

<b>Seneca College Policy</b>	<b>No. of pages:</b> 4	<b>Policy no.</b>
	<b>Originator:</b> Board Secretariat	
	<b>Approved by:</b> Board of Governors <b>Date:</b> January 23, 2014	
<b>Title:</b> Appointments and Reappointments Policy	<b>Effective date:</b> September 1, 2014	<b>Replaces:</b> July 2007

**POLICY STATEMENT**

Seneca College is a Crown corporation accountable through the Minister of Training, Colleges and Universities of Ontario. The Board of Governors is responsible for setting the vision, strategy and overall outcomes of the College. Responsibility for operations and management of the College is delegated to the President.

On behalf of the Board of Governors, the Executive Committee oversees the Appointments and Reappointments Policy.

**1. The Executive Committee**

- 1.1 The Executive Committee is responsible for ensuring that the process of appointment and reappointment of members of the Seneca College Board of Governors is carried out according to Board policy.
- 1.2 The Committee reviews the appointment and reappointment processes and procedures on an annual basis. It works with the Board Secretariat in the development of the required documentation for the College Employer Council’s Appointment/ Reappointment Protocol, and brings to the Board for approval the Protocol and annual revisions. Through the Appointment/ Reappointment process the Executive Committee identifies and recommends to the Board candidates for appointment and reappointment.
- 1.3 Five (5) Governors of the Board will be appointed by the Lieutenant Governor in Council; and eleven (11) will be appointed by the Board of Governors.

**2. New Appointments**

- 2.1 The Executive Committee shall, with the assistance of the Board Secretariat, prepare a profile of the specific professional and/or community experience and experience required in new Governors to meet the needs of the Board of Governors as Board vacancies occur. A skills matrix will be used to ensure a diverse Board that is representative of the broad Seneca community and consistent with the governance

- needs of the College. Candidates should have senior management/organizational and/or governance experience.
- 2.2 A roster of potential candidates will be built for board membership on an ongoing basis. Based on its needs, the Board will proactively seek out qualified candidates by contacting appropriate groups, individuals and institutions including College Program Advisory Committees, Alumni, Governor recommendations, boards of trade, chambers of commerce, municipal governments, related educational institutions and other such organizations locally, regionally, nationally and internationally as may play a role or have an interest in the ongoing success of the College.
  - 2.3 Information shall be given to prospective Governors in advance including:
    - An overview of the College, its strategic plan and programs
    - The role of the Board in the governance of the College
  - 2.4 The Committee will meet with individual prospective candidate(s) whose skills and experience match those identified in the profile of Board needs. Candidates will declare any real or perceived conflicts of interest associated with their candidacy in accordance with the Minister's Binding Policy Directive – Conflict of Interest.
  - 2.5 The Executive Committee shall evaluate the selected candidate(s) and provide a recommendation to the Board for the final approval of any candidate. Any additional records shall be kept confidential in the Office of the Secretary to the Board.
  - 2.6 After approval by the Board, candidates recommended for appointment by the Lieutenant Governor in Council (LGIC) will be forwarded to the Public Appointments Secretariat at the Ministry of Training, Colleges and Universities (MTCU).
  - 2.7 Each candidate interviewed by the Executive Committee shall receive written communication from the Board indicating the Board's decision.

### **3. Reappointments**

- 3.1 The Executive Committee, with the assistance of the Board Secretariat, identifies member(s) whose term is up for reappointment.
- 3.2 Prior to the expiry of a Governor's first term, the Board Chair will ask if he/she wishes to be reappointed for an additional three-year term. Where the Board Chair's term is also to expire, the Executive will assign this duty to a Vice-Chair whose term has one year or more before expiry.
- 3.3 The Board evaluation survey may be used as a background for the evaluation of candidates for reappointment.
- 3.4 The attendance record (including Board and Committee meetings) of any Board member seeking reappointment shall form part of the review process.
- 3.5 The Executive Committee shall evaluate the request for reappointment and provide a recommendation to the Board for the final approval of the reappointment.
- 3.6 Governors recommended to a second three-year term and considered for appointment by the Lieutenant Governor in Council (LGIC) for that term will be forwarded to the Public Appointments Secretariat at the Ministry of Training, Colleges and Universities (MTCU).

# Seneca

## BOARD OF GOVERNORS

### RECRUITMENT PROFILE

Seneca is building a different kind of school with a different kind of graduate, and we are changing the way people think about colleges.

The College is overseen by a Board of Governors comprised of external members from the community at large and internal members elected from within the college. External members are appointed for a three-year term and are eligible for reappointment to a second three-year term. A member may serve a maximum of six consecutive years.

Governors volunteer their time and play a vital role in not only shaping its vision, mission and strategic direction but also ensuring Seneca College's public accountability.

The following profile reflects the ideal attributes of a member of Seneca's Board of Governors.

#### GENERAL COMPETENCIES

**Commitment:** Demonstrates an understanding and commitment to act in accordance with the rules and regulations that govern the Board of Governors. In addition, the Governor demonstrates dedication, a belief and commitment to serve the organization and to work with others.

**Visionary and Strategic:** Demonstrates the capacity and ability to work with the Board of Governors and the President in creating/affirming a shared vision and the strategy to achieve the desired outcomes. Is able to link the long-range vision with the broader educational/training needs of employers and the province. Demonstrates an ability to understand how specific social and economic factors affect education trends and changes and the potential impact on Seneca College.

**Ethical and Values Based:** Demonstrates and models a commitment to high standards of performance and duty of care. All behaviours and actions reflect a commitment to integrity, honesty, confidentiality and ethical practice and good governance. Demonstrates a commitment to the vision, mission and values of the organization and the constituents the Board of Governors serves.

**Governance:** Understands the role of a board and governor in a large, complex multi-stakeholder organization, and is able to operate at a strategic and policy level with senior management.

**Motivation:** Demonstrates a high degree of motivation and interest in serving the educational/training needs of students, employers and the province. Motivation for serving on the Board must not be driven by a personal agenda, single "interest" or special purpose group.

Governors must commit and demonstrate a commitment to responding to a diverse array of needs without reservation or exception.

**Inquisitive/Curious:** Demonstrates an interest and ability to learn quickly, be open-minded, objective and analytical. Takes responsibility for acquiring the necessary information and knowledge to support sound effective assessments and decisions.

**Communication:** Demonstrates effective communication skills and the capability to speak to complex issues with clarity, diplomacy and credibility. Is able to represent the College appropriately to its many partners, constituents and communities.

**Networking/Interpersonal Skills:** Demonstrates an ability to build and evolve relationships at many different levels. Works to build respect and a commitment for shared outcomes with all Governors. Fosters shared accountability with all Governors, the President and the senior management team. Ability to lead through consensus and influence while appreciating the need for effective decision making and results.

**Computer Literacy:** Demonstrates computer literacy and has access to a laptop or tablet as the Board is moving to online distribution of all governance materials.

## **APPLICATIONS**

Seneca College is committed to diversity and encourages applications from all qualified candidates, especially aboriginal persons, francophones, members of sexual minority groups, persons with disabilities, visible minorities and women.

The Board of Governors reviews the needs of the Board annually. This year, applications are encourage from interested and qualified individuals with experience in Banking/Finance, Legal, Fundraising/Alumni or Real Estate. Please forward information about yourself, including your background, experience and reasons for interest in volunteering your time to serve on the Board of Governors to:

**Colleen Fleming, Chair, Board of Governors**  
**c/o Daniel Atlin, Corporate Secretary**  
**Seneca College of Applied Arts & Technology**  
**8 The Seneca Way**  
**Markham ON L3R 5Y1**

[secretary.bog@senecacollege.ca](mailto:secretary.bog@senecacollege.ca)

For further information please call Daniel Atlin at 416-491-5050, ext. 77007, or e-mail your inquiries to [secretary.bog@senecacollege.ca](mailto:secretary.bog@senecacollege.ca)

## Appendix II

<b>Seneca College Policy</b>	<b>No. of pages:</b> 5	<b>Policy no.</b>
	<b>Originator:</b> Board Secretariat	
	<b>Approved by:</b> Board of Governors <b>Date:</b> January 23, 2014	
<b>Title:</b> Annual Attestation Policy	<b>Effective date:</b> September 1, 2014	<b>Replaces:</b> NEW

### POLICY STATEMENT

Seneca College is a Crown corporation accountable through the Minister of Training, Colleges and Universities of Ontario. The Board of Governors is responsible for setting the vision, strategy and overall outcomes of the College. Responsibility for operations and management of the College is delegated to the President.

The Board has an obligation to discharge its responsibilities and duties in a manner that inspires trust and confidence, adhering to the highest standards of conduct.

Individual governors are to conduct themselves in a professional, respectful and collegial manner while carrying out their responsibilities as Board members in accordance to By-Law No. 1 and in compliance with the Minister's Binding Policy Directives for Governance and Accountability, and Conflict of Interest.

While it is expected that governors will bring to the Board a variety of perspectives, a governor's responsibility is to the College and its well-being, and not to any other organization, private interest, community or sector. Conflicts of interest between the goals and functions of the College and those of other groups must be resolved in favour of the College.

#### Annual Attestation

Under By-Law No. 1, Article 18 (e), each governors will attest annually that in exercising responsibilities as a governor he/she will adhere to By-Law No. 1 and the Minister's Binding Policy Directives for Governance and Accountability and accept the consequences of any of actions which violate the same.

## Appendix A

The following are excerpts from Seneca's By-Law No. 1 and the Minister's Binding Directive.

By-Law No. 1, Article 16:

**Conflict of Interest:** Governors and Officers must represent non-conflicted loyalty to the responsibilities of the College. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on their boards or staffs. This accountability supersedes the personal interest of any Governor acting as an individual consumer of the organization's services.

Governors must avoid any conflict of interest with respect to their fiduciary responsibility.

- (a) There must be no self-dealing or any conduct of private business or personal services between any Governor and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- (b) As soon as a Governor is aware of the conflict of interest, he/she must declare the conflict and absent himself or herself from any and all deliberation as well as the vote.
- (c) Governors must not use their positions to obtain a benefit or employment in the organization for themselves, family members or close associates.
- (d) The foregoing provisions shall be interpreted in accordance with the Minister's Binding Policy Directive (1.0) which reads:

**Potential conflict of interest:** a situation where a governor has a private or personal interest that could influence the performance of a governor's duties or responsibilities, provided that he or she has not yet exercised that duty or responsibility.

### **Binding Policy Directive**

- A. A conflict of interest arises when a board member's private or personal interest supersedes or competes with his or her official duties and responsibilities as a member of a college board of governors. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- B. At the beginning of every Board meeting, the Chair of the Board of Governors is to ask and have recorded in the minutes whether any member has a conflict to declare in respect to any agenda item.
  - I. When the agenda item arises in the open portion of the board meeting, the member(s) with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on this item. The minutes are to record that the member(s) in conflict of interest remained in the room for the discussion and did not vote on this item. Should the

matter occur in the in camera portion of a meeting, the board member(s) should withdraw while the matter is being discussed or voted on and the minutes should reflect this.

- II. When the conflict of interest is perceived or potential, the Board of Governors will determine whether the member or members remain for the discussion and vote on agenda items. The minutes should reflect what takes place.
- C. In cases where a conflict cannot be avoided, a board member is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a board meeting, the declaration is to be made to the chair of the board and the board is to be informed.
  - D. Where a board member is unsure whether he or she is in conflict, the said member is to raise the perceived potential conflict with the board, and the board is to determine by majority vote whether or not a conflict of interest exists. The said board member must refrain from voting on whether or not a conflict of interest exists.
  - E. Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the board and appropriately recorded at the first opportunity. If the board determines that involvement of said member influenced the decision of the matter, the board is to re-examine the matter and may rescind, vary, or confirm its decision.
  - F. Any board member who perceives another member to be in conflict of interest in a matter under consideration is to raise this concern with the chair of the board. The chair, in turn, is to discuss the matter with the board member who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting governor. If the discussions do not lead to a resolution, the matter is to be brought to the board and the board is to determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict is to refrain from voting.
  - G. Where there has been a failure on the part of a board member to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the board is to:
    - I. Issue a verbal reprimand; or
    - II. Issue a written reprimand; and/or
    - III. Request that a board member resign; and/or
    - IV. Remove the board member through processes established in board by-laws.

*Minister's Binding Policy Directive (2003) – 1.0 – Governance and Accountability, Conflict of Interest (Pages 3-4)*

Minister's Binding Directive:

**The Board of Governors is responsible for:**

- Establishing governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability.
- Setting the college vision, strategic directions, and overall goals and outcomes within the context of the appropriate laws, government policy, and local need.
- Hiring the CEO (i.e., president), delegating to the CEO accountability for the performance and operation of the college, and evaluating the CEO's performance.
- Approving the college's annual business plan, budget, and annual report.
- Assessing periodically the effectiveness of the board with respect to governance, accountability, and the attainment of corporate goals and outcomes.
- Ensuring that appropriate corrective action is taken where expected outcomes or quality of performance is not being achieved.

*Minister's Binding Policy Directive (2003) – 1.0 – Governance and Accountability, Governance and Accountability Framework (Pages 5-6)*

By-Law No. 1, Article 18:

**Standard of Conduct:** Every Governor and Officer in exercising his or her powers and discharging his or her duties to the College shall,

- (a) act honestly and in good faith with a view to the best interests of the College;
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) respect his or her duty of confidentiality with respect to Board matters and present decisions made by the Board without prejudice when communicating back to his or her constituents;
- (d) comply with the Ministry's Acts and Regulations, and the College's By-law and articles; and
- (e) annually complete an attestation to the terms of their roles as Governors and their eligibility to govern in accordance with the Income Tax Act.

## Appendix B

### Board of Governors

#### Annual Attestation Agreement

Seneca College of Applied Arts and Technology has an outstanding reputation in the community for its integrity, loyalty, dedication and commitment as well as its high quality training and educational programs. In support of this positive image, it is expected and required that Governors conduct themselves in a professional, respectful and collegial manner while carrying out their responsibilities as Board members.

As a Governor, I have duly read and understand the:

- Annual Attestation Policy
- By-Law No. 1 and its Standard of Conduct (Article 18)
- Telephonic/Electronic Protocol
- the Ministry of Training, Colleges and Universities (MTCU) Minister's Binding Policy Directives, specifically as it relates to Conflict of Interest
- Governors Resource Manual (Colleges Ontario)

As a Governor of Seneca College, I hereby commit myself to the highest ethical conduct as an individual and a member of the Board and will adhere to the standards and regulations. I will accept the consequences should I be found in violation of the same.

I, \_\_\_\_\_, hereby agree to abide by the Annual Attestation Policy, By-Law No. 1 and its Standard of Conduct, the Telephonic/Electronic Protocol and the Ministry of Training, Colleges and Universities (MTCU) Minister's Binding Policy Directive on Conflict of Interest at all times in exercising my responsibilities as a Governor.

Signature of Governor: \_\_\_\_\_

Date: \_\_\_\_\_