

NORTH WEST COLLEGE BOARD BYLAWS AND POLICIES

BOARD POLICY #1

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Role of the Board of Governors</i>

Policy

The Board is appointed by the Minister to represent North West College. The Board is responsible for the development of goals and policies that guide the provision of educational services to students who attend the College, in keeping with the requirements of government legislation and the values of the public served.

Specific areas of responsibility (The Board shall):

1.01. Be accountable to the Provincial Government:

- a) Act in accordance with all statutory requirements of the Province.
- b) Perform Board functions required by governing legislation and existing Board policy.

1.02. Conduct and manage the business affairs of the College:

- a) Provide overall direction for the College by establishing mission, vision, bylaws, policies, strategic priorities and goals.
- b) Monitor progress toward the strategic goals as determined by the Board.
- c) Evaluate the effectiveness of the Board in achieving established goals and desired results.

1.03. Formulate policy for the College concerning organization, administration, personnel, operations and courses of instruction of the College:

- a) Establish bylaws that identify how the Board is to function.
- b) Delegate authority to the CEO and define commensurate responsibilities.

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1.04. Authorize and make provision for the various programs of instruction and other educational activities of the College:

- a) Ensure that the mandate of the College, as specified in the *Act*, is adhered to.
- b) Approve annually the general areas of instruction.
- c) Require program reviews on a periodic basis.

1.05. Be responsible (accountable) for the financial administration of the College:

- a) Ensure the College satisfies legislative requirements in relation to tuition.
- b) Ensure the College has sound financial and risk management, monitoring and reporting processes to ensure the needs of the College can be reasonably considered.
- c) Ensure reporting is provided as required by legislation and/or the Minister.
- d) Appoint the College's external auditor.
- e) Ratify Collective Agreement(s).
- f) Subject to the approval of the Minister, purchase, sell, lease or receive as a gift or otherwise acquire or dispose of any real property required for the purposes of the College.
- g) Subject to the approval of the Minister, construct, renovate, expand, upgrade or otherwise develop any building or other facilities required for purposes of the College.
- h) Ensure the College's funds are held in a chartered bank, trust company or credit union registered in Canada.
- i) Seek approval of the Minister prior to authorizing borrowing of monies by the College.
- j) Seek approval of the Minister prior to making any investment on behalf of the College.

1.06. Manage CEO/Board relations:

- a) Select the CEO.
- b) Establish the CEO's contract and compensation. The compensation of the CEO shall be subject to review as part of the performance appraisal process.
- c) Provide the CEO with clear corporate direction.
- d) Delegate, in writing, administrative authority and identify responsibility to the CEO subject to the provisions and restrictions in the *Act*.
- e) Respect the authority of the CEO to carry out executive action and support the CEO's actions, which are exercised within the delegated discretionary powers of the position.
- f) Establish and maintain positive, respectful, professional working relations with the CEO.

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- g) Establish the procedure for performance evaluation of the CEO and annually evaluate the CEO in regard to the CEO's job description and additional Board directives.

1.07. Advocacy:

- a) Actively advocate in the best interests of the College.

1.08. Develop the Board:

- a) Evaluate Board effectiveness at least annually.
- b) Develop a plan to be reviewed annually for Board professional growth including increased knowledge of role, processes and issues.
- c) Establish an annual Board work plan.

1.09. Maintain Memberships and Affiliations that contribute to the betterment of the College:

- a) to ensure that the interests and concerns of the College are being addressed at the local, regional, provincial, and national levels.
- b) to support and contribute to Colleges and Institutes Canada (CICan).

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Board Member Selection</i>

Policy

While the Board recognizes that formal appointment of Board members is the responsibility of the appropriate Minister, input from the Board on potential candidates will assist the Minister in this task.

The Board wishes to be in a position to recommend to the Minister replacements to the Board who are committed to the mission of the College and who would be effective in fulfilling the role and responsibilities of a Board member.

2.01 General Principles

The College shall make recommendations to the Minister on appointments to the Board based on:

- a) the current needs to satisfy the composition of the Board.
- b) the candidate meeting the characteristics of a Board member as established by the College.

2.02.1 Policy

2.02.01 The Board of the College shall:

- a) be representative of the region.
- b) be committed to the mission of the College.
- c) be effective in fulfilling the responsibilities articulated in legislation.
- d) represent the collective interests of the entire regional community, and not represent any specific constituency.

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2.02.02 The following factors shall be considered in the composition of the Board:

- a) geographic representation of the region.
- b) representation of the demographic profile of the region in terms of gender and ancestry.
- c) appropriateness of skillset will be considered to ensure a broad, diverse perspective.

2.02.03 Characteristics of a College Board member:

- a) Willing to invest the time required to undertake the responsibilities as a Board member.
- b) Commitment to serve the full term(s).
- c) Possess appropriate skills to operate comfortably and effectively in a Board structure.
- d) Demonstrate respect and integrity.
- e) Possess an understanding of the community the College serves.
- f) Recognize the importance of advanced skills training and post-secondary education.

2.02.04 Establish a process for selection of prospective Board members:

Annually review the status of current Board member appointments. Where an appointment is due to expire in 18 months or less, and where the current incumbent is not eligible for re-appointment, the Board will establish a process to:

- a) determine the Board's current requirements in terms of a geographical representation, target group or gender and a specific skill set.
- b) identify potential candidates to replace Board members at the end of their terms.
- c) Acknowledge all written expressions of interest in becoming a Board member upon receipt.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Role of Board Member</i>

Policy

The role of a Board member is to contribute to the Board as it carries out its mandate to achieve its mission and goals. Each Board member will work diligently to contribute to the effective governance of the College.

The Board of Governors is a corporate entity. The decisions of the Board in a properly constituted meeting are those of the corporate entity. A Board member acting individually has only the authority and status of any other citizen. The Board may delegate authority to a committee of the Board as outlined in this Manual.

The Board may experience changes in membership. To ensure continuity and facilitate smooth transition from one Board member to the next, Board members must be adequately briefed concerning existing Board policy and practice, statutory requirements, initiatives and long-term plans.

- 3.01.** An orientation program is necessary for effective service as a Board member.
- 3.02.** Incumbent Board members are encouraged to help newly appointed Board members become informed about functions, policies, and procedures.
- 3.03.** The Board collectively has the responsibility to govern the College. Individual Board members shall not affect action outside of this collective that could be perceived as making a decision on behalf of the College or provide individual direction to the CEO in relation to College operations.

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3.04. Specific Responsibilities of Individual Board members

- 3.04.01.** Be informed of and conversant with Board policies and proactively review meeting agendas and supporting reports in order to be prepared for and effectively contribute to the business of the Board.
- 3.04.02.** Accept and function within a policy governance model.
- 3.04.03.** Participate in and contribute to the decisions of the Board in order to effectively govern the College.
- 3.04.04.** When delegated responsibility, exercise such authority within the defined limits in a responsible and effective way.
- 3.04.05.** Stay current with respect to provincial, national and international issues and trends.
- 3.04.06.** Strive to develop a positive and respectful learning and working culture both within the Board and the College.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Policy Making</i>

Policy

The Board governance model relies on a policy governance approach. The Board establishes Board process and College policies, delegates responsibility to College leadership, establishes related executive limitations, and monitors outcomes. As a result policy development is a key responsibility of the Board. Policies constitute the will of the Board in determining how it will function, how the roles will be delineated and how the College will be operated. Board policies provide effective direction and guidelines for the action of the Board and CEO. Adoption of new Board policies or revision of existing policies is solely the responsibility of the Board of Governors.

Board policies shall provide an appropriate balance between the responsibility of the Board to govern the College and the CEO to exercise professional judgment in the administration of the College.

4.01 The Board shall adhere to the following stages in its approach to policy making:

- 4.01.01** Planning - The Board shall assess the need for a policy and identify the critical attributes of each policy to be developed.
- 4.01.02** Development - The Board may delegate the responsibility for development of Board policy.
- 4.01.03** Implementation - The Board is responsible for the effective implementation of all Board policies.
- 4.01.04** Evaluation - The Board shall evaluate each policy in a timely manner in order to determine whether or not it is meeting its intended purpose.

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4.02 Specific policy considerations:

- 4.02.01** Adoption of policy shall be by Board motion.
- 4.02.02** In the absence of existing policy and in keeping with pertinent legislation, the Board may make decisions, by resolution, about matters affecting the administration, management, and operation of the College. Such decisions carry the weight of policy until such time as specific written policy is developed.
- 4.02.03** The Board shall review and ensure Board policy is kept current.

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BOARD POLICY #5

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<i>Authority</i>	Board Motion #5610/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Board Member Code of Ethics</i>

Policy

The Board expects its members to demonstrate ethical and professional conduct. This commitment includes proper use of authority and respect in group and individual behavior when acting as board members.

5.01 Board members will:

- a) Work with fellow Board members in a spirit of harmony and co-operation.
- b) Recognize that authority over the College is only vested in the full board when it meets in legal session.
- c) Recognize that an individual Board Member does not have authority to affect action outside of the collective Board that could be perceived as making an independent decision on behalf of the College.
- d) Maintain the integrity of the Board and the position of the Board member when communicating and interacting with external individuals and agencies.
- e) Respect and support the majority decisions of the Board.
- f) Be loyal to the interests of the College.
- g) Maintain the highest standards of civility and respect for fellow Board members, the Board, the College, or employees, in or out of the boardroom.
- h) Deal appropriately with sensitive issues and respect confidentiality of discussions that take place during closed sessions.
- i) Represent everyone the College serves, not a particular interest group or geographic area.
- j) Declare any conflict of interest.

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- k) Recognize all documents are property of the College and upon expiration of a Board member's term, will be returned to the College for disposal.
- l) Upon appointment, sign a Code of Ethics Agreement (See Appendix 5A)

5.02 A Board member who is alleged to have violated the Code of Ethics shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board member, he or she and the respondent Board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board member. A Board member who is found to have violated the Code of Ethics may be subject to censure.

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Board of Governors Code of Ethics Agreement

I, _____ Board Member of North West College agree to the Board Member Code of Ethics.

I agree to:

- a) Work with fellow Board members in a spirit of harmony and co-operation.
- b) Recognize that authority over the College is only vested in the full board when it meets in legal session.
- c) Recognize that an individual Board Member does not have authority to affect action outside of the collective Board that could be perceived as making an independent decision on behalf of the College.
- d) Maintain the integrity of the Board and the position of the Board member when communicating and interacting with external individuals and agencies.
- e) Respect and support the majority decisions of the Board.
- f) Be loyal to the interests of the College.
- g) Maintain the highest standards of civility and respect for fellow Board members, the Board, the College, or employees, in or out of the boardroom.
- h) Deal appropriately with sensitive issues and respect confidentiality of discussions that take place during closed sessions.
- i) Represent everyone the College serves, not a particular interest group or geographic area.
- j) Declare any conflict of interest.
- k) Recognize all documents are property of the College and upon expiration of a Board member's term, will be returned to the College for disposal.

Signature

Date

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<i>Authority</i>	Board Motion #5611/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Hiring of the Chief Executive Officer</i>

Policy

The Board is required by the *Regional College Act, Section 10(1)* to appoint a person as the CEO of the College.

- 6.01** The Board shall collectively establish the skills and attributes required of the position prior to the recruitment and hiring of the CEO.
- 6.02** Subject to the above, responsibility for recruitment has been delegated to the Human Resources and Compensation Committee (HRCC). Recruitment shall include capacity to negotiate salary and benefits as well as any matters relating to the terms of employment that are not directly addressed in Board Policy.
- 6.03** The Board shall establish a budget which may be accessed by the HRCC for recruitment expenses.
- 6.04** Approval of the contract of employment and the decision to appoint the CEO shall be made by the Board on advice of legal counsel..
- 6.05** In accordance with the Act, appointment of the CEO is subject to approval of the Minister.
- 6.06** The Board shall have a succession plan with guiding principles. The HRCC will review the plan annually.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Board Delegation of Authority</i>

Policy

To conduct the business of the College, the Board establishes the following for the CEO:

7.01 Delegation

The Board authorizes the CEO, to do any act or to exercise any power that the Board is required to do, or is empowered to do, except those matters which, in accordance with the *Act*, require direct action of the Board and therefore cannot be delegated.

7.01.01 Authority

The CEO is authorized to establish policies, to make decisions and to take actions on any matter subject only to those policies, decisions, and actions being consistent with Board policy, legislative limitations, and ethical principles.

7.01.02 Accountability

The accountability of the CEO is to the entire Board when formally convened and not to individual Board members. The CEO is accountable for the operations of the College.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Role of the Chief Executive Officer</i>

Policy

The CEO reports directly to and is accountable to the Board for College operations. The CEO shall attend all regular and special meetings of the Board. The CEO will be excused during the evaluation of Board or CEO performance and/or the consideration of the contract of the CEO.

8.01 Specific areas of responsibility (The CEO shall):

8.01.01 Staff and Student Welfare

- a) Ensure that staff and students are provided with a safe learning and working environment that fosters and maintains respectful and responsible behaviors.
- b) Ensure the safety and welfare of staff and students while participating in College sanctioned programs or activities.
- c) Ensure the facilities adequately accommodate College staff and students.

8.01.02 Educational Leadership

- a) Provide leadership in all matters relating to education in the College.
- b) Ensure students in the College have the opportunity to meet or exceed the standards of education as established by the *Regional Colleges Act* and set by the Province.

8.01.03 Fiscal Responsibility

- a) Ensure the fiscal management of the College is in accordance with the terms or conditions of any funding received by the College and does not contravene the *Regional Colleges Act* or any other applicable Act or regulation.
- b) Ensure the College operates in a fiscally responsible manner, including adherence to recognized accounting procedures.

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8.01.04 Management of Legal Affairs

- a) Ensure College policy and procedures are implemented and monitored to manage the execution of legal documents.

8.01.05 Personnel Management

- a) Have overall authority and responsibility for all personnel-related matters, except those matters precluded by Board policy, legislation or collective agreements.

8.01.06 Policy/Procedures

- a) Provide leadership in the planning, development, implementation and evaluation of Board policies and administrative policies and procedures.

8.01.07 President / Board Relations

- a) Establish and maintain positive, respectful, professional working relations with the Board and endeavor to ensure College staff interact with the Board in a similar manner.
- b) Respect and honour the Board's role, responsibilities and decisions.
- c) Provide information which is required for the Board to perform its role.

8.01.08 Strategic Planning and Reporting

- a) Participate fully in the strategic planning process.
- b) Operationalize and implement the approved strategic plan.
- c) Report annually on results achieved.
- d) Develop the Annual Report and other reports as required by *Regional Colleges Act*.

8.01.09 Organizational Management

- a) Ensure College compliance with applicable legislation, regulations, Ministerial and Board policies and directives.
- b) Establish an organizational structure which will ensure the effective execution of the mandate of the College.
- c) Ensure that a comprehensive Risk Management Framework is in place and implemented, and that appropriate reports are provided to the Board.
- d) Ensure emergency and developmental succession planning is in place.

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8.01.10 Communications and Community Relations

- a) Take actions to ensure open, transparent, positive external and internal communications are developed and maintained.
- b) Participate actively in community affairs in order to enhance and support the College's mission.
- c) Develop and maintain positive and effective relations with provincial and regional government departments and agencies.

8.01.11 Privacy and Confidentiality

- a) Ensure that an appropriate environment and controls are maintained to establish a high level of privacy, confidentiality and security for College data and information.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Executive Limitations</i>

Policy

Executive Limitations are boundaries or limitations placed on the CEO. They indicate actions, behaviors and methods, which are expected by the Board. The CEO may exercise any reasonable interpretation of the limitations.

9.01 General Executive Constraint - The CEO shall ensure that any practice, activity, decision or organizational circumstance is legal, prudent and aligns with commonly accepted business and professional ethics.

9.02 Communication and Counsel to the Board - The CEO shall provide information and advice to the Board that is timely, complete and accurate.

The CEO shall:

9.01.01 Make the Board aware of:

- a) anticipated and actual adverse media coverage.
- b) anticipated or actual legal actions.
- c) any consequential internal or external event that could potentially affect the satisfaction of the strategic goals or the mandate of the College.

9.01.02 Advise the Board if the Board is not in compliance with its own policies.

9.03 Financial Condition - The CEO shall effectively manage the financial condition of the College so as not to jeopardize its operation or compromise Board policies.

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The CEO shall:

- 9.03.01** Ensure the College's unrestricted operating reserve does not exceed the threshold established from time to time by the Board.
- 9.03.02** Ensure all surplus appropriations are approved by the Board.
- 9.03.03** Ensure all internally restricted reserves are created with the approval of the Board.
- 9.03.04** Ensure any alterations to the purpose of internally restricted reserves are approved by the Board.
- 9.03.05** Ensure the Board approves any capital purchase in excess of \$100,000.
- 9.03.06** Ensure that Board and ministerial approvals are obtained for all purchases or commitments to any expenditure for real property as defined in legislation.
- 9.03.07** Ensure that Board and ministerial approval are obtained for the borrowing of money as defined in legislation.
- 9.03.08** Advise the Board when the sum of all cash and investments could jeopardize the operations of the College.
- 9.03.09** Ensure budgets or forecasts contain sufficient information to enable:
 - a) accurate projection of revenues and expenses
 - b) separation of capital and operational items
 - c) disclosure of planning assumptions

9.04 Asset Protection - The CEO shall maintain and protect the physical assets of the institution.

The CEO shall:

- 9.04.01** Ensure the College is adequately protected from losses due to theft, casualty, and liability.
- 9.04.02** Ensure facilities and equipment are safe and adequately maintained.
- 9.04.03** Ensure controls that are implemented to manage the receipt, processing, and disbursement of funds demonstrate prudent fiscal management.
- 9.04.04** Ensure assets are protected in a cost-effective manner against misappropriation.
- 9.04.05** Ensure assets are disposed of in an appropriate manner.
- 9.04.06** Ensure the write-off of client accounts demonstrates prudent fiscal management.
- 9.04.07** Ensure that adequate records are kept to comply with the internal control needs.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>General conditions of employment, compensation and benefits for the CEO and Out-of-Scope management</i>

Policy

In accordance with the *Regional Colleges Act, Section 10* the Board determines the duties, remuneration, term of office, other terms and conditions of appointment of the CEO. In accordance with the *Regional Colleges Act, Regulations, Section 7(2)* the Board is also required to maintain personnel policies respecting College employees.

10.01 Purpose – The Board is committed to ensuring that the conditions under which the CEO and the College’s out of scope managers (OOSMs) function are reasonable and that the compensation and benefits are commensurate of the nature of the respective positions.

10.02 Policy – The Board will define specific policies in relation to the purpose identified above, all other matters related to general conditions of employment, compensation and benefits not included herein will be addressed via the CEO’s contract of employment, or in the case of matters relating to OOSMs have been delegated to the CEO.

10.02.01 The College shall assist with relocation of the CEO and OOSMs further to the relocation guidelines established by the Human Resources and Compensation Committee (HRCC) and approved by the Board.

10.02.02 Benefits and leave entitlements for the CEO shall be no less than, but not restricted to, those provided to any other employee of the College.

10.02.03 Benefits and leave entitlements for OOSMs shall be no less than, but not restricted to, those provided to the College’s unionized employees.

10.02.04 Holidays and leave for the CEO and OOSMs shall be established further to the guidelines established by the HRCC and approved by the Board.

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10.02.05 Expenses incurred by OOSMs while engaged in legitimate College business shall be reimbursed at the same rates as those prescribed by the *Saskatchewan Public Service Commission*.

10.02.06 The CEO and OOSMs are encouraged to engage in professional development activities which will directly or indirectly enhance their ability to perform their assigned duties.

10.03 Responsibility

10.03.01 The Board has delegated responsibility for establishment of out of scope benefits to the HRCC.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Whistleblower Protection</i>

Policy

North West College is committed to maintaining high ethical standards and legitimate business practices and wishes to encourage the identification and prevention of any misconduct that may affect this commitment.

- a) Employees shall be provided with a system whereby employees can disclose any knowledge of actual or intended misconduct which may be unethical, illegal or fraudulent; and
- b) Employees who provide such disclosure, and are acting in good faith, and on the basis of reasonable belief, shall be granted protection from any form of retaliation or threat of retaliation when they do provide such disclosure.

11.01 Responsibility - The Board of Governors has delegated responsibility for this policy to the CEO.

11.02 Limitation - In the event that an employee seeks to disclose matters concerning the CEO, the employee shall contact the Board Chairperson. The Board Chairperson may inform the entire Board and/or obtain legal counsel.

11.03 Reporting - The CEO is responsible for keeping the Board informed of matters that could impact the reputation of the College.

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<i>Authority</i>	Board Motion #5609/17
<i>Date Approved</i>	February 25, 2013
<i>Last Amended</i>	January 30, 2017
<i>Subject</i>	<i>Monitoring</i>

Policy

The Board shall establish a framework for monitoring and evaluating the College's achievement of strategic goals and operational targets as well as other matters that are deemed necessary by the Board (see Appendix 12A)

12.01 The Board has absolute discretion as to when and how a policy will be monitored.

APPENDIX 12A - Framework for Board monitoring:

Monitoring Function	Frequency	Presenting Party
Strategic Planning Efforts/Reviews	Annual Review/Major Effort Every 3 Years	President
Monthly Financial Reports/Previous Year Comparisons	Board Meetings	President (Director of Admin)
Quarterly Reviews	October, January, April	President (Director of Admin)
Annual Budget, Business Plan	April and June	Finance Committee and Board
College Audited Financial Statements	September	Auditors
Annual Report	November	President
Auditors to report on any exceptions per compliance relevant policies	Annually	Auditors
Performance Evaluation of President	Annually	HRCC
Annual Review of Out of Scope Management Compensation and Benefits	Annually	HRCC/President
Report on significant HR Matters	As Occurs	President
Whistleblower Policy Application	As Occurs	President or Chairperson
Written Report on Board Policy Exceptions	As Occurs	President
Collective Agreement Approval	As Occurs	President (Director of Admin)
Legal Action notification	As Occurs	President
Adverse Media Coverage	As Occurs	President
Risk Management	At least annually	President
Consequential internal/external changes	As Occurs	President

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II. BOARD BYLAWS

[See: Colleges Act, Sections 12(g) & 14(i)]

Adopted January 22, 1990	Board Motion #2046/90
Amended October 26, 1992	Board Motion #2385/92
Amended August 29, 1995	Board Motion #2594/95
Amended January 29, 2001	Board Motion #3081/01
Amended February 25, 2002	Board Motion #4095/02
Amended August 30, 2004	Board Motion #4350/04
Amended November 29, 2010	Board Motion #4964/10
Amended August 29, 2011	Board Motion #5042/11
Amended February 25, 2013	Board Motion #5199/13
Amended June 23, 2014	Board Motion #5358/14

B1. AUTHORITY OF THE BOARD

- a) The authority of the Board derives from, and is governed by, The Regional Colleges Act and The Regional Colleges Regulations.
- b) The authority of the Board is a collective authority and does not reside with any individual member of the Board.

B2. OFFICERS OF THE BOARD

- a) In accordance with Section 4(1) of The Regional Colleges Regulations the Chairperson is appointed.
- b) In accordance with Section 3(3) of The Regional Colleges Regulations the Vice-Chairperson is elected.
- c) The role of Secretary-treasurer as defined in Section 5 of The Regional Colleges Regulations shall be delegated to members of the management of the College.

B2.01 Chairperson

[The Regional Colleges Regulations, Sec. 4(1,2)]

The Minister shall appoint a chairperson from among the members of the Board for any term the Minister considers appropriate and until a successor is appointed.

The Chairperson shall preside at all meetings of the Board.

B2.02 The Officers of the Board shall include:

The Chairperson

[Regulations, Sec. 4(1,2)]

Shall preside at all meetings of the Board

The Vice-Chairperson

[Regulations, Sec. 3(3)]

Performs the duties of Chairperson in the absence of the Chairperson.

B3. MEETINGS OF THE BOARD

Meetings of the Board are generally not open to the public. The Board may however elect to have a public component of a meeting. The Board may also elect to meet *in camera* to discuss sensitive matters.

B3.01 Quorum

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

B3.02 Participation by telephone, teleconference, or other communication device

In extraordinary circumstances and at the discretion of the Chairperson, Board members may participate in, and shall be deemed to be present at, meetings held via telephone, teleconference, or other communication device which permits all participants to hear each other. Members participating in accordance with this article are deemed to be present and are counted in the quorum. When a motion is made, the Chairperson will name each Board member in turn asking for their response to the motion. The Chairperson will declare whether the motion has passed and such results shall be recorded in the minutes in the usual manner.

B3.03 Electronic Voting

Under extraordinary circumstances, in order to effect a motion of the Board outside of its regular meeting schedule, the Board may call a special meeting whereby an electronic process for voting on resolutions may be utilized. When a motion is made, the Chairperson will send electronic notice asking each Board member for his/her response to the motion. The Chairperson will declare whether the motion has passed via electronic notice and such results shall be recorded in the minutes in the usual manner.

B3.04 Annual Meeting

An annual meeting of the Board shall be held in accordance with the Act.

- a) At the Annual Meeting of the Board:
 - i. The Vice-Chairperson shall be elected.
 - ii. The signing officers shall be designated.
 - iii. The College's bank shall be designated.
 - iv. Board representation to external agencies, Boards, and committees shall be established.
 - v. The schedule of regular Board meetings shall be established.

B3.05 Regular Meetings

Regular meetings of the Board shall be held according to the schedule established at the Annual Meeting unless the Board, by unanimous vote of members in attendance at any given meeting, amends the schedule.

B3.06 Special Meetings

- a) Special meetings of the Board shall be held at the call of the Chairperson or at the request of at least one third of the members of the Board.
- b) Notice of a minimum of 48 hours shall be required for the calling of a special meeting of the Board. The notice requirement may be waived with unanimous consent of the Board.

B4. CONDUCT AT MEETINGS

All meetings of the Board shall be conducted according to Robert's Rules of Order, making use of Robert's Rules as applied to small committees whenever practical.

B5. ATTENDANCE AT MEETINGS

- a) Members are expected to attend all meetings of the Board.
- b) Subject to section 7 (7) of the Act where a member of the Board has failed to attend three consecutive regular meetings of the Board, the Board shall promptly make a recommendation, with reasons, to the minister as to whether or not that person should continue to be a member of the Board.

B6. COMMITTEES ESTABLISHED BY THE BOARD

- a) **Standing Committees** - The Board shall establish standing committees as the Board deems necessary. Terms of reference and scope of such committees shall be established when created and adapted when necessary.
- b) **Special Committees** - The Board may establish any special committees that may be deemed necessary to deal with matters specified by the Board. A special committee formed by the Board shall have terms of reference established which shall clearly state the length of time allotted for the completion of the task assigned and the filing of a report with the Board.
- c) **Advisory Committees** - The Board may establish any advisory committees that may be deemed necessary to advise the Board on matters related to activities of the College.

B7. BOARD MEMBER EXPENSES AND REMUNERATION [Act, Sec. 7(10)]

The College shall reimburse Board members for expenses incurred in the performance of their duties and provide remuneration as prescribed by the Lieutenant Governor in Council.

B8. CONFLICT OF INTEREST

- a) Board members shall not engage in any act which contravenes Section 9 of The Act.
- b) A Board member shall not make application for, nor be eligible for, employment by the College.
- c) Members of the immediate family of a Board member shall not be eligible for employment by the College.
- d) Board members and the members of a Board member's immediate family shall not enter into any contractual agreements with the College.
- e) A Board member shall declare to the Board Chairperson any potential conflict of interest between their personal life and/or business interests and their position on the board. The Board Chairperson shall then determine whether or not a conflict of interest is likely to occur and what action the Board member shall undertake. A Board member shall not participate in or exert influence on any decision in which the Board member has any direct or indirect interest. Board members shall refrain from discussion and voting on any matter in which they are in conflict.
- f) The Board shall be the judge of what constitutes a blatant violation. Any Board member who is guilty of a blatant violation of this bylaw shall immediately resign from the Board.
- g) For the purpose of this bylaw immediate family is defined as the Board member's: spouse, common law spouse, son, son-in-law, daughter, daughter-in-law, father, mother, father-in-law, mother-in-law, brother, sister, grandchildren, and grandparents or someone whom with there is an equivalent relationship.

B9. EXTERNAL COLLEGE RELATIONS

- a) The Chairperson of the Board is the only person authorized to act as spokesperson for the Board.
- b) The Chairperson may, with respect to specific matters, delegate his/her authority as spokesperson to another member of the Board or to the CEO of the College.

B10. AMENDMENTS TO THE BYLAWS

- a) Notice to propose amendments to the bylaws must be circulated to the Board members at least thirty (30) days prior to the meeting of the Board at which the amendments will be proposed.
- b) These bylaws may be amended at a regular or special meeting of the Board by majority vote of the members of the Board.

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