

# GEORGIAN COLLEGE BOARD OF GOVERNORS

## *BOARD POLICIES*

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**POLICY TYPE:**

**I. OUTCOMES**

**POLICY TITLE:**

**A. MISSION, VISION AND VALUES**

The Board of Governors will define the “end” or the results for which the College exists. Typically, statements stay in place for a considerable period to guide the fundamental actions of the College. Once the Mission, Vision and Values are set:

1. All actions and decisions made by the President and CEO will be undertaken with these statements as his / her primary focus, including, but not limited to, the development of strategic plans and goals.
2. The President and CEO will consistently and regularly derive methods of engaging the students, staff and community stakeholders in the development, evaluation and communication of the College’s Mission, Vision and Values.
3. The President and CEO will regularly monitor the College’s success in incorporating its Mission, Vision and Values in its actions and decisions.
4. The Mission Statement is the Board’s highest level end statement and reflects the ultimate results expected of the College and how it will contribute to its communities. The Vision Statement depicts a realistic and credible goal for the College and focuses the energy and efforts of the College towards this goal. The College’s Values form the guiding principles of all that it does – for its students, employers, and communities.

## **MISSION**

To inspire innovation, transform lives and connect communities through the power of education.

## **VISION**

Accelerate success through exceptional teaching and learning, innovation and partnerships.

## **VALUES**

Excellence, community engagement, integrity, inclusion, sustainability

<b>POLICY TYPE:</b>	<b>I.</b>	<b>OUTCOMES</b>
<b>POLICY TITLE:</b>	<b>B.</b>	<b>STRATEGIC PRIORITIES</b>

The Board of Governors is accountable for setting the strategic direction for the College. All colleges need a sense of what they are as organizations, what they are trying to accomplish, and their overall direction in terms of how they will serve their purposes. Implementing a sense of purpose and direction to achieve outcomes is the role of the President under the guidance of the Board of Governors. Once the strategic direction is set:

1. The College’s Strategic Priorities are clear and concise declarations that will guide the College’s future.
2. All actions and decisions made by the President and CEO will be undertaken with these statements as the primary focus, in the context of the College’s Mission, Vision and Values.

## AREAS OF FOCUS

- Accelerated Success
- Innovative Collaboration
- Strong Foundations

## STRATEGIC PRIORITIES

- Equity, diversity, inclusion and belonging
- Digital innovation
- Agile Culture of Innovation – Everyone a Changemaker

<b>POLICY TYPE:</b>	<b>II. GOVERNANCE PROCESS</b>
<b>POLICY TITLE:</b>	<b>A. GOVERNING STYLE</b>

1. The Board will make strategic, policy-based decisions using best available information. The Board will establish broad written policies reflecting the Board's values and perspectives. These policies will clearly articulate the goals (Outcomes) for the College and the means (Executive Limitations) by which the Board determines that these goals can be attained.
2. Governors stand in a fiduciary relationship to the College. The fiduciary duties of a Governor are owed only to the College, and not to any one particular stakeholder constituency or other interest group, regardless of how the Governor may have been elected or appointed to the Board. A Governor breaches his or her duty to act in the best interests of the College where the Governor prefers the interests of a particular group, person or entity over the interests of the College as a whole.
3. Governors are required to act honestly, in good faith and in the best interests of the College, and to apply the level of skill and judgment that is reasonably expected of a person with their knowledge and experience. The Board will exploit the expertise of individual Board members but its decisions will ultimately rely on the judgement of the Board as a whole.
4. Governors must act in the best interests of the College as a whole to provide enlightened, consistent leadership on behalf of the College's students, staff, employers, government, donors and the communities / public it serves.
5. The Board will govern lawfully with an emphasis on:
  - a. Outward, long term, future vision.
  - b. Encouraging participation and diversity in viewpoints.
  - c. Ensuring strategic, transparent, accountable and proactive leadership rather than on administrative detail, clearly distinguishing between Board and staff roles.
  - d. Providing sound financial oversight.
  - e. Collective rather than individual decisions, cultivating a sense of group responsibility.

**REVIEWED and UPDATED: October 1, 2019**

<b>POLICY TYPE:</b>	<b>II. GOVERNANCE PROCESS</b>
<b>POLICY TITLE:</b>	<b>B. ROLE OF THE BOARD</b>

1. The Board is responsible for the overall governance of the affairs of the College in compliance with applicable legislation, regulation and provincial government policy and directive. The Board delegates to the President and CEO the responsibility and authority to manage the operations and implement procedures and plans to meet the College's objectives within prescribed Board policies.
2. The Board ensures that the College develops and adopts a strategic plan that is consistent with its Mission, Vision and Values and makes its decisions in alignment with the strategic plan.
3. The Board is to create its policies and may alter or delete its policies as it deems appropriate. The Board establishes By-Laws to comply fully with all legal requirements and written governing policies to facilitate the performance of the Board's role and the direction it provides to the President and CEO.
4. As representatives of the College in the community, the Board contributes to the maintenance of strong stakeholder relationships and ensures that the needs of the community are being reasonably met within the resources available to the College.
5. The Board is responsible for the stewardship of the College's financial resources including the accountability for the use of all public funds. The Board ensures that appropriate programs and processes are in place to protect the College from risk.
6. The Board is responsible to establish the job description of the President, in addition the board selects, evaluates, determines compensation and will also plan for succession of the President and CEO, through its outcomes and executive limitations policies.
7. The Board performs advocacy on behalf of the College with stakeholders, where required, in support of the Mission, Vision, Values and strategic direction of the organization and to maximize resources available to the College in order to achieve its Mission;
8. The Board is responsible for oversight of its own effectiveness, including:
  - a. Its commitment to perform the work required,
  - b. Monitoring and reviewing its process and performance,
  - c. Continually developing as an effective Board.

**REVIEWED and UPDATED: October 1, 2019**

<b>POLICY TYPE:</b>	<b>II. GOVERNANCE PROCESS</b>
<b>POLICY TITLE:</b>	<b>C. ROLE OF THE CHAIR OF THE BOARD</b>

1. The Chair is responsible for ensuring the Board's governance process is in accordance with the Board's By-Laws, Board policies and those requirements legitimately imposed upon the Board from outside the organization. Deliberation will be fair, open, and thorough, but also timely and orderly.
2. The Chair is responsible for ensuring College compliance with applicable legislation where the Chair is deemed responsible for such compliance. With an approved Board motion, the Chair may delegate such responsibilities where it is appropriate to do so.
3. In relation to the College, the Chair represents the Board within the College and works with and counsels the President and CEO but has no authority to supervise or direct the President and CEO.
4. In relation to external stakeholders, the Chair acts as the public spokesperson for the Board on all matters and represents the Board.
5. The Board Chair is responsible for reviewing and approving the re-imbusement of expenses incurred by the President and CEO. The Board Chair is also responsible for reviewing and approving the re-imbusement of expenses incurred by other Board Members. The Vice-Chair reviews and approves the re-imbusement of expenses incurred by the Board Chair.

**REVIEWED and UPDATED: January 9, 2020**

**POLICY TYPE:**

**II. GOVERNANCE PROCESS**

**POLICY TITLE:**

**D. BOARD COMMITTEE PRINCIPLES**

1. Committees aid in the discharge of the Board's oversight role generally and provide an opportunity for Board members to work more closely with management. Board committees are to assist the Board in doing its job by preparing decision-making alternatives and options for Board deliberation.
2. Committee work supports and supplements the work of the Board but does not supplant it.
3. Committees are not to do the work of management nor are they to interfere with the responsibilities delegated to the President and CEO. Board committees cannot exercise authority over staff and College operations. Committees and committee members have only the authority delegated to them by the Board.
4. Committees will be established with reference to sound governance principles. Terms of Reference will be established and approved by the Board and reviewed at least annually.
5. All committee reporting will include meeting minutes that will be included in the Board meeting packages. In addition, the committees will prepare an annual report for the Board. This reporting should assure the Board that the committee is carrying out its work in alignment with its Terms of Reference and that the Board is not duplicating this work.
6. Board committees may not speak or act for the Board except when such authority has been formally delegated by the Board for specific and time-limited purposes.
7. This policy applies to any group that is formed by Board action whether or not it is called a committee and regardless of whether the group includes Board members.
8. The Board will appoint non-Board members to committees where such members are specified in the committee composition. Non-Board members will be voting members and will be included in the quorum. Non-Board members will comply with the governor's code of conduct and will sign the confidentiality waiver. Non-Board members will be appointed for a term not exceeding two years and are eligible for reappointment by the Board.
9. The Chair of the Board and the President and CEO will be ex officio members of all Board Committees.

**REVIEWED and UPDATED: January 9, 2020**



**POLICY TYPE:**

**II. GOVERNANCE PROCESS**

**POLICY TITLE:**

**E. GOVERNORS' CODE OF CONDUCT**

1. The Board of Governors expects of itself and its members ethical, business-like and lawful conduct. This commitment includes compliance with all College By-Laws, Board policies and College procedures. It requires the proper use of authority and appropriate decorum when acting as Governors.
2. Governors will ensure that their personal interest and their duty to the College are not brought into conflict and that they do not obtain or receive, directly or indirectly, a personal profit, gain or benefit as a result of their relationship with the College, as per the College's By-Laws.
3. Governors will ensure that they adhere to the standards of attendance for both Board meetings and any committees of the Board on which they are a member, as per the College's By-Laws.
4. External Governors must not use their positions to obtain for themselves, family members or close associates employment within the College. An external Governor will not act as a reference for a person seeking employment with the College. Some internal Governors may, by virtue of their positions at the College, continue to hire for positions, but must not use their role as a Governor to interfere with any hiring decisions.
5. Should an external Governor apply for or be considered for permanent employment by the College, he / she must notify the Board Chair in writing and resign from the Board.
6. Governors may not attempt to exercise individual authority to direct the resources or affairs of the College except as explicitly set forth in Board policies. The interactions of Governors with the President and CEO or with staff must recognize the lack of authority in any individual Governor or group of Governors. Governors who are approached about operational issues should refer the person / issue to the President and CEO.
7. Governors will not publicly comment on the President and CEO or staff; the Board will only assess the performance of the President and CEO as outlined in the Board Policy.
8. Once Board decisions have been made, the Board will speak with one voice. Governors will support the legitimacy and authority of the final determination of the Board on any matter, regardless of the member's personal position on the issue. The interaction of Governors with the public, press or other entities must support decisions taken by the Board as a whole. Such interaction with the public, press or other entities must recognize the limitation and the inability of an individual Governor to speak for the

Board. Governors will only speak on behalf of the Board when requested to act on behalf of the Chair.

9. Governors will respect the confidential nature of the matters determined by the Board and its committees and will keep such matters confidential and will not use such information to their own personal interest. Issues determined to be confidential will remain confidential until they are released publicly by the Board through appropriate means.
10. Governors will respect each other and the democratic process and will be properly prepared for Board deliberation. Governors will be familiar with the By-Laws and policies of the Board so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.

**REVIEWED and UPDATED: January 9, 2020**

<b>POLICY TYPE:</b>	<b>III. BOARD / PRESIDENT AND CEO RELATIONSHIP</b>
<b>POLICY TITLE:</b>	<b>A. DELEGATION TO THE PRESIDENT AND CEO</b>

1. The Board's role and responsibilities are generally confined to establishing broad policies and strategies, leaving implementation and subsidiary strategy and procedure / practice development to the President and CEO. All of the accountability to meet Board expectations is charged to the President and CEO and, consequently, it is essential that the Board delegate to this position all the authority that such extensive accountability deserves.
2. The Board's sole official connection to the operational organization, its achievements, and conduct and any authority delegated to staff will be exclusively through the President and CEO. Any Board authority that is delegated to staff is done so exclusively through the President and CEO. All authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President and CEO. The Board will neither give instructions to nor evaluate, either formally or informally, persons who report directly or indirectly to the President and CEO.
3. Only duly approved policies and motions of the Board, acting as a whole, are binding on the President and CEO. Decisions or instructions of individual Governors, officers, or committees are not binding on the President and CEO, unless approved by the Board. In the case of Governors or committees requesting information or assistance without Board authorization, the President and CEO may refuse such requests that require, in the President and CEO's opinion, a material amount of staff time or funds, or are disruptive to the organization.
4. The Board will instruct the President and CEO through written policies that:
  - a. Prescribe the organizational results (Outcomes) to be achieved, and;
  - b. Describe behavioural constraints and organizational situations and actions to be avoided (Executive Limitations) to ensure that the President and CEO acts within acceptable boundaries of prudence, ethics and legality.
5. As long as the President and CEO uses any reasonable interpretation of the Board's Outcomes and Executive Limitations policies, the President and CEO is authorized to establish all further operational procedures and practices, make all decisions, take all actions, and develop all activities. Such decisions of the President and CEO will have full force and authority as if decided by the Board.

**REVIEWED and UPDATED: October 29, 2020**

<b>POLICY TYPE:</b>	<b>III. BOARD / PRESIDENT AND CEO RELATIONSHIP</b>
<b>POLICY TITLE:</b>	<b>B. PRESIDENT AND CEO'S JOB DESCRIPTION</b>

1. The President and CEO is delegated full authority to manage and direct the general administration, business and affairs of the College, within appropriate boundaries and authority granted under delegation of authority from the Board.
2. The President and CEO is accountable directly to the Board of Governors.
3. In broad terms, the expectations of the President and CEO will fall into two categories:
  - a. Accomplishing throughout the institution the Board's Outcomes policies regarding "Mission, Vision and Values"; and "Strategic Priorities".
  - b. Demonstration of leadership behaviour and practices.
4. The President and CEO will act in the best interests of the College at all times in securing and promoting its educational, community, administrative and financial objectives.
5. During the term of his / her appointment, the President and CEO will undertake to fully and faithfully discharge the duties and responsibilities of the position to a high standard of professional competence.
6. The President and CEO's performance will be considered to be synonymous with organizational performance. Organizational performance may be gauged by considering factors, including but not limited to, successful implementation of the vision, mission, values, business plan, financial plan, and employee and community engagement in the context of the prevailing economic and social climate.
7. The President and CEO may speak on behalf of the College.

**REVIEWED and UPDATED: October 29, 2020**

<b>POLICY TYPE:</b>	<b>III. BOARD / PRESIDENT AND CEO RELATIONSHIP</b>
<b>POLICY TITLE:</b>	<b>C. MONITORING AND EVALUATING THE PRESIDENT AND CEO'S PERFORMANCE</b>

1. The Board of Governors is solely responsible for assessing the performance of the President and CEO.
2. The performance of the President and CEO of the College will be reviewed and evaluated with respect to:
  - a. Organizational accomplishment of the Board's Outcomes policies;
  - b. Organizational operation within the boundaries established in Board policies on Executive Limitations, and;
  - c. Strategies outlined in the College's Strategic Plan.
3. Evaluating the President and CEO's performance is synonymous with evaluating organizational performance against Board policies on Outcomes and Executive Limitations.
4. For sound governance, the Board will ensure that all such expectations of the President and CEO are clearly established and communicated as a basis for monitoring and evaluating performance.
5. The Board's Executive Committee will lead the President and CEO's performance assessment process. The Board Chair will ensure all governors have input into the assessment of the President and CEO's performance review and eligibility for compensation progression and professional development activities. The Board, excluding internal representatives, reviews and approves the Executive Committee's recommendations related to performance, development and compensation.
6. In addition to ongoing, regular informal feedback from Board to the President and CEO, a formal review will occur after completion of the President and CEO's first six months in office. Thereafter, the Executive Committee, on behalf of the Board, will conduct an annual performance review.
7. Input to the President and CEO's performance evaluation can be collected from a variety of sources, including other Governors, members of senior management and professional staff, or external representatives (e.g., the Ministry and related organizations) and in a variety of methods but should always focus on providing feedback relative to the criteria being assessed.
8. The methods of acquiring feedback and input may include:

- a. **President and CEO's self-assessment** – The President and CEO will be encouraged to assess his or her own performance.
  - b. **External Reports** - Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Executive Committee. Such reports must assess the President and CEO's performance only against Board policies.
  - c. **Direct Board Inspection** - Discovery of compliance information by a Board member, a committee or the Board as a whole. This is an inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of Board compliance.
  - d. **Executive Committee Discussion** – Input can be gathered by the Executive Committee through a discussion process. Elements of the review can be discussed, and summarized and shared with the Board.
  - e. **Structured Evaluation Survey** – A structured survey instrument can be used to canvass opinions on the President and CEO's performance. The survey can seek input from a broad set of sources. Using this approach, people with different perspectives of the President and CEO's performance (Board members, senior management, staff, students and external individuals and organizations) are asked to provide input using a structured questionnaire. A designated person or a third-party can collect and summarize the confidential surveys.
9. To be most useful, performance indicators and the reporting system should be developed utilizing actual performance compared to planned results (targets). Variances to the above should be clearly shown. Commentary from College management should explain any significant variances, and provide recommended courses of action to address the variances.
10. The Chair of the Board will meet with the President and CEO to discuss the Board's conclusions to the performance evaluation process. These discussions will include the determination of the specific objectives and next steps that are to be the basis of the next evaluation.
11. The Board Chair will prepare a written summary of the evaluation and the meeting with the President and CEO to be placed in the President and CEO's file.

**REVIEWED and UPDATED: September 30, 2021**

<b>POLICY TYPE:</b>	<b>III. BOARD / PRESIDENT AND CEO RELATIONSHIP</b>
<b>POLICY TITLE:</b>	<b>D. PRESIDENTIAL SEARCH AND SELECTION</b>

1. The Board of Governors as a whole (excluding the current President and CEO) is responsible and accountable for selecting and appointing the President and CEO.
2. The objective of the Presidential search and selection process is to recruit the best qualified candidate for the role - an individual who will provide leadership for the College in accordance with Georgian's Mission, Vision, Values and Strategic Priorities.
3. The recruitment process should be initiated with enough lead time to allow for:
  - a. A seamless transition in the Office of the President and CEO, and;
  - b. Constituent input into the search and selection process. This would include academic, support and administrative staff, students, and other key stakeholders as determined by the Board.
4. The Presidential search and selection process should be both fair and equitable and should be characterized by rigor, thoroughness and objectivity. Any conflicts of interest must be declared and dealt with appropriately.
5. The Board of Governors approves the Presidential Search Protocol including its selection practices, recruitment techniques, etc. Presidential Search and Selection Operating Practices and Procedures and the Georgian College Recruitment and Selection Procedure provide the basic principles, guidelines and processes to be followed.
6. The process must comply with relevant legislation including but not limited to the Human Rights Code, Freedom of Information and Protection of Privacy.
7. A balance should be found between disclosure during the process and candidate confidentiality while complying with relevant legislation as per #6 above.
8. Flexibility and adaptability should be maintained throughout the Presidential search and selection process in order to attract top candidates.
9. Since there may be a significant time lapse between the commencement of the selection process and its completion, the Board will provide regular communications to the College community to identify the Board's progress during this selection process. These communications will be limited to identifying the particular stage of the process and accomplishments to date, and will not breach confidentiality.

**REVIEWED and UPDATED: September 30, 2021**

**POLICY TYPE:**  
**POLICY TITLE:**

**III. BOARD / PRESIDENT AND CEO RELATIONSHIP**  
**E. PRESIDENT AND CEO'S CONTRACT AND**  
**ADMINISTRATION OF TOTAL COMPENSATION**

1. The Board of Governors as a whole (excluding the current President and CEO) is responsible for and approves the President and CEO's contract. Under the direction of the Board, the Chair will negotiate the contract with an incoming President and CEO as part of the Presidential search and selection process.
2. The Board Chair will access and use appropriate resources, internal or external to the College, to ensure compliance with legislation, regulation and provincial policy with regard to the President and CEO's contract and total compensation. Such resources could include, but would not be limited to, Board Executive Assistant, senior administrative staff in the College, the College Employers Council and legal counsel.
3. In approving the President and CEO's compensation, the Board needs to assure itself that the compensation is:
  - a. Aligned with performance;
  - b. Equitable in relation to other positions within the College and the college system;
  - c. Compliant with legislation, regulation and provincial policy, and;
  - d. Fiscally responsible and publicly defensible.
4. The contract will outline total compensation including performance pay. The President and CEO's performance will be monitored and evaluated in accordance with Policy III. C. Monitoring and Evaluating the President and CEO's Performance.
5. In determining the annual performance pay for the President and CEO, the Chair will determine, using appropriate resources, any legislative, regulatory or provincial policy issues that may impact the College's ability to administer pay for performance as per the contract. The Chair will bring forward an appropriate recommendation to the Board regarding pay for performance based on the Executive Committee's review of the President's performance and its recommendation. (For further details reference III.C – Monitoring and Evaluating the President and CEO's Performance).
6. After the Board has assessed the President and CEO's performance and approved the President and CEO's performance pay, the Chair will provide direction, in writing, to the appropriate College department regarding the Board's decision relating to pay for performance. This will be maintained in the President and CEO's file.
7. The contract will be maintained in the President and CEO's file in Human Resources, which will be the sole official repository for the file. Any subsequent changes to the contract or renewals of the contract will be led by the Chair under the direction of the Board and will follow the procedures outlined above. Any contract modifications will be administered by the appropriate College department.
8. The Board of Governors must approve any perquisites for the President, in accordance with the Broader Public Sector Accountability Act. **REVIEWED and UPDATED: September 30, 2021**



<b>POLICY TYPE:</b>	<b>IV. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>A. GENERAL EXECUTIVE CONSTRAINT</b>

1. This policy is the most general of any executive limitations policy. All further executive limitations policies provide more specific constraints.
2. The President and CEO is granted the authority to use a reasonable interpretation of the Board's words and intent.
3. The President and CEO will not cause or allow any practice, activity, decision or organizational circumstance that is:
  - a. Imprudent, unethical, or unlawful;
  - b. Violates College Values as documented in the Board policy I. A.;
  - c. Violates commonly accepted business and professional practices and ethics, or;
  - d. Is contrary to Ministry policy or directive.
4. Incidents involving non-compliance by the President and CEO with the Executive Limitations imposed by Board policy will be investigated and dealt with by the Board of Governors using the Board's Protected Disclosure Policy and related College procedures.

<b>POLICY TYPE:</b>	<b>IV. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>B. TREATMENT OF STUDENTS</b>

1. With respect to interactions with students or individuals applying to be students, the President and CEO will not cause or permit conditions, procedures, or decisions which are unfair, unsafe, untimely, disrespectful or unnecessarily intrusive.
2. More specifically, the President and CEO will not:
  - a. Elicit information for which there is no clear necessity.
  - b. Use methods of collecting, reviewing, transmitting, or storing student information that fail to protect confidentiality, privacy and against improper access to the material.
  - c. Operate facilities without appropriate accessibility, privacy and dignity.
  - d. Allow students to be unaware of what may be expected and what may not be expected from the services offered to them by the College.
  - e. Fail to inform students, on a timely basis, of any changes made to policy, procedures, programs of study or services affecting them.
  - f. Allow students to be unaware of this policy or a way to be heard for persons who believe that they have not received treatment in accordance with a reasonable interpretation of this policy.
3. The President and CEO will not change student fees unless they are:
  - a. Reflective of the Board's Outcomes policies;
  - b. Approved annually by the Board of Governors, as required by government policy or regulation, and;
  - c. In the best interests of the College and its students.

**POLICY TYPE:**

**IV. EXECUTIVE LIMITATIONS**

**POLICY TITLE:**

**C. TREATMENT OF STAFF AND VOLUNTEERS**

1. With respect to treatment of paid and volunteer staff, the President and CEO will not cause or permit conditions, which:
  - a. Are unsafe, unfair, undignified or disrespectful;
  - b. Deny a process which is reasonable and prudent, or;
  - c. Are in violation of their human rights.
  
2. Accordingly, the President and CEO may not:
  - a. Employ staff without a job description, performance appraisal (formal or otherwise) and a means of systematic job evaluation;
  - b. Prevent staff or volunteers from appealing to the Board after appropriate College procedures have been followed and exhausted and where the employee or volunteer asserts that a significant violation of Board policy has occurred or such policy may be unlawful;
  - c. Violate the terms of Collective Agreements or any Terms and Conditions of Employment;
  - d. Operate without written personnel procedures that:
    - i. Clarify the rules for staff and volunteers;
    - ii. Provide for effective handling of disputes;
    - iii. Protect against wrongful conditions (e.g. nepotism and grossly preferential treatment for personal reasons.);
    - iv. Allow staff and volunteers to report, without retaliation on acts of omission, illegal acts or mismanagement;
    - v. Allow staff and volunteers to be unprepared to deal with emergency situations, and;
    - vi. Allow staff and volunteers to be unfamiliar with their rights and responsibilities.

**POLICY TYPE:**

**IV. EXECUTIVE LIMITATIONS**

**POLICY TITLE:**

**D. EXECUTIVE BACKUP**

1. The Board will ensure that it can sustain leadership within the College by identifying (in writing annually at the conclusion of the performance evaluation process for the President and CEO) the recommended candidate who will stand in for the President and CEO in the event that the President and CEO is unable to perform his or her duties due to an emergency or prolonged absence.
2. In order to protect the Board from such a sudden loss of chief executive services, the President and CEO will not have fewer than two other executives familiar with Board and Presidential issues and processes who can temporarily take over the direction of the organization on the decision of the Board.
3. In an emergency back-up situation, the Board will be required to address:
  - a. The selection of the appropriate candidate from among those identified in #2 above or any other candidate deemed suitable by the Board;
  - b. The training that may be required to support the individual in the role;
  - c. Any changes or limitations to the authorities delegated to the acting President and CEO, and;
  - d. The compensation that will be associated with the role.
4. Where an unplanned naming of a President and CEO is required, the Executive Committee will be responsible for bringing forward a recommendation to the Board. The final decision on a replacement for the President and CEO on an acting basis will be made by a motion of the full Board.
5. When the President and CEO has a planned absence for longer than the normal vacation period, the President and CEO will make a recommendation to the Board concerning who should act for the President and CEO during his / her planned absence. The President and CEO and the Board will agree on the selection for acting President and CEO or any other arrangement to provide interim chief executive services.
6. If the Board determines that the President and CEO is unable to perform his / her duties and responsibilities, the Board may appoint an acting President or make any other arrangements for the provision of chief executive services.
7. To ensure succession planning at the senior management level of College staffing, the President and CEO will maintain on file a current process to be followed in the event of a vacancy at the Senior Team level.

<b>POLICY TYPE:</b>	<b>IV. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>E. COMPENSATION AND BENEFITS</b>

1. With respect to the employment, compensation and benefits of employees, contract staff and volunteers, the President and CEO will not:
  - a. Conduct himself / herself in a reasonable or imprudent manner;
  - b. Cause or allow jeopardy to the fiscal integrity or public image of the College, or;
  - c. Permit the college to be other than in compliance with legislation, regulations and public policy.
  
2. The President and CEO will not:
  - a. Change the President and CEO's own compensation and benefits, except those benefits that are consistent with the benefits provided to all other employees.
  - b. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
  - c. Create obligations over a longer term than revenue can be reasonably projected.
  - d. Promise or imply guaranteed or permanent employment.
  
3. The President and CEO is accountable to ensure adherence to the Perquisite Directive of the Government of Ontario. To that end, the President and CEO will ensure that:
  - a. All perquisites are approved, in writing, by the President prior to these being provided to the individual.
  - b. There is appropriate record keeping for verification and audit purposes.
  - c. The College will ensure summary information regarding allowable perquisites is produced annually and made publically available upon request.

**POLICY TYPE:**

**IV. EXECUTIVE LIMITATIONS**

**POLICY TITLE:**

**F. COMMUNICATION TO THE BOARD**

1. With respect to providing information and counsel to the Board, the President and CEO will not permit the Board to be uninformed or unsupported in its work.
2. The President and CEO will not:
  - a. Neglect to submit performance-related data required by the Board in a timely, accurate and understandable fashion, directly addressing the Board policies being monitored.
  - b. Let the Board be unaware of any relevant trends and issues or significant incidental information including anticipated adverse media coverage, related key messages, threatened or pending lawsuits, material external and internal changes or updates (including labour relations and human rights), progress on the College's strategic plan or changes in the assumptions upon which any Board policy has previously been established.
  - c. Fail to provide for the Board adequate, timely and accurate information from a variety of points of view as needed for fully informed Board decisions. Such information will not be unnecessarily complex or lengthy in form.
  - d. Allow the Board to be without workable mechanisms for official Board, officer or committee communications.
  - e. Fail to deal with the Board as a whole except when:
    - i. Fulfilling individual requests for information or consulting with an individual Governor, or;
    - ii. Responding to officers or committees duly charged with delegated authority by the Board.
  - f. Allow the Board to be unaware or fail to report to the Board, in a timely manner, an actual or anticipated non-compliance with any policy of the Board, particularly outcomes or executive limitations policies, regardless of the Board's performance monitoring schedule.
  - g. Fail to take appropriate action and obtain Board approval for responsibilities delegated to the President and CEO required by law or contract to be Board-approved.
  - h. Fail to ensure the Board is regularly apprised of the status of the budget in relation to significant external and internal issues, particularly changes in the assumptions upon which the budget has previously been approved by the Board.

**POLICY TYPE:**

**IV. EXECUTIVE LIMITATIONS**

**POLICY TITLE:**

**G. OCCUPATIONAL HEALTH AND SAFETY**

1. With respect to the health and safety of all employees, students and visitors, the President and CEO will not allow the College to operate without fulfilling its obligations under all relevant legislation and regulations.
2. Georgian College is committed to promoting a healthy and safe environment for all employees, students and visitors. The Occupational Health and Safety Policy incorporates the Internal Responsibility System which is an underlying principle of the Occupational Health and Safety Act (OHSA).
3. The OHSA and its accompanying regulations describe the minimum standards for workplace health and safety. The President and CEO will ensure responsibility for health and safety is incorporated within the College's management structure and responsibilities with the capacity to address health and safety issues and concerns in a timely and appropriate manner.
4. All members of the Board and officers of the College will take reasonable care to ensure that the College complies with the OHSA and Regulations and orders and requirements of inspectors, directors and orders of the Minister.
5. The Board is accountable for fulfilling the employer's obligations under the OHSA.
6. The Board will delegate the responsibility and the authority to carry out these duties to the President and CEO.
7. The President and CEO must establish a health and safety statement that will be posted at all College locations and the internal systems for effective health and safety program management with regular reporting to the Board.

<b>POLICY TYPE:</b>	<b>IV. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>H. FINANCIAL CONDITION</b>

1. The President and CEO will not allow the financial condition to develop which would place the College in fiscal jeopardy.
2. The President and CEO will not permit financial practices within the College that fail to comply with government legislation and regulations, and policy and directives issued by the Ministry of Training, Colleges and Universities.
3. The President and CEO will not operate without an annual budget.
4. The President and CEO will ensure that the annual budget:
  - a. Is approved by the Board of Governors;
  - b. Is reflective of the Outcomes policies of the Board;
  - c. Follows government regulations and Ministry directives;
  - d. Explains significant assumptions and risks;
  - e. Uses reasonable and conservative estimates, and;
  - f. Contains sufficient information to ascertain annual operating revenues and expenditures.
5. While operating under the approved annual budget, the President and CEO will not allow:
  - a. Changes in expenditures that deviate significantly from the approved budget;
  - b. Changes to the budget that cause deviation from the Board's Outcome policies, or;
  - c. Use of the College's financial resources that contravenes the underlying intent of the annual budget.
6. At the end of each fiscal year, the President and CEO will not fail to prepare and submit audited financial statements for the approval of the Board.
7. The President and CEO will not access reserve / restricted funds without Board approval.
8. The President and CEO will not use reserve / restricted funds in a manner that fails to comply with their stated purpose, and applicable statutes and regulatory requirements.
9. The President and CEO will report all uses of the restricted funds to the Board of Governors on an annual basis in conjunction with the presentation of the financial statements.
10. The President and CEO will not enter into any new or modified credit facility.
11. The President and CEO will ensure that the College makes no financial contributions to political parties, constituency associations, candidates and leadership contestants.



**POLICY TYPE:**

**IV. EXECUTIVE LIMITATIONS**

**POLICY TITLE:**

**I. PROCUREMENT AND ASSET MANAGEMENT**

1. The President and CEO will not allow assets to be unprotected, inadequately insured or maintained, or unnecessarily risked. Assets are all tangible properties, such as land, buildings, furniture and equipment, and intangible properties, such as patents, copyrights, franchises, reputation and trademarks.
2. Accordingly, the President and CEO will not permit the College to:
  - a. Operate without appropriate insurance coverage that provides comprehensive protection at competitive rates for College property and appropriately insures the College against claims of loss or liability by Board members, staff, students, clients, volunteers, and the general public.
  - b. Acquire, encumber, or dispose of real property without Board approval.
  - c. Dispose of other College assets without ensuring the implementation of appropriate controls and procedures to maximize the proceeds from the disposal.
  - d. Operate without appropriate internal financial controls and procedures in place.
  - e. Make any purchase / procurement:
    - i. Not in accordance with sound, established purchasing procedures that incorporate competitive principles and consider a variety of factors including price and quality;
    - ii. Without appropriate protection against conflict of interest;
    - iii. That could reasonably lead to the personal benefit of a College employee or Board member or could be to the detriment of the College;
    - iv. In a manner wherein suppliers of goods and services are not treated in a fair and respectful manner, or;
    - v. Without a Board-approved Approval Authority Schedule and obtaining all of the necessary purchasing procedure approvals, including the Board's approval for the requisition of all goods, services and consulting services in excess of \$1,000,000.
  - f. Fail to ensure that the College's physical plant and equipment are appropriately serviced and maintained to extend equipment life and ensure safe and reliable operation.

<b>POLICY TYPE:</b>	<b>I. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>J. CAPITAL AND LEASE EXPENDITURES</b>

1. a) The President and CEO will not allow commitments for budgeted capital project expenditures or the total budget cost of any lease to exceed \$1,000,000 without Board review and approval. The President and CEO shall not allow for unbudgeted capital expenditures or the total unbudgeted cost of any lease to exceed 20% of the value of an approved capital project or maximum of \$400,000, without Board review and approval.
 

b) Upon Board approval of a capital project involving multiple expenditures, individual expenditures that exceed the aforementioned are deemed to be approved within the approval of the project as a whole, provided there has been no material change to the project or its budget.
2. The President and CEO will not:
  - a) Allow unbudgeted capital projects of greater than \$1 million in cost to the College to be submitted for third party funding consideration without providing the Board with adequate information and documentation for it to consider the appropriateness of such a proposal.
  - b) Allow the Board to be uninformed of:
    - i. Any third party funding approvals of any unbudgeted capital project of greater than \$1 million in cost to the College or where the third party requires Board approval/confirmation of the project before it can proceed.
    - ii. The progress that is being made on major capital projects and their budgets once they are underway.

<b>POLICY TYPE:</b>	<b>IV. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>K. INVESTMENTS</b>

1. The President and CEO will develop appropriate investment procedures for the investment of College funds that are not required for immediate use. Such procedures will ensure that the funds are invested in a manner which does not:
  - a. Fail to comply with Ministry directive or policy;
  - b. Fail to safeguard the funds by exercising inadequate due diligence to be satisfied of the financial soundness of the institution utilized for investment purposes;
  - c. Allow the College's investments to face undue investment risk exposure;
  - d. Fail to provide a reasonable and competitive rate of investment return for the College;
  - e. Prevent the College from meeting all of its liquidity requirements, or;
  - f. Put at risk the preservation of the College's capital.
  
2. With regard to Endowment Funds, the President and CEO will not allow funds to be managed under practices that do not:
  - a. Incorporate the "prudent investor" concept, and;
  - b. Are compliant with the Code of Ethics and Standard of Professional Conduct adopted by the Association for Investment Management and Research.

POLICY TYPE:

**IV. EXECUTIVE LIMITATIONS**

POLICY TITLE:

**L. TRAVEL, MEALS AND HOSPITALITY**

1. The President and CEO will not allow damage to the College's reputation or image regarding reimbursement for travel, meals and hospitality expenses for College employees. Accordingly, the President and CEO will not:
  - a. Operate without appropriate procedures in place and adhered to with regard to incurring and reimbursing travel, meals and hospitality expenses. Such procedures will:
    - i. Be clear, easily understood, and available to the public and should ensure that College funds are used prudently and responsibly, and;
    - ii. Ensure that the College is in compliance with all appropriate legislation, regulation and government directives and policies.
  - b. Allow other than legitimately authorized expenses incurred during the course of the business of the College to be reimbursed.
  - c. Allow expenses to be incurred or claimed in any manner unless it is publicly defensible and will not harm the College's reputation for prudent financial management.
  - d. Fail to maintain good record-keeping practices for verification and audit purposes.
2. Members of the Board of Governors are to comply with the College procedures related to travel, meals and hospitality.

**POLICY TYPE:**

**IV. EXECUTIVE LIMITATIONS**

**POLICY TITLE:**

**M. PROTECTIVE DISCLOSURE (WHISTLEBLOWER)**

1. To support the intent that the College's affairs be conducted legally, ethically and with integrity, the President and CEO will not allow the College to operate in the absence of a protective disclosure procedure. This procedure will have the following characteristics:
  - a. It will clearly indicate who and how this procedure can be initiated and it will be readily accessible to those who may invoke it.
  - b. Who will conduct an investigation will be named including the potential use of an external third party. In situations where the disclosure is related to a Board matter, a Board member or the President, the disclosure would be submitted to the Chair of the Board.
  - c. Assurances will be provided about no retaliation being taken by those submitting a written disclosure under the procedure. At the same time, there will be a fair and just investigative process that also protects the rights of the individual against whom the assertions have been made.
  - d. Confidentiality in the investigative process to the degree that it can be reasonably maintained.
  - e. It will outline the potential repercussion for those who in using the procedure submit a report they know or ought reasonably to have known was false.
  - f. The procedure will include information about how anonymous submissions will be handled.
2. The CEO and President will submit to the Board an annual report summarizing the resolution of all disclosures under this policy.

<b>POLICY TYPE:</b>	<b>IV. EXECUTIVE LIMITATIONS</b>
<b>POLICY TITLE:</b>	<b>N. SEXUAL VIOLENCE POLICY</b>

All members of the Georgian College community have a right to work and study in an environment that is free from sexual violence. Sexual violence includes any sexual act – whether physical or psychological in nature – that is committed, threatened or attempted against a person without the person’s consent, and includes but is not limited to sexual assault, sexual harassment, stalking, indecent exposure, voyeurism and sexual exploitation.

To support an environment that is free from sexual violence, the President and CEO will not allow the college to operate in the absence of a sexual violence procedure. The procedure will:

1. ensure those affected by sexual violence are believed and appropriately accommodated and ensure the college has a process of investigation that protects the rights of individuals and holds individuals who commit an act of sexual violence accountable
2. outline how all reported incidents of sexual violence will be investigated to the best of the administration’s ability and in a manner that ensures due process; it will ensure individuals feel comfortable making a report in good faith about sexual violence they experience or witness
3. stipulate the appropriate college procedures and or legislation that outlines the accountability mechanisms the college may rely upon including but not limited to:
  - a. Student Code of Conduct
  - b. Employee Code of Conduct
  - c. Human Rights Code
  - d. Occupational Health and Safety Act
  - e. Criminal Code
4. recognize that sexual violence can occur between individuals regardless of sexual orientation, gender, gender identity or relationship status as described in the Ontario *Human Rights Code*
5. recognize that individuals who have been affected by sexual violence may experience emotional, academic or other difficulties and are entitled to support, services and accommodations from the college
6. protect the confidentiality of persons involved in a report of sexual violence to the greatest extent possible without compromising the safety of others
7. provide clear direction on how to report an incident of sexual violence and where to access supports, services and accommodations for those affected by sexual violence

This policy and its related procedure applies to all members of the college community including employees, governors, students, contractors, suppliers, volunteers and visitors.

The college will initiate and embed systems and processes to ensure the college procedure is effective such as educational campaigns, mandatory training, performance plan objectives and climate surveys.

The President and CEO will report to the ministry and the board on an annual basis in accordance with ministry directives and/or legislative requirements.

**REVIEWED and UPDATED: October 1, 2019**