities will be incorporated into an annual work plan developed by the Board no later than the end of June. The work plan will include, at minimum, the following content:
  - 2.1. ownership and community linkages, to inform the Board of the needs and perspectives of the owners (*see Board Policy B-05, Terms of Reference of the Board of Governors, Section 3.1.3*).
  - 2.2. activities that seek out and develop an understanding of the current and future trends, needs and issues that might impact the College's Vision, Mission and other Ends policies. This may include presentations relating to the external environment, demographic information, exploration of future perspectives such as *game changers*, and long-term planning scenarios.
  - 2.3. based on 2.1 and 2.2 above, at least every five years, the Board will engage in a review of the Vision and Mission.
  - 2.4. based on 2.1 and 2.2 above, annually as part of the monitoring report process, the Board will consider whether its other Ends policies remain relevant and current. Where it is determined that a formal review of an Ends policy is required, Board Process Committee will integrate the review into the Board's work plan.
  - 2.5. regular review (at least every five years) of the Executive Limitations policies to ensure they continue to appropriately address prudence and ethics issues.
  - 2.6. annual review of the Board's own compliance with Board Process policies, and a review of the policies themselves (at least every five years) (*see Board Policy B-25.15 Monitoring Board Performance*).

- 2.7. annual review of the Board's progress made on meeting recommendations from any internal or third party assessment of Board's performance (as provided in Board Policy B-25.15 Monitoring Board Performance).
- 2.8. annually the Board will consider allocating appropriate time for education about the process of governance.
3. The Board will strive to maximize the proportion of time that it spends on building its understanding of strategic issues, to ensure that the Ends provide the best possible directions for the College.
4. The Board shall provide an opportunity on an annual basis to discuss its attitude towards risk, recognizing the importance of this process with the College's Enterprise Risk Management approach.
5. The Board's Annual Work/Business Plan will be provided to the MCU and posted to the website in accordance with OCAATA. The content of this Plan will be created and modified by the Board through resolution, from time to time.

**MONITORING:**

Annually the Board will assess progress made towards achievement of the Work/Business Plan.

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*CATEGORY B – BOARD PROCESS*

TITLE:            DEVELOPMENT OF BOARD POLICY

POLICY NUMBER:            B-10

EFFECTIVE DATE:            2015 01 22 (Partial BLG Review 2023 06 08)

REFERENCE:                 37305, 42506, 47904, 53304, 60312

BACKGROUND INFORMATION:

The Board has endorsed a policy governance approach to governing Fanshawe College that emphasizes values, vision, empowerment of both board and staff and the strategic ability to lead. Observing the principle of policy governance, the Fanshawe Board will craft its values into policies, which will enable the Board to focus its efforts and direction.

THE POLICY:

1. Board policies are defined at Fanshawe College as policies set by the Board of Governors which outline:
  - 1.1 a Board direction to be taken by the organization to achieve a specific End
  - 1.2 a Board strategy or position statement
  - 1.3 a code of conduct or value statement by the Board of Governors
2. Board Policy will fall into one of the following categories:
  - 2.1 Ends (Results) - The Board will define which needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies will embody most of the Board's part of long-range planning.
  - 2.2 Board Process - The Board will determine its philosophy, its accountability, and the specifics of its own job.
  - 2.3 Board-President Relationship - The Board will clarify the manner in which it delegates authority to the President as well as how it evaluates the President's performance based upon the Ends and Executive Limitations policies.
  - 2.4 Executive Limitations - The Board will establish the boundaries of acceptability within which staff methods and activities can responsibly be

left to staff. These limiting policies therefore apply to staff *means* rather than *ends*.

3. The format for Board Policy will follow the format of this policy as an example and include:
  - 3.1 reference to the policy manual
  - 3.2 brief background information (optional)
  - 3.3 the policy statement
  - 3.4 a monitoring section (where applicable)
  - 3.5 any interpretation notes (e.g., definitions)
4. Generally, the Board will identify the need for a new Board policy; however, other groups (e.g., Board Committees or Task Forces, the government, college management, etc.) may refer an issue to the Board which may require a policy statement to be developed by the Board. When the Board encounters an issue which it determines requires development of policy, the Board will consider the following courses of action:
  - 4.1 The Board as a whole will develop a policy at a regular meeting of the Board
  - 4.2 The Board will assign the issue to a task force for further exploration and facilitate the development of policy by the Board
  - 4.3 The Board will defer the issue to the annual planning workshop for a ranking against all other priorities
5. Once the policy has been approved by the Board of Governors, it will be incorporated into the Board Policy Manual. The Manual will be a dynamic document which lists all Board policies and is regularly updated when new policies are developed. When Board policies are added to the manual, they will be circulated to the college via regular updates.
6. To ensure the Board Policy Manual is kept current, every Board policy shall be reviewed by the Board Process Committee or a Board Task Force within five years after the policy has been approved or amended by the Board. All proposed revisions to Board policy shall be provided to the Board for consideration.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## ***CATEGORY B - BOARD PROCESS***

### ***TITLE: APPOINTMENT/REAPPOINTMENT OF EXTERNAL GOVERNORS***

POLICY NUMBER:     **B-13**

EFFECTIVE DATE:     2023 06 08 (Partial BLG Review)

REFERENCE:           36205, 37704, 38404, 39304, 39806, 41005, 42506, 44105,  
49304, 51417, 53103, 55501, 55701, 60312

### **BACKGROUND INFORMATION:**

The size and constitution of the Board and the terms for external Board members (“External Governors”) are set out in the regulations (“Regulations”) promulgated under the Ontario Colleges of Applied Arts and Technology Act, 2002, (the “Act”) and College By-Law No. 1. A portion of the External Governors are to be appointed by the Lieutenant Governor in Council (“LGIC Appointees”) and the balance are to be appointed by members of the Board at the time of appointment (“Board Appointees”). The Ministry of Advanced Education and Skills Development (“MAESD”) has advised the Board that it has the authority to recommend candidates as LGIC Appointees and has requested that the Board assist it with making such recommendations.

Through this process, the Board will strive to recruit Board Members who are aligned with the Board’s Vision and Mission, and the College’s strategic goals, thereby resulting in a relevant and effective Board of Governors.

This policy details the procedure to be followed for the appointment / reappointment of Board Appointees and for the selection of candidates to recommend as LGIC Appointees.

### **THE POLICY:**

#### **1. Committee**

- 1.1 The Board shall establish a committee to recommend to the Board candidates for the appointment/reappointment of Board Appointees and the recommendation for appointment/reappointment of LGIC Appointees.
- 1.2 The Chair of the committee shall be a member of the Board Process Committee as determined by the Board Process Committee. Additional Governors will be appointed as required by the Board upon recommendation by



the Board Process Committee, but not more Internal Governors than External Governors. A Governor whose reappointment is under consideration may not serve on the committee.

- 1.3 The President will serve as a member on the committee and may assist in the recruitment of potential candidates for External Governor positions.
- 1.4 To assist the committee in understanding the collective experiences of the Board, current Governors will be requested to complete a self-declaration form outlining relevant background and skills they bring to the Board as a member.

## 2. Appointment Process

- 2.1 The committee will arrange for an advertisement in the most prominent newspaper(s) and/or other relevant communications media in each of the college's county areas seeking individuals interested in becoming a member of the Board. An information package for potential applicants will be developed and provided to anyone who communicates an interest.
- 2.2 The committee may also consider suggestions for new appointees from Governors and other sources.
- 2.3 The committee will develop selection criteria and an interview questionnaire.
- 2.4 The committee will assess all applicants based on written curriculum vitae and personal recommendations, and will interview a short list of applicants.
- 2.5 The committee shall recommend to the Board for consideration as Board Appointees or for recommendation as LGIC Appointees, as the case may be, at least such number of candidates required to fill the vacant or vacating positions.
- 2.6 The committee will arrange for the submission of all requested documents to MAESD in respect of candidates which the Board elects to recommend as LGIC Appointees.

## 3. Reappointment Process

- 3.1 The committee will review and finalize a set of interview questions.
- 3.2 Each candidate for reappointment will be provided, in advance, a copy of the questions to be used at the interview.
- 3.3 Interviews of all candidates will be conducted by the committee which will document the candidates' responses to the questions.
- 3.4 The candidates will have an opportunity to review and amend, if necessary, the typed responses prepared by the committee.
- 3.5 At a subsequent in-camera meeting of the Board, the college resource personnel will be excused from the meeting such that those present will consist of Governors (including the President), and the Recording Secretary.

At the meeting:

- 3.5.1 Interview documents will be reviewed with an opportunity for Governors to ask the candidates further questions and for the candidates to make statements.
  - 3.5.2 The candidates will be excused one at a time (in alphabetical order) to allow an opportunity for further discussion in the candidate's absence.
  - 3.5.3 Ballots will be distributed by the Recording Secretary to all Governors (including the President) except those who are being re-appointed. Governors who are being re-appointed are not eligible to vote for themselves in accordance with legislation.
  - 3.5.4 A vote on the reappointment of a candidate as a Board Appointee or the recommendation of a candidate for reappointment as an LGIC Appointee, as the case may be, will be conducted by secret ballot.
  - 3.5.5 Ballots will be collected by the Recording Secretary. With all Governors present, the Board will direct the Chair to consider a motion to destroy ballots once the Corporate Treasurer and Recording Secretary have tallied the results.
  - 3.5.6 Ballots will be tallied by the Recording Secretary and the results communicated to the Board Chair.
  - 3.5.7 The Board Chair will communicate the results of the vote to the candidates on an individual basis.
  - 3.5.8 The Board will arrange for the submission of all requested documents to MAESD in respect of candidates which the Board elects to recommend as LGIC Appointees.
- 3.6 The Recording Secretary will note the outcome of the vote in the in-camera minutes.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## ***CATEGORY B - BOARD PROCESS***

### ***TITLE: GOVERNOR ORIENTATION***

POLICY NUMBER: B-14  
EFFECTIVE DATE: 2023 06 08  
REFERENCE: 44105, 49205, 52001, 56501, 60312

### **THE POLICY:**

1. New Governor Orientation Process
  - 1.1 Upon confirmation of the appointment or election of a new Governor, the Chair of the Board of Governors or the Executive Secretary to the Board, will contact the new Governor to welcome him/her to the Board and outline the components of the new governor orientation process, beginning with the mentor process outlined below. A letter of welcome will follow shortly thereafter. The designation of a mentor shall not preclude the new Governor accessing additional resources such as the Board Chair, the President, the Executive Secretary to the Board and/or other Governors.
  - 1.3 Governors-elect will be encouraged to attend Board meetings as observers in the period between their election and the date their appointment takes effect. If the appointment of an External Governor is confirmed in time, the new Governor shall be invited to observe the June meeting of the Board of Governors and to participate in the annual governor retirement function.
  - 1.4 Each new Governor will be strongly encouraged to participate in the local orientation organized by existing Board members with the support of Fanshawe College for its new Governors, to be held in advance of the September Board meeting.
  - 1.5 Each new Governor will be strongly encouraged to also participate in the provincial/regional new governor orientation workshop organized by Colleges Ontario.
  - 1.6 Within their first few months of appointment, each new Governor will be expected to become familiar with policy governance.

2. Governor Mentor Process

- 2.1 The Board Process Committee assigns a mentor by reviewing the list of nominees, together with current Governors interested in being a mentor, with a view to matching similar backgrounds and areas of common interest as much as possible.
- 2.2 The mentoring term will be for the first year of appointment of the new Governor but may continue unofficially thereafter.

3. Role of the Mentor and Mentee

- 3.1 To act as a counselor with respect to any questions or concerns the new Governor may feel more comfortable addressing to another Governor and, in particular:
  - 3.1.1 provide support for the new Governor and help make him/her feel part of the team
  - 3.1.2 assist the new Governor in achieving goals and learning objectives
  - 3.1.3 encourage participation
  - 3.1.4 listen
  - 3.1.5 provide information on routine board processes
  - 3.1.6 share relevant experiences, knowledge & skills
  - 3.1.7 make himself/herself available if the new Governor requires guidance on issues of governance either at meetings or by phone
- 3.2 Role of the New Governor as Mentee
  - 3.2.1 strive to achieve goals and learning objectives
  - 3.2.2 communicate
  - 3.2.3 listen
  - 3.2.4 stay accessible, committed and engaged with the Mentor

3.3 Guidelines

Each Governor comes with different experiences and needs, and the role of the mentor will vary. The following are suggestions which may be useful to the mentor.

- 3.3.1 The mentor should introduce himself/herself to the new Governor at the earliest possible opportunity, preferably upon the new Governor's appointment. The mentor will be welcome to attend the local orientation workshop.
- 3.3.2 The mentor should sit beside the new Governor for at least the first two meetings of the Board in the new term.
- 3.3.3 The mentor and new Governor should commit to at least one meeting after the September Board meeting where they may discuss the process and routine matters of the Board and how the new Governor may achieve their goals and objectives.

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*CATEGORY B - BOARD PROCESS*

TITLE:            MONITORING REPORTS

POLICY NUMBER:            B-20  
EFFECTIVE DATE:            2023 06 08  
REFERENCE:                 51404, 53403, 60308

BACKGROUND INFORMATION:

Consistent with the Board's Terms of Reference, the Board of Governors has established monitoring as a key Board responsibility. The purpose of this policy is to identify principles and processes to support the monitoring function of the Board.

THE POLICY:

1. The President provides monitoring reports in accordance with requirements identified in each Ends Policy and Executive Limitations Policy.
2. Monitoring reports shall be in writing and provided to the Board with the agenda for the meeting at which they are to be discussed.
3. Each monitoring report shall include the following components:
  - 3.1 each clause in the relevant policy
  - 3.2 an interpretation of each clause in the policy supported by a rationale
  - 3.3 evidence demonstrating progress with each clause towards the achievement of the Ends Policy or compliance with the Executive Limitations Policy
  - 3.4 A statement from the President confirming achievement of the Ends Policy or compliance with the Executive Limitations Policy, as applicable
  - 3.5 where the report indicates non-compliance with any aspect of an Executive Limitations Policy, an action plan to achieve compliance
4. To maximize the Board's time on strategic issues, the presentation of monitoring reports shall be limited to Board concerns regarding policy interpretation and/or sufficiency of evidence.
5. The Board Chair will guide the Board's discussion of each monitoring report.
6. At the conclusion of the Board's discussion of the monitoring report, the Board Chair will invite the President to speak to the achievement of the Ends Policy or

POLICY B-20 (MONITORING REPORTS) – CONTINUED

compliance with the Executive Limitations Policy. If there has been insufficient progress towards the End or non-compliance with Executive Limitations, the President will address when the Board can expect to see achievement or compliance.

7. The Board will reach a conclusion concerning the evaluation of the monitoring report and will reflect the conclusion in a motion.
8. The resolution will follow one of the following formats:
  - 8.1 “The Board approves the monitoring report based on reasonable interpretation of the policy and evidence demonstrating the achievement of the policy, representing effective performance in this area.”
  - 8.2 “The Board does not approve the monitoring report for the following reasons .... The Board will then identify the action it wishes the President to take with regard to the report.”
9. Upon review of each monitoring report, the Board may also determine that its policy may need to be improved. This will not impact the assessment of the monitoring report in accordance with existing Board policy. In this circumstance, the Board will place the review of the policy on its “parking lot” for future consideration in the establishment of the Board’s priorities.
10. Assessments of each monitoring report shall be used in the normal process for assessing the President’s performance.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B – BOARD PROCESS**

**TITLE: ELECTED COLLEGE OFFICERS**

POLICY NUMBER: B-25.05

EFFECTIVE DATE: 2023 06 08 (Partial BLG review)

REFERENCE: 37306, 42506, 43810, 49403, 53603, 54308, 56701, 60312

### BACKGROUND INFORMATION:

As a Corporation, the College is required to have officers consisting of a Chair and one or more Vice-Chairs (collectively the “Elected Officers”), a Secretary-Treasurer or a Secretary and a Treasurer, and the President (collectively the “Appointed Officers”), and such other officers as the Board may determine by resolution from time to time. Consistent with By-Law No. 1, this policy describes the role of the Elected Officers of the College. The appointment process and roles of the Appointed Officers of the College is set out in Board Policy B-25.08 (Appointed College Officers). For consistency with By-Law No. 1, the corporation known as The Fanshawe College of Applied Arts and Technology is defined herein as the “College”.

### THE POLICY:

1. The College has three Elected Officer positions, namely the Board Chair, the First Vice-Chair, and the Second Vice-Chair (the “Elected Officers”).
2. The term of each Elected Officer position is for one year commencing September 1.
3. Each Elected Officer is responsible to the Board of Governors.
4. Only external Board Members may hold Elected Officer positions.
5. The Board Chair is solely responsible for:
  - 5.1 chairing meetings of the Board of Governors in accordance with Board Policy and its By-Laws.
  - 5.2 chairing meetings of the Board Process Committee in accordance with Board Policy.
  - 5.3 representing the Board of Governors, where appropriate, at functions or activities of the government, the Board, the College, and the community.
  - 5.4 speaking on behalf of the Board of Governors on all Board matters.
  - 5.5 applying disciplinary measures to Board Members in accordance with Board Policy, By-Laws, and any governing legislation.
  - 5.6 administering the terms and conditions of the President’s contract.
  - 5.7 delegating the authority of the Chair.



6. In situations where the Board Chair is temporarily unable to fulfill his/her duties, then the responsibility for assuming the role of the Board Chair will temporarily fall to the First Vice-Chair. Should the First Vice-Chair also be unable to fulfill the duties of Board Chair, then the Second Vice-Chair shall temporarily be assigned the role of Board Chair.
7. In situations where an Elected Officer is unable to permanently fulfill his/her duties, then at the discretion of the Board, an election may take place in accordance with the process described within this policy.
8. The process for the election of Elected Officers shall consist of two phases, namely, the nomination phase, followed by the actual elections.

Nomination Process:

- 8.1 A formal call for nominations will be issued at least one month prior to the elections, normally in March. The call for nominations will identify the positions to be filled and the Governors eligible to fill these positions. Board members interested in nominating another Board member for an Elected Officer position should verify with that Board member first to ensure the person is interested before submitting the nomination. All nominations are to be provided to the Board Office.
- 8.2 The Board Process Committee, including the President, shall serve as a Nominating Committee to ensure there are a sufficient number of candidates to fill the positions available. Members of the Board Process Committee may also recruit candidates.
- 8.3 The Nominating Committee may propose one or more candidates for each Elected Officer position for consideration by the Board. However, this does not preclude other candidates from being nominated from the floor at the time of the election.

Election Process:

- 8.4 Elected Officers are elected in the open session of a regular Board meeting, normally in April, using the following process:
  - 8.4.1 To avoid any perceived conflict of interest, the annual election process for all Elected Officers shall be convened by the Treasurer.
  - 8.4.2 The sequence of elections shall begin with the Board Chair, followed by the First Vice-Chair, followed by the Second Vice-Chair.
  - 8.4.3 In addition to any nominations received by the Nominating Committee, nominations for each position will be invited from the floor. Each nomination must be approved by the Board and accepted by the nominee, before another nomination is heard.
  - 8.4.4 Once all nominations have been declared, a motion is required to close the nominations.
  - 8.4.5 In order of nomination, all candidates will be allowed to briefly address the Board.
  - 8.4.6 Once all candidates have been heard, each Board member will cast one vote using a secret ballot.

- 8.4.7 The successful candidate must obtain a clear majority of votes by way of elimination balloting if necessary. If a tie vote results with only two candidates, then the winner shall be determined with the toss of a coin.
- 8.4.8 The Recording Secretary accompanied by the Treasurer will collect and count the votes. The Recording Secretary will report the results of each vote (not the count of votes) to the Board.
- 8.4.9 A final motion will be required to destroy the ballots.

FANSHAWE COLLEGE  
BOARD OF GOVERNORS' POLICY MANUAL

*CATEGORY B - BOARD PROCESS*

TITLE: APPOINTED COLLEGE OFFICERS

POLICY NUMBER: B-25.08

EFFECTIVE DATE: 2023 06 08 (partial BLG review)

REFERENCE: 35706, 40707, 46206, 49205, 53603, 54308, 59201, 60312

BACKGROUND INFORMATION:

As a Corporation, the College is required to have officers consisting of a Chair and one or more Vice-Chairs (collectively the “Elected Officers”), a Secretary and a Treasurer, the President (collectively the “Appointed Officers”), and such other officers as the Board may determine by resolution from time to time. Consistent with By-Law No. 1, this policy describes the roles of the Appointed Officers of the College. The election process and roles of the Elected Officers of the College is set out in Board Policy B-25.05 (Elected College Officers). For consistency with By-Law No. 1, the corporation known as The Fanshawe College of Applied Arts and Technology is defined herein as the “College”.

THE POLICY:

1. The accountability and responsibilities of the President is set out in Board Policy C-10 (President’s Accountability and Responsibilities) and related Board Policies.
2. The process for selecting a new President of the College is set out in Board Policy C-30 (Selecting a New President).
3. The role of the Secretary of the College is to be responsible for maintaining the integrity of Board documents.
4. The role of the Treasurer of the College is:
  - 4.1 to be responsible for maintaining the integrity of financial records,
  - 4.2 to advise the Board on matters pertaining to the Board's own operating budget, and
  - 4.3 to act as liaison between the Board of Governors and the President on contractual matters pertaining to the President, when requested to do so by the Board Chair.
5. The Secretary and the Treasurer shall respect confidentiality when exposed to in-camera matters, including all information associated with the assessment of the President’s performance.
6. The Secretary and the Treasurer need not be members of the Board.
7. The role of the Secretary is assigned to the President.
8. The role of Treasurer is assigned to the College's Vice-President, Finance and Administration or equivalent position.

# FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL

## **CATEGORY B - BOARD PROCESS**

### **TITLE: ROLE OF THE GOVERNOR**

POLICY NUMBER: B-25.10  
EFFECTIVE DATE: 2023 06 08 (partial BLG review)  
REFERENCE: 35804, 40804, 41813, 43104, 47905, 48804, 49303, 50803,  
55801, 60312

### **BACKGROUND INFORMATION:**

The Role of the Governor identifies the expectations of the Governor and the Governor's Code of Conduct (Policy B-25.10.05) describes how these responsibilities should be performed and outlines the process for censure.

### **THE POLICY:**

The function of the Fanshawe College Board of Governors is to act on behalf of the *Ownership* of the College, as specified in the Terms of Reference of the Board of Governors. (Policy B-05). The primary role of the Board of Governors is therefore one of governance. More specifically the role of the Governor is to:

1. represent the College as a whole, and act as a steward, on behalf of the *Ownership*, to ensure effective use of College resources.
2. comply with a legal *Duty of Loyalty* to act in the best interest of the College rather than acting in the best interest of the individual Governor or on behalf of a constituency or group.
3. comply with a legal *Duty of Care*.
4. bring a broad range of perspectives to Board decisions and use knowledge and expertise to ensure that Board decisions are in the best interests of the *Ownership* and are in keeping with the Fanshawe College Vision and Mission (Board Policy A-05).
5. govern efficiently and effectively in accordance with the Governor's Code of Conduct Policy (Board Policy B-25.10.05) and measured in accordance with the Monitoring section of this policy.
6. represent the Board of Governors on civic occasions or at meetings of other agencies or government on behalf of and at the request of the Chair.

7. keep the Board, including the President, informed of matters relevant to the College.
8. refer all matters that may be of an administrative nature through the Chair of the Board to the President.
9. serve on at least one of the committees or task forces of the Board as the need arises, and if requested, consider accepting special assignments such as leading a task force, preparing a discussion document for Board consideration, or leading a Board discussion.
10. participate in ongoing education and professional education in matters directly related to the effective operation of the Board.
11. attend meetings of the Board, including task force meetings and committee meetings, and participate by discussing and questioning Board business, and openly expressing their opinions.
12. be prepared for meetings and have reviewed pre-circulated Board, committee or task force materials prior to each meeting. If a Governor requires additional information necessary for governance decision-making, the Governor should request the information in advance of the meeting.

**MONITORING:**

A Governor's performance may be monitored by any one, or both, of the following approaches:

1. Self Assessment – Governors shall assess their own performance at least annually, and are encouraged to seek feedback from other Board members in this process.
2. Board Assessment – The Chair, and/or designate, may discuss with an individual Governor his/her performance at any time.

# FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL

## **CATEGORY B - BOARD PROCESS**

### **TITLE: GOVERNOR'S CODE OF CONDUCT**

POLICY NUMBER: B-25.10.05

EFFECTIVE DATE: 2023 06 08 (Partial BLG review)

REFERENCE: 35805, 40708, 41813, 42908, 43810, 49303, 50704, 52301, 57601, 60312

### **BACKGROUND INFORMATION:**

By-Law No. 1 makes reference to the following Code of Conduct for Governors. It should be noted that the Role of the Governor (Board Policy B-25.10) and the Governor's Code of Conduct (Board Policy B-25.10.05) are closely linked. The Role of the Governor identifies the expectations of the Governor and the Code of Conduct describes how these responsibilities should be performed. Section II of By-Law No. 3 outlines the consequences of a breach in failing to comply with these Board policies and describes the procedures to be followed.

### **DEFINITIONS:**

*Conflict of Interest* – a situation where a Governor has a private or personal interest that is sufficiently connected to his or her duties and responsibilities as a Governor that it influences the exercise of these duties and responsibilities. Conflict of Interest is further defined in the Minister's Binding Policy Directive provided to each Governor as a part of orientation.

*Duty of Care* - the responsibility of a Governor to take all reasonable measures necessary to prevent activities that could result in harm to other individuals and/or their property.

*Duty of Loyalty* - a Governor must place the interests of the organization ahead of their own interests at all times.

### **THE POLICY:**

#### **1. General**

1.1 All Governors owe a *Duty of Care* and a *Duty of Loyalty* to the College.

1.2 Governors shall participate in, support, and contribute to the College's endeavours to support the community.

1.3 Governors shall avoid behaviours unbecoming of a Board Member including but not limited to activities that are illegal, that are in breach of established Board policies, that demonstrate a lack of respect for Board Members or Board decisions, or that constitute or demonstrate harassment, violence, or discrimination.

- 1.4 Governors shall comply with policies set by the Board from time to time, including but not limited to policy statements regarding attendance, *conflict of interest* and policy statements designed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera sessions of the Board, or other information, discussions or proceedings determined by the Board, or the Chair of the Board, to be confidential.
- 1.5 Governors shall comply with policies set by the College from time to time that have application to Governors, including:
  - C104: Expense Reimbursement
  - C202: Acceptable use of College Technology
  - P103: Safe College Campus
  - P104: Sexual Violence and Sexual Assault
  - P208: Respectful College Community and Prevention of Harassment and Discrimination
- 1.6 This Code of Conduct applies to all meetings of the Board of Governors including, but not limited to regular Board meetings, committee meetings, and Planning Workshops.
- 1.7 The Chair is responsible for enforcing the policy and procedures pertaining to the Governor's Code of Conduct, which pertains to general conduct, *conflict of interest*, confidentiality, Board business, attendance, and the day-to-day operation of the College.
- 1.8 In cases where a Governor alleges a breach of College policy by a non-Governor, the Governor shall follow the procedure specified in the College policy.

## 2. Conflict of Interest

- 2.1 Governors must avoid *conflict of interest* with respect to their fiduciary responsibility in representing the *Ownership*.
- 2.2 Governors who find themselves in a *conflict of interest* with respect to an issue shall abstain from the vote and from the deliberation, whenever the Board is to decide or discuss the issue in conflict. If a *conflict of interest* situation arises during an in-camera session of the Board, the Governor shall excuse himself/ herself from the room for that part of the discussion and the vote, if applicable. The Governor is expected to return for remaining agenda items.
- 2.3 Internal staff Governors (namely the academic representative, the support staff representative, and the administrative staff representative) shall abstain from the vote and any deliberation, whenever the Board is to decide or discuss terms and conditions of employment for any staff group and shall not serve on a task force or committee regarding these issues.
- 2.4 Governors must not use their positions to obtain employment with the College for anyone. However, some Internal Governors may, by virtue of their positions at the College, continue to hire for positions, but must not use their role as a Governor to interfere with any hiring decisions.

- 2.5 An External Governor shall not act as a reference for a person seeking employment with the College.
- 2.6 External Governors must first resign from the Board of Governors, if they apply for employment with the College. External Governors must also resign from the Board of Governors, if their spouse or same-sex partner has obtained employment with the College.
- 2.7 Governors shall not use their position to influence decisions that would have a direct impact on course grades involving themselves or anyone else.
- 2.8 At the beginning of each meeting of the Board of Governors, each Governor shall disclose all agenda items posing a *conflict of interest*, if any.
- 2.9 In cases where a *conflict of interest* exists, Governors shall declare the *conflict of interest* at the earliest opportunity.
- 2.10 If a Governor is uncertain about a *conflict of interest*, then the Governor is to raise the uncertainty with the Board and the Board is to determine by majority vote whether a *conflict of interest* exists. The affected Governor shall refrain from voting on whether or not a *conflict of interest* exists.
- 2.11 Any Governor who perceives another member to be in a *conflict of interest* is to raise the concern with the Chair of the Board of Governors. The Chair shall discuss the matter with the Governor who is perceived to be in conflict and, as appropriate, hold a further discussion with the reporting Governor. If the discussions do not lead to a resolution, the matter shall be brought to the Board and the Board is to determine by majority vote whether or not a *conflict of interest* exists. The affected Governor shall refrain from voting on whether or not a *conflict of interest* exists.
- 2.12 Governors may not conduct private business with the College unless it follows an open, fair and transparent tendering process. Governors who wish to engage in commercial or professional business with the College must:
  - 2.12.1 follow the proper procedure for submitting bids or proposals to the College.
  - 2.12.2 disclose the potential engagement to the Board Chair.
  - 2.12.3 not use their position on the Board to influence the decision.
  - 2.12.4 not use any in-camera information for personal or professional gain.

### 3. Confidentiality

- 3.1 Governors will respect the confidentiality appropriate to issues of a sensitive nature, and all information in-camera is to be kept confidential. Subsequent discussions of confidential issues may only involve those participants who attended or were eligible to attend the original confidential discussions.
- 3.2 The Chair (of the Board, or applicable task force) has the sole authority to determine the confidentiality of an agenda item.



- 3.3 Issues determined to be confidential shall remain confidential until released publicly through appropriate means.

#### 4. Board Business

- 4.1 Governors will comply with relevant Board policies and support Board decisions. Once a decision is made, the Board will speak with one voice with respect to the decision taken.
- 4.2 Governors will only speak on behalf of the Board when requested to act on behalf of the Chair.
- 4.3 Governors will not be personally compensated for their time or commitment spent on Board business because they are volunteers who serve the College without privilege or remuneration. However, Governors will be reimbursed for expenses incurred while traveling or conducting authorized Board business.

#### 5. Attendance

- 5.1 Governors are expected to attend all of the regularly scheduled Board meetings and planning workshops. Apologies and reasons for absence should be tendered to the Chair through the Board Office in advance of the meeting.
- 5.2 The Chair is responsible for addressing attendance problems. Unacceptable attendance will result in the Chair requesting the Governor's resignation. The following attendance patterns are not acceptable and constitute a breach of the Governor's Code of Conduct:
  - 5.2.1 missing any two regular Board meetings in a year without an acceptable reason.
  - 5.2.2 missing three Board meetings in a year with or without a reason or without the permission of the Board,
  - 5.2.3 frequent late attendance at the meetings or leaving early.

#### 6. Day-to-Day Operation of the College

- 6.1 Governors do not have individual authority within the College.
- 6.2 Governor interaction with the President or with staff must be in accordance with the Role of the Governor (Policy B-25.10). Any request by an individual Governor for information where the response could be disruptive or require a material amount of staff time or funds must be brought forward to the whole Board for consideration.
- 6.3 Governor interaction with the public, press or other entities must recognize the limitation and the inability of an individual Governor to speak for the Board.
- 6.4 Governors shall not give consequence or voice to individual judgements of the President or staff performance.
- 6.5 Governors who are approached about operational issues should refer the person/issue to the President.

7. Breaching the Governor's Code of Conduct

- 7.1 A possible breach of the Governor's Code of Conduct shall be reported to the Board Chair, who shall investigate the allegation. The Board Chair shall use his/her discretion in determining what other resources may be required to complete an investigation. The conclusion drawn by the Board Chair from the investigation regarding whether breach has occurred shall be final.
- 7.2 The Board Chair shall comply with the following principles in situations where an allegation of a breach has occurred:
  - 7.2.1 the Governor should be treated in a fair and respectful manner.
  - 7.2.2 the Governor should be given an opportunity to respond.
  - 7.2.3 the Governor should be clearly notified in writing of the Board Chair's decision regarding the alleged breach, the reasons, and the consequences, if any.
  - 7.2.4 in cases where it is alleged that a Governor has breached a College policy that applies to Governors, the Chair shall follow the procedure specified in that policy. The Chair may adapt such procedure to suit the circumstances, provided that the above principles are maintained.
- 7.3 Any breach to the Governor's Code of Conduct Policy shall carry one of the following consequences:
  - 7.3.1 The Board Chair may issue one or more warnings to the Board Member. The Board Chair may choose to consult with members of the Board Process Committee or other Board members as appropriate. Warnings shall not be disclosed to the Board.
  - 7.3.2 The Board may remove a Board Member from the Board of Governors in accordance with the principles and procedures outlined in By-Law No. 3.
- 7.4 Since the President is an ex-officio member of the Board, the President may only be removed as a Board Member by having his/her employment contract terminated.

8. Agreement

- 8.1 Each Board member will be required to sign a compliance statement annually (see Appendix 1) to acknowledge their agreement to the terms of this Board policy.

**MONITORING:**

A Governor's conduct may be monitored by any one, or both, of the following approaches:

1. Self Assessment – Governors shall assess their own conduct at least annually, and are encouraged to seek feedback from other Board Members in this process.
2. Board Assessment – The Chair, and/or designates, may discuss with an individual Governor his/her conduct at any time.

**APPENDIX 1**  
**(To Policy B-25.10.05)**

**BOARD of GOVERNORS**  
**CODE of CONDUCT COMPLIANCE STATEMENT**  
**AND CONFIDENTIALITY AGREEMENT**

I, \_\_\_\_\_, hereby undertake as part of my responsibility as a Governor on the Board of Governors of Fanshawe College (the “College”) to comply with all provisions of the Governor’s Code of Conduct Policy (Board Policy B-25.10.05) and explicitly agree to keep all confidential information, whether verbal, written, electronic, or otherwise (the “Confidential Information”), regarding the business of the College, in strictest confidence.

I undertake that I will not remove any Confidential Information from the College premises or from off-site meeting locations, unless appropriately approved. I also agree to safeguard any Confidential Information in an appropriate location within my home or office and use it only when required for the College’s business. I also agree to safely dispose of all Confidential Information in a safe and secure manner, which may include returning the Confidential Information to the Board Office.

I further commit to continue to respect and maintain the confidentiality of the Confidential Information of the College even after my position on the Board of Governors of the College has ended.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B - BOARD PROCESS**

### **TITLE: MONITORING BOARD PERFORMANCE**

POLICY NUMBER: **B-25.15**

EFFECTIVE DATE: 2023 06 08 (Partial BLG review)

REFERENCE: 36606, 38804, 42506, 43009, 48203, 49205, 55108, 60312

#### **BACKGROUND INFORMATION:**

The Board of Governors has a mandate that is expected to be achieved. The mandate is set out in Board Policy B-05 (Terms of Reference of the Board of Governors), and the College's By-Laws. The purpose of this Policy is to establish the means to ensure the Board's mandate is being fulfilled.

#### **THE POLICY:**

1. Monitoring is the process for determining whether the Board's responsibilities are being achieved.
2. The Board's performance may be assessed using the following approaches, or a combination thereof. Any recommendations that arise from such assessments will be monitored by the Board Process Committee or by an ad hoc committee specifically created to do so.
  - 2.1 Internal Assessments - self-evaluations performed by individual Board members, groups of Board members, or the entire Board, including periodic assessments of Board meetings done at the end of meetings for use by the Board Chair and the Board Process Committee.
  - 2.2 Third-Party Assessments - evaluations performed by independent third parties as may be requested by the Board.
  - 2.3 Government Assessments - evaluations performed by government authorities, such as the Ministry of Advanced Education and Skills Development or the College Employer Council for example, which may be either at the call of the authority, or contracted by the Board.
3. Internal assessments will be performed at least annually to further opportunities to enhance governance effectiveness.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B - BOARD PROCESS**

### **TITLE: PROCESS TO ADDRESS POTENTIAL CONTRAVENTION OF BOARD POLICY**

POLICY NUMBER: **B-31**  
EFFECTIVE DATE: 2023 06 08 (Partial BLG review)  
REFERENCE: 35213, 40106, 45603, 49205, 55101, 600312

#### **BACKGROUND INFORMATION:**

The Board of Governors has established Board Policy C-05 (Delegation to the President) and C-10 (President's Accountability and Responsibilities) indicating that the President of Fanshawe College has been delegated the responsibility of managing the College with the purpose of achieving the College's vision and mission established by the Board. The President has the authority to manage the College within the policies established by the Board of Governors.

The Governors on the Board are required to follow their mandate listed in the Terms of Reference of the Board of Governors (Board Policy B-05). This mandate includes "developing and overseeing the implementation of policy". Therefore, this policy refers to contravention of Board policy identified by individuals who are not Board Governors.

#### **THE POLICY:**

Any person, other than Board Governors, who believes that Board policy has been contravened, should review the issue with the President. If the issue is not resolved to mutual satisfaction, and the issue is relevant to the responsibilities of the Board of Governors, then the person can make a written submission to the Board Chair. This submission will be in accordance with the process described in Board Policy B-40.05 (Access to Board Meetings), regarding members of the public bringing an issue to the attention of the Board of Governors.

The Board does not have a role to mediate or review specific disputes related to College operational policies and practices, as established by Board Policy C-10.

**FANSHAWE COLLEGE  
BOARD OF GOVERNORS' POLICY MANUAL**

**CATEGORY B – BOARD PROCESS**

**TITLE: BOARD OPERATING BUDGET**

POLICY NUMBER: B-35

EFFECTIVE DATE: 2021 01 28

REFERENCE: 37304, 42506, 48203, 52101, 53503, 58101

**BACKGROUND INFORMATION:**

The College annually develops a financial plan that allocates resources, subject to approval by the Board of Governors. Included with these financial plans is an allocation for the Board of Governors to conduct its activities. The following policy represents some principles by which the Board's budget shall be developed.

**THE POLICY:**

1. The budget of the Board of Governors shall include one complement position being the President of the College. Other resources shall be allocated based on the activity of the Board, in accordance with the Colleges policies and procedures.
2. The Corporate Treasurer of the Board shall assist the Board Process Committee in developing a draft budget proposal in early December or January of each year, for approval by the full Board of Governors. At this time, a review of actuals to budget will be undertaken and provided to the Board. A similar review of actuals to budget will take place again at fiscal year-end.
3. Members of the Board of Governors shall be reimbursed for travel expenses in accordance with college practice.
4. Attendance at Board events/conferences will be limited as follows:

<b>Conference/ Event</b>	<b>Attendance</b>
CICan	incoming BPC, Student Governor
Board Workshop	all Governors, all Executive Leadership Team, and resource staff where appropriate
Higher Education Summit	BPC, all Governors once in 3 year term, Student Governor
Annual Festive Dinner	all Governors, all Executive Leadership Team
Governor Retirement Function	all Governors, all Executive Leadership Team

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## ***CATEGORY B - BOARD PROCESS***

***TITLE: BOARD MEETINGS***

POLICY NUMBER: **B-40**

EFFECTIVE DATE: 2023 06 08 (Partial BLG review)

REFERENCE: 39805, 43905, 44304, 49205, 49504, 51403, 52101, 53102,  
55501, 60312

### **BACKGROUND INFORMATION:**

The following policy is intended to supplement information contained in By-Law No. 1, and document the organization and structure of regular meetings of the Board of Governors.

### **THE POLICY:**

#### **1. General**

- 1.1 The Board of Governors normally holds at least six regular meetings per year as determined in June of the prior year. Special meetings of the Board may be called in accordance with By-Law #1, as needed.
- 1.2 Regular meetings of the Board of Governors are normally scheduled for three hours.
- 1.3 Except for in camera items as noted in By-Law No. 1, all meetings of the Board of Governors shall be open to the public in accordance with the Regulation under the Ontario Colleges of Applied Arts and Technology Act. Attendance may be limited by the Board Chair where conditions of overcrowding may exist. When it appears that public attendance may exceed the seating capacity, the Secretary will arrange control of admission on a first-come first-seated basis.
  - 1.3.1 A resolution is required for the Board of Governors to go in-camera to discuss matters that are considered to be confidential as identified in By-Law No. 1.
  - 1.3.2 In-camera sessions normally include the Vice-Presidents.
- 1.4 Seating at the Board table is reserved for Board members and the Vice-Presidents as resource personnel. Limited gallery seating is available for members of the public on a first-come first-seated basis.
- 1.5 The rules guiding the procedure at meetings shall be Robert's Rules of Order, unless otherwise determined by resolution of the Board.



1.6 The Board may from time to time meet with the President alone, to allow private discussion between the Board and the President. Such sessions do not constitute formal meetings of the Board.

## 2. Agendas

2.1 Agendas for Board meetings are normally distributed one week before the meeting.

2.2 The content and structure of the Board agenda is determined by the Board Chair assisted by the Board Process Committee, and approved by the Board at the meeting.

2.3 All supporting materials distributed with the agenda shall be held strictly confidential until discussed by the Board in open session. All supporting materials, agenda items and minutes associated with in-camera sessions of the Board are always strictly confidential, unless released by the Board in open session.

2.4 Agendas, without supporting materials, for the open portion of the meeting will be made available generally one week before the meeting on the College website.

2.5 Where appropriate, Board members may find some information expunged from their copy of in-camera supporting materials, including in-camera minutes, where a conflict of interest has been declared or is anticipated to be declared.

2.6 The Board agenda is flexible to accommodate time requirements for specific items and generally includes the following categories:

- a) Opening Procedures
  1. Call to Order and Announcement of Quorum
  2. Chair's Welcome
  3. Disclosure of Conflicts of Interest
  4. Consent Matters
- b) Future Focused Discussions
- c) Board Reports
- d) Monitoring Reports
- e) Chair's Report
- f) President's Report
- g) Committee of the Whole In-Camera, as needed
- h) Report from the Committee of the Whole
- g) Adjournment

2.7 Any Board member who wishes to ask a question, discuss, or oppose an item under Consent Matters on a Board Agenda may have it removed from the Consent Agenda by contacting the Board Secretary prior to the meeting, or by asking that it be removed before the Chair calls for a mover for the motion. Consent matters generally include approval of minutes, academic program approvals, and various Board reports.

3. Communications

- 3.1 The distribution of the Board Agenda and supporting materials is limited to the members of the Board and the Vice-Presidents (except for sensitive matters regarding the President).
- 3.2 Draft minutes of Board meetings are distributed to the Board with the agenda as noted above except where there may be a conflict of interest.
- 3.3 Approved public session Board minutes are available on the College's website for meetings held in the current year as well as the previous year. Approved Board minutes prior to that period are available by contacting the Board Office.
- 3.4 As the spokesperson for the Board, the Chair may issue a communication to keep the Board and/or College community informed about Board issues. The format and distribution of this communication will be left to the discretion of the Chair; however, all such communications will be distributed to all Governors.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B - BOARD PROCESS**

### **TITLE: ACCESS TO BOARD MEETINGS**

POLICY NUMBER: [B-40.05](#)  
EFFECTIVE DATE: 2023 06 08 (Partial BLG review)  
REFERENCE: 40106, 43810, 49205, 56001, 60312

### **BACKGROUND INFORMATION:**

The Board has defined the *Ownership* of the College as part of Board Policy B-05 (Terms of Reference of the Board of Governors) and has established its commitment to link with this Ownership. To support this linkage, this policy has been developed regarding the openness of Fanshawe College Board of Governors' meetings.

### **THE POLICY:**

1. The Board of Governors' meetings are open for the purposes of observing the Board's process. Dates and times of Board meetings can be obtained by contacting the Board Office, or on the College's website. Anyone interested in attending a meeting of the Board of Governors should contact the Board Office at least 24 hours prior to the meeting to ensure there is sufficient space available.
2. Copies of the agendas, without supporting materials, will be made available to members of the public on the College's website.
3. Members of the public are not permitted to speak at the meetings unless invited to do so by the Board Chair.
4. If members of the public wish to bring an issue to the attention of the Board of Governors, the following process should be followed:
  - 4.1 A written submission outlining the purpose of accessing the Board should be provided to the Board Chair, which will be logged in accordance with Board Policy B-42 (Board/Governor Development).
  - 4.2 The Board Chair will present the written submission to the Board Process Committee and the Board Process Committee shall determine whether the issue is relevant to the responsibilities of the Board of Governors because it involves Policy Development, Monitoring (Accountability), or Linking with the *Ownership* as described in its Board Policy B-05 (Terms of Reference of the Board of Governors). The Board Process Committee may use the entire Board to assist in this process.

- 4.2.1 If the issue is relevant to the responsibilities of the Board, the Board Process Committee shall determine the appropriate mechanism to consider the issue (i.e., Board of Governors meeting, reference to a task force or committee, reference to President or other, or reference to the whistleblower process outlined in Board Policy D-30 - Communication and Support to the Board).
  - 4.2.2 If the issue is not relevant to the responsibilities of the Board, the Board Process Committee shall forward the issue to the President for any further consideration. If the issue is related to compliance with Board Policy, then the President shall address the issue in a subsequent relevant monitoring report.
  - 4.2.3 Anonymous communications to the Board will only be acted upon if the evidence collected during the preliminary review by the Board Process Committee indicates the communication is relevant to the responsibilities of the Board of Governors, it can be properly investigated/considered by an appropriate mechanism (as noted in 4.2.1), and it is in the public interest.
- 4.3 Regardless of how the issue is addressed, the Board Process Committee shall share with the Board of Governors a summary of the written submission and how it was dealt with. The Board Chair shall acknowledge receipt of the issue and, if the member of the public who raised the issue is identified, respond to him or her indicating the Chair's approach towards addressing the issue.
5. Attendance at Board meetings during in-camera sessions shall be restricted to members of the Board of Governors, and if approved by the Board Chair, the Recording Secretary of the Board, the College Vice Presidents, and others as required.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B – BOARD PROCESS**

### **TITLE: BOARD/GOVERNOR DEVELOPMENT**

POLICY NUMBER: **B-42**  
EFFECTIVE DATE: 2023 06 08 (Partial BLG review)  
REFERENCE: 40106, 42104, 47004, 52001, 55108, 60312

#### **BACKGROUND INFORMATION:**

The following policy is intended to specify the incidental information to be received by Governors as well as to outline the resources and activities provided for Governors for both orientation and ongoing development.

#### **THE POLICY:**

1. The following material shall be made available to all Governors:
  - 1.1 Annual Ombuds Report
  - 1.2 Fanshawe News
  - 1.3 Interrobang
  - 1.4 President's Newsletter
  - 1.5 Fanshawe Program Guide and Mini-Guide
  - 1.6 Fanshawe Facts
  - 1.7 College memo outlining insurance coverage for members of the Board
  - 1.8 Invitations to graduations
  - 1.9 Alumni News
  - 1.10 The College Dispatch – Colleges Ontario Newsletter
  - 1.11 Contract Update (newsletter for college managers regarding contract negotiations)
  - 1.12 Foundation Newsletter
  - 1.13 Other communications that the Board Process Committee deems appropriate.
2. All items addressed to Governor(s)/Board will be logged by staff in the Board Office and distributed appropriately. The Chair of the Board will regularly review this log to ensure all items that are relevant to the responsibilities of the Board of Governors, as described in its terms of reference (Board Policy B-05), are included on the Board agenda.

This log shall be open to all Board members and be made available to any Board member upon request for review within the Board Office during normal office hours.

3. The orientation and ongoing development of Governors will be accomplished through periodic tours, encouragement to attend appropriate conferences such as the Colleges Ontario Annual Conference, the Annual Planning Workshop, presentations from time to time at Board meetings, and invitations to attend various college functions. In addition, the Board Office houses resource materials (books, videotapes, audiotapes and other printed material) covering topics such as policy-driven governance, which may be borrowed by individual Governors.
4. At least annually, the Board will conduct a governance educational program for the College and Board on
  - The Ministry's role and authority as it relates to governance
  - The governance model
  - The role of the Board
  - The governance and accountability framework, including legislative requirements and Binding Policy Directives relevant to the sector and the potential consequences of non-compliance.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B – BOARD PROCESS**

### **TITLE: HONORARY DIPLOMAS AND DEGREES**

POLICY NUMBER: B-45  
EFFECTIVE DATE: 2019 01 24  
REFERENCE: 43108, 48203, 54207, 56601

#### **BACKGROUND INFORMATION:**

As pre-approved by the Minister of Training, Colleges and Universities, the College can offer one or more Honorary Diplomas and / or Honorary Bachelor Degrees. This policy sets the Board's process by which the College offers the Honorary Diplomas and / or Honorary Bachelor Degrees.

#### **THE POLICY:**

##### 1. Recipient Criteria

- 1.1 The recipient of an Honorary Diploma must have had a unique and outstanding impact at a local, provincial, national, or global level. This individual's life, in some way, will have significantly enriched the lives and careers of Fanshawe College's students and alumni. The individual should not be actively serving as a politician municipally, provincially or federally.
- 1.2 The recipient of an Honorary Bachelor Degree must have made a significant contribution to society or have achieved noted accomplishments in a particular field of study for applied education; or have enhanced or promoted our College's image and reputation in Ontario or elsewhere. The individual should not be actively serving as a politician municipally, provincially or federally.

##### 2. Recipient Determination

- 2.1 The College may award one or more Honorary Diplomas each year. The College may also award one Honorary Bachelor Degree per year for each Ministerial consent for a degree program in force at the time of the award.
- 2.2 Honorary Diplomas and Honorary Bachelor Degrees will be presented to the recipients at College convocation ceremonies.
- 2.3 At least annually, the President will develop a list of proposed recipients for one or more Honorary Diplomas and Honorary Bachelor Degrees. The Board will

prescreen each candidate against the above criteria prior to candidates being contacted.

- 2.4 Subsequently, the President will contact suitable candidates to determine their willingness and ability to accept the Honorary Diplomas and Honorary Bachelor Degrees.
- 2.5 The President will report to the Board on the names of previously approved individuals who will receive Honorary Diplomas or Degrees, as well as the dates they will be bestowed.



# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B – BOARD PROCESS**

### ***TITLE: EMERITUS POLICY***

POLICY NUMBER      **B-46**  
EFFECTIVE DATE:    2019 10 03  
REFERENCE:          47303, 48803, 54101, 57101

### ***BACKGROUND INFORMATION:***

From time to time, Fanshawe College may want to recognize the achievements of recently retired academic staff who have made a significant contribution to Fanshawe College over the course of their career. This is done in adherence to College policy with the exception of President Emeritus. This policy provides the framework for the Board's consideration to award a President Emeritus designation.

### ***THE POLICY:***

1. Emeritus designation can be awarded to a former Fanshawe College President who retired within the previous two years.
2. The Emeritus designation shall be awarded by the Board of Governors based on at least the following criteria:
  - 2.1 exemplary record of performance.
  - 2.2 a minimum of 5 years of service to Fanshawe College, or 10 years of service to the Canadian College system.
  - 2.3 unusually high quality, creative contributions towards the development of the college.
3. The President Emeritus designation shall be for an indefinite term but may be withdrawn without cause by the Board of Governors after one year.
4. Those who are awarded the Emeritus designation may be reimbursed for costs associated with pre-approved activity involving the promotion of the College.

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## ***CATEGORY B – BOARD PROCESS***

***TITLE: Governor Appointments to the Board of Directors of the Fanshawe College Foundation***

POLICY NUMBER: B-50  
EFFECTIVE DATE: 2022 01 27  
REFERENCE: 58906, 54307, 48405, 43205

### ***BACKGROUND INFORMATION:***

The Board of Governors of Fanshawe College is required to appoint three of its current Governors to the Board of Directors of the Fanshawe College Foundation. The role and voting privileges for these positions are defined in the by-laws of the Fanshawe College Foundation.

### ***THE POLICY:***

1. The President of Fanshawe College is to be one of the three Board of Governor representatives on the Board of Directors of the Fanshawe College Foundation.
2. Two additional Governors are to be appointed by the Board of Governors to the Fanshawe College Foundation from among its members, excluding the Chair and Vice-Chairs.
3. The Board of Governors will annually appoint one Governor representative for a two-year term effective September 1<sup>st</sup> of that year. It is intended that Governors serve for two years on a staggered rotation, so that only one new Board member is appointed each year.
4. At a spring meeting, the Chair will invite eligible Governors to express their interest to be a member of the Board of Directors for the Fanshawe College Foundation to the Recording Secretary.
5. Governor representatives on the Foundation Board of Directors shall provide a report at least once annually to the Fanshawe College Board of Governors regarding the Foundation's plans.

**FANSHAWE COLLEGE  
BOARD OF GOVERNORS' POLICY MANUAL**

**CATEGORY B – BOARD PROCESS**

**TITLE: FUNDRAISING PRIORITIES**

POLICY NUMBER: B-52  
EFFECTIVE DATE: 2021 03 25  
REFERENCE: 47312, 53305, 58301

**BACKGROUND INFORMATION:**

To assist the Fanshawe College Foundation with its objectives and provide a focus for its fundraising initiatives, the Board of Governors of Fanshawe College shall identify the priority needs of the College. This policy outlines the process to be used to identify and monitor fundraising priorities.

**THE POLICY:**

1. The President shall provide to the Fanshawe College Board of Governors annually a list of priority needs consistent with the Mission, Vision and strategic directions of the College that considers at least the following criteria:
  - 1.1 Increase access to education and learning
  - 1.2 Increase quality of education and learning
  - 1.3 Increase opportunities for student success
  - 1.4 Increase flexibility in how students achieve learning outcomes
  - 1.5 Provide the ability to meet changing needs of the college
  - 1.6 Facilitate research and innovation
  - 1.7 Increase responsiveness in delivery of education and learning
  - 1.8 Improve the efficiency and effectiveness of Fanshawe College
2. The Fanshawe College Board of Governors shall review and confirm the list of priority needs.
3. The approved list of priority needs shall be provided to the Fanshawe College Foundation.
4. This process also applies as other opportunities arise during the year, which require the attention of the Fanshawe College Foundation.
5. An annual monitoring report from the Board of Directors of the Fanshawe College Foundation shall be provided to the Fanshawe College Board of Governors that provides successes achieved and identifies any emerging issues or challenges with the list of priority needs.

# FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL

## **CATEGORY B – BOARD PROCESS**

### **TITLE: ACCEPTING GIFTS OF REAL PROPERTY**

POLICY NUMBER: B-55  
EFFECTIVE DATE: 2016 03 03  
REFERENCE: 48306, 54207

#### **BACKGROUND INFORMATION:**

From time to time there may be a *Gift of Real Property* offered to Fanshawe College where a decision needs to be made regarding acceptance. The purpose of this policy is to clarify the role of the Board of Governors of Fanshawe College and the role of the Board of Directors of the Fanshawe College Foundation.

#### **THE POLICY:**

1. Any notice of a possible *Gift of Real Property* should first be considered by the Board of Governors of Fanshawe College to assess its value towards College operations.
  - 1.1 If there is an operational need for the property, then Fanshawe College shall receive the property and amortize the property over its useful life, where applicable. The Board of Governors shall also notify the Board of Directors of the Fanshawe College Foundation that the property has been received.
  - 1.2 If there is not an operational need for the property, then Fanshawe College shall forward the notice to the Board of Directors of the Fanshawe College Foundation for further consideration.
  - 1.3 For greater certainty, no *gift of real property* shall be accepted without the Fanshawe College Board of Governors' approval.
2. Prior to the acceptance of a *gift of real property* by the Board of Governors, the President, or delegate, shall ensure a proper due diligence review is completed which includes but is not limited to environmental assessments and ownership and lien searches. The Board of Governors shall consider the risks and costs associated with acceptance of the gift.
3. Fanshawe College Foundation generally does not hold real property and any *gift of real property* made to the Foundation will generally be converted into cash. The Board of Directors of the Fanshawe College Foundation, prior to accepting a *gift of real property*, shall consider the risks and costs associated with acceptance of the gift and converting the property into cash.

4. If the Board of Governors chooses to accept and retain the *gift of real property* due to the determination that there is an operational need for the property, the President, or delegate, shall as a courtesy, notify the Board of Directors of the Fanshawe College Foundation.
5. If the Board of Governors determines there is not an operational need for the property, then the matter is referred to the Board of Directors of the Fanshawe College Foundation.
6. The President of Fanshawe College shall provide the Foundation with details of any due diligence review undertaken by the College. The Executive Director of the Foundation, or designate, shall:
  - 6.1 Notify the Board of Governors of Fanshawe College.
  - 6.2 Determine if any further due diligence is required.
  - 6.3 Facilitate the transfer of the property to the Fanshawe College Foundation including any appropriate documents in respect of legal ownership.
  - 6.4 Take steps as required to safeguard and maintain the property, including any insurance requirements.
  - 6.5 Issue any appropriate receipts in respect of the gift.
  - 6.6 Arrange for the reasonable and timely conversion of the property into cash.
7. The Fanshawe College Foundation shall liaise with the donor and co-ordinate all communications.

**DEFINITIONS:**

*Gift of Real Property* – a voluntary transfer of land or building(s) with or without valuable consideration.

**NOTES:**

The principles contained in this policy are purposefully duplicated with a policy approved by the Board of Directors of Fanshawe College Foundation [reference B-30].

# **FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL**

## **CATEGORY B – BOARD PROCESS**

### **TITLE: GOVERNOR APPOINTMENTS TO THE BOARD OF DIRECTORS OF THE HOT ZONE TRAINING CONSULTANTS INC.**

**POLICY NUMBER: B-70**  
**EFFECTIVE DATE: 2022 01 27**  
**REFERENCE: 58906, 54307**

#### **BACKGROUND INFORMATION:**

The Board of Governors of Fanshawe College is required to appoint two of its current Governors to the Board of Directors of the Hot Zone Training Consultants Inc (“Hot Zone”). The role and voting privilege for this position are defined in the By-laws of Hot Zone.

#### **THE POLICY:**

1. At least one and not more than two Governors are to be appointed by the Board of Governors from among its members to the Hot Zone Board of Directors, excluding the Chair and Vice-Chairs.
2. The Board of Governors will appoint one Governor representative for a two-year term effective September 1<sup>st</sup> of that year. Another Governor will be appointed for a two-year term the following year at the discretion of the Board of Governors. When two Governors are appointed, it is intended that Governors serve for two years on a staggered rotation, so that only one new Board member is appointed in any year.
3. At a spring meeting, the Chair will invite eligible Governors to express their interest to be a member of the Hot Zone Board of Directors to the Recording Secretary.
4. Governor representatives on the Hot Zone Board of Directors shall provide a report at least once annually to the Fanshawe College Board of Governors regarding Hot Zone’s plans.