



<b>Category:</b> Governance	<b>Responsible Owner:</b> Chair: Board of Governors	<b>Effective Date:</b> June 1, 2020
<b>Policy Number:</b> 10.4	<b>Final Approval Body:</b> Board of Governors	<b>Proposed Review Date:</b> June 1, 2024
<b>Policy Name:</b> Board Meetings and Decision-Making	<b>Forms:</b>	<b>Amendment History:</b>

**A. POLICY:**

**PURPOSE:**

The purpose of the *Board Meetings and Decision-Making* policy is to clarify the role and responsibilities of the Board of Governors in governance and decision-making at Columbia College.

**SCOPE:**

This policy applies to all elected and ex-officio members of the Board of Governors.

**WHEN TO USE THE POLICY:**

The policy should be reviewed by new Board members at their election and as part of the annual orientation of Board members. The policy should be continually reviewed to ensure adherence to key principles at all times.

**POLICY STATEMENTS:**

The Board will:

1. Establish a regular schedule of meetings so as to transact the business of the Board as outlined in the *College Bylaws* and *Governance Shareholders Agreement*. Meetings may also be called by the Chair, or in their absence, the Vice-Chair.
2. Establish sub-committees it deems necessary; these sub-committees will report to and make recommendations to the Board.
3. Have the final responsibility for establishing and approving the overarching values, strategic goals, and policies that articulate and accomplish the goals of the College and the Society.
4. Have final responsibility for establishing and approving policies that ensure the long-term health and sustainability of the College.
5. Establish policies that ensure that College governance is enacted according to ethical guidelines.
6. Establish policies with respect to our relationships with our corporate, governmental and other communities.
7. Will at all times and in all cases make planning and policy decisions based on the best short- and long-term interests of the College and the Society.
8. Not delegate these powers to other entities.

**PROCEDURES:**

Board Meetings

1. Board Meetings shall conform to the stipulations laid out in the *College Bylaws*.
2. Board Meetings will be governed by *Robert's Rules of Order*.
3. Board Meetings are not open to the public or Society members. Observers may be recognized at the discretion of the Chair.

4. At the Chair's determination, Board meetings be held entirely by means of a teleconference or videoconference where an urgent matter requires attention, or it is deemed expedient not to convene a Board meeting in person. Members who participate in this manner are deemed to have been present at the meeting.
5. The Board Chair will provide the agenda and meeting package to all Board members no less than five days prior to the scheduled Board meeting.
6. Reports from College and Society Administrative officers, Standing Committees, and sub-committees who report to the Board (Principal, Executive Director, Vice Principals, Financial Controller) must be received by the Board Chair six days prior to the scheduled Board meeting.
7. Reports to the Board that include items that require a decision must clearly describe the motion and provide pertinent background material for information.
8. In the case of a tie vote on a resolution, the motion is defeated; the Chair does not have a second or casting vote.
9. Deliberations and materials considered during *in camera* sessions of Board meetings are confidential. All participants and attendees must respect this confidentiality. Materials that were prepared for or distributed in closed or *in camera* sessions may only be published or otherwise released after approval by the Chair. *In camera* minutes are approved by the Chair and are confidential.
10. Electronic voting for individual motions requiring expedient consideration may occur via email. A resolution approved electronically will have the same force and effect as if passed at a Board meeting and will be reported at the subsequent Board meeting.

#### Decision-Making

1. The identification of the necessary governance policies that the Board might consider may be identified by Board members, by College Administration, or through the College's *Deliberative Democracy* procedure.
2. Board members or Administration may develop and draft policies for the Board's consideration. Those presented to the Board will have considered all the current legislative, legal, and financial limitations as well as the strategic goals and the best interests of the College.
3. The implementation of policies is delegated to College Administration, with the exception of policies that govern how the Board governs itself. The Board cannot delegate its authority to manage and implement such governing policies.
4. Selection of new independent Governors and Directors will proceed according to the *Board Recruitment, Nominations, and Succession Planning* in accordance with the procedures outlined in the *College Bylaws*
5. Decisions made by the Board will take into account the Board's fiduciary responsibilities, duty of care, and the best interests of the College, its staff, and its students.

#### **LINKS TO SUPPORTING FORMS, DOCUMENTS, WEBSITE:**

#### **REFERENCE TO EMPLOYMENT AGREEMENT CLAUSES:**

#### **REFERENCE TO BYLAWS or ARTICLES:**

#### **RELATED ACTS AND REGULATIONS:**

#### **RELATED POLICIES:**

#### **APPROVALS:**

<b>Responsible Owner:</b>	<b>Date:</b>
<b>Principal or Designate:</b>	<b>Date:</b>
<b>IF APPLICABLE:</b>	
<b>Chair, Academic Board</b>	<b>Date:</b>
<b>Chair, Marketing and Recruitment Committee:</b>	<b>Date:</b>
<b>Chair, Finance Committee:</b>	

**APPROVAL FOR ALL POLICIES**

<b>Chair, Board of Governors</b>	<b>Date:</b>
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<b>Revision Date(s):</b>	<b>Replaces Policy Number:</b>
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**Note:** The Policy Font is Calibri size 10.