

BOARD GOVERNANCE POLICIES



**Approved by the Board of Governors
April 23, 2013**

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Interpretation

In these policies of Renison,

1. “The Accessibility of Ontarians with Disabilities Act” means the Accessibility for Ontarians with Disabilities Act, 2005 S.O. 2005, Chapter 11, as amended from time to time.
2. “Dean” means the Vice-President Academic and Dean of Renison.
3. “Board” means the Board of Directors of Renison also known as the Board of Governors.
4. “Board – President Relationship Policies” means the Board – President Relationship Policies as set out in the Board’s Governance Policies, as amended and restated from time to time.
5. “Broader Public Sector Procurement Directive” means the Broader Public Sector Procurement Directive issued under the Broader Public Sector Accountability Act S.O. 2010 Chapter 25, as amended from time to time.
6. “Budget” means the financial plan for Renison listing all planned expenses and revenues for a particular fiscal period.
7. “By-laws” means the by-laws of Renison in force and effect.
8. “Chair” means the person acting as chair of meetings of the Board.
9. “Chair of the Board” means the Chair of the Board of Renison.
10. “Delegations Policy” means the Delegations to the President Policy stated in the Board Governance Policies as amended and restated from time to time.
11. “Department Chair” means the head or acting head of Social Development Studies, of Culture and Language Studies, and the Director of the School of Social Work..
12. “Direct Review” means a review carried out by the Board or appointed members of the Board to gather data and make an assessment regarding the President’s compliance with a policy or the operation of a policy itself.
13. “Chief Financial Officer” means the Staff position designated as Chief Financial Officer of Renison.
14. “Employment Standards Act” means the Employment Standards Act S.O. 2000, chapter 41, as amended from time to time.

Interpretation

15. “Executive Directions Policies” means the Executive Directions Policies as set out in the Renison Board Governance Policies, as amended and restated from time to time.
16. “Faculty” means: Professors (tenured faculty), Associate Professors (tenured faculty), Assistant Professors (tenure-track faculty), Continuing Lecturers and Definite-Term Professors, Associate Professors, Assistant Professors and Lecturers who have been in position for one year or longer;
17. “Finance and Audit Committee” means the Finance and Audit Committee of the Board as described in Appendix A of the Board Governance Policies.
18. “Goals/Goals Policy” means the goals of Renison as set out in the Goals Policy in the Board Governance Policies, as amended and restated from time to time.
19. “Governance Committee” means the Governance Committee of the Board as described in Appendix A of the Board Governance Policies.
20. “Governance Policies” or “Board Governance Policies” means the Governance Policies of the Board, as amended and restated from time to time.
21. “Governance Process Policies” means the Governance Process Policies as set out in the Board Governance Policies, as amended and restated from time to time.
22. “Internal Report” means a report prepared for the Board by the President or for the President.
23. “Letters Patent” means the Letters Patent for Renison College issued on January 14th, 1959 as amended by Supplementary Letters Patent issued on October 1st, 2009.
24. “Mission” or “Mission Statement” means the mission as stated in the Goals Policy, as amended and restated from time to time.
25. “Occupational Health and Safety Act” means The Occupational Health and Safety Act R.S.O. 1990, Chapter O.1, as amended from time to time.
26. “Ontario Human Rights Code” means the Human Rights Code R.S.O. 1990, Chapter H.19, as amended from time to time.
27. “Pay Equity Act” means the Pay Equity Act, R.S.O. 1990, Chapter P.7, as amended from time to time.
28. “President” means the President and Vice-Chancellor of Renison.

Interpretation

29. “President’s Job Description” means the most recent job description of the President as set out in Appendix B of the Renison Board Governance Policies, as amended and restated from time to time.
30. “Quotations and Tenders Policy” means the Quotations and Tenders Policies as set out in Appendix E of the Board Governance Policies, as amended and restated from time to time.
31. “Renison” means Renison University College. “Renison” is a corporation incorporated under the Corporations Act (Ontario), 1953, as amended, by Letters Patent issued on January 14th, 1959, as amended by Supplementary Letters Patent issued on October 1st, 2009.
32. “Secretary” means the Secretary of the Board as described in By-law 1.
33. “Shared Commitments” means the statement of shared commitments to a set of principles of conduct on the part of all Renison stakeholders working together for the achievement of Renison’s Institutional Mission. The Shared Commitments are included in the Goals Policy, as amended and restated from time to time.
34. “Staff” means the persons employed by Renison who are not regular faculty.
35. “Strategic Plan” means Renison’s statement of its goals and directions, its strategy for achieving its goals and directions, and its priorities in allocating resources in order to pursue its goals and directions.
36. “Treasurer” means the Treasurer of the Board as described in By-law 1.
37. “Vice-Chair” means the Vice-Chair of the Board as described in By-law 1.
38. “Vice-President - Academic and Dean”: means the individual, reporting to the President, who is responsible for all aspects of Renison’s degree education.
39. “Vice President – Student Affairs and Community Education”: means the individual, reporting to the President, who is responsible for all aspects of Renison’s not-for-credit education and for student affairs activities.
40. “Workplace Safety and Insurance Act” means the Workplace Safety and Insurance Act 1997 S.O. 1997, Chapter 16, as amended from time to time.

Goals Policy

Goals Policy

Policy Type: Goals

Policy Number: G1

The Goals Policy guides the overall direction and purpose of Renison. It is the most important of all of the Board's policies because, through the Mission Statement, it identifies the benefit Renison strives to bring to those it serves, and, through the Shared Commitments, it proclaims the spirit in which the work of Renison is to be done.

The Mission Statement declares the purpose of Renison in its broadest terms:

“Renison fosters an inclusive community of learners empowered through excellence in teaching and scholarship to contribute positively in a diverse and complex world”

In delivering its Mission, guided by the following Shared Commitments, Renison is...:

1. Committed to creating and sustaining a healthy workplace: We will act with integrity in our actions and choices
2. Committed to inclusivity, equity and fairness: We will respect each other and work towards a just environment at Renison University College
3. With mutual goodwill: We will trust each other's competence and best intentions
4. Committed to transparency, accountability and mutual understanding: We will communicate clearly and responsibly
5. Holding the responsibilities of our particular roles: We will work toward our common objectives through respectful collaboration
6. We will follow policies, procedures and processes that reflect Renison's Shared Commitments and Institutional Mission
7. We are committed to achieving our Mission through the responsible stewardship of the resources entrusted to us.

Review:

The Board will review Renison's compliance with the Goals Policy annually in connection with the approval of the budget. The Board will confirm that Renison's Strategic Plan and operational plans continue to support the Goals Policy and that the budget facilitates the accomplishment of the Policy.

Governance Process Policies

Board Responsibilities

Policy Type: Governance Process

Policy Number: GP1

The responsibility of the Board is to lead Renison in pursuit of the Mission and achievement of the Goals Policy. The Board's specific duties and responsibilities are consistent with its trusteeship role and are necessary for effective governance and management.

Consequently, the responsibilities of the Board shall be to:

1. Establish and maintain effective governance and management by:
 - a) Developing and maintaining current a Strategic Plan in collaboration with faculty, staff, students and other stakeholders.
 - b) Developing and maintaining written Governance Policies concerning:
 - i. Goals – description of the intended impact Renison will have, and upon whom, through delivery of its Mission in the spirit of its Shared Commitments.
 - ii. Executive Directions - constraints on executive authority, which establish the boundaries of legal, ethical, and prudent, conduct.
 - iii. Governance Process – description of how the Board defines, implements, evaluates, and monitors its own responsibilities.
 - iv. Board-President Relationship – description of how executive authority is delegated, monitored, and evaluated.
 - c) Regularly reviewing and updating its Governance Policies.
 - d) Appointing a President and delegating to the President authority to lead the operations of Renison towards accomplishment of the Mission and Goals.
 - e) Maintaining an up-to-date job description for the position of President.
 - f) Regularly evaluating the performance of the President.
 - g) Planning for scheduled and emergency succession of the President.
 - h) Maintaining the capacity of the Board by recruiting and orienting new Board members as required.
2. Maintain strategic oversight and insight by:
 - a) Establishing and maintaining a program of reporting by the President or by other means of review to ensure its satisfaction that

Board Responsibilities

Policy Type: Governance Process

Policy Number: GP1

- i. All Governance Policies are being observed and implemented,
- ii. Satisfactory progress towards the Goals and Mission is being made,
- iii. Funding and resources provided to Renison are accountably managed and deployed, and
- iv. Appropriate strategies to protect against significant risks are in place.

For details of the Board's approach to reviewing policy operation and compliance and of the schedule for receiving reports on the status of operation of and compliance with specific policies, please refer to Appendix C.

3. Exercise authority in areas that lie outside the authority delegated to the President.

Examples include:

- a) Approving contracts which exceed the value limit delegated to the President.
- b) Approving borrowing under section 10.3 of the By-Laws.
- c) Approving programs or changes to programs which affect the Mission or Goals
- d) Approving Collective Agreements with Employee Associations.
- e) Recognizing the contribution of individuals to Renison or to communities, including the Anglican Church, at a local, provincial, national or international level through the granting of honours
- f) Revoking honours granted under GP1 (4) (d) above where circumstances concerning the individual honoured have arisen which make it no longer appropriate for the honour to remain in place

4. Be a voice for Renison to advance achievement of its Mission and Goals by:

- a) Playing an active role in Renison's Advocacy and Public Awareness plans.
- b) Developing supplementary sources of revenue from public and private sources in partnership with management efforts.

Board Responsibilities

Policy Type: Governance Process

Policy Number: GP1

Review:

1. Direct Review

At the end of each meeting, the Board members will have the opportunity to reflect on Board process and application of policies. Issues needing further discussion will be addressed at the following Board meeting.

Each policy will be reviewed* every 2 years under the leadership of the Governance Committee or at such other time as may be deemed necessary by the Board.

*Amendments to existing policies or the introduction of new policies must be approved by the Board prior to taking effect.

For the benefit of new and incumbent Board members who wish to attend, an overview of the Governance Policies will be presented annually at an orientation meeting.

Board Style

Policy Type: Governance Process

Policy Number: GP2

The Board will approach its task with a style which emphasizes outward vision rather than internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and employee roles, an orientation towards the future rather than the past or present, and pro-activity rather than reactivity.

In this spirit, the Board will:

1. Focus chiefly on intended long-term implications of the Goals policy statements, and ensure that administration and services support achievement of those goals.
2. Provide leadership and direction to the organization through the careful establishment of Governance Policies.
3. Enforce upon itself whatever discipline is needed to govern well. This will apply to matters such as attendance, policy-making principles, respect of roles, speaking with one voice externally, and self-monitoring of any tendency to stray from the Governance Policies adopted by the Board.
4. Monitor and regularly discuss the Board's own process and performance.
5. Ensure the continuity of its governance capability by recruitment, orientation, training, and development of new Board members.
6. Be an initiator of Governance Policy, and be accountable for competent, conscientious, and effective accomplishment of its obligations as a body. No interest group and no officer, individual, or committee of the Board will usurp this role or deter this discipline.
7. Open all regular and special meetings of the Board to members of the Renison community, the community-at-large, and representatives of the news media, except when in camera, as provided in the By-laws.
8. Invite, at its discretion, members of Faculty, Staff, of other Colleges, Universities, organizations, and of the community-at-large to regular and special meetings of the Board. The Board may hear delegations under the provisions of the Delegations Policy, GP7.

Board Style

Policy Type: Governance Process

Policy Number: GP2

Review:

1. **Direct Review**

In conjunction with the annual review of compliance with the Goals Policy, the Board will also review its adherence to the various Governance Process Policies. In preparation for this review, the input of Board Members will be sought through a survey regarding various aspects of compliance with the Governance Process policies and regarding preferences for the ongoing education of the Board.

The Board will institute such action as it deems necessary to improve any areas of non-compliance with the Governance Process Policies which may be identified.

Roles and Responsibilities of the Chair

Policy Type: Governance Process

Policy Number: GP3

General:

The role of the Chair is to ensure that, in the conduct of its business, the Board observes the Governance Policies and any external requirements affecting its process which are legitimately imposed upon it.

The Chair is the Board member authorized to speak for the Board and Renison, other than in specifically authorized instances.

The Chair has the authority to call meetings of the Board.

The Chair is an ex-officio member of all committees established by the Board.

The Chair has no authority to make decisions beyond policies created by the Board within the Governance Process, Board-President Relationship and Executive Directions policy areas.

Responsibilities:

1. The Chair shall chair meetings of the Board. In the event that the Chair is unable to attend a meeting, an Acting Chair, as defined in Policy GP4.1, shall chair the meeting.
2. The Chair shall ensure that:
 - a) The Board follows its own rules and those legitimately imposed upon it from outside of Renison.
 - b) Diversity of views and broad discussion germane to the item under debate are encouraged.
 - c) Content of discussion at Board meetings remains focused on those issues which are relevant to the Goals of Renison.
 - d) Deliberation is timely, fair, orderly, thorough, and efficient.
 - e) A disclosed conflict of interest is an actual conflict of interest.
 - f) Bourinot's Rules of Order (see Appendix D for summary) are used as a reference to support Board process and procedures.

Roles and Responsibilities of the Chair

Policy Type: Governance Process

Policy Number: GP3

3. The Chair shall consult and communicate with the President but, unless authorized by the Board to give direction to the President, the Chair shall only have authority to review issues that arise and to determine with the President what action should be taken, including returning matters to the Board table for consideration and direction.
4. The Chair is responsible for ensuring that a performance evaluation regarding the President is completed annually, or as otherwise directed by the Board.
5. The Chair shall ensure that the Chair of the Governance Committee reviews the record of attendance of all Board members at Board Meetings in relation to the attendance requirements established in Section 5.4 of By-law 1. The Chair shall ask the chair of the Governance Committee to notify any Board member who is failing to meet the minimum attendance requirements of the By-law, to enquire of the reasons for the Board member's non-attendance, and the Governance Committee shall, if it deems it appropriate, make recommendations to the Board regarding the removal of an inactive Board member.

Roles and Responsibilities of Other Officers

Policy Type: Governance Process

Policy Number: GP4

1. Chancellor

The Chancellor shall be the titular head of Renison. The Chancellor shall preside at all convocations and shall confer diplomas and honours as approved by the Board. The Chancellor shall have such other duties as the Board may, by resolution, determine from time to time.

2. Acting Chair

In the absence of the Chair, the term "Chair" shall apply to the following succession of officers: the Vice-Chair and the Secretary. In the event that neither of the above is available to act for the Chair, the Board may nominate one of its members to act as "Acting Chair".

3. Vice-Chair

The Vice-Chair shall be responsible for review and reporting to the Board regarding its compliance with the Governance Policies. The Vice-Chair shall lead the Board's bi-annual review of the Governance Policies. The Vice-Chair shall be a member of the Governance Committee and shall have such other duties as the Board may, by resolution, determine from time to time.

4. Secretary

The Secretary shall ensure that correct records of the proceedings and transactions of all meetings of the membership and of the Board are kept. By affixing his/her signature to such documents, their legitimacy shall be formally attested.

When directed by the Chair or petitioned for this purpose by at least four members of the Board in accordance with paragraph 7.2 of the By-laws, the Secretary shall cause special meetings of the Board to be called.

The Secretary shall have such other duties as the Board may, by resolution, determine from time to time.

Roles and Responsibilities of Other Officers

Policy Type: Governance Process

Policy Number: GP4

5. Treasurer

The Treasurer shall ensure that the Board adheres to its policies for the review and management of Renison's finances. The duties of this position can neither lessen nor add to the President's accountability to the Board for implementation of policies regarding financial planning and financial condition.

The Treasurer shall be an ex-officio member of the Finance and Audit Committee and shall have such other duties as the Board may, by resolution, determine from time to time.

Committee Principles

Policy Type: Governance Process

Policy Number: GP5

As a governance principle, the Board as a whole shall conduct as much of its business as is practical during Board Meetings. Consequently, the Board will establish committees only when necessary* to help carry out its responsibilities.

1. Board committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation. Therefore, unless there is a demonstrated need or requirement in accordance with the By-laws or legislation, the Board will not establish standing committees, but will form ad-hoc committees for specific, time-limited purposes.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority for Board committees will be carefully stated in order not to conflict with authority delegated to the President.
3. In cases where both policy development and review committees are required, they shall be separate committees in order to avoid the risk of committees becoming identified with specific functions or parts of the organization as opposed to with the organization as a whole.
4. Board committees shall not exercise authority over employees or the President. This is a function of the Board as a whole.

* By-laws require the existence of a Governance Committee, and a Finance and Audit Committee. The Terms of Reference for the committees are set out in Appendix A.

Code of Conduct

Policy Type: Governance Process

Policy Number: GP6

All Board members shall be of good character and shall provide such information as may be reasonably required to establish this (e.g. references).

The Board expects prudent and ethical conduct of itself and its members. The standards of conduct, which are required of all members of the Board in respect of their responsibilities on the Board, its Committees and Councils, are identified in the following code. Board members who breach these standards of conduct may be subject to withdrawal of Board privileges and action by the Board to terminate their Board membership in accordance with section 5.5 of the by-laws.

1. Observance of the Law

Board members shall not knowingly violate, or cause to be violated, any legislation, act, Regulation, or by-law, which affects the operation or reputation of Renison.

2. Overriding responsibility

A Board member's overriding responsibility is to make independent decisions, in the best interests of Renison, using all information available to the Board that is relevant to the nature of the decision.

Board members bring diversity of perspective to Board deliberations by virtue of their individual backgrounds and experience. No Board member, ex-officio or elected, represents, is accountable to, or takes direction from any individual or group external to the Board.

3. Relationships

The Board expects its members to maintain a respectful and considerate manner in communications and relationships with all members of the Renison community.

4. Conflict of Interest

- a) Without limiting the generally understood definition of conflict of interest, a Board member shall be considered to have an actual, perceived or potential conflict of interest, when the opportunity exists for the Board member to:
 - i. Use confidential information gained as a Board member for the profit or advantage of any person (including him or herself) or organization;
 - ii. Use the authority, knowledge or influence of the Board, or of a Committee or Council thereof, to further her/his personal, familial or corporate interests or the interests of an employee or employee group of Renison or the interests of another organization competing or potentially competing with Renison.

Code of Conduct

Policy Type: Governance Process

Policy Number: GP6

- b) Board members shall disclose to the Chair, Acting Chair, or Board Committee or Council as a whole any actual, perceived or potential conflict of interest prior to the item being addressed, shall refrain from discussion and voting and shall withdraw from the meeting when the matter is being discussed, unless the Chair asks the member to remain.
- c) Should a Board member wish to apply for employment, he or she shall resign from the Board before doing so.

5. The Authority of Board Members

Board members may not attempt to exercise individual authority over Renison, except as explicitly set forth in Board policies or by decisions of the Board.

- a) Board members' interaction with the President, Faculty or staff must recognize the absence of authority of any individual Board member or group of Board members except as noted above.
- b) Board members' interaction with the public, press or other entities shall recognize the same limitations and the similar inability of any Board member or members to speak for the Board, unless specifically authorized by the Board. Where such authorization has not occurred, communications are referred to the Chair or President, whose responsibility it is to speak for the Board or Renison. (Cross-reference Policy GP3).
- c) Board members do not have the authority to evaluate the performance of the President, Faculty or Staff, except in the context of a performance assessment carried out according to the provisions and process of Board policy.

6. Confidentiality

Board members shall maintain confidentiality in respect of all business of Renison which the Board has determined to be confidential in accordance with by-law 7.8.

7. Support of Decisions of the Board

Board members are bound by decisions of the Board as a whole and shall demonstrate support of those decisions outside of the Board Room.

8. Preparation and Participation

Board members shall prepare for meetings and participate productively in discussion, always within the boundaries of discipline established by the Board.

Code of Conduct

Policy Type: Governance Process

Policy Number: GP6

9. Annual Declaration re Conflict of Interest Policy (GP6 section 3) and Confidentiality Policy (GP6 section 5).

At the beginning of each Board of Governors' year (January), each member of the Board shall sign a declaration of understanding and acceptance of the Board's policies on Conflict of Interest (GP6 section 3) and Confidentiality (GP6 section 5). The Secretary shall oversee that declarations are duly signed and maintained on file.

Delegations

Policy Type: Governance Process

Policy Number: GP7

The Board may decide to receive delegations from individuals, groups or organizations, internal or external to Renison, who have requested an opportunity to provide input to the Board regarding a subject relevant to Renison's Mission or Goals.

Determining Eligibility

In order to enable the Board to determine whether it will or will not receive a delegation, a screening process for delegation requests is followed:

1. Requests to appear as a delegation shall be directed to the President.
2. The President contacts the individual, group or organization making the request in order to explore:
 - a) The nature of the requested presentation
 - b) Whether the subject of the presentation is relevant to the Mission or Goals of Renison
 - c) Whether the subject is a policy or strategic issue that would fall within the role and function of the Board (as defined in the Board Governance Policies), or whether it is an operational issue that would fall under the President's responsibility
 - d) Whether the subject would be more appropriately addressed in a different forum
3. If the request appears to address a matter that is compatible with the role of the Board and the function of Renison, the President will inform the Chair. The Chair will determine, on behalf of the Board, whether the request will be heard and at which future Board meeting.
4. If the request appears to address an operational matter, the President will arrange for the individual, group or organization to meet with one or more faculty and/or staff members appropriate to the subject as soon as is practical.
5. The Chair will inform the Board of all delegation requests received and the rationale for the recommended disposition of these.
6. The Board may decide to receive any delegation request made to the President.

Delegations

Policy Type: Governance Process

Policy Number: GP7

Procedure for Hearing a Delegation

Delegations to be heard by the Board shall make presentations in accordance with the following procedure:

1. In order to ensure a good understanding of the issue or recommendation by the Board, members of the delegation shall prepare a written statement summarizing their presentations which can be circulated to Board members at the meeting and left with them for further reference. The statement should be submitted a minimum of 48 hours in advance of the meeting in electronic format where possible. If the statement is to be provided on paper, presenters shall be requested to bring sufficient copies for all Board members, Faculty and Staff attending the meeting.
2. If the delegation is a group, it will be asked to appoint one or a maximum of two people to make its presentation.
3. Delegations will be heard at the start of the Board Meeting. A delegation is limited to a 10-minute maximum presentation, unless approval is granted by the Chair to extend the speaking time.
4. Following the presentation, Board members and members of Faculty and Staff may ask questions in order to clarify points that have been made or to obtain additional information.
5. After the presentation and questions, the Board will determine a time when it will consider the issues raised in the presentation. If the agenda of the evening does not allow sufficient time for consideration of the issues, they will be considered at a future meeting.

If the issues presented require a reply from the Board, a written answer will be sent to the presenter(s) as soon as possible after the Board has had a chance to discuss the issues and determine its response.

Board-President Relationship Policies

Delegation to the President

Policy Type: Board/President Relationship

Policy Number: BPR1

While the Board's responsibility includes establishing the broadest policies, implementation of those policies and development of subsidiary policies consistent with the Board Governance Policies is delegated to the President.

Executive Directions Policies establish acceptable boundaries of prudence and ethics within which the President is to act.

1. Executive authority is delegated by the Board to the President. The President may further delegate authority and responsibilities to Faculty and Staff, as appropriate. The President is accountable to the Board for all authority delegated to him or her, including authority which the President further delegates to Faculty and Staff.
2. The Board may change its policies, thereby shifting the boundary between Board's and President's responsibilities. Consequently, the Board may change the latitude of choice given to the President. Within any particular delegation of authority that is in effect, the President is authorized to establish all further policies, make all further decisions, take all actions and develop all activities. As long as these decisions, actions and activities remain within limitations established by the Board and its policies and are not inconsistent with a reasonable interpretation thereof, the Board and its members will respect and support the President's choices. This shall not prevent the Board from obtaining information in the delegated areas.
3. In exceptional circumstances, should the President act outside of a Board policy, he/she shall inform the Chair of the Board who shall bring the matter to the Board for its consideration. The Chair's response will not exempt the President from subsequent determination by the Board.
4. Except when a Board member or Board committee has been given such authority by the Board, no Board member or Board committee shall have authority over the President.
5. Information may be requested of the President by Board members or committees. The President will endeavour to oblige, but if such requests - in the President's estimation, acting reasonably – would require a substantial amount of staff time or funds or is disruptive of other priorities the request will be brought to the Board for review and further consideration.
6. The President may convene advisory bodies for the purpose of providing him/her with input regarding any area of his/her responsibilities. The membership of such advisory bodies may include Faculty, Staff, students, members of the community and members of the Board (the latter sitting as volunteers outside of their Board responsibilities).
7. In the course of performing his/her duties the President may seek professional advice as and where reasonably necessary.

Delegation to the President

Policy Type: Board/President Relationship

Policy Number: BPR1

Review:

1. Internal Report:
The President shall advise the Board when he/she creates an advisory body together with the nature of its purpose and of its membership. The President shall keep the Board informed at appropriate intervals (no less than annually) of the input provided by each advisory body.

2. Direct Review:
Through the President's performance evaluation, as detailed under BPR2.

Job Description of the President
Policy Type: Board/President Relationship
Policy Number: BPR2

The Board shall be responsible for drafting the job description¹ of the President and for updating and revising the job description periodically.

As the Board's single official link to the operating organization of Renison, the President shall be accountable for all of Renison's organizational performance and shall exercise all authority delegated to the organization by the Board. The President's performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the degree of fulfilment of the President's responsibilities is evaluated by considering the following:

1. Accomplishment of the Goals Policy and of any specific priorities identified, including goals contained within the Strategic Plan.
2. Operation of Renison with vision and within the boundaries of prudence and ethical behaviour, as established in the Board's Executive Directions Policies.
3. The President's Job Description¹ and employment contract.

The President's performance shall be reviewed annually.

Review:

Reviewing the fulfilment of the President's responsibilities (1, 2 and 3 above) will occur through the review activities undertaken in relation to the Board - President Relationship Policies and the Executive Direction Policies, i.e.: Internal Reports, Direct Reviews² and External Reviews.

General Procedure for Conducting the President's Performance Evaluation:

The Board will convene an Ad-Hoc President Appraisal Committee comprising the Chair and two non-employee members of the Board. In order to ensure continuity in the committee's membership, one member in rotation will be replaced each year. The committee will prepare the performance evaluation of the President and present it to the Board for consideration.

The annual evaluation of the President's performance shall be conducted as soon as practical following the President's anniversary date.

The evaluation process shall involve gathering input from (1) the President in the form of a self-evaluation, (2) from senior administrative and academic staff, (3) from the Board and, at the committee's discretion, (4) from additional sources. The process will normally be more extensive in the first and third years of the President's contract than in the second and fourth years.

¹ Job Description for the President, as updated from time to time, is attached in Appendix B.

² The annual performance evaluation of the President is an example of Direct Review - for general procedure regarding the conduct of the performance evaluation see above.

Job Description of the President

Policy Type: Board/President Relationship

Policy Number: BPR2

The evaluation will provide an overall assessment of performance in relation to the criteria established in the Board – President Relationship Policies, the Executive Direction Policies and in the President’s employment contract. The evaluation will include a recommendation regarding remuneration.

The draft evaluation shall be shared with the President for discussion and may be adjusted as a result of the discussion prior to presentation to the Board (in camera).

Executive Direction Policies

General Scope of Executive Direction Policies

Policy Type: Executive Direction

Policy Number: ED1

The autonomy of the President, in implementing the Goals Policy, is restricted in certain areas as defined by the Executive Direction Policies. Where decisions need to be made in the areas defined by the Executive Direction Policies, but which exceed the limits imposed by these policies, those decisions fall within the jurisdiction of the Board and must be brought before it for action.

The President must act in compliance with:

1. Federal and Provincial legislation and regulations
2. Municipal by-laws
3. Agreements between the University of Waterloo and Renison
4. The Letters Patent, By-laws, Mission, Statement of Shared Commitments and Strategic Plan of Renison
5. The spirit and intent of the Goals Policy (G1)
6. Other Policies of Renison.

Review:

1. Internal Report:
As required by the Board or on recommendation of the President.
2. Direct Review:
Annual evaluation of the President.
As otherwise deemed necessary by the Board.

Operating Policy

Policy Type: Executive Direction

Policy Number: ED2

The President shall conduct the operations of Renison in compliance with the requirements identified in Policy ED1 (above), General Scope of the Executive Direction Policies.

The President shall not institute significant changes that affect the Vision, Mission, Strategic Plan, programs or financial resources of Renison without the prior approval of the Board.

A cooperative and collaborative approach to planning and operation is promoted within Renison, with the University of Waterloo, with other institutions of higher education and with local, provincial, national and international organizations in fulfillment of the Strategic Plan.

Review:

1. Internal Report:
All internal reports by the President to the Board regarding compliance with Governance Policies.
2. Direct Review:
As deemed necessary.
3. External Review:
E.g. Academic Reviews, Accreditation processes.

Planning

Policy Type: Executive Direction

Policy Number: ED3

Renison intends to operate in a proactive manner. Accordingly, the President shall ensure that:

1. A current Strategic Plan is in place at all times and is reviewed and updated, in collaboration with the Board, no less frequently than every five years.
2. All academic, administrative and support programs have current operational plans which realize the directions of the Strategic Plan.
3. Opportunities are taken (whenever it is reasonable and within a sound financial plan) for Renison to advance achievement of the Goals and Strategic Plan.
4. He/she is knowledgeable about the academic review and/or accreditation process requirements that may apply to each of the programs of Renison, is proactive in preparing for such reviews and is cooperative with their requirements.
5. A cooperative and collaborative approach to planning and operating is promoted within Renison, with the University of Waterloo, with other institutions of higher education and with local, provincial, national and international organizations in fulfillment of the Strategic Plan.
6. Planning recommendations are brought before the Board in a timely manner.

Review:

1. Internal Report:
Re 1, 2, 3, 5 and 6: Annual report to the Board
Re 4: Through the President's regular report to the Board
2. Direct Review:
As deemed necessary.

Financial Planning

Policy Type: Executive Direction

Policy Number: ED4

The financial plan (Budget) is a critical instrument for implementing the Goals Policy and Strategic Plan. The function of financial planning (budgeting) is to apply available financial resources as advantageously as possible to the accomplishment of the objectives and priorities described in the Goals Policy and in other policies of the Board (e.g. Strategic Plan). Budgeting shall reflect a reasonable balancing between the resources likely to be available and the levels of expenditure necessary to meet such Goals, objectives and priorities. There shall be an approved Budget for operating and capital expenditures for the current fiscal year in place at all times.

Accordingly, the President shall not, without the approval of the Board, cause or allow financial planning which:

1. Places the organization in financial jeopardy.
2. Would result in a deficit in the Budget.
3. Fails to reflect all expenditures and revenues which can reasonably be anticipated within the fiscal year.

The Budget is to be submitted in timely fashion to the Board to allow for review, comment and approval before the commencement of the fiscal year to which it applies.

In the event that circumstances change significantly during the fiscal year and those changes impact the Budget negatively or positively, the President shall report the circumstances and their impact to the Board and recommend any adjustments to the Budget necessary in order to remain within the intent of the Financial Planning Policy.

Review:

1. Internal Report:
E.g. the Budget document for the coming fiscal year which shall be submitted annually to the Board for review and approval.
2. Direct Review:
E.g. of the budgeting process in order to ensure compliance with this policy. The Board will monitor the process to determine whether such a review is necessary.

If a direct review is to be carried out, it will be conducted in conjunction with preparation of the Budget.

Financial Management

Policy Type: Executive Direction

Policy Number: ED5

With respect to management of Renison's financial health, the President shall ensure that the Budget is adhered to and that operational and capital expenditures fall within the approved Budget.

Accordingly, the President **shall not**, without the approval of the Board:

1. Expend more funds in the fiscal year to date than have been received, or are provided for in an authorized line of credit, unless the Board so approves;
2. Use any unallocated donated funds without Board approval;
3. Allow available funds to drop below the amount needed to settle payroll, and accounts payable in a timely manner;
4. Make any un-Budgeted purchase or commit Renison to any un-Budgeted expenditure of an amount greater than \$100,000 dollars in any given fiscal year without Board approval, unless urgent circumstances demand otherwise (in which case, the expenditure shall be reported to the Board at the first opportunity);

The Board shall be informed at the next Board meeting of all un-Budgeted expenditures of \$20,000 or more per item.

5. Acquire goods and services without observing the Quotations and Tenders Policy contained in Appendix E.
6. Receive, process, or disperse funds under controls insufficient to meet the Board appointed Auditors' standards;
7. Allow operating capital to be held in non-interest bearing accounts except where necessary to facilitate operational transactions. Funds must be held in low-risk investments which include:
 - Interest-earning account with Renison's bank provider
 - Investment Savings Account guaranteed under the Canada Deposit Insurance Corporation (CDIC). (N.B. This is only applicable for investments up to \$100,000)
 - Certificates of Deposit and Guaranteed Investment Certificates with a Schedule 1 chartered bank
 - Treasury Bills and bonds issued by a province or Canada
 - Bankers' acceptances issued by a Schedule 1 chartered bank

Each option should be considered in terms of providing the greatest return on investment.

8. Increase an authorized line of credit or incur loans outside of an authorized line of credit without approval of the Board.

Financial Management

Policy Type: Executive Direction

Policy Number: ED5

9. Apply surplus funds to purposes other than accumulating capital reserves until the maximum balances approved in the Budget for the capital reserve funds have been reached.

Review:

1. Internal Report:

For each meeting of the Finance and Audit Committee and for those quarterly meetings of the Board designated for financial reporting:

- a) (In the information package for individual Committee and Board members to review) financial statements and explanatory notes on significant variances between expenditures and Budget shall be provided regarding all Budget items. Details of cashflow position and investments shall also be provided.
- b) From the end of the second quarter of the fiscal year onwards, the report shall include a forecast of year-end financial position, together with a recommendation of actions to be taken or required to respond to financial pressures.
- c) Prior to the Finance and Audit Committee and Board meetings, the Treasurer or his/her delegate shall review the financial statements with the President and Chief Financial Officer and shall report to the Committee and/or Board on this review where the Treasurer believes it is necessary.
- d) Confirmation shall be provided that all statutory trust remittances have been made on a timely basis.

2. External Report:

Annual Auditors' reports and statements.

Communications and Counsel to the Board

Policy Type: Executive Direction

Policy Number: ED6

The Board requires complete, accurate, timely and documented information and counsel from the President. Without limiting the generality of the foregoing, the President must therefore ensure that:

1. Required written reports and information reflecting on the operations of Renison and compliance with Governance Policies are submitted in a timely, accurate, and understandable fashion; (required written reports include recommendations for tenure, promotion and sabbaticals together with background information defining the criteria for approval of the recommendation and demonstrating that the criteria have been met)
2. The Board is provided with written reports and information from the broader environment which could bear significant implications for Renison;
3. The Board is informed in writing of: relevant trends in the demand for Renison's programs and of plans relating to those; serious occurrences relating to programs, Faculty, Staff or students; adverse media coverage, anticipated or actual; other material external and internal changes and events, including human resources matters;
4. As many perspectives, points of view, issues and options as may be reasonably required are considered in order to enable the Board to make fully informed decisions;
5. Actual or anticipated noncompliance with any policy of the Board is reported to the Board in writing;
6. Any policy or policies appearing to require review and/or revision is/are brought to the attention of the Board.

Review:

1. Internal Report:
Through the President's monthly report to the Board.
2. Direct Review:
Annual evaluation of the President's performance or as deemed necessary.

Public Relations

Policy Type: Executive Direction

Policy Number: ED7

The President plays a crucial leadership role in public relations on behalf of Renison. Where appropriate, on a case by case basis, the President may delegate the role of spokesperson or representative to a qualified Faculty or Staff member or member of the Board, ensuring that Renison is properly represented by an informed, articulate and professional person.

N.B. This policy allows for the development of advocacy plans and public relations plans as needed.

Review:

1. Internal Report:
Through the President's monthly report to the Board and through a minimum of one specific report annually.

2. Direct Review:
President's annual performance evaluation or as deemed necessary.

Compensation and Benefits

Policy Type: Executive Direction

Policy Number: ED8

With respect to employment, compensation, and benefits the President shall safeguard both the quality of learning and the financial health of Renison (see Policy ED5 Financial Management).

Accordingly, the President shall ensure that:

1. Compensation and benefits for the President's position are not changed without the prior approval of the Board.
2. Permanent or guaranteed employment outside of the provisions for tenure is not promised or implied.
3. A comprehensive Human Resources policy, including compensation, is developed and maintained which:
 - a) Is compatible with the environment of the University of Waterloo.
 - b) Does not create greater obligations than can be afforded within a reasonable projection of future revenues.
4. Compensation is awarded in accordance with the Human Resources Policy.

Review:

1. Internal Report:
Annual report as part of the Budget development process.
2. Direct Review:
As required by the Board.

Employee, Volunteer and Student Treatment

Policy Type: Executive Direction

Policy Number: ED9

The President shall act in compliance with Renison's statements of Mission and Principles and with Human Resources Policies when dealing with Faculty, Staff, volunteers and students.

The President shall ensure compliance with legislation affecting the treatment of Faculty, Staff, volunteers and students, for example, but not limited to, the Ontario Human Rights Code, the Employment Standards Act, the Pay Equity Act, the Occupational Health and Safety Act, the Workplace Safety and Insurance Act and the Accessibility of Ontarians with Disabilities Act (AODA).

The President shall ensure to the best of his/her ability that the facilities of Renison are appropriate for its purposes, for example: classrooms can accommodate students without overcrowding; residence rooms and common areas are clean, comfortable and well-maintained; persons with disabilities can participate in all aspects of Renison's academic, residential and other programs to the greatest extent possible.

Review:

1. Internal Report:
Regular monthly President's reports to the Board (general)
Specific report (annual or at the request of the Board).
2. Direct Review:
As deemed necessary.

Risk Management

Policy Type: Executive Direction

Policy Number: ED10

Renison, its buildings and physical assets, the Board, Faculty and Staff, Students, Volunteers and the visiting public are, from time to time, inevitably exposed to risks of a number of different kinds which originate from a variety of causes. Renison, through the President, shall take action to provide protection to the above from risks through prudent policies, practices, compliance with standards established by government, regulatory bodies and the Board, and through the provisions of insurance coverage, where practical.

For the purpose of this policy, actions required by the President to minimize and protect against risk are addressed under the following headings:

1. Physical assets
2. Finance
3. Legal liability
4. Human resources

The President must, therefore, ensure that:

1. Physical Assets:
 - a) Physical assets are insured to provide for replacement value and for temporary re-location in the event that Renison's buildings are rendered unusable.
 - b) Plant and equipment are safeguarded from improper wear and tear, and that adequate maintenance of these is scheduled.
 - c) There is a written Business Continuity Plan (Disaster Recovery) within Renison for the protection and replacement of buildings, equipment and records in the event of an accident.
 - d) Renison complies with environmental laws and regulations.
 - e) No less frequently than every five years, an audit of facilities is conducted and the results of the reports shared with the Board. A capital budget shall be prepared and updated to ensure that sufficient funds are available for the repair and maintenance of Renison's facilities.
 - f) Real property is not acquired, encumbered or disposed of without full consultation with and approval by the Board.

Risk Management

Policy Type: Executive Direction

Policy Number: ED10

2. Financial Assets:
 - a) There is adequate fidelity bonding covering the loss of money, securities, and other Renison property by Staff and Faculty.
 - b) Credit cards in the name of Renison are used for Renison business only.
 - c) Transactions involving Renison's financial resources are transparent and free from conflicts of interest.
 - d) Operating capital is invested in accounts, certificates or other investment instruments according to the policy established from time to time by the Board.
3. Legal Liability:
 - a) There is adequate General Liability insurance protection pertaining to all areas of risk (including liability) to which students, Staff, Faculty, volunteers, visitors and Board members may be exposed when engaged in the business of Renison.
 - b) The Directors and Officers of Renison and of its Board are protected by adequate Directors' and Officers' Liability insurance.
 - c) The Board is informed promptly of any liability or claims or potential liability or potential claims against Renison which have not been resolved through an internal appeals process.
4. Human Resources:
 - a) Renison has personnel who are suitable and qualified for the roles they are required to perform;
 - b) Staff, Faculty, volunteers and Board members are not unnecessarily exposed to situations which may involve a heightened risk of liability claims;
 - c) Legal requirements for screening individuals for working with vulnerable persons* are met.

Risk Management

Policy Type: Executive Direction

Policy Number: ED10

*Vulnerable persons are defined as those who, because of age, disability, or other circumstances, whether temporary or permanent are (a) in a position of dependence on others or (b) are otherwise at a greater risk than the general population of being harmed by a person in a position of authority or trust relative to them.

5. **General:**

Insurance coverage and plans for protection from risk are based upon professional advice, reviewed annually and adjusted accordingly.

Review:

1. **Internal Report:**
Annual report on compliance with this policy.
2. **Direct Review:**
As deemed necessary by the Board.
3. **External Review - (Re certain items) annual Auditor's Report;**
Facilities Audit (every 5 years).

Emergency Executive Succession

Policy Type: Executive Direction

Policy Number: ED11

In order to protect the Board and Renison from loss of the President's services, contingencies for two different sets of circumstances are required. In the event of:

1. Sudden loss or long-term absence (e.g. death, serious accident, illness or suspension necessitating a likely absence of more than 3 months)

In this case, the Board shall meet as soon as possible (within three weeks) and determine appropriate arrangements for management of the President's responsibilities. Until the Board meeting occurs, the Chair, or in his or her absence, the Vice-Chair, shall appoint a person or persons to act on behalf of the President. The person or persons so designated shall remain in close communication with the Chair and the Chancellor.

2. A short-term, temporary absence (e.g. vacation, conferences, sickness from which a return to work is expected within three months)

In this case, the responsibilities of the President shall be maintained by the (1) the Vice President Academic and Dean or (2) the Vice-President – Student Affairs and Community Education in combination or individually, depending upon availability.

The President shall ensure that the Vice President Academic and Dean and the Vice President – Student Affairs and Community Education Dean have sufficient knowledge of the operations of Renison (including procedures for emergencies) and of current business in order that either or both could assume the responsibilities of the President, when and if necessary.

Review:

1. Internal Report:
Where the President proposes any change in the above policy.
2. Direct Review:
Automatic review of the adequacy of the policy as part of the bi-annual review of the Governance Policies by the Board.

Gifts and Recognition

Policy Type: Executive Direction

Policy Number: ED12

To supplement its ability to implement its Vision and Mission, Renison shall, through the President, maintain a program of Development and Stewardship to seek and encourage donations and gifts.

Accordingly, the President shall ensure that:

1. The activities of Development and Stewardship are pro-active and seek to maximize opportunities for fundraising.
2. Funds and gifts accepted
 - a) are compatible with the Vision, Mission and Values of Renison
 - b) support and enhance the integrity and reputation of Renison
 - c) support the integrity of the academic enterprise and the traditional exercise of freedom and academic inquiry
 - d) are accompanied by meaningful recognition to their donors, according to an established policy, so that gifts may serve as examples for future generations of students, graduates and friends
 - e) are eligible donations under the rules of the Canada Revenue Agency and are receipted in accordance with the rules of the CRA.
3. Approval, in advance, is sought from the Board of Governors in respect of:
 - a) recognition proposed for a gift of \$100,000 or greater;
 - b) any proposed gift which could expose Renison to controversy or liability, or which could set a difficult precedent;
 - c) proposals for naming of facilities which are not related to recognition of a donor.
4. No unallocated donated funds are used without Board approval (cross ref ED5, para #2).

Review:

1. Internal Report: Through the President's Report to the Board no less frequently than twice per year.
2. Direct review: As deemed necessary.

Appendices

Appendix A – Committee Terms of Reference

Governance Committee

The purpose of the Governance Committee shall be to

1. Bi-annually review the By-laws and operation of the Board Governance Policies and make recommendations for amendments, as necessary, to the Board.
2. Ensure that the Board, as a key stakeholder, participates in and provides input into the drafting and revision of Strategic Plans.
3. Identify and nominate candidates for the Board to fill available vacancies and to establish that candidates meet the membership criteria established in the By-laws.
4. Ensure that new members of the Board are offered an orientation within two months of appointment.
5. Maintain an inventory of the skill resources, and representations of each Board member.
6. Ensure that the term of service for each Officer is tracked and that successors for the positions of Chair, Vice-Chair, Secretary and Treasurer are nominated in a timely manner.
7. Solicit and review nominations of suitable individuals to be recognized by the granting of an honour, and recommending such individuals to the Board of Governors.
8. Establish the Search Committee to seek a new Chancellor or President.

The Committee, at a minimum, shall comprise the following members: the Vice-Chair; the Secretary; three (3) other members of the Board and the President.

Finance, and Audit Committee

The purpose of the Finance and Audit Committee shall be to

1. Oversee policy in respect of the financial resources of Renison.
2. Review the Budget and recommend whether the Budget be accepted or not.
3. Maintain an overview of the financial condition of Renison, including funds raised by donations.
4. Maintain an overview of investments and investment strategies and to recommend changes to the latter.
5. Review the Auditor's Report and present its findings to the Board.

Appendix A – Committee Terms of Reference

6. Recommend to the Board the auditor to be appointed for the following year.

The Committee, at a minimum, shall comprise the following members: the Treasurer; three other members of the Board; the President and the Chief Financial Officer (non-voting).

Appendix B – Job Description of the President

General Overview Section:

Summary of the Function of President:

The President is the Chief Executive Officer of Renison.

The central function of the President is to play the chief leadership role in facilitating the implementation of the Goals Policy, as established by the Board of Governors, through actions and activities which assist and enable Renison to achieve the Goals.

In implementing the Goals Policy, the President is accountable to the Board for all aspects of the operations and performance of Renison. All authority necessary for the operation of Renison and for the maintenance of positive relationships with the academic and non-academic communities within Canada is delegated by the Board to the President within the parameters of the Board's Governance Policies, as amended and re-stated from time to time.

The Board may delegate additional authority by resolution to the President, in the case of powers outside of those conveyed through the Governance Policies.

The President delegates authority and accountability to Faculty and Staff, as appropriate, for the delivery of all academic and operational programs and services.

The President is the Vice-Chancellor and, in the absence or illness of the Chancellor, assumes the duties of the Chancellor.

The President will be expected to lead, inspire and develop the management team, faculty and staff, maintaining at all times an ethos of partnership and shared decision making.

Personal Attributes:

Characteristics which the Board of Governors expects the President of Renison University College to possess and demonstrate.

Quality: Exhibits consistently high standards in all aspects of work. Respects policies and procedures.

Job Knowledge: Possesses knowledge and skills to perform the requirements of the position competently.

Communication: Organizes and expresses ideas and information clearly.

Relationships and Interpersonal Skills: Sets a high value on establishing and maintaining positive, collaborative relationships with people in general and with other organizations. Approaches others in a non-threatening, pleasant manner and treats them with respect. Is sensitive to the needs, feelings and capabilities of others.

Conflict Resolution: Expresses alternative points of view in a non-threatening manner. Knows when it is appropriate to compromise and when it is important to take a stand.

Appendix B – Job Description of the President

Teamwork: Works on projects as part of a team, exchanging ideas and contributing skills that move the work of the team forward.

Ethics: Maintains high standards of personal and professional conduct. Promotes Renison’s Guiding Principles in day to day work.

Creativity and Initiative: Forward-looking and self-motivating in seeking creative solutions to challenges. Takes responsibility for self-development and learning.

Flexibility: Adopts flexible working methods to meet the changing needs of the College.

Positions Directly Supervised:

- Vice-President – Academic and Dean
- Vice-President – Student Affairs and Community Education
- Chief Financial Officer
- Director, Human Resources and Infrastructure
- Director of Facilities
- Chaplain
- Director, External Relations and Communications

Qualifications Required:

1. A Doctoral degree in a related field is required.
2. A minimum of 10 years of increasingly responsible experience in an academic environment, including 5 years of relevant experience in progressively more senior positions of leadership and management.
3. Demonstrable record of supporting student access, student success, applied teaching and learning, and research.
4. Proven commitment to high academic standards and exemplary program quality.
5. A record of supporting faculty and staff in their efforts to deliver a high quality learning experience for students.
6. Proven experience in fundraising, promotion and advocacy.
7. Highly developed interpersonal and human resource management skills with the ability to engage employees, promote collaboration, influence and problem solve for the purpose of achieving a positive work /learning environment.
8. Experience of working effectively with a Board of Governors or equivalent.
9. A record of effectively managing budgets of significant size
10. Knowledge and understanding of current issues and trends in post-secondary education.
11. Ability to work effectively with and support diverse student and Faculty/Staff populations and demonstrate superior cultural sensitivity and adaptability.
12. Will be expected to live within reasonable (e.g. one hour’s) travelling distance of the College for the working week and to be flexible over the commitment of working time (e.g. evenings and weekends).

Appendix B – Job Description of the President

Detailed Position Responsibilities Section:

- 1. Providing overall leadership to Renison in facilitating the implementation of the Goals Policy established by the Board of Governors.**
 - A. Academic Programs:**
 - A1. Ensuring the planning and delivery of a suitable range of academic programs (credit and non-credit), at undergraduate and graduate level, that support the accomplishment of Mission and Vision.
 - A2. Promoting an expectation of excellence in the quality of all academic programs.
 - A3. Maintaining regular evaluation of programs and ensuring that the results thereof are applied in ongoing planning and development; monitoring trends and needs in the university environment, and seeking appropriate opportunities for the development of Renison’s academic programs.
 - A4. Encouraging and supporting academic research within Renison.
 - A5. Promoting a spirit of cooperation and collaboration between Faculty and Staff of Renison and with faculty and staff of UW and colleges in the delivery of academic programs.
 - A6. Publicizing and promoting Renison’s academic and residential programs in order to ensure strong student registration.
 - B. Residences and Student Services:**
 - B1. Operating residences for students together with residential programs and services which provide supports for students and an enriched experience of collegiate life.
 - B2. Ensuring continuance of student governing bodies (e.g. Renisix, Renison Academic Student Council and sub-committees thereof such as the SDS and BSW Societies) which focus on maintaining academic excellence and a supportive environment. Encouraging students to participate in the governance of Renison by playing an active role in these and other governing bodies which include student representation (e.g. Academic council, Board of Governors).
 - C. Ministry Centre:**
 - C1. Through the offices of the Chaplain and the Renison Institute of Ministry, nurturing spirituality among students of all faiths in a diverse, respectful community; offering inter-faith programs and opportunities for dialogue; providing education and support to the laity of the Anglican church and of the wider ecumenical church community.

Appendix B – Job Description of the President

D. Planning and Management:

- D1. In conjunction with the Board and other key stakeholders, ensuring the periodic development and updating of Strategic Plans. During the currency of a Strategic Plan, ensuring that implementing the directions of the Plan remains a continuous priority with Faculty and Staff with management responsibilities.
- D2. Procuring sufficient resources to enable Renison to fulfil its mission by preparing an annual budget for the Board’s consideration which reflects the directions of the Goals and priorities of the Strategic Plan.
- D3. Chairing meetings of the Academic Council.
- D4. Ensuring that ongoing identification, discussion and resolution of academic, operational support and policy issues, present or anticipated, are encouraged in appropriate forums such as Academic Council, the President’s Management Group, President’s advisory groups and others.
- D5. Participating in and contributing to departmental management and planning initiatives, when invited.

E. Operational Supports:

- E1. Ensuring that operational support services are in place and operating effectively to provide the infrastructure necessary for the delivery of Renison’s academic, residential and student services. At a minimum, operational supports must include financial planning and financial management, human resource administration, Registrar’s office, facilities development and maintenance, information services, technical supports and training, development and alumni affairs.
- E2. Ensuring that operational policies and procedures are in place and up to date to guide the functioning of all academic, residential, student and operational support programs.
- E3. Ensuring that Renison maintains an organizational structure that facilitates accomplishment of the Goals Policy.

F. Faculty and Staff

- F1. Ensuring that Faculty and Staff are recruited who are qualified, suitable for the responsibilities they are required to fulfil and who demonstrate an affinity for the Goals of Renison.
- F2. Ensuring that, for all employees, compensation is established and administered according to Renison’s Human Resources policy and procedure.
- F3. Forwarding, with comment, recommendations from the Academic Review and Promotions Committee of the Academic Council for promotion, tenure and sabbatical leave to the Promotions, Tenure and Sabbatical Committee of the Board.

Appendix B – Job Description of the President

F4. Promoting a spirit of teamwork, collaboration and common purpose, including the appreciation and advancement of Renison’s unique culture, among all Faculty and Staff.

F5. Providing regular* individual consultation, support and supervision to all direct reports regarding the discharge of their responsibilities, the conduct of research (where applicable), their academic/professional development and growth, and any other relevant issues.
*such meetings should occur no less frequently than approximately monthly.

G. External Relations: the University of Waterloo and Affiliated Colleges, Other Anglican Colleges, the Anglican Church and community and the Government of Ontario.

G1. Acting as the chief representative of Renison in all matters involving its relationship with the University of Waterloo, the other Affiliated Colleges, the Anglican Church, the Government of Ontario and other organizations as required.

G2. Representing Renison on the Senate of the University of Waterloo and serving on University committees, as invited by the University.

G3. When nominated, chairing the Federation of University Affiliated Colleges (FUAC) and representing the Federation in discussions/negotiations with the University of Waterloo.

G4. Representing Renison at the Heads of Anglican Colleges meetings at the provincial and national levels and at meetings of the Colleges and Universities of the Anglican Community.

G5. Promoting an active awareness of Renison, its programs, needs and opportunities, with the Anglican Church, especially at the levels of the Diocese, the Deanery of Waterloo, parishes of the Deanery, and Anglican schools in Ontario.

H. International and Cross-cultural Relations

Developing the programs offered by Renison to have greater appeal to:

- a) New students from outside Canada
- b) Students registered at Renison or University of Waterloo who plan to study or work abroad.

Encouraging the development and maintenance of international exchange opportunities for teaching and learning, and support degree students in Renison programs or courses to have international experience.

Developing relationships with international universities or government agencies to explore opportunities for Renison partnerships. (i.e. SDS and Social Work, English Language).

Appendix B – Job Description of the President

I. Development and Alumni Affairs

- 1.1. Providing overall leadership: (1) to initiatives to develop and sustain a broad base of potential donors to Renison and, (2) to all fundraising efforts, e.g. capital campaigns, annual campaigns, planned giving.

J. General

- J.1 Performing other duties which may be assigned by the Board of Governors from time to time.

2. Accounting to the Board of Governors regarding all responsibilities delegated by the Board.

- 2.1 Reporting to the Board regarding Renison’s progress in accomplishment of the Goals Policy, organizational operations within the boundaries of prudence and ethics as established in the Executive Directions Policies, and other responsibilities defined in the position description. (Reporting follows the format and intervals identified in the Governance Policies, or as may be otherwise determined).
- 2.2 Providing complete, accurate and timely information and counsel to the Board to enable it to make informed decisions in all matters (documentation for Board and committee meetings is prepared and circulated in advance of meetings wherever possible).
- 2.3 Attending all meetings of the Board and its committees (unless specifically excluded), and arranging for the attendance of other Faculty and Staff as necessary,
- 2.4 Communicating and consulting regularly with the Chair in order to keep the Chair informed of important issues arising, to seek advice regarding action to be taken, including returning matters to the Board for consideration and direction.
- 2.5 Causing minutes of all Board and committee meetings to be made and retained. Ensuring that all documented reports, presentations and materials brought before the Board in connection with the agenda of each Board meeting are retained and are readily available to members of the Board.

Appendix C – Practices and Options for Review of Policy Compliance and Policy Effectiveness

Description of Review Practices and Options:

The Board's commitment to high standards of governance requires that the Board maintain oversight that the Governance Policies are effective and are being observed and implemented by the Board itself and by the President. The Board maintains its oversight of policy compliance through regular practices of review.

Three main practices of review regarding Governance Policy compliance are available to the Board. These are:

1. **Internal Report:** a report to the Board by the President regarding the status of implementation of and compliance with a specific Governance Policy or Policies.
2. **Direct Review:** a review conducted by the Board of the status of implementation of/ and compliance with any of the Governance Policies. A Direct Review may be the selected method for the regular review of a particular Governance Policy, (e.g. the annual performance evaluation of the President) or a Direct Review may be undertaken from time to time for a specific reason. A Direct Review is carried out by one or more Board members, as determined by the Board.
3. **External Review:** a review reflecting on the implementation of and compliance with one or more Governance Policies, undertaken by a third party and reported to the Board. Some external reviews occur as part of required business processes e.g. the annual Auditor's Report, periodic facilities audits, academic reviews and accreditation processes. Other external reviews may be commissioned by the Board where the Board decides that such a review is/are necessary or desirable.

N.B. Some policies, by nature, are not suited to an individual review that occurs on a scheduled date, e.g: GP2-7 Governance Process Policies (compliance with which is continuously before the Board at each meeting) or ED1 General Scope of Executive Direction Policies. Such policies are often of a general nature and are more effectively reviewed in conjunction with other specific policy reviews such as BPR2 Job Description of the President (annual performance evaluation) or with the annual review of G1 Goals Policy.

Those policies most suited to a scheduled review regarding operation and compliance are detailed in the schedule below.

Notwithstanding the review schedule, the Board has the discretion to review operation and compliance with any policy by any method at any time.

Appendix C – Policy Review Practices and Options

<u>Regular Board Meeting</u>	<u>Internal Report</u>	<u>Direct review</u>	<u>External Review</u>
January	ED3, ED10	GP1 -7	
March	ED4, ED8, ED5	G1, GP1 -7	
May	ED5, ED12	GP1-7	
June	ED7	GP1-7	
September	ED9, ED5	GP1-7	ED5, ED7 (elements of)
November	ED5, ED12	GP1 -7, BPR2	

Appendix D – Bourinot’s Rules at a Glance

To do this...	You say this...	May you interrupt the speaker?	Must you be seconded?	Is this debatable?	Is this amendable?	How is this decided?
Suspend any normal rules for a specific (typically urgent) reason (this may not suspend rules set out in the COSS constitution)	I move we suspend the rule... In order to...	No	Yes	Yes	Yes	Consensus
Object to incorrect procedures being used	Point of order (and explain)	Yes	No	No	No	Chair rules
Seek clarification from the previous speaker	Point of information (and explain)	Yes, if urgent	No	No	No	Chair rules
Object to something which prevents your continued participation (eg – excessive noise)	Point of privilege (and explain)	Yes, if urgent	No	No	No	Chair rules
Make a motion	I move that...	No	Yes	Yes	Depends, usually Yes	Depends, Usually majority
Withdraw a motion	I withdraw my motion (mover only, motion must be on the floor)	No	Original seconder must consent	No	No	Consensus

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Change a motion (this may be used to clarify a motion but not negate its intent)	I move that the motion be amended to read...	No	Yes	Yes	Yes	Majority (Or consent of both Mover of the original motion and the Seconder of the Original Motion)
Postpone consideration of a motion	I move that the motion be postponed until...	No	Yes	Yes	No	Majority
End debate on a motion without a vote (debate may continue later in the meeting)	I move that we proceed to the next order of business	No	Yes	No	No	Majority
End debate on a motion and proceed to a vote	I call the question	No	Yes	Yes	No	Majority
Postpone a motion until explicitly recalled	I move that the motion be tabled	No	Yes	Yes	No	Majority
Recall a tabled motion	I move that the motion be lifted from the table	No	Yes	No	No	Majority
Ask that individual votes be recorded in the minutes	I call for a roll call vote	No	No	No	No	Request granted, but only if 5 or more dissented from the original vote

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Move that a motion from a previous meeting be reconsidered or rescinded	I move that the motion dated ... that reads... be reconsidered/rescinded	No (advance notice of motion required)	Yes	Yes	No	2/3 majority
Overturn the ruling of the chair	I appeal the Chair's ruling on...	No	Yes	No	No	Majority
Adjourn a meeting (at any time, including in the middle of debate)	I move we adjourn	No	Yes	No	No	Majority
Consider an item/motion not on the agenda	Not permitted except during "other business" at which point standard speaking and motion rules apply	No	N/A	N/A	N/A	N/A
Consider something out of its scheduled order	I move that the agenda be amended in order to deal with item....	No	No	No	No	Majority

Appendix E – Policy on Quotations and Tenders

1. General

It is the policy of Renison to acquire needed goods and services in such a manner as to obtain maximum value for each dollar disbursed, subject to the terms and conditions set by grantors, and government agencies. Renison is committed to a fair and open competitive bid process that is ethical, efficient, transparent, and adheres to the Ontario Broader Public Sector (BPS) Supply Chain code of Ethics. This objective will be achieved by the use of informal, formal and sealed bids obtained by those individuals authorized to enter into contracts, agreements and purchase orders on behalf of Renison. Details of quotations obtained orally will be written up by the authorized individual who obtained the quotation. Such details and/ or copies of written quotations and/or tenders received will be attached to the original request, requisition or document.

2. Award of Purchase Orders

Business will be placed with those firms offering the best price and overall value consistent with specifications and required quality, delivery and service. All transactions valued at CAD \$5000 or greater will be formally executed by purchase order or written contract.

3. Responsibility

The application and interpretation of this policy is the responsibility of the Chief Financial Officer. The necessary controls and procedures to ensure that expenditures for goods and services are handled in a publicly accountable manner, according to principles of sound business practice, shall be established by the Chief Financial Officer and applied through the individuals charged with such authority as detailed in the By-laws (hereinafter referred to as the “signing officer”) and through those individuals authorized to research and obtain quotations and tenders for approval by a signing officer.

4. Requirements

The acquisition of goods/services that are charged to any operating, ancillary, trust, endowment, research or capital account is subject to the following requirements for quotations and tendering, providing the following is not in contravention of any terms and conditions made by grantors and government agencies:

- a) Acquisition of goods/services (other than consulting services) with an estimated total cost of less than \$5,000 CAD per transaction (not including taxes) requires a minimum of one oral or written quotation, providing the preparing individual or signing officer is familiar with the market and prices of the goods/services in question.

Appendix E – Quotations and Tenders

- b) Acquisition of goods/services (other than consulting services) with an estimated total cost of \$5,000 to \$9,999 CAD per transaction (not including taxes), or in the event that the preparing individual or signing officer is unfamiliar with the market or prices of the goods/services in question, requires a minimum of three oral or written quotations.
 - c) Acquisition of goods/services (other than consulting services) with an estimated total cost of \$10,000 to \$99,999 CAD per transaction (not including taxes) requires a minimum of three written quotations.
 - d) Acquisition of goods/services (other than consulting service) with an estimated total cost in excess of \$100,000(not including taxes) CAD requires a publicly advertised competitive bidding process.
5. Consulting Services – all Consulting Services require a competitive procurement process regardless of their dollar value as mandated by the Broader Public Sector Procurement Directive. For requirements between \$0 & \$100,000 before taxes, a minimum of 3 suppliers must be invited to bid. Requirements exceeding a value of \$100,000 must be publicly posted. “Consulting services” means the provision of expertise or strategic advice that is presented for consideration and decision-making. Notwithstanding the foregoing, services provided by licensed professionals, including medical doctors, dentists, nurses, pharmacists, veterinarians, engineers, land surveyors, architects, accountants, lawyers and notaries are typically excluded from these requirements for the reasons given in Section 5 a. Exceptions to Quotation/Tendering Requirements
- a) Where goods or consulting services regarding matters of a confidential or privileged nature are to be purchased and the disclosure of those matters through an open tendering process could reasonably be expected to compromise confidentiality, a different procedure may be followed. (Examples include, but are not limited to the following licensed professionals: medical doctors, dentists, nurses, pharmacists, veterinarians, engineers, land surveyors, architects, accountants, lawyers and notaries, banking services and regulated utilities). In such cases, Renison may choose to request proposals from one or more parties and select the best overall value to Renison.
 - b) Where Renison is involved in a co-operative venture to purchase goods/services with other universities, university colleges, or local or provincial organizations, such purchases are to be made according to procedures of the co-operative purchasing group, which may not be identical to, but are consistent with, the intent of this Policy on Quotations and Tenders.
 - c) Where goods/services are to be acquired *via* the University of Waterloo Systems Contracting method of procurement, quotations/tendering is not required providing the maximum limit per transaction is \$5,000 or less, all costs included.

Appendix E – Quotations and Tenders

- d) In the event that particular goods or services are available from only one or two suppliers, the requirements of this Quotation and Tenders Policy are waived. The authorized individual or signing officer will keep on file documentation in support of waivers made on this basis, and will also keep a complete record of the negotiations to secure the best value for Renison.

Procurement Code of Ethics

Goal: To ensure ethical, open and accountable business processes.

1. Personal Integrity and Professionalism

All individuals involved with procurement or related activities must act, and be seen to act, with integrity and professionalism. Honesty, care and due diligence must be integral to all procurement activities with suppliers and other stakeholders. Respect must be demonstrated for each other and for the environment. Confidential information must be safeguarded. All participants should not engage in any activity that may create, or appear to create, a conflict of interest, such as accepting gifts or favours, providing preferential treatment, or publicly endorsing suppliers or products.

2. Accountability and Transparency

Procurement activities must be open and accountable. In particular, contracting and purchasing activities must be fair, transparent and conducted with a view to obtaining the best value for public money. All participants must ensure that resources are used in a responsible, efficient and effective manner.

3. Compliance and Continuous Improvement

All individuals involved in purchasing activities must comply with this Code of Ethics and the laws of Canada and Ontario. All individuals should continuously work to improve procurement policies and procedures, to improve their supply chain knowledge and skill levels, and to share leading practices.

Appendix F: Operational Policies and Procedures of the Board

Policy and Procedure for the Revocation of a Renison Honour

Definitions:

Renison Honour – A Senior Fellowship, Honorary Senior Fellowship, Honorary Membership, or Distinguished Alumnus status that is bestowed by Renison University College upon an individual.

The Board of Governors (or The Board) – The Renison University College Board of Governors.

The Chancellor – The Chancellor of Renison University College.

The College – Renison University College.

The Committee – The Governance Committee of the Renison University College Board of Governors.

Policy

1. Revocation of a person's Renison Honour bestowed by the College shall be based on the recommendation of the Governance Committee made to the Board of Governors. The recommendation of the Governance Committee shall be based on evidence and guided by the principle of fairness and shall only be made after the committee has ascertained the relevant facts relating to the case under consideration.
2. The Committee shall consider the revocation of a person's Renison Honour if
 - a) the person has been convicted of a criminal offence; or
 - b) the conduct of the person
 - i. constitutes a significant departure from generally-recognized standards of public behaviour which is seen to undermine the credibility, integrity or relevance of Renison Honours, or detracts from the original grounds upon which the appointment was based; or
 - ii. has been subject to official sanction, such as a fine or a reprimand, by an adjudicating body, professional association or other organization.

Revocation of a Renison Honour is the sole sanction for a person who has received a Renison Honour.

Appendix F: Operational Policies and Procedures of the Board

Policy and Procedure for the Revocation of a Renison Honour

Stage 1

A request to consider the revocation of a Renison Honour may be made by any person in writing to the Chair of the Renison University College Board of Governors' Governance Committee. After review by the Committee, if the grounds for revocation are considered to be insufficient or spurious, the Chair of the committee, acting on behalf of the Governance Committee, having consulted the Chair of the Board of Governors, will send a reply to the person who made the request to that effect. The Chair of the Committee may initiate a request for consideration of revocation on his/her own accord.

Stage 2

If the Governance Committee determines that there may be reasonable grounds for revocation of a Renison Honour, the request is then subject to the remainder of the termination process. The belief of reasonable grounds for revocation and the decision to move forward with the revocation process shall be determined by a simple majority vote of the Committee.

Stage 3

Having consulted the Chair of the Board of Governors, the Chair of the Committee will send a written notice advising the person, on the basis of the allegations of fact set out in the notice that revocation of his or her Renison Honour is under consideration. The notice will advise the person that, within the time prescribed in the notice, he or she may

- a) voluntarily relinquish any honours and titles granted to them by Renison University College (see stage 4); or
- b) make representations respecting the matter under consideration or any allegation of fact set out in the notice.

The notice will also indicate that the revocation process will continue, even if the person omits to reply within the prescribed time.

Stage 4

If the person chooses to voluntarily relinquish a Renison Honour, the person will notify the Chair of the Committee in writing of that fact within the time prescribed in the notice. After the acceptance of the person's relinquishment by the Board of Governors, the person's name will be struck from any list of honourees held by the College and the person would be requested to return the insignia of said Renison Honour to the Board of Governors.

Stage 5

If the person elects to make representations respecting the matter under consideration or any allegation of fact set out in the notice, the person or his or her representative may, within the time prescribed in the notice or as otherwise authorized by the Board of Governors, make representations in writing or as the Board of Governors may authorize.

Appendix F: Operational Policies and Procedures of the Board

Policy and Procedure for the Revocation of a Renison Honour

Stage 6

If, within the time prescribed in the notice or authorized by the Board of Governors, the person fails to reply to the notice, the Chair of the Committee will request the Board of Governors to review the case in accordance with the procedures provided for in stage 7 at the next possible meeting.

Stage 7

If the person has made representations, the Chair of the Governance Committee will send all relevant documentation to the Board of Governors for its consideration, as well as a report that contains the findings of the Committee's investigation and a recommendation with respect to whether or not to revoke the person's Renison Honour.

Stage 8

On receiving the report referred to in stage 7, the Board of Governors shall accordingly vote as to whether or not the individual in question shall retain their Renison Honour. The vote shall be decided by a simple majority. In accordance with the will expressed by the Board of Governors, the Chancellor will:

- a) request the Chair of the Board of Governors to either advise the person in question that he or she retains his or her Renison Honour in good standing; or
- b) revoke the person's Renison Honour and request that the Chair of the Board of Governors advise the person in question of said action. The Chair of the Board shall also request that the person return any Renison Honours to the Board of Governors.

Stage 9

Notice of the termination of the person's Renison Honour shall be recorded in the minutes of the next possible Board of Governors meeting.

Appendix F: Operational Policies and Procedures of the Board

Teaching Excellence Award

Eligibility

1. The nominee has not received the award within the last five years.

Criteria

1. Record of excellent teaching at Renison University College over an extended period, usually at least three years.
2. Evidence of intellectual vigour and communication skills in the interpretation and presentation of subject matter, along with evidence of educational impact beyond the classroom.
3. The instructor's concern for and sensitivity to the needs of students.
4. A favourable and lasting influence on students, and, where relevant, on colleagues.

Application Procedure

1. A form with basic information.
2. Summative letter from nominee's Chair/Director (or Vice-President – Academic and Dean when the Chair/Director is the nominee), which includes
 - A listing of the courses taught by the candidate over the past three years, information on course enrolments, and the length of time the nominee has been at Renison.
 - Confirmation of appropriate course evaluations.
3. Five or more nomination letters; of these, at least three should be from present or former students.
 - a. Questions posed to nominators
 - How did you become familiar with the nominee's teaching? Was s/he your instructor? For what course? When?
 - What makes the nominee's teaching exceptional?
 - Please describe the nominee's impact on student learning. Use specific examples to illustrate your observation whenever possible.
 - b. The following is a list of other items that are often included in successful nominations.
 - The nominee's teaching approaches, special strengths, and impact on student learning and development
 - Samples of excellent or innovative teaching materials, such as course handouts, project descriptions, assignments.
 - Descriptions of teaching innovations, if possible with evidence of their success in promoting better student learning.
 - Evidence of major contribution to curriculum development.
 - Evidence of success of former students that can be traced back to the influence of the candidate (e.g. student projects or theses submitted for publication, prizes and honours awarded to students, examples of excellent student work).
 - Letters from colleagues providing they have direct knowledge of the candidate's

Appendix F: Operational Policies and Procedures of the Board

Teaching Excellence Award

- teaching abilities and achievements.
- Honours and awards for teaching, for example from student societies or professional organizations.
- Evidence of work with colleagues to promote better teaching (e.g. presenting seminars on teaching, acting as a mentor to new faculty, organizing workshops for teaching assistants).

Selection

The Selection Committee operates as a sub-committee of the Governance Committee, and consists of two undergraduate students (one representing RASC and one representing BSW students), two members of the Regular Faculty (at least one from the Teaching Committee), two members of the Governance Committee with academic backgrounds¹ who are not employed by Renison, and the Vice-President – Academic and Dean as chair.

¹If there are not two members of the Governance Committee with academic backgrounds, then alternative members of the Board of Governors who do have such backgrounds will be asked to serve on the Selection Committee.

Appendix F: Operational Policies and Procedures of the Board

Nominations to the Board of Governors and Nomination of Officers of the Board of Governors:

1. Nominations to the Board of Governors:

- (i) *Applicability:* This policy and procedure applies largely to the Elected positions on the Board. However, it also contains some references to the Ex-Officio positions.
- (ii) *Criteria for Board membership:*
 - (a) Section 4.1 of the By-Laws requires that a Board member shall be at least 18 years of age in order to be able to sit on the Board.
 - (b) Every candidate for the Board needs to be able to demonstrate a general commitment to act first and foremost in the best interests of Renison as a whole community.
 - (c) The candidate brings experience, skills or knowledge that would be valuable to the Board (preferably not duplicating experience, skills or knowledge reflected in the Ex-Officio members), e.g. financial management (public sector), human service delivery, community development, labour relations, organizational administration and governance, language and communications etc.
- (iii) *Diversity:* As it seeks new candidates for the Board, the Governance Committee will endeavour to find candidates who reflect the diversity of the community of Waterloo Region.
- (iv) *Process for identifying vacancies upcoming on the Board of Governors:*
 - (a) Approximately six months before the Annual General Meeting, the Governance Committee will identify those Board Members (both Ex-Officio and Elected) whose terms will end on December 31st of the present year. The Committee will enquire of each such member who is eligible to serve another term whether or not they would wish to be considered for a further term.
 - (b) The Governance Committee will enquire of all Board members whose terms are not due to end on December 31st of the current year, whether any member intends to resign from the Board during the current year.
- (v) *Policy regarding the filling of vacancies in elected positions on the Board:*

It is the policy of the Board that a slate of candidates to fill available elected member vacancies be brought before the Membership for election and be voted on as a whole. It is the policy of the Board to seek to avoid a competitive election and to preserve the willingness of nominees who cannot be accommodated in one year for consideration again in the following year.

As soon as a slate of candidates for election to the Board acceptable to the Board or Chair of the Board (see paragraph e (7) below) has been assembled, nominations for the upcoming year will be deemed to be closed and no further nominations will be considered prior to the election.
- (vi) *Process for identifying nominees for vacancies on the Board:*
 - (a) In the case of Ex-Officio members, the Governance Committee will cause the person or body appointing the member to be informed that the member's current term is expiring

and that the member needs to be considered by the person or body for a further term (if eligible) or be replaced with a new member.

- (b) With respect to current Elected members who are eligible for a further term, the Governance Committee will consider whether the performance of the member has been such that it would be in the best interests of the Board to offer the member a further term. If so, the member will be asked if they would be willing to accept a further term. (Unless insufficient time remains under the total limitations for membership described in Section 5.3 of the By-Laws, a renewal term will normally be for three years).
- (c) Once renewals of current Elected members have been dealt with, the Governance Committee will know the total number of new nominees that it needs to seek.
- (d) The Governance Committee will determine whether specific skill sets or experience will be required in any of the positions to be filled in order to maintain the overall skill range of the Board (e.g. an individual with financial expertise).
- (e) Once the Committee has determined whether the vacant positions require specific or general skills, it will begin to seek nominees according to the following procedure:
 - (1) The committee will review nominees from the previous year who were not proposed for election due to lack of vacant seats, and consider whether any/all would have the skills and experience fit required for any of the upcoming vacancies. If any/all of them appears to have the skills and experience required, they will be contacted and asked if they would be interested in being proposed for election to the Board for the upcoming year.
 - (2) Once it is known how many of the nominees contacted from (1) above wish to be proposed for election, the committee will know whether or not further nominees need to be identified in order to fill all anticipated vacancies for the upcoming Board.
 - (3) If further nominees are required, the committee will cause a notice to be posted on the Renison website describing the skills/experience required for each of the available seats on the Board and invite nominations from any person to be filed with the committee for consideration, together with details of documentation required (e.g. curriculum vitae or summary thereof), and giving the final date for nominations to be submitted. (The final date will be approximately one month before the September meeting of the Board of Governors).
 - (4) The committee will also seek to identify potential nominees from the knowledge of the committee members.
 - (5) Once the final date for nominations from (3) above has passed, the committee will meet and consider the suitability of nominees in relation to the skill and experience requirements that have been identified and each nominee's commitment to and ability to act impartially in the best interests of Renison as a whole.
 - (6) Based on the considerations of (5) above, the committee will rank the nominees in order of preference for each of the seats available. The committee will assign members to contact nominees for each of the seats available, one at a time, in order of preference, and to interview them with regard to their interest in and availability to be put forward as a candidate for election to the Board. If a first preference

nominee accepts to be proposed as a candidate, no further nominees will be contacted for that seat. If a first preference nominee declines to be proposed as a candidate, the second preference nominee will be contacted and so on until acceptances have been received in respect of all seats available.

- (7) The committee will present a brief review of the potential candidates for election to the Board at its September meeting and enquire whether the slate is acceptable to the Board. If any nominee is deemed unacceptable by the Board to proceed as a candidate for election, the committee will notify the nominee and will approach the next preference nominee for the seat in question. The names and details of any nominee(s) proposed as a candidate for election after the September Board meeting has taken place will be presented to the Chair of the Board regarding acceptability.
- (8) Once the slate of candidates for election has received the approval of the Board/Chair of the Board, the committee will contact any remaining nominees, approved by the committee at (5) above, and inform them that there are not enough vacancies on the Board for them to be considered this year and to enquire if they would be interested in leaving their names on file for consideration again by the committee in the following year.
- (9) The slate of candidates approved by the Board/Chair of the Board will then be presented to the Membership at the Annual General Meeting for a vote.

(vii) Process for filling vacancies on the Board arising during the year:

In the circumstances of a Board member leaving the Board at a time other than at the end of a Board year (December 31st), the Governance Committee will proceed as follows to re-fill the vacancy:

If the position vacated is an ex-officio position, the Governance Committee will cause the person or body appointing the member leaving the Board to be informed of the member's leaving and to be requested to provide the Board with a new appointee as soon as possible.

If the position vacated is an elected position, the committee will seek a nominee firstly from among any nominees waiting from the last nominating process for an available seat. If there are no nominees waiting, or none can meet the requirements of the vacated position, the committee will seek to identify potential nominees from the knowledge of the committee members.

Upon identifying a suitable candidate for election to the Board, the committee will notify the Chair who will arrange for the Board as a whole to vote on admitting the candidate for the balance of the current Board year at an upcoming Board meeting.

In the case of an elected Board member leaving the Board at a point when the Governance Committee has embarked or is about to embark on the annual nominations process, the vacancy may be included in the annual process, unless the Board expresses is urgency to fill the vacancy as soon as possible.

2. Nomination of Officers of the Board of Governors:

1. Chair of the Board:

The Chair of the Board is appointed by the Membership at the Annual General Meeting every two years for a two year term. The Governance Committee is responsible for bringing a nomination for the position before the Membership for decision. The nomination is normally fairly automatic as the current Vice-Chair moves forward to stand as Chair for the upcoming two years.

In the event that the Vice-Chair does not wish to stand for appointment to the Chair's position, the Governance Committee will seek an alternative nominee from among those Board members eligible to stand for an officer position (By-Law 6.3(b)). The committee will seek a candidate who has served on the Board long enough to have gained a good understanding of the current environment and future challenges of Renison and who has demonstrated a collaborative style of leadership and a substantial engagement with and commitment to Renison and its future.

Although it is the preference of most Chairs to serve one two-year term only, the By-Laws (Section 6.3(b)) permit the Chair to stand for a second two-year term. The Governance Committee might consider this option if the Vice-Chair is unwilling to stand as the next Chair, the performance of the current Chair has been exceptional, and the Chair would be willing to undertake a second term.

2. Vice-Chair of the Board:

The position of Vice-Chair is appointed by the Board of Governors, usually in the month of November, prior to the beginning of the new Board year. The term of the Vice-Chair is for two years and may be renewed for one additional term of two years. The Governance Committee is responsible for bringing a nomination for the position before the Board of Governors for decision.

The committee determines a nomination by reviewing those current Board members eligible for officer positions (By-Law 6.3(b)) who have demonstrated a collaborative style of leadership and a substantial engagement with and commitment to Renison and its future. From those candidates identified, the committee will establish an order of preference and will assign a member to approach the most preferred candidate first to discuss the requirements of the Vice-Chair position and the interest of the individual in the position. If at all possible, the candidate should be prepared to move forward to stand as Chair of the Board following serving as Vice-Chair.

If the first candidate is unwilling to stand, the committee will proceed to the second preference candidate and so on until a willing candidate has been secured. This candidate will then be proposed to the Board.

3. Treasurer of the Board:

The position of Treasurer is appointed by the Board of Governors, usually in the month of November, prior to the beginning of the new Board year. The term of the Treasurer is for two years and may be renewed for one additional term of two years. The Governance Committee is responsible for bringing a nomination for the position before the Board of Governors for decision.

The committee determines a nomination by reviewing those current Board members eligible for officer positions (By-Law 6.3(b)) who have a background in financial management and who have demonstrated a substantial engagement with and commitment to Renison and its future. From those candidates identified, the committee will establish an order of preference and will assign a member to approach the most preferred candidate first to discuss the requirements of the Treasurer position and the interest of the individual in the position.

If the first candidate is unwilling to stand, the committee will proceed to the second preference candidate and so on until a willing candidate has been secured. This candidate will then be proposed to the Board.

4. Secretary of the Board:

The position of Secretary is appointed by the Board of Governors, usually in the month of November, prior to the beginning of the new Board year. The term of the Secretary is for two years and may be renewed for one additional term of two years. The Governance Committee is responsible for bringing a nomination for the position before the Board of Governors for decision.

The committee determines a nomination by reviewing those current Board members eligible for officer positions (By-Law 6.3(b)) who have demonstrated a substantial engagement with and commitment to Renison and its future. From those candidates identified, the committee will establish an order of preference and will assign a member to approach the most preferred candidate first to discuss the requirements of the Secretary position and the interest of the individual in the position.

If the first candidate is unwilling to stand, the committee will proceed to the second preference candidate and so on until a willing candidate has been secured. This candidate will then be proposed to the Board.