

**GOVERNANCE PROCESS POLICY**

**1. Governance Philosophy**

North Island College is a multi-campus comprehensive community college established and operating pursuant to the provisions of the statutes of the Province of BC since 1975. The College and Institute Act accords to the Board of Governors the responsibility for the general welfare and overall management of the College. The Board is the ultimate authority for the operation of the College subject to the provisions of the legislation. To fulfill its mandate, the Board of Governors appoints a President who in turn is responsible for appointing employees, providing institutional direction and leading the operations and activities of the college.

The Board of Governors will:

- maintain confidential information in accordance with current chartered legislation and policy;
- focus on strategic leadership to advance the College’s vision, mandate and goals;
- put the interest of students and other stakeholders at the centre of decision making;
- ensure openness and respectful engagement with others and encourage diversity of viewpoints and perspectives;
- seek to enhance the health, social, cultural, economic and environmental sustainability of the communities the College serves;
- speak with a unified voice outside the boardroom;
- foster a culture that focuses on student outcomes and other results.

**2. Governance Composition, Roles and Expectations**

**A. Board Composition**

*A board is composed of:*

- (a) 8 or more persons appointed by the Lieutenant Governor in Council,*
- (b) one person on the faculty of the institution and elected by the faculty members,*
- (c) 2 students elected by the students,*
- (d) one person who is part of the support staff and elected by the support staff,*
- (e) the president, and*
- (f) the chair of the education council.*

*(The College and Institute Act, [9, 1])*

“Internal Board Member” means faculty, support staff and students (elected by their respective constituency) and Chair of Education Council and President (Board Members because of position held).

“Community Board Member” means a community member appointed by the Lieutenant Governor in Council.

## B. Board Member Roles

Elected Board Members including faculty, support staff or students may bring forward to Board discussions the views of their respective constituency; however, in deliberations and voting they shall always act in accordance with the best interest of the college as a whole.

Board Members may be approached by a community member(s) (members of the community), employee(s) or student(s) regarding college affairs. All such matters must be referred to the Board Chair.

## C. Board Member Expectations

Individual Board Members are expected to:

- Attend Board meetings well-prepared;  
*“If a member of the Board has not attended three (3) consecutive regular meetings of the Board, the member is no longer a member of the Board unless excused by resolution of the Board.” (The College and Institute Act, [6, 59.7]).*
- Attend North Island College events and activities;
- Advocate on behalf of North Island College to government representatives;
- Support the work of the North Island College Foundation;
- Participate on at least one Board committee;
- Learn about the programs and services of the College;
- Contribute their knowledge and expertise in dealing with the affairs of the College;
- Participate in new Board Member orientation and ongoing professional development.

## D. Role of the Chair

The principal role of the Board Chair is to provide leadership to the Board of Governors.

The Chair is accountable to the Board, acts as a direct liaison between the Board and the Senior Leadership Team, and represents the Board internally and externally. The Chair has no authority to supervise or direct the President.

The Chair is elected by and serves at the discretion of the Board. He/she/they ensures that the Board operates within policies and legislated requirements.

## E. Chair Expectations:

- Review agenda items with the Executive Committee and President;
- Manage Board meetings, ensuring that deliberation is fair, open and thorough, and also efficient, timely and orderly;
- Ensure the Vice Chair is informed of current and pending Board issues and processes;
- Manage conflicts of interest, code of conduct, breaches of policy and appeals as outlined in Board Bylaw 2, 2016 - A Bylaw to Establish Board of Conflict of Interest Guidelines;

- Establish a culture of active and constructive board engagement, including effectively facilitating open, candid dialogue and encouraging healthy debate by all Board Members;
- Build and maintain a sound working relationship with government representatives at all levels;
- Advance for consideration communications received from various sources to the Executive Committee.

*F. Board Committees*

Board committees play an important role in helping the Board make informed decisions. They enable more in-depth review and research of issues to produce possible findings and recommendations that could support the Board’s decision-making processes.

Committees report and operate at the discretion of the Board. The Board shall form and authorize the following committees:

- Executive Committee;
- Finance and Audit Committee;
- Governance and Human Resources Committee;
- President’s Performance and Compensation Committee;

and other committees as necessary.

Each committee’s terms of reference clearly describe the purpose of the committee, time frame, membership composition, authority and major areas of responsibility as well as the method for reporting back to the Board.

Board committees may speak or act on the Board’s behalf only when given formal, specific and time-limited authority by the Board.

**3. Governance Processes**

*A. Annual Planning, Evaluation and Development*

In June of each year, the Board will establish its meeting and planning schedule for the next year. The schedule will include proposed meeting dates, proposed board education sessions including new board member orientation, annual board evaluation and annual board development and education retreat.

*B. Election of Chair and Vice Chair*

*The members of the board must elect a chair from among the 8 or more members of the board appointed under section 9 (1) (a). (College and Institute Act, [9.1])*

The inaugural meeting of the Board will be in September. At that time, a Chair will be elected for a 12-month term. At this meeting, the President shall act as Chair until a Chair has been duly elected. The election process would consult Robert’s Rules of Order.

The Board Chair shall be elected annually from among the Community Board Members by a majority vote of a fully constituted Board. The Board Chair shall be eligible for re-election.

In the event that the position of the Board Chair becomes vacant, a by-election shall be held to elect a Chair for the remainder of the term of office from among the Community Board Members by a majority vote of a fully constituted Board. The Vice Chair shall act as Interim Chair until such by-election has been held.

The Vice Chair shall be elected annually from among the Community Board Members by a majority vote of a fully constituted Board and shall be eligible for re-election.

Community Board members interested in seeking nomination as Chair or Vice Chair are encouraged to communicate their interest to the current Board Chair no less than four weeks prior to the election date.

### *C. Board Meetings*

Board meetings shall be held in the Boardroom of Komoux Hall, Comox Valley Campus. Each year one Board meeting will be held at each of the Campbell River and Port Alberni campuses and every other year at the Mixelakwila campus in Port Hardy. A Board meeting may be held at other locations within the North Island College region at the discretion of the Board.

Meetings held by the use of electronic media shall be governed by normal rules of procedure. Electronic media can include telephone, virtual meetings and email.

#### Regular Meetings

To allow for openness, transparency and accountability, regular board meetings are open to the public. In support of a citizen-centred approach to governance, the Board will conduct as much business as possible in the open session portion of board meetings subject to any legislative provisions specific to the College.

The College community and the public are welcome to attend the regular meeting and may make a presentation if fourteen (14) calendar days' prior notice is provided and approval of the Executive Committee is obtained.

Presentations may be up to 15 minutes, with a 5-minute question and answer period. The Board reserves the right to seek diverse or alternative views. Written summaries of the presentation will be required fourteen (14) calendar days prior to the meeting.

Minutes of a regular meeting will be approved at the next regular meeting.

#### In-camera Meetings

Attendance at Board in-camera meetings shall be limited to Board Members and other persons appropriate to the business of the meeting as determined by the Executive Committee.

In-camera meetings will consider only the following matters subject to the provisions of current legislation:

- The conduct, discipline and suspension relating to students;
- 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;

- Personnel matters relating to salaries, conditions of employment, discipline, grievances and collective bargaining;
- Matters of a contractual or financial nature where it is in the interest of the College to maintain confidentiality, and;
- Matters where Board liability may arise and legal opinions respecting the liability or interest of the Board.

Minutes of an in-camera meeting will be approved at the next in-camera meeting.

The Board may make decisions and resolutions made in in-camera meetings that may be made public at a regular meeting.

### Special Meetings

Special meetings of the Board may be called to deal with a particular item. Only that business for which the special meeting has been called may be dealt with at such meeting. Such meetings may be called by the Chair of the Board, or by at least three Board Members. At least 24 hours' notice must be given to all Board members before a special meeting can be held. Each Board Member shall be advised of the time, purpose and place of the meeting as soon as the special meeting can be constituted.

The definitions of regular and in-camera meetings shall apply to special meetings.

### Agenda Items

The agendas for the regular and in-camera meetings of the Board are developed by the Executive Committee at a meeting held approximately two weeks prior to the Board meeting.

The agenda and all amendments to the agenda are approved by a motion of the Board at the beginning of the meeting.

A Board Member wishing to place an additional item on the agenda should advise the Chair of the request. The Chair will decide whether or not to allow the item to be added to the agenda prior to the meeting. The agenda and all amendments to the agenda are approved by a motion of the Board at the beginning of the meeting.

The Board uses consent agenda to increase meeting efficiency. A consent agenda is a component of a meeting agenda that enables the Board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a Board Member requests the removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments.

All relevant data, reports, documents, etc. must be included in the agenda in order to make informed decisions.

### Recording and Communication Devices

The use of any recording devices during a Board meeting must be approved by a motion of the Board prior to convening the meeting.

*D. Decision-Making / Voting Practices*

Absent any provision from the College and Institute Act or any other applicable legislation, Robert's Rules of Order will be used as a framework for voting and fostering a culture of informed decision-making.