

Terms of Reference

1. **Background Information**

The Board of Governors (the Board) of the New Brunswick Community College (the College) is responsible for establishing the governing policies that direct the College in its vision of being a high quality student-focused post-secondary institution. Its goal is to enhance the social and economic well-being of New Brunswick through training and education.

2. **Membership and Quorum**

2.1. The Board is comprised of up to twelve (12) external members appointed by the Lieutenant Governor in Council (LGIC), three (3) to six (6) members nominated by the Minister of Post-Secondary Education, Training and Labour and three (3) to six (6) members nominated by the Board, plus three (3) internal members from within the College, who are nominated by their peers to represent the following groups: academic, non-academic and student.

2.2. A member of the Board shall not be appointed for more than two (2) consecutive terms (Clause 11(5) of the *New Brunswick Community Colleges Act* (the Act)). As defined by the Act, Student Governors shall be appointed for a term of up to two (2) years (Clause 11(1)), and all other Governors shall be appointed for a term of up to three (3) years (Clause 11(2)).

2.3. The Chair and Vice-Chair shall be elected for a term of one year, or until the expiry of his or her term as a member of the Board, whichever occurs first.

2.4. A majority of the members of the Board, one of whom shall be the Chair or Vice-Chair, constitutes a quorum.

3. **General Purpose**

The Board 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 Act. The Board is expected to provide strategic leadership and stewardship of the College.

4. **Governance Principles**

When fulfilling its responsibilities as part of the College's governance, or when defining the College's governance through by-laws or governance policies, the Board is guided by the following governance principles:

4.1. Through establishment of policies, processes, and structures based on the College's vision, purpose and values, the Board will ensure effective operation of the College and fulfillment of the College's mandate.

4.2. The Board is accountable to the Province of New Brunswick (through the Ministry of Post-Secondary Education, Training and Labour), its students, employers in the Province and the communities served by the College to ensure that the College is effectively and appropriately managed to achieve its established mandate and to provide needed programs and services. The Board will strive to demonstrate accountability for the College's performance through effective, informative and regular communication.

4.3. The distinct and complementary roles of the Board and the President & CEO (the President) will be clearly defined and respected. At a high level, the Board's role is to approve the strategic direction of the College ("the ends"), hire the best President to lead the College, establish broad

framework policies, monitor the College's performance and ensure its accountability to stakeholders. The President's role is to implement the College's strategic and annual business plans (with broad freedom to determine the means by which strategic goals are to be accomplished), establish operational policies and procedures, assume responsibility for the day-to-day operations of the College, provide effective organizational leadership and demonstrate accountability for the overall performance of the College.

- 4.4. The Board/President relationship is based upon trust and accountable reporting.
 - 4.5. Authority belongs to the Board collectively and does not reside in individual Board members. The Board functions as a team that values the individual strengths of its diverse membership. Debate and the expression of multiple perspectives are encouraged during the decision-making process. Once the Board reaches a decision, all Governors are expected to support the decision.
 - 4.6. The Governors will act in the best interests of the College as a whole.
 - 4.7. The Board will base decisions on the best available evidence/information.
 - 4.8. The Board will govern with an emphasis on:
 - 4.8.1. Outward vision rather than internal preoccupation.
 - 4.8.2. Encouragement of diversity of viewpoints.
 - 4.8.3. Strategic leadership more than administrative detail.
 - 4.8.4. Future rather than past or present.
 - 4.8.5. Proactivity rather than reactivity.
 - 4.9. The Board and each of its members will develop a solid understanding of the College's vision purpose and values, governance, strategic direction and performance, and enforce upon itself/themselves whatever discipline is needed to govern with excellence.
 - 4.10. A commitment to continuously improve the College's governance and the Board's capacity to provide leadership to and stewardship of the College will be supported by ongoing learning, development and evaluation.
 - 4.11. Delegation of authority by the Board to the President or to a committee of the Board carries with it an obligation on the part of the delegate to provide periodic progress reports to the Board so that the Board can perform its required monitoring, evaluation and accountability functions.
 - 4.12. The Board speaks with one voice through the Board Chair.
 - 4.13. A strong ethical policy framework will guide behaviours and decision-making at all levels of the College, including the Board.
5. **Key Governance Responsibilities**
- 5.1. **Vision, Purpose and Values**
 - 5.1.1. Periodically review and continually support the vision, purpose and values of the College.
 - 5.1.2. 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.

5.2. Strategic Plans & Corporate Performance

- 5.2.1. Provide strategic direction in the development, and final approval of, the Strategic Plan for the College.
- 5.2.2. Ensure alignment between the College's Strategic Plan and the annual Business Plan over time.
- 5.2.3. Approve the annual business planning process.
- 5.2.4. Monitor the performance of the College against its plan(s).
- 5.2.5. Review results of external reviews of our operations and monitor appropriate follow-up plans.

5.3. Human Resources Accountability

- 5.3.1. Responsible for effective President recruitment, selection, evaluation, development and compensation.
- 5.3.2. Ensure, through the President, that the College develops and maintains a long-term, comprehensive, human resource plan.
- 5.3.3. Ensure that policies and systems are in place to foster a learning culture and work environment that attracts and retains talented people.
- 5.3.4. 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 leadership and other key positions within the College.

5.4. Financial Accountability

- 5.4.1. Monitor and review financial results on a quarterly basis.
- 5.4.2. Approve annual financial statements from an independent source.
- 5.4.3. Appoint external auditor annually.
- 5.4.4. Review and approve material transactions.
- 5.4.5. Assist in securing appropriate resources for the College, where appropriate.

5.5. Quality Accountability

- 5.5.1. 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.

5.6. Enterprise Risk Management

- 5.6.1. 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.
- 5.6.2. Ensure, through the President, that effective management information systems, processes and internal controls are in place at all levels of the College.

5.7. Communications, Stakeholder Relations and Accountability

5.7.1. Ensure that the College has policies and systems in place to:

5.7.1.1. protect and continuously enhance the College's brand and reputation;

5.7.1.2. maintain strong and effective relations with all stakeholders;

5.7.1.3. develop and implement an advocacy plan linked to the College's strategic priorities; and

5.7.1.4. monitor the effectiveness of the College's communications and stakeholder relations policies and systems.

5.7.2. At least annually, report to our stakeholders on the College's progress towards all plans (strategic, financial, etc.).

5.7.3. Monitor the College's compliance with all statutory reporting requirements.

6. Board Governance

6.1. Recruit high quality, diverse and competent leadership for the Board, through a rigorous nominations process, informed by an annual competency gap assessment.

6.2. Ensure that directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as Governors of the College.

6.3. Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals.

6.4. Annually evaluate the performance of the Board, its Chair and its Committees.

6.5. Foster an effective relationship with the President and recognize the distinct roles of the Board and senior management.

6.6. Regularly review By-Laws, governance policies and board practices in the context of evolving standards of governance in the post-secondary education sector.

7. Responsibilities of Individual Governors

7.1. 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.

The Act provides that a member of the Board shall, in exercising powers and performing duties,

7.1.1. act honestly and in good faith in the best interests of College; and

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

7.2. 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:

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

7.2.2. Place the interests of the College ahead of all other interests.

- 7.2.3. Avoid any conflicts between personal interests and the interests of the College.
 - 7.2.4. Maintain the confidentiality of Board business.
 - 7.2.5. 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).
 - 7.2.6. Act within the scope of applicable laws, regulations, by-laws and policies.
- 7.3. These obligations apply equally to all members of the Board, no matter how they came to be nominated to the Board.

8. Expectations of Governors

8.1. During Board Meetings:

- 8.1.1. Attend meetings.
- 8.1.2. Be punctual and demonstrate a commitment to arrive on time and to stay for the full duration.
- 8.1.3. Avoid use of distracting telecommunications devices during meetings.
- 8.1.4. Be prepared to contribute to the discussion - read the materials.
- 8.1.5. Be respectful of others and their opinions.
- 8.1.6. Participate and offer your perspectives during discussion.
- 8.1.7. Stay focused and on topic - avoid repetition.
- 8.1.8. Demonstrate active listening.
- 8.1.9. Demonstrate collegiality and foster trust.
- 8.1.10. Declare conflicts of interest.
- 8.1.11. Demonstrate open-mindedness.
- 8.1.12. Offer perspective not representation - act in the best interests of the Board versus particular stakeholders.
- 8.1.13. Share your experiences, background and motivations to help others get to know you.
- 8.1.14. Do not rush the discussion to leave the meeting to tend to personal obligations.
- 8.1.15. Be constructive and solution-oriented.

8.2. Between meetings:

- 8.2.1. Respect the confidentiality of Board business.
- 8.2.2. Prepare for meetings by reading the Board packages.
- 8.2.3. Follow-up on commitments.
- 8.2.4.
- 8.2.5. Advise the Board Chair of any substantive issues that could arise at a board meeting - "*no surprises*"
- 8.2.6. Governors should not engage in substantive conversations with the President without involving the Board Chair.

- 8.2.7. Support the outcomes of the Board's decision-making.
- 8.2.8. Act as a positive ambassador for the College.
- 8.3. **Relationship with staff:**
 - 8.3.1. Respect reporting relationships.
- 8.4. **Professional development:**
 - 8.4.1. Stay abreast of developments affecting post-secondary education.
 - 8.4.2. Maintain a general awareness of evolving governance trends and best practices.
 - 8.4.3. Develop an understanding of basic rules of procedure.

In addition, all Governors are expected to demonstrate the following general competencies:

- 8.5. **Commitment** – Demonstrate an understanding and commitment to act in accordance with the rules and regulations that govern the Board; demonstrate dedication and commitment to serve the College and to work with others; the ability to commit the time necessary to be an effective Governor.
 - 8.6. **Visionary and strategic** – Demonstrate 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; maintain a clear separation between the strategic and policy role of the Board and the day-to-day operational responsibilities of management.
 - 8.7. **Ethics and values-based** – Demonstrate and model commitment to high standards of performance, integrity, honesty, ethical practice and good governance.
 - 8.8. **Motivation** – Demonstrate 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 College.
 - 8.9. **Objective and open-minded** – Demonstrate an interest and ability to learn quickly, be open-minded, objective and analytical; have the ability to deal with conflicting goals and competing interests.
 - 8.10. **Communication and interpersonal skills** – Demonstrate effective communication skills and the capability to participate effectively in group discussion on complex issues with clarity, diplomacy and credibility; demonstrate the ability to work well with others.
 - 8.11. **Financial acumen** – 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.
 - 8.12. **Continuous improvement** – Demonstrate 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 capacity to be an effective Governor.
9. **Time Commitment**
- 9.1. **Required:**
 - 9.1.1. One half-day orientation.

- 9.1.2. Approximately four (4) regular Board meetings per year.
- 9.1.3. February Annual Retreat.
- 9.1.4. Fall Annual Retreat.
- 9.1.5. Membership on one Board standing committee – approximately four (4) meetings per year.
- 9.1.6. Preparation time for Committee and Board meetings or other events.
- 9.1.7. Attendance at a convocation or other event if requested to represent the Board.

9.2. Encouraged:

- 9.2.1. Attendance at as many College functions as possible on a voluntary basis.
- 9.2.2. Participation in ad hoc committees as required.
- 9.2.3. Attendance at annual Colleges & Institutes Canada (CICan) Conference as selected by the Board, with preference to the Board Chair and Governors who have not previously attended, with discretion to the Board Chair should alternate(s) be needed.

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