

## **Information on the Role of the NBCC Board of Governors and Expectations of Individual Governors**

The Board of Governors (the Board) of the New Brunswick Community College (the College) is legally responsible and accountable for the ongoing success and sustainability of the College and for its pursuit of the objects defined for it in the *New Brunswick Community Colleges Act* (the [Act](#)). The Board is expected to provide strategic leadership and stewardship of the College.

Key governance responsibilities include:

### **1. VISION, PURPOSE AND VALUES**

- 1.1. Periodically review and continually support the vision, purpose and values of the College.
- 1.2. Ensure that the College's values are clearly stated, widely shared and provide a framework for decision-making throughout the College, e.g. code of conduct and conflict of interest policies in place to support values.

### **2. STRATEGIC PLANS & CORPORATE PERFORMANCE**

- 2.1. Provide strategic direction in the development, and final approval of the strategic plan for the College.
- 2.2. Ensure alignment between the College's strategic plan and the annual business plan over time.
- 2.3. Approve the annual business planning process.
- 2.4. Monitor the performance of the College against its plan(s).
- 2.5. Review results of external reviews of operations and monitor appropriate follow-up plans.

### **3. HUMAN RESOURCES ACCOUNTABILITY**

- 3.1. Responsible for effective President and CEO (the President) recruitment, selection, evaluation, development and compensation.
- 3.2. Ensure, through the President, that the College develops and maintains a long-term, comprehensive, human resource plan.
- 3.3. Ensure that policies and systems are in place to foster a learning culture and work environment that attracts and retains talented people.
- 3.4. Ensure that a succession plan is in place for the President's position and that the President, in turn, has a succession plan in place for Senior Executive and other key positions within the College.

### **4. FINANCIAL ACCOUNTABILITY**

- 4.1. Monitor and review financial results on a quarterly basis.
- 4.2. Approve annual financial statements from an independent source.
- 4.3. Appoint external auditor annually.
- 4.4. Review and approve material transactions.
- 4.5. Assist in securing appropriate resources for the College, where appropriate.

### 5. QUALITY ACCOUNTABILITY

- 5.1. Require, through the President, that effective quality assurance programs are in place; and periodically review quality reports to monitor trends, gaps and opportunities for ongoing improvement in the College's programs and services.

### 6. ENTERPRISE RISK MANAGEMENT

- 6.1. Understand the principal risks facing the College and the systems in place to mitigate/manage those risks; some of the specific areas are identified below.
- 6.2. Ensure, through the President, that effective management information systems, processes and internal controls are in place at all levels of the College.

### 7. COMMUNICATIONS, STAKEHOLDER RELATIONS AND ACCOUNTABILITY

- 7.1. Ensure that the College has policies and systems in place to:
  - 7.1.1. protect and continuously enhance the College's brand and reputation;
  - 7.1.2. maintain strong and effective relations with all stakeholders;
  - 7.1.3. develop and implement an advocacy plan linked to the College's strategic priorities; and
  - 7.1.4. monitor the effectiveness of the College's communications and stakeholder relations policies and systems.
- 7.2. At least annually, report to our stakeholders on the College's progress towards all plans (strategic, financial, etc.).
- 7.3. Monitor the College's compliance with all statutory reporting requirements.

### 8. BOARD GOVERNANCE

- 8.1. Recruit high quality, diverse and competent leadership for the Board, through a rigorous nominations process, informed by an annual skills gap assessment.
- 8.2. Ensure that Governors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as Governors of the College.
- 8.3. Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals.
- 8.4. Annually evaluate the performance of the Board, its Chair and its Committees.
- 8.5. Foster an effective relationship with the President and recognize the distinct roles of the Board and senior management.
- 8.6. Regularly review By-Laws, Governance Policies and Board practices in the context of evolving standards of governance in the post-secondary education sector.

### 9. RESPONSIBILITIES OF INDIVIDUAL GOVERNORS

- 9.1. The Board acts as a collective decision-making body. Governors do not have any individual authority to make decisions on behalf of the College. Individual Governors do, however, have legal duties to live up to during their tenure on the Board and are also expected to participate in and contribute to the Board's effective and efficient functioning.

9.2. The [Act](#) provides that a member of the Board shall, in exercising their powers and performing their duties,

9.2.1. Act honestly and in good faith in the best interests of College; and

9.2.2. Exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.

9.3. Members of the Board have a fiduciary duty (i.e. occupy a position of trust) in relation to the College and its assets. In practical terms, this means that individual Governors are required to:

9.3.1. Act prudently and reasonably in the best interests of the College as a whole (versus the narrow interests of a particular stakeholder group);

9.3.2. Place the interests of the College ahead of all other interests;

9.3.3. Avoid any conflicts between personal interests and the interests of the College;

9.3.4. Maintain the confidentiality of Board business;

9.3.5. Support the decisions made by the collective Board pursuant to its decision-making process (even where the individual Governor may have preferred a different outcome); and

9.3.6. Act within the scope of applicable laws, regulations, by-laws and policies.

These obligations apply equally to all members of the Board, no matter how they came to be nominated to the Board.

## 10. TIME COMMITMENT

### **Required:**

10.1. Orientation session.

10.2. Approximately four (4) regular Board meetings per year (usually Thursdays in various campus locations around the Province).

10.3. Fall Board Development Session (one day).

10.4. Membership on one Board standing committee – approximately four (4) meetings per year.

10.5. Preparation time for committee and Board meetings.

10.6. Attendance at a convocation and other events if requested to represent the Board.

### **Encouraged:**

10.7. Voluntary attendance at as many College functions as possible.

10.8. Participation in *ad hoc* committees if required.

The College will endeavour to accommodate nominated staff members' attendance at Board meetings by permitting flexible arrangements with respect to the members' work-related duties where possible. There may be occasions where the nature of an employee's work-related duties would make it impossible or very difficult for the employee to be absent during regular working hours to attend Board meetings. The person contemplating running for election to the Board should discuss the arrangements that may be necessary with their supervisor prior to seeking or agreeing to be nominated. The supervisor will endeavour to be as accommodating as possible without compromising the work done by the unit to which the employee belongs.

### 11. GENERAL COMPETENCIES AND EXPECTATIONS

All Governors are expected to demonstrate the following general competencies:

- 11.1. **Commitment** – demonstrates an understanding and commitment to act in accordance with the rules and regulations that govern the Board; demonstrates dedication and commitment to serve the organization and to work with others (has the ability to commit the time necessary to be an effective Governor).
- 11.2. **Visionary and strategic** – demonstrates the capacity and ability to work with the Board and the President to shape a shared long-term vision for the College that is linked to the broader educational/training needs of employers and the population; maintains a clear separation between the strategic and policy role of the Board and the day-to-day operational responsibilities of management.
- 11.3. **Ethics and values-based** – demonstrates and models commitment to high standards of performance, integrity, honest, ethical practice and good governance.
- 11.4. **Motivation** – demonstrates a high degree of motivation and interest in serving the educational/training needs of students, employers and the Province; must not be driven by a personal agenda, single interest or special purpose group but rather by a desire to advance the best interests of the entire organization.
- 11.5. **Objective and open-minded** – demonstrates an interest and ability to learn quickly, be open-minded, objective and analytical; has the ability to deal with conflicting goals and competing interests.
- 11.6. **Communication and interpersonal skills** – demonstrates effective communication skills and the capability to participate effectively in group discussion on complex issues with clarity, diplomacy and credibility; demonstrates the ability to work well with others.
- 11.7. **Financial acumen** – has the ability to read and understand financial statements; is familiar with budgets and budgeting; recognizes the importance of the long-term financial sustainability of the College.
- 11.8. **Continuous improvement** – demonstrates a commitment to evaluating the Board's performance and their individual contribution to the Board; helps to set goals to continuously improve the Board's ongoing effectiveness; proactively develops their capacity to be an effective Governor.