

## **Governance Committee of the Board of Governors, Algonquin College**

**A. Issue.** The Executive Committee of the Board is exploring the concept of a Governance Committee for the Board and has requested that a proposed framework including draft terms of reference for a Governance Committee be developed for consideration by the Board of Governors. This framework paper addresses such issues as function, membership and term limits and provides sufficient flexibility for further recommendations to come forward as the committee progresses.

**B. Need.** The need for a Governance Committee has arisen within the Executive Committee and the Board and is appropriately examined within a broadened context and focus. The following are important considerations in this regard:

1. There is an enhanced focus on accountability and good governance in both the public and private sectors of the economy at this time.
2. The government is placing increased attention on institutions' governance practices as part of its value-for-money operating principles.
3. The Executive Committee of the Algonquin Board has looked at specific concerns in discussing a Governance Committee including matters such as a Code of Conduct or Code of Ethics for Governors, an explicit nomination process for Board members; their length of appointment to maintain Board continuity and other similar issues.
4. The Minister's Binding Policy Directive on Governance and Accountability outlines critical elements of the role of the College Board of Governors. The role of the College Board of Governors is to include at a minimum (among others) the following "*Assessing regularly { } the effectiveness of the board with respect to governance.*"
5. The College Compensation and Appointments Council (CCAC 2005) report "Enhancing Governance and Accountability Capacity" concluded that "*the need for continual improvement in core governance and accountability practices has never been timelier. Colleges will increasingly be held to higher standards, and must be able to meet the tests of public disclosure and transparency not only on operating outcomes, but also on the governance and accountability frameworks used to plan, manage and monitor those outcomes.*"

The CCAC report indicates that the majority of Board responsibilities are governed by well-established policies and practices. However, respondents also reported somewhat weaker areas of policy development: risk management; continuous quality improvement, stakeholder management; identifying and addressing government priorities. There is a great degree of variation in board structure (e.g. use of committees) among colleges. While Board structures must reflect the unique demands and operating cultures of each college, committee structure and effectiveness must be a core component of on-going Board assessment.

**C. Committees.** The role of Board committees is to enhance dialogue on specific matters of attention, create openness to new views and expertise in addressing subjects

and improve information reaching the Board. A committee complements the Board and does not pre-empt the Board in any way. Used well, committees bring wider perspectives to subjects coming to the Board and allow the Board to handle more issues in a wiser manner over time.

**D. Proposal for a Governance Committee.** Algonquin College has demonstrated leadership in fulfilling its mission to be a leading college institution in Eastern Ontario. It is important that this leadership also be evident in its own governance policies, procedures and practices. The Board must have an effective and efficient structure, composition and infrastructure. The Board must be open to continuous improvement and be able to demonstrate to its stakeholders that it is able to *“meet the tests of public disclosure and transparency not only on operating outcomes, but also on the governance and accountability frameworks used to plan, manage and monitor those outcomes.”*

It is proposed that a Governance Committee be established to assist the Board in improving its own functioning, and to enhance its performance and contributions.

**E. Characteristics of a Governance Committee:** The Governance Committee would have a number of functions and its terms of reference would be as follows:

1. To review and assess Board governance practices and make recommendations to the Board regarding ways in which governance practices can be improved and enhanced by proposing policies to the Board for deliberation and appropriate action.
2. To recommend measures to be employed in assessing governance performance and the contributions of Board members.
3. To act as the nomination committee for vacancies in the Board and to develop selection criteria and profiles for the nomination and performance of Board members.
4. To oversee and assess the Board’s continuing orientation, education and development activities, and make recommendations for action, as appropriate.
5. To perform other tasks related to governance performance as assigned by the Board.

**F. Composition of the Governance Committee:** The Governance Committee should be comprised of five Governors. The Chair shall be an external Governor. Appointments to the Committee, including the Chair, shall be made by the Board of Governors. Member tenure shall be two years, subject to annual review, removal and renewal by the Board of Governors.

**G. Immediate Work Plan:** The work plan follows.

1. Oversee review of proposed Code of Ethics/Code of Conduct for Board consideration.

2. Review and recommend practices regarding nominations and tenure to ensure effective succession planning for the Board Chair and maintain balance, community representation and continuity of expertise of the Board.
3. Conduct an assessment of the extent the Board is fulfilling its responsibilities by reviewing best practices in other Colleges and recommending any required changes to the Board.
4. Review as required, by-laws concerning governance matters.

**Approved by the  
Board of Governors  
January 14, 2008**