

Board of Directors Charter

Approved: February 19, 2014
Revised: May 28, 2019

1. Carlton Trail College Vision, Mission, Guiding Principles

Vision: Changing Lives Through Learning

Mission: To serve students, business, industry and communities by creating successful lifelong learning opportunities.

Guiding Principles: Respect. Accountability. Commitment. Innovation. Integrity.

2. Purpose of Charter

The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Carlton Trail College.

3. General Responsibilities of the Board

The structure of the Carlton Trail College Board is best described as a governance board. As a governance board, the Board has three areas of responsibility:

Accountability

Provide accountability for activities of the Carlton Trail College to the general public and to the Minister of Advanced Education.

Policies

To the extent it is within the Board’s discretion, the Board shall establish the governing principles and policies for Carlton Trail College including, without limitation, setting the strategic plan. The Board shall monitor compliance with its policies in terms of opportunities and risks.

Legislative Compliance

The Board shall ensure that Carlton Trail College is in compliance with applicable laws and regulations.

4. Specific Responsibilities of the Board

Responsibilities of the Board are further defined within seven categories.

Vision, Mission, Guiding Principles

- Establish vision, mission and guiding principles.
- Keep vision, mission and guiding principles up-to-date and shared and understood by all.
- Conduct regular evaluations on how effectively the College is achieving its mission.

Planning

- Approve a Strategic Plan generally every three years and in doing so it shall review trends and opportunities for the College's business and the strengths and weaknesses of same.
- The Board shall review the risk analysis associated within the Strategic Plan ensuring the risk analysis is updated annually.
- Annually review the Strategic Plan in light of current circumstances.
- Monitor the outcomes of the Strategic Plan which shall be included in the Balanced Scorecard reporting.
- Annually review and approve the Multi-Year Business Plan.
- Annually review and approve the rolling five-year Capital Plan.

Financial Control

- Oversee compliance with applicable audit, accounting and reporting requirements.
- Appoint the College's external auditor.
- Review and discuss key areas of the audit with the auditor and approve annual audited financial statements.
- Approve banking resolutions and significant changes in banking relationships.
- Approve contracts, leases and other arrangements or commitments that may have a material impact on the College.
- Approve the commencement or settlement of litigation that may have a material impact on the College.
- Approve investment of surplus funds as set out in College policy adhering to *The Financial Administration Act, 1993*.
- Subject to the approval of the Minister, purchase, sell, lease, receive as a gift or otherwise acquire or dispose of any real property required for the purposes of the College.
- Subject to the approval of the Minister, construct, renovate, expand, upgrade or otherwise develop any building or other facilities required for the purposes of the College.
- Ensure the College's funds are held in a chartered bank, trust company or credit union registered in Canada.
- Seek approval of the Minister prior to authorizing borrowing of monies by the College.

Human Resources

- Approve a position description for the President and CEO.
- Hire and give direction to the President and CEO.
- Determine how authority is delegated and monitored as to its proper use: the President and CEO's role, authority and accountability;
- Evaluate the effectiveness of the President and CEO's performance at least annually, against agreed-upon written objectives.
- Take all reasonable steps to ensure succession planning measures for the President and CEO and senior management personnel are in place, including programs to train and develop management.
- Ratify Collective Bargaining Agreements.

Risk Management

- Ensure an enterprise risk management process is in place.
- Understand the significant risks to which the College is exposed.
- Approve appropriate and prudent risk management strategies for significant risks.
- Review the risk management strategies annually to ensure that they remain appropriate.

Community and Stakeholder Relations

- Provide the link between the College and the residents of the region.
- Maintain effective relations with the community and stakeholders.
- Remain informed of the changing needs/circumstances of the region.
- Be accountable to stakeholders, such that they have confidence that the College effectively uses resources to achieve desired results.

Generative Discussion

- The Board shall engage in deeper discussion related to issues, challenges and opportunities that may impact on the operations of the College.
- Experts and stakeholders may be engaged to bring new ideas into discussion.

Develop the Board

- Evaluate Board effectiveness at least annually.
- Develop a plan, to be reviewed annually, for Board professional growth including increased knowledge of role, processes and issues.
- Establish an annual Board work plan.

5. Board Commitment

The Board will assure excellence in governance by being disciplined in attendance, preparation, applying policy-making principles, respecting roles and ensuring continued board development.

6. Board Committee Principles

Board committees will assist only in the Board's work, never interfere in the direct link between the Board and President and CEO, and never fragment the wholeness of the Board's work. The principles for Board committees are:

- Committees will be used purposefully;
- Board committees are to help the Board do its job by preparing policy alternatives and implications for Board deliberation and decision; and
- Board committees cannot exercise authority over the President and CEO.

These principles apply to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the President and CEO.

7. Board Self-Evaluation

The Board will monitor and annually evaluate the Board's process and performance.

8. Charter Bylaw and Policy Monitoring

The Board will evaluate the Charter, Bylaws and Governance policies at least every three years.

9. Code of Conduct for Board Members

The Board commits itself and its members to ethical, responsible, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. Specifically board members:

- Must act honestly and in good faith with a view to the best interest of the College. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the College's services.
- Must avoid conflict of interest with respect to their fiduciary responsibility:
 - There must be no self-dealing or any conduct of private business or personal services between any board member and the College except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall identify the conflict and absent herself or himself from not only the vote but also from the deliberation.
 - Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign from the Board.
 - Each time a conflict presents itself, a board member will disclose their involvements with other organizations, vendors, or any other associations that might produce a conflict.
- May not attempt to exercise individual authority over the College except as explicitly set forth in Board policies. Board members:
 - interaction with the President and CEO or with staff must recognize the lack of authority vested in Board members except when explicitly Board authorized;
 - interactions with public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions; and
 - will give no consequence or voice to individual judgments of President and CEO or staff performance.
- Will respect the confidentiality appropriate to issues of a sensitive nature;
- Will work with other members in a spirit of harmony, cooperation and mutual respect, in spite of any difference of opinion that may arise;
- Must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- Must bring their own training, skills and experience to all board decisions;
- Must prepare for and attend all Board meetings so as to participate knowledgeably and meaningfully in all deliberations of the Board;
- Will participate positively in discussion and strive to reach decisions of the Board by constructive discussion and consensus;
- Are accountable for and support decisions that are made by the Board as a whole;
- Will be informed of issues and relationships relevant to the College;
- Understand the role of a board member in relation to the President and CEO, Executive Team, management and staff and demonstrate that by interacting effectively;
- Participate in at least one governance training session annually and additional education needs as identified by the Board; and
- Share in representing the Board at public functions and College events.

10. Roles and Responsibilities

The Board has delegated authority for the operations and administration of the College to the President and Chief Executive Officer (CEO).

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive Team in:
 - understanding and articulating the College's vision, mission, guiding principles and strategies;
 - developing strategic (direction) plans and ordering strategic priorities;
 - maintaining open lines of communication and promulgating, through the College and with external stakeholders, the vision, mission, guiding principles and strategies; and
 - developing and maintaining an organizational structure to support the achievement of agreed-upon strategic objectives.
- Monitor the performance of the President and CEO against agreed performance indicators.
- Review and agree to the business plans and annual budget proposed by the Executive Team.
- Monitor the achievement of the strategic and business plans and annual budget outcomes.
- Establish such committees, bylaws, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities. The Board will evaluate the Charter, Bylaws and Governance Policies at least every three years.
- Ensure through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged.
- Initiate a self-evaluation program of the Board, Board Chairperson, Board Committees and individual governors and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate.
- Ensure that all significant systems and procedures are in place for the College to run effectively, efficiently, and meet all legal and contractual requirements.
- Ensure that all significant risks are adequately considered and accounted for by the Executive Team.
- Ensure the College has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- Determine the essential and desired experiences and skills for potential Board members.
- Have no operational involvement in the conduct of the College's business activities and delivery of services. Its role is confined to setting and reviewing policy.

11. Membership and Term

- *The Regional Colleges Act and Regulations* provides for a maximum of seven (7) directors. Majority of appointed directors must be present to form a quorum to transact business at meetings.
- The Board consists of appointed members only. No member of the Board may be a paid staff member of the College.
- Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the College.
- Membership of the Board shall be disclosed in the Annual Report. According to *The Regional Colleges Act*, each director may be re-appointed by the Minister for a second term.

12. Board/President and CEO Relationship

- The Board's sole official connection to Carlton Trail College, its achievements, and conduct, will be through the President and Chief Executive Officer.
- Only decisions of the Board acting as a body are binding on the President and CEO. Requests or instructions by individual Board members, officers or committees may be refused by the President and CEO except when the Board has specifically authorized such exercise of authority to the member or committee.
- The President and CEO is responsible for:
 - procedures directing the operations of the College;
 - the efficient and effective operation of the organization; and
 - bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- The President and CEO is not a member of the Board.

13. Reporting

- Proceedings of all meetings are recorded and signed by the Chairperson of the meeting and the Recording Secretary to the Board.
- The Board package, including draft minutes, are forwarded to the Ministry at the same time they are shared with the board
- Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.
- Minutes are first put to the Board in draft form and once passed, are recorded in an official registry.
- Approved minutes are made public on the College's website.