

Board Nominations: External Board Governors

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POLICY

This policy applies to the nomination of the six (6) to twelve (12) External Governors, i.e. Governors other than the three (3) Internal Governors who are elected by New Brunswick Community College (NBCC) employees or students.

1. BOARD/MINISTERIAL APPOINTMENTS

- 1.1. The *New Brunswick Community Colleges Act* (the Act) states that a Board of not fewer than nine (9) and not more than fifteen (15) Governors shall manage the affairs of NBCC. Included in this number are six (6) to twelve (12) “External” Governors: three (3) to six (6) members nominated by the Board, and three (3) to six (6) members nominated by the Minister of Post-Secondary Education, Training and Labour (Minister).

2. PRINCIPLES

- 2.1. The recruitment and appointment of highly skilled and qualified Board members is essential to the continued success of NBCC. The Province has adopted guidelines outlined in An Appointment Policy for New Brunswick Agencies, Boards and Commissions (<http://www.gnb.ca/0012/ABC/index-e.asp>) (the “ABC”), and in keeping with this “ABC” Policy, NBCC is committed to
 - 2.1.1. adhering to the guiding principles of transparency, openness, diversity, and merit-based selection in the appointment process for new External Governors
 - 2.1.2. building and maintaining a “Board Profile/Criteria and Competency Matrix” that compiles the current skills, experience, qualifications, gender and geographic diversity of the Board, and reveals any gaps in these competencies and characteristics
 - 2.1.3. working collaboratively with the Minister to review expressions of interest in NBCC Board appointments and to conduct preliminary screening based on current Board needs for particular skills, experience, qualifications or diversity

PROCEDURE

To ensure the required balance of Board-appointed and Minister-appointed positions, the process followed is:

- When an even number of vacancies for external Governors arises in any given year, the Board and the responsible Minister agree to evenly split the number of vacancies for their respective nominating streams
- When an uneven number of vacancies arise, the Board and the responsible Minister will take turns in filling the single vacancies, with the Board being the starting point for the alternating approach

This process ceases when the Board and the Minister have nominated an equal number of positions and the division of Board positions has been established.

3. ANNUAL NOMINATIONS CYCLE

External Governors are nominated for terms of up to three years and may be reappointed for a second consecutive term.

3.1. Vacancies and Gaps in Board Competencies

On an ongoing basis, Board members are encouraged to submit names to the Governance Committee for Board-nominated positions. In addition, the Executive Assistant to the Board of Governors (EA) will maintain a list of potential candidates who have previously been identified, but not yet nominated.

In the Fall of each year, the Governance Committee will:

- 3.1.1. identify and review legislative requirements and all NBCC Board of Governors' Policies, Guidelines, and Strategic Plans that may influence and direct the appointments, or re-appointments, of External Governors
- 3.1.2. review, update (if necessary), and secure Board approval for the categories and descriptions defined on the "Board Profile/Criteria and Competency Matrix"
- 3.1.3. chart and compare the self-identified competencies, experiences, and areas of expertise submitted by all current Governors
- 3.1.4. identify current or anticipated gaps in Board competencies, experiences, expertise, and demographic characteristics that may arise for a number of reasons, including:
 - 3.1.4.1. Board's ongoing obligation to respect the essential requirements outlined in government legislation and/or the policies of NBCC's Board of Governors
 - 3.1.4.2. Board's loss of particular competencies due to the departure or non-renewal of Governors whose terms are expiring

- 3.1.4.3. Board's recognition of new competencies critical to Board Governance because of the evolving strategic directions of NBCC
- 3.1.5. review the terms of all current External Governors to determine potential vacancies in the upcoming twelve (12) months; confirm eligibility for and interest in renewal for External Governors whose terms are due to end in that period (see Clause 3.2 "Considerations for Re-appointment" below)
- 3.1.6. identify which impending vacancies are Board-nominated positions and which are Ministerial-nominated positions, and notify the PETL Appointment Co-ordinator of the upcoming vacancies in each category through a letter from the Board Chair
- 3.1.7. identify the impact on NBCC should gaps in competencies, experiences, and expertise not be filled
- 3.1.8. rank the urgency of filling each gap and, at the next meeting of the Board, share the list of gaps with the Board of Governors
- 3.1.9. establish an ad hoc Nominations Committee. Governors who are eligible to re-offer for a second term should not be included in the membership of the Nominations Committee in order to avoid potential conflicts of interest
- 3.1.10. notify Board if External Governor nominations are required to fill specific competency gaps, and ask members of the Board to encourage individuals with the desired competencies/characteristics to make application through the "ABC" process and the Board's Nominations Committee
- 3.1.11. request Board approval to pursue and favour candidates who fill the recognized gaps identified in the Board Profile/Criteria and Competency Matrix, i.e. who possess the competencies and characteristics required to support the organization during the subsequent term of office
- 3.1.12. review list of potential candidates maintained by the EA
- 3.1.13. contact and assess potential candidates for nomination
- 3.1.14. submit a report to NBCC's Board of Governors outlining the Nominations Committee's recommendations, with rationale for appointments/re-appointments of External Governors

3.2. Considerations for Re-appointment

In the Fall of each year the Governance Committee will use the following criteria to assess current External Governors who are eligible for renewal and who indicate an interest in being re-appointed for a second term:

- 3.2.1. the candidate's ability to fill gaps in the current "Board Profile/Criteria and Competency Matrix"

- 3.2.2. the candidate's ranking on the "Defined Criteria for Re-appointment":
 - 3.2.2.1. attendance at meetings
 - 3.2.2.2. participation in meetings
 - 3.2.2.3. reliability in meeting commitments and expectations
 - 3.2.2.4. perceived ability to work well in groups
 - 3.2.2.5. perceived ability to think and act in the best interest of NBCC as a whole
 - 3.2.2.6. linkages to community, business, etc.
 - 3.2.2.7. Board's recognition of issues or concerns raised by the Chair
 - 3.2.2.8. Board's obligation for balanced gender participation
 - 3.2.2.9. Board's obligation for balanced geographic representation
- 3.2.3. if the Governance Committee DOES NOT recommend a Governor for re-appointment, the Chair of the Nominations Committee (or the Board Chair) will advise that Governor of this outcome and explain the Committee's rationale, the basis of the ranking, and the general outcome
- 3.2.4. If the Governance Committee DOES recommend re-appointment, the Committee will present the general outcome of the above rankings to the Board for approval. Once approval is granted:
 - 3.2.4.1. the Board Chair will advance the recommendation to the Minister for the recommended re-appointment of a Governor
- 3.2.5. the Governance Committee will request that the Board Chair maintain contact with the Minister as appointment decisions are made; the Chair may communicate outcomes to the External Governors affected
- 3.2.6. Once the appointment process has been completed and nominations confirmed, the Board Chair will send an appropriate communication to each ABC applicant approached by NBCC to thank them for their interest in serving on the NBCC Board. Applicants not nominated, but who are strong candidates, will be entered onto the list of potential future candidates maintained by the EA

3.3. Considerations for New Appointments

If a vacancy arises in either a Board-nominated position or a Minister-nominated position that may not be filled by re-appointments and instead requires a new appointment, the process outlined in Section 4 below will apply.

4. BOARD NOMINEES

To select the best candidates for the three (3) to six (6) External Governor positions nominated by the Board itself, the ensuing process will be followed:

- 4.1. the Governance Committee will consult the "Board Profile/Criteria and Competency Matrix" and the requirements outlined in the Act to determine the gaps in Board competencies and characteristics that the new nominee should fill

- 4.2. the Governance Committee will oversee an ad hoc Nominations Committee
- 4.3. the Nominations Committee will develop an initial list of potential candidates from various sources (including “ABC” database, candidates referred by Board members, candidates who have expressed interest to the NBCC Board directly, and candidates identified by the Governance Committee itself)
- 4.4. the Nominations Committee will identify a short-list of potential candidates by gathering and assessing appropriate information regarding the candidates’ experience, competencies, and demographic characteristics
- 4.5. the Chair of the Nominations Committee or the Board Chair(or designate), will initiate contact with the identified short-listed candidates to verify their interest in being considered for the Board
- 4.6. if the short-listed candidates express interest in being nominated to the NBCC Board, the Nominations Committee or the Board Chair will:
 - 4.6.1. direct each interested candidate to the governance page on nbcc.ca for specific information on the roles and responsibilities of a Board member
 - 4.6.2. use a “candidate interview guide” developed by the Nominations Committee to ensure consistency of process
- 4.7. Members of the Nominations Committee will conduct informal screening interviews via telephone:
 - 4.7.1. to gain a better understanding of the candidate’s experience, skills, and competencies as they relate to the work of the NBCC Board
 - 4.7.2. to evaluate the candidate’s “fit” with the culture of the Board and the organization
 - 4.7.3. to provide the candidate with an overview of the NBCC Board’s work and time demands
 - 4.7.4. to respond to any questions the candidate may have about the Board’s work or NBCC
 - 4.7.5. to confirm the candidate’s continued interest in being nominated to the NBCC Board
- 4.8. the Nominations Committee will share their assessment and subsequent recommendations of the short-listed candidates with the Board of Governors
- 4.9. If the Board approves the nominations, the Board Chair will then advance the names to the Minister, with the request that they be put forward to the LGIC, as stipulated in the Act

5. MINISTERIAL NOMINEES

The Minister has the final decision-making authority over the three (3) to six (6) members nominated by the Minister of Post-Secondary Education, Training and Labour.

However, because the NBCC Board is in the best position to assess its needs and the value/fit of potential Governors, and in keeping with current best practices in Canada relating to the nomination

of directors to Crown Corporations, the NBCC Board of Governors recommends the following involvement:

- 5.1. the Board Chair will share with the Minister the results of the Board's annual skills-gap analysis (based upon its Board Profile/Criteria and Competency Matrix and its obligations within the Act)
- 5.2. the Board Chair and the Chair of the Governance Committee (or designate) will request involvement with the "Ministerial Nominations Group" in considering the potential candidates for the NBCC Board of Governors
- 5.3. the NBCC Board representatives will seek consensus with the Ministerial Nominations Group on a ranked list of candidates to put forward to the Minister for appointment to the NBCC Board. Where such consensus is not achievable, the NBCC representatives may develop, on behalf of the Board, a ranked list of candidates and then submit this list to the Minister