

LOYALIST COLLEGE
Board of Governors Policy

C2	C. Board/Governance Processes C2. APPOINTMENT AND REAPPOINTMENT PROCESS
-----------	--

Date Last Approved: March 2019

Next Review Date: 2020

Background

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in By-Law 1 of the College.

Purpose

- To ensure the processes followed by the Board in the selection and appointment of External Governors is consistent with the Protocol for Board Nominations and Appointments issued by the Ministry (the “**Protocol**”).
- To ensure that the Board is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective Board governance.
- To assist the Board in identifying qualified individuals to become External Governors.
- To establish processes be followed by the Board to appoint Board-appointed External Governors.

Policy / Procedure

Guiding Principles

The nomination and appointment process shall be guided by the principles of merit, diversity and probity.

The Board will seek a balance within the Board with respect to the skills and experience of External Governors, while considering the strategic directions of the College and any unique or special requirements of the College at the current time.

The Board will ensure all External Governors possess the behavioural qualities necessary to perform their role as External Governors.

The Board will seek a range of relevant backgrounds for External Governors that support the strategic directions of the College and complement the Board composition in terms of representing a broad cross-section of the community that the College serves.

Application

This policy applies to External Governors, those appointed by the LGIC or by the Board.

Term of Office

An External Governor is appointed to the Board for a term of up to three (3) years, and may serve for a maximum of six (6) years.

Process for Nominations

Executive and Nominating Committee

The Executive and Nominating Committee shall identify and recommend individuals to become External Governors.

The Board shall appoint the chair of the Executive and Nominating Committee who shall be a member of the Board.

Nominations Process

The Board shall identify qualified candidates through the following process:

- A profile for External Governors shall be established.
- The number of vacancies will be determined each year, and the necessary criteria to fill those vacancies will be identified by conducting a skills matrix analysis.
- The skills, experience, knowledge and behavioural qualities that the Board will consider in approving a profile for External Governors may be drawn from the skills, experience, and knowledge and qualities in Schedule A.
- Incumbent External Governors will be evaluated based on their performance and renewal will not be automatic.
- A call for nominations will be made and interested parties will be encouraged to submit applications.
- Vacancies will be advertised in media, social media, as well as on the College's website.
- Applications will be submitted to the chair of the Executive and Nominating Committee and reviewed by the Executive and Nominating Committee.

- A short-list of candidates will be developed by the Executive and Nominating Committee of those individuals who meet all of the criteria as identified by the Board. Short listed candidates must be interviewed by the Executive and Nominating Committee even if they are standing for re-appointment.
- Reference and background checks will be completed by the chair of the Executive and Nominating Committee or as delegated.
- Nominees will be required to confirm in writing that they:
 - have read the documentation setting out the roles and responsibilities of a Board member and any other governance information as well as the Strategic Plan, Annual Report and any other information deemed important by the Executive and Nominating Committee and shared with the nominee;
 - will adhere to By-Laws and College policies; and
 - will participate in Board orientation sessions.

Appointment Process

1. Lieutenant Governor in Council appointed External Governors

The Executive and Nominating Committee shall identify candidates to be forwarded to the Standing Committee of Government Agencies through the manager of Colleges Unit of the Ministry as required by the Protocol. Up to three (3) candidates may be identified for each position.

All candidates shall be approved by the Board before they are submitted to the Colleges Unit.

2. Board appointed External Governors

The Executive and Nominating Committee shall identify candidates for recommendation to the Board.

In the event that the number of candidates equals the number of vacancies, the External Governors (other than those nominated for re-election) shall be asked to vote by secret ballot for or against the slate and, if such vote does not carry, the vote shall take place for or against each nominee individually with any External Governor who is the subject of the particular vote not participating in the vote.

Monitoring

The Executive and Nominating Committee will annually provide the Board of Governors a written report on how the nomination process was followed. The report will include how skills were evaluated, the media used to promote the position and number of applicants interviewed. The report will also provide recommendations on how the nomination process can be improved and any amendments to this policy, if necessary.

Related Materials

Ontario Colleges of Applied Arts and Technology Act, 2002, Ontario Regulation 34/03
http://www.e-laws.gov.on.ca/html/regs/english/elaws_regs_030034_e.htm

Ministry of Training, Colleges and Universities Governance and Accountability Framework - 2010
http://www.tcu.gov.on.ca/pepg/publications/GovAccount_Directive2010.pdf

Ministry of Training, Colleges and Universities, Protocol for Board Nominations and Appointments - 2011
http://caat.edu.gov.on.ca/Documents/Gov&Acc_Current/English/BoardAppointProtocol.pdf

Schedule A

Skills, Experience and Knowledge

The Board will reflect a complementary mixture of skills, experience and knowledge. The skills, experience and knowledge the board will consider in selecting External Governors include the following:

- Knowledge/experience in post-secondary education
- Business management
- Human resources management
- Government and government relations
- Political acumen
- Legal expertise
- Accounting designation
- Financial expertise
- Knowledge and experience in research
- Quality and performance management
- Labour relations
- Board and governance expertise

- Public affairs and communications
- Ethics
- Demographic characteristics

Behavioural Qualities

The Board requires all Governors to:

- commit to adhere to the vision, mission, and core values of the College;
- act with honesty and integrity;
- understand a Governor's role and fiduciary duties, and the role of the Board;
- think strategically;
- work as part of a team;
- communicate effectively;
- have, or commit to acquire, financial literacy appropriate for the College's scope of activities;
- be willing to devote the time and effort required to be an effective Governor including attendance at board orientation, board retreats, board meetings, committee meetings, and organization events;
- be free of conflicts that would impede a Governor's ability to fulfill his or her fiduciary duties; and
- demonstrate ability to recognize and manage specific conflicts of interest that arise from time to time.