



FANSHawe

Board of Governors

INFORMATION PACKAGE

FOR CANDIDATES
WITH RESPECT TO THE
ELECTION AND APPOINTMENT TO
THE BOARD OF GOVERNORS
OF FANSHawe COLLEGE

January 2026

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TERM OF OFFICE

An appointment or election as a Governor on the Fanshawe College Board is for a three-year term 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 usually one year, with a limit of two consecutive 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 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 in person at 4:00 p.m. and usually last until approximately 7:00 p.m.

Committees: The Board has three (3) standing committees. 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.

Ad hoc Committees:

The Board uses ad hoc committees to assist in creating and amending policies, and holding discussions on strategic issues. Ad hoc committees 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.

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

BOARD MEETINGS AND TIME COMMITMENT

Ad hoc Committees: (continued)

A Board member may expect to serve on one or two ad hoc committees per year.

Typically, an ad hoc committee may need to hold anywhere from three to six meetings to complete its work. The current Board committees and their mandates are described in the Board's Work Plan.

Annual Planning Workshop:

The Board will hold its annual planning workshop in October.

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 September and a provincial orientation of system-wide issues in November. 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 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 candidate 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

2025-26 BOARD WORK PLAN

1. Standing Committees

1.1 Board Process Committee

Mandate	Membership
<p>1. To complete the functions assigned to the Board Process Committee as outlined in Policy B-07.05.</p> <p>2. To conduct a regular five-year review of:</p> <ul style="list-style-type: none">i. C-05 Delegation to the President (from 2024-25)ii. A-40 Meeting Labour Market Needs (from 2024-25)iii. A-35 Student Successiv. B-07.05 Board Process Committeev. B-10 Development of Board Policyvi. C-15 Assessing the President's Performancevii. C-40 Terminating the President's Contractviii. D-05 Financial Planning (Audit)ix. D-10 Financial Condition (Audit)x. D-12 Capital Planning (Audit)xi. D-14 Naming Recognition (Deferred from 2018-19)xii. D-16 Insurance Policy (Audit)xiii. D-17 Investment Policy (Audit)xiv. D-20 Interaction with Staffxv. D-30 Communication and Support to the Board <p>3. To support Generative Discussion topics as determined by the Board.</p> <p>4. To support Educational/Tours as recommended by the President.</p> <p>5. To support Linkage activities for the Board. (Engage with faculty in meaningful ways.)</p> <p>6. Review of Monitoring Reports and Board Agenda structure.</p> <p>7. Plan for annual Board Workshop.</p> <p>8. Plan the annual Governance Educational as outlined in policy B-42.</p>	<p>Sandy Jansen (Chair) Larry MacKinnon (1st Vice-Chair) Laura Elliott (2nd Vice-Chair) Peter Devlin (President)</p>

1.2 Audit Committee

Mandate	Membership
<ol style="list-style-type: none"> 1. To complete the functions assigned to the Audit Committee as outlined in Policy B-07.10. 2. To offer Financial Leadership Tutorials for Governors - KPMG 3. Audit Committee ToR (B-07.10) review 4. Financial Authority Register review 5. D-05 Financial Planning (Audit) 6. D-10 Financial Condition (Audit) 7. D-12 Capital Planning (Audit) 8. D-14 Naming Recognition (Deferred from 2018-19) 9. D-16 Insurance Policy (Audit) 10. D-17 Investment Policy (Audit) 	<p>David Ross (Chair) Karen Vecchio Peter Devlin (ex-officio) Sandy Jansen (ex-officio) Monica Olanski Terry Zavitz</p>

1.3 External Governor Appointment Committee

Mandate	Membership
<p>To recommend to the Board candidates for the appointment/reappointment of Board Appointees and LGIC Appointees as outlined in Policy B-13.</p> <p>Two New Appointments Three Re-appointments (includes two Internal Governors)</p>	<p>Larry MacKinnon (Chair) Courtney Ecker Peter Devlin Laura Elliott Michael Geraghty Denise Luksys</p>

1.4 Fanshawe Global Corporation

Mandate	Membership
<ol style="list-style-type: none"> 1. To represent the Board of Governors on the Fanshawe Global Corporation (FGC) Board. 2. Report to the Board at least annually regarding FGC plans. 	<p>Mamta Chail (1st year of a 2-year term) Mihad Fahmy (2nd year of a 2-year term)</p>

2. Ad hoc Committees & Mentoring Assignments

2.1 Capital Projects Monitoring Ad hoc Committee

Mandate	Membership
To monitor progress with the College's major capital projects including progress to scheduled construction plans and budget. - Central Energy Centre - ERP - Nursing - WSIB - L Classrooms	Michael Geraghty (Chair) Tim Anderson Todd Copeland Peter Devlin Dave Ross Ankit Sharma

2.2 Labour Market & Student Success Ad hoc Committee

Mandate	Membership
To review and update Ends policies A-35 Student Success and A-40 Meeting Labour Market Needs.	Laura Elliott (Chair) Ryan Aarts Tim Anderson Mamta Chail Peter Devlin Courtney Ecker Mihad Fahmy Denise Luksys

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: 2023 06 08

REFERENCE: 35803, 40506, 40705, 43105, 43503, 43810, 48804, 49303, 49703, 55110, 60312

MANDATE:

As referenced in By-Law No. 1, the Board of Governors of Fanshawe College has the following mandate:

1. to be the primary force, as representatives of the Community, leading the College to achieve appropriate results at appropriate costs, and avoid unacceptable activities, conditions and decisions;
2. to govern the College by developing and overseeing the implementation of policy, including setting the Vision and Mission, and direction for the College through policy development; and ensuring the College is fulfilling its Mission and achieving its Ends through the President; and
3. to otherwise govern the affairs of the College.

The Board shall manage or supervise the management of the activities and affairs of the College and exercise all powers and do all such acts and things as the Board is authorized to exercise and do pursuant to the ONCA and the OCAATA. Without limiting the role of the Board described above, the Board shall annually:

- i. review and approve the strategic plan, business plan and annual report of the College, and ensure that such plans and reports are available to the public;
- ii. submit the strategic plan, business plan and annual report or any combination of them as the Minister directs to the Minister;
- iii. approve the tuition and ancillary fees for all programs of instruction and courses offered by the College;
- iv. compile key performance indicators as identified by the Minister, provide such indicators to the Minister or to another person as directed by the Minister;
- v. approve the auditors' report and the audited financial statements of the College and ensure that they are submitted to the Ministry and made available to the public in the manner prescribed by the Ministry's Binding Policy Directive on Audited Financial Statements;

- vi. appoint the auditors of the College;
- vii. assess the performance of the President;
- viii. organize the governance of the College.

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 defining the President's role, authority and accountability
- 1.1.3.2 selecting the President and establishing the conditions of the President's employment contract
- 1.1.3.3 stating the manner in which the Board delegates authority to the President and holds the President accountable
- 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.
- 4.2 Individual Board members must represent the views of the College when speaking on an advocacy issue rather than presenting their individual positions.
- 4.3 Given that the College is a registered charity under the Income Tax Act (Canada), the College may only engage in advocacy if it furthers its charitable purpose provided that the College never directly or indirectly supports or opposes a political party or candidate for public office. The College must adhere to the Canada Revenue Agency's Guidance CG-027 on public policy dialogue and development activities by charities.

COMPOSITION:

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

TERM OF OFFICE:

Governors shall be elected or appointed according to OCAATA and By-Law No. 1 and By-Law No. 2.

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 <https://www.fanshawec.ca/about-fanshawe/corporate-info/board-governors>

BOARD OF GOVERNORS OFFICE

Board of Governors Office

Phone: 519-452-4458

Email: boardofgovernors@fanshawec.ca