



**Fleming College**  
**Student Administrative Council**

**Governance Policies Manual**

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Governance Policies

## Section 1: Ends

### 2-101 – Ends

Fleming SAC exists to enhance student satisfaction and success by providing a variety of services and supports that will assist in shaping campus life.

Furthermore, Fleming SAC shall operate under four (4) pillars of support and services: Awareness, Services, Social Development, and Skill Development. Fleming SAC will ensure

1.1 Students are heard and represented

- The Board of Directors advocate on behalf of the membership.
- Student issues are solicited, heard and brought to the appropriate governing authority.

1.2 Students have access to services, supports and resources

- Services that meet the needs of the membership.
- Support, including academic appeals, Student Rights and Responsibilities, and other academic concerns.
- Resources that aid in academic success.
- Access to Health Benefits.

1.3 Students have the opportunity to access recreational activities, study spaces, student lounges, and events on campus

- Creating positive environments that develop social relationships.
- Opportunity to have fun.

1.4 Students have access to skills development and leadership opportunities

- Training and workshops to engage with other students, faculty and staff.

Resources to help grow as students and professionals in their field.

## **Section 2: Board-Management Delegation**

### **2-201 – Global Board-Management Delegation**

The Board's sole official connection to the operations of the Corporation, its achievements, and conduct will be through the two positions of the Board Chair and the General Manager (hired, full-time positions).

#### **The General Manager**

The General Manager is responsible for all day-to-day operations for the Corporation and is looked to for leadership from the full time and part time staff. As the General Manager is a member of the Board, they are also subject to the Directors Code of Conduct.

#### **The Board Chair**

The Board Chair is responsible for all organizational advocacy and is looked to for leadership and guidance from the Board of Directors and students within the Fleming College community. As the Board Chair is a member of the Board, they are also subject to Directors' Code of conduct.

#### **Community Representation and Media Communications**

The Board Chair is the official spokesperson on behalf of the Corporation on matters relating to policy and community leadership. The General Manager is the official spokesperson on behalf of the Corporation on operational matters. Depending on the nature of the community leadership initiative, consideration will be given to the Board Chair and the General Manager on delegating this responsibility, as long as any statements made are consistent with Corporation policy and practices.

Governance Policies

**2-202 – Unity of Control**

In order to delegate effectively, the board recognizes that its only employees are the General Manager and the Board Chair, and that it will instruct and delegate only to these two positions. The Board will hold these two positions accountable for all organizational achievements and conduct, although each have clearly distinct and separate responsibilities as articulated in their job descriptions.

Only officially passed motions of the Board are binding on the Board Chair and General Manager.

1. Decisions or instructions of individual Board Members, Officers, or Committees are not binding on the Board Chair or General Manager.
2. In the case of the Board Members or Committees requesting information or assistance without Board authorization, the Board Chair and/or the General Manager can refuse such requests that require, in their opinion, a material amount of staff time or funds, or are disruptive.

Governance Policies

**2-203 – Board Chair Job Description**

The role of the Board Chair is to ensure the integrity of the Board's process. The Board Chair shall be a graduated member of the Fleming SAC within the past two academic years. The Board Chair shall see that all orders and resolutions of the Board and Executive are carried into effect. The Board Chair shall provide leadership to the Board for the advancement and promotion of the objectives of the Fleming SAC and ensure that the Board of Directors participates fully in meetings, decisions, and actions of the Board. The Board Chair shall fulfill and perform those duties as may be required or necessary to achieve the purposes or objectives of the Fleming SAC.

**Major Duties and Responsibilities:**

- Ensure that the Board behaves consistently with its own policies and those legitimately imposed upon it by legislation.
  - The Board Chair will provide leadership to the Board
  - The Board Chair is responsible for setting the agenda of each meeting based on the Board's annual governance plan. The Board Chair will work with the General Manager and Secretary to get the agenda set. Agendas will be timed.
  - The Board Chair will ensure that meeting discussion content is based on the annual plan and Board policies, and is truly the Board's work, not work delegated to the General Manager.
  - Preside at all Fleming SAC Board meetings and Meetings of the Members
  - Submit written compliance reports to the Board of Directors at monthly meetings
  - The Board Chair will ensure that discussion and deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point, and that meetings will begin on time, stick to a timed agenda and end on time, unless agreed upon by the majority of the Board through a motion.
  - Present an annual written report to the Board before end of term.
- The authority of the Board Chair consists in making decisions that fall within the topics covered by board policies in the categories of Board Process and Board-Management Delegation, with the exception of employment or termination of the General Manager, or where the board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - The Board Chair is empowered to chair board meetings with all the commonly accepted power of that position, e.g. ruling, recognizing.
  - The Board Chair has no authority to make decisions about policies created by the board within Strategic Priorities or Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the General Manager.
  - The Board Chair may delegate this authority but will remain accountable for its use.
- Be the representative and voice of the Board to the public.
- Represent Fleming College Students and advocate:
  - for the interests of students in all internal non-academic issues at Fleming College
  - for related interests and needs of students to different levels of government
  - with external parties regarding advocacy objectives
  - for the needs of students on Fleming College Committees
  - with provincial advocacy organizations that support the needs of students.

**Governance Policies**

- Minimum of five classroom visits per month to discuss issues related to students.
- Be prepared to work outside the normal contracted hours including during evenings and weekends when necessary, occasionally travelling to attend conferences and training
- Ensure that there is an annual governance plan and board calendar and that it is adhered to.

**Executive Responsibilities:**

- Serve as a primary contact person for Fleming SAC's legal counsel regarding legal matters.
- Represent the Board on hiring committees for all full-time staff positions of Fleming SAC
- Informally evaluate the effectiveness of the Board of Directors as a whole
- Monitor financial planning and financial reports with the Board Treasurer and General Manager.
- Negotiate student ancillary fees between Fleming SAC and Fleming College

**Accountabilities:**

- Liaise between:
  - Fleming SAC and other college student associations in Ontario
  - Fleming SAC and Membership about programs and initiatives
  - Fleming SAC and Fleming College administration
- Present a written annual report to the membership at the Annual General Meeting.
- Chair organizational Committees as a non-voting member and sit on external Committees as required
- Comply with the Fleming SAC Bylaw and all governance and operating policies and procedures.
- Strive to accomplish all Board approved advocacy objectives within each term.
- Act on behalf of the Board of Directors when immediate actions are required and report actions at the next Board meeting.
- Complete other duties as assigned by the Board of Directors of Fleming SAC relating to advocacy efforts.



Governance Policies

**2-204 – General Manager Job Description**

The General Manager will serve as the Chief Executive Officer of the Fleming College Student Administrative Council (Fleming SAC) at Fleming College. The General Manager reports directly to the Board of Directors and holds a key leadership position within Fleming SAC. This position is a full-time permanent position, working 37.5 hours per week with an additional expectation of occasional evenings and weekend work.

Through delegation of authority, the General Manager is responsible for the oversight of the full-time and part-time staff of Fleming SAC and the Steele Centre pub and shall manage the day to day operations of the organization. The General Manager shall work with the Board Chair of the Corporation each year to serve the needs of the student population and strive to accomplish the strategic goals set out by the Board of Directors. The General Manager is responsible for ensuring that the organizational documentation such as policies, procedures, manuals, licences, and insurance documentation are in place and upheld.

**Major Duties and Responsibilities:**

**Strategic Planning & Leadership**

- Assist the Board of Directors with annual and long-term strategic planning
- Develop relationships that benefit Fleming SAC's strategic and operational achievements.
- Work with key stakeholders within the College to identify the changing needs and conditions of the student population that is served by Fleming SAC
- Responsible for tracking trends that affect students and student associations to navigate changes appropriately.
- Responsible for the development and process of operational requirements and goals within the strategic plan.

**Financial Resourcing Leadership**

- Responsible for developing, implementing, and administering the annual operational budget
- Responsible for ensuring the operational budget aligns with Fleming SAC's strategic plan and ancillary fee protocols
- Responsible for and lead the development of a robust annual reporting package to the Board of Directors focused on the achievement of goals, metrics, risks, and financial position
- Manage the quarterly reporting on the Fleming SAC operational budget
- Responsible for the Corporation's risk management

**Human Resources Leadership**

- Responsible for ensuring that organizational policies and procedures are in place
- Responsible for ensuring HR practices are based on best practices and align with the culture of Fleming SAC.
- Responsible to hire, train, coach, and develop all staff to be highly effective in their roles.

**Governance Policies**

- Responsible for developing individual staff performance reviews, learning plans, and outcome measures.
- Responsible for creating a strong team of staff by building trust, accountability, and collaboration.
- Manage defined safe work practices and standards for quality of services.
- Responsible for ensuring Fleming SAC's values are integrated into all activities and responsibilities.

**Organizational Leadership**

- Manage and oversee the full-time/part-time staff and day to day operations of Fleming SAC and the Steele Centre Pub
- Responsible for building an organizational structure to effectively achieve operational goals
- Responsible for allocating the appropriate resources to achieve organizational and operational goals
- Act as an ambassador for Fleming SAC with internal and external stakeholders
- Responsible for the effective operations of a comprehensive information management program
- Communicate Executive and Board decisions and their implications to Fleming SAC employees
- Responsible for ensuring all Fleming SAC employees and board members remain compliant with the organization's operating and governing policies and the Ontario Not-For-Profit Corporations Act, 2010
- Responsible for identifying and recommending necessary changes to Fleming SAC governing documents to the Executive Committee.

**Commitment & Expectations:**

- Work within the established policies set forth within the Fleming SAC By-laws, Operating Policies, and Human Resources.
- Maintain a high level of confidentiality in all interactions.
- Maintain a professional image and demeanor with all employees, management, board members, and visitors.
- Leverage existing relationships and identify collaborative and partnership opportunities.
- Establish sound internal relationships and open communications to ensure organization and program success.

Governance Policies

**2-205 – Accountability of the President & General Manager**

**Board Chair**

The Board Chair is the Board's official link to the advocacy achievements, Committees, and Board conduct. The Board Chair is an Officer of Fleming SAC. As such, the Board Chair shall report to the Board of Directors on a regular basis, attend all meetings of the Board and Committees of Fleming SAC.

**General Manager**

The General Manager is the Board's only link to the operational achievements and its conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the General Manager. The General Manager is the Chief Executive Officer of Fleming SAC. As such, the General Manager shall report to the Board of Directors on a regular basis and will attend meetings of the Board of Directors.

The Board:

1. shall not evaluate formally or informally, any staff other than the Board Chair and General Manager.
2. shall not give instructions to persons who report directly or indirectly to the General Manager.

Governance Policies

**2-206 – Delegation to the President & General Manager**

The Board will instruct the Board Chair and General Manager through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Board Chair and General Manager to use any reasonable interpretation of these policies.

1. The Board will direct and review policies guiding the Board Chair and General Manager to achieve certain results, for certain customers, at a certain worth or cost. All issues that are not ends issues as defined here are means issues. The Board will limit the latitude that the Board Chair and General Manager may exercise in practices, methods, conduct and other “means” to the Ends through establishment of Executive Limitations Policies.
2. The Board will develop policies that limit the latitude that the Board Chair and General Manager may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the General Manager.
3. As long as the Board Chair and General Manager use any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Board Chair and General Manager are authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities as deemed necessary. Such decisions of the Board Chair and General Manager shall have full force and authority as if decided by the Board.
4. The Board may change its Ends and Executive Limitations Policies, thereby shifting the boundary between the Board, the Board Chair and the General Manager domain. By so doing, the Board changes the latitude of choice given to the Board Chair and General Manager. But so long as any particular delegation (policy) is in place, the Board and its members will respect and support the Board Chair's and General Manager's choices.

Governance Policies

**2-207 – Monitoring Executive Performance of the President & General Manager**

Systematic and rigorous monitoring of the Board Chair/General Manager's job performance will be solely measured against the following expected job products:

- (1) Organizational accomplishment of the Board's Ends policies, and
  - (2) Organizational operation within the boundaries established in Executive Limitation policies.
1. Monitoring is simply to determine the degree to which Board policies are being met. Information that is not in reference to ends or executive limitations will not be considered to be monitoring data.
  2. The Board will acquire monitoring information by one or more of the following three methods:
    - a. by INTERNAL REPORT: in which the Board Chair and/or General Manager disclose interpretations and compliance information to the Board;
    - b. by EXTERNAL REPORT: in which an external, independent third party selected by the Board assesses compliance with the Board Chair's and/or General Manager's interpretation of Board policies; or
    - c. by BOARD DIRECT INSPECTION: in which a designated Board member or members of the Board assess compliance with the Board Chair's and/or General Manager's interpretation of the appropriate policy criteria.
  3. In every case, the Board will evaluate:
    - a. The reasonableness of the Board Chair's and/or General Manager's interpretation, and
    - b. whether data demonstrates accomplishment of the interpretation (regarding Ends) or compliance with the interpretation (regarding Executive Limitations).
  4. The standard for compliance shall be the Board Chair's and/or General Manager's reasonable interpretation of the Board policy being monitored. The Board is, at all times, the final arbiter of reasonableness but will always judge with a "reasonable person" test rather than with interpretations favored by Board members or by the Board as a whole.
  5. The Board will determine the frequency and method of monitoring the policies that instruct the Board Chair and/or General Manager and will normally use a routine schedule, as follows:

**Fleming College Student Administrative Council**

**Governance Policies**

<b>Policy</b>	<b>Responsibility</b>	<b>Frequency</b>	<b>Method</b>
<b>2-101</b> ENDS	GM, Board Chair	Quarterly	IR
<b>2-301</b> Global Executive Constraint	GM, Board Chair	June	IR
<b>2-302</b> Treatment of Members	GM, Board Chair	January/April	IR
<b>2-303</b> Treatment of Staff	GM	February	IR
<b>2-304</b> Compensation and Benefits	GM	January	IR
<b>2-305</b> Financial Condition and Activities	GM	Quarterly	IR
Audit	Auditor	July	ER
<b>2-306</b> Financial Planning & Budgeting	GM	April	IR
<b>2-307</b> Asset Protection	GM	October	IR
<b>2-308</b> Communication and Support to the Board	GM, Board Chair	September/March	IR
<b>3-309</b> Emergency Executive Succession – Board Chair	Board Chair	Sept./Dec./March	IR
<b>3-310</b> Emergency Executive Succession – General Manager	GM	March	IR
<b>3-311</b> Partnerships	GM	November	IR
<b>3-312</b> Revenue Generation	GM	August	IR
<b>3-313</b> Services	GM	July	IR

**Reports**

Incidental Reports

**Frequency**

Monthly

Updates and follow up from meeting action items

Monthly

## **Section 3: Executive Limitations**

### **2-301 – Global Executive Constraint**

The Board Chair/General Manager shall not cause or allow any organizational practice, activity, decision, circumstances, or organizational structure which is:

- Unlawful,
- Imprudent, or
- In violation of commonly accepted business and professional ethics.

Specifically, the Board Chair and General Manager shall, individually, based on their own areas of responsibility, provide evidence to the Board that the following areas of the operations are managed in ways that are prudent, ethical, and legal:

1. Treatment of Members
2. Treatment of Staff
3. Compensation and Benefits
4. Financial Condition and Activities
5. Financial Planning and Budgeting
6. Asset Protection
7. Communication and Support to the Board
8. Emergency Executive Succession – Board Chair
9. Emergency Executive Succession – General Manager
10. Partnerships
11. Revenue Generation
12. Programming and Services

Governance Policies

## 2-302 – Treatment of Members

Policy Governance is designed to ensure accountability of the Board to the Members and of the Board Chair and General Manager to the Board. With respect to interactions with members, the Board Chair and General Manager shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, unlawful, disrespectful or unnecessarily intrusive.

Furthermore, the Board Chair and/or General Manager shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, disseminating, or storing member information which fail to protect against improper access to the material.
3. Operate facilities without appropriate accessibility and privacy policies.
4. Prevent a means to be heard, for those members who believe that they have not been accorded a reasonable interpretation of their rights under this policy.
5. Let the Members be unaware of any significant incidental information including anticipated adverse media coverage, pending lawsuits, and material (external and/or internal) changes.
6. Deal with a Member in a way that favours or privileges certain Members over others, except when
  - (a) fulfilling individual requests for information; and/or
  - (b) responding to officers or committees duly charged by the Board.
7. Carry out activities that are not consistent with the Ends defined in a joint process with the Members on an annual basis.



Governance Policies

**2-303 – Treatment of Staff**

With respect to treatment of paid and volunteer staff, the General Manager shall not cause and/or allow conditions to exist, which are unfair, undignified, unorganized, or unclear.

Accordingly, the General Manager shall not:

1. Operate without written Human Resource policies and procedures that:
  - a. Clarify rules for staff and volunteers;
  - b. provide for effective handling of grievances;
  - c. protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons; and/or
  - d. protect against wrongful dismissal
2. Discriminate or retaliate against any staff member or volunteer for non-disruptive expression of dissent within the Corporation.
3. Prevent staff from grieving to the Board when internal grievance procedures have been exhausted and the staff member alleges that either:
  - a. Board policy has been violated to their detriment; or
  - b. Board policy does not adequately protect their employee rights within the meaning of relevant government legislation, or human rights within the meaning of the Canada Charter of Rights and Freedoms.
4. Allow staff to be unprepared to deal with emergency situations.
5. Fail to acquaint staff with the General Manager's interpretations of staff rights and protections under this policy.
6. Allow staff members to be unsupported in their work

Governance Policies

## 2-304 – Compensation and Benefits

Fleming SAC is committed to providing quality services to its community. Fleming SAC seeks to attract, retain, motivate, and reward qualified staff members by establishing and maintaining a competitive salary and benefit program while remaining cognizant of its fiscal responsibility to the Members of Fleming SAC.

With respect to employment, compensation and benefits to staff members, consultants, contract workers and volunteers, the General Manager may not cause or allow to compromise the fiscal integrity or public image of the Corporation.

The General Manager shall not:

1. Change the General Manager's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenue can be reasonably projected.
5. Establish or change compensation and benefits so as to cause unpredictable or inequitable situations, including those that:
  - a. Incur unfunded liabilities;
  - b. Provide less than some basic level of benefits to all full-time employees; and
  - c. Allow any employee to lose benefits already accrued from any foregoing plan.

Governance Policies

**2-305 – Financial Condition & Activities**

With respect to the actual, ongoing financial condition and activities, the General Manager may not cause or allow the development of:

- a. fiscal jeopardy; or
- b. a material deviation of actual expenditures from Board priorities established in Ends policies, the annual planning cycle, and the strategic plan.

The General Manager shall not:

1. Expend more funds than have been received in the fiscal year to date unless the Board's debt guideline (point #2 and point #3 below) is met.
2. Incur short term debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within 60 days.
3. Incur long term debt in an amount greater than can be repaid by certain restricted revenues within the life of a related contract.
4. Allow payroll or debts to be handled in an untimely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Make a single purchase or commitment of what hasn't already been approved in the current budget without Board approval.
7. Make any purchase or procurement if the financial amount exceeds \$8,000.00 without Board approval.
8. Make contractual commitments for bank loans, corporate credit cards, or real estate leases/purchases, without Board approval.
9. Use any long-term reserves without Board approval.
10. Use any cash reserve fund, without Board approval.
11. Issue expense cheques to themselves without the signature of a Board approved signatory who has been provided with appropriate documentation and receipts.
12. Fail to notify the Board in advance of multi-year contracts to lease or purchase equipment beyond the approved budget.
13. Lease facilities without the prior approval of the Board.
14. Acquire, encumber, or dispose of real property (land and buildings) without Board approval.
15. Fail to aggressively pursue receivables after a reasonable grace period.
16. Use any long-term reserves for anything other than designated purposes.
17. Operate without written policies addressing banking, reserve funds, credit card use, purchasing, expenditures, and donations.

Governance Policies

## 2-306 – Financial Planning & Budgeting

Fleming SAC adopts sound financial planning and budgeting practices that enable it to achieve its strategic and operational objectives. This policy allows Fleming SAC to fulfil its financial management and control responsibilities.

The General Manager shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to:

- a. Deviate materially from Board Ends priorities;
- b. Risk financial jeopardy; or
- c. Fail to be derived from a multi-year strategic plan.

The General Manager shall not allow budgeting which:

1. Risks incurring those situations or conditions described as unacceptable in the Executive Limitations Policy entitled “Financial Condition & Activities”.
2. Omits:
  - a. Credible projection of revenues and expenses,
  - b. Separation of capital and operational items,
  - c. Cash flow analysis, and
  - d. Disclosure of planning assumptions.
3. Provides less than the amount determined annually by the Board for the Board’s direct use on initiatives during the year.

Governance Policies

## 2-307 – Asset Protection

The General Manager shall not allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

The General Manager shall not:

1. Insure the Corporation's assets for less than eighty percent (80%) of replacement value against theft, fire and casualty losses or insure against liability losses to Board Members, staff, volunteers, and the association itself for less than the average for comparable organizations.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the Corporation, its Board, or staff to claims of liability.
4. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
5. Make any purchase:
  - a. Wherein normally prudent protection has not been given against conflict of interest; and
  - b. of more than \$2,800 without having obtained quotes for comparative prices and quality.
6. Allow intellectual property, information, or files to be exposed to loss, improper access, or significant damage.
7. Endanger the Corporation's public image, credibility, particularly in ways that would hinder its accomplishment of Ends.
8. Change the Corporation's name or substantially alter its identity in the community.
9. Enter into any contract without risk analysis and a prudent exit strategy.
10. Change any student ancillary fees without Board approval.
11. Sign any service contract that is over a three (3) year term without prior Board approval.
12. Sign or make changes to any student health plan contract without prior Board approval.
13. Allow personnel access to material amounts of funds outside of those who are delegated with authority through written policy.
14. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than an acceptable rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

Governance Policies

## 2-308 – Communication & Support to the Board

The Board Chair and General Manager shall not permit the Board to be uninformed or unsupported in its work.

The Board Chair and General Manager shall not:

1. Neglect to submit monitoring data required by the Board according to its policy “Monitoring Board Chair/General Manager Performance” in a timely, accurate and understandable fashion; directly addressing provisions of the Board policies being monitored, and including the Board Chair/General Manager’s interpretations consistent with the “Delegation to the Board Chair/General Manager” policy, as well as relevant data.
2. Let the Board be unaware of any significant incidental information including anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes, particularly changes in the assumptions upon which any Board policy or decision has previously been established.
3. Allow the Board to be unaware that, in the Board Chair or General Manager's opinion, the Board, or one of its members is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and Board Chair/General Manager.
4. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
5. Fail to provide the Board with as many staff and/or external points of view, issues, and options as reasonably needed for fully informed Board choices.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate types of information such as monitoring, decision preparation, or education.
7. Allow the Board to be without a workable mechanism for official Board, Officer, or Committee communications.
8. Deal with the Board in a way that favours or privileges certain Board members over others, except when:
  - a. fulfilling individual requests for information; or
  - b. responding to officers or Committees duly charged by the Board.
9. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board’s monitoring schedule.

Governance Policies

**2-309 – Emergency Executive Succession - President**

In order to protect the Board from the sudden loss of the Board Chair's services, the Board Chair shall not permit there to be fewer than two (2) executives (General Manager and Secretary) sufficiently familiar with Board and Board Chair issues and procedures to be able to maintain Fleming SAC services related to the position.

Governance Policies

**2-310 – Emergency Executive Succession – General Manager**

In order to protect the Board from the sudden loss of General Manager services, the General Manager shall endeavor to ensure that there are no fewer than two other managers sufficiently familiar with the Board and Chief Executive issues and processes to carry on Fleming SAC business until the Board takes further action.



Governance Policies

## 2-311 – Partnerships

Collaborations with other groups can enhance and amplify the mission and purpose of Fleming SAC as well as improve services and revenue generation. The General Manager shall not fail to develop appropriate partnerships to achieve the Board's Ends, and to maximize efficiency and effectiveness in the use of Fleming SAC resources.

Furthermore, without limiting the scope of the above statement by the following list, the General Manager shall not:

1. Fail to develop and implement an evaluation tool that will aid in determining whether the partnership will enhance the Board's Ends and be consistent with the Corporation's Mission.
2. Develop, enter or continue collaborative relationships with, or accept sponsorships from, organizations whose principles or practices are incompatible with achievement of the Board's Ends, and/or are contrary to the mission and values of the Corporation.
3. Enter into any formal partnership or commit the Corporation to any collaborative agreement without first meeting the following requirements:
  - a. Take necessary steps to ensure that principles and practices of the partnering organization are not contrary to the Corporation;
  - b. Ensure the party representing the proposed partnership is an authorized agent of the group, business or organization;
  - c. Ensure the credibility and creditworthiness of the partners(s);
  - d. Ensure there are mutually agreed, clear written expectations of the partnership;
  - e. Ensure there is a regular review process to confirm renewal or termination of a partnership; and
  - f. Ensure the agreement includes an escape clause.

Governance Policies

## 2-312 – Revenue Generation

Fleming SAC's main source of revenue generation is derived from student ancillary fees that are collected by Fleming College on behalf of Fleming SAC in accordance with the Ministry's binding directive. There are other sources of revenue generation that Fleming SAC receives through partnerships and services that benefit the membership.

The General Manager shall not cause or allow revenue generation activities that deviate materially from the Board's Ends policies or fail to conform to Fleming SAC's mission and purpose.

Furthermore, without limiting the scope of the above statement by the following list, the General Manager shall not:

1. Develop alternative revenue sources without revenue generation policies and procedures in place that are approved by the Board.
2. Raise or apply for funds without screening the potential revenue source.
3. Raise or apply for funds without considering:
  - a. The social impacts caused by the activity from which funds were derived; and
  - b. The measures that must be taken to mitigate any negative impacts from the activity.
4. Allow an unrealistic expectation of a sponsor receiving a material return disproportionate to any contribution made.
5. Participate in any revenue generation activity that contradicts any policies established by Fleming SAC.
6. Exploit the confidence of or detract from the dignity of the Corporation's membership and clients.
7. Raise student levied fees without Board approval.

Governance Policies

## 2-313 – Programs & Services

The General Manager and Board Chair may not jeopardize Fleming SAC's mission and/or image by engaging in unethical, imprudent, or illegal activities which are not directed to achieving the Corporation's Ends.

Acceptable programs and services must be either mission enabling programs/services or mission driven programs/services. Mission enabling programs/services provide a positive cash flow to the Corporation and are at minimum not in conflict with the Corporation's mission, vision, and values. Mission driven programs/services may provide a neutral or negative cash flow to the Corporation but provide a significant impact on the Fleming College student community and the Corporation's mission, vision, and values.

Furthermore, without limiting the scope of the above statement by the following list, the General Manager shall not:

1. Initiate programs or services without undertaking a needs assessment and cost/benefit analysis.
2. Offer programs or services which do not achieve at least one organizational End.
3. Fail to inform the Board of significant concerns of Fleming SAC partner organizations regarding a service.
4. Allow conditions of practice which:
  - a. Put the Corporation's reputation at risk
  - b. Are not current with good "best practice" standards, research, or experience.
  - c. Allow programs or services to operate without appropriate and qualified personnel.

Governance Policies

## Section 4: Board Process

### 2-401 – Global Board Process

The purpose of the Global Board process policy is so the Board, on behalf of the members of Fleming SAC, can guarantee the accountability of the Corporation by ensuring that the Corporation:

1. Represents the interests of the students-as-owners of Fleming College Student Administrative Council.
  - a. The Board will proactively pursue member input, not waiting for input to be initiated by members. Students-as-owners have the long-term view of the corporation, while students-as-customers are focused on their daily experience with the services offered by the Corporation.
2. Determines the benefits that the Corporation will provide for students-as-customers, keeping a long term, strategic perspective.
3. Accomplishes what it should (described in the Ends policies) in ways that the Board determines are acceptable (described in the Executive Limitation policies).
4. Achieves agreed upon Ends from the Board Chair & General Manager, at approved costs.
5. Avoids unacceptable activities, actions, and situations.
6. Commits to ongoing development of the values and vision through the effective use of governance expertise to enhance the Board.
7. Operates within the legal framework, vision, values, and governance policies of the Corporation.

Governance Policies

## 2-402 – Governing Style

The Board will govern with an emphasis on:

- outward vision rather than an internal preoccupation,
- encouragement of diversity in viewpoints,
- strategic leadership more than administrative detail,
- clear distinction of Board and Management roles and responsibilities,
- collective rather than individual decisions,
- future orientation rather than past or present, and
- proactively rather than reactively.

More specifically, the Board will:

1. Govern consistently within its fiduciary obligations to the Fleming SAC membership to whom the Board is accountable.
2. Cultivate a sense of group responsibility. The Board, not staff, will be responsible for excellence in governing, be an initiator of policy, and will not use the expertise of individual members to substitute for the judgement of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.
3. Direct and inspire the Corporation through the careful establishment of broad written policies reflecting Fleming SAC's values and vision, rather than through micro-management of the administrative or programmatic means of attaining the Ends.
4. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect for roles, and ensuring the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
5. Commit to continual Board development which includes orientation of new members to the Board's governance process and periodic Board discussions of process improvement.
6. Monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Board Process and Board-Management Delegation categories.
7. Not allow any Officer, individual, or Committee of the Board to hinder, or be an excuse for, not fulfilling its commitments.
8. Commit to accommodating the views of each member of the Board in working towards consensus.
9. Abide by the Bylaws of Fleming SAC and all governing and operating policies, as amended from time to time.

Governance Policies

## 2-403 – Board Role & Responsibilities

The role of the Board is to provide thought leadership and oversight of the activities of Fleming SAC. In both areas it will strive to represent the interests of Fleming SAC's members. The purpose of the Board's role and responsibilities is to provide good governance and advise and oversee policy and strategic direction of the Fleming SAC in support of the Corporation's mission and needs.

### Role and Responsibilities of Fleming SAC Directors

Each Director is accountable for these responsibilities and is expected to make recommendations to the Board based on their experience and understanding of the needs of the Membership.

In addition to the responsibilities set out in the Fleming SAC By-laws, Board members have the following major responsibilities:

1. Provide leadership in governance and student engagement
2. Mandate annual priorities and at changeover weekend for organizational direction
3. Review and evaluate governance policies and procedures
4. Establish and approve financial policies, approve annual budget and make decisions on other financial matters related to the Corporation.
5. Provide oversight of operational planning
6. Conduct performance evaluation of General Manager
7. Conduct performance evaluation of Board Chair
8. Attend monthly Board meetings and review executive monitoring reports
9. Promote Fleming SAC to the membership through outreach and engagement
10. Engage with Members about services, programming, events, student issues, and student supports that are available.
11. Provide support to students during the academic appeals process
12. Provide support to students with regard to Student Rights and Responsibilities
13. Identify advocacy opportunities that can be addressed by the Fleming SAC
14. Mentor the Volunteer group called 'Street Team'.

Furthermore, the following is a list of commitments and expectations that all Board Members must meet:

- a. Be a student leader

**Governance Policies**

- b. Attend Board Meetings at least once per month during the academic year
- c. Attend Board Transition Workshop/Development Training, Fleming College Orientation, and Fleming College Open House events
- d. Attend a minimum of two additional special events or meetings per year (excluding above)
- e. Attend the Annual General Meeting of the Members and all General Meetings of Fleming SAC
- f. Participate on standing Committees of the Fleming SAC, and serve on Ad-Hoc Committees as required
- g. Be aware of Fleming College community concerns and issues
- h. Promote Fleming SAC mission, programs, and services to the membership
- i. Become familiar with Fleming SAC finances, budget, and other financial matters
- j. Be fluent with Fleming SAC governance policies and procedures
- k. Engage with the student membership and provide feedback to the Corporation

Governance Policies

**2-404 – Board Member Code of Conduct**

The Board commits itself to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. Conduct applies to all business-related and circumstances including board meetings, conferences, day-to-day activities, special events as well as to non-business-related circumstances.

**FLEMING SAC BOARD MEMBER CODE OF CONDUCT**

1. Board Members must have loyalty to the ownership, and respect and uphold their fiduciary duties as Directors of the Corporation, unconflicted by:
  - a. any personal interest as a customer; or
  - b. loyalties to staff, board members, or other organizations.
2. Board members must avoid conflict of interest with respect to their fiduciary duties as written in Governance Policy 2-405 and will not personally benefit in any monetary or material way from transactions or decisions made on behalf of the Corporation.
  - a. Other than incidental gifts, customary hospitality, or gifts of nominal value, Board Members shall not solicit or accept gifts of economic benefit.
3. Board Members must act in good faith, and in the best interest of the Corporation and manage the Corporation's affairs with diligence and prudence.
4. Board members must understand their role as the governing body of the Corporation and accept full responsibility for setting the vision, mission, strategic planning, and governance policies. The Board, as a whole, will ensure that they have or will acquire relevant skills, experience, and resources required to fulfil the Corporation's mission.
5. Board members may not attempt to exercise individual authority over the Corporation.
  - a. In regard to the interaction with the Board Chair, General Manager, or with staff, Board Members must recognize their limitations of authority as individuals.
  - b. In regard to the interaction with the public, press, or other entities, Board Members must recognize their limitations of authority and the inability of any Board member to speak on behalf of the Board except explicitly stated Board decisions.
  - c. Except for participation in Board deliberation about where the Board Chair and/or General Manager has achieved any reasonable interpretation of Board policy, Board members will not express individual judgments of the performance of the Board Chair or General Manager.
  - d. Board Members recognize their limitations of authority in the performance management of staff members and shall not express their judgements on staff performance.
6. Board members will respect and maintain any confidential and privileged information as private matters. Confidential information discussed within the Corporation and in Board Meetings will not be shared with persons who are not on the Board.



**Governance Policies**

- a. All Board members will be required to sign a confidentiality agreement at the beginning of their term in office.
  - b. All members agree not to disclose, discuss or use – directly or indirectly, in writing or in conversation – personal details contained within any file, meeting, or reports obtained through their position during their term in office.
  - c. It is understood that even after a person’s term in office with Fleming SAC, information associated with a position, student centres, or offices of the Fleming SAC shall remain confidential and will not be disclosed at any time in the future.
  - d. If any Board member, past or present, breaches the confidentiality agreement, they will be subject to disciplinary action set out by the Board Chair and/or the General Manager. Disciplinary action may include but is not limited to civil action or other legal proceedings.
7. Board Members shall not knowingly take advantage of, or benefit from, information obtained which is not generally available publicly.
8. Board Members shall not, after they leave their position, act in such a manner as to take improper advantage of their previous office.
9. Board members will faithfully attend scheduled Board meetings. Necessary absences will be reported with as much advance notice as possible.
- a. Board members must arrive at meetings on time and be fully prepared to participate in any deliberation and vote.
  - b. Two (2) missed meetings per term without proper notice will result in written disciplinary action regarding job performance.
  - c. A Board member is considered to have resigned if they are absent from more than three (3) consecutive meetings or four (4) meetings in a year, regardless of notice.
10. Board members will be properly prepared for Board deliberation, which means that all Board members must fully read the board meeting package, including all attachments, after the agenda has been sent out.
11. Board members will support the legitimacy and authority of the final determination of the Board on any matter, regardless of the members’ personal position on the issue. Therefore, a Board member will support the decision of the Board even if they voted against the decision in a board meeting.
12. Board members will be respectful of each other and Fleming SAC staff during Board meetings and in their Board related functions. This will be demonstrated by respecting individual and professional diversity, respecting an individual’s right to unique beliefs, and respecting the value of following the Code of Conduct for meetings.
- a. Computers and tablets are allowed during any meetings for supporting materials only. Any person using their computer for anything other than meeting purposes may be subject to reprimand from the Board Chair.

**Governance Policies**

- b. Cell phones are not allowed during any meetings. If a person must have their cell phone with them for emergency reasons, they must notify the Board Chair prior to the meeting start.
13. Board members will promote the good name and interests of Fleming SAC outside the Corporation and seek to have others hold it in high esteem.
14. Board Members will respect, support, and follow:
- a. the Corporations By-Law's and Governance Policies in their decision making,
  - b. decisions taken by resolution of the membership.
15. Board Members will embrace student interests, take full responsibility for their actions, communicate truthfully, and maintain appropriate privacy and confidentiality.
16. Directors must maintain good academic and disciplinary status with regard to student rights and responsibilities of Fleming College.
- a. Each Director must submit their consent at the beginning of their term, that grants permission to the General Manager to confirm each Director's status with Academics and Student conduct.
  - b. Board members at all times will avoid acting in a manner that could negatively reflect the Corporation, including while conducting Fleming SAC business, or while wearing Fleming SAC branded apparel.
17. Board members are required to comply with Human Resource and Operating Policies and Procedures in the same way as staff of the Fleming SAC, including but not limited to workplace violence and prevention, harassment & discrimination, health and safety, alcohol and drug use. Therefore, all Board members must be familiar with these relevant policies, which will be provided in their orientation package and is available at all times on the S:/Drive.
18. The Board may adopt revisions or additions to the code as deemed necessary to promote the best interest of Fleming SAC and proper functioning of the Board. A failure to uphold the Code of Conduct by a Board Member may result in a vote of no confidence by the Board, and the issues may be taken to a special meeting of the Members to remove the Board member. A Board member who has been alleged to have violated the Code may not participate in the vote but may speak to the issues raised. The Board may adopt additional procedures governing removal of a Board member.

Governance Policies

## 2-405 – Conflict of Interest

Every Board Member commits itself and its peers to ethical, businesslike, and lawful conduct with respect to their fiduciary duties and with respect to any potential or real conflict of interest which may exist. Board Members have the duty to act honestly, in good faith, and in the best interest of the Corporation.

2. Board Members must avoid conflict of interest with respect to their fiduciary responsibilities.
  - a. There must be no self-dealing or business by a member with the Corporation. Board Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might ought to be reasonably seen as a being a conflict.
  - b. When the Board is to decide upon a topic which a Board Member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation.
  - c. Board members will not use their positions to obtain employment in the Corporation for themselves, family members, or close associates. A Board Member who applies for employment with the Corporation, must first resign from the Board.
  - d. As Fleming SAC is a third party to Fleming College, and this raises a conflict of interest through a divided sense of loyalty, Board Members may not be employed by Fleming College, with the following exceptions:
    - i. Tutor
    - ii. ASL Interpreting and Notetaking
    - iii. Peer Mentor
3. Board Members are required to declare a potential conflict of interest at the time an issue is first discovered. If a real or perceived conflict exists, the Board Member is to refrain from participating in both deliberation and decision making.
4. Board members shall perform their official duties and arrange their private affairs in such manner that will prevent real, potential, or perceived conflicts of interest from arising. If such conflict does arise between the interest of board members and their official role and responsibilities, the conflict shall be resolved in favour of the perceived best interest of the Corporation.
5. Board and Committee members have a responsibility to raise concerns they may have regarding conflict of interest about another member who they perceive to be in conflict. It is the responsibility of the Board member with concerns to convey their concerns to the Board Chair.
6. Board members are not eligible to accept prizes awarded by Fleming College Student Administrative Council.

Governance Policies

## 2-406 – Board Secretary Role

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's Corporate documents. The Secretary has the responsibility to ensure that the Board's documents accurately reflect the decisions of the Board and are provided to the Board in a timely manner. The position of the Board Secretary is filled at the beginning of each term from the members of the elected Board.

The Secretary is to ensure that all Board documents and filings are accurate and timely. The Board's documents include articles of incorporation, By-Laws, Minutes of Directors/Board and Members' meetings, monitoring reports (including audit report and budget), Board attendance records, register of all directors, and Board Committee Minutes.

The Board will ensure that it annually reviews and clarifies its expectations (format, level of detail, timeliness, etc.) for the preparation of Board documents (policies, minutes, etc.) and communicates this to the Board Secretary.

In addition to fulfilling the responsibilities of a Director, the Secretary has other responsibilities that are usually defined as:

- That Board Members will have Board binders at each Board Meeting that are up-to-date and accurate.
- That updates of any and all documents will be available before each Board Meeting
- That Board meeting minutes will be handled as follows:
  - Minutes will be taken at all official Board Meetings
  - Minutes will be sent to the entire Board for review and approval
  - Approved minutes will be signed by the Board Chair and Board Secretary
  - Approved minutes will be available for all Board Members
  - Signed minutes will be placed in the official Board file (Corporate Minute Book) and available for the auditor's review.
- Has signing authority for the Corporation.

Governance Policies

## 2-407 – Board Treasurer Role

The Board Treasurer is an officer of the Board whose purpose is to ensure the integrity of the Corporation's finances. The Treasurer has the responsibility of ensuring that the Corporation's finances reflect the approved budget set by the Board and confirms that all purchases and expenses meet the requirements of the Corporation. The position of Board Treasurer is filled at the beginning of each term from the members of the elected Board.

In addition to fulfilling the responsibilities of a Director, the Treasurer has other responsibilities that are usually defined as:

- Provides financial oversight to the Corporation
- Assumes a leadership role on Board Committees or initiatives related to financial matters
- Administrates fiscal matters of the Corporation
- Oversees the annual budget presentation to the Board for approval
- Ensures development and Board review of financial policies and procedures
- Has signing authority for the Corporation

The Board will ensure that it annually reviews and clarifies its expectations for the preparation of the annual budget and communicates this to the Treasurer.

Governance Policies

## 2-408 – Board Committee Principles

Board Committees, when used, will be created to help the Board do its job and never to interfere with delegation from the Board to the Board Chair or General Manager.

1. Board Committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications (options and consequences) for Board deliberation.
2. Board Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. Board Committees cannot exercise authority over staff. The Board Chair and General Manager work for the Board as a whole.
4. Expectations and authority will be carefully stated through committee terms of reference in order not to conflict with authority delegated to the Board Chair and General Manager.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity. Unless otherwise stated, a Committee ceases to exist as soon as its task is complete.
6. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the Committee chair.
7. A Committee is a Board Committee only if its existence and charge come from the Board, regardless whether Board Members sit on the Committee.
8. The Board Chair, or designate serving on a College Committee, will represent the Corporation with honesty, integrity and professionalism. The Board Chair must:
  - a. Serve as the Fleming SAC representative. If they are unable to attend, they must make every reasonable effort to find a delegate.
  - b. Provide representation in the best interest of all students and must take a pro-active role on the committee to ensure the students' concerns are voiced.
  - c. Act in a professional manner to ensure that the integrity of Fleming SAC is maintained.
  - d. Report all findings in a written monitoring report to be presented at the next Board of Directors meeting.

Governance Policies

## 2-409 – Board Committee Structure

This policy applies to any group that is formed by Board action whether or not it is called a Committee and regardless of whether the group includes Board Members. It does not apply to Committees formed under the authority of the Board Chair, General Manager, or Fleming College.

The only Board standing Committees are those which are set forth in this policy and each Committee will be required to have standalone terms of reference for how the Committee functions.

### Standing Committees

#### Executive Committee

The Executive Committee is a standing committee and shall be comprised of the Officers of the Corporation and if deemed necessary by the Board, any other Director appointed by the Board.

- a. The Executive Committee is responsible for the governance of the Corporation between Board meetings, such responsibility to be exercised with prudent judgment about the general intentions of the Board. The Executive Committee shall assume such responsibilities as the Board may assign to it.
- b. The Executive Committee will meet monthly and as needed to meet the needs of the Corporation.

#### Governance Committee

The Governance Committee is a standing committee and shall be comprised of the General Manager, Board Chair, Secretary, and Governance and Advocacy Coordinator. This Committee is responsible for the care of and support to the board itself.

- a. The Governance Committee is responsible for identifying policy deficiencies and make recommendations for changes to Fleming SAC policy.
- b. The Governance Committee is responsible for managing the annual Board governance cycle and the development of the Board as a whole and Directors as individuals. This includes Orientation and self-assessment of Directors.
- c. The Governance Committee meets once per month and as needed to fulfil their responsibilities to the organization.

#### Finance Committee

The Finance Committee is a standing committee and shall be comprised of the General Manager, Finance & Administration Manager, Board Chair, and Treasurer.

- a. The Finance Committee is responsible to oversee staff's preparation of the annual budget.
- b. The Finance Committee is subject to the general direction of the Board. The Finance Committee shall oversee the financial affairs of the Corporation.
- c. The Finance Committee shall meet, at a minimum, quarterly and may have other responsibilities that are determined by board that are handled through subcommittees established at the time needed.

#### Elections Committee

**Governance Policies**

The Elections Committee is a standing committee comprised of the General Manager, Board Chair, two Directors, The Electoral Officer, and the Governance and Advocacy Coordinator.

- a. The Elections Committee responsibilities are outlined in detail in the Elections Operating Policy and Procedures 3-101.
- b. The Elections Committee will meet at least twice per year and during the elections process when required.

**Sub-Committees**

A sub-committee is a committee that a board uses to do specific work of a standing committee of the Corporation. A sub-committee is formed for a limited period to address specific recurring needs of the Corporation but does not meet on a regular basis. Sub-Committees do not dissolve when the work of the committee is completed.

**Ad-hoc Committee(s)**

An ad-hoc committee is formed for a limited period of time to address a specific need. When the work of the ad hoc committee is completed, the committee is dissolved. An ad hoc committee may exist for less than a year or for a year or more depending on the extent of the work to which it is assigned.



Governance Policies

**2-410 – Annual Planning**

The Board will operate with an annual governance plan that begins in May of each year. It will include review of previous year governance plan results. The Board will set priorities for its own development for the next twelve months. This will include Board education topics to be arranged throughout the year.

1. The annual governance cycle will begin May 1 and conclude on the last working day of April each year.
  - a. The Board will establish its objectives based on the most recent Board Strategic planning cycle for the ensuing year within each of its responsibility areas at an annual planning session.
  - b. In the first one or two months of the new cycle, the Board will develop its own priorities for the ensuing one-year period.
  - c. The cycle concludes with an annual update of all Ends policies with consideration of performance indicators. This will also include an update of the Corporate Strategic Plan.
  
2. Education, input, and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.
  - a. To the extent possible, the Board will identify those areas of education and input needed to increase the level of understanding, wisdom, and forethought it can give to subsequent deliberation and choices.
  - b. The Board will identify resources that will assist them to acquire the necessary education and input.

The Annual Board Governance Plan is as follows:

<b>Board Meeting Date</b>	<b>Board Education and Membership Connection</b> (Note 1)	<b>Monitoring of Organizational Performance</b> (Note 2)	<b>Board Self Evaluation</b> (Note 3)	<b>Board Means and Activities</b> (Note 4)
<b>May</b>	<b>Internal</b> - Fleming SAC Budget <b>External</b> - Fiduciary Duties	- Financial Condition	- Governing Style - Policy Enabling Procedures	- Board Changeover - Development of Board Priorities
<b>June</b>	<b>Internal</b> - Advocacy <b>External</b> - Provincial Advocacy	- Global Executive Constraint	- Community Involvement - Tendering	- AGM Planning
<b>July</b>	<b>External</b> - Partnerships <b>Internal</b>	- Services - Financial Audit	- Conflict of Interest	- Community Involvement Planning

**Fleming College Student Administrative Council**

**Governance Policies**

	- Events & Volunteering		- Director Code of Conduct	
<b>August</b>	<b>External</b> - Confidentiality and Privacy <b>Internal</b> - Foodbank	- Financial Condition - Revenue Generation	- Board Committee Structure - Delegation to the Executive	- Leadership Retreat
<b>September</b>	<b>External</b> - Ancillary Fees <b>Internal</b> - Health Plan	- Treatment of Members - Communication and Support to the Board - Emergency Executive Succession	- Global Board/Mgt Delegation - Risk Management	
<b>October</b>	<b>Internal</b> - Clubs <b>External</b> - Food Services	- Asset Protection	- Elections - Referenda - Contingency	- Annual General Meeting
<b>November</b>	<b>Internal</b> - Strategic Priorities <b>External</b> - Student Conduct	- Financial Condition - Partnerships	- Board Role and Responsibility - Unity of Control - Accountability of the Executive	- Creating Board Expectations for Elections Committee
<b>December</b>	<b>External</b> - Appeals <b>Internal</b> - Ancillary Fees	- Emergency Executive Succession	- Monitoring Executive Performance - Governance Investment	- Risk Management
<b>January</b>	<b>External</b> - Food Insecurity <b>Internal</b> - Finance & Budget planning	- Treatment of Members - Compensation and Benefits	- Secretary's role - Annual Planning	- Board Budget - Governance Investment Policy - Ancillary Fee Approval
<b>February</b>	<b>External</b> - Housing <b>Internal</b> - Strategic and Annual	- Treatment of Staff - Financial Condition - Ends	- Board Committee Principles - Board Chair Role	- Amendments to Bylaws - Amendments to Governance Policies

**Fleming College Student Administrative Council**

**Governance Policies**

	Planning Update		- Board Treasurer	- Governance Retreat
<b>March</b>	<b>External</b> - Transportation  <b>Internal</b> - Transportation Program	- Communication and Support to the Board	- Global Board Process  - Board as Owners-Representatives	- Executive Performance Review  - Board Chair Role  - GM Role
<b>April</b>	<b>External</b> - Leaving SAC/ Mentor development  <b>Internal</b> - Receive Annual Strategic Plan Report	- Emergency Executive Succession  - Financial Planning and Budgeting  - Treatment of Members	- Remuneration  - Delegation to the Executive	- Budget Approval

**Notes:**

Note 1: This is the Board's annual plan for learning about

- a. The business itself (internal education)
- b. The external business environment/scan (external Education) and
- c. Linkage with the membership of the Corporation (where it exists) to determine the owner's needs.

Note 2: These are reports from the General Manager and/or Board Chair, or external auditors regarding the organizational compliance with Board stated performance and risk management policies.

Note 3: This is the Board's evaluation of its performance against its own policies on Board performance and conduct.

Note 4: This item includes the Board's work to take care of its own business, and making decisions not delegated to the General Manager.

Governance Policies

**2-411 – Governance Investment**

The Board will invest in its governance capacity pertaining to skills, methods, and supports to govern the Corporation with excellence in the following four areas:

1. Training and retraining to orient new board members and candidates for board membership, as well as to maintain and increase existing board member skills and knowledge.
  - Up to \$20,000 per fiscal year for training, including attendance at conferences and workshops
2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to financial audit.
  - Up to \$20,000 per fiscal year for audit and other 3<sup>rd</sup>-party monitoring of organizational performance.
3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to students-as-owners.
  - Up to \$5,000 per fiscal year for surveys, focus groups, opinion analyses, and meetings.
4. Administrative costs of operating the Board.
  - Up to \$5,000 per fiscal year for board meetings and administrative costs.

Furthermore:

5. The Board will establish its cost of the good governance related to the above for the next fiscal year during the month of March.
6. Costs will be prudently incurred, but effective in maintaining the development of a Board that understands and exemplifies a strong governance model.

Governance Policies

## 2-412 – Board as Owner-Representatives

The Board, as a whole, represents the interests of the students-as-owners of Fleming SAC.

1. Board members' ethical obligation is to represent the entire ownership, not specifically the schools or sections of the College of which they are part.
  - a. Appropriate broad-based input from students must be sought and analyzed.
  - b. The full range of the views of the students-as-owners regarding the Strategic Priorities must be incorporated into Board deliberations, not those points of view held personally by individual Board members.
  - c. The Board will create a plan each year to communicate with students as owners.
2. Although Board members are drawn from parts of the school which are customers of the organization as well as its owners, Board members must distinguish and serve those interests that are relevant to the role of students-as-owners, not that of students as customers. It is inappropriate for Board members to bring into board meetings their customer relationship with the Corporation.
3. All Board members are accountable to the membership for participating in the engagement with students-as-owners.
4. The Board will consider ownership representation successful if:
  - a. When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the ownership regarding the benefits that the Corporation should provide, for whom, and the relative priority of those benefits.
  - b. The students-as-owners are aware that the Board is interested in their perspective.
  - c. Asked, the students-as-owners would say that they have had opportunity to let the Board know their views.
  - d. The students-as-owners are aware of how the Board has used the information they provided.

Governance Policies

**2-413 – Elections**

Annually, Fleming SAC shall hold elections for five (5) Board of Directors positions. The Board will run a fair and impartial election process. This policy and the elections operating policy shall conform to and complement the by-laws of Fleming SAC.

1. The extent of the Board's involvement in the election process shall be to sit on the Elections Committee and fulfil the duties therein.
  - a. The Electoral Officer is hired by the Elections Committee comprised of the Board Chair, General Manager, the Governance & Advocacy Coordinator and two current Directors.
  - b. The Electoral Officer will be a part-time contract staff member who facilitates the election process and at all times shall remain independent of the Fleming SAC Board of Directors to ensure all rules and guidelines of the election are followed by all involved in the election process as defined in the Fleming SAC Elections Policy.
2. The General Elections will be held before the last day in February.
3. In the event that there are five (5) candidates or less for an election, there will be a vote of confidence by the membership to fill the open Directors positions from the nominees available. Successful appointment will see a 50% plus one (1) in favour of the candidate taking office.

Governance Policies

**2-414 – Referenda**

Referenda can be either member-initiated or Board-initiated.

The Board Chair shall ensure that the referenda question(s) is neutrally proposed and complies with the other rules relating to referendum questions contained in the By-law and corresponding policies.

1. A corporation referendum may be called by a simple majority vote at a Board of Directors' meeting with at least 2/3 of the voting Board members present, or upon a petition bearing the signatures and names and student numbers of 10% of the ordinary members.
2. Corporation referendums are binding, unless stipulated and communicated to the full-time student body that the question is a simple survey.
3. The Board Chair and General Manager shall be responsible for the conduct and process of the referendum.
4. A minimum of two weeks' notice must be given to the student body before the referendum date.
5. Voting in a referendum shall be open for a duration of at least two (2) full business days.
6. Members in good standing with Fleming SAC are eligible to cast a vote.
7. If a referendum question is accepted or defeated, a rewording of the same question, or a similar question directly pertaining to the original referendum question, may not be readdressed again by referendum for twelve (12) months after the original referendum date.
8. In order for a referendum to be successful, a minimum of 15% of the membership must have voted in the referendum.
9. Fleming SAC shall, within one week of the date of the referendum, convey a formal report of the results in writing both to the party proposing the referendum and to such officers of the College as may be appropriate for implementation and information.

**Governance Policies**

**2-415 – Policy Enabling Procedures**

Fleming SAC operates and is governed by sets of policies and procedures that provide the Corporation with its direction & limitations and sets rules on its conduct. Fleming SAC's Hierarchy of Legislation governs which corporate documents supersede one another and what information can be found within each set of policies. All Directors must comply with the following sets of laws, regulations, and policies. Fleming SAC's Hierarchy of Legislation is as follows:

- Federal & Provincial Law
- Letters Patent
- By-Laws
- Governance Policies
- Operating Policies

**Policy Enabling Procedures**

1. Fleming SAC and its Board of Directors must follow all Federal & Provincial laws and legislations when performing their duties.
2. The Board of Directors will from time to time, and when required, review and amend the Letters Patent of the Corporation.
  - a. The Letters Patent may only be changed with the approval of Membership.
3. The Board of Directors must understand the By-Laws and complete a full review and analysis every five (5) years. Recommendations of any adoptions, amendments, and/or repeals to the By-laws must be made to the Membership for ratification at the Annual General Meeting.
  - a. Subject to the By-Laws, the Board may approve any adoptions, amendments, and/or repeals to the By-laws until the next meeting of the members where it will be confirmed, rejected, or amended.
  - b. During the period between Board approval and the Annual General Meeting, the Corporation shall align the operations and governance structure to reflect the recommended adoptions, amendments, and/or repeals in order to remain compliant if ratified by membership.
  - c. Updates to By-laws are finalized and come into effect when the membership has ratified the recommended adoptions, amendments, and/or repeals.
4. Any member of the Board of Directors may make a motion to adopt, amend, or repeal any governance policy.
  - a. There must be quorum at any meeting where a motion to the Board is presented for any changes to governance policy.
  - b. A motion to adopt, amend, or repeal any governance policy requires two (2) independent readings at separate board meetings.
  - c. Voting to adopt, amend, or repeal any governance policy can only be carried with a clear majority (50%+1). Motions that result in a tie are defeated.
  - d. Copies of the proposed amendments, adoptions, or repeals shall be distributed to each Director at least two (2) days prior to a board meeting.
  - e. All motions to adopt, amend, or repeal a governance policy must be completed by the Board of Directors before the passing of six (6) weeks after the first reading.



**Governance Policies**

- f. The Governance Policies shall be reviewed by the Board of Directors before the completion of their elected term.
5. The General Manager is responsible for the development and implementations of all operating policies and procedures for Fleming SAC.
- a. The Board must approve all human resource policies.
  - b. The General Manager will develop and approve all operating policies and procedures that reflect the Ends and Executive Limitations set by Board Directive.

Governance Policies

**2-416 – Community Involvement**

The Fleming SAC shall be involved on an ongoing basis with approved social (outreach) programs in the local community. The involvement and the number of such programs shall be subject to approval procedures in the same manner as any other event.

The Fleming SAC looks to foster community partnerships that benefit the student experience at Fleming College. All endeavours of community involvement with focus on but not necessarily be limited to four (4) key areas for its membership:

1. Awareness,
2. Services,
3. Skills Development, and
4. Social Development

Fleming SAC will not provide funding to college academic programs.

Governance Policies

## 2-417 – Remuneration

Governance Policy 2-403 clearly outlines the role and responsibilities of each Director of the Board. Directors shall receive Director Fees for the time and efforts that are put into the success of the Corporation.

1. Director fee amounts:
  - a. Directors may earn up to a maximum of \$700 per month while in office.
  - b. Directors are paid their monthly director fees by direct deposit on the 15<sup>th</sup> day of each month. If the 15<sup>th</sup> falls on a weekend or holiday, Director fees will be paid on the working day preceding the 15<sup>th</sup>.
  - c. As Directors are not considered employees of Fleming SAC, but rather a governing body, Directors are exempt from Employment Insurance.
  - d. As Directors are not considered employees of Fleming SAC, but rather a governing body, Directors do not qualify for WSIB.
2. All Director Fees will be reviewed and presented monthly to the Board of Directors for ratification by the Executive Committee.
  - a. Director fees reports for the month's tasks completed shall be due on the first day of the following month.
  - b. Submission of late director fees reports will result in a 5% per day penalty deduction up to when the Executive Committee meets to approve Director Fees.
    - i. Directors will forfeit their monthly Director Fees if a director does not submit a monthly Director fee report before the Executive Committee meets for approval.
3. Decisions about Directors Fees made by the Executive Committee for recommendation to the Board, must be reached by consensus.
4. Directors can earn up to the maximum monthly fee amounts by completing tasks that relate generally to the promotion and governance of Fleming SAC. These tasks and the fees associated are as follows:
  - a. Attendance at Board Meeting - \$150.00
  - b. Kiosk Engagement - \$20.00 per hour
  - c. Classroom Engagement with the Board Chair - \$50.00
  - d. Support at a Steele Centre Event - \$60.00
  - e. Attend a Fleming College Special Event - \$20.00 per hour
  - f. Committee Meetings and support - \$20.00 per hour
  - g. Academic Appeal Support - \$20.00 per hour
  - h. Student Rights & Responsibilities support - \$20.00 per hour
  - i. Attendance at Fleming SAC Training Sessions - \$30.00 per session
  - j. Attendance at Retreats/Changeover - \$175.00
  - k. Attendance at Open House / Welcome Days - \$50.00
  - l. Volunteer Mentoring - \$20.00 per hour

**Governance Policies**

5. The Treasurer and Secretary of Fleming SAC, in taking on additional roles as Directors, are compensated above the maximum monthly fee amount with additional fees as follows:
  - a. Treasurer – \$100 per month
  - b. Secretary – \$100 per month
6. The maximum monthly amounts for Director fees will be reviewed annually by the Board at governance review weekend. Any changes to the maximum monthly Director Fees amount take effect May 1st each year.
7. Directors may, upon approval from the General Manager, receive mileage reimbursement for meetings or conferences when having to travel from their respective campus.

Governance Policies

## 2-418 – Risk Management

The Fleming SAC Board of Directors have a duty and responsibility to govern the management of risk to support the achievement of the Corporations objectives, protect staff and business assets, and ensure financial sustainability.

As per the Bylaws of the Fleming SAC, the General Manager is delegated the responsibilities of managing the operations of the Corporation and assumes the responsibility of risk management alongside the Board.

At all times the Board is required to govern the level of risk that Fleming SAC assumes.

In addition, the Board is responsible to:

1. Protect the reputation of the Corporation against risks that deviate from the mission, values, and vision of Fleming SAC.
2. Protect the interests of the membership in decision making processes.
3. Protect the Corporation against financial jeopardy.
4. Ensure that programs and services are developed to serve the students at Fleming College.
5. Ensure Bylaws & Governance Policies are current and adhere to all legislation in the province of Ontario.
6. Ensure that adequate insurance provisions are in place to protect the Corporation and the Board from potential liabilities.

**Corporate Records:** The Secretary, together with the General Manager, are responsible for ensuring that the corporate records are maintained and filed securely. This includes: all Letters Patent, Bylaws, a list of current Directors & Officers & Members, Meeting Minutes of the Corporation, copies of financial statements and banking documents.

Governance Policies

**2-419 – Tendering**

It is the policy of Fleming SAC to spend funds entrusted to the Corporation in a cost-effective manner. Tendering processes must be adhered to by the Executive as stated in the following policies:

1. Any equipment or services purchased exceeding \$2,800.00 but less than \$8,000.00 will be opened to three (3) bids for consideration by the General Manager.
2. Any equipment or services purchased exceeding \$8,000.00 will be opened to tender for consideration by the Board.
3. All tendering of equipment and services must have a written request for proposal by a Board designate and approved by the Board. All requests must include a deadline for submissions and a timeline for completion.
4. All tendering bids should be written on company letterhead and submitted to Fleming SAC by the deadline stated in the request for proposal.
5. In the event that any equipment or service is unique and qualified companies asked to tender are unable to tender, then a letter to that effect from those companies must be included for consideration by the Board.
6. The selection of a successful tendering bid should not be based solely on price or any privilege claimed by the Board.

Governance Policies

**2-420 – Contingency Procedures**

Fleming SAC endorses and abides by the College Emergency Preparedness procedures.

1. Emergency Preparedness includes the following:
  - a. Fire
  - b. Medical
  - c. Bomb Threat
  - d. Violence or Threats
  - e. Lock Down
  - f. Weapons Observed
  - g. Vandalism
  - h. Theft
  - i. Security Services
  - j. Pandemics

This information is available for viewing on the Fleming College website at <https://department.flemingcollege.ca/security/>.