Governance Framework and Board Bylaw
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Preface

Good governance is both essential and complex: every board must strike a balance between its central role of stewardship and its responsibility to advocate on behalf of the organization it governs. To be a competent steward, a board must be self-managing. It must set and manage its own performance standards and strive to serve the institution’s mission and promote excellence. It needs to create efficient structures, clear bylaws, policies and guidelines, and streamlined processes and procedures.

The purpose of this framework is to make the work of The Centennial College Board of Governors (hereinafter referred to as “the Board”) transparent to the community that it serves, to further the understanding of the role of the Board, and to inspire and guide the Board in the execution of its mandate. In keeping with both the College and the Board commitment to exceptional governance, the Governance Framework moves beyond the basics by establishing a vision of governance to which all governors commit when joining Centennial’s Board.

In respect of the various audiences for this document and to ensure the greatest possible access to understanding it, the use of plain language has been deliberately adopted throughout. Any questions you have concerning this document can be directed to the chair of the Board through the Office of the President of Centennial College.
Section I: Board Mandate and Responsibilities

Mandate

The Board is responsible, subject to the authority and responsibility of the Minister responsible for Training, Colleges and Universities, for the direction of educational policy and to oversee all administrative aspects of the operation of The Centennial College of Applied Arts and Technology (hereinafter referred to as “the College”). The Board has the responsibility to facilitate and approve, and uphold and support the mission, vision and values of the College. The Board values and embraces diversity, equity and inclusion as fundamental to Centennial’s mission to educate students for career success within a context of global citizenship and social justice. As the highest decision-making body of the College, the Board operates subject to the conditions and restrictions contained in the Ontario Colleges of Applied Arts and Technology Act (2002) and many other relevant pieces of legislation and regulation as outlined in this document. The College is a publicly-funded institution and must operate with the highest standards of ethical integrity and conduct for which the Board is ultimately responsible, and it must adhere to its own aspirations to govern accordingly at this level.

Legal Context

The Board operates under the provincial legislation and regulation that the College is subject to, for example:

- Regulation under the Ontario Colleges of Applied Arts and Technology Act (2002), such as Regulation 34/03 (Appendix H) and all emergent regulations and directives issued, from time to time, under this legislation, such as:
  - The Minister’s Binding Policy Directive - Conflict of Interest (Appendix A)
  - The Minister’s Binding Policy Directive - Governance and Accountability Framework (Appendix B)
- Various provincial and federal privacy statutes (such as the PIPEDA)
- Any other regulation or legislation that may apply or be passed from time to time, either as enabling budget legislation (such as Bill 16 - Creating The Foundation For Jobs And Growth Act, 2010), various labour relations legislation (such as 38:2 Bill 13, Colleges Collective Bargaining Amendment Act, 2005) or more foundational legislation around governance and operation of the college system itself (such as the Colleges Collective Bargaining Act, 2008 and so on).

The Ontario Colleges of Applied Arts and Technology Act 2002 (Appendix C) sets out the authority to establish colleges of arts and technology. The Act identifies each college as a corporation without share capital, and with a board of governors. Colleges are also subject to the Corporations Act of Ontario (1990).
The legal duties and responsibilities for the Board arise from these sources and from the Board Bylaw (Appendix F).

As Crown agencies, colleges are subject to provincial legislation such as the Freedom of Information and the Protection of Privacy Act (FIPPA), the Ontario Human Rights Code, the Financial Administration Act, and the Ombudsman Act.

Legally, the College has the authority to sue, to enter into contracts and, with the approval of the Minister, may acquire, sell, grant, convey, mortgage, pledge, lease or otherwise dispose of any real property, although many of these actions will be after due consultation and with the support of the President’s Executive Team.

**Responsibilities**

A clearly articulated set of responsibilities is essential for every board of governors: it clarifies and distinguishes a board’s corporate responsibilities and leadership from those of management. Responsibilities also serve as expectations and benchmarks, guiding a board’s work and providing a frame of reference for assessing the Board’s performance. Centennial’s Board has established the following key activities as essential to its fundamental stewardship role:

- Determine and approve the College’s mission, vision and values
- Engage in strategic planning, including required approval of the Strategic Plan, the Annual Business Plan and the Annual Report
- Ensure that sound policies and processes are in place (e.g. risk management and business continuity)
- Approve and monitor specific elements of the College’s work (e.g. major program changes, marketing claims and major contracts as required by the Board Bylaw or ministerial directives)
- Ensure the College has adequate financial resources to meet its obligations
- Provide effective fiscal oversight (including approval of the annual financial statements)
- Select and hire the President and review his/her performance (by the chair and vice chair)
- Collaborate effectively and build relationships with stakeholders consistent with the role of a governor
- Enhance the College’s public image and brand
- Select or recommend and orient new governors and board leaders
- Create and monitor appropriate board committee structures and operations
- Attend ceremonial or public College events as invited or required
Governance Vision

The Board strives to achieve exceptional performance through the implementation of a model that incorporates regulatory, participatory and aspirational elements of governance.

At the **regulatory level**, the Board exercises its primary legal responsibility to govern the College and its duty to ensure compliance with the Ontario Colleges of Applied Arts and Technology Act, 2002, all ministry directives and the Board Bylaw and policies. While this fulfills the legal mandate, the Board recognizes that good governance requires much more than adhering to regulatory and legal requirements.

At the **participatory level**, the Board endeavours to create a culture of full engagement. Governors add significant value to the College by participating actively in board and committee meetings, attending board and College events, and generously sharing their networks, professional expertise, and personal experience. Governors also align with the College’s commitment to be a learning-centred college by embracing continuous learning, reflective practice and self-assessment.

At the **aspirational level**, the Board builds a constructive partnership with the President and the Executive Team, recognizing the interdependence of governance and management as central to organizational success. Together, the Board and the President work collaboratively with the intention to provide stable, yet visionary leadership to the College. By implementing governance structures and processes that truly reflect best practices, they create opportunities for board members to do the right thing at all times, and support Centennial College in becoming the very best College that it can be.
Code of Ethics

Accountable to the broader community, rather than to any particular special interest group, the Board represents the public trust and is obliged to act in the best interest of the College. To ensure that board members are guided in the performance of their duties by the highest ethical standards, the Board has adopted a code of ethics. It embodies the ethical responsibilities of the Board and expresses values and principles that guide the work of its members. The following code of ethics defines the principles, values and standards to which Centennial board members commit.

1. Legislative Compliance
   - We will abide by the law at all times and respect its intent, and we will comply with any and all rules, regulations, requirements, directives and expectations that guide our work
   - We will ensure that College policies and procedures are in compliance with all relevant legislation and policy requirements, particularly standards which apply to the Ontario Public Service or broader public sector

2. Confidentiality
   - We will maintain the confidentiality of the Board and all confidential information shared with us
   - We will share information without sacrificing confidentiality

3. Objectivity
   - We will base our decisions on the facts of each situation and vote with honest conviction
   - We will make judgements independent of personal interests and prejudice

4. Integrity
   - We will place Centennial’s interests first and avoid personal interests that conflict with those of the College
   - We will not benefit at the expense of the College, directly or indirectly as per the Board Bylaw and the ministerial directive
   - We will never accept favours or gifts from (or to) anyone who does business with the organization

5. Honesty
   - We will always be honest and act in good faith
• We will tell the truth in our communications and not mislead by commission or omission

• We will disclose in a timely fashion all issues that pose, have the potential to pose, or appear to be a conflict of interest

6. Accountability

• We are accountable to our constituents and to one another

• We are committed to excellence and to maintaining the public’s trust

• We accept the consequences for any of our actions which violate the Code of Ethics, the Code of Conduct, and the Minister’s binding policy directives and we will abide by the resulting decisions

**Code of Conduct**

To support the principles outlined in the Code of Ethics, the Board has also implemented the Code of Conduct. Intended to be practical and enforceable, it outlines the expectations about the desired behaviours and attitudes of governors. The Code of Conduct provides standards for the way in which governors perform their duties and for which they are held accountable. It also creates a mechanism for governors to measure their own behaviour, as well as that of their colleagues.

1. Create a Respectful Environment

• Develop working relationships based on candour, openness, collaboration and a commitment to support fellow governors

• Disagree respectfully with others

• Address conflict effectively and in a timely fashion

• Make equitable decisions and be mindful of their impact on all stakeholders

• Value and embrace diversity, equity and inclusion

• Demonstrate care for others and the community as a whole

• Comply with the College’s Harassment and Discrimination Prevention Policy

2. Be Knowledgeable and Prepared

• Understand how Centennial operates

• Know and understand the College’s goals, policies, programs, services, strengths, needs and challenges
Governance Framework and Board Bylaw 2014

- Understand fully the duties and responsibilities of the Board
- Use the College’s mission, vision and values as the first frame of reference when making decisions
- Set aside time to read and reflect on all materials sent prior to meetings
- Ask for more information in order to better understand and be fully briefed on an issue

3. Practice Due Regard

- Make every effort to attend all board and designated committee meetings, and organizational activities
- Participate conscientiously through active listening and by asking timely and substantive questions
- Act within the scope of board member authority
- Seek legal counsel for the Board, when necessary and appropriate, before making decisions
- Exercise the due care and diligence of a reasonable person in performing the duties of a governor
- Speak for the Board or for the College only when authorized to do so

4. Be Independently Minded

- Always exercise authority in the best interest of the College
- Express points of view when different from the President, staff and other governors
- Speak freely, welcome all viewpoints and encourage debate
- Refuse to allow one’s vote to be unduly influenced by others
- Create policies, procedures, processes and norms that reinforce independent decision making

5. Act as Team Players

- Understand when to lead and when to follow
- Vote from a place of conscience and conviction while supporting the majority decision on issues decided by the Board
- Bring goodwill and a sense of humour to board deliberations
• Support the President and Chief Executive Officer (hereinafter referred to as “the President”), as the College’s appointed leader, in the achievement of the College’s mission, vision and strategic goals

• Support fellow governors in fulfilling the College’s fiscal and professional obligations

6. Serve as Ambassadors for Centennial College

• Serve Centennial responsibly and diligently by telling the College’s story in a compelling way

• Present the College’s accomplishments as well as its needs and current challenges

• Act as guardians of the College’s vision, mission and values
Section II: Organization

Board Membership and Terms of Office

The Board is composed of 14 appointed governors, 4 elected governors, and the President of the College. Appointed governors are selected through a formal process managed by the College Employer Council (hereinafter referred to as “the Council”) and the MTCU. The four elected governors from the academic, administrative and support staff personnel and the College student body are elected at the College by their peers through a formal election process as set out in Election Procedures for Elected Governors, Board Bylaw 2014-1.

Appointed members must meet the eligibility criteria as set out in various legislations and the Board Bylaw and may number no less than twelve and no more than twenty. Elected members include one representative from each of the four key stakeholder groups at the College: an academic employee, an administrative employee, a support staff employee, and a student. The President of the College is also a full voting member of the Board by virtue of occupying the office of the President, but is expected to declare any conflicts and recuse from participating in any vote which may be seen as either self-serving or a conflict.

Board members serve without remuneration and may not receive any direct or indirect advantage from their position on the Board, other than appropriate reimbursement of any business expenses incurred in the performance of their duties.

With the exception of the student governor, the term of office for both appointed and elected governors is three years. Governors can serve for two consecutive terms for a total of six years. Students can hold office for a two-year term and cannot serve for more than four years consecutively. Governors take office on September 1 in the year of their appointment or election, and leave their post three years later on August 31 unless re-appointed or re-elected.

Board Officers

The Board elects a chair, a vice chair, a chair for each of its standing committees, and a governor-at-large. The President is hired by the Board and is a member of the Board by virtue of his/her position. The responsibilities of board officers are as follows:

The chair of the Board has the following responsibilities:

- Approves the Board agenda in consultation with the Board’s Executive Committee (hereinafter referred to as the EC) and the President
- Presides at meetings of the Board, the EC, and standing committees as required
- Together with the President or other board officers appointed for the purpose, signs all bylaws of the Board
- Signs such contracts, documents or instruments in writing that require the signature of the chair
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- Provides leadership to the Board and addresses issues related to individual member engagement
- Helps to guide and mediate board actions with respect to organizational priorities
- Encourages and supports the Board’s involvement and participation in strategic planning
- Provides leadership and support to the President
- Reviews issues of concern with the President
- Generally to act as the public spokesperson for the Board or to appoint a designate
- Leads the formal evaluation of the performance of the President and facilitates the evaluation of the effectiveness of governors
- Identifies prospective board candidates and participates in the selection process
- Encourages and supports the Board’s engagement in the College’s fundraising strategy and activities
- Performs other duties as assigned by the Board
- Has such other powers and duties as may, from time to time, be assigned by the Board or as are incident to the office of the chair

The vice chair of the Board has the following responsibilities:

- Performs the chair’s responsibilities when the chair is not available or in instances when the chair is unable to perform his/her duties
- Signs such contracts, documents or instruments in writing as requires the signature of the vice chair and shall have such other powers and perform such duties as may be assigned by the Board by resolution
- Contributes to overall board effectiveness by playing a leadership role in monitoring and enhancing governance practices, and assessing the overall effectiveness of the Board
- Participates closely with the chair to develop and implement governor transition plans
- Identifies prospective board candidates and participates in the selection process
- Encourages and supports the Board’s engagement in the College’s fundraising strategy and activities
Individual members of the Board have the following responsibilities:

- Attend board meetings and designated committee meetings on a regular and consistent basis
- Be informed about and follow the College’s mission, vision, and values, policies, and the Board Bylaw
- Be an advocate for the quality of the College programs and services, and to always act in the best interest of the College
- Review the agenda and supporting materials prior to board and committee meetings
- Demonstrate strict adherence to the Board’s conflict of interest policy
- Encourage and support the Board’s engagement in the College’s fundraising strategy and activities
- Keep up-to-date about developments in the College’s field of work
- Follow the Board’s code of conduct
- Adhere to the Board’s code of ethics
- Respect diverse stakeholder groups

While individual members are welcome to bring their unique perspectives to the Board, potential dilemmas can emerge when members feel compelled or obliged to represent the interests of a special interest or constituency group with which they align. All members have a responsibility to balance advocacy with their duty to keep the interests of the College at the forefront while acting within their role as members of the Board.

**Board Meetings**

College boards of governors must hold mandatory meetings once every three months during the academic year from September to June. Centennial’s Board meets bi-monthly (October, December, February, April and June). Board meetings allow governors to address challenges and opportunities, make decisions, and connect as individual members to the larger board group.

Characterized by lively debates on strategic issues, meetings are the place where the Board carries out its role in providing strategic leadership and oversight of the College. Elections for board officers take place at the last board meeting of each academic year.
Board Standing Committees

The creation of and participation in standing committees is another way that the Board organizes itself to operate more effectively and efficiently. Standing committees act as highly effective vehicles for distributing the Board’s work. They allow governors to delve more deeply into the labour-intensive tasks of governance and lead to the development of sound recommendations to be presented to the Board. Governors put their unique experience and expertise to work in one of four action-oriented standing committees that focus on the Board’s strategic and high-risk priorities: the Audit and Compliance Committee (hereinafter referred to as the ACC), the Learning and Engagement Committee (hereinafter referred to as the LEC), and the Policy and Procedures Committee (hereinafter referred to as the PPC). In addition, the Board has a fourth standing committee – the Executive Committee (EC). Members of the EC serve by virtue of either being elected as chair, vice chair, standing committee chair, or governor-at-large. A designated member from the President’s Executive Team acts as a staff advisor/resource to each standing committee with the President serving as a member of the EC. The staff advisor/resource person marshals the resources of the College as required to assist the standing committee in its work.

Standing Committee Structure

The standing committee structure of the Board is determined and managed by the Board itself. A regular review of the work of the Board and how well its standing committee structure is serving its mandate should be undertaken as part of the Board’s overall performance management efforts. In addition, board members must take their assigned responsibilities for committee work seriously as this is where the majority of the detailed work happens. Questions about the structure or operations of the Board’s standing committees can be addressed to either the chair of the Board or the chair of the PPC.

Executive Committee (EC)

The EC of the Board is the only standing committee that can make decisions on behalf of the Board, but only within prescribed boundaries and subject to the consent of the Board. This allows the Board to convene a smaller number of governors to make interim decisions when it may not be feasible or practical to bring the Board together, particularly between board meetings. Occasionally, the Board may, at its discretion, defer a matter to the EC for follow-up or action. The EC determines and approves agendas for board meetings and ensures that appropriate information is provided to governors in advance of board meetings to ensure the Board remains productive and efficient. It also takes responsibility for some confidential matters such as reviewing the President’s performance (by the chair and vice chair) and approving the presidential compensation package and contract.

Positions on the EC are held by virtue of holding a leadership position on the Board. Membership includes the chair and vice chair of the Board, the chairs of all standing committees, and the President of the College. The EC also includes a governor-at-large position, elected by the Board from any board member (appointed/elected) not currently serving as a committee chair. The governor-at-large is a full voting member of the EC without committee portfolio who provides general expertise into committee deliberations for a term of one year. All members of the EC are elected by the Board and must have served on the Board for at least one year.
Terms of Reference

Introduction

The EC is a standing committee of the Board established in accordance with the Board Bylaw and is empowered to act on all matters that may be properly referred to it by the Board and its standing committees.

1. Board Bylaw

   - Makes recommendations with respect to the Board Bylaw and regulations affecting the governance of the Board
   - Delegates to the PPC to conduct a periodic review of the Board Bylaw and policies. The PPC presents its recommendations for consideration by the Board
   - Makes recommendations to the Board on such reviews as major legal actions, building plans, and contractual arrangements

2. Board Standing Committees

   - Provides guidance to the workings of all standing committees and sub-committees
   - Upon recommendation of the chair, appoints board members to committees
   - Serves as a nominating committee and makes recommendations to the Board regarding the appointment and reappointment of board and committee members
   - Confirms the membership of all standing committees at the beginning of each academic year

3. The President

   Annual Performance Evaluation and Compensation

   - The chair and vice chair meet annually with the President to mutually agree upon the goals and objectives for the next review period
   - The chair and vice chair annually evaluate the President’s performance with appropriate input and prepare a written performance report
   - The chair and vice chair meet with the President and discuss the written performance report; the President may choose to provide a written response regarding the performance feedback
   - The chair and vice chair annually review and approve the President’s compensation
   - The chair and/or vice chair advise the Board with the results of the President’s performance review process at the next appropriate private session
The Presidential Search Process

- As required, the Board establishes a presidential search committee
- The presidential search committee presents its recommendations to the Board
- In private session of the board meeting, the chair presents the recommended candidate, including the terms of employment/compensation to the Board for approval

4. Quorum

- A simple majority

5. Minutes of Meetings and Frequency

- Meetings will be held as directed by the chair of the Board or at the request of a board member
- Minutes shall be taken of each meeting and kept in accordance with normal procedures of the Board; they shall be approved by the EC and distributed to all EC members
- Minutes will be posted to the Board’s portal for governors once they have been approved
- The chair and/or vice chair will provide a report on the minutes to the Board at its next regular meeting
- All minutes, reports, and attachments are confidential

6. Composition and Terms for Executive Committee Members

- The chair of the Board is elected annually and serves for a one-year term. Upon completion of the chair’s first term, he/she is eligible to be elected for a second term. The chair is eligible to serve a maximum of two terms
- The vice chair of the Board is elected annually, serves a one-year term, and is eligible for a second election
- The immediate past chair of the Board (optional) provided that his/her term as a board member has not expired
- The President
- The chair of the ACC is elected bi-annually and serves for a two-year term. Only a currently serving ACC chair is eligible for re-appointment for an additional year
• Chairs of the LEC and PPC are elected annually, serve a one-year term, and are eligible for a second election

• A governor-at-large is elected annually, serves a one-year term, and is eligible for a second election

• Direct presidential reports as resource (non-voting)

• Secretary to the Board as recording secretary (non-voting)

Mandate

• Considers and makes recommendations to the Board on matters referred to the EC

• Acts on behalf of the Board between board meetings and in emergency situations or instances where it is not feasible or practical to have the matter dealt with by the Board

• Reviews board agendas and appropriate matters arising from the Board and its standing committees before submission to the Board

• Oversees the annual evaluation of the operation of the Board, its committees and its members, with input from the PPC as required

• Delegates to the PPC to develop board governance principles, policies and procedures for ratification by the Board

• Considers and recommends to the Board, the attendance of board members at relevant, external functions

• Acts on any matter on behalf of the Board during the summer months, July and August (the Summer Authority Motion), and reports thereon at the next regular meeting of the Board

• Confirms the membership of the Board’s standing committees at the beginning of each academic year
Audit and Compliance Committee (ACC)

Audit and compliance committees are widely recognized as the cornerstone of sound financial management and legal and regulatory compliance. Centennial’s ACC allows governors to put their financial literacy and expertise in risk management to work. Through its oversight activities, the ACC provides members of the College community with greater assurance of the integrity of the College’s financial operations. The ACC examines and reviews the due diligence activities of the College to ensure that Centennial meets and exceeds legislative requirements arising from provincial statutes and ministry directives. The scope of the ACC also includes monitoring the College’s building and property affairs to ensure the availability of appropriate facilities for the College’s present and future needs.

Terms of Reference

Introduction

The ACC was established by the Board and operates under its governance mandate. This document outlines the terms of reference and mandate for the ACC and any associated sub-committees as may be required.

1. As with all other committees of the Board, the Board shall confirm the mandate and membership of the ACC at the first board meeting of each academic year in accordance with current practices in force for the selection and appointment of committee members, and review and confirm the committee’s annual work plan.

2. The ACC shall be composed of four to six board members. At least three of the members shall be members appointed to the College in that they are not an elected representative of any of the College’s constituent groups (students, faculty, support staff, or administrative staff).

3. The Board will endeavour to ensure that ACC members have sufficient literacy in financial matters, risk management and/or property management to effectively carry out the committee mandate, or that ACC members shall become financially literate within a reasonable time after appointment to the ACC, and at least one member shall have accounting or related financial management expertise. The definition of, and criteria for, financial literacy is the ability to read and understand a balance sheet, an income statement, a cash flow statement, and the notes. An acceptable definition of accounting or related financial management expertise is the ability to analyze and interpret a full set of financial statements, including the notes, that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the College’s financial statements.

4. The Chief Financial Officer and Vice President Business Development will attend as a non-voting member and act as the appointed staff advisor to the ACC.

5. The chairperson of the ACC is elected by the Board and serves for a two-year term. During this term, the ACC chairperson may also serve as an ex-officio director of
Centennial College subsidiaries. In the unforeseen resignation of the elected chairperson, the Board shall appoint another appointed committee member who has served on the Board for at least a one-year period to exercise the powers of the chairperson for the duration of the two-year mandate. In the unforeseen absence of the appointed chairperson, another appointed committee member who has also served on the Board for at least one year will serve as ACC chairperson for the balance of the term.

6. The ACC shall normally meet four times during the fiscal year at scheduled times but shall meet no less than once per term, with additional meetings at the call of the chair. Committee members, advisors, and the College auditors may request additional meetings as required. The chairperson may call, adjourn and otherwise regulate the meetings in keeping with normal committee practices of the Board as defined by the Board from time to time.

7. It is the responsibility of committee members to attend designated committee meetings. Committee members may attend meetings in person, by teleconference or by virtual meeting.

8. Quorum of the ACC, and the number required to pass or approve a motion, will be a simple majority of voting committee members. A motion and vote is required for all committee decisions.

9. The ACC shall consider and make recommendations to the Board on such matters as assigned or which normally fall into its mandate, except where the Board has, by resolution or request, empowered the ACC to consider an issue and/or act on behalf of the Board as permissible under pertinent legislation. The ACC shall report on any such matter and the action taken, for ratification at the next regular meeting of the Board as appropriate.

10. Minutes shall be taken of each meeting; they shall be approved by the ACC and shall be tabled at the next regular meeting of the Board. Hard copies of minutes of each meeting of the ACC shall be kept in accordance with normal procedures of the Board with access provided to any member of the Board upon request to the board secretary.
Mandate

1. To ensure the effective and efficient management of the College’s resources, the ACC shall review financial operations such as but not limited to:

   - College adherence to generally accepted accounting principles, and other relevant financial standards
   - The overall effectiveness of the College’s internal controls, including the efficiency and effectiveness of operations, the integrity of internal control processes to safeguard assets and the integrity of financial transactions, and steps taken by management to minimize/mitigate significant exposures
   - With management, a framework related to significant financial risk exposures and the steps management has taken to identify, assess and prioritize them in terms of likelihood and magnitude of impact, determine a response strategy, monitor, and manage these financial risks
   - The annual operating and capital budgets and recommendation of approval to the Board
   - The quarterly financial reports and the results of the College’s annual financial operations
   - Strategic partnerships and funding proposals which have material financial implications for the College
   - The safekeeping and handling of College investments

2. The ACC shall:

   - Review the integrity and adequacy of the College’s financial reporting processes (both internal and external)
   - Periodically review with management, the need for an internal audit function including approving any audit plan, and monitoring findings and subsequent responses by management
   - Review significant accounting and reporting developments, including recent and contemplated professional and regulatory proposals, and understand their impact on financial reports
   - Recommend to the Board the appointment/re-appointment of the external auditing firm and the appropriate fee, and as part of the consideration of the recommendation for the appointment of the external auditors, review with management the performance of the external auditors
   - Ensure the auditors’ independence in their relationships with management
   - Review College audit planning and preparation to ascertain its adequacy
• Review with management and the external auditors, and recommend to the Board for approval, the annual financial statements of the College, and associated reports of the external auditors including any management letter

• Discuss significant findings and recommendations of the external auditors set out in the management letter, together with management’s responses

• Meet privately with the external auditors to discuss any matters that the committee or the external auditors believe should be discussed privately

• Monitor and evaluate the performance of the external auditors

3. With respect to partnerships or the creation of subsidiaries, the ACC shall review and monitor plans to ensure that:

• The activity is aligned with College goals and corresponds with the entrepreneurial activities contemplated by the MTCU Minister’s binding policy directive

• Adequate means of governance are in place to protect the core businesses and assets of the College through appropriate limitations on the College’s liability for the business endeavours

• The business operations of the partnership or subsidiary are appropriately managed through sound policies and processes regarding, but not limited to, risk management and business continuity, transparent commercial activities, annual budgets and expense control, administrative procedures that permit accurate recording and reporting of quarterly and annual results, annual financial audits and preparation of annual financial statements (Appendix E – Centennial College Partnerships Framework).

4. The ACC shall review and monitor the adequacy of:

• The College’s policies and processes to ensure the integrity of management information systems

• Strategic information systems plans including, but not limited to, the processes for information technology projects and consideration for technology trends

• Systems to ensure risks are sufficiently mitigated and controls are in place to support the major processes of the College and ensure data integrity

• Risk assessments covering the College's use of information technology, including internal systems and processes, outsourced services, the use of third-party communications and other services, and remediation plans as appropriate

• Controls over e-business activities to appropriately protect against external attack

• Plans to deal with potential interruptions in business operations, including regular testing with results used to improve the plans
5. The ACC shall monitor the adequacy of due diligence activities by College management with respect to legislated responsibilities including, but not limited to:

   - The Ontario Colleges of Applied Arts and Technology Act, and regulations there under
   - The Minister’s binding policy directives issued under such legislation
   - The Financial Administration Act
   - The Occupational Health and Safety Act
   - The Accessibility of Ontarians with Disabilities Act (AODA)

6. The ACC shall monitor the College’s building and property affairs to ensure availability of appropriate facilities in response to the College's present and future needs based on agreed forecasts of academic programs and their needs. The ACC shall:

   - Review a process of College-wide planning and development that would encompass long, medium, and short-term horizons
   - Oversee a framework for the governance of major capital project construction, including regular reporting of progress against the approved pre-project scope and budget and a final project review report closeout
   - Review any proposal and business case for a major capital project to ensure that it supports the College’s strategic and business plans and is consistent with the College’s strategic space plan
   - Review and, on the recommendation of College management, recommend approval to the Board the appointment of project architects and other key positions for major capital projects

7. The ACC shall address its attention to any other matters as directed by the Board as they relate to the acquisition, disposal or proposed changes to previously authorized use and occupancy of College buildings and lands, or prioritization of and significant issues relating to capital building projects.

8. The ACC shall monitor the appropriateness and adequacy of, and at appropriate intervals, recommend to the Board the approval of College policies relevant to the mandate of the ACC to ensure appropriate and effective management of College finances, buildings and lands, as well as compliance with the spirit and intent of good governance and accountability practices while serving the needs of the broader Centennial community.

9. The ACC shall annually self-assess whether it has met the mandate of the committee and report these results to the Board.
10. The ACC shall review its terms of reference and mandate at least every three years, and recommend appropriate changes as necessary to the Board.

Learning and Engagement Committee (LEC)

Centennial’s core business is the delivery of comprehensive programs of career-oriented, postsecondary education and training. These programs must achieve multiple goals, which include helping students find employment, meeting the needs of employers and an ever-changing work environment, and supporting the economic and social development of their local and diverse communities. The LEC plays a critical role in helping the College achieve this mandate by recommending programs for approval to the Board. Governors carefully review new and modified programs to ensure that they align with the College’s mission, vision and values. They also review data to ensure that these programs meet the social and economic needs of the students and communities they serve.

Terms of Reference

Introduction

The LEC was established by the Board and operates under its governance mandate. The LEC supports the values of this learning-centred College to create engaging and inspiring environments, building the capacity and desire in all students to continually learn through its curricular and co-curricular activities.

This document outlines the LEC’s terms of reference and mandate and any associated sub-committees as may be required.

1. As with all committees of the Board, the Board shall confirm the membership of the LEC at the first board meeting of each academic year in accordance with practices currently in place for the selection and appointment of committee members, and review and confirm the committee’s annual work plan. The LEC shall be composed of four to six board members, at least three of whom shall be appointed governors.

2. The Vice President Academic and Chief Learning Officer will attend as a non-voting member and act as the appointed resource/staff advisor to the LEC. As appropriate, LEC members may be provided with support from the Academic Excellence Unit staff, including training provided by its departments, the Centre for Organizational Learning and Teaching (COLT), or resource support, and assistance from the Centre for Academic Quality (CAQ).

3. The chairperson of the LEC is elected annually by the Board and serves for a one-year term. In the unforeseen absence or resignation of the elected chairperson, members of the LEC shall recommend to the Board another LEC appointed governor who has served on the Board for at least one year, to exercise the powers of the chairperson for the duration of the one-year mandate.
4. The LEC shall meet as required and normally no less than once per academic term. The chairperson may call, adjourn and otherwise regulate the meetings in keeping with normal committee practices of the Board as defined by the Board from time to time.

5. The LEC shall consider and make recommendations to the Board on such matters as assigned or which normally fall under its mandate, except where the Board has by resolution or request, empowered the LEC to consider an issue and/or act on behalf of the Board. The LEC shall report on any such matter and the action taken for ratification at the next regular meeting of the Board as appropriate.

6. Minutes shall be taken of each meeting; they shall be approved by the LEC and shall be tabled at the next regular meeting of the Board. Minutes of each meeting of the LEC shall be kept in accordance with normal board procedures.

Mandate

1. The LEC shall examine and review new programs and major program modifications presented by College staff to ensure alignment with the College’s strategic plan, mission, vision, and values, academic plan, strategic mandate agreement, and with credentialing requirements from the MTCU.

2. The LEC shall, in keeping with the MTCU Governance and Accountability Framework, ensure through the examination of data provided by College staff, that new programs and modified programs have been developed to meet the social/economic needs of the community and potential students.

3. The LEC shall, in keeping with the MTCU Governance and Accountability Framework, ensure through the examination of data provided by College staff, that new programs and modified programs have been developed inclusive of sound principles of reputational and financial risk management.

4. The LEC shall recommend to the Board the approval of new programs and program modifications prepared by College staff.

5. The LEC shall address its attention to any other matters as directed by the Board as they relate to student engagement (curricular and co-curricular learning opportunities).

6. The LEC shall annually self-assess whether it has met the mandate of the committee and report these results to the Board.

7. The LEC shall review its terms of reference and mandate at least every three years or as required, and recommend appropriate changes to the Board.

Policy and Procedures Committee (PPC)

Policies and procedures are core organizational documents that serve as operating principles. They provide the Board and College staff with guidelines, limits and standards that assist in
making decisions and taking action in a range of situations. Some policies, such as the Human Rights Policy and the Health and Safety Policy, guide both the Board and staff behaviour. Others, such as the Board’s Conflict of Interest Policy, supplement the Board Bylaw and support the Board in carrying out its governance duties.

The PPC reviews all policy and procedural matters relating to the governance of the College and the operation of the Board. It ensures that policies comply with appropriate legislation and government policy, and reflect the mission, vision and values that are unique to Centennial. The PPC may choose to audit existing policies or procedures or determine when a new one is required.

**Terms of Reference**

**Introduction**

The Policy and Procedures Committee (PPC) was established by the Board and operates under its governance mandate. This document outlines the PPC terms of reference and mandate and any associated sub-committees as may be required.

1. As with all other standing committees of the Board, the Board shall confirm the membership of the PPC at the first board meeting of each academic year in accordance with current practices then in force for the selection and appointment of standing committee members, and review and confirm the committee’s annual work plan.

2. The PPC shall be composed of four to six board members, at least three of whom shall be appointed governors. The Associate Vice President, Research and Corporate Planning shall attend as a non-voting member and will act as the appointed staff advisor to the PPC.

3. The chairperson of the PPC is elected annually by the Board and serves for a one-year term. In the unforeseen absence or resignation of the elected chairperson, the members of the PPC shall recommend to the Board another appointed governor who has served on the Board for at least one year to exercise the powers of the chairperson for the duration of the one-year mandate.

4. The PPC shall meet as required and normally no less than once per term. The chairperson may call, adjourn and otherwise regulate the meetings in keeping with normal committee practices of the Board as defined by the Board from time to time.

5. The PPC shall consider and make recommendations to the Board on such matters as assigned or which normally fall into its mandate, except where the Board has, by resolution or request, empowered the PPC to consider an issue and/or act on behalf of the Board. The PPC shall report on any such matter and the action taken, for ratification at the next regular meeting of the Board as appropriate.

6. Minutes shall be taken of each meeting; they shall be approved by the PPC and shall be tabled at the next regular meeting of the Board. Minutes of each meeting of the PPC
shall be kept in accordance with normal board procedures with access provided to governors via the board portal and/or upon request to the board secretary.

Mandate

The PPC shall examine and review all policy and procedural matters related to the governance of the College and the operation of the Board in relation to appropriate legislation, government policy, best practices and the mission and vision of the College.

The PPC shall consider any new policy or procedure that comes before the Board for approval in advance, seeking appropriate input from both internal and external stakeholders as appropriate, to ensure they comply with the spirit and intent of good governance and accountability practices while serving the needs of the broader Centennial community, and are inclusive of sound principles of reputational and financial risk management.

1. Where the PPC determines independently that a new policy or procedure is required, it may consider, create and seek the approval of the Board to implement the said policy or procedure (Appendix G – Governance Policy Development Policy and College Policy Development Policy).

2. The PPC shall recommend to the Board a regular policy review cycle of normal board policies and, occasionally may choose to audit one or more policy and procedural areas, if necessary, to improve governance practices within the College.

3. The PPC shall address its attention to any other matters as directed by the Board as they relate to any applicable area of policy, process or procedure of the College as requested by either the Board or the President’s Executive Team.

4. The PPC shall annually self-assess whether it has met the mandate of the committee and report these results to the Board.

5. The PPC shall review its terms of reference and mandate at least every three years or as required, and recommend appropriate changes to the Board.
Section III: Information and Resources

Board Bylaw (Overview)

Bylaws are the written rules by which every board is governed: they articulate the duties, authority limits and principal operating procedures for a board and its members. Bylaws form part of the hierarchy of rules that flow from government regulation and other compliance requirements. Embedded within them are key board policies, such as the Conflict of Interest Policy. Centennial’s Board Bylaw has been updated as part of the overall governance review and rewritten in clear accessible language. The Bylaw is reviewed regularly to ensure that it accurately reflects the workings of the Board and is in keeping with board governance objectives. The Board Bylaw can be found in Appendix F.

Section IV: Monitoring and Accountability

As a learning-centred College, Centennial places learning at the centre of everything we do. As governors, we become full partners in this process by supporting environments that build the capacity and desire in all individuals to continually learn and develop. We embrace and model learning with passion, and we recognize the importance of continuously assessing and evaluating not only the performance of the College, but our own performance as governors and as a board. We respectfully hold ourselves accountable to each other, to our constituents and in the public interest. We are committed to participating in reflective practice that helps us to develop our regulatory, participatory and aspirational governance capacity.

To this end, in each of our private session meetings, we reflect and share our learning with each other (“For the Good of the Board”). We participate in orientation and education sessions and in an annual self-evaluation survey. The aggregate results for the Board’s Self-Evaluation Survey are used to inform future board orientations and educational sessions and to help us achieve exceptional performance as effective stewards and governors.

The Board’s Self-Evaluation Survey can be found in Appendix D.
Section V: Appendices

Appendix A – Minister’s Binding Policy Directive – Conflict of Interest

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Purpose and Application

The purpose of the Minister’s Binding Policy Directive on Conflict of Interest is to enable a college board of governors to:

- Assist an individual board member in determining when his or her membership on the board has the potential to be used for personal or private benefit, financial or otherwise
- Protect the integrity of the board as a whole and its individual members who follow conflict of interest provisions; and
- Ensure that an individual is not disqualified from being nominated for or running for a board position because of a potential for conflict of interest

This binding policy directive is intended to protect the integrity and ethical standards of college boards and, as importantly, protect the integrity of a board member who may face a conflict of interest.

The binding policy directive is issued pursuant to the authority in the Ontario Colleges of Applied Arts and Technology Act, 2002, which gives the Minister the authority to issue binding policy directives in relation to the manner in which colleges carry out their objects or conduct their affairs.

This binding policy directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the board member or where a pecuniary or other interest is in common with a broad group of which the governor is a member (e.g., students,
support staff, academic staff, and administrative staff). This binding policy directive does not apply
where the issue is one of general or public information.

The intent of a conflict of interest policy is to assist individual board members to fulfill their duties
in the interest of the public and to demonstrate high personal standards of moral responsibility,
character, and ethics, which also protect the integrity of the board of governors as a whole.

Principles

Members of boards of governors are expected to act honestly and uphold the highest ethical
standards.

Members of boards of governors are obligated to perform their official duties and conduct
themselves in a manner that will bear the closest public scrutiny as colleges are part of the
broader public sector and subject to more public scrutiny than private organizations.

Members of boards of governors shall not have private interests, other than those permitted
pursuant to this binding policy directive, laws, or statutes, that would be affected particularly or
significantly by college decisions or actions in which they participate.

When appointed, members of boards of governors must arrange their private interests to
prevent conflicts of interest. If a conflict does arise between the private interests of a governor
and the official duties of that individual, the conflict shall be resolved in favour of the public
interest.

Each governor, regardless of how he or she becomes a member, has a responsibility first and
foremost to the welfare of the institution and must function primarily as a member of the board,
not as a member of any particular constituency.

Glossary

Actual Conflict of Interest: a situation where a governor has a private or personal interest that
is sufficiently connected to his or her duties and responsibilities as a governor that it influences
the exercise of these duties and responsibilities

Governor: a member of a college board of governors

Internal Governor: one student, one academic staff member, one administrative staff member,
and one support staff member elected to a college board of governors from their constituent
group in accordance with procedures and conditions established by the board of governors in
consultation with the college students and staff. The President of the college is also an internal
member by virtue of his or her position in the college.

Perceived Conflict of Interest: a situation where reasonably well-informed persons could
properly have a reasonable belief that a governor has an actual conflict of interest, even where
that is not the case in fact
Potential Conflict of Interest: a situation where a governor has a private or personal interest that could influence the performance of a governor’s duties or responsibilities, provided that he or she has not yet exercised that duty or responsibility.

Binding Policy Directive

a. A conflict of interest arises when a board member’s private or personal interest supersedes or competes with his or her official duties and responsibilities as a member of a college board of governors. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.

b. At the beginning of every board meeting, the chair of the board of governors is to ask and have recorded in the minutes whether any member has a conflict to declare in respect to any agenda item.

   I. When the agenda item arises in the open portion of the board meeting, the member(s) with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on this item. The minutes are to record that the member(s) in conflict of interest remained in the room for the discussion and did not vote on this item.

   Should the matter occur in the in camera portion of a meeting, the board member(s) should withdraw while the matter is being discussed or voted on and the minutes should reflect this.

   II. When the conflict of interest is perceived or potential, the board of governors will determine whether the member or members remain for the discussion and vote on agenda items. The minutes should reflect what takes place.

c. In cases where a conflict cannot be avoided, a board member is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a board meeting, the declaration is to be made to the chair of the board and the board is to be informed.

d. Where a board member is unsure whether he or she is in conflict, the said member is to raise the perceived potential conflict with the board, and the board is to determine by majority vote whether or not a conflict of interest exists. The said board member must refrain from voting on whether or not a conflict of interest exists.

e. Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the board and appropriately recorded at the first opportunity. If the board determines that involvement of said member influenced the decision of the matter, the board is to re-examine the matter and may rescind, vary, or confirm its decision.

f. Any Board member who perceives another member to be in conflict of interest in a matter under consideration is to raise this concern with the chair of the board. The chair, in turn, is to discuss the matter with the board member who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting governor.

If the discussions do not lead to a resolution, the matter is to be brought to the board and
the board is to determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict is to refrain from voting.

g. Where there has been a failure on the part of a board member to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the board is to:

I. Issue a verbal reprimand; or
II. Issue a written reprimand; and/or
III. Request that a board member resign; and/or
IV. Remove the board member through processes established in the board bylaw

Summary of Responsibilities

Colleges of Applied Arts and Technology

The Board of Governors is responsible for:

- Opening each meeting with a call for disclosures of actual, potential, or perceived conflict of interest

Ministry of Training, Colleges and Universities

The Ministry is responsible for:

- Maintaining a current and relevant binding policy directive regarding conflict of interest
- Reviewing, in consultation with college boards, in a regular and timely manner the effectiveness of this binding policy directive and issuing amendments as considered necessary

Appendix A: Some Commonly Asked Questions

This appendix provides some examples of situations where conflict of interest commonly occurs in the operation of a college board of governors and suggests the best practices in dealing with such situations. The appendix is not intended to be an exhaustive or complete list. It is a guideline for colleges to assist boards in managing conflict of interest situations and to ensure relative consistency in the application of this binding policy directive across colleges.

1. Why is the Minister introducing a binding policy directive on conflict of interest at this time?

Conflict of interest is something all corporate boards need to address in a proactive manner. The intent of the binding policy directive is to promote a consistent approach to conflict of interest situations across the college system and to establish the standards expected for colleges as public sector institutions.
2. **What is an example of an actual conflict of interest situation for internal governors?**

An example of an actual conflict of interest for a student governor would be when an agenda item addresses an increase in the tuition fees for the particular program in which the student is enrolled. For staff, an example would be an agenda item where a faculty member would be faced with a decision to eliminate the program in which the faculty member taught. Another example is staff being involved in a discussion about providing confidential advice to the management collective bargaining position during the negotiation of a new collective agreement for the particular bargaining unit of which the staff person is a member.

Conflict of interest would not occur when the discussion of tuition fee increases was of a general nature or when the collective bargaining position being discussed was public information such as the discussion occurring during the public part of the board meeting.

3. **Can internal governors – faculty, support staff, and administrators – be part of the President’s evaluation or performance review?**

This is an example of a perceived or potential conflict of interest, and it would be up to the board to establish how to proceed. It is recommended that college boards of governors discuss such issues in advance of the actual situation arising and establish a protocol or approach to use.

If it is the college’s practice to involve college staff in the evaluation of the president through instruments such as surveys submitted anonymously and of which the results are collated electronically, it is not a conflict of interest situation to involve college staff board members in a discussion of the results of the survey, as this would fall within the area discussed in the Purpose and Application section of this binding policy directive, where it references that conflict of interest does not apply where a pecuniary or other interest is in common with a broad group of which the governor is a member.

It is not considered in the best interests of the college for staff to play a role in the actual writing or delivery of the president’s evaluation.

4. **Can students be part of the President’s evaluation or performance review?**

It is recommended that boards address the issue of perceived or potential conflict of interest in advance, and that similar principles, as in the response to question 3 above, be applied as they are with respect to other internal members.

5. **What is an example of an actual conflict of interest with respect to the college President’s evaluation or performance review?**

The President’s involvement would be considered an actual conflict of interest when matters relating either directly or indirectly to his or her compensation, perquisites, and/or benefits are being discussed and/or decided upon.
The president should neither participate in any way in nor be present for any such discussions. The board may require certain information from the President to assist their deliberations, but these queries must be of a general nature or relate to providing performance-related information concerning the President’s success in meeting agreed objectives and must not in any way, either directly or indirectly, influence decisions on his or her compensation, perquisites, and/or benefits.

6. **What am I supposed to do if I think a fellow governor is in a conflict of interest but he or she has not declared it?**

   It is the responsibility of the chair to ask and record in the minutes whether any governor has a conflict of interest to declare with respect to the agenda.

   It is the responsibility of each governor to declare a conflict of interest and its general nature at the earliest opportunity. If a conflict is declared prior to a board meeting, the declaration should be made to the chair of the board. It is the responsibility of the governor with the conflict or the chair to declare the conflict at the board meeting.

   If a governor does not declare a conflict when other board members believe one does exist, Section F of the binding policy directive makes it the responsibility of those who perceive that there is a conflict of interest to raise the issue with the board chair. It is the chair’s responsibility to discuss the conflict of interest with the governor perceived to be in conflict. If the chair and the governor in question cannot resolve the issue, the matter must be brought to the board for resolution and the issue be decided by a majority vote.

7. **Does the board have to record declarations of conflict of interest in the minutes?**

   Yes, as recording declarations of conflict of interest protects both the integrity of the individual member and the board as a whole and is a matter of public record. As well, the board minutes should record that the member in conflict did not participate in any discussions or voting and, if applicable, left the room.
8. **If a governor declares a conflict of interest, does he or she have to leave the room?**

As outlined in Section B of the binding policy directive, the governor’s presence or absence will depend on the nature of the conflict and whether the board is in closed or open session. Where there is an actual conflict (a situation where a governor has a private or personal interest that is sufficiently connected to his or her duties as a governor that it influences the exercise of these duties and responsibilities) and the board meeting is in camera, the binding policy directive requires that the board member not participate in the discussion by leaving the room. In the open portion of the meeting, the governor may stay but not participate in the discussion. Where a perceived or potential conflict of interest arises in a closed session, the board will decide whether the individual should remain in the room.

9. **Can a member of a board of governors who owns a company submit a tendering proposal to the college?**

Yes, a governor may submit a tendering proposal to the college. However, at the point in time when a governor becomes aware that his or her company might submit a tender, the governor should make the intention to do so known to the board chair.

This situation could lead to either a perceived or actual conflict of interest, as the governor might have information not available to competitors in the tendering process. The board of governors will need to consider how to proceed to ensure an open, fair, and transparent process.

Should the governor’s company actually submit a tender, the situation would then need to be treated as an actual conflict situation should the board be involved in a decision relating to the tender.

10. **Can a governor apply for any position within the college?**

The individual’s position as a board member could be perceived as being of benefit in the competition for a position with the college. A board member would need to resign from the board before applying for a position at the college. He or she cannot apply as an active member of the board in the hopes of protecting his or her position on the board if he or she is not the successful candidate.

11. **Is it appropriate for colleges to allow governors or members of their families to take courses or programs without paying tuition?**

Governors are not entitled to any personal benefits from their participation on a board.
12. Can a board allow funds to be spent on special mementoes to governors retiring from the board?

Small incidental gifts may be appropriate in recognition of the services provided by governors. These mementoes should be appropriate as a common expression of courtesy, within the normal standards applicable to the use of public funds and acceptable upon public scrutiny.

13. Can a politician sit on a college board?

Yes, in fact, when the colleges were first established, one seat was reserved for municipal politicians. However, as there may be instances in which the person may be in an actual, potential, or perceived conflict of interest, the board would need first to carefully consider whether the benefits outweigh the costs of losing one board member's input and vote from time to time.

14. There is a quorum at the beginning of a board meeting, but due to an actual conflict of interest a governor has to withdraw, leaving the board without the designated number of members present for a quorum. Are the remaining members able to pass a motion?

Each college is responsible for seeking its own legal advice on legal issues of board governance. However, it is noted that the general rule is that quorum is required for voting purposes.

15. The board of governors is discussing an external appointment to be made to a subcommittee. Two governors declare that they know the person being discussed because the person is a neighbour and question whether this is a conflict of interest?

There is no conflict of interest here because the interest is remote and generally cannot be regarded as likely to influence the board member. The situation would be different if the person being discussed were a close family member or business partner of the identified governors.
Governance may be defined as the laws under which an organization is governed and the decision-making structures it employs. The authority to establish colleges of applied arts and technology is set out in the Ontario Colleges of Applied Arts and Technology Act, 2002. The Act identifies each college as a corporation without share capital with a board of governors. The board of governors governs each college on behalf of the public. The Corporations Act governs the operation of the college except where limited by the Ontario Colleges of Applied Arts and Technology Act, 2002, its regulations, and the Minister’s Binding Policy Directives.

Colleges are Crown agencies and, therefore, subject to provincial legislation such as, but not limited to, the Financial Administration Act, Ombudsman Act, and Freedom of Information and Protection of Privacy Act.

Colleges are also subject to other provincial and federal legislation that provide direction on how they conduct their business, that is, in the same manner as other organizations operating as a corporation within the province.

The mandate for the colleges as set out in the Section 2 (2) “objects” in the Act, is:

To offer a comprehensive program of career-oriented, postsecondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment and to support the economic and social needs of their local and diverse communities.

In carrying out its objects a college may undertake a range of education and training-related activities including, but not limited to,

a) entering into partnerships with business, industry and other educational institutions
b) offering its courses in the French language where the college is authorized to do so by regulation
c) adult vocational education and training
d) basic skills and literacy training

e) apprenticeship in-school training; and

f) applied research

The board of governors of a college is to govern effectively and is accountable to the citizens of Ontario for the successful achievement of this mandate in view of the financial support provided by the province. Good governance requires that the policies, processes, and structures be put in place to promote effective operation of the organization and to allow a corporation to fulfill its mandate and meet its objectives. Essential elements include organizational integrity, financial management, communication with stakeholders and clients, collecting and reporting of information, and good management practices.

Accountability or the obligation to show that responsibilities have been carried out properly and that the desired outcomes have been achieved is the corollary of the governance authority provided. Accountability is a key issue for governments. The policy framework for colleges of applied arts and technology establishes, chiefly in the Minister’s Binding Policy Directives, the roles and responsibilities of colleges in more detail than is possible in the Act and regulation. It also sets the government’s expectations for the performance of colleges and outlines other aspects of the relationship between the colleges and the government.

**Purpose and Application**

This binding policy directive applies to all colleges of applied arts and technology and defines minimum expectations for governance and accountability in colleges. The critical elements of the role of a college board of governors are outlined along with a planning cycle and accountability framework. The two latter items will allow the public and the government to know where colleges are going in relationship to public priorities and how well the colleges achieve their intended goals.

Section 8 of O. Reg. 34/03 under the Ontario Colleges of Applied Arts and Technology Act, 2002 sets out the requirements for the accountability measures referenced in this directive. For further information regarding this binding policy directive, click on the Contact link to consult with the appropriate ministry contact, listed in the Contacts section on the web site.
Principles

Through the democratic process, governments are responsible for carrying out specific functions and are accountable to the public for the way in which those functions are carried out and the outcomes for the system as a whole.

Each board of governors of a college of applied arts and technology has been authorized to govern the college and, as such, is accountable to the students, employers, and communities the college serves for ensuring that it is effectively and appropriately managed to achieve its established mandate and to provide needed services.

Colleges, as agencies of the government and as recipients of transfer payments, are also accountable to the broader public and the government, acting as the taxpayer’s agent, for their actions, achievement of goals consistent with government priorities, and prudent financial management.

The Minister of Training, Colleges and Universities is responsible for postsecondary education outcomes related to colleges as a whole and the use of public funds towards the achievement of government priorities.

Information provided for accountability purposes should focus as much as possible on the achievement of expected outcomes and on the cost-effective, credible reporting of results.

Binding Policy Directive

A. The role of a college board of governors is to include at a minimum:

   I. Establishing governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability

   II. Setting the college vision, strategic directions, and overall goals and outcomes within the context of the appropriate laws, government policy, and local need

   III. Hiring the CEO (i.e., president), delegating to the CEO accountability for the performance and operation of the college and evaluating the CEO’s performance

   IV. Approving the college’s annual business plan, budget, and annual report

   V. Assessing regularly the attainment by the CEO of corporate goals and outcomes, and the effectiveness of the board with respect to governance

   VI. Taking appropriate corrective action, as necessary, where expected outcomes or quality of performance are not achieved
B. In order to assess that responsibilities have been carried out and that desired outcomes have been achieved, colleges are to provide to the public and government key pieces of information prepared in accordance with the corresponding operating procedure. These include:

I. **Strategic plan** – Each college is to have available to the public, at any given point in time, a plan with a minimum three-year focus to provide a multi-year strategic view of where the college is heading.

II. **Business plan** – Each college is to have available to the public a plan for each fiscal year that sets out specific operational outcomes for the coming year within the context of the strategic plan and the resources allocated for the year.

III. **Annual report** – Each college is to have available to the public an annual report, including audited financial statements, at the end of each fiscal year to report on achievement of the operational outcomes established in the business plan. One or more persons licensed as auditors under the Public Accountancy Act must annually audit the college’s financial statements that are prepared in accordance with generally accepted accounting principles (GAAP).

IV. The three documents above may be combined as long as the essential elements of each are included.

V. **Performance measurement** – Each college is to participate in the collection and publication of specific college information in relation to key provincial objectives as detailed in the following operating procedures: Graduate and Employer KPI Surveys, Graduation Rate KPI Calculation and Reporting and Student Satisfaction KPI Surveys.

The collection and reporting of specific additional performance measures may be a condition of participation in a specific government program (e.g., Ontario Student Assistance Program, Job Connect).

C. The prudent management of resources means that colleges are to balance expenditures with revenue sources when preparing and implementing a budget. Where an accumulated deficit is unavoidable in the opinion of the board of governors, Section 9 (2) of **O. Reg. 34/03** requires the college to obtain the approval of the Minister of Training, Colleges and Universities and provide a plan to eliminate the deficit. It is expected that the plan would normally eliminate the deficit within the subsequent two fiscal years.

D. The board of governors is to ensure that an advisory college council is established, the purpose of which is to provide a means for students and staff of the college to provide advice to the president on matters of importance to students and staff. The board of governors is to ensure that the structure, composition, terms of reference and procedures for the council are established in bylaw.
Summary of Responsibilities

Colleges of Applied Arts and Technology

The board of governors is responsible for:

- Establishing governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability
- Setting the college vision, strategic directions, and overall goals and outcomes within the context of the appropriate laws, government policy, and local need
- Hiring the CEO (i.e., president), delegating to the CEO accountability for the performance and operation of the college, and evaluating the CEO’s performance
- Approving the college’s annual business plan, budget, and annual report
- Assessing periodically the effectiveness of the board with respect to governance and the attainment of corporate goals and outcomes
- Ensuring that appropriate corrective action is taken where expected outcomes or quality of performance is not being achieved

Ministry of Training, Colleges and Universities

The Ministry is responsible for:

- Communicating the statutory, regulatory, and policy framework within which the college system operates
- Communicating to colleges the government’s strategic priorities for the college system and administering provincial resource allocations
- Defining outcomes expected or levels of service to be provided for the use of public funds
- Maintaining a working relationship with postsecondary education stakeholders that promote the accomplishment of government directions for postsecondary education
- Monitoring the activities of colleges to confirm that collectively the mandate for the system is being fulfilled in compliance with legislation and government policies
- Performing analysis related to the effectiveness and efficiency of the college system and institutions’ financial capacity to fulfill their commitments
- Working with the college system or individual colleges to facilitate corrective action where provincial priorities or expected outcomes are not being achieved
- Notifying the system of best practices identified and encouraging their implementation across the system
Ontario Colleges of Applied Arts and Technology Act, 2002

S.O. 2002, CHAPTER 8
SCHEDULE F

Consolidation Period: From April 1, 2010 to the e-Laws currency date.

Last amendment: 2009, c. 33, Sched. 25, s. 3.

Definition

1. In this Act,

“Minister” means the Minister of Training, Colleges and Universities or such other member of the Executive Council to whom the administration of this Act may be assigned under the Executive Council Act. 2002, c. 8, Sched. F, s. 1.

Colleges

2. (1) Colleges of applied arts and technology may be established by regulation. 2002, c. 8, Sched. F, s. 2 (1).

Corporate entity

(1.1) Each college established under subsection (1) is a corporation without share capital and shall consist of the members of its board of governors. 2006, c. 19, Sched. S, s. 2 (1).

Objects

(2) The objects of the colleges are to offer a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment and to support the economic and social development of their local and diverse communities. 2002, c. 8, Sched. F, s. 2 (2).
Carrying out its objects

(3) In carrying out its objects, a college may undertake a range of education-related and training-related activities, including but not limited to,

(a) entering into partnerships with business, industry and other educational institutions;

(b) offering its courses in the French language where the college is authorized to do so by regulation;

(c) adult vocational education and training;

(d) basic skills and literacy training;

(e) apprenticeship in-school training; and

(f) applied research. 2002, c. 8, Sched. F, s. 2 (3).

Crown agent

(4) A college established under subsection (1) is an agency of the Crown. 2002, c. 8, Sched. F, s. 2 (4).

Boards of governors

3. (1) There shall be a board of governors for each college established under this Act consisting of such members as may be prescribed by regulation. 2002, c. 8, Sched. F, s. 3 (1).

(2) Repealed: 2006, c. 19, Sched. S, s. 2 (2).

Policy directives

4. (1) The Minister may issue policy directives in relation to the manner in which colleges carry out their objects or conduct their affairs. 2002, c. 8, Sched. F, s. 4 (1).

Binding

(2) The policy directives are binding upon the colleges and the colleges to which they apply shall carry out their objects and conduct their affairs in accordance with the policy directives. 2002, c. 8, Sched. F, s. 4 (2).
General or particular

(3) A policy directive of the Minister may be general or particular in its application. 2002, c. 8, Sched. F, s. 4 (3).

Non-application of Legislation Act, 2006

(4) Part III (Regulations) of the Legislation Act, 2006 does not apply to the policy directives. 2009, c. 33, Sched. 25, s. 3.

Intervention

5. (1) The Minister may intervene into the affairs of a college or a subsidiary of a college in such manner and under such conditions as may be prescribed, if the Minister is of the opinion that,

(a) the college is not providing services in accordance with this Act or the regulations or with any other Act that applies to the college;

(b) the college fails to follow a policy directive under section 4; or

(c) it is in the public interest to do so. 2002, c. 8, Sched. F, s. 5 (1).

Public interest

(2) In determining whether an intervention is in the public interest, the Minister may take into consideration, among other things,

(a) the quality of the management and administration of the college;

(b) the college’s utilization of its financial resources for the management and delivery of core education and training services;

(c) the accessibility to education and training services in the community where the college is located; and

(d) the quality of education and training services provided to students. 2002, c. 8, Sched. F, s. 5 (2).

Information

6. A college established under this Act shall provide to the Minister any financial or other information that the Minister may request. 2002, c. 8, Sched. F, s. 6.
Student governing body

7. Nothing in this Act restricts a student governing body of a college elected by the students of the college from carrying on its normal activities and no college shall prevent the student governing body from doing so. 2002, c. 8, Sched. F, s. 7.

College Employer Council

7.1 (1) A corporation without share capital is established under the name College Employer Council in English and Conseil des employeurs des collèges in French and is composed of the members of its board of directors. 2008, c. 15, s. 87 (1).

Object

(2) The object of the Council is to be responsible for certain functions relating to collective negotiations and establishment of terms and conditions of employment of persons employed by colleges. 2008, c. 15, s. 87 (1).

Functions

(3) The Council,

(a) shall exercise the powers and perform the functions and duties assigned to it under the Colleges Collective Bargaining Act, 2008;

(b) subject to subsection (7), shall establish, on behalf of the colleges and in consultation with them, the terms and conditions of employment, except superannuation, for persons employed by colleges who are not in a bargaining unit established under the Colleges Collective Bargaining Act, 2008; and

(c) may be the policy holder for insured benefit plans for persons employed by colleges. 2008, c. 15, s. 87 (1).

Transition, insured benefit plan policy

(4) The Council shall be deemed to be the policy holder for any insured benefit plans for persons employed by colleges for which the College Compensation and Appointments Council was the policy holder immediately before this section came into force. 2008, c. 15, s. 87 (1).

Limit on Council’s function, certain employees

(5) On the written recommendation of a college, the Minister may direct that the college shall establish the terms and conditions of employment for persons employed by
the college who are not in a bargaining unit established under the *Colleges Collective Bargaining Act, 2008*. 2008, c. 15, s. 87 (1).

**Same**

(6) A direction of the Minister shall be given to the Council and the college and shall be made available to the public on the internet and by such other means as the Minister may consider appropriate. 2008, c. 15, s. 87 (1).

**Same**

(7) Where the Minister has made a direction in respect of a college, the Council shall not act under clause (3) (b) in respect of the college. 2008, c. 15, s. 87 (1).

**Board**

(8) The affairs of the Council shall be managed by its board of directors. 2008, c. 15, s. 87 (1).

**Composition of board**

(9) The board of directors shall consist of,

(a) the chair of the board of governors of each college or, if the chair of a college so directs, the vice-chair of the board of governors of the college;

(b) the president of each college. 2008, c. 15, s. 87 (1).

**Same**

(10) Despite clause (9) (a), a chair or vice-chair of a board of governors of a college who was appointed to the board of governors of the college following his or her election to it by students or a staff group shall not be a member of the board of directors of the Council. 2008, c. 15, s. 87 (1).

**Chair, vice-chair**

(11) The members of the board of directors shall, in accordance with its by-laws, elect a chair and vice-chair from among themselves. 2008, c. 15, s. 87 (1).
Same

(12) The president of a college shall not attend a part of a meeting of the board of directors during which the remuneration of college presidents is discussed and shall not vote on any matter relating to that remuneration. 2008, c. 15, s. 87 (1).

Annual report

(13) Within 90 days after the end of each fiscal year, the Council shall provide the board of governors of each college with,

(a) a report on its activities in respect of the year;

(b) its audited financial statements for the year. 2008, c. 15, s. 87 (1).

Assessments to cover expenses

(14) The Council may, in accordance with the by-laws passed by the board of directors, assess amounts against each college in respect of the Council’s expenses and each college shall pay the amount assessed against it. 2008, c. 15, s. 87 (1).

Same

(15) The Council may assess different amounts for different colleges. 2008, c. 15, s. 87 (1).

Regulations

8. (1) The Lieutenant Governor in Council may make regulations,

(a) establishing, naming and governing colleges, including varying or expanding the objects or responsibilities of any college, and prescribing any other matter related to the manner in which a college may carry out its affairs;

(b) providing for the appointment, composition, powers and duties of boards of governors and the removal of any or all members of any board of governors upon such conditions and subject to such processes as may be prescribed, including delegating any of these powers to the council established under clause (g);

(c) limiting the powers that may be exercised by a college under the Corporations Act under such conditions as may be prescribed;
(d) amalgamating or closing colleges and providing for any matters that must be dealt with as a result of the amalgamation or closure;

(e) in respect of an intervention under section 5,

(i) prescribing under what conditions an intervention may be taken,

(ii) prescribing the types of intervention that may be taken, including replacing any or all members of a board,

(iii) delegating to the Minister or an agent of the Minister any powers necessary to carry out the intervention,

(iv) governing procedures that apply in respect of an intervention and requiring colleges to comply with those procedures;

(f) respecting the languages of instruction, including authorizing specified colleges to offer any or all of their programs in the French language and excluding others from doing so;

(g) establishing or continuing a council and setting out its functions, powers and duties;

(h) providing for any transitional matter necessary for the effective implementation of this Act or the regulations. 2002, c. 8, Sched. F, s. 8 (1); 2008, c. 15, s. 87 (2).

General or specific

(2) A regulation may be general or specific in its application. 2002, c. 8, Sched. F, s. 8 (2).

Conflict

(3) If there is a conflict between a regulation made under this section and the Corporations Act, the regulation prevails. 2002, c. 8, Sched. F, s. 8 (3).

9. Repealed: 2008, c. 15, s. 87 (3).


Appendix D – Board of Governors’ Self-Evaluation Survey

This survey asks you to reflect on your practice as a governor of Centennial College and on the Board’s work with respect to the three key components of our Governance Framework: regulatory, participatory and aspirational. This online survey takes 15 minutes to complete. Results will be compiled in aggregate form. The results will inform future orientation and education sessions, and ensure that College management and the Board offer effective stewardship and governance.

Board of Governors’ Self-Evaluation Survey

1. Orientation

1) Did you receive an orientation/training for your role as a governor?
   a) Yes
   b) No

2) Was your training through Centennial or Colleges Ontario?
   a) Centennial College
   b) Colleges Ontario

3) Have you attended additional education or training sessions? If you answered ‘yes’, please identify the source:

4) As a new board member my orientation/introduction to the Board by Centennial College included the following (select all that apply):
   c) strategic issues
   d) the Governance Framework and Board Bylaw
   e) governance policies
   f) programs
   g) roles and responsibilities
   h) the President’s Executive Team
   i) as a whole, was complete

Comments:

5) What was of most value to you at the Centennial College Board orientation? What recommendations would you have for future orientations?

2. Regulatory Components of Governance
(1=strongly disagree  2=disagree  3=neither agree/disagree  4=agree  5=strongly agree)

1) I have a good understanding of my duties/responsibilities as a board member.
2) I have a good understanding of board governance policies.
3) Board meetings are productive.
4) The Board is effective in executing its mandate to govern the College.
5) The decision-making process used by the Board is efficient.
6) The lines of accountability between the Board and College staff are clear.
7) I am satisfied with the communication/support materials I receive from College management regarding the issues faced by the institution.
8) I am satisfied with the communication/support materials I receive from the Board chair and the Executive Committee regarding the issues faced by the Board.
9) The materials I receive from the Board chair enable me to make sound decisions.
10) The lines of authority for the Board, College staff and administration are clear with respect to decision making and accountability.

Comments:

11) Is there a practice you would recommend that the Board or the College adopt in order to strengthen your understanding of your responsibilities or practice in the regulatory aspect of governance?

3. Participatory Components of Governance

(1=strongly disagree  2=disagree  3=neither agree/disagree  4=agree  5=strongly agree)

1) I participate fully as a decision maker at board meetings.
2) I regularly participate in board and/or College community events.
3) My expectations of my role and contribution on the Board have been met.
4) I use my professional networks /relationships with stakeholders to help the College.
5) I find membership on the Board to be engaging and rewarding.
6) The culture of the Board is inclusive and respectful of diverse opinions.
7) The Board’s committees function well.
8) The Board regularly evaluates its own processes and goal achievement.

Comments:
9) Is there a practice you would recommend that the Board or the College adopt in order to strengthen your understanding of your responsibilities or practice in the participatory aspect of governance?

4. Aspirational Components of Governance

(1=strongly disagree  2=disagree  3=neither agree/disagree  4=agree  5=strongly agree)

1) I have a clear understanding of the College’s mission, vision and strategic plan.

2) My work on the Board contributes to effective strategic planning for the College.

3) I feel that the Board is effective in shaping the College’s vision.

4) I feel that the Board members have a constructive partnership with the President’s Executive Team.

5) The Board and the President’s Executive Team collaborate to provide visionary leadership for the College.

6) The Board and the President’s Executive Team collaborate to provide effective strategic planning.

Comments:

7) Is there a practice you would recommend that the Board or the College adopt in order to strengthen your understanding of your responsibilities or practice in the aspirational aspect of governance?

5. Board Committee Work

(1=strongly disagree  2=disagree  3=neither agree/disagree  4=agree  5=strongly agree)

1) Committee meetings are productive.

2) I am satisfied with the communication/support materials I receive for committee meetings.

3) I participate fully as a decision maker at committee meetings.

4) The committee regularly evaluates its own processes and goal achievements.

5) The committee functions well.

6. Time Spent

The amount of time I spend on various board duties is:

1) Less than I had expected

2) About what I had expected

3) More than what I had expected
7. **Future Directions**

1) What specific areas of interest do you have, either for education or further engagement with the Board for the coming year?

2) Looking ahead, what is one goal that you are going to set for yourself as a Board member for the upcoming year?

8. **Additional Comments**

We welcome any other comments you would like to make and thank you for completing the survey.
Appendix E – Centennial College Partnerships Framework

Centennial College is committed to excellence in delivery of its mission of educating students for career success and its vision of transforming lives and communities through learning.

As an organization, one of the key ways that we deliver on our commitments is to focus on building strategic, mutually beneficial partnerships—with government, academia, private and public sector businesses and organizations, both locally and internationally. Vibrant partnerships enhance learning for all, and accelerate social inclusion and economic prosperity across disciplines, institutions, cities, countries and time. So long as building partnerships dissolves the walls between the classroom and boardroom, they offer us an opportunity to support our mission. They create opportunity and growth and can become a fundamental cornerstone of smart and sustainable stewardship, ensuring that our College survives, thrives, adapts and delivers well into the future.

Good management and good governance of partnerships is both essential and complex. The purpose of this framework is to make the work of creating, building and sustaining vibrant partnerships transparent to the communities we serve, and to further articulate and differentiate the roles of the Executive Team and the Board to ensure the highest standards of partnerships excellence and alignment with our College’s mission, vision and values.

A word about our use of the word “partnership”. As a formal term, partnership most commonly refers to a legal partnership. However in this document, we use the word “partnership” more broadly, to include a number of different types of partnerships, such as joint ventures and strategic alliances, which are all within the context of the permitted entrepreneurial activities of a college. We apply the same rigor, due diligence and enterprise risk management processes in assessing, managing and monitoring all the forms of “partnerships” that we undertake.

Mandate

The Board is responsible, under the authority and responsibility of the Minister of Training, Colleges and Universities, for the direction of educational policy and to oversee all administrative aspects of the operation of the College. The Board has the responsibility to facilitate and approve, uphold and support the mission, vision and values of the College. The Board values and embraces diversity, equity, and inclusion as fundamental to Centennial’s mission and vision. As the highest decision-making body of the College, the Board operates subject to conditions set forth in regulations and the Minister's binding policy directives issued under the Ontario Colleges of Applied Arts and Technology Act, 2002 as generally outlined in the Governance Framework and Board Bylaw. The College is an agent of the Crown (by statute) and a publicly-funded institution and must operate with the highest standards of ethical integrity and conduct for which the Board is ultimately responsible, and it must adhere to its own aspirations to govern accordingly at this level.

The Executive Team is responsible and accountable for co-creating with the Board, upholding, implementing and supporting the College’s vision, mission, values and strategic plan. The Executive Team values and embraces diversity, equity and inclusion as fundamental to Centennial’s mission and vision. The Executive Team must adhere and operate within the highest standards of ethical integrity and is subject to all relevant external legislation and regulation, and is also responsible for adhering to and upholding all internal processes, policies and procedures.
Responsibilities

A clearly articulated set of responsibilities in regards to seeking, defining, creating, approving and operating partnerships is essential for the Board and the Executive Team, as it clarifies and distinguishes the Board’s corporate responsibilities and leadership from those of management. Responsibilities also serve as expectations and benchmarks, guiding both the Board’s and the Executive Team’s work, and providing a frame of reference for assessing performance.

With respect to partnerships, the Board is responsible for ensuring that the framework and process the Executive Team uses to develop, monitor, sustain, and be accountable for partnerships is consistent with the College’s vision and mission, legal requirements and aspirations, and that due diligence has been followed, inclusive of sound principles of reputational and financial risk management and business continuity. Minimally, partnerships that require the creation of a limited liability company (LLC)—its business plan and financial audits must come to the Board for approval. However, this is not the only type of partnership that might require board approval. In addition, there may be specific requirements related to partnerships that are covered in the Minister’s binding policy directive on Entrepreneurial Activities (Appendix I), and other kinds of complex partnerships that have been identified in the partnerships review process as potentially posing more substantial reputational or financial risk to the College will also come to the Board for early discussion and approval. In regards to partnerships, the Board will:

- Ensure that sound policies and processes with respect to partnership are in place (e.g. risk management, brand reputation, business continuity)
- Protect and enhance the College’s reputation, public image and brand
- Review and approve the creation of limited liability companies (LLC)—business plans and financial audits
- Participate in the partnerships review process

With respect to partnerships, the Executive Team operates under Provincial legislation and regulation and a broad and inclusive set of internal guiding documents, policies and procedures, including but not limited to the following:

**Academic Division**
Academic Partnerships Framework

**Applied Research and Innovation Centre**
ARIC Project Plan and Researcher Release Form
Mutual Non-Disclosure Agreement
Collaboration Project Agreement (NSERC CCI Program)
ARIC Collaboration Request Form
CONII Innovation Project Proposal Form
Research Ethics Policy and Procedures

**Business Development and International Department**
International Business Development and Corporate Training (Domestic) Intake, Tracking and Evaluation Process
Development and Alumni Engagement Department
Gift Acceptance Policy
Donor Stewardship
College Policy on Special Events
College Policy on Third-Party Events
College Policy on Sponsorship
Donor Recognition Policy

Student and Community Engagement Division
Scholarship Policy

In regards to partnerships, the Executive Team will:

- Review, approve, monitor, and report on Centennial’s strategic partnerships, consistent with our mission, vision, values, and best business practices
- Review, approve, monitor, and report on College processes, policies and procedures with respect to our partnerships framework process
- Protect and enhance the College’s reputation, public image and brand
- Implement and manage the partnership review process

The Partnership Review Process

The partnership review process is designed to ensure that the Board and the Executive Team can effectively and efficiently carry out their respective mandates and responsibilities with regards to partnerships development and approval.

The purpose of the review process is to guide the Executive Team in identifying complex partnerships that potentially pose more substantial reputational or financial risks to the College, and to bring those partnerships forward to the Board, in a four-stage process, for review and approval.

Stage 1 – Partnership Risk-Complexity Matrix

Using the Partnership Risk-Complexity Assessment Matrix, the Executive Team will identify those partnerships in the early stage process of exploration and development that they assess to have substantive merit that also pose potential significant reputational or financial risk to the College. A partnership, identified as potentially higher risk and complex, is brought forward for information and discussion to the Board, as early in the development process as possible.
Key:

- Green: management proceeds on its own and only comes back to the Board if enabling activity (such as approval of funds; creation or renewal of a separate corporation or similar) is required to act on their decision.

- Yellow: management can consult if they choose to or feel that would be value-adding; however, they have the right to proceed and act independently so long as the Partnership Framework is being followed.

- Red: management is required to consult actively with the Board at all steps in the process before the new partnership or relationship can proceed.

**Stage 2 – Partnership Notification**

Having identified a partnership that should come to the Board for early notification on the basis of complexity and risk, the Executive Team completes and submits the partnership notification form and presents the proposed partnership to the Board for information and discussion.
The Board may decide that the proposed partnership does not constitute sufficient risk or complexity that it needs to continue through the other stages in the partnership review process towards board approval and instructs the Executive Team that it may continue to develop the partnership without further board review or approval; or the Board may be satisfied that there is sufficient risk and complexity and require that the proposed partnership be developed more fully and be brought back to the Board for review and approval, in which case the Board can provide early feedback and guidance for inclusion in the formal negotiations of the pending partnership early on in the process.

**Stage 3 – Partnership Approval**

Only for those partnerships requiring board approval, once the Executive Team completes the research and partnership risk assessment and mitigation form, the proposed partnership is presented to the Board for discussion and final approval. Based on the best available research evidence and analyses, the Partnerships Framework, and other core guiding documents, the Board approves or does not approve the partnership.

**Stage 4 – Partnership Enabling Elements Approval**

If an approved partnership also requires the creation of a limited liability company and/or other enabling components that also require board approval (such as those partnerships that require a financial investment from the College of over $1,000,000 as prescribed by current policy, for example), the Executive Team also completes and submits to the Board for discussion and approval any additional enabling elements. Once these steps are completed, the partnership review process is complete and the Executive Team assumes responsibility for the ongoing implementation and management of the new partnership. Both Stages 3 and 4 may, if appropriate, be presented at the same time to the Board.

**Centennial College International Business and Partnership Code of Ethics and Code of Conduct**

In addition to the partnership review process outlined in this framework, the Centennial College International Business and Partnership Code of Ethics and Code of Conduct has been created and adopted as a foundational guide to international business and partnerships development. The International Code was adapted from *The International Code of Ethics for Canadian Business*, developed by the Human Rights Research and Education Centre at the University of Ottawa¹. Centennial College’s Code of Ethics and the Code of Conduct for International Business and Partnership is inclusive of core beliefs and values, and four key principles: environmental protection and stakeholder engagement; human rights; business conduct; and workers’ rights, health and safety.

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In conducting international business and developing international business partnerships:

We believe that:

- National governments have the prerogative to conduct their own government and legal affairs in accordance with their sovereign rights
- All governments should comply with international treaties and other agreements that they have committed to, including the areas of human rights and social justice
- Our commitment to global citizenship, equity and inclusion, is reflected in the education and training materials we develop throughout the world, consistent with our core mission, vision and values
- We can make a difference within our sphere of influence
- Open, honest and transparent relationships are critical to our success
- Local communities need to be involved in decision-making for issues that affect them
- Multi-stakeholder processes need to be initiated to seek effective solutions
- Creating education and training opportunities with other countries is mutually beneficial

We value:

- Human rights and social justice
- Social inclusion and economic prosperity for all stakeholders
- A business and educational environment which mitigates against bribery and corruption
- Public accountability by governments
- Equality of opportunity
- Protection of environmental quality and sound environmental stewardship
- Community benefits
- Good relationships with all stakeholders
- Stability and continuous improvement within our operating environment

We will abide by the following principles:

a. Concerning community participation and environmental protection, we will strive within our sphere of influence to:

- Document social and economic benefits to stakeholders impacted by our activities
- Ensure meaningful and transparent consultation with all stakeholders and attempt to integrate our corporate and educational values and activities, with local communities, as good corporate citizens
• Ensure our activities are consistent with sound environmental management and conservation practices
• Provide meaningful opportunities for cooperation, training and capacity building within the host nation

b. Concerning human rights, we will:

• Support and promote the protection of international human rights within our sphere of influence
• Not be complicit in human rights abuses

c. Concerning business conduct, we will:

• Comply with all applicable laws and conduct business activities in a transparent fashion
• Participate in legal and proper payments only; we will not participate in any corrupt business practices, such as bribes
• Ensure contractor’s, supplier’s and agent’s activities are consistent with these principles

d. Concerning employee rights and health and safety, we will:

• Ensure health and safety of workers is protected
• Strive for social justice and promote freedom of association and expression in the workplace
• Ensure consistency with universally accepted labour standards, including those related to exploitation of child labour
# Appendix F – The Board Bylaw

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1. **DEFINITIONS**
It is our intention to make the Board Bylaw as accessible as possible to the substantial internal and external audience who are stakeholders in the College. One element of this is to clarify the definitions used throughout this document to ensure clarity of interpretation. Another element is to write them in plain language to ensure they are accessible and clear to those reading them. Therefore, in this Board Bylaw, the following terms have been identified:

a) “Act” shall mean the Ontario Colleges of Applied Arts and Technology Act, S.O., 2002, c.8, Schedule F and any future amendments or updates

b) “Regulations” shall mean the regulations which are made under the Act or by the Minister and which are in effect from time to time

c) “Board” shall mean The Board of Governors of the College (hereinafter referred to as the Board)

d) “CEC” shall mean The College Employers Council (hereinafter referred to as “the Council”)

e) “Minister” shall mean the Minister of Training, Colleges and Universities unless otherwise indicated

f) “Ministry” shall mean the Ministry of Training, Colleges and Universities unless otherwise indicated

2. NAME

The name of the Corporation shall be The Centennial College of Applied Arts and Technology (hereinafter referred to as “the College”), and it will be managed legally by the Board as described in the Governance Framework. The Board and its legal powers flow from and are pursuant to O. Reg. 34/03, section 2. (1) 4 under the Act.

3. HEAD OFFICE

The head office of the Corporation is specifically determined by the Board. Normally, it will be the address of the Progress campus in Toronto but may be at such other place as the members of the Board may determine, from time to time, either temporarily or permanently.

4. BOARD AUTHORITY AND MANDATE

a) The Board is fully responsible, subject to the authority and responsibility of the Minister, for the direction and operation of the College. The Board has the authority to sue, to enter into contracts and, with the approval of the Minister, may acquire, sell, grant, convey, mortgage, pledge, lease or otherwise dispose of any real property owned by the corporation—which is actually the legal entity which represents the College for any commercial or legal transactions.
b) The Board shall facilitate, uphold and support the mission, vision and values of the College and shall establish appropriate education policies and practices that adhere to the standards expected of a postsecondary institution of its calibre in the Province of Ontario.

c) The Board cannot act outside of its mandate or authority as established by the Corporations Act, by legal precedent and practice, and by the various acts of legislation that apply to it, and by ministerial directives as issued by the Minister, from time to time. Members of the Board would want to be aware of and informed of these requirements when making decisions affecting the College and the Corporation.

5. COMPOSITION OF THE BOARD

a) The members of the Board are appointed and/or elected in accordance with the provisions of the Act, the Regulations and this Board Bylaw; however, this is done with the knowledge that the Ministry ultimately determines through its own directive how college boards will be constituted and populated, and this can change as a result.

b) As currently practiced, the Board is composed of a maximum of 25 appointed and/or elected members. It is a common governance practice to have an odd number of board members so that no full vote of the Board could ever be a tie. Members are appointed and/or elected in the following ways:

i) Not fewer than 12 and not more than 20 appointed members are appointed to the Board by a selection process determined and approved by the Council. Centennial College has a total of 19 board members—14 appointed members (5 of whom are appointed by the Council and 9 of whom are appointed by the Board), 4 elected members who are elected by their peers, and the President of the College who is selected by the Board.

ii) One (1) academic employee representative duly elected in accordance with the Election Procedures for Elected Governors as set out in Board Bylaw 2014-1

iii) One (1) administrative employee representative, duly elected in accordance with the Election Procedures for Elected Governors as set out in Board Bylaw 2014-1

iv) One (1) support staff employee representative, duly elected in accordance with the Election Procedures for Elected Governors as set out in Board Bylaw 2014-1

v) One (1) student representative, duly elected in accordance with the Election Procedures for Elected Governors as set out in Board Bylaw 2014-1
vi) The President of the College, by virtue of office, shall be a voting member of the Board.

d) For the purpose of this Board Bylaw, the term "elected member" shall mean those members elected from the College student body or academic, administrative and support staff personnel respectively, and the term "appointed member" shall mean those members who are appointed to the Board through the Council.

6. ELIGIBILITY FOR APPOINTED MEMBERSHIP

a) To avoid conflicts of interest and to maintain the impartiality of the Board, it is the practice across the province to ensure that no one is eligible for appointment as an appointed governor if they are:

i) An employee or a student of this College or any college of applied arts and technology, or

ii) A spouse or a same-sex partner of an employee or student of this College, or

iii) Involved in any way with the paid management of any system-wide college function, association or the Council.

b) The definition of “employee” for these purposes includes both full-time and part-time employees (working a minimum of 24 hours per week) of the College who are all excluded by this Board Bylaw and by ministerial directive from serving on the Board as appointed governors but who may be elected as an elected governor if they wish to serve.

c) The definition of “student” for these purposes includes both full-time and part-time students enrolled in a program of study at the College which excludes them from serving as an appointed governor of the Board but which makes them eligible to seek election as an elected governor.

d) Under the laws of the Province of Ontario which apply to Centennial College, eligibility to serve as a board member of a corporation is limited to those who are:

i) At least eighteen (18) years of age

ii) Not undischarged bankrupts; and

iii) Not declared mentally incompetent persons

e) When an elected governor ceases to be a student, academic employee, administrative employee or support staff employee, as the case may be, the person ceases to be a member of the Board and the Board shall seek to have them replaced as appropriate. Notwithstanding, a student governor who
graduates prior to the expiry of his/her term of a student governor, may remain a member of the Board until expiry of such term.

7. TERM OF OFFICE

a) The term of office for an appointed governor or an elected governor is limited. An initial term cannot exceed three (3) years. Following that, a governor may be re-appointed or re-elected for one additional term but cannot serve for more than six (6) years consecutively under provincial directives.

After a two-year (2) absence, a former board member is eligible for reappointment or re-election, for up to two (2) additional successive terms not to exceed six (6) years in total.

b) A member of the Board elected by the students will hold office for a term not to exceed two (2) years and shall not serve for more than four (4) years consecutively, but is eligible for re-election after two (2) years absence from the Board for successive terms not to exceed four (4) years in total.

c) Members of the Board shall take office on September 1 in the year of their appointment or election and will serve until August 31 of the year of expiry of their term.

8. VACANCIES

a) Where a vacancy occurs mid-year among elected governors, the staff or students (as the case may be) are entitled to elect a new governor in accordance with the Election Procedures for Elected Governors as set out in Board Bylaw 2014-1. However, if the vacancy occurs at a point in the year where no more than two (2) board meetings are planned or scheduled, then the election of a new member shall take place with effect in the following year rather than in the current year, and the elected position shall remain temporarily vacant.

b) Where a vacancy occurs among appointed governors, the normal practice is to immediately seek a new member and appoint a person to fill the vacancy in order to keep the Board at its full complement. To facilitate this, the Board may keep a list of possible future appointees who have already been interviewed and confirmed as interested so as to be able to make appointments quickly when required.

9. LEAVE OF ABSENCE

a) A request for leave of absence by a governor may be granted by resolution of the Board in exceptional circumstances such as medical or other reasons. A governor who expects or finds that he or she is unable to fulfil their responsibilities as member of the Board for six consecutive months or longer, may also consider whether or not resigning their membership on the Board is the best course of action at the time.
10. BOARD OFFICERS

a) To assist with its proper functioning, the Board will normally have the following officers elected in accordance with this Board Bylaw:

i) A chair

ii) A vice chair

iii) Standing committee chairs

iv) A governor-at-large to sit on the Executive Committee

v) A designated president/secretary treasurer

vi) Such other officers as the members of the Board may establish and appoint, from time to time

b) The Board may, from time to time, vary, add to or limit the powers and duties of any officer, as described in this Board Bylaw.

11. ELECTION OF CHAIR, VICE CHAIR, STANDING COMMITTEE CHAIRS AND GOVERNOR-AT-LARGE

The Board at its last general meeting held during the school year of September to June (hereinafter referred to as the "academic year"), shall elect from among its appointed members who have served on the Board for at least one year, a chair, a vice chair, standing committee chairs, and a governor-at-large to serve in such positions for the following academic year. The President of the College shall act as chair of the meeting for the purpose of electing the new chair, vice chair, standing committee chairs, and a governor-at-large.

12. DUTIES OF THE CHAIR

The chair shall:

a) Preside at meetings of the Board

b) Together with the President/secretary-treasurer or other board officers appointed for the purpose, sign all bylaws of the Board

c) Sign such contracts, documents or instruments in writing as require the signature of the chair

d) Review and approve the discretionary expenses of the President

e) Have such other powers and duties as may, from time to time, be assigned by the Board or as are incident to the office of the chair
13. DUTIES OF THE VICE CHAIR

a) The vice chair shall sign such contracts, documents or instruments in writing as require the signature of the vice chair and shall have such other powers and perform such duties as may be assigned by the Board by resolution.

b) In the absence of or inability to act of the chair, the vice chair shall have full power and authority to act as chair and in any such case the absence of or inability to act of the chair shall be presumed.

14. THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

a) The Board shall appoint a president in accordance with procedures approved by the Minister. The terms and conditions of employment of the President shall be confirmed in a written contract with the Executive Committee of the Board no later than thirty (30) days following the appointment of the President by a duly constituted selection committee of the Board.

b) The President shall be the Chief Executive Officer of the College, accountable to the Board, and will have full responsibility for the implementation, supervision and direction of the educational policies of the College through its academic management team.

c) The President shall have full authority to manage and direct the general administration, business and affairs of the College within appropriate boundaries and authority granted to the office of the President under delegation of authority from the Board.

d) The President is hereby delegated the authority to employ and discharge employees of the College subject to any conditions imposed by the Council and/or as approved by the Minister.

The President may exercise such authority through a designated official to the extent permitted by law and the extent determined by the President and in keeping with any collective agreements and the normal employment practices of the Province of Ontario.

e) The President reports to and is subject to the direction of the Board. He/she will conform to all lawful orders given by the Board, shall sit on such committees as directed by the Board in this Board Bylaw or otherwise, and shall, at all reasonable times, give to the members of the Board upon request all information they may require regarding the affairs of the College.

f) For legal purposes, the President also acts as the secretary-treasurer of the Board and executes all requirements of these two mandatory corporate positions but with appropriate support from both staff resources and the President’s Executive Team as required.
g) Procedures adopted by the Board respecting the review and removal of the President shall be as approved by the Minister.

15. DUTIES OF THE SECRETARY-TREASURER

a) The secretary-treasurer shall attend all meetings of the Board and shall ensure accurate minutes and recordings of the Board proceedings are kept, and shall be responsible to give all notices of board meetings as are required to be given.

b) The secretary-treasurer shall be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the Board which the secretary-treasurer shall publicly disclose the same only when duly authorized to do so by a resolution of the Board, or as required by law under the order of a court of competent jurisdiction, or under the terms of a duly approved FIPPA request.

c) The secretary-treasurer shall keep full and accurate accounts of all receipts and disbursements related to the operation of the College in proper books of account, and shall cause all monies or other valuable effects to be deposited in the name and to the credit of the College in such banks as may, from time to time, be designated by the Board.

d) The secretary-treasurer shall disburse the funds of the College under the direction of the Board, taking proper vouchers therefore, and shall render to the Board an account of all financial transactions of, and the financial position of, the College as may, from time to time, be required by the Board.

e) The secretary-treasurer shall cooperate with the auditors appointed by the Board for the College during any audit of the accounts of the College and shall also perform such other duties as may, from time to time, be determined by the Board.

16. DUTIES OF OTHER OFFICERS

The President may, under terms approved by the Board and within the norms of employment terms within the sector, appoint other officers whose duties shall be in accordance with the terms and conditions of their appointment or employment contracts. Such appointments will constitute the management team of the College and such members may, or may in turn, be appointed by the Board as officers of the Corporation.

17. BOARD OFFICER VACANCIES

a) If the office of the chair or vice chair or any other officer of the Board shall be or become vacant for any reason, the remaining members of the Board shall, by resolution, appoint a governor to fill such vacancy from among the appointed board members who have served on the Board for at least one year.

If the office of the governor-at-large shall be or become vacant for any reason, the remaining members of the Board shall, by resolution, appoint a governor to
fill such vacancy from among the board members (appointed and/or elected) who have served on the Board for at least one year.

b) If the office of the President shall be or become vacant for any reason, the members of the Board shall, by resolution, appoint a person to fill such vacancy on an interim basis until such time as a permanent appointment has been made by a duly constituted selection committee of the Board as it shall in its sole discretion determine.

18. DELEGATION OF DUTIES OF BOARD OFFICERS

In the absence of or inability to act of the chair, vice chair or any other board officer or for any other reason that the members of the Board may deem sufficient, the Board may delegate, by resolution, all or any of the powers of such officer to any other eligible appointed governor who has served on the Board for at least one year for such period of time as the Board may deem appropriate.

19. REMOVAL OF BOARD MEMBERS

19.1 The Board may remove a governor (other than the President) from the Board by a simple majority resolution of the other members of the Board if:

a) The governor has failed to attend, without leave of the Board, at least 60 percent of the regular meetings of the Board in any 12-month period or three (3) successive meetings of the Board

b) The governor has neglected or refused to participate on board committees and/or to contribute to effective discussion and decision making at the Board

c) The governor has failed to comply with the Minister’s binding policy directive on conflict of interest

d) The governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at private sessions of the Board

e) The governor has failed to observe and perform the governor’s fiduciary duty to the Corporation in that the governor has not acted with honesty, in good faith and in the best interest of the Corporation

f) The governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of the College:

i) Harassment (including activities that would constitute harassment under College directives)
ii) Violence (including activities that would constitute violence under College directives)

iii) Any conviction of a criminal offence (other than minor traffic or statutory violations)

iv) Any conduct unbecoming of a member of the Board

v) Discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College directives)

g) Prior to the Board ever voting to remove a governor, the chair and/or the vice-chair is to discuss the matter with the governor and to explain why the removal is being considered, and to seek a satisfactory explanation of or a solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter may then be brought to the Board in a private session, and the Board is to determine by majority resolution if a governor is to be removed. The agenda and notice of meeting for the private session of that board meeting is to specify the intention to pass a resolution removing the governor, and that governor is both eligible to attend the meeting in question and must be given an opportunity to respond to the grounds by addressing the Board. However, that governor is to refrain from voting. If the governor elects not to attend the meeting or fails to do so, the governor will be informed in writing of the decision of the Board to remove the governor accordingly.

19.2 Any governor who is removed from the Board may apply for a review of that decision to the Governors Review Committee (“GRC”) of the Council. As provided in the Regulations, that the Council’s review is subject to the following outcomes:

a) The Council’s review is limited to determining whether the removal was for a reason set out in this Board Bylaw and in accordance with the procedure established in this Board Bylaw, and does not include a review of whether the Board was correct in removing the governor in question

b) The decision of the GRC on the matter is final and binding on both parties

20. REMUNERATION OF BOARD MEMBERS

By law, governors serve without remuneration and no such governor shall directly or indirectly receive any gain from the governor’s position as such.

However, a governor may be reimbursed by the College for reasonable expenses incurred by the member in the performance of board duties.

21. BOARD MEETINGS
a) The Call of Meetings

Except as otherwise required by law, the Board may hold its meetings at such place or places as it may, from time to time, determine. The Board will meet at least once every three (3) months. Board meetings may be formally called by the chair, vice chair, and the President on the direction in writing of not less than two (2) members of the Board.

b) Notice of Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named and in respect of such regular meetings no notice need be given to governors, but notice of the days and times so appointed shall be distributed by email and/or via College broadcast. Where urgent conditions prevail, notice of a board meeting shall be delivered, telephoned or sent by email to each governor not less than two (2) days before the meeting is to take place or shall be mailed to each governor not less than five (5) days before the meeting is to take place. Notice of all board meetings are considered public documents and published accordingly, should members of the larger community wish to attend a meeting.

c) Agendas

Governors may consider or transact any business, in any order and either special or general, at any meeting of the Board in any way they deem appropriate to their role and function. While a notice of meeting would normally include a draft agenda, this may be changed or modified at will by the Board at the outset of the actual meeting.

d) Disclosure of Conflict of Interest

At the opening of each meeting, the chair shall ask for disclosures of any actual, potential, or perceived conflicts of interest of any governor relating to any agenda item. Any such declared conflicts shall be recorded in the minutes. Governors are expected to be self-monitoring with regard to the need to disclose any potential conflicts.

e) Quorum

Not less than two-thirds (2/3) of the total board membership shall form a quorum. No legal transactions, approvals, and/or votes shall be transacted at any board meeting for the transaction of business without the requisite quorum present.

f) Public Meetings

Subject to section g) below, private session, meetings of the Board are open to the public and no one shall be excluded from such a meeting except for improper conduct as determined and expressed by resolution of the Board.
g) Private Session

The Board may conduct any part of its meeting in private session at the request of the chair or any other governor present, if supported by a simple majority (50% plus 1) of the governors eligible to vote at the meeting as concerns:

i) Such items as individual personnel matters, strategic labour relations, real and personal property transactions, litigation in which the Corporation is involved and other matters which by their nature require confidentiality in order to preserve the legitimate interests of the Corporation.

ii) Matters of a personal nature concerning an individual unless such individual requests, and the Board agrees, that the matter may be discussed in public. Governors shall keep all information, discussions and proceedings at private sessions of the Board strictly confidential. Prior to the conclusion of the private session, the Board shall determine whether to make public any motion(s) carried, and if so, the process and timing of such disclosure.

If there is no support to move the discussion to a private session from a simple majority of members present, the chair or any other member present may request the discussion be suspended. The matter shall be immediately referred to legal counsel for the Board by the President and the opinion of legal counsel, in writing, as to the appropriateness of discussing such matter in a public session meeting of the Board shall be binding upon all members of the Board.

h) Adjournments

Any meeting of the members of the Board may be adjourned to any time and, from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be provided to the Board.

i) Errors in Notice

No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting, or invalidate or make void any proceedings taken or had at such meeting, and any governor may at any time waive notice of any such meeting, and may ratify and approve of any or all proceedings taken or had thereat.

j) Voting

i) Except for votes to amend or adopt bylaws, questions arising at any meeting of the Board shall be decided by a simple majority vote on a resolution or motion. Votes to amend or adopt bylaws shall require a two-
thirds (2/3) majority. In the case of an equality of votes as a result of a vacancy on the Board, the chair shall have a second or deciding vote.

ii) Any vote at any such meeting may be taken by ballot if so demanded by any members present, but if no demand is made then the normal practice is that votes will be taken in the usual way by a show of hands for or against.

iii) Unless there is a demand for a recorded vote, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the chair, the chair’s duties may be performed by the vice chair or such other appointed member of the Executive Committee as the Board may, from time to time, appoint for the purpose.

iv) There shall be no voting by proxy.

k) Rules of Order

Robert’s Rules of Order (in its most recent published form) are the official rules of order of the Board. However, in practice, these rules are relatively followed loosely by consent and the Board operates with intent to be respectful of due process, but not burdened by arcane rules that may inhibit participation by members. The chair/vice-chair must rule on any formal matter of order raised during a meeting by a fellow governor. The decision on that matter is binding unless overturned by an immediate and subsequent resolution of the Board. In such a case, this normally represents a loss of confidence in the chair/vice-chair and there shall be an immediate election of a new chair/vice-chair by the Board.

22. EXECUTIVE COMMITTEE OF THE BOARD

a) The Executive Committee of the Board shall consist of the chair, the vice chair, all standing committee chairs, a governor-at-large, and the President of the College. By resolution of the Board, a past chair whose term has expired may be added to the membership of the Executive Committee in a strictly advisory capacity.

b) The Executive Committee shall consider and make recommendations to the Board on the feasibility of strategies and policies for adoption by the Board, and shall further consider and make recommendations to the Board on matters that are referred to the Executive Committee by the Board or by the President.

c) The Executive Committee, without the participation of the President and Chief Executive Officer, shall consider and make recommendations to the Board with respect to the form and content of the contract of employment with the President and Chief Executive Officer.
d) The Executive Committee shall also function as an initial nominating committee to recommend candidates to the Board to fill vacancies for appointed members on the Board.

e) The Executive Committee may act on behalf of the Board in respect of any matter which may arise and require to be acted upon between regular meetings of the Board except where the Board has, by resolution, empowered a standing committee to act on behalf of the Board. The Executive Committee shall report any such matter and the action taken, for ratification, at the next regular meeting of the Board.

23. STANDING COMMITTEES

a) The Board may, from time to time, appoint committees, consisting of such persons as may, from time to time, be appointed and/or elected governors thereof by the Board, to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of such committee. The members of such committees shall hold office during the pleasure of the Board, and the chair and the President shall be ex-officio members of each such committee.

b) The Board may fill any vacancies occurring, from time to time, in such committees and may abolish and, from time to time, re-appoint any such committee.

c) The board secretary or designate shall record or cause to be recorded the minutes of the proceedings of any such standing committee which shall be confirmed under the signature of the chair of that meeting and a report shall be forwarded to the Board.

d) Any such committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings according to policies and procedures established by the Board.

24. AUDIT AND COMPLIANCE COMMITTEE (ACC)

a) The Board shall confirm the membership of the ACC at the first general meeting of the Board each year to assist the governors in connection with all matters that may be properly referred to it by the Board. The ACC shall be composed of a minimum of five (5) governors, of which at least three (3) shall be appointed governors. In all cases, appointed governors must form a majority of the members of the committee. The President and the Chief Financial Officer and Vice President Business Development herein will act as advisors to the ACC.

b) Each ACC member shall be appointed by the Board for a term of one (1) year, and such term may be extended for one (1) year at a time while the ACC member continues as a governor of the College. The Board shall fill a vacancy on the ACC by appointing a new member to the committee.
c) The ACC shall meet a minimum of at least two (2) times annually, as well as on an as-need basis.

d) The ACC shall ensure the effective and efficient management of the College’s resources and shall review the College’s financial operations; the integrity and adequacy of the financial reporting processes; significant accounting and reporting developments; and the College audit planning.

e) With respect to partnerships and subsidiaries, the ACC shall review and monitor plans to ensure that the activity is aligned with College goals and the Minister’s binding policy directive; that adequate means of governance are in place to protect the core businesses/assets of the College; and that the business operations of the partnership/subsidiary are appropriately managed through sound policies and processes.

f) The ACC shall review and monitor: the adequacy of the College’ policies and processes; strategic information systems plans; systems to ensure risks are sufficiently mitigated and controls are in place; risk assessments; controls over e-business activities; plans to deal with potential interruptions in business operations; and the adequacy of due diligence activities by College management with respect to legislated responsibilities.

g) The ACC shall monitor the College’s building and property affairs to ensure availability of appropriate facilities in response to the College’s present and future needs.

25. LEARNING AND ENGAGEMENT COMMITTEE (LEC)

a) The LEC shall consider and make recommendations to the Board on such matters as assigned or which normally fall under its mandate, except where the Board or the Board EC has by resolution or request, empowered the LEC to consider an issue and/or act on behalf of the Board. The LEC shall report on any such matter and the action taken for ratification at the next regular meeting of the Board as appropriate.

b) The LEC shall examine and review new programs and major program modifications presented by College staff to ensure alignment with the College’s strategic plan, mission, vision, and values, academic plan, strategic mandate agreement and with credentialing requirements from the MTCU.

c) The LEC shall, in keeping with the MTCU Governance and Accountability Framework, ensure through the examination of data provided by College staff, that new programs and modified programs have been developed to meet the social/economic needs of the community and potential students.

d) The LEC shall, in keeping with the MTCU Governance and Accountability Framework, ensure through the examination of data provided by College staff,
that new programs and modified programs have been developed inclusive of sound principles of reputational and financial risk management.

e) The LEC shall recommend to the Board the approval of new programs and program modifications prepared by College staff.

f) The LEC shall address its attention to any other matters as directed by the Board as they relate to student engagement (curricular and co-curricular learning opportunities).

g) The LEC shall annually self-assess whether it has met the mandate of the committee and report these results to the Board.

h) The LEC shall review its terms of reference and mandate at least every three years or as required, and recommend appropriate changes to the Board.

26. POLICY AND PROCEDURES COMMITTEE (PPC)

a) Where the PPC determines independently that a new policy or procedure is required, it may consider, create and seek the approval of the Board to implement the said policy or procedure (Appendix G – Governance Policy Development Policy, College Policy Development Policy).

b) The PPC shall recommend to the Board a regular policy review cycle of normal board policies and, occasionally may choose to audit one or more policy and procedural areas, if necessary, to improve governance practices within the College.

c) The PPC shall address its attention to any other matters as directed by the Board as they relate to any applicable area of policy, process or procedure of the College as requested by either the Board or the President’s Executive Team.

d) The PPC shall annually self-assess whether it has met the mandate of the committee and report these results to the Board.

e) The PPC shall review its terms of reference and mandate at least every three years or as required, and recommend appropriate changes to the Board.

27. OTHER COMMITTEES

As required, the Board may appoint committees that are not standing committees such as the Board of Governors’ Awards of Excellence committee. These committees consist of such persons as the Board may, from time to time, appoint in an advisory capacity. Membership on a board committee shall not be limited to board members only, but in all cases the majority of committee members must be members of the Board. The members of such committees shall hold office at the pleasure of the Board, and the chair and the President shall be ex-officio members of each such committee.
28. POLICIES

The Board shall have the power to set policies as provided by the Corporations Act and regulations, the Ontario Colleges of Applied Arts and Technology Act and Regulation and any other applicable statute or law within these limits, and subject to the policy guidelines of the Ministry, the Council, and to the Terms and Conditions of Employment for College Employees. In order to lead strategically and with an aspirational approach to governance, the Board has adopted a policy governance approach (Appendix G – Governance Policy Development Policy and College Policy Development Policy). The purpose of the Governance Policy Development Policy is to establish the policy framework at Centennial College and the principles for the development, review and approval of policies and procedures related to the governance of the College and or the internal workings of the Board.

29. INDEMNIFICATION OF BOARD MEMBERS

a) Every member of the Board and his or her heirs, executors, administrators and estate, respectively, shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the College or the Board or out of insurance policies taken to protect the members of the Board from and against:

i) All costs, charges and expenses, whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that member for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that member in or about the execution of the office or that member

ii) All other costs, charges and expenses which that member sustains or incurs in or about or in relation to the affairs of the Board, except such costs, charges or expenses as are occasioned by the wilful neglect or default of that member

b) No member of the Board or officer shall be liable for the acts, receipts, neglect or default of any other member of the Board or officer, or for the joining in any receipt of act, for conformity, or for any loss, damage or expense happening to the Board or College, through the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to, the Board or College shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or through which any monies, securities or effects be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or trust of in relation thereto, unless the same shall happen by or through the wrongful and wilful neglect or default of that member; provided that nothing herein shall relieve any member of the Board from the duty to act in accordance with lawful obligations and responsibility.

c) The members of the Board shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into in the name of or on behalf of the Board or the College, except such as shall
have been submitted to and authorized or approved by the Board with the provisions of section 30.

d) Subject to the provisions of section 28, Execution of Documents, if any member of the Board or officer shall be employed by or shall perform services for the College, other than as a member of the Board or officer, or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the College, the fact of that person being a member of the Board or officer shall not disentitle such person of such firm or company, as the case may be, from receiving proper remuneration for such services. The President of the College shall have no obligation to make a formal disclosure of the fact that he/she is employed by the Board.

e) The Board may mandate and the College will purchase and maintain such insurance for the benefit of its members, as the Board may, from time to time, determine is prudent to attract and retain qualified board members and to protect them from legal harm while they serve and so long as they serve in good faith and with due diligence.

30. COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS

30.1 Definitions

a) Actual conflict of interest: a situation where a governor has a private or personal interest that is sufficiently connected to the governor's duties and responsibilities as a governor that it influences the exercise of these duties and responsibilities.

b) Perceived Conflict of Interest: a situation where reasonably well-informed persons could properly have a reasonable belief that a governor has an actual conflict of interest, even where that is not the case.

c) Potential conflict of interest: a situation where a governor has a private or personal interest that could influence the performance of the governor's duties or responsibilities, provided that the governor has not yet exercised that duty or responsibility.

30.2 Principles

a) Members of the Board are expected to act honestly and uphold the highest ethical standards.

b) Members of the Board are obligated to perform their official duties and conduct themselves in a manner that will bear the closest public scrutiny because colleges are part of the broader public sector and are subject to greater public scrutiny than private organizations.

c) Members of the Board shall not have private interests (other than those permitted pursuant to the Minister's binding policy directive, or applicable
laws or statutes that would be affected particularly or significantly by College decisions or actions in which they participate as governors.

d) When appointed/elected, members of the Board must arrange their private interests to prevent conflicts of interest. If a conflict does arise between the private interests of a governor and the official duties of that individual, the conflict shall be resolved in favour of the public interest.

e) Each governor (regardless of how the governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the College and must function primarily as a member of the Board, not as a member of any particular constituency.

30.3 Minister's Binding Policy Directive

a) A conflict of interest arises when a governor's private or personal interest supersedes or competes with that governor's duties and responsibilities as a member of a board. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.

b) At the beginning of every board meeting, the chair of the Board is to ask and have recorded in the minutes whether any governor has a conflict to declare in respect to any agenda item.

i) When the agenda item arises in the public session of the board meeting, the member(s) of the Board with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on this item. The minutes are to record that the member(s) of the Board in conflict of interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the private session of a meeting, the member(s) of the Board shall withdraw while the matter is being discussed or voted on and the minutes should reflect this.

ii) When the conflict of interest is perceived or potential, the Board will determine whether the member(s) of the Board remains for the discussion and vote on agenda items. The minutes should reflect an accurate account of the proceedings.

iii) In cases where a conflict cannot be avoided, a governor is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a board meeting, the declaration is to be made to the chair of the Board and the Board is to be informed.

iv) Where a governor is unsure whether the governor is in conflict, the said governor is to raise the perceived potential conflict with the Board, and the Board is to determine by majority vote whether
or not a conflict of interest exists. The said governor must refrain from voting on whether or not a conflict of interest exists.

v) Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that the involvement of the said governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision.

c) Any governor who perceives another governor to be in conflict of interest in a matter under consideration is to raise this concern directly and immediately with the chair of the Board.

The chair, in turn, is to discuss the matter with the governor who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting governor. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a conflict of interest exists. The governor perceived to be in conflict is to refrain from voting.

d) Where there has been a failure on the part of a governor to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the Board is to:

i) Issue a verbal reprimand; or

ii) Issue a written reprimand; and/or

iii) Request that a governor resign; and/or

iv) Remove the governor through processes established in the Board Bylaw.

30.4 Without limiting the general application of the Minister’s binding policy directive on conflict of interest, the Board shall recognize the following circumstances as an actual conflict of interest requiring the affected governor to conduct themselves in accordance with section 27.3 b) i) hereof:

a) President and Chief Executive Officer

i) Agenda items relating either directly or indirectly to the President and compensation, perquisites, and/or benefits

Note: The Board may require certain information from the President to assist its deliberations, but these queries must be of the general nature or relate to providing performance related information concerning the President’s success in the meeting agreed to objectives and must not in anyway, either directly or indirectly, influence decisions on his/her compensation, perquisites, and/or benefits.
b) Elected Governors
   
i) Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment, and/or academic programs in relation to their constituent group

   **Note:** This would not apply to agenda items that are of a general nature occurring in the public session of the board meeting.

   ii) Agenda items relating to the President's evaluation or performance review

   **Note:** This does not prevent the chair or the evaluation committee asking for their input as part of a general information-gathering process in preparing the President's evaluation.

c) Student Governor:
   
i) Agenda items relating to an increase in the tuition fees for the particular program in which the student is enrolled

   ii) Agenda items relating to the President's evaluation or performance review

   **Note:** This does not prevent the chair or evaluation committee asking for the student governor's input as part of the general information gathering process in preparing the President's evaluation.

   iii) Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment for College staff.

   **Note:** This would not apply to agenda items that are of a general nature occurring in the public portion of the board meeting.

30.5 Insignificant Conflicts

The Minister's binding policy directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the governor or where a pecuniary or other interest is in common with a broad group of which the governor is a member (e.g. students, support staff, academic staff, and administrative staff). This binding policy directive does not apply where the issue is one of general or public information.

30.6 Disclosure of Interests in Contract
a) Every governor who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation or any subsidiary of the Corporation shall declare the governor's interest and conflict in accordance with the Minister's binding policy directive.

b) If a Governor has made a declaration of his or her interest in a proposed contract or contract in compliance with this section, and has not voted in respect of the resolution which awards the contract (or in the case of a conflict declared in accordance with section 27.3 hereof, the governor has not voted on the resolution confirming the award of the contract), the governor is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the governor's holding of that office or of the fiduciary relationship established thereby.

31. EXECUTION OF DOCUMENTS

a) Deeds, transfers and licences on behalf of the College shall be signed by any two (2) of the chair, the vice chair, the President/secretary-treasurer, or by any two (2) governors if authorized by the Board to do so, and the President/secretary-treasurer or any governor may affix the seal of the College to such instruments as require the same.

b) Contracts in the ordinary course of the College’s operations may be entered into on behalf of the College by the President/secretary-treasurer or by any other person(s) formally authorized by the President to do so.

c) Any two (2) of the chair, the vice chair, the President/secretary-treasurer, or any two (2) governors if authorized by the Board, may transfer any and all shares, bonds or other securities, from time to time, standing in the name of the College in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the College transfers of shares, bonds or other securities, from time to time, transferred to the College, and the President/secretary-treasurer or any governor may affix the corporate seal to any such transfers or acceptances of transfer, and make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney(s) to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

d) Notwithstanding any provisions to the contrary contained herein, the Board may, by resolution, delegate to any person(s) the right to execute instruments, agreements, contracts, obligations or other similar documents on behalf of the Board or the College and prescribe policies and procedures relating to the above delegation of duties and responsibilities.

32. COLLEGE BANK

The Board shall, by resolution, designate a chartered bank(s) with which accounts shall be maintained in the name of the Board or the College. This decision will normally be
made and reviewed by the ACC, from time to time, and in any event, no less than every two (2) years, and the ACC shall report to the Board after every review on its recommendation on this matter.

33. CHEQUES

All cheques, bills of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College shall be signed on behalf of the College by such officer(s), agent(s) and in such manner as shall, from time to time, be determined by resolution of the Board, and any one (1) of such officers or agents may alone endorse notes and drafts for collection on account of the College through its bankers, and endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed “for collection” or “for deposit” with the bankers of the College by using the College’s rubber stamp for the purpose. Any one of such officers or agents so appointed may, on behalf of the College, arrange, settle, balance and certify all books and accounts between the College and the College's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification of slips.

34. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the College shall be deposited for safekeeping on behalf of the College with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Board signed by such officer(s), agent(s) of the College, and in such manner, as shall, from time to time, be determined by resolution of the Board and such authority may be general, or confined to specific instances.

The institution which may be selected by the Board as custodian shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities withdrawn from deposit or the proceeds thereof.

35. BORROWING

a) On behalf of the College, the Board may:

i) Borrow money on the credit of the College

ii) Issue, sell or pledge securities of the College

iii) Charge, mortgage, hypothecate or pledge all or any of the personal property of the College, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the College

b) The Board may authorize any governor, officer or employee of the College or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or
modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the College as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the College.

36. BOOKS AND RECORDS

The Board shall see that all necessary books and records of the College required by the Board Bylaw or by any applicable statute or law are regularly and properly kept.

37. BUDGETS

a) The Board shall ensure that the College balances its budget every year.

b) If it appears that the College will not balance its budget in a year and that an accumulated deficit will occur, the Board will seek the Minister’s approval in respect of the budget, and shall provide the Minister with an appropriate recovery plan as directed by the Minister.

c) Unless otherwise prescribed by regulation, the operating year of the College shall commence on April 1 and shall end on March 31.

38. AUDITORS AND REPORTING

The Board shall appoint an auditor licensed under the Public Accountancy Act who shall be instructed to prepare audited financial statements of the College for the preceding fiscal year for submission to the Ministry, and such other agencies as required by legislation, as well as such other reports as required. Unless otherwise prescribed by regulation, the fiscal year of the College shall end on March 31.

39. AVAILABILITY OF THE BOARD BYLAW

The Board Bylaw shall be open to examination by the public during normal office hours of the College and shall be available to the public at no charge on the College web site.

40. AMENDMENTS

The Board Bylaw may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two-thirds (2/3) of the board members present and eligible to vote provided that a notice of motion of the proposed amendment or repeal is brought before the Board at a regular meeting, after which the motion shall be presented at the next regular meeting of the Board, to be read, discussed and voted again.
1. Introduction

Centennial College’s (the College) Board of Governors (the Board) has adopted a policy governance approach. The model enables the Board to delegate with clarity so they can fulfill their oversight function and lead strategically. The Board recognizes policies as critical tools by which the Board manifests this aspirational approach to governance and seeks to develop policies and procedures that support the Board in fulfilling its mandate so that it may focus on the larger issues of strategic organizational direction for the College.

2. Purpose

The purpose of this policy is to establish the policy framework at the College and to establish the principles for the development, review and approval of policies and procedures related to the governance of the college and or the internal workings of the Board.

3. Definitions

3.1 **Policy** refers to statement(s) of general intent that indicates a course of action that is permitted or expected, to guide decision making and to determine resource allocation. Policies generally change infrequently.

3.2 **Procedure** refers to a course of action, generally linked to a policy, that provides a clear and concise sequence of instructions that are to be followed in undertaking a job, activity or task. Procedures change more frequently to ensure that the implementation of the policy is consistent with, and takes appropriate advantage of changes in the environment, improvement in technology and other factors which could contribute to effective processes and practices.

3.3 **Governance policy** refers to any policies or procedures that address the internal workings of the Board or that provide high level strategic direction and guidance for the College to fulfill its mission and vision, and to achieve its strategic plan.
3.4 **College policy** refers to any academic, administrative or student life enhancement policy that relates to the day-to-day administration of Centennial. College policies are operations oriented and cover matters that are the responsibility of the President and Executive Team. College policies and procedures set out the requirements for the college, its management, staff and faculty to administer operations in accordance with policy established by Centennial’s Board of Governors, federal and provincial legislation and directives, and commonly accepted business practices and professional ethics.

4. **Policy**

4.1 The Board of Governors shall establish Governance policies that determine how the Board will govern itself and that describe the College’s high level strategic directions and goals (i.e. accountability frameworks).

4.2 The development and implementation of College policies shall be the responsibility of the President.

4.3 The Board shall approve College policies that:

   a) address decision-making areas identified in legislation under the authority of the Board of Governors, including some policies that might otherwise be classified as College policies due to their operational nature;

   b) address high risk impact issues that will have a significant consequences either legally, financially or on the reputation of the College.

   c) any other policies determined by the Board.

4.4 When the need for a new Governance policy or policy amendments are identified, the chair of the Board shall assign the work of its development or amendment to the appropriate board committee.

4.5 Development or amendments to governance policies may be done at regular meetings or by a committee of the Board.

4.6 Governance policies that are amended shall be presented to the Board in such a manner as so that any deletions and or modifications are clearly identified.

4.7 All new or amended governance policies shall be approved by the Board.

4.8 Once a governance policy is approved it shall be communicated as required.

4.9 Governance policies shall be reviewed within three (3) years or earlier if warranted by changing circumstances. The review will be conducted by the Board or a committee assigned to do so.

5. **Cross References to Other Existing Policies or Regulations**

   • Minister’s Binding Policy Directive: Governance and Accountability Framework

   • Centennial College Governance Framework and Board Bylaw
1. Introduction

The College recognizes policies and procedures as core organizational documents that ensure that the College’s practices and processes align with the College’s mission, vision and strategic plan. Effective policies and procedures promote sound decision-making and serve as a guide for taking action. As such, they enable an environment of teaching and learning excellence, a superior student experience, a healthy and safe working and learning environment and the judicious stewardship of resources.

2. Purpose

The purpose of this policy is to establish the principles for the development, review and approval of College policies and procedures. It also outlines the roles, responsibilities and levels of decision-making authority for policy development at Centennial.

3. Scope

This policy applies to all employees of the College.

4. Definitions

4.1 **Accountability** refers to the obligation to take responsibility for and demonstrate performance, in light of agreed expectations.

4.2 **College policy** refers to any academic, administrative or student life enhancement policy that relates to the day-to-day administration of Centennial. College policies are operations-oriented and cover matters that are the responsibility of the President and Executive Team. College policies and procedures set out the requirements for the college, its management, staff and faculty to administer operations in accordance with policy established by Centennial's Board of Governors (the Board), federal and provincial legislation and directives, and commonly accepted business practices and professional ethics.

4.3 **Policy** refers to statement(s) of general intent that indicates a course of action that is permitted or expected to guide decision-making and to determine resource allocation. Policies generally change infrequently.

4.4 **Procedure** refers to a course of action, generally linked to a policy that provides a clear and concise sequence of instructions that are to be followed in undertaking a job, activity or task. Procedures change more frequently to ensure that the implementation of the policy is consistent with, and takes appropriate advantage of,
changes in the environment, improvement in technology and other factors that could contribute to effective processes and practices.

4.5 **Guideline** refers to a guideline that contains information about suggested best practices for implementing policies and procedures.

5. **Policy**

5.1 Centennial policies and procedures shall articulate the College’s position on issues that have College-wide application. Attached as Appendix A is a table of the types of policies established at the College and the appropriate approving body for each.

5.2 All policies and procedures shall embody the College's mission, vision, values and support Centennial’s strategic direction.

5.3 Every effort shall be made to develop policies and procedures that are preemptive and proactive in nature and for one or more of the following reasons:

- To comply with legal or regulatory requirements
- To implement policy and directives from the Board
- To inform students and potential students of institutional rules and the College's expectations of them, both inside and outside of the classroom
- To inform employees of institutional rules, responsibilities and the College’s expectations of them
- To provide decision-making guidance to all employees
- To promote the achievement of institutional objectives in a consistent manner

5.4 All College policies and procedures shall be developed according to a collaborative process outlined in the College Policy Development Process.

5.5 Policy development shall be based on priority need for the organization.

5.6 All College policies shall be approved by the College’s Executive Team and/or the Board.

5.7 As per the Governance Policy Development Policy, the Board shall approve College policies that:

   a) address decision-making areas identified in legislation under the authority of the Board
   b) address high risk impact issues that could have significant consequences either legally, financially or on the reputation of the College
   c) any other policies as determined by the Board

5.8 To ensure relevancy and currency, policies and procedures shall be reviewed every five (5) years, or when there is a change to relevant legislation, or at the purview of the vice president responsible for the policy.

6. **Responsibilities**

6.1 Vice Presidents/Associate Vice Presidents
The vice presidents and associate vice presidents are accountable to the President for the development, approval and implementation of policy and procedures for the functional areas within their jurisdiction. They have principal authority for this task, including the right to set policy direction and make policy-related decisions for their areas of responsibility, taking into account legal advice or input and recommendations from other groups or individuals at the College.

6.2 Deans/Directors

Deans and directors of functional areas where required, shall ensure the development, approval and implementation of policies in the functional areas for which they are responsible. This includes, but is not limited to, the following: identifying the need for policies and procedures, working collaboratively with the Office of Policies and other relevant stakeholders to ensure policies are developed in accordance with the established process, setting policy direction and making policy-related decisions in consultation with their senior team and vice president or associate vice president to whom they report.

6.3 College Council

College Council is responsible for identifying the need for the development and/or revision of College policies that are deemed academic in nature, and for recommending their approval to the College’s Executive Team. College Council may delegate responsibility for the development of academic policies to the College Policies and Procedures Committee, a standing committee of College Council.

6.4 Office of Policies

The Office of Policies in the Academic Excellence Unit is responsible for working collaboratively with the vice presidents, associate vice presidents and/or designates to facilitate the development of College policies and procedures according to the process outlined in the College Policy Development Process. The Office of Policies not only serves as a resource, but also has advising authority, meaning they have a right to provide advice to directors, deans of functional areas, vice presidents and associate vice presidents on policy direction and related decisions.

6.5 Managers

Managers may provide input into the development of a policy and procedure, bringing their working knowledge of the issue to the forefront. They also support policy implementation, ensuring all staff members reporting to them are familiar with College policies and procedures relevant to their duties and that they comply with them.

6.6 College Employees

All staff members are responsible to be familiar with, and abide by, all College policies and procedures relevant to their duties.
7. Cross References to Other Existing Policies or Regulations

- College Council Mandate
- Governance Policy Development Policy
- College Policy Development Process

Appendix A
Table of Policy Categories and Approving Body

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<tr>
<th>Category</th>
<th>Description</th>
<th>Recommended by</th>
<th>Approved By</th>
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| A. Academic            | Policies that define the processes, standards and accountabilities for educational matters at the College including:  
  - Course and program creation, implementation, and cancellation  
  - Student admissions, withdrawals, examinations, discipline (academic), appeals and awards  
  - Affiliations with other postsecondary institutions | College Council  
  AVP Academic Excellence | Executive Team |
| B. Student Life Enhancement | Policies that define the processes, standards and accountabilities for those matters that directly impact components of the student experience (primarily outside the classroom) at the College. | VP Student and Community Engagement | Executive Team |
| C. Administration      | Policies that define the processes, standards, and accountabilities required to manage the day-to-day and strategic operations of the College and its employees. | VP/AVP Responsible  
  (Finance, Business Development, Human Resources, Applied Research, Corporate Planning and Institutional Research, Marketing and Communications) | Executive Team |
Appendix H – Regulation 34/03

Ontario Colleges of Applied Arts and Technology Act, 2002

ONTARIO REGULATION 34/03

GENERAL

Consolidation Period: From October 1, 2010 to the e-Laws currency date.

Last amendment: O. Reg. 301/10.

INTERPRETATION

Definitions

1. In this Regulation,

“academic staff member” means a person who is employed by the board of governors as a teacher, counsellor or librarian; (“membre du corps enseignant”)

“administrative staff member” means a person who is employed by the board of governors and who is not an academic staff member, a support staff member or a student; (“membre du personnel administratif”)

“program of instruction” means a group of related courses leading to a diploma, certificate or other document awarded by the board of governors; (“programme d’enseignement”)

“student” means a person who is enrolled in a course or program of instruction in a college; (“étudiant”)

“support staff member” means a person who is employed by the board of governors as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff. (“membre du personnel de soutien”). O. Reg. 34/03, s. 1; O. Reg. 169/10, s. 1.

COLLEGES OF APPLIED ARTS AND TECHNOLOGY

Colleges established

2. (1) The following colleges are established:

1. The Algonquin College of Applied Arts and Technology.
2. The Cambrian College of Applied Arts and Technology.
3. The Canadore College of Applied Arts and Technology.
4. The Centennial College of Applied Arts and Technology.
5. Collège Boréal d’arts appliqués et de technologie.
6. Collège d’arts appliqués et de technologie La Cité collégiale.
7. REVOKED : O. Reg. 301/10, s. 1.
8. The Conestoga College Institute of Technology and Advanced Learning.
9. The Confederation College of Applied Arts and Technology.
10. The Durham College of Applied Arts and Technology.
11. The Fanshawe College of Applied Arts and Technology.
12. The George Brown College of Applied Arts and Technology.
13. The Georgian College of Applied Arts and Technology.
14. The Humber College Institute of Technology and Advanced Learning.
15. The Lambton College of Applied Arts and Technology.
16. The Loyalist College of Applied Arts and Technology.
17. The Mohawk College of Applied Arts and Technology.
18. The Niagara College of Applied Arts and Technology.
19. The Northern College of Applied Arts and Technology.
20. The St. Clair College of Applied Arts and Technology.
21. The St. Lawrence College of Applied Arts and Technology.
22. The Sault College of Applied Arts and Technology.
23. The Sheridan College Institute of Technology and Advanced Learning.
24. The Seneca College of Applied Arts and Technology.
25. The Sir Sandford Fleming College of Applied Arts and Technology. O. Reg. 34/03, s. 2 (1); O. Reg. 301/10, s. 1.

(2) The boards of governors of the colleges referred to in subsection (1) as they were constituted immediately before this Regulation comes into force shall be deemed to be established in accordance with this Regulation when this Regulation comes into force. O. Reg. 34/03, s. 2 (2).

Grants to French language colleges

3. (1) It is a condition of the payment of legislative grants to a French language college that, except for instruction of English as a second language,

(a) all programs and services offered by the college that are funded in whole or in part through provincial government general purpose operating grants shall be offered only in French; and

(b) all programs and services delivered by the college on behalf of the provincial government shall be delivered only in French. O. Reg. 34/03, s. 3 (1).

(2) No English language college may provide French language programs and services, except for instruction of French as a second language, unless the college has entered into a joint agreement in writing with all of the French language colleges. O. Reg. 34/03, s. 3 (2).

(3) In this section,

“English language college” means any college named in this Regulation other than a French language college; (“collège de langue anglaise”)

“French language college” means the college known as Collège d’arts appliqués et de technologie La Cité collégiale or the college known as Collège Boréal d’arts appliqués et de technologie. (“collège de langue française”) O. Reg. 34/03, s. 3 (3); O. Reg. 301/10, s. 2.
Composition of boards of governors

4. (1) A board of governors of a college shall be composed of,

(a) an even number of members, as established by the by-laws of the board of governors, of not less than 12 and not more than 20 members to be appointed in accordance with subsection (2);

(b) the president of the college, by virtue of office, as a voting member; and

(c) one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by the students or by the relevant staff group. O. Reg. 34/03, s. 4 (1); O. Reg. 169/10, s. 2 (1).

(2) On and after October 1, 2010, the members of a board of governors appointed under clause (1) (a) shall be appointed as follows:

1. The following number of members shall be appointed by the Lieutenant Governor in Council:
   i. If, under the board’s by-laws, the total number of members to be appointed under clause (1) (a) is 12, four of the members shall be appointed by the Lieutenant Governor in Council.
   ii. If, under the board’s by-laws, the total number of members appointed under clause (1) (a) is established at 14 or 16, five of the members shall be appointed by the Lieutenant Governor in Council.
   iii. If, under the board’s by-laws, the total number of members appointed under clause (1) (a) is established at 18, six of the members shall be appointed by the Lieutenant Governor in Council.
   iv. If, under the board’s by-laws, the total number of members appointed under clause (1) (a) is established at 20, seven of the members shall be appointed by the Lieutenant Governor in Council.

2. The remaining members of the board to be appointed under clause (1) (a) shall be appointed by the members of the board holding office at the time of the appointment, subject to paragraph 3.

3. A member of the board appointed under paragraph 2 shall not participate in a vote of the board relating to a renewal or extension of his or her appointment. O. Reg. 169/10, s. 2 (2).

(3) No member appointed under subsection (2) shall be an employee or a student of a college of applied arts and technology. O. Reg. 34/03, s. 4 (3); O. Reg. 354/05, s. 1 (1); O. Reg. 169/10, s. 2 (3).

(4) A college board of governors is not improperly constituted solely because the students or a staff group referenced in clause (1) (c) choose not to exercise the right to elect a member under clause (1) (c). O. Reg. 34/03, s. 4 (4).

(5) No person shall be a member of the college board of governors under clause (1) (c) unless the person is duly elected in accordance with procedures established by the board after consultation with the students and with the staff referenced in clause (1) (c) and set out in a by-law of the board. O. Reg. 34/03, s. 4 (5).
A member of a board of governors appointed under subsection (2) or elected under clause (1) (c), other than a member elected by the students, shall hold office for a term not to exceed three years and shall not serve for more than six years consecutively but is eligible for reappointment or re-election, as the case may be, after two years absence from the board for successive terms not to exceed six years in total. O. Reg. 34/03, s. 4 (6).

A member of the board of governors elected by the students under clause (1) (c) shall hold office for a term not to exceed two years and shall not serve for more than four years consecutively but is eligible for re-election after two years absence from the board for successive terms not to exceed four years in total. O. Reg. 34/03, s. 4 (7).

The members of a board of governors shall take office on the 1st day of September in the year of their appointment or election, as the case may be. O. Reg. 34/03, s. 4 (8).

A member of a board of governors who was appointed to the board by the College Compensation and Appointments Council or the College Appointments Council before October 1, 2010 shall continue to hold office after that day until the expiry of the term of their appointment. O. Reg. 169/10, s. 2 (4).

For the purposes of the first appointments to be made to a board of governors of a college on and after October 1, 2010 in accordance with subsection (2), the following rules apply until such time as all members of the board have been appointed in accordance with that subsection:

1. As the terms of appointment of members appointed before October 1, 2010 expire, the first appointment to replace a member shall be made by the Lieutenant Governor in Council under paragraph 1 of subsection (2) and the second appointment to replace a member shall be made by existing board members under paragraph 2 of subsection (2).

2. Successive appointments shall be made alternatively under paragraph 1 of subsection (2) and then under paragraph 2 of subsection (2) until the requisite number of members have been appointed by the Lieutenant Governor in Council under paragraph 1 of subsection (2).

3. The remaining appointments to replace members appointed before October 1, 2010 shall be made by existing board members under paragraph 2 of subsection (2) until the requisite number of members have been appointed in accordance with that paragraph. O. Reg. 169/10, s. 2 (4).

Procedure for boards of governors

The quorum required for a meeting of a board of governors shall be equal to the majority of the number of board members that is required under section 4 and under the board’s by-laws, plus one. O. Reg. 301/10, s. 3.

The board of governors shall, in accordance with its by-laws, annually or every two years elect a chair and vice-chair from among its members appointed under subsection 4 (2) and the chair and vice-chair are eligible for re-election. O. Reg. 34/03, s. 5 (2).

Each board of governors shall keep records and minutes of its proceedings that accurately reflect the proceedings of the board. O. Reg. 34/03, s. 5 (3).
(4) The by-laws of a board of governors,

(a) shall be open to examination by the public during the normal office hours of the college; and

(b) wherever possible, shall be available to the public at no charge on a website on the Internet. O. Reg. 34/03, s. 5 (4).

(5) Subject to subsections (6) and (7), all meetings of a board of governors shall be open to the public and prior notice of the meeting shall be given to the members of the board of governors and to the public in such manner as the board of governors by by-law shall determine, and no person shall be excluded from a meeting except for improper conduct as determined by the board of governors. O. Reg. 34/03, s. 5 (5).

(6) Where a matter determined by a board of governors to be confidential to the college in accordance with criteria established by by-law is to be considered, the part of the meeting concerning such confidential matter may be closed to the public. O. Reg. 34/03, s. 5 (6).

(7) Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the board of governors agrees that that part of the meeting be open to the public. O. Reg. 34/03, s. 5 (7).

Removal of members

6. (1) Every board of governors shall establish a by-law relating to the removal of members of the board of governors by the board. O. Reg. 169/10, s. 3.

(2) A by-law made under subsection (1) shall provide for the removal of any member of the board of governors other than,

(a) the members of the board appointed by the Lieutenant Governor in Council under paragraph 1 of subsection 4 (2); and

(b) the president of the college who is a member of the board of governors by virtue of office. O. Reg. 169/10, s. 3.

(3) The by-law shall set out,

(a) the reasons that may justify the removal of a member from the board of governors;

(b) the procedures to be followed in removing a member; and

(c) a review procedure for the review of the decision to remove a member from the board. O. Reg. 169/10, s. 3.
(4) The review procedure referred to in clause (3) (c) shall include,

(a) a requirement that the review,

(i) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a member were in compliance with the by-law made under clause (3) (a), and

(ii) not include a review of whether the decision of the board was correct; and

(b) a requirement that the chair of the board and the president of the college sign a written attestation that the removal process was carried out in accordance with the by-law.

O. Reg. 169/10, s. 3.

(5) The board of governors may remove a member of the board other than a member described in clause (2) (a) or (b) in accordance with the by-law made under subsection (1).

O. Reg. 169/10, s. 3.

(6) With respect to any member of the board appointed by the Lieutenant Governor in Council under paragraph 1 of subsection 4 (2), if the board of governors believes that there exist reasons justifying the removal of the member from the board of governors, the board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

O. Reg. 169/10, s. 3.

Vacancies

7. (1) Where a vacancy occurs among the members of a board of governors elected under clause 4 (1) (c), the students or the staff referenced in clause 4 (1) (c), as the case may be, shall in accordance with the by-law established under subsection 4 (5) elect a new member.

O. Reg. 34/03, s. 7 (1).

(2) If a vacancy occurs among the members of a board of governors appointed under paragraph 2 of subsection 4 (2), the board shall appoint a person to fill the vacancy. O. Reg. 169/10, s. 4.

(3) The term of a member elected under subsection (1) or appointed under subsection (2),

(a) commences on the date of the election or appointment, as the case may be;

(b) subject to clause (c), shall be of the same length as a member appointed under subsection 4 (2) or elected under clause 4 (1) (c); and

(c) shall terminate on August 31 of the year in which the term ends. O. Reg. 34/03, s. 7 (3).
(4) Where a person elected to the board under clause 4 (1) (c) ceases temporarily or permanently to be a student, academic staff member, administrative staff member or support staff member, as the case may be, the person ceases to be a member of the board. O. Reg. 34/03, s. 7 (4).

(5) Despite subsection (4), a student elected under clause 4 (1) (c) who graduates prior to the expiration of the student’s term may remain a member of the board until August 31 in the year of his or her graduation. O. Reg. 34/03, s. 7 (5).

Strategic plan, business plan and annual report

8. (1) The board of governors of each college shall submit a strategic plan, a business plan and an annual report or any combination of them as the Minister directs to the Minister. O. Reg. 34/03, s. 8 (1).

(2) The board of governors of a college,

(a) shall compile key performance indicators as identified by the Minister and provide such indicators to the Minister or to another person as directed by the Minister; and

(b) shall publish such indicators as may be required by the Minister. O. Reg. 34/03, s. 8 (2).

(3) The board of governors of a college shall ensure that a plan or report submitted under subsection (1) is available to the public. O. Reg. 34/03, s. 8 (3).

(4) The Minister may require a college to enter into an accountability agreement relating to the strategic plan to address such aspects of college operations as may be identified by the Minister. O. Reg. 34/03, s. 8 (4).

(5) The accountability agreement may recognize differentiation in college mandates or roles. O. Reg. 34/03, s. 8 (5).

Balanced budget

9. (1) The board of governors of a college shall ensure that the college balances its budget every year. O. Reg. 34/03, s. 9 (1).

(2) If it appears that a college will not balance its budget in a year and that an accumulated deficit will occur, the board of governors of the college shall seek the Minister’s approval in respect of the budget and shall provide the Minister with an appropriate recovery plan as directed by the Minister. O. Reg. 34/03, s. 9 (2).

Allowances for board members
10. (1) A board of governors may approve allowances for board members for travelling and living expenses incurred by members while engaged in the business of the board, but members shall otherwise not be remunerated by the board for undertaking the responsibilities of a board member. O. Reg. 34/03, s. 10 (1).

(2) For the purposes of this section, a member of the board of governors of a college includes a member of a committee or sub-committee of the board. O. Reg. 34/03, s. 10 (2).

ADMISSIONS, DIPLOMAS, ETC.

Admissions

11. (1) A person who applies for admission to a program of instruction shall be considered for admission to an appropriate program of instruction if the person,

(a) is the holder of an Ontario Secondary School Diploma or its equivalent;

(b) is 19 years of age or older on or before the commencement of the program in which the student intends to enrol; or

(c) does not meet the criteria set out in clauses (a) and (b) but is the holder of an admission requirement established by the board of governors for a specific program of instruction. O. Reg. 34/03, s. 11 (1).

(2) The requirement set out in subsection (1) may be subject to the criteria set out in the college’s central admission publication with respect to a particular program of instruction. O. Reg. 34/03, s. 11 (2).

Categories of diplomas, etc.

12. The categories of diplomas, certificates or other documents awarded by a board of governors attesting to the attendance or completion of a course or program of instruction are subject to the approval of the Minister. O. Reg. 34/03, s. 12.

13. REVOKED: O. Reg. 169/10, s. 5 (6).

INSURED BENEFITS AND COLLEGE PENSIONS

College of Applied Arts and Technology Pension Plan

14. (1) All colleges shall participate in the College of Applied Arts and Technology Pension Plan established pursuant to the Sponsorship and Trust Agreement signed between December 19, 1994 and January 3, 1995 between the colleges and the Ontario Public Service Employees Union. O. Reg. 34/03, s. 14 (1).

(2) All colleges shall participate in,
(a) an insured benefit plan for college staff members established by the College Employer Council under subsection 7.1 (2) of the Act; and

(b) the insured benefit plan for college staff members for which the College Employer Council is the deemed policy holder under subsection 7.1 (4) of the Act. O. Reg. 169/10, s. 6.

(3) REVOKED: O. Reg. 169/10, s. 6.

MINISTER’S INTERVENTION

Minister’s intervention

15. (1) Where the Minister is of the opinion that an intervention into the affairs of a college under section 5 of the Act is necessary, the Minister may,

(a) appoint a person to investigate the activities of the college and to advise the Minister whether, in his or her opinion, the appointment of an administrator is in the public interest and is needed to ensure that the college continues to provide service in accordance with applicable Acts and the regulations made under them and policy directives;

(b) issue such policy directives under section 4 of the Act as the Minister considers advisable and require the board of governors to comply with the directives within a specified period of time;

(c) remove some or all board members appointed under subsection 4 (2) temporarily or permanently; and

(d) appoint a person to temporarily administer the business and affairs of the college, subject to such conditions and restrictions as the Minister may impose upon the administrator. O. Reg. 34/03, s. 15 (1).

(2) If a college is subject to an investigation under clause (1) (a) or to administration under clause (1) (d), the investigator or administrator shall have access at all times to the records of the college including, but not limited to, the by-laws, minute books, books of account, vouchers and other records relating to the college’s financial transactions. O. Reg. 34/03, s. 15 (2).

(3) An investigator appointed under clause (1) (a) or an administrator appointed under clause (1) (d) may inspect the records of the college and may copy the records. O. Reg. 34/03, s. 15 (3).

(4) Subject to any conditions or restrictions that the Minister may have imposed, the administrator has all of the powers of the board of governors of the college and may exercise them for the purpose of managing the business and affairs of the college, ensuring that the
college carries out its objects and performing such other duties as may be specified by the Minister. O. Reg. 34/03, s. 15 (4).

(5) The board of governors of the college cannot exercise any of its powers, except powers that are explicitly reserved to it through conditions or restrictions imposed by the Minister on the administrator, while the administrator holds office. O. Reg. 34/03, s. 15 (5).

(6) If a college is subject to administration under clause (1) (d), the actions taken by the administrator to manage the business and affairs of the college shall be deemed to have been done by and for the college and in its name. O. Reg. 34/03, s. 15 (6).

(7) The Minister may terminate the administrator’s appointment when the Minister is satisfied that the appointment is no longer in the public interest or as the Minister otherwise considers appropriate. O. Reg. 34/03, s. 15 (7).

(8) The administrator shall report to the Minister as required by the Minister. O. Reg. 34/03, s. 15 (8).

(9) The Minister may issue directions to the administrator with regard to any matter within the jurisdiction of the administrator and the administrator shall carry out the directions. O. Reg. 34/03, s. 15 (9).

(10) The Minister has exclusive jurisdiction over all matters arising under this section or out of the exercise by any person of the powers conferred under this section and the Minister’s actions are determinative and are not subject to review by a court. O. Reg. 34/03, s. 15 (10).

(11) The Statutory Powers Procedure Act does not apply to anything done by the Minister or by an administrator under this section. O. Reg. 34/03, s. 15 (11).

(12) No proceeding shall be commenced against the Crown or the Minister with respect to the appointment of an administrator or investigator under this section. O. Reg. 34/03, s. 15 (12).

Immunity from liability

16. (1) No action or other proceeding for damages or otherwise shall be instituted against an administrator or investigator appointed under section 15 for any act done in good faith in the execution or intended execution of any duty or authority under this Regulation or for any alleged neglect or default in execution in good faith of any such duty or authority. O. Reg. 34/03, s. 16 (1).

(2) Subsection (1) does not, by reason of subsections 5 (2) and (4) of the Proceedings Against the Crown Act, relieve the Crown of liability in respect of a tort committed by an administrator or investigator to which the Crown would otherwise be subject and the Crown is liable under that Act for any such tort in the same manner as if subsection (1) had not been enacted. O. Reg. 34/03, s. 16 (2).
Dissolution of college

17. (1) The college known as Collège d’arts appliqués et de technologie des Grands Lacs is dissolved on August 31, 2010. O. Reg. 301/10, s. 4.

(2) In this section, “former college” means the college known as Collège d’arts appliqués et de technologie des Grands Lacs dissolved under subsection (1). O. Reg. 301/10, s. 4.

(3) In any action or other proceeding against the former college, its board of governors, an individual member of the board, including the president, or a former employee of the board, whether commenced before the dissolution of the former college or afterwards, the Crown may, after the dissolution of the former college,

(a) represent the former college, its board of governors or individual named in the action or proceeding; and

(b) assert any right or defence and submit any evidence that the former college, board of governors or individual named in the action or proceeding could have asserted or submitted as defendant in the action, whether before the dissolution of the former college or afterwards. O. Reg. 301/10, s. 4.

(4) No action or other proceeding for damages or otherwise shall be instituted against an individual member of the board of governors of the former college for any act done in good faith in the execution or intended execution of any duty or authority under Ontario Regulation 117/03 (Winding-up of the Collège d’arts appliqués et de technologie des Grands Lacs) made under the Act, as that regulation read immediately before its revocation on July 28, 2010, or for any alleged neglect or default in execution in good faith of any such duty or authority. O. Reg. 301/10, s. 4.
Appendix I – Entrepreneurial Activities

Purpose and Application

The *Ontario Colleges of Applied Arts and Technology Act, 2002* authorizes colleges to undertake a range of education- and training-related activities in carrying out their mandate to offer career-oriented, postsecondary education and training.

This binding policy directive is issued pursuant to the authority in the *Ontario Colleges of Applied Arts and Technology Act 2002*, which gives the Minister of Training Colleges and Universities the authority to issue binding policy directives in relation to the manner in which colleges carry out their objects or conduct their affairs.

The purpose of this binding policy directive, which applies to all colleges and their subsidiary corporations, including foundations, is to outline the types of entrepreneurial and commercial activities that colleges may undertake. It establishes the conditions under which the activities may occur including the necessary reporting requirements and the need for ministerial approval in certain cases. The *Corporations Act* also provides authority for colleges and may provide direction on activities not directly referenced in this directive.

For further information regarding this binding policy directive, click on the Contact link to consult with the appropriate ministry contact, listed in the Contacts section on the web site.

Principles

Colleges are expected to be flexible, entrepreneurial, responsive, and market driven to better meet the needs of students, employers, and communities.

Partnership activities with business, industry, and professional associations will promote college programming more closely aligned to the needs of the workplace and more relevant for students.

In engaging in commercial activities, colleges must not, either by virtue of their access to public funds or by virtue of their not-for-profit status, compete unfairly with the private sector.
Glossary

Foundation: a non-profit corporation established under provincial or federal law to raise funds or property for scholarships or bursaries, or for the benefit of the college.

Subsidiary memorandum of agreement (MOA): an agreement authorized by the college board of governors and the board of directors of the subsidiary, signed by their respective authorized signing authorities, that sets out the relationship between the college and the subsidiary. A draft MOA to assist colleges in preparing this document is in Appendix B.

Subsidiary: a corporate body, either partially or wholly owned, incorporated at the direction of the college, or effectively controlled by the college, but not including a corporate student government or a corporate body incorporated at the direction of, or effectively controlled by, a student government. Subsidiaries may be incorporated federally or provincially, depending on the requirements of the college. The mandate of a subsidiary may not be greater than or in conflict with that of the college. Examples include for profit, non-profit (either of these being share issuing or non-share issuing) and foundations.

Binding Policy Directive

A. Colleges undertaking entrepreneurial activities are to do so in a manner consistent with their education and training mandate.

B. In pursuing entrepreneurial activities, the core businesses, as defined by the college, and assets of the college are to be protected and public funds utilized only to support grant-eligible activities.

C. Colleges will charge a minimum of fair market value when providing commercial services to the general public, including, but not limited to, services such as childcare, automotive repairs, and hospitality and restaurant operations.

D. When considering the operation of entrepreneurial activities that may bring the college in competition with the private sector, appropriate consideration must be given to the need for consultation with the community and issues management and communications strategies that will maintain the community’s cooperation.

E. Processes associated with entrepreneurial and commercial activities such as tendering and purchasing are to be open and transparent.

F. The college’s status, as a tax-exempt and not-for-profit corporation, must be maintained and protected.

G. Funds earned from entrepreneurial activities are to be returned to the college to support its core businesses within the education and training mandate.

H. A college board of governors may approve the creation of a wholly owned
subsidiary corporation, including a college foundation, if it falls within the following parameters:

I. The activities of the wholly owned subsidiary corporation are consistent with the education and training mandate of colleges and contribute to the significant achievement of the strategic directions that a college has established.

II. The mandate of a subsidiary corporation does not exceed or conflict with that of the college.

III. The core businesses of the college and public funding are protected through appropriate limitations on the college’s liability for the subsidiary’s business endeavours (i.e., the college will not guarantee the subsidiary’s debts and will not be liable for the underwriting of the subsidiary’s business endeavours).

IV. The risks associated with the establishment and operations of the subsidiary have been identified and the appropriate risk management strategies have been identified or pursued. The college’s status as a tax-exempt and not-for-profit corporation is to be maintained.

V. An MOA between the college and the subsidiary corporation will allow the board of governors to retain ultimate control over the subsidiary corporation with appropriate accountability mechanisms in place to allow the college the necessary oversight functions. (A sample MOA is provided in Appendix B.)

VI. The subsidiary operates consistent with the legislative, regulatory, and policy framework of colleges, including the Financial Administration Act.

VII. The college has confirmation from the designated official of the ministry that the proposed subsidiary falls within these parameters prior to being approved by the board of governors. Colleges may present the business case that would go forward to the board of governors to the designated official of the ministry for review as the means of obtaining the necessary confirmation. See Appendix A for details on the information required and how to proceed.

I. Colleges may establish subsidiaries, including partially owned subsidiaries, outside the parameters identified in item VII Section H above only with the prior written approval of the Minister of Training, Colleges and Universities. See Appendix A for details on the information required and how to proceed.

J. The subsidiary, referenced in Section H, may have interests in various businesses and non-profit or profit projects and enter into cost- and revenue-sharing arrangements.

K. Entrepreneurial activities, such as partnerships, subsidiaries, activities
outside the province of Ontario, and ownership of other businesses, are to be included in the college's business plan and annual report.

L. The following types of entrepreneurial activities are considered to be consistent with the education and training mandate of the colleges and include, but are not limited to:

I. Ancillary Services
Colleges may offer ancillary services for the primary use of students and faculty that support education and training activities such as parking lots, bookstores, and cafeterias; colleges may also rent out unused space or performance venues. Services may be delivered through contracts with third parties.

II. Commercial Services
Colleges may offer commercial services related to their training and education mandate. Learning enterprises such as childcare, photography, dental clinics, and printing may be offered to the general public at a fair market price and may return a profit to the college.

M. Colleges do not require ministerial approval to engage in education and training activities through partnerships, strategic alliances, and contractual agreements with a wide variety of partners. These arrangements may be either a formal legal relationship between two or more partners contractually associated as joint principals or a less formal relationship involving close cooperation between parties having specified joint rights and responsibilities. It is the responsibility of a college to seek appropriate professional advice (e.g., tax, accounting, and legal advice) in structuring these activities.

N. Colleges may operate outside the province of Ontario consistent with the education and training mandate of the Ontario college system.

It is the responsibility of the board of governors to obtain appropriate legal or other professional advice. Where a college chooses to use a subsidiary corporation for such activities, the directive for a subsidiary corporation applies.

O. As a corporation without share capital under the Corporations Act, colleges cannot issue shares. While colleges themselves are restricted by law from issuing shares, subsidiaries incorporated under the Corporations Act may be share issuing or non-share issuing, in accordance with the provisions of that Act.

P. Colleges or their subsidiaries may issue debt securities such as, but not limited to, notes, bonds, debentures, and other evidences of indebtedness consistent with Section 3 (1) of the Financial Administration Act. Such offerings should not jeopardize core activities of the college or divert public funds. All such transactions should be reported in the college's business plan and annual report.

Q. Colleges may acquire an interest, or outright ownership, of an organization in
an education- or training-related field. A board of governors is to give serious
consideration to how such activity will contribute to achievement of the
college's long-term strategic goals. Such operations should not jeopardize
core activities of the college or divert public funds. All such transactions
should be reported in the college's annual report.

Colleges may own a portion of a company that is listed or intends to apply for listing
on a stock exchange.

Summary of Responsibilities

Colleges of Applied Arts and Technology

The college is responsible for:

- Ensuring that the college mandate of education and training is achieved and that all
  activities in which the college engages are consistent with the mandate and
  strategic goals of the college.

- Entering into agreements or contracts consistent with its authority under the Ontario
  Colleges of Applied Arts and Technology Act, 2002 and the Corporations Act, and
  with all other applicable legislation and government policy.

- Obtaining professional advice before deciding on the most reasonable, efficient,
  and cost-effective form of conducting its entrepreneurial and commercial activities.

- Ensuring that risks associated with entrepreneurial and commercial activities have
  been identified and that appropriate strategies are in place to manage risks so that
  core businesses of the college and public funds are protected.

- Ensuring that appropriate consultation and communication strategies are in place to
  maintain the co-operation of the community.

- Communicating with the ministry regarding the establishment of entrepreneurial
  and commercial activities.

Ministry of Training, Colleges and Universities

The ministry is responsible for:

- Establishing clear expectations for colleges regarding parameters for
  entrepreneurial and commercial activities that do not unduly hinder the colleges in
  finding alternative resources to support their education and training mandate.

- Responding in a timely manner to a college in the establishment of subsidiary
corporations or other inquiries with respect to entrepreneurial or commercial
activities.
Appendix A: Subsidiary Corporations

Seeking Ministry Confirmation That the Proposed Subsidiary Corporation Needs Only College Board of Governors Approval

Colleges are required to obtain confirmation from the Ministry of Training Colleges and Universities (MTCU) that a proposed subsidiary is within the parameters identified for approval only by the college board of governors.

The following information is to be e-mailed to the designated ministry official at colleges.branch@edu.gov.on.ca to obtain that confirmation. To avoid duplication of effort, a college may submit to the ministry the business case that would be forwarded to the board for approval. However, the minimum information to be submitted includes the following:

**Parameter 1**
The activities of the subsidiary corporation must be consistent with the education and training mandate of colleges and contribute to the significant achievement of the strategic directions that a college has established.

- Describe how the subsidiary addresses the college’s strategic plan and how its operation will contribute to and is critical to the achievement of the long-term goals and objectives established by the board of directors.

- Describe how the sphere of operation of the subsidiary will address the needs of the communities the college serves.

**Parameter 2**
The mandate of a subsidiary corporation must not exceed or conflict with that of the college.

- Identify the mandate of the subsidiary and how the mandate is consistent with the overall mandate of colleges and the specific mandate of the individual college.

- Identify the specific activities of the subsidiary and the related role for the college.

**Parameter 3**
The core businesses of the college and public funding must be protected through appropriate limitations on the college’s liability for the subsidiary’s business endeavours.

- Identify the alternatives, other than a subsidiary, that were considered and why a subsidiary corporation is necessary and is the best alternative for the college.

- Explain how the subsidiary, as a separate legal entity, would protect the college’s interest and limit its liability.
Governance Framework and Board Bylaw

- Identify the resource commitments from the college and potential liabilities for the college in establishing and operating the subsidiary. Describe the plan for addressing these liabilities and recovering resources and how the core businesses and public funding will be protected.

Parameter 4

The risks associated with the establishment and operations of the subsidiary have been identified and the appropriate risk management strategies have been identified or pursued. The college’s status as a tax-exempt corporation must be maintained.

- Articles of incorporation or letters patent and an MOA must contain proper safeguards and establish that neither MTCU nor the college will guarantee the subsidiary’s debts unrestrictedly and are not liable for the underwriting of the subsidiary’s business endeavours. The college will provide the draft documents in this submission and follow up by providing the ministry with the final documents as they become available.

- A complete risk analysis and risk management strategy should be provided. As part of this analysis, the following financial tables should be included:
  - Outline investment requirements, risks, probable profits, timing, etc. (demonstrate subsidiary will be self-sufficient and making a profit within a reasonable time frame); display data in the table format provided (Table 1 of this appendix).
  - Itemize actual commitments from any partners (both dollar amounts and other commitments); indicate amounts and all sources of start-up and ongoing funding, including in-kind contributions (e.g., equipment, personnel, accommodation/space, software, etc.).
  - Provide a table outlining past years’ (if the enterprise is already in operation) and future multi-year annual projections of expenditures itemized by type, revenues by source, and net profits or losses (include any start-up funds advanced by the college and other sources, itemized on an annual basis).

- Where a subsidiary is proposed to offer shares, provide details related to the share offer and how it will be operated.

Parameter 5

An MOA between the college and the subsidiary corporation will allow the board of governors to retain ultimate control over the subsidiary corporation with appropriate accountability mechanisms in place to allow the college the necessary oversight functions.

- Enclose a copy of the draft MOA that will be signed between the college and the subsidiary. Where an MOA other than the draft in Appendix B is utilized, the following content must be included:
– The subsidiary’s board of directors is subject to the approval by the college board of governors; and

– The subsidiary is to submit an annual budget for the approval of the college board of governors; and

– The subsidiary is to submit, at mutually agreed dates, status reports and an annual report to the college, including annual financial statements audited by the college’s external auditor.

Parameter 6
The subsidiary must operate consistent with the legislative, regulatory, and policy framework of colleges, including the Financial Administration Act.

The MOA identified above will address this provision.

Submission of Request for Confirmation
This material is submitted to the designated official in the Ministry of Training, Colleges and Universities. Colleges should anticipate that a response would take at least a month.

Seeking Approval of the Minister for a Proposed Subsidiary Corporation
A college may seek the Minister’s approval for a subsidiary corporation that is outside the above parameters. The same information should be provided outlining why the above parameters cannot be met or are not applicable in the situation the college is proposing.

A letter addressed to the Minister of Training, Colleges and Universities from the chair of the board of governors of the college should accompany the information, along with a copy of the motion passed by the board of governors to approve the proposed subsidiary corporation. As this is a more complex situation and the approval of the Minister is required, colleges should anticipate a minimum of three months for a response.

Table 1: COLLEGE SUBSIDIARY FINANCIAL PROJECTIONS

<table>
<thead>
<tr>
<th>Source of Income</th>
<th>Return</th>
<th>Profit for College</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>College Current/ Future Activities*</td>
<td>Loan from College</td>
</tr>
<tr>
<td>Year 1</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Year 2</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Year 3</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

* e.g., International activities include: short-term contract training in Canada and overseas, English language instruction, sale of courses/education materials, etc.
Appendix B: Draft Memorandum of Agreement

[FOR USE BY SUBSIDIARIES OR FOUNDATIONS] AT THE DISCRETION OF THE BOARD OF GOVERNORS

MEMORANDUM OF AGREEMENT

BETWEEN:

THE BOARD OF GOVERNORS OF ________ COLLEGE OF APPLIED ARTS AND TECHNOLOGY
(Hereinafter “College”) (OF THE FIRST PART)

- AND -

______________, a corporation incorporated pursuant to the laws of the Province of Ontario
(Hereinafter “Subsidiary”) (OF THE SECOND PART)

WHEREAS the College is a corporation without share capital established by O. Reg. 34/03
under the Ontario Colleges of Applied Arts and Technology Act, 2002.

AND WHEREAS the Subsidiary is a [non-profit corporation without share capital] incorporated
by letters patent under the Corporations Act, R.S.O. 1990, c. C.38, and is an agent of Her Majesty the Queen in Right of Ontario [incorporating authority may vary in specific cases];

AND WHEREAS the Subsidiary is established to [objects of subsidiary to be inserted here];

AND WHEREAS the Ministry of Training, Colleges and Universities requires that there be a
memorandum of agreement between the College and the Subsidiary for the purpose of
establishing the operating relationship between the parties hereto;

AND WHEREAS the Subsidiary’s mandate and powers cannot exceed those of the College;

AND WHEREAS the Subsidiary is subject to government policies and directives in a manner
similar to colleges

NOW THEREFORE THE PARTIES AGREE EACH WITH THE OTHER AS FOLLOWS:

I  Roles and Responsibilities

(a)  Objects

The objects of the Subsidiary as set out in its letters patent are as follows:

•

•

•

The Subsidiary shall be operated exclusively for the attainment of the above-noted objects
and without the purpose of gain for any of its members and any profits or other accretions shall be used in promotion of its objects.

(b) **Board of Directors**

The Board of Directors of the Subsidiary shall consist of ___(no.) members, all of whom shall be approved by the College.

The Board of Directors of the Subsidiary shall be responsible for the management and control of the affairs of the Subsidiary.

(c) **By-Laws**

The Directors of the Subsidiary may, subject to the approval of the College, make such by-laws as are necessary for:

(i) the administration of the Subsidiary;
(ii) any other matter necessary for carrying out the objects of the Subsidiary.

II **Financial Arrangements**

(a) **Budget**

The Subsidiary shall submit annually for approval by the College a proposed budget including evaluation and results of activities of the Subsidiary. The College shall not approve a proposed annual budget prepared in respect of a fiscal year of a Subsidiary that would provide for a deficit at the end of such fiscal year. The Subsidiary shall not make any expenditures that are not within the financial limits set by the approved annual budget.

(b) **Accounting Procedure**

The Subsidiary shall maintain accounting procedures in a manner consistent with the College’s accounting policies and practices and which are in accordance with generally accepted accounting principles. The College shall make all reasonable efforts to inform the Subsidiary of such policies.

(c) **Revenues**

The College shall identify what revenues are to be returned to the college and what revenues shall be retained by the Subsidiary to further the objects of the Subsidiary.

(d) **Inspection and Audit**

The books, accounts, and records of the Subsidiary shall be made available at all reasonable times for inspection and audit by representatives of the College, who may make copies thereof and take extracts there from and proper facilities for any inspection and audit shall be made.
available, together with reference to such books and records.

(e) **Status Reports**

The Subsidiary shall, from time to time, promptly furnish to the College such information relating to the operations and affairs of the Subsidiary as the College may from time to time require.

(f) **Annual Report**

The Subsidiary shall make a report annually to the College regarding the affairs of the Subsidiary and the College shall submit the report to the Minister of Training, Colleges and Universities.

(g) **Audited Financial Statements**

The Subsidiary shall include in its annual report to the College, the auditor’s report and audited financial statements for each fiscal year, as prepared by the College’s external auditor, and the College shall include the Subsidiary’s audited financial statements in the College’s annual report to the Minister.

(h) **Borrowing**

When the Subsidiary proposes entering into any financial arrangements that could increase its liabilities, prior written approval must be obtained from the College.

(i) **Investments**

The Subsidiary shall adhere to s. 3 of the *Financial Administration Act*, R.S.O. 1990, c. F.12, and all related government policies and directives.

(j) **Dissolution**

Upon the dissolution of the Subsidiary and after the payment of all debts and liabilities, the remaining property of the Subsidiary shall be distributed or disposed of to and for the benefit of the College.

### III Administrative Arrangements

(a) **Consultation**

The College shall meet with the representative(s) of the Subsidiary from time to time to discuss the affairs of the Subsidiary including such matters as budgets, objectives, plans, procedures, use of College resources, and other matters.

(b) **Administrative Procedures**
The Subsidiary shall establish and maintain administrative procedures that permit accurate recording and reporting of the operations of the Subsidiary and which maintain adequate administrative control.

(c) Conflict of Interest

In addition to the conflict of interest provisions of the Corporations Act, the Subsidiary shall adhere to the conflict of interest directive from the Ministry of Training, Colleges and Universities.

(d) Agreements

The Subsidiary may not enter into agreements with the private sector, governments, related agencies, and other bodies in furtherance of its objects without the prior approval of the College.

IV General

(a) Insurance

The Subsidiary shall maintain adequate third party liability insurance.

(b) Review

This memorandum of agreement shall take effect on the date of signature of both parties and shall be reviewed on or before the expiration of five years from the date of signing, and shall be subject to review in the interim upon the request of either of the parties hereto.

(c) Amendment

No agreement purporting to amend or modify this agreement or any document, paper, or writing relating hereto or connected herewith is valid and binding unless it is in writing and signed and accepted in writing by both the College and the Subsidiary.