

# Coast Mountain College Board Governance Handbook

February 2026









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# 1 Overview of Handbook

## 1.1 Introduction

This document defines and describes the respective roles, responsibilities, and terms of reference of the Board of Governors of Coast Mountain College (CMTN), the committees of the Board, and the Members of the Board.

## 1.2 About Coast Mountain College

Coast Mountain College, previously Northwest Community College (NWCC), is an accredited post-secondary institution that serves the rich and diverse communities and learners of BC's beautiful Northwest region.

Established in 1975 in Terrace, BC, CMTN has three robust campuses serving 34 communities, 21 of which are First Nations communities. The College provides students with innovative programs that lead to sustainable careers for people in the North. Our campuses are located in Prince Rupert, Smithers, and Terrace.

CMTN offers college access programs, small class sizes, health and human services programs, online programs, university credit programs, and trades foundation and apprenticeship programs. CMTN also offers innovative and flexible mobile training, reaching communities beyond its campuses.

CMTN aims to be the college of choice for experiential, place-based learning, allowing students to learn both in the classroom and in the spectacular outdoor spaces that are so unique to this part of Canada.



## **2 Acknowledgements**

### **2.1 Territorial Acknowledgement**

Coast Mountain College respectfully acknowledges the unceded traditional territories of the Haida, Ts'msyen, Nisga'a, Haisla, Gitksan, and Wit'suwit'en Nations where students, staff, and faculty are privileged to work, learn, and live.

CMTN also acknowledges our close neighbours of the Tahltan Nation.

We are grateful to learn from our Indigenous partners and respectfully seek to build lasting relationships with the communities we serve.

### **2.2 North Island College Acknowledgement**

Coast Mountain College gratefully acknowledges North Island College's willingness to allow us to base this handbook on their previously published *North Island College Board Governance Manual*, Version 2, which was approved in 2023. Their outstanding trailblazing effort has gone a long way toward facilitating the development of this document.



### 3 Definitions

In this handbook the terms used are as defined below:

Term	Definition
<b>Act</b>	The <a href="#">College and Institute Act</a> of British Columbia
<b>Board</b>	The Board of Governors of Coast Mountain College.
<b>Board Chair</b>	The individual elected by the Members of the Board to serve as Chair of the Board of Governors of Coast Mountain College.
<b>Board Executive Committee</b>	The committee that assists the Board by fulfilling its obligations and responsibilities relating to the oversight of the President, acts in the place of the Board between regularly scheduled Board meetings and performs the other responsibilities that are delegated or assigned to it by the Board.
<b>Board Member or Member</b>	An individual Appointed by order-in-council, elected, or serving in an ex-officio position on the Board of Governors of Coast Mountain College.
<b>Board-Only Meeting</b>	A meeting of the Board that is only attended by Members of the Board and attendees invited by the Board Chair.
<b>Board Vice-Chair</b>	The individual elected by the Members of the Board to serve as Vice-Chair of the Board of Coast Mountain College.
<b>Closed Door Meeting</b>	A meeting of the Board that, due to the confidential nature of the discussion, is closed to any member of the College Community or public.
<b>College Administration</b>	Employees employed by Coast Mountain College who are excluded from a bargaining unit.
<b>College Community</b>	The internal CMTN community and the communities external to CMTN. Internally, community includes students, employees, Elders, and alumni. External communities include First Nations, Indigenous communities, local businesses, non-governmental organizations and groups, schools and educational centres, and all levels of government.
<b>Crown Agencies and Board Resourcing Office (CABRO)</b>	The <a href="#">government agency</a> that oversees the recruitment and recommendation of candidates for order-in-council appointments to Crown corporations, agencies, boards and commissions, and provides public sector governance advice and training.
<b>Declaration Act (DRIPA)</b>	The <a href="#">Declaration on the Rights of Indigenous Peoples Act</a> , also known as DRIPA.
<b>Education Council (EdCo)</b>	The Coast Mountain College <a href="#">Education Council</a> as authorized under the <a href="#">Act</a> .
<b>Extraordinary Meeting</b>	A meeting of the Board called by the Board Chair to address matters pertinent to the Board when delaying until the next regular meeting is not feasible.



Term	Definition
<b>Faculty</b>	Any employee employed by Coast Mountain College and represented by Canadian Union of Public Employees (CUPE) Local 2409, Federation of Post-Secondary Educators of BC (FPSE) Local 11, or BC General Employees' Union (BCGEU) Local 712.
<b>Finance and Audit Committee</b>	A standing committee of the Board that assists the Board in fulfilling its obligations and responsibilities relating to financial and audit oversight, including but not limited to, the College's operating and capital budgeting process, financial reporting, the internal and external audit processes, the system of internal controls, financial risk management and statutory obligations under the <a href="#">Act</a> .
<b>First Nations Council (FNC)</b>	The body that helps shape CMTN's cultural and educational relevancy to Indigenous communities and learners.
<b>Government</b>	The Government of the Province of British Columbia.
<b>Leadership Team</b>	The senior administration responsible for executive decisions at Coast Mountain College. Leadership Team is chaired by the President and includes Vice Presidents, Associate Vice-Presidents, and senior direct reports to the President.
<b>Minister/Ministry</b>	The <a href="#">Minister and Ministry</a> within the Government of the Province of British Columbia that is responsible for colleges, institutes, and agencies.
<b>Policy Review Committee</b>	A standing committee of the Board that provides advice on the development of policies and procedures, and provides a forum for regular policy and procedure review.
<b>President &amp; CEO</b>	The individual appointed by the Board to act as the President and chief executive officer (CEO) of Coast Mountain College.
<b>Public Sector Employers' Council (PSEC)</b>	The <a href="#">Government agency</a> responsible for strategic coordination of labour relations, total compensation planning and human resource management for the broader provincial public sector.
<b>Regular Meeting</b>	A meeting of the Board that is open to the public and the College community.
<b>Support Staff</b>	Any employee employed by Coast Mountain College and represented by BC General Employees' Union (BCGEU) Local 712.
<b>The College</b>	Coast Mountain College (CMTN).



## 4 College Governance Framework

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

In accordance with the Act, the Board of Governors is responsible for managing, administering, and controlling the property, revenue, expenditures, business, and affairs of CMTN<sup>1</sup>. The Board oversees the conduct of the business and affairs of the College and appoints and provides direction to the President, who is responsible for the day-to-day operations. Therefore, the Board’s role is one of governance and oversight of the overall direction and performance of the College.

In accordance with the Act, the Board may make bylaws for the orderly conduct of its affairs<sup>2</sup> (“Bylaws”).

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

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

The Board of Governors [Bylaws](#) are available on the CMTN website.

### 4.1 Mandate Letters – Directions from the Minister

Within the Government of the Province of British Columbia, responsibility for colleges, institutes, and agencies lies with the Minister for Post-Secondary Education and Future Skills (“Minister”).

Directives from the Minister come to the College in the form of an [annual mandate letter](#) that outlines key strategic priorities for the upcoming fiscal year. All Board Members are required to review the mandate letter annually to confirm their commitment to the key strategic priorities. By Board resolution, the mandate letter is approved, after which the Chair of the Board signs it on behalf of the Board and authorizes its publication on both the Ministry and College websites.

### 4.2 The Board, the Education Council and the First Nations Council

CMTN operates under a unique governance system wherein the Board of Governors (BoG) works in partnership with both the [Education Council](#) (EdCo) and [First Nations Council](#) (FNC).

Together, these three bodies operate, according to provincial legislation, to represent the people of the Northwest region in determining appropriate organizational performance. In broad terms, EdCo’s roles and responsibilities cover academic governance, FNC’s roles cover Indigenization, while the Board’s role is one of stewardship and ensuring that the College fulfills its mandate.

The Board approaches its task in a manner which emphasizes strategic leadership more than administrative detail, the clear distinction of Board and staff roles, future rather than past or present, and proactivity.

<sup>1</sup> *College and Institute Act*, s. 19(1)(b).

<sup>2</sup> *College and Institute Act*, s 19(1)(a).



In accordance with the Act, the Board may seek advice from the Education Council. When the Board wishes to obtain such advice, it will do so by bringing a motion before the Board requesting that a specific matter be referred to the Education Council for consideration and advice. The Education Council will review the referred matter and provide its advice to the Board.

The Board has joint approval powers with EdCo over matters specified in the Act, and both EdCo and FNC advise the Board on the development of educational policy for other matters. The EdCo Chair is a non-voting Member of the Board and is the primary representative of EdCo to the Board<sup>3</sup>. In addition, the Act provides that the Board may appoint a Member of the Board to be a non-voting member of EdCo to serve for one year<sup>4</sup>.

The FNC Chair also has a seat on the Board and provides direction for the Indigenization of curricula and other College initiatives, such as the raising of totem poles on each campus, the involvement of Traditional Territorial Chiefs and Matriarchs in College celebrations, and the use of Indigenous place names for buildings and the College boat, Na Malsga Aks.

[Crown Agencies and Board Resourcing and Development Office \(CABRO\)](#) is responsible for establishing guidelines for appointments and monitoring the process. The Ministry of Post-Secondary Education and Future Skills recommends the appointment of a candidate to the Lieutenant Governor in Council. For information on how to apply for a Board position see the [Crown Agencies and Board Resourcing and Development Office](#) website.

#### **4.2.1 Governance Authority Matrix**

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

### **4.3 Indigenous Governance**

The [Declaration on the Rights of Indigenous Peoples Act \(Declaration Act\)](#) establishes the United Nations Declaration on the Rights of Indigenous Peoples (UN Declaration) as the Province's framework for reconciliation, as called for by the Truth and Reconciliation Commission's [Calls to Action](#). The *Declaration Act* aims to create a path forward that respects the human rights of Indigenous<sup>5</sup> Peoples while introducing better transparency and predictability in the work non-Indigenous people do with Indigenous people.

#### **4.3.1 First Nations Council**

In 1996 the Board of Governors created a First Nations Council to provide a process of direct consultation with First Nations communities in the College region, with the intended outcome that feedback would provide direction in the strategic and operational planning of the College through a policy framework. Communication links have been implemented through the regular reports to the Board from the Chair of First Nations Council.

The FNC Chair is elected by the members of the Council and has a seat on the College Board. When the FNC Chair is unable to attend Board meetings, the FNC Vice-Chair attends in their place. FNC Chairs are elected for a two-year term. All policies and bylaws that govern the affairs of the Board apply equally to FNC members in the same manner as other Members of the Board.

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<sup>3</sup> *College and Institute Act*, s. 9(1) and s. 13.

<sup>4</sup> *College and Institute Act*, s.15(5).

<sup>5</sup> Definition of Indigenous -The term Indigenous is inclusive of the First Nations, Métis and Inuit Peoples served by Coast Mountain College.



The FNC's focus is to develop policy recommendations based upon the educational issues and strategies of First Nations Communities to increase student success rates in the Northwest region. FNC policy recommendations focus on student advocacy, program promotion, curriculum design, cultural issues and content, program and education service evaluation, and assist CMTN in improving its relationships with First Nations communities.



## 5 The Board

### 5.1 Board Composition

The composition of the Board under Part 3, Article 9 of the Act includes<sup>6</sup>:

- eight or more persons Appointed by the Lieutenant Governor in Council (order-in-council Appointed Board Members)
- one person on the faculty of the institution, elected by the faculty members
- two students of the institution, elected by the students
- one support staff of the institution, elected by the support staff
- the President (non-voting)
- the Chair of the Education Council (non-voting)

In addition, the Chair of the First Nations Council is a member of the CMTN Board of Governors.

In alignment with Coast Mountain College's ongoing commitment to reconciliation, and in honour of the Truth and Reconciliation Commission's 94 Calls to Action and the United Nations Declaration on the Rights of Indigenous Peoples (UNDRIP), the College took a significant governance step in 2012 by adding the Chair of the First Nations Council to the Board of Governors' composition.

In June 2023, the Board further strengthened this commitment by passing a resolution to elevate the position from a non-voting to a voting seat. While this voting seat now formally participates in Board decisions, it is important to note that under the current provisions of the College and Institute Act, the vote cannot serve as a tiebreaker.

In the event of a tie, voting will pause to allow for further discussion among Members, followed by either a revote within the same meeting or a postponement of the decision to a future meeting. This approach reinforces the Board's dedication to respectful dialogue, consensus building, and inclusive decision-making rooted in reconciliation.

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

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

### 5.2 Board Members' Terms

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

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<sup>6</sup> *College and Institute Act*, s. 9(1) and s. 13.

<sup>7</sup> *College and Institute Act*, s. 11(1) and (2).





Board Members appointed by order-in-council serve as community representatives from the regions served by the College for an initial term that is typically one to three years. While members generally do not hold office for more than six consecutive years, in some situations it may be appropriate that Members serve for more than six years<sup>8</sup>.

### 5.3 Terms of Reference for Student Representatives

A student elected to the Board must be in good standing<sup>9</sup> for a period consistent with the appointment. If an elected student fails to maintain good standing, the position will be declared vacant, triggering a by-election. Through annual student elections, two students representing different regions and programs are elected from the student body to serve on the College Board.

Students are elected for a one-year term, from October 1<sup>st</sup> through to September 30<sup>th</sup>. All policies and bylaws that govern the Board apply equally to student representatives in the same manner as other Members of the Board. Student representatives are Members of the Board with rights to participate in all Board activities and discussions, including moving motions and voting, except where there is a potential or real conflict of interest.

### 5.4 Succession and Appointment Process

#### 5.4.1 Responsibility

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

#### 5.4.2 Identifying Required Skills and Experience

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

To identify the desired skills and experience, the Board Chair develops and analyzes a Board skills and experience matrix to determine:

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

##### 5.4.2.1 Specific Skills and Experience

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

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

<sup>9</sup> Having a minimum course load of 60% with no severe academic sanctions, enrolment restrictions, conduct sanctions, or outstanding fees and/or fines.



#### **5.4.2.2 Board Leadership**

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

#### **5.4.2.3 Diversity**

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

#### **5.4.3 Appointed Board Member Recruitment**

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

### **5.5 Board Member Position Descriptions**

#### **5.5.1 Personal Attributes**

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

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

#### **5.5.2 Core Values**

Board Members observe aspects of the core values of CMTN relevant to Board governance, in particular the provisions related to purpose, vision, and integrity.

- Our Core Purpose – We create adventurous pathways to transform lives.
- Our Vision – By 2027, we will be the college of choice for experiential, place-based learning<sup>10</sup>.

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<sup>10</sup> This vision is also described as CMTNs 'Big Hairy Audacious Goal!'



### 5.5.3 Board Expectations

The Board expects of itself and its Members ethical and businesslike conduct. This includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board Members.

To distinguish a Board Member's own unique responsibilities from the work of staff, the Board will concentrate its efforts on linking the College organization:

- with the people of the CMTN region
- with governance in the college and institute system in British Columbia
- with government
- provincially, nationally, and internationally.

The Board in its commitment to excellence in governing will:

- operate in all ways mindful of its responsibilities under the *BC College and Institute Act* and governing legislation
- strive for continuous improvement.

If the Board has reasonably determined that a Member has breached its code of conduct, it may petition the Minister to revoke the appointment of the Member.

### 5.5.4 Duties and Responsibilities

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

- exemplifying ethical behaviour as per Section III.3, Board Code of Conduct in *CMTN Board of Governors Bylaw*
- participating in the orientation program for new Board Members and the ongoing professional development (for the Board or for an individual Board Member) and other Board processes, such as evaluations of the Board's performance
- consistently attending meetings of the Board and Committee(s) on which they serve
- being prepared and well-informed about relevant issues (by reading materials or otherwise)
- devoting the necessary time and attention to be able to make informed decisions on issues that come before the Board, bringing their own experience, judgment, and influence to bear constructively on issues
- advising the Board Chair and President in advance of introducing significant and previously unknown information
- working with CMTN's First Nations Council (FNC) to ensure an effective link between the Board and the FNC and to receive regular reports from the FNC Chair or Vice-Chair
- monitoring and discussing the Board's process and performance at each meeting, ensuring consistency with the mandate letter
- understanding the difference between governing and managing, focusing inquiries on issues related to strategy, policy, implementation, and results rather than issues relating to the day-to-day management of CMTN
- analyzing issues from many perspectives, considering the impact of decisions on CMTN's internal and external environments (e.g., students, faculty, support staff, government[s], broader community, First Nations and Indigenous communities)



- creating and maintaining a cooperative and supportive relationship with its President
- being available as a resource to the Board and the President
- maintaining clear distinctions between Board and President roles
- attending CMTN events and activities
- supporting the work of the CMTN Foundation
- supporting Board decisions in a positive manner.

#### **5.5.5 Governance Commitment**

The Board will:

- work diligently to ensure the College has a strategic plan, is enacting the strategic goals and outcomes established for the College, and is operating in alignment with the mission, vision, values, and outcomes of CMTN
- appoint the President and determine their term of office and remuneration
- govern CMTN in accordance with their fiduciary obligations to act honestly and in good faith in the best interest of the College
- demonstrate governance in keeping with the CMTN values and operating principles (Section 4.00).
- represent the interest of the Board as a whole.

The Board will not intrude on the prerogative and responsibilities of management unless in exceptional circumstances such as:

- the departure of the President with no clearly acceptable successor available
- extraordinary circumstances, including serious financial difficulties.

#### **5.5.6 Communication**

Board Members are expected to:

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

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

#### **5.5.7 Independence**

Board Members are expected to:

- speak and act independently while remaining a team player
- express points of view for the Board's consideration even when they may seem contrary to other opinions previously expressed.



### 5.5.8 Committee Work

Board Members are expected to:

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

### 5.5.9 Relationship with CMTN Employees

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

Requests for information should be directed through the Board Chair to the President. Board Members may direct questions or issues regarding CMTN's performance through Board and Committee meetings, or through the Board Chair to the President. Board Members may contact the Director of the President's Office for general information.

### 5.5.10 Education Council Chair Board Member

The Chair of the Education Council (EdCo) serves on the Board as an ex officio Member<sup>11</sup> and is not entitled to vote. When serving on the Board, the Chair of EdCo is expected to:

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

### 5.5.11 First Nations Council Board Member

The Chair of the First Nations Council serves on the Board as a Member of the Board. When serving on the Board, the Chair of the FNC is expected to:

- provide insight on the views of FNC in relation to issues under discussion by the Board
- provide advice in decision-making processes and policies
- provide insight into the systems of governance and functioning of FNC
- share information about the College with FNC.

### 5.5.12 Board Members Elected by Constituencies

Elected Board Members bring the knowledge and perspective of their constituencies. However, they may not act as if delegated by the group they represent and may not be bound in any way by mandates given to them by others. As noted by the Act, all Board Members are responsible for acting in the best interests of CMTN.<sup>12</sup>

<sup>11</sup> 9 *Ex officio* means that the individual serves on the Board by reason of their position as Chair of Education Council.

<sup>12</sup> College and Institute Act, s. 8.2.



### 5.5.13 Meeting Attendance

Meeting attendance records are publicly disclosed in meeting minutes. Pursuant to the Act, unless excused by Board resolution, any Board Member who fails to attend three consecutive regular meetings of the Board, without notice, will be deemed to have vacated their position and will no longer be considered a Board Member.<sup>13</sup>

### 5.5.14 Resignation and Removal

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

Pursuant to the Act, the Lieutenant Governor in Council may, on a resolution passed by at least a two-thirds majority vote of the Board, remove a Board Member from the Board if the Board is satisfied that the individual should be removed for just cause.<sup>14</sup>

### 5.5.15 End of Term

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

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

### 5.5.16 Board Vacancy

The Board may declare a vacancy on the board when:

- a Member resigns or passes away
- a Member, other than the President, fails to attend three consecutive meetings without the Board Chair's permission, which may be given retroactively
- a Membership is terminated when an elected or Appointed Member becomes incapable of acting as a member to the appointing or electing body and has provided written notice to terminate. (Reference [Board Resourcing and Development Office of the Premier, Province of British Columbia](#)).

When an elected or Appointed Member's position is vacant the Board, through the Chair, must notify the body of the elected or appointed vacancy, and request that the vacancy be filled for the remainder of the term.

When the Board has reasonably determined that a Member has breached the Board of Governors' code of conduct, it may petition the Minister to revoke the appointment of the Member.

## 5.6 Board Chair Position Description

### 5.6.1 Election and Term

The Board Chair is elected from the Appointed Board Members. The Chair may continue to serve in this capacity for the duration of their appointment term that is in effect at the time of election. An Appointed Board Member who has served as Chair may be re-elected to serve consecutive terms, provided that their appointment to the Board remains active.

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<sup>13</sup> College and Institute Act, s. 59(7).

<sup>14</sup> College and Institute Act, s. 11(3).



New Board Members should spend at least one year on the Board before being considered for the position, first, of Vice Chair and then Chair.

### 5.6.2 Role

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

### 5.6.3 Responsibilities

The role of the Chair is primarily to ensure the integrity of the Board's governance process and the establishment and monitoring of CMTN's organizational performance with significant influence on the organization's viability and success. Except as they may delegate otherwise, the Board Chair represents the Board at all official functions sponsored by the Board and at all functions at which the Board is to be formally represented. The Chair may also serve as an ex-officio Member of Board Committees where they are not appointed as a full Member.

The Board of Governors' sole official connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer, titled President & CEO.

#### 5.6.3.1 Working with the President & CEO

The Chair, along with the Board Executive Committee, is designated to work with the President. The Chair and the President will ensure that regular ongoing communication occurs between the two parties. Only motions passed by the Board of Governors are binding on the President. Accordingly, decisions or instructions of individual Board Members, or committees are not binding on the President. The Board of Governors acting as a body can employ, terminate, discipline, direct, or change the conditions of employment of the President.

The President is the Board of Governors' only link to operational achievement and conduct. Authority and accountability of staff are considered the authority and accountability of the President. Accordingly, the Board of Governors will view the President's performance as identical to organizational performance, so that organizational accomplishment of the Board's stated Ends and compliance with the Executive Limitations/Key Performance Indicators will be viewed as successful President's performance.

The Board Chair also:

- fosters a respectful, constructive relationship between the Board and the President
- acts as a sounding board and counselor for the President, including helping to identify problems and ensuring the President is aware of issues of the Board and communities
- works with the President to ensure effective relations with the Government and interested parties according to Board policy and legal/statutory requirements
- subject to Board approval and together with the President, executes on behalf of the Board all contracts and instruments which commit the Board and College to its responsibilities, obligations, duties, and liabilities
- liaises with the [Public Sector Employers' Council \(PSEC\) Secretariat](#) during the presidential appointment process and if required, during the annual compensation review
- seeks to ensure that the President presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities





- assists the Board, in collaboration with the President, in developing Board Member criteria and potential candidates to be recommended to the Government for appointment
- reviews the President's development and succession plan annually.

### **5.6.3.2 Board Operations**

The Board Chair:

- in concert with the President and Board Executive Committee, develops and sets Board meeting agendas, through a process facilitated by the Director of the President's Office
- calls meetings of the Board, except as otherwise provided for
- presides over and conducts meetings of the Board in an efficient, effective, and focused manner, ensuring that the Board meets its obligations and responsibilities according to Board policy and legal/statutory requirements
- after consultation with Board Members, recommends to the Board, the members for each Committee, and appoints each Committee Chair
- oversees conflict of interest issues
- ensures that the Board performance improvement process is implemented each year
- signs documents on behalf of the Board, as authorized by the Board
- serves as an ex-officio Member of Board Committees when not appointed as a full Member
- oversees any remuneration, benefits, and expenses paid to Board Members within the guidelines established by the Provincial Government
- approves the President's business-related expenses in accordance with [FIN-001, Travel Expenses Policy](#) and [FIN-001P, Travel Expenses Procedure](#).

### **5.6.3.3 Board Effectiveness**

The Board Chair:

- provides leadership to the Board in fulfilling its governance responsibilities as set out in the mandate letter
- ensures that the Board has cohesion of direction and purpose at a policy and strategic level
- maintains an appropriate boundary between the Board's and President's responsibilities
- liaises with Committee Chairs to ensure coordination between the work of the Committees and the Board
- encourages all Board Members to participate and to contribute to deliberations
- facilitates Board deliberations in a way that promotes robust dialogue, questioning, and the candid expression of each Board Member's opinion with respect and collegiality
- builds consensus and develops teamwork within the Board
- fosters an environment of ethical and responsible decision-making by the Board Members
- makes themselves available to individual Board Members for questions, counsel, and discussions relating to CMTN
- keeps the Board updated on all significant developments at CMTN, both at and between meetings.





#### **5.6.3.4 Board Appointments and Reappointments**

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

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

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

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

#### **5.6.3.5 College Relations**

The Board Chair:

- participates in convocation and other events organized by the College
- except as they may delegate to the Board Vice-Chair otherwise, represents the Board at all official functions sponsored by the Board or at all functions at which the Board is to be formally represented.

#### **5.6.3.6 Government Relations**

The Board Chair, in collaboration with the President, serves as the principal interface between the Board and the Ministry.

### **5.7 Board Chair Succession Planning**

This section should be read in conjunction with Section 5.6, Board Chair Position Description.

The President and the Director of the President's Office will develop and maintain a Board Chair succession plan that identifies qualified and available candidates. This plan is intended to ensure the stability, continuity, effectiveness, and ongoing renewal of the Board Chair position.

### **5.8 Board Vice-Chair Position Description**

The role of the Vice-Chair is primarily to ensure the integrity of the Board's governance process and the establishment and monitoring of CMTN's organizational performance, with significant influence on the organization's viability and success.



### **5.8.1 Election and Term**

The Board elects one (or two where circumstances warrant) Vice-Chair(s) from among the Appointed Board Members to serve a one-year term. A Vice-Chair must have served on the Board for a minimum of one year before election. The Vice-Chair may continue to serve in this capacity for the duration of their appointment term that is in effect at the time of election. An Appointed Board Member who has served as Vice-Chair may be re-elected to serve consecutive terms, provided that their appointment to the Board remains active.

### **5.8.2 Role and Responsibilities**

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

The Vice-Chair:

- performs the Board Chair's responsibilities in the Chair's absence, or at the request of the Chair, followed by the Finance and Audit Committee Chair
  - in the event of a long-term absence or the inability of both the Chair and Vice-Chair, the Board may elect another Appointed Board Member to act as Chair for such time as the Board may set
- acts as an advisor and support to the Board Chair
- assumes leadership responsibilities for key initiatives or activities, as assigned
- serves as a Member of the Board Executive Committee
- ensures that the Board performance improvement process relating to the Chair is implemented each year, in accordance with Board policies
- along with the Chair, assumes responsibility for Board orientation
- performs such other duties as may be assigned by the Board.

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

## **5.9 President Job Description**

### **5.9.1 Appointment and Accountability**

The President is appointed by the Board.<sup>15</sup> The President reports to the Board and is accountable to the Board for the performance of the College, the achievement of its strategic objectives, and compliance with applicable legislation and policies.

### **5.9.2 Role**

The President is the chief executive officer (CEO) of CMTN tasked with the overall responsibility for the general management of, and control over, the business, activities, and other affairs of CMTN, in accordance with the strategies, plans, and policies approved by the Board. The President fulfills this responsibility by leading and managing CMTN through the development and implementation of strategies and policies, as well as by overseeing the human, financial, and technological resources to ensure efficient and effective operations.

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<sup>15</sup> College and Institute Act, s. 36(1).



The President also enters into agreements to further CMTN's purposes, including agreements to develop and deliver joint programs (as per the BC [College and Institute Act](#)).

### 5.9.3 Guiding Principles

The Board encourages and expects the President to incorporate the following values and principles as part of the administration of CMTN:

- be respectful in all interactions and in their personal and professional behaviour
- represent an ethical institution that acts with integrity
- work toward growth, continual learning, and collaboration with students, the College Community, and outside communities
- honour the culture and tradition of Indigenous and First Nations communities on whose territory CMTN operates
- work to resolve historical injustices and inequities and continue an ongoing dialogue free of racism and discrimination.

### 5.9.4 Duties and Responsibilities

The President is responsible for:

- leading and managing CMTN within the parameters approved by the Board, including the delegation of authority
- working with the Board to develop and recommend the strategic plan and reporting on its outcomes in keeping with CMTN's vision and mandate
- recommending to the Board corresponding annual operational plans and annual budgets
- developing and implementing operational policies to guide CMTN within the framework of the vision and strategic goals approved by the Board
- directing and monitoring CMTN's activities in a manner that ensures the assets of CMTN are safeguarded and optimized
- ensuring the integrity of CMTN's internal control and management systems
- identifying and reporting to the Board on principal risks of CMTN and ensuring the implementation of systems to manage these risks
- ensuring CMTN maintains a high level of ethical conduct and complies with all legislative requirements
- developing CMTN's overall organizational structure
- providing Board Members with exposure to CMTN's key Members of the College Administration
- keeping the Board aware of any student or employee suspensions and/or appeals
- acting as official spokesperson for CMTN and overseeing CMTN's relationships with CMTN's key partners and interested groups, and
- supporting the Board Chair and the Board to carry out the Board's governance responsibilities, including the timely provision of relevant information.



### **5.9.5 Compensation**

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

### **5.9.6 Evaluation**

The Board Chair conducts an annual formal evaluation of the President's performance to assess progress toward strategic objectives and overall leadership effectiveness. A President Evaluation Working Group, established by the Board Chair, coordinates the evaluation process and compiles the findings. The results of the evaluation are communicated to, and discussed with, the President by the Board Chair.



## 6 Board Terms of Reference

### 6.1 Role

Pursuant to the Act, the Board of Governors is responsible for managing, administering, and controlling the property, revenue, expenditures, business, and affairs of CMTN<sup>16</sup>. The Board delegates to the President responsibility for the day-to-day operations of the College. Therefore, the Board's role is one of governance and oversight of the overall direction and performance of the College.

### 6.2 Delegation of Authority to the President

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

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

### 6.3 Working Relationships

The Board is responsible for working with CMTN's Education Council (EdCo) through the President or their delegate (see [BC College and Institute Act](#)):

- ensuring that there is an effective link between the Board and EdCo
- receiving regular reports from EdCo.

The Board is responsible for working with CMTN's First Nations Council (FNC) through the President or their Delegate to:

- ensure that there is an effective link between the Board and FNC
- receive regular reports from FNC.

### 6.4 Organizational Stewardship Responsibilities

#### 6.4.1 Strategy

The Board approves a strategic plan for the College. In consultation with students, the Ministry, First Nations Council, Indigenous communities and organizations, employers, industry, business, not-for-profit organizations, alumni, employees, and the many demographic communities the College serves across the region, the President develops a strategic plan with input from, and for the approval of, the Board. The strategic plan is approved by the Board.

Although it is normally based on a five-year timeframe, the strategic plan is a dynamic document and is to be reviewed annually and updated as required to address new opportunities and challenges for CMTN. The Board ensures that the President regularly reports on CMTN's performance against key performance measures and updates the Board on any required actions.

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<sup>16</sup> *College and Institute Act*, s. 19(1)(b).



#### **6.4.2 Risk Management**

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

#### **6.4.3 Financial Oversight**

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

#### **6.4.4 People and Culture Oversight**

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

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

#### **6.4.5 Engagement and Consultation**

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

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

#### **6.4.6 Monitoring and Reporting**

The Board is responsible for:

- monitoring CMTN's performance against the objectives set out in the strategic plan, other plans, and agreed-upon key performance measures, and approving revisions to the plans as required
- ensuring CMTN's financial position is reported fairly and in accordance with public sector accounting and reporting standards
- ensuring that CMTN is in compliance with all applicable laws and directives from the Government
- approving for submission CMTN's:
  - annual audited financial statements to the Government
  - annual audited enrolment reports to the Government
  - institutional accountability plan and report to the Government
- submitting budgets, financial statements, reports, and any other information that the Minister considers necessary to carry out the Minister's responsibilities in relation to the College<sup>17</sup>.

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<sup>17</sup> *College and Institute Act*, s. 19(5)(a).



#### **6.4.7 Material Issues and Resources**

The Board is responsible for approving financial or other commitments outside of an approved budget or outside the ordinary course of business that may have a significant impact on CMTN.

#### **6.4.8 Code of Conduct and Ethics**

The Board is responsible for:

- establishing and updating, as required, the *Board of Governors' Bylaws*, which includes the duties of Board Members and/or its Committees in conflict-of-interest situations
- approving and following a Code of Conduct policy for all CMTN employees.

#### **6.4.9 Reliance on the President**

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

#### **6.4.10 External Advisors**

In carrying out its responsibilities, the Board is entitled to retain and rely on external advisors (e.g., professional service firms or consultants) to fulfill its mandate. The Board Chair may consider internal resources, Board budget and procurement practices, and other factors, and may consult with the President upon considering whether or not to retain external advisors.

### **6.5 Board Orientation and Professional Development**

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

### **6.6 Board Evaluation**

#### **6.6.1 Process**

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



## **7 Meeting Practices**

### **7.1 Board Meeting Guidelines**

Under the Act, the Board can pass resolutions it considers necessary or advisable for the management and conduct of the Board's affairs, including resolutions for the calling and holding of meetings of the Board, and the procedures to be followed at meetings<sup>18</sup>.

### **7.2 Meeting Frequency, Special Meetings, and Notice**

Annually, the Board holds a minimum of four regular Board meetings, and one joint meeting with the CMTN First Nations Council.

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

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

### **7.3 Location**

Board meetings rotate between the different CMTN's campuses. Meetings are held in person and/or by videoconference, as practicable in the circumstances. In-person meetings may be held at any of CMTN's campuses or at other locations within the College region at the discretion of the Board Chair.

Meetings held using electronic media are governed by rules of meeting procedure as outlined in the following sections. Electronic media may include telephone, virtual meetings, and email.

### **7.4 Board Meetings**

Board meetings or parts thereof may be designated as regular, closed-door, or in-camera.

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

#### **7.4.1 Regular Meetings**

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

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

All regular session discussions, presentations, actions, documents, motions, and resolutions are public. Regular meeting agenda and approved minutes are posted on the CMTN website.

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<sup>18</sup> *College and Institute Act*, s. 59(5)(b).





### 7.4.2 Closed-Door Meetings

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

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

Closed-door sessions 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 including collective bargaining
- matters of a contractual or financial nature where it is in the interest of the College to maintain confidentiality
- matters where Board liability and legal opinions respecting the liability or interest of the Board may arise.

All closed-door meeting discussions, actions, documentation, motions, and resolutions will be kept in confidence by Board Members and meeting attendees. Board Members and meeting attendees joining closed-door meetings by teleconference or videoconference must join from private space to maintain confidentiality. Printed documentation related to closed-door meetings should be returned to the Director of the President's Office for confidential and secure shredding.

### 7.4.3 Board-Only Discussion

The purpose of Board-only discussion is to provide Board Members with an opportunity to meet without the President or College employees to discuss matters including:

- sensitive matters within the jurisdiction of the Board (for example, the President's appointment, performance, evaluation, or compensation)
- meeting with certain external advisors or consultants and safeguarding the independence of those individuals
- matters and functioning related to internal Board governance.

All Board-only meeting discussions and materials will be kept in strict confidence by Board Members and any attendees. Board Members and meeting attendees joining Board-only meetings by videoconference must join from a private space to maintain confidentiality.

## 7.5 Agenda

Agendas are developed through a process facilitated by the Director of the President's Office, in consultation with the Board Chair, Board Executive Committee, and President. Board meeting agendas are approved by the Board Executive Committee.

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

Board Members who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the Board Chair at least two weeks before the Board meeting. The Board Chair and/or Board Executive Committee may exercise their discretion regarding whether or not to include the suggested item on an upcoming Board meeting agenda.



## 7.6 Presentations at Board Meetings

Employees, students, and members of the public may request permission to present to the Board during a regular meeting. Presentations must be relevant to areas of Board governance. A person or persons, including constituency groups or representatives (a “delegation”) wishing to address the Board at a regular Board meeting must make a request to the Director of the President’s Office in writing at least two weeks before the meeting for approval by the Board Chair.

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

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

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

No individual or delegation will:

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

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

## 7.7 Forums for Public Input

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

## 7.8 Procedures at Board Meetings

The following points describe general procedures regarding the conduct of meetings:

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



- Unless otherwise provided for in the resolution, a resolution passed at a Board meeting becomes effective immediately upon being passed.

## **7.9 Minutes**

The Director of the President's Office or designate ensures that the minutes of each Board meeting are prepared in a timely manner.

## **7.10 Board Deliberations and Confidentiality**

The details of any matter discussed in closed-door or Board-only sessions of the Board must be held in strict confidence by all. By resolution of the Board, any of the matters discussed at a closed or Board-only session or meeting may be brought forward for discussion at an open meeting.



## 8 Board Committees

### 8.1 Committee Operating Guidelines

The Board has the power to appoint the Committees it considers necessary<sup>19</sup>. The provisions below set out the operating guidelines applicable to all standing Committees, unless otherwise expressly provided for in a Committee's terms of reference.

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

### 8.2 Purpose

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

### 8.3 Board Committee Principles

Board Committees will be assigned, as required, to minimally interfere with the wholeness of the Board's role and responsibilities. Board Committees are to help the Board fulfill its role and responsibilities, not to help or advise the College staff. Board Committees speak and/or act for the Board when formally given such authority for specific and time-limited purposes.

### 8.4 Board Committee Structure

A committee is a Board Committee if its existence and charge come from the Board, regardless of whether or not Board Members sit on the committee.

The Board will establish the following committees:

- Board Executive Committee
- Finance and Audit Committee
- Policy Review Committee
- Risk Committee.

The Board may strike ad hoc committees for a specific task and limited time, as required. Committee members will be selected with due regard for their specialized skills and expertise.

The chairs of each Committee will be an Appointed Board Member. In addition, the Board Chair and President receive meeting notices and may participate in any Committee meeting. Committees are encouraged to elect a Vice-Chair from amongst their membership to undertake and discharge duties of the Committee Chair in the Chair's absence.

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

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<sup>19</sup> 17 College and Institute Act, s. 19(1)(c).



## 8.5 Committee Members' Terms

Each Committee Member is appointed for a term of one year. Re-appointments are permitted and membership is reviewed annually.

## 8.6 Accountability

Committees are accountable to the Board.

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

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

## 8.7 Frequency

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

## 8.8 Notice

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

## 8.9 Location

Committee meetings are held by videoconference.

## 8.10 Guests

Guests, advisors, and other resource persons may be invited by the Committee to attend a Committee meeting for a specified purpose.

## 8.11 Committee Meetings

Committee meetings are closed to the public.

No taping, videoing, or any other form of recording of sound or images is permitted during any portion of a Committee meeting.

## 8.12 Agenda and Materials

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

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



Committee Members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair and Director of the President’s Office at least two weeks in advance of the meeting. The Committee Chair may exercise their discretion as to whether or not to include the suggested item on an upcoming Committee meeting agenda.

### **8.13 Quorum**

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

### **8.14 Decision-Making**

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

### **8.15 Reporting**

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



## 9 Board Executive Committee

### 9.1 Purpose

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

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

### 9.2 Composition

The Board Executive Committee is comprised of the Chair, Vice-Chair, Finance Committee Chair, one Appointed Board Member, and the President as Ex-Officio (non-voting). The Board Chair serves as the Board Executive Committee Chair.

### 9.3 Responsibilities

The Board Executive Committee is responsible for:

- approving proposed agendas for Board of Governors' meetings
- addressing matters that require immediate attention, in the event of an emergency between Board meetings
- making decisions on behalf of the Board in specific matters delegated to it by the Board of Governors
- ensuring appropriate Board orientation and ongoing professional development
- overseeing the recruitment, appraisal, and compensation of the President
- reviewing and making recommendations concerning matters not assigned to other committees, in keeping with Board Policies.

### 9.4 Quorum

The majority of the members of the Committee will constitute quorum.

### 9.5 Meetings

The Committee will meet prior to each Board meeting; additional meetings will be arranged as needed.

### 9.6 Reporting to the Board

The Board Executive Committee Chair will provide verbal or written reports of its proceedings to the Board of Governors at the next Board meeting.

### 9.7 President Matters

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

- reviews and recommends for approval to the Board, the appointment of the President



- reviews the President's annual goals and objectives and makes recommendations to the Board for approval.

## **9.8 People and Culture**

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

- is advised of any changes to the Leadership Team and overall organizational structure developed by the President
- receives the President's reports regarding strategies for and updates on collective bargaining
- reviews the President's reports regarding material human resources-related matters.

## **9.9 Committee Support**

The Director of the President's Office or designate serves as secretary to the Board Executive Committee.





## 10 Finance and Audit Committee

### 10.1 Purpose

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

### 10.2 Composition

The Chair, who is appointed by the Board, must hold a current chartered professional accountant (CPA) designation and serves as a member of the Board Executive Committee. The normal term of office for appointed Members is one year, from September to August. The term can be renewed annually until the end of the Board Member's appointment.

The membership is comprised of no less than three Appointed Members. Resource persons will consist of the Vice-President Corporate Services & CFO, the Director of Finance, and the President.

### 10.3 Duties and Responsibilities

Subject to the powers and duties of the Board, the Finance and Audit Committee performs the following duties:

- financial planning
- financial reporting.

### 10.4 Financial Planning

The Finance and Audit Committee reviews and makes recommendations to the Board for approval with respect to:

- any changes in tuition fees and other assessed student fees after considering the recommendations, if any, of the Provincial Government with respect to tuition fee changes
- financial plans and budgets forwarded to the Board for approval
- the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or budgets
- the consistency of the plans and budgets with policies, objectives, and initiatives approved by the Board
- the consistency of the financial plans and budgets with any other financial data
- any significant assumptions, forecasts, targets, or performance goals used by College Administration in the preparation of the financial plans and/or budgets
- ensuring that the Board receives, on a timely basis, meaningful financial information regarding CMTN's current financial status and up-to-date forecasts that are required to make decisions.



## 10.5 Financial Reporting

The Finance and Audit Committee:

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

## 10.6 External Audit

The Finance and Audit Committee:

- recommends to the Board the appointment of the external auditor
- determines whether the performance of the external auditor is satisfactory, is effective, and meets the requirements of CMTN
- reviews all issues related to any change in external auditor and the planned steps for an orderly transition
- assesses and confirms the independence and objectivity of the external auditor
- reviews the terms of the external auditor's engagement, and the appropriateness and reasonableness of the proposed fees
- reviews and recommends to the Board for approval the amount of fees to be paid to the external auditor
- reviews the external auditor's audit plan with the external auditor and College Administration, and recommends to the Board for approval



- determines whether College Administration has provided full and open disclosure to the external auditor's inquiries
- reviews problems experienced by the external auditor in performing the audit, including any restrictions imposed by College Administration and all significant accounting issues on which there was a disagreement with College Administration
- reviews the post-audit opinion letter containing the recommendations of the external auditor and reviews the College Administration's response and subsequent follow-up to any significant identified weaknesses
- reviews and approves the provision of non-audit services provided by the external auditor.

The Finance and Audit Committee meets with the external auditor at least bi-annually, including holding a Board-only meeting with the external auditor, if requested. The Committee permits the external auditor to attend Committee meetings on request.

## 10.7 Accounting Systems and Internal Controls

The Finance and Audit Committee:

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

## 10.8 Risk Management and Investment Management

The Finance and Audit Committee:

- periodically reviews and assesses reports provided by College Administration and the external auditor that provide information about significant proposed changes in financial reporting and accounting policies and practices proposed by CMTN
- confirms that CMTN's internal controls were assessed during the annual audit

## 10.9 Other Activities

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

## 10.10 Quorum

Quorum is the majority of voting members of the Committee. Quorum must include the President, Vice-President Corporate Services & CFO, and/or the Director of Finance.



### **10.11 Meetings**

Meetings of the Finance and Audit Committee will occur quarterly as per the budget cycle or when called by the Chair, or two members of the Committee. Meetings are open to all Appointed Members and Members are encouraged to participate.

The Finance and Audit Committee will hold additional meetings, if required, to address the audit and budget process.

### **10.12 Committee Support**

The Director of the President's Office or Designate serves as secretary to the Finance and Audit Committee. The President, the Vice-President Corporate Services & CFO, and their administrative delegates report to and provide support to the Finance and Audit Committee as College Administration resources.



## 11 Policy Review Committee

### 11.1 Purpose

The purpose of the Board of Governors Policy Review Committee, a standing committee of the Board of Governors, is to provide advice on the development of policies and procedures and to provide a forum for regular policy and procedure review

### 11.2 Composition

The Chair is elected by the Board and must be an Appointed Member. The normal term of office for Appointed Members is one year, from September to August. The term can be renewed annually until the end of the Board Member's appointment.

The membership is comprised of no less than two Appointed Members, one staff constituency representative, one faculty constituency representative, one student representative, and the President, who sits as an ex-officio member. The Director of the President's Office serves as a resource person.

### 11.3 Responsibilities

- The President's Office is responsible for:
  - identifying policy gaps and shortcomings in existing policies
  - responding to changes in legislation that require policy revisions or new policy to be written
  - reviewing requests for policy and procedure revisions
  - reviewing requests for the development of new policies and procedures
  - bringing approved requests forward to the Board of Governors Policy Review Committee.
- The Board of Governors' Policy Review Committee is responsible for:
  - reviewing new and revised policies and procedures brought forward by the President's Office
  - making recommendations about the policies and procedures to the Board, including policy retractions
  - carrying out other policy-related duties, as necessary.
- The Committee Chair is responsible for bringing policies approved by the Committee to the Board for final approval.

### 11.4 Quorum

Quorum is the majority of the voting members from the membership list and must include the President and/or the Director of the President's Office.

### 11.5 Meetings

The Policy Review Committee meets prior to each Board meeting. Additional meetings are arranged on an as-needed basis.



## **11.6 Communications and Reporting Relationships**

Where possible, the Committee uses electronic communication to reduce waste. Approved policies and procedures are posted on the CMTN website by the Director of the President's Office or Delegate.

## **11.7 Policy and Procedure Format**

Only policies and procedures drafted in the approved template and that are compliant with the CMTN brand and the policy and procedure style guidelines will be submitted for consideration.

## **11.8 Policy and Procedure Development, Revision, and Retraction Process**

The process for developing, revising, and retracting policies and procedures may be reviewed with the Director of the President's Office.

## **11.9 Policy Updating**

Each policy is subject to review at least every five years after its adoption to ensure currency and reflect changing requirements and legislative changes. The President's Office is responsible for ensuring that the five-year cycle is followed.

The President's Office is responsible for ongoing review based on legislative and other relevant changes, and for initiating the review of policies in a timely manner.

## **11.10 Procedure Updating**

Procedures are approved alongside their related policies, but may be updated more frequently than every five years.

## **11.11 Distribution**

The President's Office is responsible for posting all approved policies and procedures and for notifying CMTN's employees.



## 12 Investment in Governance

Because poor governance costs more than learning to govern well, the Board of Governors will invest in its governance capacity. Individuals who have expressed interest in the Board of Governors will be provided with information that outlines the role of the Board, the desirable qualities of Board Members, and the Board's expectations of its Members.

The Board of Governors recognizes that continual updating of skills and awareness of new issues are vital to a Member's contribution to the Board of Governors. Therefore, new Members to the Board of Governors will receive orientation to become familiar with CMTN issues, the organization's structure, and the Board's process of governance. Board Members will have ongoing opportunity for continued training and education, and Board Members who attend external education events are expected to provide a written report to the Board.

Outside monitoring assistance may be arranged so that the Board of Governors can exercise sufficient control over organizational performance. This includes, but is not limited to, an annual financial audit.

The Board of Governors will establish and be accountable for an annual budget for its own governance functions which includes funds for:

- Board Member attendance at conferences and conventions
- improvement of its governance function.



## 13 Board of Governors Annual Calendar

To accomplish its job consistent with governance process, the Board of Governors will develop and follow an annual calendar that outlines the work of the Board and facilitates improved Board of Governors performance. The annual calendar of the Board of Governors will cover the period September 1<sup>st</sup> to August 31<sup>st</sup> of each year.

Included in the Board of Governors' annual workplan will be:

- a considered review of the Ends in a timely fashion which allows the President to build a budget
- consultations with selected groups in the ownership, or other methods of gaining ownership input, prior to the above review
- scheduled time for education related to Ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff)
- scheduled time for monitoring the Board of Governors' own compliance with its governance process
- scheduled time for monitoring compliance of the organizational performance, and for review of the policies themselves
- scheduled time for education on the process of governance.

Based on the outline of the annual calendar, the Board of Governors delegates to the Chair the authority to fill in the details of the meeting content. The detailed agenda is prepared jointly by the Board of Governors' Chair and the President.





## 14 Complaints to the Board

To ensure that the Board of Governors fulfills its accountability to the ownership but does not interfere in matters it has delegated to the President, the following process will be followed in the case of a Board of Governors Member receiving a complaint regarding an operational area from a member of the community.

- The Board Member should:
  - not offer any evaluative comments or solutions
  - explain to the individual that they should indicate their complaint in writing and submit it by email to the Board Chair at ([Board@coastmountaincollege.ca](mailto:Board@coastmountaincollege.ca)).
  - the Board Chair will inform the President or individual designated by the President of the complaint, and request that it be handled.
- The Board Chair will provide a report on any written complaints received during closed door meetings.



## **15 Board of Governors' Linkage with Other Organizations**

The Board of Governors will identify other organizations with which it requires good working relationships in order to share and enhance its role as “owner representative” in determining the most appropriate Ends.

### **15.1 Relationships with Other Organizations**

The Board of Governors will establish mechanisms for maintaining open communication with other organizations regarding its Ends. Such mechanisms may include, but are not limited to:

- inviting representatives of the governing bodies of other organizations to Board meetings
- meeting jointly, on occasion, with councils and representatives of other organizations.

### **15.2 Board Membership in Other Organizations**

The Board will consider the merits of membership in other organizations annually. This consideration will include, but not be limited to the:

- degree to which participation in the organization will further the mission and goals of CMTN
- benefits to CMTN of membership compared to the cost of membership
- ability of CMTN to influence the direction of the organization in a measure commensurate with the College's contribution.

### **15.3 Appointments to External Policy or Advisory Committees**

Upon request for appointments to external committees, the Board will assess whether such representation is appropriate within the Board's current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing, and administrative support will be clarified for the Appointee by the Board Chair and/or President.

The Appointee will provide information reports as appropriate, to be determined by the Board at the time of appointment. Since the Appointee is representing the Board of Governors, the Appointee will be kept informed of current governance issues that might affect the deliberations of the committee in question.

- Any representations made on behalf of the Board of Governors must adhere to the stated policies of the Board of Governors.
- Any issues requiring the statement of a new policy position on the part of the Board of Governors will be brought to the Board for a decision.



## 16 Board Member Liability Coverage

### 16.1 Exclusion of Liability

Under the Act, Board Members are protected against actions for damages in respect of any act or failure to act in the course of their duties, excepting acts of bad faith.<sup>20</sup>

### 16.2 Liability Coverage

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

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<sup>20</sup> *College and Institute Act*, s. 64.



## 17 Board Member Remuneration and Expenses

### 17.1 Remuneration

Pursuant to the Act, the Lieutenant Governor in Council may set the remuneration that an institution pays to Board Members.<sup>21</sup>

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

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

### 17.2 Expenses

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

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<sup>21</sup> *College and Institute Act*, s. 10(1).



## 18 References

[BC College and Institute Act](#)

[Protocol for Policy Development, Revision, and Retraction](#), Coast Mountain College, 2023

[Declaration on the Rights of Indigenous Peoples Act \(Declaration Act\)](#)

[North Island College Board of Governance Manual](#), North Island College, June 2023 (V.2 updated Oct 18, 2023)

[Truth and Reconciliation Commission of Canada: Calls to Action](#)



# 19 Appendix A: CMTN Governance Authority Matrix

The governance authority matrix (GAM) sets out the roles of the Board, its committees, and the President & CEO of Coast Mountain College (CMTN). Where relevant, references to President & CEO; in the GAM may include persons to whom the President & CEO has delegated responsibility, including members of the Leadership Team.

Board Standing Committees:  
Board Chair (BC)  
Board Executive Committee (BEC)  
Finance and Audit Committee (F/AC)  
Policy Review Committee (PRC)  
Risk Committee (RC)  
Any blank fields indicate an “N/A”

Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
BOARD					
Constating and Governance Documents					
Bylaws	Yearly (for tuition and fees); 3 years for other	Approve	PRC – Review and Recommend	Report	
Board Governance Handbook (and matrix)	3 years	Approve	PRC – Review and Recommend	Consulted	
Board Composition					
Identify required skills, competencies, attributes, diversity	Yearly	Approve (by Board Chair)	EC – Review and Recommend	Consulted	Consult with CABRO
Appointed Board Member Recruitment	As Needed	Receive for Information	BC – Liaise with Government	Consulted	Consult with CABRO
Chair and Vice-Chair	Yearly or as needed based on appointment terms	Elected			
Committee Composition	Yearly	Approve (Board Chair recommends)			
Appoint Committee Chairs	Yearly or as needed based on appointment terms	Approve (by Board Chair)			
Faculty Member Election	3 Years	Receive for Information			Registrar’s Office
Student Member Election	Yearly	Receive for Information			Registrar’s Office
Support Staff Election	3 Years	Receive for Information			Registrar’s Office



Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
<b>Board Process</b>					
Evaluation (Board, Chair Committees)	Yearly	Receive for Information		Consulted	Director, President's Office
Orientation and Board Development	Yearly	Receive for Information		Consulted	Director, President's Office
Board Annual Work Plan	Yearly	Approve	BEC – Review and Recommend	Consulted	Vice-President, Academic, Students and International, Vice-President, Corporate Services & CFO, and Director, President's Office
Board Terms of Reference (part of Governance Handbook)	3 Years	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
Committee Terms of Reference (part of Governance Handbook)	3 Years	Approve	PRC – Review and Recommend, following individual Committee review	Consulted	Director, President's Office
Board Code of Conduct	3 Years	Approve	PRC – Review and Recommend; receives Code of Conduct Declarations from Board Members	Consulted	Director, President's Office
Board Budget and Expenses	Yearly	As Needed		Consulted	Director, President's Office
<b>COLLEGE</b>					
<b>Strategic Direction</b>					
Mandate Letter	Yearly	Approve			Ministry issues
Vision and Mission	5 Years	Co-develop with President & CEO; Approve		Co-develop with Board; Report	First Nations Council (FNC) consulted
Strategic Plan	5-year plan approval with annual review; revision as necessary  Twice yearly review of performance (dashboard)	Receive from VP, Academic, Students, and International; Approve		Conducts stakeholder engagement; Co-develop with Board; Report	Vice-President, Academic, Students and International, Education Council, Students, First Nations Council, Indigenous communities, Ministry responsible for post-secondary education, and organizations, employers, industry, business, not-for-profit organizations, alumni, employees, and the many demographic communities the College serves across the region



Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
<b>Board-Approved College Policies and Procedures</b>					
ADM-013, Display of Flags Policy	5 Years	Approve Policy	PRC – Review and Recommend Policy approval	Consulted	Director, President’s Office
ADM-013P, Display of Flags Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-014, Student Critical Incident Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-014P, Student Critical Incident Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-015, Employee Use of AI for Workplace Tasks Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-018, Enterprise Risk Management Policy	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-018F, Enterprise Risk Management Framework	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-021, Student Appeal of Suspension to Board of Governors Policy	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-021P, Student Appeal of Suspension to Board of Governors Procedure	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-015, Employee Use of Artificial Intelligence for Workplace Tasks Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-015P, Employee Use of Artificial Intelligence for Workplace Tasks Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-020, Social Media Policy	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
ADM-020P, Social Media Procedure	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
EDU-005, Scheduling Policy	5 Years	Approve		Consulted	Director, President’s Office, Education Council
EDU-005P, Scheduling Procedure	5 Years	Approve		Consulted	Director, President’s Office, Education Council
EDU-006, Transfer Credit Policy	5 Years	Approve		Consulted	Director, President’s Office, Education Council
EDU-006P, Transfer Credit Procedure	5 Years	Approve		Consulted	Director, President’s Office, Education Council





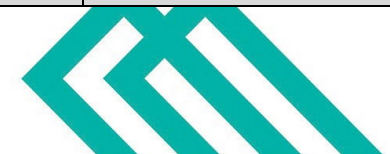
Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
EDU-008, Program and Course Development Policy	4 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-008P, Program and Course Development Procedure	4 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-009, Admission and Registration Policy	3 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-009P, Admission and Registration Procedure	3 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-017, Program Review Policy	5 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-017P, Program Review Procedure	5 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-019, Granting of Credentials Policy	5 Years	Approve		Consulted	Director, President's Office, Education Council
EDU-019P, Granting of Credentials Procedure	5 Years	Approve		Consulted	Director, President's Office, Education Council
FAC-007, Boat Policy	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
FAC-007P, Boat Procedure	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
FAC-008, Hoteling Suite Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
FAC-010, Closed Circuit Video Camera Policy	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
FAC-010P, Closed Circuit Video Camera Procedure	1 Year	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
HMR-003, Bullying, Harassment, and Discrimination Policy	1 Year	Approve	PRC – Review and Recommend	Consulted	President's Council; Director, President's Office
HMR-003P, Bullying, Harassment, and Discrimination Procedure	1 Year	Approve	PRC – Review and Recommend	Consulted	President's Council; Director, President's Office
HMR-012, Working from Home Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
HMR-012P, Working from Home Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President's Office
HMR-017, Public Interest Disclosure Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President's Office



Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
HMR-017P, Public Interest Disclosure Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
IDG-002, Elder Suite Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
IDG-002P, Elder Suite Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
INF-001, Acceptable Use of Information Resources Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
INF-002, Cybersecurity Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
INF-002P, Cybersecurity Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
INF-003, User Account Management Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	President’s Council; Director, President’s Office
INF-004, IT Password and Authentication Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	President’s Council; Director, President’s Office
INF-004P, IT Password and Authentication Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	President’s Council, Director, President’s Office
INF-005, College Data Classification Procedure	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
INF-005P, College Data Classification Policy	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
Board Bylaws	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
Board Governance Handbook	5 Years	Approve	PRC – Review and Recommend	Consulted	Director, President’s Office
<b>Leadership</b>					
Selection and appointment/ reappointment of President & CEO	As Needed	Approve	BEC – Review and Recommend		Appointment; Liaise with Public Sector Employers’ Council
President & CEO performance goals and objectives, professional development, and evaluation	Yearly	Approve	BEC – Review and Recommend	Report	
President & CEO compensation	As Needed	Approve	BEC – Review and Recommend	Report	Appointment; Liaise with Public Sector Employers’ Council
President & CEO succession planning (emergency and long-term)	As Needed	Receive for Information	BEC - Approve	Report	



Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
<b>People and Culture</b>					
Changes to Leadership Team, succession planning and Leadership Team organizational structure	As Needed	Receive for information		Report	
Overall compensation philosophy	As Needed	Receive for information; Approve as needed	EC – Review and Recommend	Report	PSEC Secretariat
Senior Executive compensation disclosure	Yearly;	Receive for information; Board Chair confirms compliance		Report	PSEC Secretariat
Appeal of suspension of employees and students	As Needed			Consult	Director, President's Office
Collective bargaining matters	As Needed	Approve		Report	PSEC Secretariat; PSEA; Ministry
<b>Budgets</b>					
Annual Budget	Yearly	Approve	F/AC – Review and Recommend	Report	
5-Year Capital Plan	Yearly	Approve	F/AC – Review and Recommend	Report	
<b>Fees</b>					
Set tuition and mandatory fees	As Needed	Approve	F/AC – Review and Recommend	Report	Ministry issues tuition and mandatory fees limit policy
Direction to College to collect student union fees	As Needed	Approve		Report	
<b>Students</b>					
Appeal of Student Suspension	As Needed			Consult	Director, President's Office
<b>Academic</b>					
New Program Credentials	As Needed	Approve		Report	
Program Cancellation	As Needed	Approve		Report	
<b>Risk Management</b>					
Identification of major risks, tolerance, and systems as identified in the risk register	Yearly	Receive for Information	RC	Report	
Cybersecurity risks and systems	Yearly	Receive for Information	RC	Report	



Function	Review Frequency	Board	Committee	President & CEO	Other Participant/ Interested Parties
Review performance investment manager	Yearly	Receive for Information	FAC – Review	Report	
<b>External Audit and Financial Statements</b>					
Appoint/Remove Auditor	5 Years	Approve	F/AC – Review and Recommend	Report	
Report of Auditor	Yearly	Receive for Information	F/AC – Review and Recommend	Report	External Auditor
Audited Financial Statements and Reports	Yearly	Approve	F/AC – Review and Recommend	Report	External Auditor
Statement of Financial Information	Yearly	Approve	F/AC – Review and Recommend	Report	
Quarterly Financial Statements and Forecast	Yearly	Receive for Information	F/AC – Review	Report	
<b>Buildings and Land</b>					
Acquisition, disposition, and disposal of real property	As needed	Approve		Report	
Lease approval	As needed	Approve		Report	
<b>Accountability</b>					
Institutional Accountability Plan and Report	Yearly	Approve		Report	Ministry approves
Annual Enrolment Report	Yearly	Approve		Report	



## 20 Appendix B: Board Bylaws Section III.3, Code of Conduct

### III.3 Code of Conduct

1. The effective governance of Coast Mountain College is contingent on Board Members fulfilling their roles and responsibilities with the highest standards of conduct. The duties required of Members of the Board are:
  - a. *Duty of Integrity* – to act honestly and in good faith.
  - b. *Duty of Loyalty* – to give their loyalty to the institution when acting on behalf of the Board.
  - c. *Duty of Care* – to act in a prudent and diligent manner, keeping themselves informed as to the policies, business, and affairs of the institution.
  - d. *Duty of Confidentiality* – notwithstanding the need of Members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, Members are to ensure that information which is normally considered confidential (e.g., financial and personnel issues) remain so. Board Members shall not, either during or following the termination of their service, disclose such information to any outside person unless authorized to do so.
  - e. *Duty of Skill* – to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the institution.
2. Conduct of Members contrary to the above duties may be subject to review by the Board, and subsequent punitive action similar to Section VII.4 of the Conflict of Interest guidelines may be imposed. Likewise, the appeal process outlined in Section VII.3 of the Conflict of Interest guidelines will be made available to either party in a dispute.
3. Additionally, Board Members have an obligation to be sufficiently familiar with and to comply with any legislation that applies to their work, to recognize potential liabilities, and to know when to seek legal advice. When in doubt, Board Members are expected to ask for clarification.



## **21 Appendix C: Board Bylaws Part VII: Conflict of Interest or Duty**

### **VII.1 Conflict of Interest Defined**

4. A conflict of interest arises when a Board Member's private interests supersede or compete with their dedication to the interests of the College. This could arise from Real, Potential, or Apparent Conflict of Interest for a Board Member or related persons and may be financial or otherwise.
5. For this purpose:
  - f. A Real Conflict of Interest occurs when a Board Member exercises an official power or performs an official duty or function and, at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.
  - g. A Potential Conflict of Interest occurs when there exists some private interest that could influence the performance of a Member's duty or function or in the exercise of power, provided that they have not yet exercised that duty or function.
  - h. An Apparent Conflict of Interest exists when reasonably well-informed persons could perceive that a Real Conflict of Interest exists on the part of the Member.

### **VII.2 Declaration of Conflict**

6. Board Members must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases where conflict cannot be avoided, a Board Member has an obligation to declare a conflict of interest prior to discussion of or decision on an issue.
7. After declaration of the conflict the Board Member:
  - a. shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Member may be counted in the quorum present at the Board meeting)
  - b. if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict
  - c. shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed
  - d. shall not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.
8. Where a Board Member is unsure whether or not they are in conflict, that Member should raise the perceived potential conflict with the Board, and the Board should determine by majority vote whether or not a conflict of interest exists. The Member perceived to be in conflict should refrain from voting on the issue.
9. Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said Member influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision.
10. Any Board Member who perceives another Member to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Board at the first opportunity. The Board should determine by majority



vote whether or not a conflict of interest exists, and the Member perceived to be in conflict shall be absent when the vote is taken.

11. Where a Board Member has been declared by vote to be in conflict of interest, and that Member is in disagreement with the decision of the Board, they may appeal the decision through the steps outlined in Section VII.3. Until the appeal process is completed, the Board Member perceived to be in conflict either stands aside on the given issue or continues at risk of acting in conflict and being subject to the associated penalty(ies).
12. At the discretion of the Board, the Board may invite the Member in conflict to state their position on the issue prior to absentsing themselves.

### **VII.3 Appeal of Declaration of Conflict**

13. If a Board has exhausted all possible means of resolving a conflict-of-interest declaration and the Board Member(s) in question and the Board are still at an impasse, the determination of conflict shall be referred to one or more Provincial adjudicators.
  - a. The Minister will maintain a roster of potential individuals who can be called upon to review conflict of interest disputes and make determinations on the dispute.
  - b. Any costs associated with this appeal process will be the responsibility of the initiating Board.
14. The process for appealing a declaration of conflict will require all of the following:
  - a. The Board shall request in writing that the Minister identify an adjudicator(s) from the Provincial roster to review and make a determination on a perceived conflict of interest
  - b. The Board shall submit a report to the adjudicator and a copy to the Member in question within seven days of the request for adjudication, documenting the nature of the perceived conflict and the background leading to the impasse.
  - c. The Board Member(s) perceived to be in conflict shall submit a report to the adjudicator and a copy to the Board within seven days of the request for adjudication, documenting the nature of the perceived conflict, their rationale for not being in conflict, and the background leading to the impasse.
15. The adjudicator(s) shall review the documentation, gather any other additional information required to make an informed decision, and provide the Board with a determination on the declaration of conflict of interest within two weeks of receiving the request for adjudication or may, if further review is necessary, request an extension from the parties involved.
16. The initiation of an appeal, or an appeal found in the favour of the appellant, shall not impede the action flowing from the Board's resolution that led to the appeal in the first instance. The Board, however, reserves the right to revisit the decision following the appeal.

### **VII.4 Punitive Action Associated with Conflict of Interest**

17. The adjudicator(s) will recommend to the Board any punitive action to be directed to a Board Member deemed to be in conflict. The Board shall have the power and ability to impose punitive action, including one or more of the following:
  - a. letter of reprimand
  - b. suspension of a Board Member(s) from the Board for a determined period of time



- c. recommendation that a Board Member(s) resign from the Board
- d. for external members, recommend that the appointment be rescinded.

## **VII.5 General Guidelines for Declaring Conflict of Interest**

18. The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict as described in Section VII.1 should be used as the ultimate measure of conflict.
19. A pecuniary interest exists when a contract or other matter of a monetary nature is before the Board which:
  - a. affects a private company in which a Member or related persons is (are) a proprietor or shareholder
  - b. affects a public company in which the Member or related persons hold(s) more than 10% of the shares issued by that public company
  - c. affects a partnership or firm in which the Member or related persons is (are) a Member
  - d. affects a corporation in which the Member is a director
  - e. affects an organization in which the Member is a senior officer, or
  - f. affects a private society, crown corporation, or other organization in which the Member, by virtue of office, holds a position of influence.
20. A conflict of interest due to representation of, or relation to, a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (e.g., students, staff, faculty) by a Member of that group is not considered a conflict of interest. Conflict could reasonably be considered to exist, however, for the following identified groups when considering these matters:
  - a. decisions directly affecting a specific instructional program in which:
    - i. student Board Members are enrolled in the program
    - ii. faculty or support staff Board Members are employed in the program, or
    - iii. Members with related persons are enrolled in or employed in the program.
  - b. decisions related to labour negotiations and labour relations:
    - i. for faculty and support staff Board Members
    - ii. for Board Members with related persons who hold faculty and/or support staff positions at the institutions, or
    - iii. for Board Members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.
21. For clarification, these guidelines recommend that student members be permitted to vote on issues related to tuition and fees.

