

NORTH ISLAND COLLEGE



NORTH ISLAND COLLEGE
Board Governance Manual

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COMMITTEE OCTOBER 18, 2023*

TABLE OF CONTENTS

1. OVERVIEW OF MANUAL.....	4
1.1. ABOUT NORTH ISLAND COLLEGE	4
1.2. KEY DEFINITIONS	5
2. COLLEGE GOVERNANCE FRAMEWORK	8
2.1. DIRECTIONS FROM THE MINISTER – MANDATE LETTER	8
2.2. BOARD AND EDUCATION COUNCIL	8
2.3. GOVERNANCE AUTHORITY MATRIX	9
3. INDIGENOUS GOVERNANCE	9
3.1. NIC INDIGENOUS EDUCATION COUNCIL	9
4. THE BOARD	10
4.1. BOARD COMPOSITION	10
4.2. BOARD MEMBERS’ TERMS	10
4.3. SUCCESSION AND APPOINTMENT PROCESS	10
4.4. BOARD MEMBER POSITION DESCRIPTION	12
4.5. BOARD CHAIR POSITION DESCRIPTION	15
4.6. BOARD CHAIR SUCCESSION PLANNING	18
4.7. BOARD VICE CHAIR POSITION DESCRIPTION	18
4.8. PRESIDENT JOB DESCRIPTION	18
5. BOARD TERMS OF REFERENCE.....	20
5.1. ROLE	20
5.2. DELEGATION OF AUTHORITY TO THE PRESIDENT	20
5.3. ORGANIZATIONAL STEWARDSHIP RESPONSIBILITIES	20
5.4. BOARD ORIENTATION AND PROFESSIONAL DEVELOPMENT	22
5.5. BOARD EVALUATION	22
6. MEETING PRACTICES.....	23
6.1. BOARD MEETING GUIDELINES	23
6.2. MEETING FREQUENCY, SPECIAL MEETINGS AND NOTICE	23
6.3. LOCATION	23
6.4. BOARD MEETINGS	23
6.5. AGENDA	25
6.6. PRESENTATIONS AT BOARD MEETINGS	25
6.7. FORUMS FOR PUBLIC INPUT	26
6.8. PROCEDURES AT BOARD MEETINGS	26
6.9. MINUTES	26
6.10. BOARD DELIBERATIONS AND CONFIDENTIALITY	26
7. COMMITTEES.....	27
7.1. COMMITTEE OPERATING GUIDELINES	27
7.2. COMPOSITION	27
8. EXECUTIVE COMMITTEE – TERMS OF REFERENCE.....	30
8.1. PURPOSE	30
8.2. COMPOSITION	30
8.3. DUTIES AND RESPONSIBILITIES	30
8.4. COMMITTEE SUPPORT	31

9. FINANCE AND AUDIT COMMITTEE – TERMS OF REFERENCE	32
9.1. PURPOSE	32
9.2. COMPOSITION	32
9.3. DUTIES AND RESPONSIBILITIES	32
9.4. COMMITTEE SUPPORT	35
10. GOVERNANCE AND BOARD DEVELOPMENT COMMITTEE – TERMS OF REFERENCE.....	36
10.1. PURPOSE	36
10.2. COMPOSITION	36
10.3. DUTIES AND RESPONSIBILITIES	36
10.4. COMMITTEE SUPPORT	36
11. BOARD MEMBER LIABILITY COVERAGE.....	37
11.1. EXCLUSION OF LIABILITY	37
11.2. LIABILITY COVERAGE	37
12. BOARD MEMBER REMUNERATION AND EXPENSES	38
12.1. REMUNERATION	38
12.2. EXPENSES	38
13. APPENDICIES	39
APPENDIX A - GOVERNANCE AUTHORITY MATRIX	39
APPENDIX B - STUDENT/EMPLOYEE APPEALS TO THE COLLEGE BOARD OF GOVERNORS POLICY	39
APPENDIX C - BOARD CODE OF CONDUCT AND CONFLICT OF INTEREST BYLAW	39
APPENDIX D - ANNUAL BOARD MEMBERS DECLARATION	39

1. Overview of Manual

The Board of Governors (the “Board”) of North Island College (“NIC” or the “College”) has developed and approved this manual to describe how the Board carries out its governance responsibilities related to the stewardship of North Island College.

This manual:

- provides guidance on the roles, authorities, and division of responsibilities of Board, Board Chair, Vice Chair, committees, individual Board Members and the NIC President;
- describes the Board’s processes with respect to its oversight responsibilities as set out by the BC Ministry responsible for colleges, institutes and agencies and includes good governance practices for a post-secondary institution of the College’s size and scope;
- describes how the Board ensures that its reliance on the President is reasonable;
- sets out how the Board will communicate with and be accountable, and
- describes expected standards of conduct for Board Members.

The manual is intended to be a “living document” that will be updated and revised by the Board as needed. In addition, the Board will regularly conduct a formal review of the manual in its entirety to reflect developments in practice or as may be deemed necessary by legislative changes. All Board Members shall read and acknowledge their acceptance of the manual every year.

1.1. About North Island College

NIC is a comprehensive community college, which serves the people and communities across northern Vancouver Island and parts of the BC Central Coast from Bamfield to Bella Coola. This geographical area is called the College’s service region.

The College is honoured to acknowledge operations within the unceded territories of 35 First Nations inclusive of the Nuu-chah-nulth, Kwakwaka’wakw and Coast Salish traditions. With the guidance of Indigenous leadership, Elders, students and employees, we are committed to supporting Indigenous-led education and celebrating Indigenous knowledge.

NIC’s story is one of innovation, change, challenge, and success. Established in 1975 as a distance education institution, the College first served residents in remote logging camps and coastal communities through 24 learning centres. In the 1990s, NIC moved to a campus-based model at four sites in Campbell River, Comox Valley (administrative centre, main campus and NIC @ St. Joes at the former St. Joseph’s General Hospital), Port Alberni, the Mixalakwila campus in Port Hardy as well as a learning centre in Ucluelet. In keeping with its access-focused roots, NIC continues to serve students in diverse and geographically dispersed communities through distance and digital learning as well as onsite programming in communities based on the specific needs of local First Nations and community partners.

The College’s niche lies in a deeply held commitment to being Indigenous-led, community-driven and student-centred.



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1.2 Key Definitions

Act	means the College and Institute Act of British Columbia
Board	means the Board of Governors of North Island College.
Board Chair	means the individual elected as Chair of the Board of Governors of North Island College.
Board Member or Member	means any individual appointed, elected, or serving ex-officio on the Board of Governors of North Island College.
Crown Agencies and Board Resourcing Office (CABRO)	means the Government agency that oversees the recruitment and recommendation of candidates for appointments to Crown corporations, agencies, boards and commissions, and provides public sector governance advice and training.
Closed	means a meeting of the Board that, due to the confidential nature of the discussion, is Closed to any member of the College Community or public.
College	means North Island College.
College Administration	means employees employed by North Island College that are excluded from a bargaining unit.
College Community	means the internal NIC community and the communities external to NIC. Internally, community includes students, employees, Elders and alumni. External communities include First Nations, Indigenous communities, local businesses, non-governmental organizations and groups, schools and educational centres and all levels of government.
Declaration Act (DRIPA)	means the Declaration on the Rights of Indigenous Peoples Act , also know as DRIPA
Education Council	means the North Island College Education Council as authorized under the Act .
Executive Committee	means the Committee that assists the Board by fulfilling its obligations and responsibilities relating to the oversight of the President, acts in the place of the Board between regularly scheduled Board meetings and performs the other responsibilities that are delegated or assigned to it by the Board.
Faculty	means any faculty member employed by North Island College and represented by North Island College's Faculty Association (NICFA).
Finance and Audit Committee	means the Committee that assists the Board in fulfilling its obligations and responsibilities relating to financial and audit oversight, including but not limited to, the College's operating and capital budgeting process, financial reporting, the internal and external audit processes,

	the system of internal controls, risk management and statutory obligations under the Act.
Governance and Board Development Committee	means the Committee that oversees and advises the Board with respect to NIC’s approach to good governance, NIC’s governance framework, and processes to support and evaluate the effectiveness of the Board, the Board Chair, Committees, and individual Board Members.
Government	means the Government of the Province of British Columbia.
<i>In-camera</i>	means a meeting of the Board that is only attended by members of the Board and attendees invited by the Board Chair.
Leadership Team	means the senior administration responsible for executive decisions at North Island College. Leadership Team is chaired by the President and includes Vice Presidents, Associate Vice-Presidents, and senior direct reports to the President.
Minister / Ministry	means the Minister and Ministry within the Government of the Province of British Columbia that is responsible for colleges, institutes and agencies.
NIC	means North Island College.
Open	means a meeting of the Board that is open to the public and the College Community.
President	means the individual appointed by the Board to act as the chief executive officer of North Island College.
Public Sector Employers’ Council (PSEC)	means the Government agency responsible for strategic coordination of labour relations, total compensation planning and human resource management for the broader provincial public sector.
Regular	means a meeting of the Board held based on an annually approved calendar.
Support Staff	means any employee employed by North Island College and represented by Canadian Union of Public Employees (CUPE) Local 3479.
Special	means a meeting of the Board called by the Board Chair to address matters pertinent to the Board when delaying until the next regular meeting is not feasible.
Vice Chair	means the individual elected as Vice Chair of the Board of North Island College.

2. College Governance Framework

The College is a public post-secondary institution and is governed by the [College and Institute Act \(the “Act”\)](#).

Pursuant to the Act, the Board of Governors is responsible to “manage, administer and control the property, revenue, expenditures, business and affairs” of NIC.¹ The Board oversees the conduct of the business and affairs of the College and appoints and provides direction to the President, who is responsible for the day-to-day operations. Therefore, the Board’s role is one of governance and oversight of the overall direction and performance of the College.

In accordance with the Act, the Board may make bylaws for the orderly conduct of its affairs² (“Bylaws”).

The Act states that the Board must establish and update bylaws that cover:

- a) fees and charges to be paid to the institution by students;
- b) duties of members of the board or committees of the board in conflict-of-interest situations;
- c) powers, duties and benefits of the president as chief executive officer of the institution;
- d) reimbursement by the institution to members of its board for travelling and out of pocket expenses necessarily incurred by them in the discharge of their duties.

The Board of Governors [Bylaws](#) are available to reference in the [Board of Governors](#) area of the NIC website.

2.1. Directions from the Minister – Mandate Letter

Within the Government of the Province of British Columbia, responsibility for colleges, institutes and agencies lies with the Minister for advanced or post-secondary education (“Minister”).

Directives from the Minister come to the College in the form of an [annual mandate letter](#) that outlines key strategic priorities for the upcoming fiscal year. All Board Members are required to sign the mandate letter annually to confirm their commitment to pursue these key strategic priorities. The executed mandate letters are posted on the Ministry and College websites.

2.2. Board and Education Council

The Act designates the Board as one of two governing bodies of the College; the second being the Education Council. In broad terms, the Education Council’s roles and responsibilities cover academic governance, while the Board’s role is one of stewardship and ensuring the College fulfills its mandate. The Board has joint approval powers with the Education Council over matters as specified in the Act, and the Education Council advises the Board on the development of educational policy for certain other matters. The Chair of the Education Council is a non-voting Member of the Board and is the primary representative of the Education Council to the Board.³ In addition, the Act provides that the Board may appoint an additional person to be a non-voting member of the Education Council to serve for one year.⁴

¹ *College and Institute Act*, s. 19(1)(b).

² *College and Institute Act*, s. 19(1)(a).

³ *College and Institute Act*, s. 9(1) and s. 13.

⁴ *College and Institute Act*, s.15(5).

2.3. Governance Authority Matrix

The Governance Authority Matrix (Appendix A) sets out in chart form the respective rights and responsibilities of the stakeholders, Board, Committees, and the President with respect to key items of governance as established by the Act and NIC's policy documents.

3. Indigenous Governance

The [Declaration on the Rights of Indigenous Peoples Act \(Declaration Act\)](#) establishes the United Nations Declaration on the Rights of Indigenous Peoples (UN Declaration) as the Province's framework for reconciliation, as called for by the Truth and Reconciliation Commission's [Calls to Action](#). The Declaration Act aims to create a path forward that respects the human rights of Indigenous Peoples while introducing better transparency and predictability in the work non-Indigenous people do with Indigenous people.

3.1. NIC Indigenous Education Council

The Board recognizes the contributions of the NIC Indigenous Education Council (IEC) as providing guidance to the College and its commitment to Indigenous-led learning. The IEC is composed of members of the 35 First Nations on whose unceded territories the College's campuses are situated and includes other Indigenous organizations. The IEC gives voice to the educational goals of Indigenous people⁵ in the College region and provides direction to the North Island College Community in all matters relating to the college's vision, mission and strategic directions.

⁵ Definition of Indigenous -The term Indigenous is inclusive of the First Nations, Métis and Inuit Peoples served by North Island College and as defined in the Constitution Act, 1982.

4. The Board

4.1. Board Composition

The composition of the Board is legislated under Part 3, Article 9 of the Act, and includes:⁶

- a. eight or more persons appointed by the Lieutenant Governor in Council (Appointed Board Members);
- b. one person on the faculty of the institution, elected by the faculty members;
- c. two students of the institution, elected by the students;
- d. one support staff of the institution, elected by the support staff;
- e. the President (non-voting); and
- f. the Chair of the Education Council (non-voting).

Elected and Appointed Board Members share the same duties and responsibilities. Each College Board Member has one vote on the Board. The President and the Chair of the Education Council are non-voting members.

Appointed Board members are normally selected as representatives of communities within the College's service region.

4.2. Board Members' Terms

Board Members hold office for terms of varying lengths. Faculty and staff are elected for three-year terms and may be re-elected. Students are elected for one-year terms and may be re-elected.⁷ In the spirit of ensuring effective Board renewal, faculty and staff who have served six consecutive years, are encouraged to wait at least one year before seeking re-election.

Appointed Board Members are appointed as community representatives from the various College regions for an initial term that is typically one to three years. While members generally do not hold office for more than six consecutive years, in some situations it may be appropriate that members serve for more than six years⁸.

4.3. Succession and Appointment Process

4.3.1. Responsibility

The Board Chair, Executive Committee, Board Members and President all play key roles in identifying the needs of the Board and potential candidates to fill those needs. Appointments are ultimately made by the Province through the Crown Agencies and Board Resourcing Office (CABRO).

⁶ College and Institute Act, s. 9(1) and s. 13.

⁷ College and Institute Act, s. 11(1) and (2).

⁸ Pursuant to Crown Agencies and Board Resourcing Office policy, under normal circumstances Board Members are appointed for a term of one to three years and eligible for reappointment for a maximum term of six consecutive years.

4.3.2. Identifying Required Skills and Experience

Together with the President, the Executive Committee leads a process to identify specific skills and experience desired in new Board Members to fill upcoming vacancies.

To identify the desired skills and experience, the Executive Committee develops and analyzes a Board Skills and Experience Matrix to determine:

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

4.3.2.1. Specific Skills and Experience

Board Members, as a group, should possess the combined skills and experience relevant to NIC’s strategic goals and the Board’s oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to NIC’s internal and external opportunities, challenges and strategic plan.

4.3.2.2. Board Leadership

For the Board to be effective, it is important that the Board includes some Board Members who have the necessary skills, experience and desire to fill key leadership positions on the Board including Board Chair and Committee Chairs.

4.3.2.3. Diversity

To ensure the Board includes a broad and deep range of perspectives and skills, consideration is given to bringing together a diverse group of Board Members with the goal of creating robust Board dynamics, fulsome Board discussions and ensuring different points of view are brought to issues. Diversity, in this context, is defined as having varied backgrounds, perspectives, problem-solving approaches and experience. The Board should ideally reflect the cultural, sexual, and gender diversity relevant to the communities served by NIC.

4.3.3. Appointed Board Member Recruitment

Led by the Board Chair in consultation with the President, the Executive Committee identifies individuals qualified to stand for re-appointment and/or searches proactively to identify individuals to become new Board Members, consistent with any qualifications, expertise and characteristics approved by the Board. All Board Members are encouraged to identify individuals who meet the desired skills and experience for the Executive Committee’s consideration.

4.4. Board Member Position Description

4.4.1. Introduction

The role and responsibilities of the Board as a whole are set out in the Board's Terms of Reference. This position description sets out expectations and responsibilities of individual Board Members.

4.4.2. Personal Attributes

All Board Members must be committed to supporting NIC's mission and vision and possess the following personal attributes:

- a) sound judgement, objectivity and independent perspective;
- b) strategic orientation and vision;
- c) focus on sustainable improvement and continuous engagement;
- d) professionalism, integrity and accountability;
- e) respectful, with the ability to actively participate while working as a team;
- f) willingness to consider diverse opinions and new ideas;
- g) commitment to be informed about NIC, its partners, and the environment in which it operates;
- h) commitment to participating in Board orientation and ongoing education and learning; and
- i) willingness to leverage expertise and experience for the benefit of NIC.

4.4.3. Expectations

In discharging their responsibilities, each Board Member must:

- a. act honestly and in good faith with a view to the best interests of NIC;
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c. be knowledgeable about NIC's mandate, goals and objectives, and operations;
- d. exercise good judgement and act with integrity; and
- e. be an effective ambassador of the College.

In keeping with these responsibilities, a Board Member is required to:

- a. act in the best interests of NIC and not in their self-interest, nor in the interest of a particular group or constituency;
- b. comply with Board policies, including the Board's Code of Conduct;
- c. make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Board's Code of Conduct & Conflict of Interest Bylaw in order to protect the integrity of the College; and
- d. keep all confidential information associated with Closed and *In-camera* meetings confidential.

4.4.4. Duties and Responsibilities

Board membership involves a significant time commitment. In carrying out their responsibilities, each Board Member is required to actively engage in the Board's work by:

- a. participating in the orientation program for new Board Members and the ongoing professional development (for the Board or for an individual Board Member) and other Board processes, such as evaluations of the Board's performance;
- b. consistently attending meetings of the Board and Committee(s) on which they serve;
- c. being prepared and well-informed on relevant issues (by reading materials or otherwise);
- d. devoting the necessary time and attention to be able to make informed decisions on issues that come before the Board, bringing their own experience, judgment and influence to bear constructively on issues;
- e. advising the Board Chair and President in advance of introducing significant and previously unknown information;
- f. understanding the difference between governing and managing, focusing inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of NIC;
- g. analyzing issues from many perspectives, considering the impact of decisions on NIC's internal and external environments (e.g., students, faculty, support staff, government(s), broader community, First Nations and Indigenous communities);
- h. being available as a resource to the Board and the President;
- i. attending NIC events and activities;
- j. supporting the work of the North Island College Foundation; and
- k. once Board decisions are made, supporting those decisions in a positive manner.

4.4.5. Communication

Board Members are expected to:

- a. interact with fellow Board Members and the College Community in a respectful and constructive manner;
- b. positively represent NIC within the community; and
- c. participate fully, respectfully and frankly in Board deliberations and ask probing questions when appropriate.

Board Members may be approached by members of the community, employees, or students regarding College affairs. All such matters must be handled according to the Board Member Communication Protocol contained in the Board's Code of Conduct and Conflict of Interest Bylaw at Appendix C.

4.4.6. Independence

Board Members are expected to:

- a. speak and act independently while remaining a team player; and

- b. express points of view for the Board’s consideration even if they may seem contrary to other opinions previously expressed.

4.4.7. Committee Work

Board Members are expected to:

- a. participate on at least one standing Committee and become knowledgeable about the purpose and goals of the Committee; and
- b. understand the process of Committee work, and the role of any individuals supporting the Committee.

4.4.8. Relationship with NIC Employees

Board Members must respect the organizational structure of NIC. The Board acts collectively and no Board Member has the authority to direct any employee of NIC.

Requests for information should be directed through the Board Chair to the President.

Board Members may direct questions or concerns regarding NIC’s performance through Board and Committee meetings, or through the Board Chair to the President.

Board Members may contact the Board Secretary for general information.

4.4.9. Education Council Chair Board Member

The Chair of the Education Council serves on the Board as an *ex officio* Member⁹ and is not entitled to vote. When serving on the Board, the Chair of the Education Council is expected to:

- a. bring forward resolutions and advice presented to the Board on behalf of the Education Council;
- b. provide insight on the views of the Education Council in relation to issues under discussion by the Board;
- c. provide insight into the systems of governance and functioning of the Education Council; and
- d. deliver the advice of the Education Council as and when formally requested by the Board.

4.4.10. Board Members Elected by Constituencies

Elected Board Members bring the knowledge and perspective of their constituencies. However, they may not act as if delegated by the group they represent and may not be bound in any way by mandates given to them by others. As noted by the Act, all Board Members are responsible to act in the best interests of NIC.¹⁰

⁹ *Ex officio*” means that the individual serves on the Board by reason of their position as Chair of Education Council.

¹⁰ College and Institute Act, s. 8.2.

4.4.11. Meeting Attendance

Meeting attendance records are publicly disclosed in meeting minutes. Pursuant to the Act, unless excused by Board resolution, a Board Member who has not attended three consecutive regular meetings of the Board is no longer a Board Member.¹¹

4.4.12. Resignation and Removal

A Board Member's resignation becomes effective at the time the Board Chair and Board Secretary receive a written resignation, or at the time specified in the resignation, whichever is later.

Pursuant to the Act, the Lieutenant Governor in Council may, on a resolution passed by at least a two-thirds majority vote of the Board, remove a Board Member from the Board if the Board is satisfied that the individual should be removed for cause.¹²

4.4.13. End of Term

Upon their term ending, Board Members must return any printed documentation, meeting materials or reports in their possession to NIC and delete any electronic records.

The duty of confidentiality continues after an individual ceases to be a Board Member.

4.5. Board Chair Position Description

4.5.1. Election and Term

The Board Chair is elected from the Appointed Board Members to serve a one-year term. If elected, appointed Board members may serve consecutive terms as Chair.

The current practice is for new Board Members to spend at least one year on the Board prior to being considered for the position, first, of Vice Chair for two years and then Chair for two years (two one-year terms). Thereafter, the Member would sit as Past Chair for the remainder of the appointed term.

4.5.2. Role

The Board Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board. The Chair is accountable to the Board, acts as a direct liaison between the Board and the President, represents the Board internally and externally, and is the sole spokesperson on behalf of the Board.

4.5.3. Responsibilities

Key responsibilities of the Board Chair are set out below.

4.5.3.1. Working with the President

The Board Chair:

- a. acts as a liaison between the President and the Board;

¹¹ College and Institute Act, s. 59(7).

¹² College and Institute Act, s. 11(3).

- b. fosters a constructive relationship between the Board and the President;
- c. acts as a sounding board and counselor for the President, including helping to identify problems and ensuring the President is aware of concerns of the Board and communities;
- d. liaises with the Public Sector Employers' Council (PSEC) Secretariat during the presidential appointment process and if required, during the annual compensation review; and
- e. seeks to ensure that the President presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities.

4.5.3.2. Board Operations

The Board Chair:

- a. in concert with the President and Executive Committee, develops and sets Board meeting agendas, through a process facilitated by the Board Secretary;
- b. calls meetings of the Board, except as otherwise provided for;
- c. presides over and conducts meetings of the Board in an efficient, effective and focused manner;
- d. after consultation with Board Members, recommends to the Board, the members for each Committee, and appoints each Committee chair;
- e. oversees conflicts of interest issues;
- f. signs documents on behalf of the Board, as authorized by the Board;
- g. is invited to attend committee meetings when not a member of a committee;
- h. oversees any remuneration, benefits, and expenses paid to Board Members within the guidelines established by the Provincial Government; and
- i. approves the President's business-related expenses in accordance with College policy.

4.5.3.3. Board Effectiveness

The Board Chair:

- a. provides leadership to the Board in fulfilling its governance responsibilities as set out in the Board Terms of Reference;
- b. ensures that the Board has cohesion of direction and purpose at a policy and strategic level;
- c. maintains an appropriate boundary between the Board and President responsibilities;
- d. liaises with Committee chairs to ensure coordination between the work of the Committees and the Board;
- e. encourages all Board Members to participate and to contribute to deliberations;
- f. facilitates Board deliberations in a way that promotes robust dialogue, questioning, and the candid expression of each Board Member's opinion with respectful and collegiality;
- g. builds consensus and develops teamwork within the Board;

- h. fosters an environment of ethical and responsible decision-making by the Board Members;
- i. makes oneself available to individual Board Members for questions, counsel and discussions relating to NIC;
- j. keeps the Board updated on all significant developments of NIC, both at and between meetings.

4.5.3.4. Board Appointments, Re-Appointments

The Board Chair plays a lead role in liaising with CABRO with respect to Appointed Board Members. Throughout the recruitment and appointment process, the Board Chair consults with CABRO on the background, experience and skills required on the Board, potential appointed Board Member candidates, and feedback on the performance of incumbent Board Members.

In relation to any current Appointed Board Member who is eligible for reappointment, the Board Chair provides CABRO with an assessment of the Board Member's performance during the preceding term, based on the Board Chair's personal assessment and any feedback provided through a Board Member evaluation process (if applicable).

At least six months prior to the expiry of a Board Member's term, the Board, through the Board Chair:

- a. inquires if a Board member wishes to continue serving NIC for another term;
- b. provides notice to CABRO that the term of the Board Member is about to expire;
- c. inquires with the serving Board Member to confirm their desire for reappointment;
- d. provides a written request for a new appointment to fill such vacancy;
- e. provides CABRO with the Board's analysis of the needs to be filled in a new appointment; and
- f. provides the names and biographical information of any individuals recommended by the Board to fill the vacancy.

4.5.3.5. College Relations

The Board Chair:

- a. participates in convocation and other events organized by the College.

4.5.3.6. Government Relations

The Board Chair:

- a. acts as the principal interface between the Board and the Ministry.

4.6. Board Chair Succession Planning

This section should be read in conjunction with the Board Chair Position Description.

NIC maintains a Board Chair succession plan that identifies qualified and available candidates. The plan is intended to ensure the stability, continuity, effectiveness, and renewal of the Board Chair position.

4.7. Board Vice Chair Position Description

4.7.1. Election and Term

The Board elects one (or two where circumstances warrant) Vice Chair(s) from among the Appointed Board Members to serve a one-year term. The Vice Chair must have served on the Board for a minimum of one year. If elected, appointed Board members may serve consecutive terms as Vice Chair.

4.7.2. Role and Responsibilities

The Vice Chair(s) is responsible for supporting the Board Chair in carrying out the Chair's responsibilities and assisting the Board Chair in coordinating and providing leadership to the Board.

The Vice Chair(s):

- a. assist(s) the Board Chair in coordinating and providing leadership to the Board;
- b. perform(s) the Board Chair's responsibilities in the Chair's absence, or at the request of the Chair;
- c. acts as an advisor and support to the Board Chair;
- d. assume(s) leadership responsibilities for key initiatives or activities, as assigned; and
- e. perform(s) such other duties as may be assigned by the Board.

While there is no presumption that a Vice Chair will become the Board Chair, consideration will be given to the experience gained by individuals who have served as Vice Chair when planning for Board Chair succession.

4.8. President Job Description

4.8.1. Appointment and Accountability

The President is appointed by the Board.¹³ The President reports to the Board and is accountable to the Board for NIC's performance.

4.8.2. Role

The President is the chief executive officer of NIC tasked with the overall responsibility for the general management of, and control over, the business, activities and other affairs of NIC, in accordance with the strategies, plans and policies approved by the Board. The President does so by leading and

¹³ College and Institute Act, s. 36(1).

managing NIC through the development and implementation of strategies and policies, and managing the human, financial and technological resources, and efficient and effective operations.

4.8.3. Duties and Responsibilities

The President is responsible for:

- a. leading and managing NIC within the parameters approved by the Board, including the Delegation of Authority;
- b. working with the Board to develop and recommend the strategic plan and reporting on its outcomes in keeping with NIC's vision and mandate;
- c. recommending to the Board corresponding annual operational plans and annual budgets;
- d. developing and implementing operational policies to guide NIC within the framework of the vision and strategic goals approved by the Board;
- e. directing and monitoring NIC's activities in a manner that ensures the assets of NIC are safeguarded and optimized;
- f. ensuring the integrity of NIC's internal control and management systems;
- g. identifying and reporting to the Board on, principal risks of NIC and ensure the implementation of systems to manage these risks;
- h. ensuring NIC maintains a high level of ethical conduct and complies with all legislative requirements;
- i. developing NIC's overall organizational structure;
- j. providing Board Members with exposure to NIC's key members of the College Administration;
- k. keeping the Board aware of any student or employee suspensions and/or appeals (refer to policy set out in Appendix B);
- l. acting as official spokesperson for NIC and oversee NIC's relationships with NIC's key partners and interested groups; and
- m. supporting the Board Chair and the Board to carry out the Board's governance responsibilities, including the timely provision of relevant information.

4.8.4. Compensation

The Board establishes the President's compensation in accordance with the framework established by the Province, through the PSEC Secretariat and guidelines established by the Post-Secondary Employers' Association (PSEA).

4.8.5. Evaluation

The Board annually conducts a formal evaluation of the President's performance, which is then communicated by, and discussed with, the Board Chair.

5. Board Terms of Reference

5.1. Role

Pursuant to the Act, the Board of Governors is responsible to “manage, administer and control the property, revenue, expenditures, business and affairs” of NIC.¹⁴

The Board delegates to the President responsibility for the day-to-day operations of the College.

Therefore, the Board’s role is one of governance and oversight of the overall direction and performance of the College.

5.2. Delegation of Authority to the President

The Board is responsible for appointing the President as the chief executive officer of NIC and defining the President’s duties and tenure of office.

In delegating responsibility to the President for the day-to-day operations of the College, the Board requires regular reporting from the President. This includes monitoring and evaluating the President’s performance, overseeing President succession planning, including plans to deal with a planned or emergency departure of the President.

5.3. Organizational Stewardship Responsibilities

5.3.1. Strategy

The Board approves a strategic plan for the College. In consultation with students, the Ministry, First Nations, Indigenous communities and organizations, employers, industry, business, not-for profit organizations, alumni, employees and the many demographic communities the College serves across the region, the President develops a strategic plan with input from, and for the approval of, the Board. The strategic plan is approved by the Board. Although it is normally based on a five-year time frame, it is a dynamic document and is to be reviewed annually and updated as required to address new opportunities and challenges for NIC. The Board ensures the President regularly reports on NIC’s performance against key performance measures and updates the Board on any required actions.

5.3.2. Risk Management

The Board ensures the College has a risk management program that identifies material, financial, operational, strategic, and other risks and implements systems to manage those risks.

5.3.3. Finance Oversight

The Board is responsible for fulfilling its obligations and responsibilities relating to financial and audit oversight.

¹⁴ *College and Institute Act*, s. 19(1)(b).

5.3.4. People and Culture Oversight

The Board ensures the President develops an overall organizational structure for the College inclusive of continuity planning for key leadership positions consistent with the future leadership needs of NIC.

The Board also ensures NIC's collective bargaining, compensation and workplace health and safety philosophies follow Government guidelines. The Board promotes a culture of equity, diversity and inclusion at NIC.

5.3.5. Engagement and Consultation

The Board ensures that the President effectively communicates with government(s), First Nations, faculty, staff, students, and the general public, and ensures that processes are in place for receiving feedback.

This requires transparency, open communication, completeness of information, and accountability. The Board ensures the President reports on the unique needs of each group and provides strategies on how and when to communicate with them, and how NIC will use any input received from each group.

5.3.6. Monitoring and Reporting

The Board is responsible for:

- a. monitoring NIC's performance against the objectives set out in the strategic plan, other plans and agreed-upon key performance measures, and approving revisions to the plans as required;
- b. ensuring NIC's financial position is reported fairly and in accordance with public sector accounting and report standards;
- c. ensuring that NIC is in compliance with all applicable laws and directives from the Government;
- d. approving for submission NIC's annual audited financial statements to the Government;
- e. approving for submission NIC's annual audited enrolment reports to the Government;
- f. approving for submission, NIC's Institutional Accountability Plan and Report to the Government; and
- g. submitting budgets, financial statements, reports, and any other information that the Minister considers necessary to carry out the Minister's responsibilities in relation to the College.¹⁵

5.3.7. Material Issues and Resources

The Board is responsible for:

- a. approving financial or other commitments outside of an approved budget or outside the ordinary course of business that may have a significant impact on NIC.

¹⁵ *College and Institute Act*, s. 19(5)(a).

5.3.8. Code of Conduct and Ethics

The Board is responsible for:

- a. establishing, and updating as required, the Board's Code of Conduct and Conflict of Interest Bylaw which includes the duties of Board Members and/or its Committees in conflict-of-interest situations; and
- b. approving and following a Code of Ethical Conduct policy for all NIC employees.

5.3.9. Reliance on the President

In carrying out its responsibilities, the Board reasonably relies on the President to provide it with current, accurate and complete information.

5.3.10. External Advisors

In carrying out its responsibilities, the Board is entitled to retain and rely on external advisors (e.g., professional service firms or consultants) to fulfill its mandate. The Board may consider internal resources, Board budget and procurement practices and other factors and may consult with the President upon considering whether to retain external advisors.

5.4. Board Orientation and Professional Development

The Board ensures there is an orientation program for new Board Members. This program ensures each new Board Member fully understands NIC's governance structure and the expectations of individual Board Member roles, responsibilities, and performance expectations, as well as NIC's mandate letter, mission, values, strategic plan, risk register, operations, and working environment.

5.5. Board Evaluation

5.5.1. Process

The Board is committed to annual Board evaluation, the purpose of which is to provide Board Members with an opportunity to assess the overall effectiveness of the Board, and to identify opportunities for development and improvement.

6. Meeting Practices

6.1. Board Meeting Guidelines

Under the Act, the Board can pass resolutions it considers necessary or advisable for the management and conduct of the Board's affairs, including resolutions for the calling and holding of meetings of the Board, and the procedures to be followed at meetings.¹⁶

6.2. Meeting Frequency, Special Meetings and Notice

Annually, the Board holds a minimum of four Regular Board meetings, and one joint meeting with the NIC Foundation, one joint meeting with the NIC Indigenous Education Council and an annual retreat.

A special meeting can be convened by the Board Chair or at the request of any of the other four Board Members to deal with emergent issues. At least 48 hours' notice is given of special Board meetings, as much as practicable, and should specify the nature of the business to be transacted.

The Board's calendar is normally determined in advance of the upcoming academic year but may be reasonably amended to accommodate scheduling challenges and ensure quorum.

6.3. Location

Board meetings rotate between the different NIC's campuses/centres or within the College's service region. Meetings are held in person and/or by teleconference/videoconference, as practicable in the circumstances.

In-person meetings may be held at any of NIC's campuses or at other locations within the College region at the discretion of the Board.

Meetings held using electronic media shall be governed by rules of meeting procedure as below. Electronic media may include telephone, virtual meetings and email.

6.4. Board Meetings

Regular and Special meetings or parts thereof may be designated as Open, Closed or *In-camera*.

No taping, videoing or other means of recording sound or images are permitted during any portion of a Board meeting.

6.4.1. Open Meetings

The Board will conduct its business in Open sessions whenever possible. This allows members of the College Community and public to witness the operations and decision-making processes of the Board while fostering institutional transparency and public accountability.

Members of the public and the College Community (including students, employees, and alumni) are welcome to attend the Open sessions of the Board as observers, subject to capacity in the room in which the meeting is held. They may not participate in discussions at a Board meeting.

¹⁶ *College and Institute Act*, s. 59(5)(b).

All Open session discussions, presentations, actions, documents, motions, and resolutions are public. Open meeting agenda packages and approved minutes are posted on the NIC website.

6.4.2. Closed Meetings

Members of the public and the College Community (including students, employees, and alumni) are excused from the Closed sessions of meetings of the Board.

College administration may be invited to participate in Closed meetings or parts thereof by the Chair in consultation with the President.

Closed sessions will consider only the following matters subject to the provisions of current legislation:

- a. the conduct, discipline and suspension relating to students;
- b. matters relating to the acquisition, disposition or security of real property, where it is in the interest of the College to maintain confidentiality or to protect the privacy of an individual;
- c. personnel matters including collective bargaining;
- d. matters of a contractual or financial nature where it is in the interest of the College to maintain confidentiality, and;
- e. matters where Board liability may arise and legal opinions respecting the liability or interest of the Board.

All Closed meeting discussions, actions, documentation, motions, and resolutions will be kept in confidence by Board Members and meeting attendees. Board Members and meeting attendees joining Closed meetings by teleconference or videoconference must join from private space to maintain confidentiality. Printed documentation related to Closed meetings should be returned to the Board Secretary for confidential shredding.

6.4.3. *In-camera* Meetings

The Board can meet *In-camera* at any time during a Board meeting and usually meets *In-camera* at the end of each Board meeting. *In-camera* sessions will include the President and Board Secretary for a portion and Board members only for a portion.

The purpose of the *In-camera* session is to provide Board Members with an opportunity to meet without the President or College employees to discuss matters including the following:

- a. sensitive matters within the jurisdiction of the Board (for example, the President's appointment, performance, evaluation or compensation);
- b. to meet with certain external advisors or consultants and to safeguard the independence of those individuals; and
- c. internal Board governance matters and functioning.

All *In-camera* meeting discussions and materials will be kept in strict confidence by Board Members and any attendees. Board Members and meeting attendees joining *In-camera* meetings by teleconference or videoconference must join from private space to maintain confidentiality. Printed documentation related to *In-camera* meetings should be returned to the Board Secretary for confidential shredding.

Any resolutions discussed *In-camera* must be moved to an Open or Closed meeting to be voted on and recorded in the Open or Closed meeting minutes.

6.5. Agenda

Agendas are developed through a process facilitated by the Board Secretary, in consultation with the Board Chair, Executive Committee, and President. Board meeting agendas are approved by the Executive Committee.

Under normal circumstances, the agenda and supporting materials will be distributed to Board Members at least one week in advance of the meeting.

Board Members who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the Board Chair at least two weeks prior to the Board meeting. The Board Chair and/or Executive Committee may exercise their discretion whether to include the suggested item on an upcoming Board meeting agenda.

6.6. Presentations at Board Meetings

Employees, students and members of the public may request to present to the Board during an Open meeting. Presentations must be relevant to areas of Board governance. A person or persons, including constituency groups or representatives (a “delegation”) wishing to address the Board at an Open Board meeting shall make a request to the Board Secretary in writing at least two weeks prior to the meeting for approval by the Executive Committee.

Prior to being allocated a time to present to the Board, the delegation must provide a written submission (maximum two pages) outlining the delegation’s position and listing the persons who will be attending as part of the delegation.

Delegations will be permitted at the discretion of the Executive Committee, in consultation with the President as required. The Board Chair will decide how much time will be allocated on the meeting agenda and there may be a limit on the number of individuals able to appear at a given Board meeting.

Board Members shall not enter into debate with the individuals or delegation upon the completion of their presentation. Board Members may ask questions for clarification and to obtain additional, relevant information.

No individual or delegation shall:

- a. speak on any subject other than the one for which they have received approval to address the Board;
- b. go over their allotted time on the agenda;
- c. breach confidentiality or provide any third-party personal information, without specific, written consent;
- d. speak disrespectfully to, or of any person;
- e. use offensive words or language; or
- f. disobey the rules of procedure or a decision of the Board Chair.

The Board Chair may curtail any individual or delegation or debate during a delegation for disorder or any other breach of Board procedures. When the Chair rules that the delegation is concluded, the person or persons appearing shall immediately withdraw.

6.7. Forums for Public Input

The Board may convene public forums to receive public input around specific topics or with an open agenda.

6.8. Procedures at Board Meetings

The following describes general procedures regarding the conduct of meetings:

- a. a majority of Board Members constitutes a quorum for Board meetings;
- b. wherever possible, decision making will be achieved by consensus: this means that each voting Board Member agrees in principle and is willing to support a decision. If for any reason consensus cannot be reached, resolutions will be passed by a majority vote of voting members in attendance;
- c. each Board Member, except the President and the Chair of the Education Council, has one vote;
- d. a resolution in writing, signed by all Board Members, is as effective as if it had been passed at a Board meeting properly called and constituted; and
- e. unless otherwise provided for in the resolution, a resolution passed at a Board meeting becomes effective immediately upon being passed.

6.9. Minutes

The Board Secretary or designate ensures the minutes of each board meeting are prepared in a timely manner. The Executive Committee is provided with the draft minutes for review and comment, before presentation to, and approval by, the Board.

6.10. Board Deliberations and Confidentiality

The details of any matter discussed in Closed or an *In-camera* sessions of the Board must be held in strict confidence by all. By resolution of the Board, any of the matters discussed at a Closed or *In-camera* session or meeting may be brought forward for discussion at an Open meeting.

7. Committees

7.1. Committee Operating Guidelines

The Board has the power to appoint the Committees it considers necessary.¹⁷ The provisions below set out the operating guidelines applicable to all standing Committees, unless otherwise expressly provided for in a Committee's terms of reference.

The Board may also from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects such as the selection of a President.

7.1.1. Purpose

The purpose of a Board Committee is to provide in-depth discussions and recommendations for key areas of Board responsibility and to help the Board fulfill its duties.

7.1.2. Committee Mandate

Each Committee reviews its own terms of reference annually and submits any proposed changes for approval to the Board as part of the Governance Manual.

Committees review Board policies and NIC Board-approved policies as appropriate, making recommendations to the Board for its consideration and approval.

NIC Board-approved policies include:

- a. Sexual Violence and Misconduct
- b. Key human resources policies
- c. Risk Management
- d. Long-term Investment
- e. Cheque Signing/procurement authorization
- f. Spending authority
- g. Public-interest disclosure/whistleblower
- h. Code of Ethical C (Board and employees)
- i. Equity, diversity and inclusion.

7.2. Composition

The Board Chair appoints the Committee members and chairs for the:

- a. Executive Committee
- b. Finance and Audit Committee
- c. Governance and Board Development Committee.

The chairs of each Committee will be an Appointed Board member.

¹⁷ *College and Institute Act*, s. 19(1)(c).

In addition, the Board Chair and President receive meeting notices and may participate in any Committee meeting.

In determining and approving the composition of all Committees, consideration will be given to the skills and experience of each Board Member, their preference (where possible) and minimizing the potential for conflict-of-interest.

Committees are encouraged to elect a vice-chair from amongst their membership to undertake and discharge duties of the Committee Chair in the chair's absence.

7.2.1. Committee Members' Terms

Each Committee member is appointed for a term of one year and re-appointments are permitted.

7.2.2. Accountability

Committees are accountable to the Board.

No Committee has the power or authority to act for the Board unless specifically authorized by the Board through the applicable terms of reference or otherwise (e.g., through resolution of the Board).

Committees make periodic recommendations to the Board in respect on the subject matter of which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

7.2.3. Frequency

Committees meet prior to each regular Board meeting. Additional meetings may be held as deemed necessary by the Committee Chair.

7.2.4. Notice

A schedule of Committee meetings may be set in advance and notice of upcoming regular meetings of each Committee is given at the previous regular Committee meeting or otherwise required. Wherever possible, at least 48 hours' notice is given of special Committee meetings.

7.2.5. Location

Committee meetings are held in person and/or by teleconference/videoconference, as practicable in the circumstances.

7.2.6. Guests

Guests, advisors and other individuals may be invited by the Committee to attend a Committee Meeting for a specified purpose.

7.2.7. Committee Meetings

Committee meetings are Closed to the public.

Committees may meet *In-camera* at any time during each Committee meeting. *In-camera* sessions that occur at the end of a Committee Meeting can include the President and Board Secretary for a portion and Committee members only for a portion.

The purpose of the *In-camera* session is to provide Committee members an opportunity to meet in confidence to discuss matters including the following:

- a. sensitive matters within the jurisdiction of the Committee (for example, for the Executive Committee, the President appointment, performance, evaluation or compensation);
- b. to meet with certain external advisors or consultants (e.g., external auditor) and to safeguard the independence of those individuals; and
- c. internal Committee governance matters and functioning.

7.2.8. Agenda and Materials

Committee meeting agendas are developed through a process facilitated by the Board Secretary, in dialogue with the Committee Chair and the President or a member of the College Administration responsible for providing support to the Committee. The Committee Chair is responsible for approving the agenda for each meeting of that Committee.

Typically, the agendas and supporting materials are distributed to Committee members at least one week in advance of a meeting, or as soon as practicable in the circumstances.

Committee members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair and Board Secretary at least two weeks in advance of the meeting. The Committee Chair may exercise their discretion whether to include the suggested item on an upcoming Committee meeting agenda.

7.2.9. Quorum

The quorum for a Committee meeting is a simple majority of members.

7.2.10. Decision Making

Wherever possible, decision making will be achieved by consensus: this means that each voting Committee Member agrees in principle and is willing to support a decision. If for any reason consensus cannot be reached, resolutions will be passed by a majority vote of voting Committee members in attendance.

7.2.11. Reporting

The Board Secretary or designate ensures reports of each Committee meeting are prepared in a timely manner. At the next Board meeting, the Committee Chair provides a report that summarizes Committee work since it last reported, including what the Committee is bringing forward for discussion or approval.

8. Executive Committee – Terms of Reference

8.1. Purpose

The Executive Committee assists the Board by fulfilling its obligations and responsibilities relating to the oversight of the President, acts in the place of the Board between regularly scheduled Board meetings and performs the other responsibilities that are delegated or assigned to it by the Board.

While the Committee has authority to act on behalf of the Board, its powers shall be used only as necessary and appropriate on urgent matters that cannot and should not be delayed until the Board's next regular meeting or until a special meeting of the Board can be called. Any such action shall be reported back to the full Board.

8.2. Composition

The Executive Committee shall be comprised of the Board Chair, the Vice-Chair, immediate Past Chair, up to two Appointed Board Members and the President (ex officio).

The Board Chair serves as the Executive Committee Chair.

8.3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Executive Committee will perform the following duties.

8.3.1. General

The Executive Committee will act on behalf of, and with full authority of the Board in circumstances where the Board has specifically delegated such authority.

8.3.2. Steering and Board

In relation to stewardship and Board matters, the Executive Committee will:

- a. review, provide direction and approve the agendas for Board meetings in the normal course;
- b. review requests by individuals or a delegation including constituency groups or representatives, wishing to present at a regular Board meeting, in accordance with processes in this manual;
- c. review draft Board meeting minutes before presentation to the Board for approval;
- d. ensure the Board and/or other Committees are appropriately apprised of any significant issues in a timely manner;
- e. assist the Board Chair in providing advice/counsel to the President, on sensitive, complex and emerging issues and initiatives, or as required;
- f. together with the Board Chair and President, lead Board Member succession, in accordance with processes adopted by the Board from time to time; and
- g. undertake other activities as required by the Board or Board Chair.

8.3.3. President Matters

In relation to matters pertaining to the President, the Executive Committee shall:

- a. review and recommend for approval to the Board, the appointment of the President;
- b. review the President's annual goals and objectives and make recommendations to the Board for approval;
- c. lead the process for the President's annual performance evaluation and compensation review and make recommendations to the Board for approval; and
- d. review annually the President's development and succession plan.

8.3.4. People and Culture

In relation to the overall organization of the College, the Executive Committee will:

- a. be advised of any changes to the Leadership Team and overall organizational structure developed by the President;
- b. review annually NIC's compensation philosophies in the context of NIC's mission, vision and goals and Government guidelines;
- c. receive the President's reports regarding strategies for and updates on collective bargaining;
- d. review and recommend collective agreements for approval by the Board;
- e. review annually the President's report on development and succession plans for the Leadership Team; and
- f. review the President's reports regarding material human resources-related matters.

8.4. Committee Support

The Board Secretary or designate serves as secretary to the Executive Committee.

9. Finance and Audit Committee – Terms of Reference

9.1. Purpose

The purpose of the Finance and Audit Committee is to assist the Board in fulfilling its obligations and responsibilities relating to financial and audit oversight, including but not limited to, the College’s operating and capital budgeting process, financial reporting, the internal and external audit processes, the system of internal controls, risk management and statutory obligations under the Act.

9.2. Composition

The Finance and Audit Committee is composed of a minimum of three members, at least two of whom are selected from among the Appointed Board Members.

Finance and Audit Committee members should be financially literate¹⁸ and have no conflict of interest, which could, in the view of the Board, reasonably interfere with exercising the Member’s independent judgment. At least one member shall have an accounting designation or related financial expertise.

The Board Chair appoints the Finance and Audit Committee members and the Committee Chair, who must be an Appointed Board Member.

9.3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Finance and Audit Committee will perform the following duties.

9.3.1. Financial Planning

The Finance and Audit Committee reviews and make recommendations to the Board for approval in respect of:

- a. any changes in tuition fees and other assessed student fees after considering the recommendations, if any, of the Provincial Government with respect to tuition fee changes;
- b. financial plans and budgets forwarded to the Board for approval;
- c. the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or budgets;
- d. the consistency of the plans and budgets with policies, objectives and initiatives approved by the Board;
- e. the consistency of the financial plans and budgets with any other financial data;
- f. any significant assumptions, forecasts, targets or performance goals used by College Administration in the preparation of the financial plans and/or budgets; and

¹⁸ In this context, “financially literate” means that the Member has the ability to read and understand a set of financial statements which are prepared in accordance with public sector accounting practices and present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by NIC’s financial statements.

- g. ensures the Board receives on a timely basis meaningful financial information regarding NIC's current financial status and up-to-date forecasts required to make decisions.

9.3.2. Financial Reporting

The Finance and Audit Committee:

- a. reviews all public reporting by NIC to ensure that it represents a complete, accurate and balanced picture of NIC's performance and financial situation;
- b. reviews the annual financial statements and reports, and recommends their approval or disapproval to the Board and provides an explanation if it cannot recommend approval;
- c. reviews the quarterly financial statements and reports;
- d. discusses with College Administration and with the external auditor:
 - all proposed changes in accounting policies and practices;
 - the import and presentation of all large risks or uncertainties;
 - compliance with accounting standards;
 - adjustments arising out of the audit process and related party transactions;
 - all estimated or judgments of College Administration that may be considered to be material to financial reporting; and
 - significant financial reporting, record or presentation issues discussed during the fiscal period and the manner of their resolution;
- e. examines the audited annual financial statements in conjunction with the external auditor reports which may include determining whether the statements:
 - properly reflect the significant accounting policies selected;
 - reflect estimates and other financial statements elements that are reasonable and consistent;
 - adequately disclose all major transactions and issues;
 - disclose all post-year-end significant events; and
 - are understandable, relevant, reliable and comparable.

9.3.3. External Audit

The Finance and Audit Committee:

- a. recommends to the Board the appointment of the external auditor;
- b. determines whether the performance of the external auditor is satisfactory, is effective and meets the requirements of NIC;
- c. reviews all issues related to any change in external auditor and the planned steps for an orderly transition;
- d. assesses and confirms the independence and objectivity of the external auditor;
- e. reviews the terms of the external auditor's engagement, and the appropriateness and reasonableness of the proposed fees;

- f. reviews and recommends to the Board for approval the amount of fees to be paid to the external auditor;
- g. reviews and recommends to the Board for approval the audit plan with the external auditor and College Administration;
- h. determines whether College Administration has provided full and open disclosure to the external auditor's inquiries;
- i. reviews problems experienced by the external auditor in performing the audit, including any restrictions imposed by College Administration and all significant accounting issues on which there was a disagreement with College Administration;
- j. reviews the post-audit opinion letter containing the recommendations of the external auditor and reviews the College Administration's response and subsequent follow-up to any significant identified weaknesses; and
- k. reviews and approves the provision of non-audit services provided by the external auditor.

The Finance and Audit Committee shall meet with the external auditor at least bi-annually, including meeting *In-camera* with the external auditor if requested. The Committee shall permit the external auditor to attend Committee meetings on request.

9.3.4. Accounting Systems and Internal Controls

The Finance and Audit Committee:

- a. through discussions with the College Administration and the external auditor, obtains reasonable assurances that NIC has implemented appropriate systems of internal control:
- b. oversees financial reporting, information technology, data security and protection of personal information and privacy, and ensures that these systems are operating effectively;
- c. ensures compliance with NIC's policies and procedures that these systems are operating effectively;
- d. monitors recommendations of the auditors, mitigates and reports any significant financial or operational risk exposures or and ensures that the internal systems are operating effectively; and
- e. directs the external auditor's examinations to particular areas of concern with respect to internal controls.

9.3.5. Risk Management and Investment Management

The Finance and Audit Committee:

- a. periodically reviews and assesses reports provided by College Administration and the external auditor that provide information about significant proposed changes in financial reporting and accounting policies and practices proposed by NIC;
- b. confirms that the NIC's internal controls were assessed during the annual audit;
- c. reviews and reports annually to the Board of Governors on the compliance with the Long-Term Investments Policy;
- d. reviews the performance of the investment manager; and
- e. periodically recommends the (re-) appointment of replacement of the investment manager.

9.3.6. Other Activities

The Finance and Audit Committee undertakes any other activities as assigned to it by the Board.

9.4. Committee Support

The Board Secretary or designate serves as secretary to the Finance and Audit Committee. The President, the Vice President responsible for Finance and their administrative delegates report to and provide support to the Finance and Audit Committee as College Administration resources.

10. Governance and Board Development Committee – Terms of Reference

10.1. Purpose

The purpose of the Governance and Board Development Committee is to oversee and advise the Board with respect to NIC's approach to good governance, NIC's governance framework, and processes to support and evaluate the effectiveness of the Board, the Board Chair, Committees and individual Board Members.

10.2. Composition

The Governance and Board Development Committee is composed of a minimum of three NIC Board Members.

The Board Chair appoints the Governance and Board Development Committee members and Committee Chair. The Committee Chair is an Appointed Board Member.

10.3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Governance and Board Development Committee:

- a. regularly reviews the governance framework, including the Board manual and other written NIC policies and bylaws and advises the Board regarding:
 - areas of concern;
 - best practices; and
 - recommended changes.
- b. monitors good governance practices or trends to identify opportunities to evolve the Board's governance effectiveness;
- c. ensures programs are in place for new Board Member orientation and ongoing professional development;
- d. initiates and develops the discussion of topics for Board retreats or other strategic sessions;
- e. leads the annual review processes for evaluating the effectiveness of the Board, the Board Chair, Committees and individual Board Members;
- f. annually reviews the Board's Code of Conduct;
- g. annually obtains Code of Conduct Declarations from Board Members;
- h. addresses Code of Conduct issues as delegated to the Committee by the Board; and
- i. assumes any other related responsibilities as assigned to it by the Board.

10.4. Committee Support

The Board Secretary or designate serves as secretary to the Committee. The President and Director, College Governance & Strategy provide support as College Administration resources.

11. Board Member Liability Coverage

11.1. Exclusion of Liability

Under the Act, Board Members are protected against actions for damages in respect of any act or failure to act in the course of their duties, excepting acts of bad faith.¹⁹

11.2. Liability Coverage

Board Members are covered by the University, College and Institute Protection Program (UCIPP). This program is primarily designed to protect the College and all its employees and includes Board Members against liability claims while performing their approved duties.

¹⁹ *College and Institute Act*, s. 64.

12. Board Member Remuneration and Expenses

12.1. Remuneration

Pursuant to the Act, the Lieutenant Governor in Council may set the remuneration that an institution pays to Board Members.²⁰

[Order in Council 180/95](#) establishes the level of honoraria for Appointed Board Members and Elected Members who are students. Faculty and staff Board Members receive no honoraria. Board Member remuneration is disclosed on the College's website and included in the College's annual Statement of Financial Information as required under the *Financial Information Act* (B.C.).

For those Board Members entitled to an honorarium, the amount is:

- a. \$2,000 per year for each Board Member
- b. \$2,500 per year for the Board Chair

The honoraria are paid in quarterly installments. Where a Board Member serves less than a full Board year, the honorarium is pro-rated according to time served.

12.2. Expenses

Board Members are reimbursed by NIC for travelling and out-of-pocket expenses necessarily incurred by them in the discharge of their duties. Such reimbursement will be consistent with guidelines established by the Provincial Government. Board Members must follow formal processes for approval of and reimbursement of expenses, as may be established by the Board.

²⁰ *College and Institute Act*, s. 10(1).

13. APPENDICIES

APPENDIX A - [Governance Authority Matrix](#)

APPENDIX B - [Student/Employee Appeals to The College Board of Governors Policy](#)

APPENDIX C - [Board Code of Conduct and Conflict of Interest Bylaw](#)

APPENDIX D - [Annual Board Members Declaration](#)