

Board Policy Manual

**The Board of Governors
of Red River College**

Some of the concepts used in the Red River College Board Policy Manual have been borrowed from the Policy Governance® model of board governance. The governance approach outlined in this manual is not considered Policy Governance®. (*Policy Governance is the registered service mark of John Carver. The authoritative website for the Policy Governance® model can be found at www.carvergovernance.com.*)

RED RIVER COLLEGE BOARD POLICY MANUAL

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**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	College Mandate	Number:	1.0
Type:	Ends	Approved:	April 26, 2006
		Revised:	November 25, 2015

Red River College provides education in support of Manitoba's economic development and social inclusion. Specifically, the mandate of the College is to:

- Produce graduates with the necessary skills to be successful in the workplace; equipped with a global perspective, the ability to function in a diverse environment, and a capacity for continuous learning.
- Partner with employers, government, educators and communities to deliver applied learning, research and innovation.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Global Executive Limitation

Number: 2.0

Type: Executive Limitation

Approved: April 26, 2006

Revised:

The President will not cause or allow any practice, activity, decision or organizational circumstance that is either imprudent, illegal, in violation of commonly accepted business and professional ethics, not in keeping with the College's statement of values, or in contravention of applicable laws, Board policies or Board directives.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	College Philosophy	Number:	2.1
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	June 20, 2007

The President will not allow Red River College to function without the principles of a learning college and an approach that everyone at the College is to support student learning, and everyone at the College is a learner.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Vision, Mission and Values

Number: 2.2

Type: Executive Limitation

Approved: April 26, 2006

Revised: November 24, 2010

1. The President will ensure that Red River College has a publicly-stated vision and mission that reflects the College's commitment to achieving the Board Ends Policy.
2. The President will ensure that Red River College has a statement of the values reflective of the College community that advances the vision and mission.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Academic Quality Assurance	Number:	2.3
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	February 19, 2014

The President will ensure that academic and training programs at Red River College are managed with systems for ongoing assurance of quality, effectiveness and responsiveness to the needs of the employment sector and community.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Operational Quality Assurance	Number:	2.4
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President will ensure that Red River College operates with a continuous improvement approach that includes identifying key performance indicators and monitoring outcomes.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Planning and Decision-Making

Number: 2.5

Type: Executive Limitation

Approved: April 26, 2006

Revised:

The President will not allow Red River College to be without a planning and decision-making process that uses a consultative approach with its key stakeholders where appropriate.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Strategic Planning	Number:	2.6
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	

The President will not allow Red River College to operate without a multiyear strategic plan consistent with all Board Ends and Executive Limitations policies.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Admission Requirements	Number:	2.7
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	May 22, 2013

The President will ensure Red River College's admission requirements for programs and services operate on a first qualified/first admitted basis for applicants that have met the entrance criteria unless covered by a formal agreement.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Admission Preference	Number:	2.8
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	May 22, 2013

The President will ensure that the College's admission preference for funded programs be given to applicants in the following order unless covered by a formal agreement:

1. Manitoba residents who are Canadian Citizens or Landed Immigrants
2. All others

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Services that Support Student Success	Number:	2.9
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President will ensure that Red River College provides services that support student success.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Student Appeals and Complaints	Number:	2.10
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President will ensure that Red River College has a consistent and fair process in place for academic appeals, disciplinary appeals, and handling of student complaints.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Budget Approval	Number:	2.11
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President will ensure that the College's operating and capital budgets are annually submitted to the Board for approval prior to implementation.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Asset Management	Number:	2.12
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President shall ensure that Red River College's assets are protected, adequately maintained and not unnecessarily risked.

It is recognized that financial resources may constrain the President's ability to achieve ideal conditions.

Accordingly, the President shall:

- a) insure against theft, fire and casualty losses to a prudent replacement value with an appropriate deductible;
- b) not unnecessarily expose the College, its Board Members or staff to claims of liability;
- c) ensure sufficient controls that meet the Board-appointed auditor's standards are in place to receive, process or disburse funds;
- d) expend the accumulated surplus only after Board approval is received;
- e) ensure that plant and equipment is not subjected to improper wear and tear or insufficient maintenance;
- f) ensure that purchases are made with due consideration to conflict of interest, quality, after-purchase service, value for dollar, impact on partnership, and opportunity for fair competition;
- g) protect intellectual property and information from loss or significant damage;
- h) dispose of or transfer fixed assets following consideration of achieving a maximum return and taking normally prudent actions to avoid the possibility of a conflict of interest;
- i) only acquire, encumber or dispose of real property following Board approval;
- j) adhere to the College's Investment Policy to invest trust and endowment funds.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Financial Planning	Number:	2.13
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	January 19, 2011

Financial planning at Red River College will ensure the fiscal soundness of future years and the building of organizational capability sufficient to achieve ends in future years.

Accordingly, the President shall:

- a) link the annual budget to the strategic plan;
- b) include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
 - i. include provision for replacement and repair of capital assets, based on long-term administrative planning;
- c) estimate revenues conservatively and expenses realistically.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Financial Condition	Number:	2.14
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	

With respect to the actual, ongoing condition of Red River College's financial health, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the President shall not:

- a) operate the College in such a way as to produce a financial deficit for the year on statements prepared in accordance with Canadian Institute of Chartered Accounts (CICA) standards unless such a deficit has been approved by the Board;
- b) allow statutory payments to government, employee benefits premiums to insurers, or tax and financial reports to federal or provincial governments to be overdue or inaccurately filed;
- c) use money or property in trust for special purposes in contravention of the purposes for which it was bequeathed or given;
- d) fail to settle payroll and debts in a timely manner;
- e) withdraw funds from the College's reserves without Board approval.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Treatment of Staff	Number:	2.15
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	January 19, 2011

The President will ensure that Red River College operates with:

- a) comprehensive human resource services;
- b) human resource policies that clarify expectations and working conditions, provide for effective handling of grievances, and protect against wrongful conditions;
- c) policies and procedures to prevent workers from exposure to a disrespectful workplace environment and to unsafe working conditions;
- d) strategies for succession planning within the organization, professional growth of staff, and ongoing formative and summative evaluation of staff as appropriate;
- e) policies and procedures that support the hiring of qualified and competent employees who represent the diversity in the community, that this diversity is valued, and that people within the College community treat each other with respect;
- f) policies and procedures that are in compliance with negotiated agreements with employee bargaining units.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Naming Opportunities	Number:	2.16
Type:	Executive Limitation	Approved:	January 19, 2011
		Revised:	

Red River College facilities, operating units and programs may be named or renamed to honour:

- a) donors, or third-parties at the request of donors, of cash and gifts-in-kind to the College (Philanthropic Naming), or
- b) persons or organizations that have made an exceptional contribution to the life and mission of the College (Honorary Naming).

Accordingly,

- 1. The President will ensure that there are processes in place for assessing each naming opportunity on the basis of contribution to the College and impact on the College's public image.
- 2. All Philanthropic Naming agreements will extend for a specific limited term and include terms under which the naming may be revoked by the College.
- 3. The President will submit to the Board of Governors for approval all Philanthropic Naming proposals for major signature gifts (\$1,000,000 level and above).
- 4. The President will submit to the Board of Governors for approval all Honorary Naming proposals for major facilities and programs.
- 5. The Board of Governors may discontinue the designated Honorary Naming of a facility or program at any time or transfer the Honorary Naming to another facility or program.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Right to Inform the Board

Number: 2.17

Type: Executive Limitation

Approved: April 26, 2006

Revised: November 24, 2010

The President will protect the right of staff and students to bring information to the Board about a board policy violation or a board policy that does not adequately protect their human rights.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Development	Number:	2.18
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President will ensure that a comprehensive development program that supports Red River College’s fundraising activities and cultivation of partners is in place.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Partnerships	Number:	2.19
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	

The President will not fail to develop appropriate partnerships and collaborative relationships to achieve the Board Ends and maximize efficiency and effectiveness in the use of resources at Red River College.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Rural Education	Number:	2.20
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	April 23, 2014

The President will encourage Red River College to expand applied education opportunities in rural Manitoba.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	International Education	Number:	2.21
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	February 25, 2013

1. The President will encourage Red River College to establish international connections and participate in international activities, within available resources.
2. The President will ensure that Red River College's international educational activities operate with appropriate business plans that demonstrate a revenue generation capability.
3. The President will ensure that Red River College's tuition and fees for students from outside of Canada who are not Canadian citizens be at a rate not less than full cost recovery.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Honorary Diplomas	Number:	2.22
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	

The President will not allow honorary diplomas from Red River College to be awarded without Board approval of the recipients.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Public Image	Number:	2.23
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	

The President will not jeopardize Red River College's public image or credibility in ways that would hinder accomplishment of the Board Ends Policy.

Without limiting the scope of the above statement, the President will not:

- a) fail to establish an effective corporate communications and public relations strategy;
- b) authorize staff to convey information to the media that inaccurately portrays Board policy;
- c) fail to make information regarding Board decisions available and accessible to the public unless the information is considered confidential by the Board.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Emergency Executive Succession	Number:	2.24
Type:	Executive Limitation	Approved:	April 26, 2006
		Revised:	November 24, 2010

The President will ensure that there is sufficient organizational capacity for the competent operation of Red River College to continue in the event of sudden loss of presidential services.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Support and Communication
to the Board

Number: 2.25

Type: Executive Limitation

Approved: April 26, 2006

Revised: January 18, 2012

1. The President will submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. The President will advise the Board if, in the President's opinion, the Board is lacking a policy, or is not in compliance with its own policies on Governance Process and Board-President Relationship.
3. The President will report in a timely manner on actual and anticipated non-compliance with any policy of the Board.
4. The President will ensure the Board is aware of:
 - a) relevant trends anticipated to impact the College
 - b) anticipated adverse media coverage about the College
 - c) hiring, promotion, demotion or firing of senior executives
 - d) substantial lawsuits against the College
 - e) publicly visible changes at the College
5. The President will ensure the Board has reasonable administrative and financial support of its activities.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Presidential Activities

Number: 2.26

Type: Executive Limitation

Approved: April 26, 2006

Revised:

1. The President will not conduct courses or undertake consulting work for personal remuneration without Board approval.
2. The President will not submit travel and expense claims for reimbursement by Red River College without appropriate Board authorization.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Global Governance Commitment

Number: 3.0

Type: Governance Process

Approved: April 26, 2006

Revised:

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1. The Board's purpose is to ensure that Red River College achieves appropriate results for the people of Manitoba at an appropriate cost and avoids unacceptable actions and conditions.
 2. On behalf of the people of Manitoba, the Board will govern Red River College with a commitment to learning, respect, inclusiveness, integrity, a healthy environment, and contribution to the community.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Governing Style	Number:	3.1
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

1. The Board will govern Red River College using the principles of *Policy Governance*® and with an emphasis on:
 - a) achieving its vision and mission
 - b) providing strategic leadership
 - c) obtaining stakeholder input
 - d) encouraging diversity of viewpoints
 - e) making collective decisions
 - f) maintaining a clear distinction between board and presidential roles

2. More specifically, the Board will:
 - a) maintain an awareness of its trusteeship obligations to the public
 - b) cultivate a sense of group responsibility
 - c) use individual expertise to enhance the group as a whole
 - d) direct, control and inspire the College through broad written policies reflecting the Board's values and perspectives
 - e) focus on intended long-term impacts
 - f) enforce upon itself whatever discipline is necessary to fulfill its governance commitment
 - g) monitor and regularly discuss its processes and performance

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Board Job Description	Number:	3.2
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

The Board's job is to represent the residents of Manitoba in determining and ensuring appropriate organizational performance of Red River College. The Board's authority is granted by the Provincial Government through *The Colleges Act CCSM*.

To distinguish the Board's job from that of the College staff, the Board will focus on the following outputs:

1. Linkage between the College and the residents of Manitoba
2. Written governing policies that address:
 - 2.1 Ends
 - 2.2 Executive Limitations
 - 2.3 Governance Process
 - 2.4 Board-President Linkage
3. Assurance of staff performance in achieving the results defined in the Ends policies, while not exceeding the constraints in the Executive Limitations policies, through monitoring and evaluation of the President as outlined in the Board-President Linkage policies
4. Self-evaluation of Board performance
5. Influence at all political levels and within business, industry and the community
6. Support of College development/fundraising

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Code of Conduct	Number:	3.3
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

This code of conduct is intended to set basic rules of conduct for Board Members in order to maintain the Board's integrity and the confidence of the community.

1. Code of Conduct

- 1.1 Board Members will be ethical and responsible, and treat one another, students and staff with respect.
- 1.2 Board Members will not communicate any matter designated as confidential to anyone who is not entitled to this information, and use reasonable care to abide by the confidentiality of any information in perpetuity.
- 1.3 Board Members will not attempt to exercise individual authority over any Board or College matter, except as explicitly set forth in Board policies.
 - 1.3.1 Board Members' interaction with the President or with staff will recognize that any individual Member or group of Members does not have any authority other than that explicitly stated in Board policies.
 - 1.3.2 Board Members' interaction with the public, the media or other entities will recognize the same limitation and the similar inability of any Member(s) to speak for the Board.
 - 1.3.3 Board Members will make no evaluations of the President or staff outside of the official process.
 - 1.3.4 Board Members will refer employees to the appropriate reporting lines within the administration to bring their concerns to the Board.
- 1.4 Board Members will be familiar with Board policies and with their fiduciary responsibilities as outlined in legislation.
- 1.5 Board Members will be well prepared for each meeting and for the discussion of any item.
- 1.6 Board Members will take part in educational activities that will assist them in carrying out their responsibilities.

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- 1.7 Board Members will attend board and committee meetings on a regular and punctual basis. Absence of a Member from more than two consecutive Regular Board meetings without authorization by Board resolution will be cause for requesting the Minister to replace the Member.

2. Code of Conduct Violations

- 2.1 A Board Member who is formally alleged to have violated the Code of Conduct will be informed in writing of all the details surrounding the alleged breach, and will be allowed to present his or her view of the alleged breach at a closed camera session at the next Board meeting. Members who are found to have violated the Code of Conduct may be subject to censure by the Board. The Board may also petition the Minister to revoke the appointment of the Member.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Conflict of Interest	Number:	3.4
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

This conflict of interest policy is intended to protect the Board's integrity and the confidence of the community in situations when a Board Member's personal interest, whether real or perceived, could supersede his/her dedication to the best interest of the College.

1. Any Board Member having a potential conflict of interest will declare the details of that potential conflict before discussion of the question and in the case of a conflict, absent himself/herself from the portion of the meeting during which discussion or voting affected by that conflict takes place.
2. If a Board Member is unsure if he or she has a potential conflict, a ruling should be sought from the Chair.
3. The Employee Board Member will excuse him/herself during discussions related to labour negotiations for the bargaining unit in which he/she belongs.
4. A Board Member who applies for employment with the College is to resign from the Board (*not applicable to the Employee Board Member*).
5. No Board Member, *except the Employee Board Member for whom the College Conflict of Interest Policy applies*, will enter into a business arrangement with the College in which they are interested directly or indirectly except:
 - on a written and competitive sealed quotation basis; and
 - having declared any interest in, and the applicable Member having refrained from voting on.
6. A Board Member will not use his/her position to secure special privileges, favours or exemptions for themselves or any other person.
7. A Board Member who abstains from participation due to conflict of interest is still included in determining quorum.
8. The meeting minutes will record all declarations of conflict of interest.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Linkage with Owners	Number:	3.5
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

The owners of Red River College are defined as the people of Manitoba. The Board will be accountable to its owners as a whole.

1. Board members will make governance decisions as representatives of the owners as a whole rather than based on personal or constituent interests.
2. The Board will gather information in a way that reflects the diversity of its owners and will seek to make decisions considering the input.
3. The Board will seek to strengthen Red River College's relationships with stakeholders.
4. The Board will provide representation at the College's convocation ceremonies.
5. The Board will proactively support College development and fundraising.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Board Operations	Number:	3.6
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

1. Conducting Business

- 1.1 The Board will conduct business in accordance with its Procedural By-law and relevant legislation.
- 1.2 The Board will provide direction on non-policy matters through Board motions, resolutions and minutes.
- 1.2 The Board will not make charitable donations or indirect contributions to organizations through the use of College resources.

2. Confidential Matters

Matters deemed to be confidential by the Board will be dealt with in a private portion of a meeting. The following distinctions regarding College employee attendance during private sessions will be observed:

- *In Camera* – All board members, the President, the Secretary to the Board and any other employee relevant to the discussion as determined by the Chair
- *Closed Camera* – All board members, the President and the Secretary
- *Closed Camera with the President* – All board members and the President

3. Rules of Order

- 3.1 The Board will adopt rules of order for use at its meetings. When further interpretation of the rules is required, *Robert's Rules of Order NR* will be used.
- 3.2 Upon request during a meeting, the Secretary to the Board will provide clarification regarding the rules of order.

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4. Agendas

- 4.1 Board meeting agendas will be developed by the Secretary to the Board in consultation with the Chair and the President, and reviewed by the Executive Committee.
- 4.2 Board meeting material will be prepared by the Secretary. Under normal circumstances the meeting material will be delivered to members of the Board approximately five days prior to the meeting.
- 4.3 Regular Board Meeting agendas without supporting material will be available to the public

5. Meetings

- 5.1 Under normal circumstances Regular Board meetings will be held in the evening on the fourth Wednesday of each month from September through June.
- 5.2 Regular Board meetings will be held in the 7th floor boardroom in the C Tower of the Notre Dame Campus unless Board approval is given to hold a meeting in an alternate location.
- 5.3 Upon Board approval, new items will be added to a meeting agenda as requested by Board members.

6. Committee of the Whole

Committee of the Whole meetings will be held *in camera*.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Chair's Role	Number:	3.7
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

The Chair is responsible for the integrity of the Board's processes, and represents the Board to outside parties. The Chair is the official spokesperson of the Board unless otherwise delegated, beyond reporting of board decisions.

1. The Chair will ensure that the Board operates consistently with its own policies and within applicable legislation.
2. The Chair's authority to make decisions is limited to areas that fall under Governance Process and Board-President Relationship policies, except where the Board has specifically delegated portions of this authority to others. The Chair will use any reasonable interpretation of the provisions in these policies.
 - 2.1 The Chair has no authority to make decisions within the scope of Ends and Executive Limitations policies. Therefore, the Chair has no authority to supervise or direct the President.
3. The Chair will preside at all Regular and Special Board meetings.
4. In the absence or unavailability of the Chair, the Vice-Chair will carry out all responsibilities of the Chair. The Chair will ensure that the Vice-Chair is informed of the Board's processes and current and pending Board issues.
5. In the absence or unavailability of the Chair and Vice-Chair, a member of the Board Executive Committee will be designated by the Chair to assume the responsibilities of the chair until the Chair or Vice-Chair can resume his/her duties. If no members of the Board Executive are available, another Board member (except for the employee or student members) will be designated by the Chair to assume the responsibilities of the chair.
6. The Chair is an *ex officio* voting member of all Board committees. As such the Chair does not form part of the quorum of the committees.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Committee Principles	Number:	3.8
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

The Colleges Act regulates the following Board committees and their terms of reference. Where the Act is silent on the terms of the committees, this policy will apply.

- a) Executive Committee
- b) Audit Committee
- c) Planning Committee

Other board committees may be formed by board action to assist the Board in performing its job. Board committees are to be created sparingly, and only after other methods of providing the necessary assistance to the Board have been determined to be inadequate. Such committees will be structured to minimally interfere with the wholeness of the Board's job.

1. Board committees will assist the Board in its job by preparing policy alternatives and implications for Board deliberation.
2. Board committees will not interfere with delegation from the Board to the President, and will not help or advise the College staff.
3. Board committees may not act or speak for the Board except when formally given such authority for specific and time-limited purposes.
4. Board committees must be comprised of at least three Board members.
5. Board committees may include non-Board members.
6. Board committees will submit their reports to the Board in a timely manner either verbally or in written form.
7. For the purposes of this policy, a *Standing Committee* is a committee that will have an ongoing purpose and operate indefinitely until determined otherwise by the Board; an *Ad Hoc Committee* will have a specific purpose and cease to exist once its task is completed.

All board committees will be ad hoc committees unless otherwise stated.

8. Board committees may form subcommittees to undertake special tasks. Such subcommittees will report directly to the committees under which they were formed.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Annual Board Calendar	Number:	3.9
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

The Board will develop and follow an annual calendar that outlines its work and facilitates Board performance that is consistent with Board process policies.

1. The Board's calendar year will run from July 1 to June 30.
2. The Board's annual work plan will include, but is not limited to:
 - a) a review of Ends policies in a timely manner that allow the President to develop the College's budget;
 - b) scheduled time for education related to Ends determination (for example, presentation of environmental scan results);
 - c) scheduled time for monitoring of the Board's own compliance with its Governance Process policies and for review of the policies themselves;
 - d) scheduled time for monitoring compliance by the President with Executive Limitations and Ends policies, and for review of the policies themselves;
 - e) scheduled time for education about the governance process.
3. At the first meeting of each term the Board will be provided with an outline of anticipated major agenda items for each meeting during the year. This document will be developed by the Secretary to the Board in consultation with the Board Chair and the President, and reviewed by the Executive Committee. The outline of the annual schedule will serve as a guideline for preparing board meeting agendas.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Delegation to the Executive Committee	Number:	3.10
Type:	Governance Process	Approved:	April 26, 2006
		Revised:	

The Executive Committee will act in an executive capacity in specific matters delegated to it by the Board, and perform the following duties on behalf of the Board:

- a) approve Regular Board Meeting agendas and the Planning and Administrative Affairs Committee agendas;
- b) develop agendas for annual Board planning meetings;
- c) consider all correspondence addressed to the Board that is of a sensitive or confidential nature to determine further action;
- d) determine the suitability of requests to address the Board;
- e) consider Board succession planning;
- f) annually assess the President's performance for report and recommendation to the Board;
- g) review matters pertaining to the President's employment agreement;
- h) negotiate with the President the terms and conditions of his/her employment contract for report and recommendation to the Board;
- i) receive regular updates on the status of the College's collective agreement negotiations with the employee bargaining unit;
- j) make recommendations to the Board regarding direction for the College's negotiations with the employee bargaining unit and approval of a collective agreement;
- k) determine and recommend to the Board the employment terms and conditions of the Excluded Employees group;
- l) determine the composition of a presidential search committee and a search process for the Board's consideration;
- m) conduct business on behalf of the Board during the Board's summer recess.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy: Board Member Orientation and Education **Number:** 3.11
Type: Governance Process **Approved:** April 26, 2006
Revised:

1. The Board Secretary will maintain a Board of Governors Handbook that will include comprehensive information related to the operation of the Board of Governors and the College. The handbook will be provided to all members of the Board.
2. The Board Chair will meet with all newly appointed Board members individually to acquaint them with the role of the Board and its governance process, the Board's expectations of its members, and current Board priorities and activities.
3. Board members will be provided with opportunities to tour the College's facilities to familiarize themselves with the College and its operations.
4. Board members will be provided with opportunities for training and education to enhance their Policy Governance capabilities.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Global Board–President Relationship	Number:	4.0
Type:	Board–President Linkage	Approved:	April 26, 2006
		Revised:	November 25, 2015

1. The Board’s sole official connection to the operational organization, its achievements and conduct will be through the President. Exceptions to this are:
 - a) when the Board seeks input related to the evaluation of the President;
 - b) if the Board conducts a special review/inquiry.
2. Only the Board acting as a body can employ, terminate, discipline or change the conditions of employment of the President.
3. In the event of a sudden loss of presidential services, the Board will appoint an Acting Chief Executive Officer at its next Regular Board Meeting, or earlier as determined by the Board Chair.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Role of the President	Number:	4.1
Type:	Board–President Linkage	Approved:	April 26, 2006
		Revised:	

1. As Chief Executive Officer of the College, the President’s job is to lead the College in achieving the results defined in the Board Ends policies, while not exceeding the constraints in the Executive Limitations policies.
2. The President is the official spokesperson of the College and may designate others to speak on behalf of the College.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Accountability of the President	Number:	4.2
Type:	Board–President Linkage	Approved:	April 26, 2006
		Revised:	

1. The President is accountable to the Board acting as a body.
2. Direction to the President on non-policy matters can only be through official Board motions, resolutions and minutes. Therefore,
 - a) decisions and instructions of individual Board members and Board committees are not binding on the President unless the Board has specifically approved such exercise of authority;
 - b) the President can decline requests for information or assistance from individual Board members and Board committees that have not been authorized by the Board when, in the President’s opinion, such requests require a material amount of staff time or funds, or are disruptive to the organization.
3. The Board considers all authority and accountability of College staff the authority and accountability of the President. Accordingly,
 - a) the Board will not give instructions to persons who report directly or indirectly to the President, with the exception of the Executive Assistant to the Board;
 - b) the Board will refrain from evaluating, formally or informally, any staff member other than the President.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Delegation to the President	Number:	4.3
Type:	Board–President Linkage	Approved:	April 26, 2006
		Revised:	

The Board will instruct the President through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

1. The Board will develop policies instructing the President to achieve certain results for certain recipients. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies which limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the President uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. As long as any particularly policy is in place, the Board will respect and support the President's choices. This does not prevent the Board from obtaining information from the President about the delegated areas, except for individual personal data.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Monitoring Presidential Performance	Number:	4.4
Type:	Board–President Linkage	Approved:	April 26, 2006
		Revised:	November 25, 2015

Evaluation of Presidential performance will include measuring the organization’s performance against Board Ends and Executive Limitations policies.

1. Only information that demonstrates the degree to which Board policies are being fulfilled will be considered for monitoring purposes.
2. A Board policy may be monitored in one or more of three ways:
 - 2.1 *Internal report:* Disclosure of performance data by the President on Board-stated criteria that is sufficiently clear, unbiased, and representative to cause a Board majority to be confident that a reasonable interpretation of Board policy has been achieved.
 - 2.2 *External report:* Discovery of compliance information by an impartial third party who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party, unless the Board has previously indicated that party’s opinion to be the standard.
 - 2.3 *Direct Board Inspection:* Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a prudent person test of policy compliance. Such an inspection is only undertaken at the instruction of the Board, and with the President’s knowledge.
3. The standard for compliance shall be any reasonable interpretation by the President of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than interpretations favoured by Board members or even the Board as a whole.
4. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.

**RED RIVER COLLEGE
BOARD OF GOVERNORS POLICY**

Policy:	Performance Evaluation of the President	Number:	4.5
Type:	Board–President Linkage	Approved:	March 30, 2016
		Revised:	

The Board Executive Committee is responsible for the performance evaluation of the President. The purpose of the evaluation is to enable the Board to collect and interpret information to assess the performance of the President’s leadership of Red River College and to make decisions regarding the President’s compensation and continued employment.

The evaluation process also enables the President to align his/her job efforts with Board expectations for leadership and organizational performance.

1. Evaluation of the President’s performance will occur annually for the period set out in the President’s Employment Agreement or as otherwise determined by the Executive Committee. The evaluation will commence and be completed within three months following the review period. The Board may, by resolution, conduct more frequent evaluations.

The annual evaluation will be designed to: identify and support development needs of the President to enable him/her to strengthen performance; allow the President and Board to set and update mutually agreeable objectives; and inform Board decisions regarding adjustments to the President’s compensation.

2. A presidential review will be conducted in the fourth year of the President’s term of employment. This review will be completed prior to the commencement of the fifth year of the term of employment and the results will inform the Board’s decision to negotiate a further employment agreement with the President.

The review will be designed to: examine the effectiveness of the relationship between the President and the Board in the discharge of their respective and collective governance responsibilities; obtain feedback from key constituents on the progress of the President and the Board in achieving institutional priorities; and reaffirm the partnership between the President and the Board.

3. The annual evaluations are not intended as a substitute for regular, ongoing communication between the President and the Board regarding progress towards performance objectives.
4. All material and discussions at meetings related to the performance of the President are confidential.