

Board Roles, Organization and Process

This document is the parent policy for any College or Divisional procedures. Questions regarding this policy are to be directed to the identified Policy Administrator.

Board Policy No.	03
Functional category	Board of Governors
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Policy owner	Board of Governors
Policy administrator	Board Coordinator

1.0 Objective

As members of the Board of Governors, we fulfil our mandate to provide strategic leadership and governance of NorQuest College (College) on behalf of the public. We are accountable to the College, to each other and to the public for the ongoing success of the College and we ensure that those to whom we delegate our authority are accountable to us.

2.0 Policy

2.1 Board Roles

The Board represents the public in its oversight and stewardship of the public resources provided for NorQuest College. In this governance role, we:

- Establish a clear framework for the overall direction and management of the College through a Strategic Plan, as well as through Board policies.
- Delegate our authority to the President & CEO to carry out the Strategic Plan.
- Exercise those areas of responsibility that have not been delegated to the President & CEO.

- d) Monitor the effectiveness of the framework we rely on to fulfil our mandate.
- e) Review, approve, and monitor the Investment Management Agreement, Annual Report, budget, and financial statements prepared by the President & CEO on our behalf.
- f) Establish clear terms of reference for Board committees.
- g) Advocate for the College and develop positive relationships with the College's external community and stakeholders.
- h) Support positive, respectful relationships within the College.
- i) Provide oversight of the College's management and operations through responsible delegation of our authority to the college President & CEO.
- j) Demonstrate commitment to the Board's [Code of Conduct Policy](#), [Related Party Disclosure Procedure](#) and [Conflict of Interest Procedure](#) by means of an annual written declaration indicating awareness, understanding and compliance.

The Board's role does not include developing or approving the College's operational policies and procedures, or direct oversight of College operations.

2.2 Board Structure

The Board's structure supports our strategic objectives for the college by:

- a) Providing oversight of emerging issues and key areas of College governance through Board Policies and Board committees that the Board may establish from time to time.
- b) Establishing clear lines of reporting and responsibility within the Board and between the Board and President & CEO.

2.3 Ex-officio membership in Board and College committees

As per Article 6.5 in the Board Bylaws, in instances where not explicitly specified as a Committee member in the Committee terms of reference, the Chair and the President & CEO shall be non-voting ex-officio members of all Committees.

2.4 Board Procedures and Processes

The Board follows Procedures and processes designed to:

- a) Provide strategic direction for the college and guidance to its President & CEO.
- b) Safeguard the financial health and reputation of the college.
- c) Establish an atmosphere that encourages respectful exchanges among Board members and fair and impartial treatment of every member of the college community.
- d) Support efficient and responsive decision-making and reporting between the Board and the President & CEO.
- e) Hold the President & CEO accountable for his or her decisions and performance.
- f) Provide leadership through sound decisions that comply with our policies and through the college's Strategic Plan.
- g) Ensure that there is an enterprise risk management approach in place.

2.5 Monitoring and frequency

The Board will engage in regular and systematic monitoring of performance and compliance with the requirements outlined in this policy through the following practices:

- a) Annual demonstration of compliance to relevant sections of the *Post-secondary Learning Act and Alberta Public Agencies Governance Act* through the College's internal legislative compliance certification and verification process.
- b) Bi-annual reporting and review of the Strategic Plan implementation status.
- c) Annual Board of Governors evaluation.

3.0 Definitions

3.1 Board means the Board of Governors, established under the Act.

3.2 Chair means the person designated by the Lieutenant Governor in Council as chair of the Board or the person designated by the Board Chair as a Committee Chair.

3.3 Procedures are written statements that stipulate specific actions to be taken to conform to established policies and allow for the systematic

implementation of those policies. Procedures often include detailed step- by- step descriptions of what to do, and normally explain the use of any relevant forms.

4.0 Related information

4.1 NorQuest College

- a) [Board Policies and Procedures](#)
- b) Board Bylaws
- c) NorQuest College Mandate and Roles Document
- d) Board Position Mandates
- e) NorQuest Investment Management Agreement

4.2 External

- a) [Post-secondary Learning Act](#)
- b) [Alberta Public Agencies Governance Act](#)

5.0 Next review date

May 2027

This policy is reviewed at least once every three years to ensure compliance with legislation, Board policies and intended purpose.

Revision history

Date	Version	Action
June 2010	V1	New policy is established.
May 2012	V2	Reviewed
October 2012	V3	Reviewed
February 2016	V4	Reviewed
February 2019	V5	Reviewed
October 2021	V6	Revised and reformatted
May 2024	V7	Reviewed, template updated