



# Board Governance Handbook

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## Overview

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This Board Governance Handbook has been developed to highlight and support the very important governance function of the Board of Governors. In addition to clearly defining the role of the Board, the role of the President and the delegation of authority from the Board to the President, it includes the Board of Governors bylaws and policies.

The Board of Governors of Assiniboine Community College considers itself to be a “Policy Board” and interprets its role prescribed in the legislation as follows:

1. The Board’s governing style will emphasize outward vision, encouragement of diversity, strategic leadership, a clear distinction between the work of the Board and the staff roles.
2. The Board has one employee, the President/CEO who is charged with the accountability of the organization to meet Board expectations.
3. The primary accountability of the Board is to its ownership, which is the community that it represents.
4. The Board will speak with one voice or not at all.
5. The Board will determine how the committee structure will do the pre-board work.

### *Mission*

Transforming lives and strengthening Manitoba through applied education and research

### *Vision*

Exceptional learning experiences

### *Values*

**Be Passionate.** We are enthusiastic and communicate openly and directly in pursuit of our vision.

**Take Initiative.** We challenge the status quo and take calculated risks without fear of failure.

**Deliver Results.** We are all responsible and accountable for success.

## General Bylaw #1

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### POLICY

The Board of Governors of Assiniboine Community College was established under the authority of subsection 13(1) of the Colleges Act, C.C.S.M., c.C150.1. The Board of Governors of Assiniboine Community College is responsible for overseeing and providing stewardship to Assiniboine Community College in accordance with its mandate.

### RATIONALE

These bylaws have been prepared to provide guidance and structure to the proceedings of the Board in fulfilling its obligation and duties in accordance with the Act.

### ARTICLE I: INTERPRETATION

- 1.0 In these bylaws, unless the context otherwise requires, words importing the singular gender shall include the plural number or the feminine gender as the case may be, and vice-versa, and references to persons shall include firms and corporations.
- 1.1 In these bylaws:
  - a) "Act" means the College Act, C.C.S.M., c.C150.1, as may be amended, revised or substituted from time to time. In the case of such amendment or substitution, any reference in these bylaws shall be read as referring to the amended, revised or substituted provisions or statute.
  - b) "Board" means the Board of Governors of Assiniboine Community College established by Order of the Lieutenant Governor in Council under subsection 8(2) of the Act;
  - c) "By-law" means any by-laws of the Board in force and effect from time to time;
  - d) "College" means the Assiniboine Community College as established by regulation by the Lieutenant Governor in Council under section 2 of the Act;
  - e) "Employee Member" means the member of the Board who is an employee of the College and has been selected by the employees of the College and appointed by the Lieutenant Governor in Council under clause 9(1)(b) of the Act;
  - f) "Lieutenant Governor in Council" means the Lieutenant Governor of Manitoba acting by and with the advice of the Executive Council of the Government of Manitoba;

- g) “Minister” means the Minister of the Government of Manitoba charged with responsibility for the Act;
- h) “President” means the person appointed by the Board to be the Chief Executive Officer of the College;
- i) “Student” means a person enrolled as a student at the College;
- j) “Students’ Association” means the Assiniboine Community College Students’ Association Inc.;
- k) “Student Member” means the member of the Board who is a student and has been selected by the Students’ Association and appointed by the Lieutenant Governor in Council under clause 9(1)(a) of the Act.
- l) The head office of the Board shall be at such location in the city of Brandon, in the Province of Manitoba as the Board may from time to time determine by resolution.
- m) “Corporate Seal” means the corporate seal of the college.

## **ARTICLE II: MEMBERSHIP, ROLES AND RESPONSIBILITIES**

- 2.0 Membership of the Board of Governors is as outlined in the Act. Membership consists of not less than 10 and no more than 12 members appointed by order of the Lieutenant Governor of whom:
- a) one shall be a student of the College selected by the Students’ Association (the “Student Member”); and
  - b) one shall be an employee of the College selected by the employees of the College (the “Employee Member”).
  - c) as provided in subsection 9(3) of the Act, the President of the College is an ex-officio, non-voting member of the board.
- 2.1 Terms of office are as outlined in the Act.
- a) As provided in subsection 9(4) of the Act, the terms of office of members of the Board shall be as follows:
    - i. the term of the Student Member shall be one year;
    - ii. the term of the Employee Member shall be two years;
    - iii. the term of another member shall be as determined by the Lieutenant Governor in Council and shall not be more than three years.
  - b) As provided in subsection 9(5) of the Act, a member continues to hold office after the expiry of the member’s term until the member is re-appointed or the member’s successor is appointed by the Lieutenant Governor in Council, or until a period of three months has expired, whichever comes first.
  - c) As provided in subsection 9(6) of the Act, members of the board are eligible to serve no more than two consecutive terms.
  - d) As provided in subsection 9(8) of the Act, when the Employee Member ceases to be an employee of the College, he or she ceases to be a member of the Board. Further, when an Employee Member is

away from their college employment on an extended Leave of Absence (three months or longer), he or she will cease to be a member of the Board for the period of the extended leave.

- e) As provided in subsection 9(8) and (9) of the Act, when the Student Member ceases to be a student of the College, he or she ceases to be a member of the Board, provided that a Student Member who graduates before the expiration of his or her term may remain a member of the Board until the expiration of the term.

## 2.2 Vacancies

- a) As provided in subsection 9(7) of the Act, the Lieutenant Governor in Council may fill a vacancy on the Board by appointing a person to fill the unexpired term of office of the former member, and an appointment to an unexpired term shall not be considered for the purpose of subsection 4.05 of this bylaw as a term of office.
- b) As provided in subsection 9(11) of the Act, a vacancy in the membership of the Board does not impair the capacity of the remaining members of the Board to act.

## 2.3 Failure to attend meetings

- a) As provided in subsection 9(10) of the Act, when a member fails to attend three consecutive regular meetings of the Board, the Board may recommend to the Minister that the member's appointment be revoked.

## 2.4 Officers and Employees of the Board. The officers of the Board are:

- a) the Chairperson designated by the Lieutenant Governor in Council under subsection 11(1) of the Act;
- b) the Vice-chairperson designated by the Lieutenant Governor in Council under subsection 11(1) of the Act;
- c) the President of the College;
- d) the Secretary of the Board (Director, Executive & Board Operations);
- e) the Treasurer of the Board (Vice-President, Corporate Services);
- f) such other officers as may be appointed by the Board by resolution.

## 2.5 Interim Chairperson

- a) As provided in subsection 11(2) of the Act, in the case of absence or incapacity of the Chairperson or Vice-Chairperson or if there is a vacancy in either of those offices, the Board may designate one of its members who is not the Student Member or the Employee Member to act as Chairperson or Vice-Chairperson on an interim basis.

## 2.6 The approved role descriptions for the Board, its officers and employees are attached as follows:

- a) Board of Governors: Appendix A
- b) Board Chairperson: Appendix B
- c) Vice-Chairperson: Appendix C
- d) President/ CEO: Appendix D
- e) Employee and Student Board Member(s): Appendix E
- f) Secretary of the Board (Director, Executive & Board Operations): Appendix F
- g) Treasurer of the Board(Vice-President, Corporate Services): Appendix G

## 2.7 Other Officers and Employees

- a) As provided in subsection 40(1) of the Act, the Board may, by resolution, appoint such other officers or employees as the Board considers necessary for the purposes of the College and may determine the salaries and remuneration of those officers and employees and determine the terms and conditions of their employment.

## 2.8 Management Participation at Board Meetings

- a) The President/ CEO of the College is responsible for the general management and direction of the College, the business affairs of the College, and such other matters as may be delegated by the Board to the President/CEO. Recognizing the magnitude of these responsibilities, the College President/CEO is expected to have a management team and, at the invitation of the President/CEO or the Chairperson of the Board, members of the management team may be present and sit at the table of the Board meeting in an information-giving role, e.g. the Vice-President, Academic, may be asked to provide information/background on academic-related issues.

## 2.9 Bonding

- a) As provided in subsection 40(2) of the Act, the Board may require an officer or employee to be bonded in any amount that the Board may require for accounting for money or goods that come into the hands or under the control of the officer or employee.

# ARTICLE III: MEETINGS

## 3.0 As required by clause 16(d) of the Act, the Board shall hold regular monthly meetings.

## 3.1 Notice of meetings

- a) Notice of meetings shall be delivered (by mail or electronically) in such a manner that under normal circumstances, notice will be received by members at least 48 hours before the meeting.

- b) Where in the opinion of the Chairperson or, in his or her absence or incapacity, the Vice-Chairperson a matter of urgency has arisen and it is not practical to mail or deliver the notice as set out, notice may be given orally, by telephone or fax or in such other manner as the Chairperson or Vice-Chairperson may determine.
  - c) Meetings of the Board may be held at any time without notice if all the members are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.
  - d) Any error or omission in giving notice of any meeting, or the non-receipt of any notice by any member of the Board, shall not invalidate any bylaw or resolution passed or any proceeding taken at any meeting, and any member of the Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all bylaws, resolutions or proceedings taken thereat.
  - e) A waiver of notice referred to in subsections 3.1(b) or (c) may be validly given either before or after the meeting to which the waiver relates.
  - f) Notice of a meeting of the Board shall be given to the public through the posting of the schedule of regular Board meetings.
- 3.2 In addition to regular monthly meetings, such other meetings as may be required to conduct the business of the Board may be called:
- a) by the Chairperson;
  - b) in the absence of the Chairperson, by the Vice-Chairperson; or
  - c) in the absence of the Chairperson and the Vice-Chairperson, by the President at the written direction of any two members of the Board.
- 3.3 A majority of the current members of the Board shall constitute a quorum for the transaction of business.
- 3.4 The powers of the Board may be exercised:
- a) by resolution passed at a meeting at which a quorum is present; or
  - b) by resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the Board, in which case the resolution shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted and shall be held to relate back to any date stated in the resolution to be the effective date of the resolution.
- 3.5 Every Board meeting is an open meeting and no person shall be excluded or removed from any meeting except for improper conduct. Improper conduct is defined as:
- a) subjection of any person to indignity, injury, threat of violence, or degradation,



- b) disturbing, disrupting, or otherwise interfering with a meeting of the Board
- c) unacceptable behaviour which may include disrespect, vulgarity or abuse.

### 3.6 Procedural Rules

- a) The Board may provide generally for the regulation and conduct of its meetings.
- b) The Board may, by resolution, designate which rules of order shall govern matters and procedures at meetings.
- c) Procedures for Meetings and Organizations, by M.K. Kerr and H.W. King, Carswell Legal Publications, Toronto, 1996, or later editions, shall govern the Board of the College in all procedural matters not contained in the Act, the bylaws, or the Board policy statements.
- d) The Chairperson shall call the meeting to order precisely at the hour for which the meeting is called, providing a quorum is present.
- e) If a quorum is present but the Chairperson is absent, the Vice-Chairperson should call the meeting to order.
- f) The first person recognized by the Chairperson as desiring to speak has the right to the floor.
- g) No Governor shall be interrupted while speaking, unless he/she is out of order, or on point of privilege or for clarification.
- h) Exceptions to rules within the jurisdiction of the Board can be made by unanimous consent of the entire Board.

### 3.7 Voting

- a) Except as otherwise provided in the bylaws, resolutions arising at any meeting of the Board shall be determined by a majority of votes.
- b) The person chairing a meeting shall not vote unless there is a tied vote, in which case the person chairing the meeting shall cast a vote.
- c) A declaration by the Chairperson or, in his or her absence, by the Vice-Chairperson, or, in their absence, by the person chairing the meeting of the Board, that a resolution has been carried, and an entry to that effect in the minutes, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.
- d) At the request of a member of the Board, an actual vote count shall be recorded.
- e) A motion once decided by the Board shall not be reversed unless written notice of a proposal to reverse the decision has been given from at least one meeting to another and a majority of the total number of Governors for the division votes in favour of the reversal.

- f) A decision of the Board may, at the same meeting at which it is made and by unanimous consent of all members present and voting thereon be reversed.
- g) Any Governor can request that his/her vote be recorded in the minutes.

### 3.8 Minutes

- a) Minutes shall be kept of all formal Board and Committee meetings. Such minutes shall be the recordkeeping responsibility of the Secretary of the Board.
- b) Committee reports should only be “received as information” and not “adopted”.
- c) Names of individuals should not be used in a Board resolution that deals with personal or confidential matters. Regarding salary information, a resolution could identify the job category of an employee and the percent or amount of salary adjustment.

### 3.9 Participation by telephone

- a) As provided in subsection 14(5) of the Act, a member may participate in a meeting of the Board by telephone or other means of communication that permits all persons participating in the meeting to hear each other, and a member so participating is considered to be present at the meeting. In this circumstance such members are deemed to be presented and are counted to determine the presence of a quorum.

### 3.10 In-Camera meetings

- a) Any part of a meeting during which financial information or intimate personnel matters may be disclosed shall be held in-camera. The agenda for regular meetings shall include an in-camera section.
- b) In-camera matters shall be kept in confidence by every member of the Board, committee member, President's Office employees, and by any other person invited or permitted to attend such meeting or part thereof.
- c) Minutes of any meeting or part thereof held in-camera shall be kept separately and made available for scrutiny only to members of the Board and to anyone who may be authorized by the Board to see them. Following an in-camera session, the Board minutes should record only the action that the Board wishes to take on a matter that stems from the in-camera session.
- d) Attendance at all in-camera meetings shall be subject to Article VI: Conflict of Interest.

- e) Resource persons may be invited to in-camera meetings at the request of the Chairperson.
- f) The Chairperson, in consultation with the President/CEO, shall determine and identify items for the in-camera agenda that may include, but need not be limited to, the following:
  - i. all matters relating to salaries, conditions of employment, and collective bargaining;
  - ii. human resource/personnel issues;
  - iii. the conduct, discipline, suspension, and all other matters relating to individual students;
  - iv. financial matters requiring confidentiality;
  - v. matters where Board liability may arise or where legal opinions respecting the liability or interest of the Board are expressed;
  - vi. matters of a contractual nature where it is in the interest of the College to maintain confidentiality.

### 3.11 Special Meetings

- a) Special meetings of the Board shall be at the call of the Chairperson or in his/her absence, the Vice-Chairperson upon the written request of at least seven members. The provisions of Articles 3.0 to 3.11 shall apply to special meetings.

### 3.12 Working Sessions

- a) From time to time, when an issue of sufficient complexity or magnitude of scope arises, the Board may chose to hold an informal working session, which shall generally be a closed meeting providing the opportunity for free and wide-ranging discussion without making a formal decision. Normal rules of order may be relaxed. Matters requiring a formal decision shall be brought forward by resolution to the next regular meeting.

## ARTICLE IV: AGENDA

- 4.0 The Chairperson, in consultation with the Board Executive Committee and President/CEO shall set the agenda for Board meetings. Items to be included in the agenda shall be submitted to the Chairperson through the Secretary of the Board at least seven (7) calendar days in advance of the meeting. Additions or changes to the agenda require approval by a majority vote of the Board.
- 4.1 Each agenda may, at the call of the Chairperson, include a portion of the meeting, not to exceed one-half (1/2) hour in which the Board may receive presentations.
  - a) Any person or group wishing to make a presentation to the Board is required to request permission, at least five working days in

advance, by providing a written description of the nature of the presentation to the Chairperson or President. The Chairperson/President will schedule the presentation of the delegation at the earliest possible Board meeting or may refer the request for presentation to the Executive Committee for a decision. The group may be requested to submit a written presentation rather than appear in-person as a delegation.

- b) Presentation by delegations will be the first item on the agenda.
- c) Regular Board meetings notices will be sent out in an all staff email meeting notice.
- d) During a presentation by a delegation, the Board members should not express opinions but should only ask questions for clarification. The Board should discuss the presentation during the normal course of the meeting.

## **ARTICLE V: COMMITTEES**

- 5.0 The provisions of Article 3.0 to 3.12 where applicable, shall apply to committee meetings.
- 5.1 The Board shall establish and appoint the following standing committees in accordance with the Act:
  - a) Executive Committee
  - b) Finance & Audit Committee
  - c) Planning Committee
- 5.2 As provided in section 23 of the Act, the Board may establish such other committees that it considers necessary for the management and operation of the College.
- 5.3 As provided in section 25 of the Act, the Board may, by resolution, determine the remuneration and reimbursement for expenses of members of any committee, and payment shall be made out of the funds of the Board.
- 5.4 The terms of reference of each committee shall be reviewed by the committee at its first meeting of the academic year as a means of orienting new members and identifying elements which may require clarification from the Board. The terms of reference of any committee may be amended by the Board at any time. Terms of Reference (Appendix H) will be identified for each standing committee.
- 5.5 The President/CEO is an ex-officio member on all standing and adhoc committees of the Board except in those cases where the Board or its committees are reviewing the performance of the President.

## ARTICLE VI: CONFLICT OF INTEREST

- 6.0 A member of the Board holds a position of trust. As such there is a general obligation on him/her to avoid situations of conflict of interest. Every member, regardless of how he/she becomes a Board member has a responsibility first and foremost to the welfare of the College and must function primarily as a Board member, not as a member of any particular internal or external constituency.
- 6.1 A conflict of interest may exist as to any member when a member has or represents interests that could compete with those of the College's, including when discussions or decisions of the Board take place which, directly or indirectly, affect or could affect the College's dealings or relationship with any "organization" (including, without limitation, a corporation, general partnership, limited partnership, society, association or group) with respect to which the member or any person related to the member, is a shareholder, director, officer, owner, partner (limited or general) or member, or is a person who holds a position of influence within the organization.
- 6.2 A conflict of interest may exist as to institutional members when discussions or decision take place:
- a) directly affecting a specific educational program in which an institutional member, or a person related to that member is, or is expected to become, enrolled or employed;
  - b) relating to any collective bargaining, negotiations, grievances, or other labour relations or activities involving faculty or non-academic staff members, a person who is related to a member who holds a position at any other post-secondary institution or other organization who could reasonably be perceived to gain a benefit from information disclosed on these matters; and
  - c) as outlined in the roles and responsibilities for the Employee and Student Board Members (Appendix E).
- 6.3 The Board has received a legal interpretation of Section 17 of the Crown Corporations Public Review and Accountability Act. Based on this interpretation, the following guidelines are presented to assist governors in the disclosure of interests:
- a) A member of the Board is required to disclose to the Board any interest that they have or may have in any material contract with the College. Disclosure is required whether the member proposes to deal with the College personally or through a corporation or partnership in which they have an interest.

- b) Disclosure is required at the earliest opportunity and is to be delivered in writing to the Board or requested by the member to be entered into the minutes of the first possible Board meeting.
- c) A member required to make a disclosure is then not to vote on those matters and is to leave the meeting during any discussion of them. If it is a matter that does not come before the Board, the member should nonetheless make disclosure and should avoid exerting influence on employee decision-makers. The Board should, in all cases, ensure that its process of approving contracts meets the tests of integrity, transparency and the best interest of the College.
- d) If a member has an ongoing relationship with the College, they are only required to provide written disclosure at the outset of that relationship and not on an incident-by-incident basis. They would continue to be obliged to remove themselves from the meeting and the vote on each occasion that is comes before the Board.

## **ARTICLE VII: CODE OF CONDUCT**

7.0 The Board commits itself and its members to the highest standards of ethical and professional conduct, in which their actions and behaviours uphold the principles of integrity, respect, and accountability.

### **7.1 Confidentiality**

Board members shall protect privileged information and respect the confidentiality of proceedings at closed sessions, committee meetings and other internal and external meetings as well as confidential briefing documents, minutes, reports and other materials. To this end, Board members shall sign an oath of office/confidentiality agreement at the start of their term of office, which is binding in perpetuity (Appendix I).

### **7.2 Collegiality**

Board members shall foster a collegial working environment and conduct themselves in a manner that demonstrates a climate of openness and trust, respect for different perspectives, builds on the contribution of others, and constructively puts forward alternative considerations.

Board members shall treat one another, students and employees with respect and work in a spirit of harmony and cooperation.

### **7.3 Accountability**

- a) The Board and its members have a duty of loyalty towards the College and to focus on the best interest of the College.
- b) The Board and its members shall promote public confidence in the integrity, trustworthiness and impartiality of the Board.

- c) The Board shall meet the highest standards for public reporting, monitoring and accountability.
- d) Board members shall not attempt to exercise individual authority over any Board or College business, except as explicitly set forth in Board policies.
- e) Accountability of Board members supersedes the personal interests of any Board member as well as any conflicting loyalties with other advocacy or interest groups, employers or memberships on other boards.
- f) Board members shall be familiar with Board policies, their fiduciary responsibilities, and related legislation. Board members shall prudently seek the knowledge and experience that may reasonably be expected of a member.
- g) Board members shall, avoid expressing individual perspectives, act collectively, and respect the decisions of the Board.

#### **ARTICLE VIII: INDEMNIFICATION**

- 8.0 As outlined in the Act sections 49(1), 49(2) and 49(3), no action proceeding or prosecution may be brought against the Board, a Board member, President, officer or employee for liability, debt or student activity.

#### **ARTICLE IX: BOARD ORIENTATION**

- 9.0 The Board may utilize an orientation process to provide new members with an introduction to the Board and the College, building the Board member's understanding of, and identification with the College and clarifying the College's expectations and the expectations of the new Board member.

#### **ARTICLE X: BOARD EVALUATION**

- 10.0 As part of its continuous improvement goal, the Board may utilize an annual evaluation process to examine key areas of its roles and responsibilities.

#### **ARTICLE XI: CORPORATE SEAL AND SIGNING AUTHORITY**

- 11.0 "Corporate Seal" means the seal of Assiniboine Community College and is affixed as required to attest to the legal validity of documents requiring execution under the Corporate Seal.
- 11.1 As provided in section 48 of the Act, documents required to be in writing and to which the Board is a party are properly executed if the corporate name of the Board is witnessed by the signatures of:
- a) the Chairperson of the Board, or another person authorized by resolution of the Board from time to time; and

- b) the President of the College, or other officer of the College authorized by resolution of the Board from time to time.
- 11.2 The person chairing a meeting of the Board shall, together with the Secretary of the Board, or such other officer appointed by resolution for the purpose, sign all bylaws for the Board.

## **ARTICLE XII: BOARD REMUNERATION**

- 12.0 As provided in section 10 of the Act, members shall be paid the remuneration and expenses that the Lieutenant Governor in Council determines and payment shall be made out of the funds of the Board.
- 12.1 All members of the Board may be entitled to reimbursement for reasonable expenses incurred while engaged in Board business in accordance with College practices and Board Policy respecting Payment of Expenditures Related to Official Board Business.

## **ARTICLE XIII: AMENDMENT OR REPEAL OF BYLAW**

- 13.0 This and any other bylaw of the Board, or any parts or parts thereof, may be amended or repealed by resolution of the Board passed by a two-thirds majority of votes cast at the meeting of the Board considering the amendment or repeal, provided that notice has been given of the proposed amendment or repeal in accordance with this bylaw.

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Chairperson, Board of Governors

Corporate Seal

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Secretary to the Board



## **APPENDIX A - ROLE OF THE GOVERNING BOARD**

### **Appointment**

- 1.0 The Board is established by an order of the Lieutenant Governor in Council. The Board is the governing body of the College and is responsible to the Minister. Although Board members bring special expertise and points of view to the Board's deliberations, what is in the best interest of the College remains paramount in all Board activities. Membership of the Board is outlined in the Act.

### **Roles and Responsibilities**

- 2.0 Duties of the Board prescribed in the legislation are as follows:
- a) manage the business and affairs of the College and ensure that they are conducted in accordance with this Act and the laws of the province;
  - b) determine the general policies with respect to the organization, administration, operation and programs of study of the college;
  - c) evaluate programs of study on a regular basis, in accordance with guidelines provided by the Minister;
  - d) hold regular monthly meetings and any other meetings that the Board considers appropriate;
  - e) prepare and maintain full and accurate records of its proceedings, transactions and finances;
  - f) develop and adopt conflict of interest guidelines for employees of the College;
  - g) in accordance with guidelines provided by the Minister, publish an annual academic report that includes student information respecting enrolment, attrition, graduation and graduate employment placement;
  - h) develop and maintain a multi-year operating plan and a multi-year capital plan; and
  - i) at least every five years, conduct a special organizational and operational review in accordance with guidelines provided by the Minister.

2.1 General Powers of the Board are stated in Section 17 of the Act as follows:

- a) provide services and programs of study consistent with the mandate of the College;
- b) recommend to the Minister the establishment, cancellation or the transfer to another college or educational institution of a college service or program of study;
- c) establish the admission requirements for students;
- d) set tuition fees and the rates of other fees and service charges paid by students;
- e) provide for the granting of certificates and diplomas for programs of study;
- f) provide for the discipline of students with the power to expel, suspend, fine or levy assessments for damage done to property;
- g) provide and facilitate the providing of scholarships or bursaries to students;
- h) act as a trustee of any money or property given in any manner for the support of the College or its students;
- i) authorize the establishment of a charitable foundation, as that term is defined in the Income Tax Act (Canada), to benefit, directly or indirectly, the College and its students;
- j) enter into agreements for the purpose of performing its duties or exercising its powers under this Act; and
- k) do any other thing that the Board considers necessary or advisable to carry out the mandate of the College.

2.2 Expectations of individual members of the Board include every member:

- a) sharing responsibility in building group cohesiveness, and while respecting confidentiality, promoting openness and awareness of Board operations to the internal and external college community,
- b) becoming knowledgeable about, and conduct himself or herself in accordance with the responsibilities and expectations outlined in the Act, these bylaws, and such other guidelines, policies and procedures as the Board may from time to time adopt;
- c) becoming informed of institutional and system-wide educational developments and issues;
- d) preparing for and attend regular and special meetings of the Board, serve on standing and/or adhoc committees as appropriate; and
- e) performing such additional activities as required under the Act or as are necessary and ancillary to its functions pursuant to the Act or the bylaws, including such activities as the Board may specify and delegate.

## **APPENDIX B - ROLE OF THE CHAIRPERSON OF THE BOARD**

### **Appointment**

- 1.0 The Chairperson of the Board is designated by the Lieutenant Governor in Council under subsection 11(1) of the Act. The Chairperson shall:
- a) preside at all meetings of the Board and of the Executive Committee;
  - b) be an ex-officio member of all committees of the Board; and
  - c) perform other duties and exercise such other powers as are assigned to the Chairperson by the Act, the bylaws or by the Board, by resolution, from time to time.

### **Roles and Responsibilities**

- 2.0 Duties of the Chairperson are as follows:
- a) preside over all meetings of the Board ensuring they are conducted in an efficient, effective and focused manner
  - b) is an ex-officio member of all Board committees
  - c) represent the Board at official functions sponsored by the Board, and at all functions at which the Board is to be formally represented, except as the Chairperson may designate otherwise
  - d) serve as liaison for the Board and the College
  - e) oversee the annual evaluation of the President/CEO, and ensure retention of all records pertaining to his/her contract and performance
  - f) together with the President and the Executive Committee, set the agenda for Board meetings
  - g) signs and enters into agreements and contracts on behalf of the board in accordance with the college's approved schedule of authorities
  - h) is the spokesperson for the Board and ensures that the Board speaks with one voice.
  - i) ensure that individuals on the Board address College issues through the Board.
  - j) ensure that the Board has effective rules regarding the use of the resources of the organization and that individual members of the Board speak through the Board to the staff of the College.
  - k) ensure appropriate orientation of new governors.
  - l) ensure Board evaluation process is in place.
  - m) ensure that the organization of the Board and the resulting committee structure is appropriate to the needs of the organization.
  - n) according to the Act, the Chairperson is a member on the "College Advisory Board" which consists of the President and the Chairperson of each College Board and the Deputy Minister and the Assistant Deputy Minister.

### **Interim Chairperson**

- 3.0 As provided in subsection 11(2) of the Act, in the case of absence or incapacity of the Chairperson or Vice-Chairperson or if there is a vacancy in either of those offices, the Board may designate one of its members who is not the Student Member or the Employee Member to act as Chairperson or Vice-Chairperson on an interim basis.

## **APPENDIX C - ROLE OF THE VICE-CHAIRPERSON**

### **Appointment**

- 1.0 The Vice-Chairperson of the Board is designated by the Lieutenant Governor in Council under subsection 11(1) of the Act.

### **Roles and Responsibilities**

- 2.0 Duties of the Vice-Chairperson are as follows:
- a) In addition to his/her obligations as a governor, the Vice-Chairperson shall carry out all responsibilities of the Chairperson as required. This would be in the case of absence or incapacity of the Chairperson to conduct the business of the Board.
  - b) The Vice-Chairperson is a member of the Executive Committee and the Finance & Audit Committee

### **Interim Chairperson**

- 3.0 As provided in subsection 11(2) of the Act, in the case of absence or incapacity of the Chairperson or Vice-Chairperson or if there is a vacancy in either of those offices, the Board may designate one of its members who is not the Student Member or the Employee Member to act as Chairperson or Vice-Chairperson on an interim basis.

## **APPENDIX D - ROLE OF THE PRESIDENT/ CEO**

### **Appointment**

- 1.0 In accordance with section 39(1) of the Act, the board shall appoint and determine the terms and conditions of employment of a President who shall be the Chief Executive Officer of the College.

### **Roles and Responsibilities**

- 2.0 General responsibilities of the President/ CEO are stated in Section 39(2) of the Act as follows:

Subject to the direction of the Board, the President is responsible for the general management and direction of the College including:

- a) the policies, programs and services of the College;
  - b) the business affairs of the College; and
  - c) such other matters as may be delegates by the Board to the President
- 2.1 Ensure operation of the College to achieve goals set by the Board within the limitations set by the Board.
- 2.2 Provide executive reports to the Board with data to address progress on policies set by the Board.
- 2.3 Ensure that the Board is well informed regarding the implications of policy set by the Board against criteria set by the Board.

## **APPENDIX E - ROLE OF THE EMPLOYEE AND STUDENT MEMBERS**

### **Appointment**

- 1.0 In accordance with section 9(1) of the Act, a board shall consist of not less than 10 and not more than 12 members appointed by the Lieutenant Governor in Council, of whom:
  - a) one shall be a student of the College selected by the students' association; and
  - b) one shall be a employee of the College selected by the employees of the College.

### **Roles and Responsibilities**

- 2.0 In addition to the roles and responsibilities of the Board as outlined in Appendix A of these bylaws, the Student and Employee Members shall provide a linkage between their respective constituents and the Board.
- 2.1 The Employee and Student Members are considered as full members of the Board with all rights and responsibilities. They are eligible to vote on all issues, and as is the case with any individual Board member, are expected to use discretion in cases of potential conflict of interest.
- 2.2 The Employee and Student Members are members of the Board's Planning Committee. The Employee member also serves as on the Nominations Committee.

## **APPENDIX F - ROLE OF THE SECRETARY TO THE BOARD**

### **Director, Executive & Board Operations**

#### **Appointment**

- 1.0 The College's Director, Executive & Board Operations is appointed by resolution, as Secretary of the Board. This position provides senior-level administrative, liaison, research, guidance and support to the Board and President to enable the Board to carry out its corporate governing responsibilities through the Act.

#### **Roles and Responsibilities**

- 2.0 With the assistance of the President's office staff, the Director, Executive & Board Operations is responsible for the following:
- a) prepares the agenda and gives notice of all Board meetings and retreats;
  - b) attends all regular and committee meetings and records minutes of all the proceedings thereat;
  - c) forwards copies of the minutes of meetings of the Board and of the standing committees of the Board to the members thereof as soon as is practicable after such meetings;
  - d) prepares all resolutions, reports, proposals, briefing notes and any other documents which the Board may require;
  - e) arranges for nominations and conducts the election of the Board Employee Member;
  - f) maintains the books, papers, records, correspondence, contracts and other documents of the Board;
  - g) provides strategic advice on Board and Board Committee action, policy and precedent;
  - h) responds to requests for briefings on Board business;
  - i) researches questions on the Act and parliamentary procedure, as well as special topics of interest to the Chairperson and President;
  - j) coordinates the development of the Board's annual report;
  - k) provides orientation for newly-appointed members;
  - l) undertakes special projects as assigned by the Chairperson of the Board;
  - m) discharges such other duties as are presented by the bylaws of the Board or by the Chairperson or President/CEO thereof;
  - n) maintains a national network of professional board staff and participates in professional development in order to remain current in government and educational issues, trends and best practices; and
  - o) ensures the payment of Board member honorariums and expenses and coordinates Board travel arrangements and registrations related to meetings, conferences, etc. Coordinates the arrangements of meetings, seminars, retreats, luncheons and social occasions.



## **APPENDIX G - ROLE OF THE TREASURER**

### **Director, Finance**

#### **Appointment**

- 1.0 The College's director of finance, is appointed, by resolution, as the Treasurer of the Board.

#### **Roles and Responsibilities**

- 2.0 Duties of the Treasurer are as follows:
- a) be responsible for advising the Board on the financial matters of the Board and the College;
  - b) keep proper financial records and accounts for the Board and the College;
  - c) submit monthly financial statements at the regular meetings of the Board, or at the request of the Board or the Chairperson;
  - d) deposit all money, securities and other valuable effects in the name of and to the credit of the Board in such banks as may from time to time be designated by the Board by resolution;
  - e) disburse the funds of the Board as directed by the Board, taking proper vouchers therefore;
  - f) work with the Board's auditor to ensure that financial records are maintained according to generally accepted accounting principles and any special requirements or procedures required by the Act or the Minister;
  - g) cooperate with the Board's auditor during any audit of the accounts of the College; and
  - h) perform such other duties as are assigned by the bylaws, by the Board, by resolution, or by the Chairperson of the Board from time to time.

## APPENDIX H - COMMITTEE TERMS OF REFERENCE

### STANDING COMMITTEES

#### EXECUTIVE COMMITTEE

##### **Membership**

- Board Chairperson (Chair)
- Board Vice-Chairperson
- Chairperson, Planning Committee
- One other Board member

##### **Officers (non-voting)**

- College President
- Secretary of the Board

##### **Duties**

The duties of the Executive Committee are as follows:

- a) Act in an advisory capacity to the Board on matters of concern to the Board.
- b) Act in an executive capacity in specific matters delegated to it by the Board.
- c) Act as the steering committee with respect to discussions related to the negotiations of terms and conditions of employment of excluded employees and collective agreements with non-excluded employees.
- d) Negotiate and develop the President's employment contract for Board approval. Create and carry out a process for recruitment and selection of the President and determine policies for remuneration, evaluation, performance standards, reviews, termination and other terms and conditions of employment.
- e) Maintain a list of potential governors for recommendation to the Minister. Names of potential governors will be collected through a variety of mechanisms, including recommendations from board members. Upon the anticipated expiration of board terms or resignations, the Executive Committee will provide the Minister with names of potential governors to fill vacancies.
- f) Develop and recommend to the Board a plan for the orientation of new governors. The committee will monitor and evaluate the effectiveness of the plan and recommend changes when necessary. New member orientation will be coordinated, maintained and implemented by the Secretary to the Board.

- g) On an annual basis, in the fall, prepare an overall Board professional development plan consistent with the Board's operating budget for Board approval.
- h) Coordinate and develop agenda for an annual board retreat that includes an orientation for new and returning governors. Board retreat orientation will include updates regarding confidentiality and conflict of interest.
- i) In the event of an emergency or the inability of the Board to meet, shall possess and may exercise all power and authority of the Board, except those powers which by the Act are required to be exercised by the Board.
- j) Upon board direction and resolution, may be delegated full or partial board power and authority during summer months of July and August.
- k) As provided in the Colleges Act, keep minutes of its proceedings and submit to the Board, at each meeting of the Board, minutes of its proceedings held during the period since the most recent meeting of the board.
- l) Assist the Board Chair in the development of agendas for regular board meetings.
- m) Act as a consultative body to the Board Chair.
- n) Review and make recommendations concerning issues such as:
  - Major organizational change
  - Significant partnerships
  - Sensitive political issues
  - major events, e.g. graduation
- o) Review and approve President's operating and promotional budgets.

## **FINANCE & AUDIT COMMITTEE**

### **Membership**

- Vice-Chairperson of the Board
- Minimum of two other Board members
- The Finance and Audit Committee shall be chaired by a member designated by resolution of the Board from the members appointed by the Board.

### **Officers (non-voting)**

- College President
- Secretary of the Board
- Treasurer to the Board

### **Duties**

The duties of the Finance & Audit Committee are as follows:

- a) Review College financial statements, the auditor's report and the annual report of the Board to the Minister and advise the Board with respect to same.
- b) Recommend to the Board the appointment of an independent auditor who shall audit the records, accounts and financial transactions of the College annually.
- c) Recommend an annual budget for Board approval prior to the beginning of each fiscal year.
- d) Perform such other duties as may be assigned to it by the Act, the bylaws or the Board, by resolution, from time to time.

## **PLANNING COMMITTEE**

### **Membership**

- The Student Member of the Board
- The Employee Member of the Board
- At least two other members of the Board appointed by the Board by resolution
- The Planning Committee shall be chaired by a member designated by resolution of the Board from the members appointed by the Board.

### **Officers (non-voting)**

- College President
- Secretary of the Board

### **Duties**

The duties of the Planning Committee are as follows:

- a) Assist the College in undertaking consultation to seek input on community needs.
- b) In accordance with section 22 of the Act, the Planning Committee is established for the purpose of developing and evaluating the multi-year capital plan.
- c) The committee will review the Balanced Scorecard annually before presentation to the BOG as a whole.

## **NOMINATIONS COMMITTEE**

### **Membership:**

- Chairperson of the Board (Chair)
- Vice-Chairperson of the Board
- Employee Member of the Board

### **Officers (non-voting)**

- College President
- Secretary of the Board

### **Duties**

The duties of the Nominations Committee are as follows:

- a) Recommendation of Board committee composition.
- b) Prior to the expiration of committee terms, the Nominations Committee will seek input from all members regarding their interest in serving on committees.
- c) Based on the above information, the Nominations Committee will prepare a recommended slate of members for the various standing and adhoc committees of the Board. This slate would be brought forward to a Board meeting, at which time nominations from the floor could be entertained and an election held if necessary.

## **ADHOC COMMITTEES**

### **GOVERNMENT RELATIONS COMMITTEE**

Is an adhoc Board committee that convenes for the purpose of coordinating Board lobbying efforts with the government on behalf of the College and for fostering a positive relationship with the government and its representatives. Membership includes the Board Chairperson, Vice-Chairperson and at least one other member at large.

Meets on an as-needed basis, dependent upon College issues and initiatives.

## **BOARD REPRESENTATION ON COLLEGE COMMITTEES**

### **COLLEGE COUNCIL REPRESENTATIVE**

The College Council is created in accordance with the Act for the purpose of providing a means through which the employees and students of the College may advise the Board of academic and other matters. The Board Employee Member is a standing member of the College Council.

### **BOARD REPRESENTATIVES TO FOUNDATION & ALUMNI BOARD**

The affairs of the Foundation and Alumni Association are administered by Boards of Directors. One or two members of the Board serve on each of these Boards. The term is for one year, renewable.



## APPENDIX I - OATH OF OFFICE/CONFIDENTIALITY AGREEMENT

## OATH OF OFFICE/CONFIDENTIALITY

I, \_\_\_\_\_  
(Name in full)

do solemnly and sincerely swear/affirm that I will faithfully and honestly fulfill my duties as a member of the

and that I will not ask or receive any sum of money, services, matter or thing whatsoever, directly or indirectly, in return for what I have done or may do in the discharge of any of my duties except for any honorarium and/or expenses, or other moneys to which I may be lawfully entitled; and that I will not, without due authority, disclose or make known any information which comes to my knowledge by reason of my membership on the above-referenced board/committee.

TAKEN, subscribed and sworn/affirmed before )  
me at )  
\_\_\_\_\_)  
this                      day of )

A Commissioner for Oaths  
OR  
A Notary Public in and for  
The Province of Manitoba

My Commission expires \_\_\_\_\_  
(Give Date)

## Board Policy Statements

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- B1 Approval and Monitoring of President's Expenses
- B2 Payment of Expenditures Related to Official Board Business
- B3 Guidelines for Professional Development and Conference Attendance
- B4 New Board Member Orientation Plan
- B5 Complaints to the Board
- B6 Naming of College Assets
- B7 Board Technology Initiative – Electronic Board Portal
- B8 Guidelines for the Recruitment and Selection of President/CEO
- B9 President/CEO Performance Standards and Evaluation
- B10 Order of Succession



## Board Policy Statement

### **B1 Approval and Monitoring of President's Expenses**

Reviewed June 2018

Page 1 of 2

#### **Purpose:**

To ensure a process for the approval and monitoring of the President's expenses including promotion, travel, hospitality, expense accounts and professional development.

#### **Policy:**

1. The Director Finance is delegated authority by the Board to approve and monitor the President's budget and expenses on a regular basis and to bring items of concern to the Executive Committee.
2. At the request of the Executive Committee, the Director Finance will provide an update on the President's operating budget.
3. The Director Finance will prepare, on a quarterly basis, a presidential expense summary.
4. The presidential expense summary and claims will be submitted to the Chairperson of Assiniboine Community College Board of Governors for approval.
5. The following guidelines regarding the President's promotional budget were approved by the Board on July 25, 2007 (resolution: EC:07/07/25-5i):

Assiniboine Community College recognizes that in certain circumstances, the provision of off-campus hospitality, hosted by the college President, is conducive to the successful conduct of college business and fundraising, and necessary to foster partnerships and community relations.

- a) Hospitality expenses may be incurred in the following situations:
  - i. Business-related hospitality, not primarily social or personal activities, that generally includes official guests of the College. Guests may include representatives from external organizations, college partners, potential donors, and individuals assisting in the development of new programs, business and community leaders, international visitors, visitors from other educational institutions and associations, and prospective employees attending a formal interview.
  - ii. Receptions for the Board of Governors, Foundation, Alumni Association, and other events as approved by the President.
  - iii. Breakfast, luncheon or dinner meetings involving employees of the college for the purpose of discussing Assiniboine Community college business.
- b) Hospitality expenditures may include food and non-alcoholic beverages.

- i. Reimbursement for expenses related to alcoholic beverages may only be allowed in special circumstances where it is warranted as part of an organized function or is considered crucial to the business purpose. If there is any doubt as to the interpretation of “special circumstances” authorization should be obtained in advance from the Board.
- c) All hospitality expenses must withstand the test of public scrutiny. Where there is a proposed expenditure not listed in this guideline, the following principles should guide decision-making:
  - i. The expenditure must support the mission, values and goals of the college. As a public institution, the College must demonstrate prudent use of funds entrusted to it by the government. The general public, government, students, donors and granting organizations must be assured that funds are wisely spent and do not personally benefit College administration and employees.
  - ii. College officials must exercise prudent judgment when determining whether the expenditure is appropriate.
  - iii. The expenditure should not be personal in nature.
  - iv. The expenditure should not be able to be construed as additional compensation by Revenue Canada e.g. bonuses, car payments, annual parking, etc.
  - v. The expenditure should not create, maintain, or increase the value of a personal asset.
  - vi. Appropriate receipts must accompany all expenditures.

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Date

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Chairperson, Board of Governors



## Board Policy Statement

### **B2 Payment of Expenditures Related to Official Board Business**

Reviewed June 2018

Page 1 of 1

#### **Purpose:**

All Governors who incur expenses while on official Board business are entitled to claim for those expenses as set out in the collective agreement with the Manitoba Government and General Employees Union (MGEU).

These rates may be adjusted on an annual basis.

#### **Policy:**

1. Governors claiming mileage expenses and/or accommodation, incidentals or meals must complete an Assiniboine Community College Expense Claim.
2. Once the expense claim has been completed with any supporting documents attached, it should be returned to the Board Secretary to get the proper signature and deliver to Finance for processing.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chairperson, Board of Governors



## Board Policy Statement

### **B3 Guidelines for Professional Development & Conference Attendance**

Reviewed June 2018

Page 1 of 1

#### **Purpose:**

To establish broad guidelines for Board participation in professional development opportunities and attendance at conferences.

#### **Policy:**

The Executive Committee of the Board will be the body responsible for reviewing and recommending for approval participation in professional development opportunities or attendance at conferences.

On an ongoing basis, information regarding professional development opportunities and conferences will be shared with the Executive Committee. As individual professional development opportunities and conferences become available, the Executive Committee will make a recommendation to the Board regarding Board participation. Consideration will also be given to dates, location, cost per participant and relevance to college goals and objectives.

An attempt will be made to rotate participation so various Governors are able to be involved. Consideration will be given to a Governor's area of expertise or committee involvement and how this relates to the theme of the professional development activity or conference.

Board members will be reimbursed for reasonable travel costs and other related expenses in accordance with Board policy B2. Where possible, the most economical means of transportation and accommodation will be considered. Partial sponsorship will be considered. Travel costs of spouses are not reimbursable. Travel arrangements should be coordinated with the Secretary to the Board.

#### **CiCan Conference**

The Board will endeavour to send a minimum of two representatives to this conference, however, this number may fluctuate depending upon the current financial situation, location of conference, the degree of involvement of a Governors in the conference (i.e. presenter), etc.

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Date

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Chairperson, Board of Governors



## Board Policy Statement

### B4 New Board Member Orientation Plan

Reviewed June 2018

Page 1 of 2

#### Purpose:

To ensure a comprehensive college and governance introduction for newly appointed governors.

#### Policy:

1. The Executive Committee will monitor and evaluate the effectiveness of the plan and recommend changes when necessary. New member orientation will be coordinated, maintained and implemented by the Secretary to the Board. Upon appointment, new members will be contacted by the Secretary to the Board to initiate the plan.

2. Meetings

The following meetings may occur individually or simultaneously.

- a) *Meeting with Board Chairperson* – welcome to Board, describe the policy governance model and how meetings operate, describe critical issues in effective board functioning and personal obligations of a board member.
- b) *Meeting with college President/CEO* – introduction to national, provincial and local community college environment, discuss topical college issues facing the Board over the past year and possibly in the future, describe strategic planning documents and planning forums, discuss Foundation and Alumni Associations and upcoming fund-raising events.
- c) *Meeting with Board Secretary* – discuss administrative details such as expense claims, honorariums, etc. Review Board Governance Handbook, provide meeting schedule, describe structure of board and committees, describe a typical agenda and agenda development, and provide information about the CiCan Conference. Ensure orientation to the Electronic Board Portal and College-assigned tablet.

3. Tours of College Facilities

A tour of the Brandon Campuses will be coordinated by the President's Office staff. Tours will be arranged at regional training centres and the ACC Adult Collegiate when appropriate.

4. Information Binder ( All of the documents are on the SharePoint site)

- Board Governance Handbook
- Colleges Act
- College Strategic Plan
- Information related to Electronic Board Portal and Computer Equipment
- College Organizational Charts
- Current College Viewbook
- Annual Report (previous year)
- Annual Academic Report (previous year)
- Board Contact List and Committee Slate

5. Board Retreat/Orientation

The Executive Committee will coordinate and develop the agenda for an annual board retreat that will include orientation for new governors. Board retreats will include updates regarding confidentiality and conflict of interest for all members.

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Date

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Chairperson, Board of Governors





## Board Policy Statement

### **B5 Complaints to the Board**

Reviewed June 2018

Page 1 of 1

#### **Purpose:**

When individual Board members receive complaints, the complainant will be encouraged to follow internal college processes. If the complainant's issue cannot be resolved in this manner then the following process should be followed.

#### **Policy:**

1. The complaint will be requested in writing. The Board will not respond to anonymous complaints.
2. The Board member(s) receiving the complaint will share the complaint with the Chairperson of the Board.
3. The Chairperson will discuss the complaint with the President (who may include appropriate college personnel) or Board members as required.
4. All complaints will be handled in confidence.
5. The Chairperson will follow up with the Board member who identified the complaint, or the entire Board, depending on the circumstances. A response will be made to the original complainant at the discretion of the Chairperson.

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Date

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Chairperson, Board of Governors



## Board Policy Statement

### **B6 Naming of College Assets**

Reviewed June 2018

Page 1 of 5

#### **Purpose:**

Naming provides meaningful opportunities for the recognition of outstanding contributions by those who serve as inspiration for future generations of students, graduates, and members of Assiniboine Community College. Further, by recognizing exceptional contribution to the College or to the community, the association with such extraordinary individuals strengthens the College and its sense of heritage and connection to the community.

The Naming of College Assets Policy shall:

- Provide a protocol for establishing permanent recognition to those who render outstanding benefaction and or exemplary service to the College;
- To promote consistency in the tributes paid by the College to its supporters;
- To ensure appropriate utilization of the very limited number of naming opportunities;
- To provide guidelines for those involved in discussions with donors.

#### **Policy:**

1. Guidelines
  - a) The naming is intended to
    - i. Honour significant benefactors to Assiniboine Community College;
    - ii. Recognize significant partnerships and sponsorships;
    - iii. Honour distinguished individuals or entities for extraordinary and outstanding contributions to education, humanity, or society at large.
  - b) Only in exceptional circumstances will facilities or activities be named to honour outstanding service of members of faculty or staff while the honouree remains in the full time employment of the College. Normally commemorative naming in honor of a member of the College community shall not be conferred until two years following the member's retirement or death.
  - c) The naming of College assets must conform to the following principles:
    - i. Each naming shall enhance the mission and priorities of the College while preserving the College's integrity and academic freedom;
    - ii. Honorees should be of sound reputation;
    - iii. Naming will be independent of all appointment, admission, and curriculum decisions, which the College will continue to make in keeping with its established practices and academic mission.

2. Scope

- a) Naming opportunities may include, but are not limited to:
  - i. Buildings or substantial parts of buildings, (wings, rooms, laboratories) or other external locations on campus such as gardens, and roadways.
  - ii. Special research, teaching, recreational, service or other facilities
  - iii. Programs of research and academics
  - iv. Programs of service or recreation
  - v. Lectureships, special lecture series, awards of excellence in teaching or performance of other academic responsibilities,
  - vi. Scholarships, bursaries, prizes and other student awards
  - vii. Endowed chairs, instructorships
  - viii. Library collections
  - ix. Series of publications produced by a division or program, endowed publication grants
  - x. Collections of works of art
  - xi. Furniture
  - xii. Trophies and other awards for extracurricular achievement

**Procedure:**

- 1. The approval of the Board of Governors of Assiniboine Community College is required for the naming recognition.
  - a) A consultation process to provide the benefit of the collective institutional memory and a broad campus perspective with regard to naming activities shall be undertaken.
  - b) Proposals for naming can originate from the College, the Assiniboine Community College Foundation, or the Assiniboine Community College Alumni Association.
  - c) All proposals for naming shall be forwarded to the Director, Advancement and External Relations, who will review the circumstances, confirm that the nominee is agreeable to the recognition, and establish a working committee to develop a formal proposal based upon the criteria within this policy.
  - d) The working committee hereafter entitled the “Naming Committee” may be chaired by the Director, Advancement and External Relations and may include but shall not be limited to:
    - i. Two Board members
    - ii. Augmented membership from Senior Leadership Team (SLT)
    - iii. The Dean of the appropriate academic school
    - iv. Director, Capital Projects
    - v. An alumnus
    - vi. A student
    - vii. Quorum will constitute half plus one of the committee members.

2. Naming proposals shall be in writing and contain the following:
  - a) A clear description of the naming recommendation being proposed;
  - b) The proposed duration of the naming and its short and long term implications;
  - c) A summary of the life, career, and meritorious activity of the person to be recognized to ensure consistency with the objectives of this policy;
  - d) When associated with benefactors,
    - i. Naming in recognition of a benefactor will only take effect once a significant portion of the donation has been received. For recognition by naming, it will be expected that the benefactor and or other contributors wishing to honour the benefactor will provide all or a substantial part of the cost of the entity. "Substantial" is deemed to mean either a significant (minimum 50%) of the cost or a contribution that is regarded as central to the completion of the project.
    - ii. a statement as to the nature and impact of the gift meriting named recognition;
    - iii. the significance of the gift as it relates to the realization and or success of the project/ priority or to the enhancement of the project's priorities usefulness to the College
    - iv. a statement of the gift, the expected schedule of payment'
    - v. where the naming is to be of a new unit or program, its relevance, sustainability and impact on the College or division's strategic priorities;
    - vi. a provision dealing with the contingency that the gift is not received in accordance with the terms agreed to.
  - e) The level of support for the proposal within the unit involved, where relevant;
  - f) Other particular conditions, concerns, or impacts of the naming on the academic unit and/ or the College.
  - g) The Chair will forward the proposal complete with recommendations to the Senior Leadership Team of the College, who will determine whether the proposed naming is of sufficient merit to be taken to the Board of Governors of Assiniboine Community College.
  - h) Precautions shall be taken to protect the confidentiality of proposed names until approved with signed authorization by the Chair of the Board of Governors and the President of the College.
3. A written decision will be provided to the nominator of the submission.
  - a) The President's Office shall direct all communication with relevant parties associated with the approved name, the public, the media, and the internal community.
  - b) The Foundations Office has the responsibility for approving all matters in connection with the suitability, size, design, and location of plaques, donor walls, etc. in consultation with the Director of Campus Services
  - c) The Foundations office will be responsible for maintaining and updating an inventory of named facilities.

## 4. Special Considerations:

- a) **Sunset Clause:** The Sunset Clause refers to a predetermined length of time for which a donation is recognized by naming. The naming opportunity and agreement for naming will include a sunset clause with the length of term agreed to by the donor and the Board of Governors. Upon expiration of the recognition period, all relevant donor signage will be removed.
- b) **Grandfather Clause:** Grandfather existing physical structures and plaques erected at the College.
- c) **Other:**
  - i. No name will be approved that will imply Assiniboine's endorsement of a partisan political or ideological position or a commercial product. This does not preclude using the name of an individual who has at one time held public office or the name of an individual or a company that manufactures or distributes commercial products or services.
  - ii. Where a building, facility, or part thereof has been named, Assiniboine Community College will continue to use the name so long as the building, facility or part, remains in use and serves its original function. When the use of a building, facility or room is changed such that it must be demolished, substantially renovated, or rebuilt, the College may retain the use of the name, discontinue the use of the name, or transfer it to another room or facility if such an agreement has been made. Where it is proposed that the use of the name not be maintained, the discontinuation will require the approval of the Board of Governors.
- d) **Exceptions**
  - i. Naming will not be approved where, in the judgment of the Board of Governors, identification with the recognized individual or organization would constitute a significant and continuing challenge to the reputation of the College.
  - ii. De-Naming an asset will be de-named only by the authority of the Board of Governors when:
    - Events or information available subsequent to the approval of the designation mean that identification with the designation constitutes a significant and continuing challenge to the College's reputation or,
    - A donor has failed to meet pledge commitments over a minimum of one half of the agreed pledge period and where there is no satisfactory commitment to revised pledge terms.
  - iii. The College may entertain the donor's request to change the original recognition naming, at the cost of the donor, when there has been
    - a change of ownership
    - change of business name
    - cessation of business. In the latter circumstance, the donor will be removed from the College's public donor lists.

- iv. When an asset is proposed for renaming, reasonable efforts will be made to inform the original honoree or benefactor in advance. If the honoree or benefactor is deceased, reasonable efforts will be made to inform the next generation of family members in advance of the renaming.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chairperson, Board of Governors



## Board Policy Statement

### **B10 Order of Succession**

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#### **Purpose:**

It is the responsibility of the ACC Board of Governors to appoint a President and Chief Executive Officer to oversee the management of the college. Once appointed, the President is able to appoint individuals to serve as Acting President or to have delegated signing authority during his/ her absence during vacation and other forms of leave.

To facilitate business continuity it is advisable to have a policy or protocol for immediate succession in the event the President and CEO dies or becomes incapacitated. This allows the college to continue to execute its functions until the Board of Governors formally appoints an Interim President and initiates a formal search process for a President and CEO.

#### **Policy:**

In the event of death or incapacitation of the President and CEO, the next available person on the list shall automatically be charged with full authority as the Acting President.

1. Vice President, Academic
2. Vice President, Assiniboine International
3. Chief Financial Officer
4. Director, Advancement
5. Director, Public Affairs

Should the entire set of positions be unavailable before the Board of Governors can appoint an interim President & CEO, the Chairperson of the Board of Governors shall assume day-to-day responsibility for the college.

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 Chairperson, Board of Governors

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 Date

## Maintenance of Bylaws and Policies

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### General Bylaw #1

Action	Date	Resolution #/Details	Review Date
Adopted	April 1, 1993	S:93/4/01-2(a) Enactment of Bylaw No.1/93, relating to the conduct of the business and affairs of the Board of Governors of Assiniboine Community College	
Revised	November 28, 1995	BG:95/11/28-8(b) Section 9:00 Revised to reflect new Planning Committee Terms of Reference	
Revised	April 26, 2005	BG:05/04/26(c) Section 9:00 Revised to Chair of Finance & Audit Committee to be chaired by any member, appointed by resolution, to the committee.	
Revised	November 25, 2008	BG:08/11/25-7(a)iii Section 6:00 Revised to indicate Chairperson as ex-officio on all board committees except Executive Committee.	
Revised	October 2010	BG:10/10/26-7(a) General Bylaw #1 re-written and revised to reflect member roles and responsibilities, committee terms of reference, conflict of interest and code of conduct. Detailed review undertaken and changes recommended by Board Planning Committee. Many board policies were integrated into the new general bylaw and these policies were repealed BG:10/10/26-7(b)	July 2012
Revised	August 2013	EC:13/08/21-5 (d) That upon review of the General By-Law#1 the follow updates are made: The College's Vision, Mission and Values are located in the text of this page. This should be updated to reflect the newly adopted Strategic Direction which has within it a new set of Vision, Mission, and Values. (Overview page 1) Article IV: Agenda 4.1(c) States: "Schedule of regular Board meetings to be posted throughout the college." This should be changed to reflect that the notice of meetings is no longer posted but rather an all staff email is sent out with the notice attached. Appendix G – Role of Treasurer: In Appendix G the role of the treasurer names the Vice-President, Corporate Services as the appointee. This title is no longer accurate and should instead be Director, Finance.	August 2015



## Board Policies

#	Name	Adopted	Reviewed	Resolution #	Review Date
B1	Approval & Monitoring President's Expenses (formerly B6)	Apr 1993	Feb 2002 Oct 2010 Mar 2014 June 2018	BG:02/02/26-6(b)i BG:10/10/26-7(c) BG:14/03/25-7(i)	June 2020
B2	Payment of Expenditure Related to Board Business (formerly B10)	Apr 1995	Mar 2002 Oct 2010 June 2015 June 2017	BG:02/03/19-6(a)i BG:10/10/26-7(c) BG:15/06/14-6(ii)	June 2020
B3	Board Professional Development/Conference Attendance (formerly B14)	May 1995	Mar 2002 Oct 2010 Feb 2013 June 2015 June 2018	BG:02/03/19-6(a)iii BG:10/10/26-7(c) BG: 13/02/26-6 BG:15/06/14-6(ii)	June 2020
B4	New Board Member Orientation (formerly B16)	July 1996	Mar 2002 Oct 2010 June 2015 June 2018	BG:02/03/19-6(a)iv BG:10/10/26-7(c) BG:15/06/14-6(ii)	June 2020
B5	Complaints to the Board (formerly B17)	Nov 1997	June 2002 Oct 2010 Feb 2013 June 2015 June 2018	BG:02/06/25-6(c)iii BG:10/10/26-7(c) BG: 13/02/26-6 BG: 15/06/14-6(ii)	June 2020
B6	Naming of College Assets (formerly B20)	Jan 2007	Jan 2011 June 2015 June 2018	BG:10/10/26-7(c) BG: 15/06/14-6(ii)	June 2020
B7	<del>Board Technology Initiative</del> Policy Deleted	Nov 2009	Mar 2011 Feb 2013 June 2015	BG:10/10/26-7(c) BG: 13/02/26-6 BG: 15/06/14-6(ii)	N/A
B8	Recruitment & Selection of President/CEO (formerly B11)	Mar 1994	Feb 2002	As required	
B9	President/CEO Performance Standards & Evaluation (formerly 12)	Apr 1993	Mar 2004	As required	
B10	Order of Succession	Feb 2013	June 2015 June 2018	BG: 15/06/14-6(ii)	June 2020