



**FANSHAWE**

Board of Governors

**INFORMATION PACKAGE  
FOR CANDIDATES  
WITH RESPECT TO THE  
ELECTION AND APPOINTMENT TO  
THE BOARD OF GOVERNORS  
OF FANSHAWE COLLEGE**

January 2019

## Table of Contents

	<u>Page</u>
Term of Office	3
Policy-Driven Governance	3
Board Meetings and Time Commitment	4
Mentoring	5
Conflict of Interest and Liability	6
Guidelines for Election of Internal Governors	6
Board Strategic Priorities & Annual Work Plan – Appendix 1 of Policy B-09	7
Terms of Reference of the Board of Governors – Policy B-05	11
Fanshawe College’s Vision, Mission, Values & Strategic Goals	14
College Website	15
Board of Governors Office	15

## **TERM OF OFFICE**

An appointment or election as a Governor on the Fanshawe College Board is for a three-year term of office commencing September 1. After the first three-year term, the Board member may be reappointed/reelected to serve a second and final three-year term. Members of the Board are volunteers who serve without remuneration.

\* Student Governor terms are for one year, with a limit of two terms.

## **POLICY-DRIVEN GOVERNANCE**

The Board has adopted the form of governance known as policy-driven governance, and, for this reason, commitment to policy-driven governance on the part of all governors is one of the Board's most important criteria for its new members. A brief overview of policy-driven governance is provided as follows:

Board Leadership requires that the Board provide vision. To do so, the Board must first have an adequate vision of its own job. That role is best conceived neither as a volunteer-helper nor as watchdog but as trustee-owner. Policy governance is an approach to the job of governing that emphasizes values, vision, empowerment of both Board and staff, and the strategic ability to lead leaders.

Observing the principles of the policy-driven governance model, the Board crafts its values into policies of the four types listed below. Policies written this way enable the Board to focus its wisdom into one central, brief document.

1. Ends  
The Board defines which human needs are to be met, for whom, and at what worth. Written with a long-term perspective, these policies embody most of the Board's part of long-range planning.
2. Board Process  
The Board determines its philosophy, its accountability, and specifics of its own job.
3. Board-President Relationship  
The Board clarifies the manner in which it delegates authority to the President, as well as how it evaluates performance on provisions of the Ends and Executive Limitations policies.
4. Executive Limitations  
The Board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to ends.

## **BOARD MEETINGS AND TIME COMMITMENT**

In considering whether to let their names stand for nomination for election or appointment to the Fanshawe College Board of Governors, potential candidates should be aware of the heavy time commitment they will have to fulfill if elected/appointed.

Apart from the regular monthly Board meeting, each governor will be required to be an active member of at least one of the Board of Governors' committees and/or task forces each year. Meetings are in addition to the preparation time each governor must devote to reviewing the supporting material distributed in advance of each meeting. Being on the Board will require a significant time and energy commitment.

A variety of activities requiring a time commitment for each Governor follows:

### **MEETINGS**

**Board:** Meetings are held seven times a year. Meetings are normally held at 4:00 p.m. and usually last till approximately 7:30 p.m. A dinner break is provided.

**Committees:** The Board has three (3) standing committee. The first committee is the Board Process Committee consisting of the Board Chair, First and Second Vice-Chairs, the College President, and Corporate Secretary/Treasurer. The role of this committee is essentially to set the Board agenda.

The Audit Committee is the second standing committee. The role of this committee is to maintain the integrity of the Board's authority and responsibility for fiscal governance.

The External Governor Appointment Committee is the third standing committee. The role of this committee is to recommend the appointment of new members to the Board of Governors.

**Task Forces:** The Board uses ad hoc task forces to assist in creating and amending policies, and holding discussions on strategic issues. Task Forces are created each year with the specific role of undertaking background work for the whole Board around a strategic discussion the Board may wish to hold, or the development or revision of a policy.

A task force will normally consist of four to six Board members, one of whom will act as Chair. The task force will be supported by one or two senior College management people who will provide all of the support work necessary for the task force, including any record keeping, preparation of presentations, research and consultation, or other data. It is the role of the Chair of the task force to make presentations and recommendations to the full Board supported by the College management resource persons.

## **BOARD MEETINGS AND TIME COMMITMENT**

Task Forces: (continued)

A Board member may expect to serve on one or two task forces per year.

Typically, a task force may need to hold anywhere from three to six meetings to complete its work. The current Board task forces and their mandates are described in Appendix 1 of Policy B-09 (Board Strategic Planning and Goals).

Annual Planning Workshop:

The Board will set its priorities for the coming year at its annual planning workshop normally held on a weekend in May (recently the timing of this workshop has been Friday noon to Saturday evening).

## **SPECIAL EVENTS**

There are many special events which Governors are encouraged to attend, and a few which Governors are expected to attend. Governors should expect to attend an orientation workshop for new Governors, held in June or September, a provincial orientation of system-wide issues in November, and an additional workshop during the year. A joint reception with the Fanshawe College Foundation Board, the Fanshawe Alumni Board and the Fanshawe Student Union Executive may also held each year. There will be opportunities for Governors who are interested to attend other College events, such as graduations and awards ceremonies, but these are not compulsory.

## **ORIENTATION**

As mentioned previously, the College will provide an orientation event for new Board members prior to the September Board meeting. In addition, an orientation to system issues will be provided for governors from various colleges by Colleges Ontario, our provincial college association. As well, the College will often arrange a workshop on policy governance, particularly for new Governors.

## **MENTORING**

To further assist new Governors, a mentoring process is in place whereby a seasoned Board member will be assigned to each new governor. Generally, this individual is available both at Board meetings and in between Board meetings to assist or answer questions that may arise. This mentoring process will occur throughout the first year of the appointment of a new Governor.

## **CONFLICT OF INTEREST AND LIABILITY**

The Board has a “Governor’s Code of Conduct” policy and the following aspects are drawn to candidates’ attention:

- Any Governor applying for employment with the College must first resign from the Board
- Any Governor whose spouse or same-sex partner has obtained employment with the College must resign from the Board

The College carries an insurance policy to protect the personal liability of its governors and officers.

## **GUIDELINES FOR ELECTION OF INTERNAL GOVERNORS**

- (i) There will be no financial support for campaign expenses of candidates.
- (ii) In agreeing to run, candidates shall undertake to:
  - not participate in any meetings unless all candidates have been invited to attend,  
and
  - not communicate with voters during the on-line election period.

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

**APPENDIX 1**

(To Policy B-09)

2018-2019 BOARD WORK PLAN

1. Ongoing Activity:

1.1 Board Process Committee

Manda	Membership
1. To complete the functions assigned to the Board Process Committee as outlined in Policy B-07.05.  2. To conduct a regular five-year review of: <ul style="list-style-type: none"> <li>i. Policy B-14 (Governor Orientation)</li> <li>ii. Policy C-40 (Terminating the President's Contract)</li> <li>iii. Policy D-14 (Naming Recognition)</li> <li>iv. C-01 (Board Responsibilities &amp; President's Rights)</li> <li>v. New Exec. Comp Policy</li> </ul> 3. To support Generative Discussion topics as determined by the Board.  4. To support Educational/Tours as recommended by the President.  5. To support Linkage activities for the Board. (Engage with faculty in meaningful ways.)  6. Review of Monitoring Reports and Board Agenda structure.	Bruce Babcock (Chair) Patricia Hoffer (1 <sup>st</sup> Vice-Chair) Brad Duncan (2 <sup>nd</sup> Vic-Chair)

## 1.2 Audit Committee

Mandate	Membership
<ol style="list-style-type: none"> <li>To complete the functions assigned to the Audit Committee as outlined in Policy B-07.10.</li> <li>To offer Financial Leadership Tutorials for Governors.</li> <li>Review Whistleblower process</li> <li>Complete External Auditor RFP process</li> </ol>	Bruce Babcock (ex-officio) Peter Devlin (ex-officio) Brad Duncan (Chair) Lori Higgs John Leitch Stephen McClatchie Tammie Ashton

## 1.3 External Governor Appointment Committee

Mandate	Membership
To recommend to the Board candidates for the appointment/reappointment of Board Appointees and LGIC Appointees as outlined in Policy B-13.  Two Appointments Three Re-appointments	Patricia Hoffer (Chair) Paul Cocker Peter Devlin (ex-officio) Brad Duncan John Leitch Bob Siskind

## 1.4 Fanshawe College Foundation

Mandate	Membership
<ol style="list-style-type: none"> <li>To represent the Board of Governors on the Fanshawe College Foundation Board as outlined in Policy B-50.</li> <li>Report to the Board at least annually regarding the Foundation's plans.</li> </ol>	Peter Devlin (ex-officio) Michele Martin (2 <sup>nd</sup> year of a 2-year term) George Kerhoulas (1 <sup>st</sup> year of a 2-year term)

## 1.5 Canadian Centre for Product Validation

Mandate	Membership
1. To represent the Board of Governors on the CCPV Board as outlined in Policy B-60.  2. Report to the Board at least annually regarding CCPV's plans.	Peter Devlin (Chair) (ex-officio) Kapil Lakhotia (1 <sup>st</sup> year of a 2-year term) Michelle Quintyn (2 <sup>nd</sup> year of a 2-year term)

## 1.6 Hot Zone Training Consultants Inc.

Mandate	Membership
1. To represent the Board of Governors on the Hot Zone Training Consultants Inc. Board as outlined in Board Policy B-70.  2. Report to the Board at least annually regarding Hot Zone's plans.	Alex Lau (2 <sup>nd</sup> year of a 2-year term) George Kerhoulas (1 <sup>st</sup> year of a 2-year term)

## 1.7 Investment Committee

Mandat	Membership
1. To represent the Board of Governors on the College's Investment Committee.  2. Report to the Board at least annually.	Brad Duncan (1 <sup>st</sup> year of a 2-year term) Dave Schwartz (2 <sup>nd</sup> year of a 2-year term)

## 2. New Goals for 2017-2018:

### 2.1 Capital Projects Monitoring Task Force (Carried Forward)

Mandate	Membership
To monitor progress with the College's major capital projects including progress to scheduled construction plans and budget. <ul style="list-style-type: none"> <li>- CARIB</li> <li>- Downtown Phase II</li> <li>- Green House Gas</li> </ul>	Paul Cocker (Chair) George Kerhoulas Lauren Monteith Bob Siskind

## 2.2 Subsidiary Task Force and By-Law Review Task Force (Carried Forward)

Mandate	Membership
<ol style="list-style-type: none"> <li>1. Review/define Governance relationships with Subsidiary Corporations (i.e. Delegated authority, subsidiary compliance with directives, employment agreements with the College)</li> <li>2. To assist with review of governance options for Corporate Training Solutions.</li> <li>3. To assist the Board in a review of By-Laws #1, #2 and #3 (including consideration of alignment to new Ontario Not for Profit Corporations Act) (To be started following the completion of items 1 &amp; 2 above).</li> </ol>	Stephen McClatchie (Chair) Tammie Ashton Paul Cocker Lori Higgs Alex Lau Lauren Monteith Bob Siskind

## 2.3 Commitment to Quality Policy Review Task Force

Mandate	Membership
To assist the Board in a regular five-year review of Policy D-35 (Commitment to Quality)	Michele Martin (Chair) Arien Aubertin Kapil Lakhotia Paul Meahan

## 2.4 Vision and Mission Task Force

Mandate	Membership
To assist the Board in a regular five-year review of Policy A-05 (Vision and Mission)	Michelle Quintyn (Chair) Arien Aubertin Bruce Babcock Michele Martin Stephen McClatchie Paul Meahan Dave Schwartz

## 2.5 Health & Safety Audit Task Force

Mandate	Membership
Per Policy D-55 (Health & Safety) The Board will arrange for an independent audit of the College's health and safety policy and related corporate health and safety management system at least once every five years.	Paul Meahan (Chair) Bruce Babcock

# FANSHAWE COLLEGE

## BOARD OF GOVERNORS' POLICY MANUAL

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

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

POLICY NUMBER: B-05

EFFECTIVE DATE: 2011 09 22

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

#### **MANDATE:**

1. As representatives of the Community, the Board of Governors of Fanshawe College is to be the primary force leading the institution to achieve appropriate results at appropriate costs, and avoid unacceptable activities, conditions and decisions.
2. As referenced in By-Law No. 1, the Board of Governors' mandate is to govern the College by developing and overseeing the implementation of policy, including setting the Vision and Mission for the organization through policy development; and ensuring the organization is fulfilling its Mission and achieving its Ends through the President. The Board recognizes that its role is governance, not management.

#### **RESPONSIBILITIES:**

##### 1. Policy Development

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

##### 1.1.1 Ends Policies

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

### 1.1.2 Board Process Policies

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

### 1.1.3 Board/President Relationships

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

### 1.1.4 Executive Limitations Policies

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

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

## 2. Monitoring (Accountability)

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

- 2.1.1 monitoring the outcomes of the College and the performance of the President to ensure the established Ends are being achieved

- 2.1.2 ensuring compliance with applicable laws, regulations, and statutes
- 2.1.3 undertaking, at a minimum every five years, a review of the Strategic Directions to ensure their continued alignment with the Vision/Mission/ Ends

### 3. Linking with the Ownership

- 3.1 The Board is responsible for ensuring that the College is *linked* with the *Ownership* of the College through:
  - 3.1.1 communicating with the *Ownership* regarding Mission, Ends, strategic directions and results, and through the College's publication of a community report
  - 3.1.2 establishing and maintaining relationships with organizations with which the Board works
  - 3.1.3 developing an annual plan of *Ownership* and community *Linkage* activities and ensuring that the Board's and College's *Linkages* activities are coordinated, mutually supportive and that duplication is avoided
  - 3.1.4 obtaining and reviewing feedback from the owners and communities on needs and trends, the effect the College should be having on the employment base and/or labour market, on the results being achieved by the College, and on the effectiveness of the Board's *Linkage* activities

### 4. Advocacy

- 4.1 The Board may from time to time advocate on behalf of the College on specific issues identified and approved by the Board. The Board recognizes that the President has overall responsibility for coordinating advocacy and will participate in advocacy initiatives if requested to do so by the President.  
Individual Board members must represent the views of the College when speaking on an advocacy issue rather than presenting their individual positions.

### **COMPOSITION:**

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

### **TERM OF OFFICE:**

Governors shall be elected or appointed according to provincial regulations and By-Law No. 1 and By-Law No. 3.

# VISION    Unlocking Potential

**MISSION**    Provide pathways to success, an exceptional learning experience, and a global outlook to meet student and employer needs.

- VALUES**
- Focus on Students
  - Involve Our Communities
  - Utilize Resources Wisely
  - Embrace Change
  - Engage Each Other

## **COLLEGE WEBSITE**

For further information concerning Fanshawe College or the Board of Governors, please refer to our website at <http://www.fanshawec.ca/about-us/corporate-information/board-governors>

## **BOARD OF GOVERNORS OFFICE**

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