

Board Governance Policy

BG I-02	Appointment/ Reappointment Of External Governors
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Policy Type:	Board Process		
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PURPOSE

This policy establishes a process for the appointment or reappointment of external members of the Board of Governors (the “Board”) in compliance with Ontario Regulation 34/03 (the “Regulation”) of the Lieutenant Governor in Council (“LGIC”) under the Ontario Colleges of Applied Arts and Technology Act, 2002, the Minister’s Binding Policy Directive: *Protocol for Board Nominations and Appointments* (the “MTCU Directive - Board Nominations”) and Algonquin College Board of Governors By-law #1.

POLICY

1. In the appointment of Board members, the College shall comply with the Regulation, MTCU Directive – Board Nominations and By-law #1. The Regulation stipulates in part that one third (4) of the external members are to be appointed by the LGIC and two thirds (8) directly by the Board.
2. The Board shall ask the Governance Committee to conduct annually a skills analysis of its members, referred to as a skills matrix, to identify any critical deficiencies in the skill sets necessary to complement the College’s strategic direction and to balance the overall composition of the Board.
3. When vacancies of external governors are to occur, the Board shall ask the Governance Committee to bring recommendations for appointments or reappointments of external governors for approval.
4. In making its recommendations regarding future appointments, the Governance Committee shall take into account: the skills and expertise required by the Board of Governors at any one time, the need to have a membership which reflects and represents the stakeholders of the local community, the overall strategic direction of the College, and the Board’s succession plans.

PROCEDURE

This procedure defines the roles and responsibilities of the Governance Committee, the Board Office and the Board in the recruitment and recommendation for appointment or reappointment of external governors.

1. **Database**

- 1.1 The Secretary to the Board will maintain a database of individuals interested in becoming a member of the Board through application. The database will be updated annually and those listed with the required skill sets identified by the skills matrix in any given year may be contacted in the event of a vacancy.

2. Skills Analysis

- 2.1 In the event of a vacancy on the Board, the Governance Committee will refer to the latest skills matrix to identify any skills shortage on the Board.

3. Selection Process

- 3.1 When a vacancy on the Board is to occur, or when additional names are required to replenish the database of individuals interested in becoming future Board members, the Governance Committee will initiate a recruitment campaign including internal and external communications. Current Board members may also introduce potential candidates.
- 3.2 In making its recommendations regarding future appointments, the Governance Committee will take into account the skills and expertise required by the Board, the need to have a membership which reflects and represents the stakeholders of the local communities and the overall strategic direction of the College.
- 3.3 Interested individuals will complete a nomination form and provide their curriculum vitae together with the requisite forms required for LGIC appointments, if applicable.
- 3.4 For interested applicants or nominees, the Board Office will make available a range of College governance information, including the Ontario Colleges of Applied Arts and Technology Act, the Ontario Regulation 34/03 the College by-laws, and Board policies.
- 3.5 The Board Office will provide all potential candidates with documentation clearly setting out the roles and responsibilities of a Board member. The documentation may include reference to specific background required as highlighted in the latest Skills Matrix.
- 3.6 The Governance Committee will invite potential new members to a meeting to explore their skills and expertise. At that meeting, the Governance Committee will highlight the need to be able to devote sufficient time to the duties of a Board member.

4. Member Reappointment

- 4.1 The Governance Committee will review the performance of Board members opting to put their names forward for renewal of membership and will bring forward a recommendation to the Board to accept or reject the Board member request for renewal.
- 4.2 The Chair of the Governance Committee will notify Board members of the recommendation on their request to renew their membership going forward to the Board and indicate the rationale if denied.
- 4.3 A board member cannot vote on the renewal or extension of his or her own term.

5. Short Listing and Governance Committee Recommendation

5.1 The Governance Committee will develop a short list of up to a maximum of three candidates per vacancy. These three candidates will be interviewed by the Governance Committee giving consideration to the principles of merit, diversity, and support for the College strategic directions.

The Governance Committee will then make a recommendation for approval to the Board: one nominee for each Board appointed external member, and up to a maximum of three nominees for each LGIC-appointed external member. These Governance Committee recommendations will include a term duration for non-LGIC external members which is set to strive for a balanced turnover of external members, such that a maximum of four external Board members are scheduled to come off the Board in any given year.

5.2 The Board Office will submit the documentation and forms of the LGIC nominees as required by the MTCU Directive - Board Nominations to the Public Appointment Secretariat. Members of the public may also nominate candidates for consideration directly through the Public Appointments Secretariat

5.3 Nominees for LGIC-appointed external member will be informed that if selected for appointment their name, qualifications and/or application form will be submitted to the Standing Committee on Government Agencies for review and may result in an appearance before that Committee. If selected for appointment, an LGIC-appointed external member may be required to take an Oath of Office and Oath of Allegiance in accordance with the *Public Service of Ontario Act, 2006*.

6. Board Recommendation

6.1 Where the Board accepts the recommendation(s) of the Governance Committee for appointments or reappointment of members, the Board will recommend these appointments as detailed in the MTCU Directive - Board Nominations.

6.2 Once appointed, the candidate will receive a letter of appointment from the College. The letter will include an orientation package and a request to sign the Code of Ethical Conduct and Governors' Agreement (By-law#1, Attachment 1). New members will also be required to participate in the Colleges Ontario orientation sessions. Applicants who are not selected for appointment are notified by the College unless they are nominees submitted directly to the Public Appointments Secretariat.

MONITORING

The Board will monitor its compliance with this policy after a Board vacancy has been filled as part of the Board Evaluation. The success of the Board in appointing members consistent with this policy and procedure will be a performance measure.

RELATED MATERIALS

Ontario Colleges of Applied Arts and Technology Act, 2002, Ontario Regulation 34/03
http://www.e-laws.gov.on.ca/html/source/regs/english/2003/elaws_src_regs_r03034_e.htm

Algonquin College Bylaw #1
<http://www.algonquincollege.com/board/documents/Bylaw1APPROVED.June.11.2012.pdf>

Ministry of Training, Colleges and Universities, *Protocol for Board Nominations and Appointments*. Revised January 2011