



Québec, le 13 décembre 2022

PAR COURRIEL

Objet : Décision complémentaire
Notre dossier : 16310/22-252

Bonjour,

La présente fait suite à votre courriel du 7 décembre 2022, dans lequel vous portez à notre attention que des documents semblent manquants, plus particulièrement les versions anglaises des documents qui vous ont été transmis ou rendus disponibles via le Web.

Vous trouverez ci-annexé, à la suite des recherches supplémentaires, les versions anglaises en question.

Conformément à l'article 51 de la *Loi sur l'accès aux documents des organismes publics et sur la protection des renseignements personnels* (RLRQ, chapitre A-2.1), nous vous informons que vous pouvez demander la révision de cette décision auprès de la Commission d'accès à l'information. Vous trouverez ci-joint une note explicative à cet effet.

Nous nous excusons pour les inconvénients que cette situation a pu occasionner et vous prions d'agréer nos salutations distinguées.

La responsable de l'accès aux documents,

Originale signée

Ingrid Barakatt
IB/JC/mc

p. j. 15



Institut sur la gouvernance
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Seminar on governance in CEGEPS

« For a value-creating governanceTM »

Pour une gouvernance créatrice de valeurs®

Outline of the presentation

- I. OBJECTIVES AND EXPECTATIONS**
- II. GOVERNANCE AND ITS EVOLUTION**
- III. THE BOARD OF DIRECTORS**
- IV. BOARD COMMITTEES**
- V. VALUE-CREATING GOVERNANCE**
- VI. CLOSING REMARKS**
- VII. EVALUTATION**



Objectives and expectations

**What can colleges do to
strengthen their governance
within the current regulatory
framework?**

(i.e. General and Vocational Colleges Act, c. C-29)



- A. Increase awareness of the magnitude and importance of the Board's responsibilities.
- B. Provide Board members with tools that help them to exercise their powers more effectively.
- C. Promote greater involvement and input by individual directors.
- D. Foster new thinking about governance principles founded on clear policies and generally-accepted practices.
- E. Encourage governors/directors to improve governance in colleges and to exceed the minimum standards set out in legislation and by the MEES.



Governance and its evolution

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- The core issue in governance
- Why governance? (triggers)
- Modern governance (the bases of good governance)
- Evolution of the college network
- Complementary governance models

*“How can a small group of people (**working part-time**), successfully **supervise, manage and guide** the executives of an organization, **make strategic decisions and protect and promote the interests of their stakeholders?**”*



Source: Allaire, 2002

“Strengthening governance mechanisms and practices is an essential element in guaranteeing the effective delivery of public services and in ensuring citizens hold their government to account in meeting development goals.”

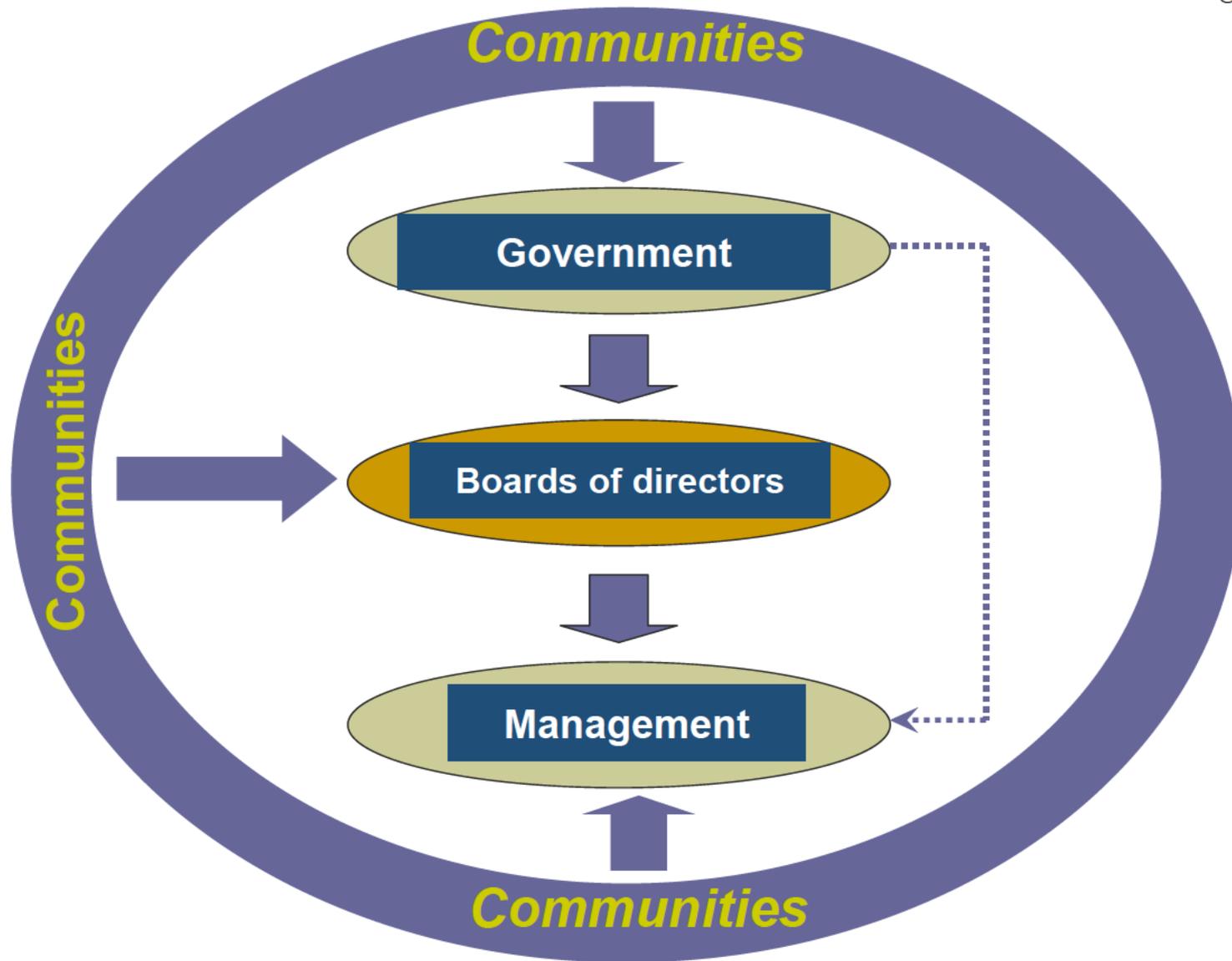


*Source: OCDE, introductory text to the “Accountable and Effective Institutions” web-page
(<http://www.oecd.org/governance/accountable-effective-institutions/>)*

“Taxpayers expect that state-owned enterprises make good use of the public funds allocated to them, that they are managed efficiently, effectively and transparently and that their mandate is clear and relevant. Their Boards of directors, basing themselves on good governance principles, need to play a key role in this regard.”

*Source: Nos sociétés d'État sont-elles bien gouvernées?
(Are our state-owned enterprise governed effectively?)
IGOPP report, p.8, June 2017*

Governance: a system for sharing power



Fall 2016 – The Auditor General of Quebec's (VGQ) audit of the administrative management of five colleges

Analysis: Governing bodies do not have the complete information that they need to fully assume their responsibilities. Recommendation: “Ensure that governance bodies receive sufficient, timely information so they can properly assume their strategic decision-making role and oversee the efficacy of existing controls.”

(Source: Report of VGQ at the AGM for the 2016-2017 year,
Administrative management of CEGEPs)
(*Gestion administrative des cégeps*), Chap.3, p.35)

June 2017 - IGOPP study dealing with governance in colleges

Conclusion: Although the current regulatory framework was outlined in the 1967 and 1993 laws, it is possible, even necessary, to update governance in colleges, by applying clear and recognized policies that strengthen its effectiveness and accountability.

(Source: (French-only)

Study on the governance of CEGEPs in Québec

(Étude sur la gouvernance des cégeps du Québec), IGOPP, June 2017.)

In CEGEPs

- Governance issues rarely occur in relation to major management problems, but rather with a proactive view to improve performance and better anchor governance within an organizational milieu, given accountability related obligations.
- Fundamental governance values aren't just the purview of external directors. They need to be shared by all Board members.

Current collegiate governance regulatory framework

- 18 laws - 19 provincial regulations
- Financial and budgetary regime includes:
 - ✓ 114 annexes + 56 procedures

Modern, value-creating governance is based on:

- Adherence by directors to the organization's mission.
- Shared understanding of management and governance rules.
- Adherence by directors to core governance values including ethics, professional conduct, integrity and accountability.
- Continuous professional development and training of directors.
- Optimal composition of the Board of Directors.



Modern, value-creating governance is based on:

- The legal responsibility of administrators.
- A frank, clear, complete, and public accountability.
- The quality of financial, risk analysis and transparency-related information.
- The quality and oversight of strategic planning (development and success) in mission accomplishment.
- Internal controls and the independence of external auditors.



Challenge: Install modern governance within a cumbersome, half century old regulatory framework environment

The college network

- 48 colleges
- 48 CCTT
- 5 national schools

Number of students in 2016-2017 : 173,000
Number of employees: 26,411
Number of directors: more than 970 directors

Typical board: 19 directors

Three groups of directors, based on their links with the college

- 9 external directors named by the Minister and the Board
- 4 directors who are related parties
- 6 internal directors who work within the organization

Only external directors named by the Minister and the Board could be regarded as independent in the sense intended in the *Act respecting the governance of state-owned enterprises*.

BUT ALL DIRECTORS ARE JOINTLY AND SEVERALLY RESPONSIBLE FOR THE SOUND GOVERNANCE OF THEIR COLLEGE.

... ALL DIRECTORS, REGARDLESS OF THE CONSTITUENCY THAT DELEGATED THEM

Observers are not directors and thus should only play background roles during Board meetings.

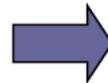


Traditional model

ENSURE THAT

Fiduciary

***Monitor and control
expenses***



New model

CONTRIBUTE TO

Creation of value

Improve decisions

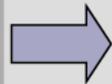


A Board of Directors is responsible for the achievement of the College's mission (fiduciary/trustee).

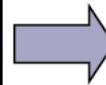
Each member agrees with and shares this responsibility.

Classic responsibilities

Fiduciary duty



Duty of prudence
and diligence
"Take care"



New reality

Have good
"Business judgement"

1. Boards must ensure that public funds that are entrusted to CEGEPs are fully-used to accomplish their missions in a manner that corresponds to the highest ethical standards (integrity, transparency, etc.). We are talking here about “fiduciary governance” or about Boards’ fiduciary role.



2. Beyond this primary role, we are also becoming increasingly aware that Boards can help CEGEPs develop and progress even further (i.e. to improve their efficiency, effectiveness, quality and relevance of services offered etc.). In short that they can help improve the organization's decisions and contribute to improve their productivity. We are talking here of “value-creating governance.”



The Board of Governors

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- Responsibilities of the Board of Governors
- Levers of governance
- Organization and functioning of the board

The functions of governance

- Define the organization's strategic plan, determine its objectives and approve the implementation plan.
- Approve the annual budget, fixed-asset plan, financial report and the annual report.
- Ensure that implementation is in compliance with the strategic plan; evaluate results and progress.
- Identify all risks and ensure that they are managed (financial, operational and reputational risks).



The functions of governance

- Ensure that the organization is administered in conformity with existing laws and accepted standards.
- Ensure that human, material, financial and technical resources are managed efficiently and effectively.
- Define the organization's policies and bylaws, revise them periodically and ensure that they are applied.
- Provide a complete and candid accountability.
- Name and evaluate the main managers (GD and AD)



1. The *General and Vocational Colleges Act* identifies three:

- The Board of Governors is the highest level of governance. The directors name a Chair and a Vice-Chair each year.
- The Executive Committee is headed by the Director General but is composed by members chosen by the Board. The Executive committee is in charge of “day-to-day administration.”
- The Academic Council, which is presided by the Academic Dean and composed of members of college staff, is a required consultative body.



2. Internal bylaws (Bylaw concerning the General Administration of the College) must be adopted and kept up-to-date by the Board and should deal with:
 - a) The formation of core statutory governance committees.
 - Audit, verification and financial policies
 - Governance, ethics and professional conduct
 - Human resources
 - b) Delegation to a statutory or other permanent Board committee of the following issues:
 - Technology and equipment resources
 - Risk management
 - c) Indicate that the Board has the authority required to form by resolutions permanent or *ad hoc* committees on all questions related to its areas of responsibility (eg. Real estate management, technology).



The governance tools

1. The internal bylaws generally contain basic provisions relating to convening of the Board, setting agendas, minute-taking, the way meetings function and adoption of resolutions.

2. Other Board policies and practices related to governance and functions:
 - Delegation of powers to the Executive committee and to the Director General
 - The Board's plan of work for the current year
 - The Board's self-assessment
 - Profiles of the directors' skills and experiences
 - The directors' Code of Ethics and professional conduct
 - The Code of Conduct during assemblies
 - The division of roles between the officers of the College
 - Reimbursement of expenses related to current Board duties, travel or representation.



Beyond his role as Chair of the Board, the Chair is generally an *ex officio* member of all Board committees and of the Executive committee. In addition to his qualities as a leader, the Chair must thus be very available.

Nothing prevents a Board from alleviating its Chair's tasks and delegating mandates and functions (eg. Chair of a committee) to the Vice-Chair and to other Directors who are available and willing to be more implicated.

This practice facilitates work sharing between Directors as well as the preparation of a succession option, as needed.



An effective way to operate

- Agree on the number/amount of meetings that will take place that year and when they will be scheduled
- Better organize board meetings
 - Prepare an agenda for each meeting
 - Identify topics that members will be informed about;
 - Identify topics related to directions and decisions
 - Length of meetings
 - Location of meetings
 - The quality of the minutes that will be taken
 - Logistics issues
- Better preparation of meetings
 - Of files by management
 - Of Directors
 - Of reports of Board committees



The four “Ps” of a committed Director

- **Prepare** properly before Board meetings (for example read the documentation that was sent ahead of time).
- Be physically and mentally **Present** at meetings.
- **Participate** in debates and discussions (even when ideas are contrary to general opinion).
- **Provide added-value** to debates.



The contribution of a committed Director

**What have you contributed to
Board debates during the past
12 months?**



A tool for you

Report dealing with the preparation of policies and the implementation of accountability practices to help strengthen governance in CEGEPs.

Provides Directors and managers with policy guidelines and accountability practices that will help them strengthen governance in their organizations.

Deals with five administrative activities and focuses on governance accountability

1. Non regulated working conditions of managers and senior managers («hors cadres»).
2. Expenses related to work functions
3. Self-financed services
4. Contractual management
5. Changes in real estate assets

Annual work plan

The Board's annual work plan enables Directors:

- To have an overall view of core questions that they will deal with during the coming meetings;
- To divide up subjects for debate based on their priorities;
- To manage preparation and discussion time;
- To ensure that all Board responsibilities are dealt with during the period.

An annual work plan is an excellent tool for Board committees and management. It also provides a checklist and reference guide for all governance stakeholders.



Organization and functioning of the Board



Boards generally devote considerable time to management reports and financial statements, but not enough time to questions related to the organization's future.

Key parts of an annual work plan.

- The success plan
- Self-Assessment of the Board and its Directors
- The review of policies and rules
- The socio-professional profile of the Board and its succession
- Assessment of the Director General and the Academic Dean
- The annual declaration of interests
- Training sessions
- The program development plan
- Closed (off-site) retreats
- Financial and budgetary planning
- Update of the risk analysis
- All other strategic questions that the Board may want to take on

The Chair of the Board is responsible for coordinating discussions related to the work plan.



Invigorating the Board

“To be harmonious and effective the Board must function as a team of people that commit to a project. This team must produce results that stem from greater synergy between the members than would the sum of actions of members acting alone.”

*“Governance in a health and social services establishment”
AQESSS governance committee, 2006*

- **The notion of a “*team*” will come from:**
 - Initiative
 - The search for information
 - The affirmation of convictions
 - Taking decisions
 - Management of differences
 - Resilience
 - Critical analysis



Holding effective meetings

- Always arrive early and start on time.
- Notify of delays, but quantify them in the evaluation.
- Manage the agenda better and try to finish on time.
- Give credit when credit is due.
- Act impartially and encourage different points of view.
- Be brief and concise.
- Be watchful of disagreements, dissent and signs of frustration.
- Encourage and ask questions.
- Adjourn meetings when the Board is divided.
- The importance of DRAWING CONCLUSIONS.



Common weaknesses

➤ **Too operational**

- The Board is not there to manage the organization.
- Discussions that get bogged down in operational details waste a lot of time during Board meetings.
- The Chair of the Board must intervene to keep discussions within key Board priorities and mandates.

➤ **Quiet, badly prepared**

- Does not contribute much to discussions.
- Does not prepare for Board meetings.
- Involvement is often limited to attending the meetings.

➤ **Complacent**



Common weaknesses

- **Absent**
 - Some Board members are competent but are so busy that they regularly miss meetings.
 - It's far better to have less well-known members who are more engaged.

- **Lack of interest in the group**
 - Some members have impressive track records but are only available to provide access to their know-how. However work of Board members goes far beyond that.

- **Beware of conflicts of loyalty**



Delegation

- Delegation is a must for Boards of Directors.
 - To the Director General
 - To the Board Committees
 - To bodies that report to the Board

- Delegation will be advantageous to the Board of Directors and the Director General if the main parameters are present.
 - The responsibilities
 - The guidelines
 - The resources
 - Accountability



Plenary committee and closed meetings

- The Board of Directors meets in public and makes its decisions in public. However it may also deliberate as a **Plenary (non public) committee** or as a **closed session of the Plenary committee**.
- The Plenary (non-public) committee facilitates free expression of opinions and the creation of consensus.
 - Facilitates the analysis of complex or political questions that merit serious reflection as opposed to taking positions on questions in advance.
 - When subjects are dealt with in depth in a Plenary (non-public) committee, in its public session the Board should provide a summary of the discussions and the main positions.

Plenary committee and closed sessions

- There are many cases in which a closed session of the Plenary (non-public) committee might be appropriate.

- **Example 1:** A closed (non-public) session may be held at each meeting without the Director General or the Academic Dean.

This provides the Directors with special time in which they can freely question themselves regarding their own efficacy and the possibility of improving their internal dynamics.

- **Example 2:** When a contentious subject must be dealt with (such as the evaluation of Director General) the Chair may recommend a closed session of the Plenary (non-public) committee and ask the concerned directors (the managers and employees) to leave the meeting.

The importance of the Chair's role

- The Chair's main role is to ensure that the Board of Directors exercises its responsibilities effectively and that it respects the boundaries between the responsibilities of the Board and those of the upper management.



The Chair and meetings of the Board

- Presides over all Board meetings.
- Ensures proper functioning of the Board by guiding debates in a manner that is:
 - Effective: knows how to lead the Board to decide rapidly.
 - Equitable: allows everyone to participate.
 - Calm: particularly during tense moments.
 - Connected: ensures that Board members form a team.
 - Listens: understands periods of silence and Board dynamics.
 - Dynamic: encourages constructive debate on all questions submitted to the Board and ensures that all points of view are heard prior to a decision being made.



The Chair and the General director

- The Chair of the board and the Director General are partners in the accomplishment of the organization's mission.
- The Director General oversees the execution of the Board's decisions. The Chair and the Director General need to provide each other mutual support.



The Chair and the General director

- The Chair must develop a relationship of mutual trust that enables him to undertake certain intervention initiatives and consultations with the Director General. If trust is strong, the Chair can be a major resource-person for the Director General;

***“Develop mutual understanding while
maintaining distance”***

Evaluation

The annual evaluation of the Directors is led by the Chair. It must ensure:

- ✓ An annual evaluation of the contribution of each Board member to Board work and discussion of this with members of the Governance committee.

The triennial evaluation of the Board of Directors is led by an independent firm. It consists of:

- ✓ A confidential evaluation by Directors, of the functioning of the Board and overall organizational governance.
- ✓ This facilitates identification of the Board's strengths and weaknesses in order to better implement measures that improve its effectiveness.



Board committees

What is a committee?

- A small group of three to four members that supports the Board.
- With members chosen based on their expertise and qualifications.
- Meets about four to six times each year.
- Members act as experts and make recommendations.
- When given a mandate, a committee obtains intervention latitude within the limits established by that mandate.
- Does not take away the Board's overall responsibility.



The Board adopts a founding bylaw for each committee (also known as the committee charter) which describes:

- The committee's mandate
- The Chair
- Its composition
- How it functions
- Its responsibilities
- Its powers
- Its accountability

ALL STATUTORY, PERMANENT OR AD HOC COMMITTEES
PLAY **A CONSULTATIVE ROLE** WITHIN THE BOARD.

Definitions

Statutory committee: An obligatory committee foreseen in the internal bylaws and bound by founding rules or a committee charter. Composed uniquely of directors.

Permanent committee: A committee formed to deal with a long-term, recurring, strategic issue without a pre-determined deadline such as the upgrade of a IT infrastructure etc. Its mandate does not end when its first report is tabled, but continues as long as the issue requires Board attention and oversight. Composed of Board and non-Board members.

Definitions

Ad hoc committee: A committee formed to look more deeply into a specific issue (such as a new policy, a multi-year plan, etc...) and to make policy recommendations to the Board. Its mandate ends with the tabling of its recommendations.



➤ **The importance of the issue**

- The public college network manages more than \$1.7 billion in public funds and employs approximately 26,000 people
- A CEGEP is often the largest employer in the region.

➤ **Objective of the audit**

- To ensure that sufficient structures and processes are in place to foster good governance by the establishments' Board.
- Effective oversight: consists of observing attentively in a manner that exercises control.
- The important role of the audit committee.
- Working effectively with the external auditor.



- Understanding, interpreting, and navigating financial reports.
- Measuring financial performance.
- Measuring alignment of strategic objectives with financial results.
- Analyse coherence between the budgetary priorities and forecasts.
- Work with the audit, the risks and financial controls personnel.
- Judging is comparing.



- Those that take decisions must fully assume their responsibilities.
- A clear and well-understood separation of powers between the principals, the Board of Directors and management.
- Decisions motivated by the greater good and not the interests of individuals or small groups.
- Directors' skills, experience and know-how are put to work.



Tools for you

- Board Charter
- Profile of Directors' competencies
- Mandate of the Board Chair
- Board's committees Charters
 - ✓ Audit committee
 - ✓ Human resources committee
 - ✓ Governance committee

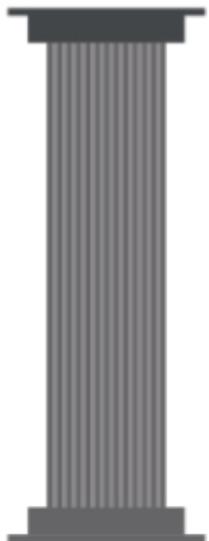


Value-creating governance

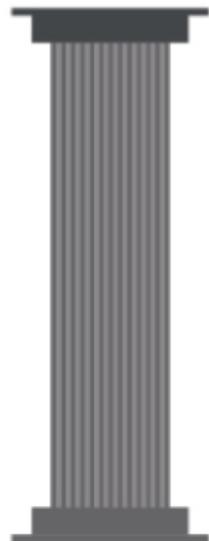
Value-creating governance: four pillars



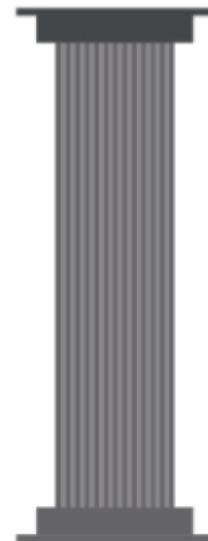
I
Credibility
and
legitimacy



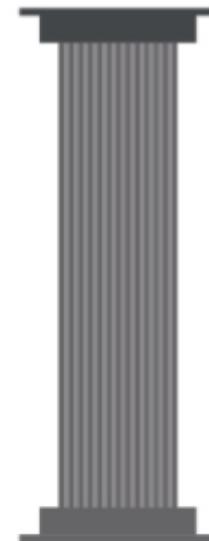
II
Strategic
management
approach



III
System of
information and
follow-up of
performance



IV
Motivation,
recognition and
rewards



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1. Build a Board made up of legitimate, credible and committed directors, who are able to lead alongside the organization's internal leaders.
2. Adopt a common vision of what needs to be achieved over a 3-5 year horizon.
3. Define indicators that measure progress in attaining objectives and which ensure that major risks are managed.

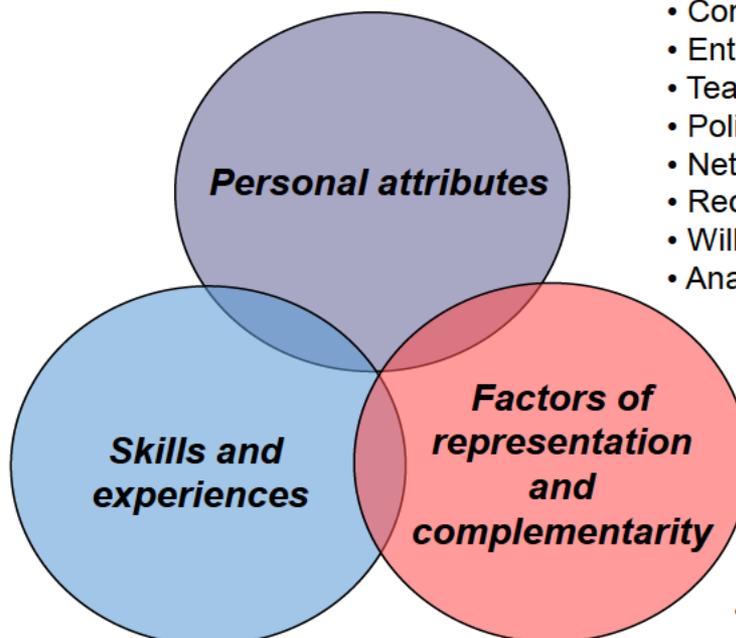


4. Chose and evaluate the Director General and the Academic Dean based on their related missions and objectives; foster a culture of continuing training and evaluation.
5. Be accountable to the public, stakeholders and related mandates in a frank manner, without complacency.



Individuals

- Accounting expertise
- Expertise in communications and public relations
- Legal expertise
- Clinical expertise
- Training obtained
- Management experience
- Board experience
- Sector knowledge



All

- Integrity
- Courage
- Confidence
- Availability
- Commitment
- Enthusiasm
- Teamwork
- Political skills
- Network of contacts
- Recruitment skills
- Willingness and ability to listen
- Analysis and synthesis skills

Legitimacy

- Geography
- Diversity (Sex, age, minorities, etc...)
- Grouping of competencies



Closing remarks

Evaluation

Thanks for your attention!



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Board of Governors Charter

August 2017

Pour une gouvernance créatrice de valeurs®

Responsibilities

- The Board is responsible for overseeing governance of the college and its associated entities.
- The Board is responsible for managing the college's affairs in accordance with applicable legislation and ensuring compliance therewith.
- The Board is responsible for establishing the college's long-term vision and developing the appropriate strategic plan to ensure it is implemented and monitored.
- The Board is responsible for assessing the organization's efficiency and performance, including benchmarking with similar institutions.

To this end, it shall create a dashboard and performance indicators in line with the strategic objectives.

- The Board is responsible for adopting effective, efficient and transparent policies and practices.
- The Board is responsible for setting up three statutory committees: Governance and Ethics, Human Resources and an Audit and Finance Committee.
- The Board is responsible for adopting a charter for each Board committee, defining, among other things, the mandates and responsibilities of the committee, its composition, internal operating rules (quorum, notice of meeting, frequency, etc.) and if applicable, setting out any special conditions (e.g. the Chair and Vice-Chair are ex-officio members, the committee chair must be an independent governor, etc.)
- The Board is responsible for appointing a chair for each of its committee. The Board may also delegate certain tasks to these Board committees; however, such delegation does not release the Board from its general governance responsibilities.

Board of Governors Charter

- The Board may also form any committee on matters within its purview.
- The Board is responsible for developing a competency profile for the appointment of its members.
- The Board, with input from the Governance Committee, is responsible for recommending to the constituents, the appointment of governors based on the competency profile.
- The Board is responsible for adopting and implementing a program to welcome and integrate new governors.
- The Board is responsible for adopting and implementing a continuing education program for governors.
- The Board is responsible for establishing the process and criteria for evaluating Board members and the operation of the Board and its committees.
- The Board is responsible for defining the type of information it wishes to receive from the Director General and other sources to fulfill its mandate. It must ensure that the college has the information systems required to access such information.
- The Board is responsible for adopting policies to manage financial, strategic, operational, leadership, partnership and reputation risks. These policies must identify, assess and manage the main risks associated with conducting the college's business.
- The Board is responsible for delegating financial management powers to the Executive Committee and the Director General.

- The Board is responsible for recruitment and termination of the Director General and the Academic Dean, setting and modifying their remuneration and the term of their mandate. In this regard, the Board is responsible for:
 1. Setting the performance objectives of the Director General and of the Academic Dean when the latter is the acting Director General over an extended period;
 2. Defining the evaluation criteria for the Director General;
 3. Informing the Director General of the performance objectives and explaining how performance will be evaluated;
 4. Periodically monitoring the performance of the Director General;
 5. Establishing a competency profile for the appointment of the Director General;
 6. Specifying the selection criteria for the position of Direction General.



Institut sur la gouvernance
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Audit and Finance Committee Charter

August 2017

Pour une gouvernance créatrice de valeurs®

Audit and Finance Committee Charter

Purpose

The Audit and Finance Committee is established by the Board of Governors in accordance with section xx of the by-law.

Its role is to:

- Oversee the integrity of accounting and financial results, the quality of internal controls, and the identification of and means to deal with risks;
- Analyze and recommend policies and processes for financial activities to the Board of Governors;
- Perform any other task delegated by the Board of Governors;
- Recommend the appointment of an external auditor to ensure that the financial report accurately reflects the college's situation;
- Report on its work and conclusions to the Board of Governors.

Audit and Finance Committee Charter

Mandate

Concerning oversight of financial information

- Revise budget forecasts to reflect the strategic plan.
- Review and recommend the annual financial report prepared in accordance with generally accepted accounting principles.
- Review the accounting treatment of significant or unusual transactions and the effect of the main risks and uncertainties.
- Review and recommend the financial management reports.
- Review internal and external financial communication projects and ensure the accuracy of the financial information.
- Review and recommend the annual report.
- Promptly inform the Board of Governors of any operations or management practices that it does not consider sound or that do not comply with laws or the college's by-laws and policies.

Concerning audits

- Review the external auditor's audit approach.
- Review internal control reports and ensure recommendations are implemented.
- Review the internal audit plan.
- Review the accounting principles and methods applied at the college and any major changes thereto.
- At least annually, review compliance with laws, by-laws and policies.
- Ensure that expenditures by members of the Board of Governors and senior management comply with allowable expense rules.

Audit and Finance Committee Charter

Concerning financing

- Review financing policies, cash management, and fund balances.
- Review medium- and long-term planning of capital and operating activities.
- Review financial performance indicators.

Concerning financial risk analysis

- Review and oversee the integrated financial, environmental, compliance and legal risk management process.
- Review, with the institution's legal advisors, the status of any litigation and manage the associated risks.

Concerning procurement and contract management

- Obtain reasonable assurance that the college is obtaining the best return on its investment.
- Ensure compliance with applicable laws, rules and procedures.
- Advise the Board on good procurement and contract management practices, for example, supplier rotation.
- Solicit outside independent advice in the most complex cases.

Audit and Finance Committee Charter

Composition

- The Committee consists of not less than three but no more than five members, the majority of whom are independent governors.
- Committee members are appointed annually by the Board of Governors.
- Committee members must have sufficient financial literacy to understand the accounting methods and practices applicable to the institution.
- The Chair or Vice-Chair of the Board of Governors are ex-officio members but do not chair the Committee.
- The Board of Governors appoints the Committee chair and members from among its members.
- The Director General and Academic Dean are not members of the Committee. However, the Director General may participate as an observer and/or resource person, if necessary.

Audit and Finance Committee Charter

Operation

- The Committee must hold at least three meetings per year.
- A majority constitutes a quorum.
- The Committee must draft a work plan on an annual basis to define its priorities and objectives.
- The Committee must submit a written annual report on the implementation of its work plan in the past year.
- A report must be prepared after each meeting and submitted to the Board of Governors by the Committee chair or the chair's representative.
- Committee members have a one-year mandate that may be renewed by Board decision.
- Unless they resign, are removed from office or cease being a governor, members must fulfill their duties until a successor is duly appointed by the Board of Governors.
- The Committee must review its mandate, responsibilities and duties every three years or sooner if needed and recommend any changes to the Board of Governors for adoption.
- The Committee must conduct a self-assessment of its operation, including compliance with its mandate, in the manner agreed with the Board of Governors and submit the results to the Board, which may review or amend the Committee's mandate and composition.

Audit and Finance Committee Charter

Committee powers

- The Committee may meet with the external auditor without management's presence to discuss certain aspects of its report, in particular and where applicable, as it applies to governance, material risks, internal controls and other measures that management has taken to control these risks or any other matter within its purview.
- The Committee may, with the approval of the Board of Governors, retain the services of external experts and consultants for assistance in the performance of its duties.
- When it deems it appropriate, the Committee may convene managers, employees or the auditor.
- In exceptional circumstances, the Committee may call a special meeting of the Board of Governors to submit any file it deems appropriate.

The following policies, by-laws and programs may be placed under the purview of the Audit and Finance Committee:

- Policy or general by-law concerning financial management
- By-law concerning procurement, services and construction contracts
- Policy concerning rights and royalties
- Policy concerning tuition, housing and other student fees
- Pricing policy on facilities open to the public, third-party services, room and equipment rental
- Donation and sponsorship policy
- By-law concerning the delegation of financial decision-making powers



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Human Resources Committee Charter

August 2017

Pour une gouvernance créatrice de valeurs®

Human Resources Committee Charter

Mandate

The Human Resources Committee is established by the Board of Governors in accordance with section XX of the by-law.

The mandate of the Human Resources Committee is to advise the Board of Governors on matters referred to it.

It also helps the Board of Governors with the adoption and monitoring of policies and by-laws concerning workforce planning, talent acquisition, staff training and development, succession management, the code of civility, and policies concerning professional conduct and ethical behaviour.

Composition

The Committee consists of no less than three but no more than five members, the majority of whom are independent governors.

The Board of Governors appoints the Committee chair and members.

Human Resources Committee Charter

Operation

1. The Committee must hold at least three meetings per year.
2. A majority constitutes a quorum.
3. The Committee must draft a work plan on an annual basis to identify its priorities and objectives.
4. The Committee must submit a written annual report on the implementation of its work plan in the past year.
5. A report must be prepared after each meeting and submitted to the Board of Governors by the Committee chair or the chair's representative.
6. The Committee may contact external experts and consultants for assistance in the performance of its duties.
7. Committee members have a one-year mandate that may be renewed by Board decision.
8. Unless they resign, are removed from office or cease being a governor, members must fulfill their duties until their successor is duly appointed by the Board of Governors.
9. The Committee must review its mandate, responsibilities and duties every three years or sooner if needed and recommend any changes to the Board of Governors for adoption.

Human Resources Committee Charter

Concerning the Director General and Academic Dean

1. Ensure that the selection, hiring and appointment process for the Director General complies with the applicable policy and that there is no impropriety.
2. Annually evaluate the performance of the Director General by way of a working sub-committee consisting of the Board of Governors Chair and members of the Human Resources Committee who are independent members.
3. Following the performance evaluation, submit to the Board of Governors a recommendation for renewal or non-renewal of the Director General's mandate.

Concerning the institution's human resources

1. Review and monitor the college's human resources strategies to ensure alignment with the institution's vision, mission and core values and examine any other human resources matter submitted by the Board of Governors or that Committee members deem worthy of attention.
2. Conduct employee surveys and review the results.
3. Ensure the institution has sufficient human resources to carry out its mission.
4. Ensure the institution has a good work environment and harmonious working relationships and make recommendations to the Board of Governors where appropriate.
5. Identify and review key human resources performance indicators on an annual basis.
6. Identify and review key health and safety indicators on an annual basis.
7. Ensure the implementation of human resources policies, in particular, hiring, remuneration, training and development, recognition and performance evaluation policies and make recommendations to the Board of Governors where appropriate.

Human Resources Committee Charter

The following are policies and by-laws that may be placed under the purview of the Board of Governors' Human Resources Committee:

- Institutional human resources policy
- Discrimination policy
- French language policy
- Senior staff evaluation policy
- Senior executive evaluation policy
- Professional and support staff evaluation policy
- Sexual harassment policy
- Equal opportunity policy
- Staffing policy
- New senior staff onboarding policy
- Work recognition policy
- Policy on psychological harassment and violence in the workplace
- Institutional policy concerning professional assistance to teachers
- Senior staff management policy
- Senior executive management policy
- Health and safety policy
- By-law concerning the appointment and mandate renewal of the Director General and the Academic Dean
- Conflict of interest and nepotism policy
- Information and IT security policy
- Dress code
- Code of civility
- Continuing education staff evaluation policy
- Policy on staff relations with the Foundation
- Respect policy



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Governance and Ethics Committee Charter

August 2017

Pour une gouvernance créatrice de valeurs®

Governance and Ethics Committee Charter

Mandate

The Governance and Ethics Committee is established by the Board of Governors in accordance with section xx of the by-law.

The Governance and Ethics Committee helps the Board fulfill its responsibilities by reviewing all aspect of the college's governance and ethics framework to ensure that the Board functions effectively and efficiently.

Composition

The Committee consists of no less than three but no more than five Board members, which must include the Board Chair or Vice-Chair, who also chairs the Committee.

The Board of Governors appoints the members of the Governance and Ethics Committee, who must have or strive to acquire sufficient governance and ethics skills.

Operation

1. The Committee shall hold at least three meetings per year.
2. A quorum is reached when three Committee members are present.
3. The Committee shall draft a work plan on an annual basis to identify its priorities and objectives.
4. The Committee shall submit a written annual report on the implementation of its work plan in the past year.
5. A report shall be prepared after each meeting and submitted to the Board of Governors by the Committee chair or the chair's representative.
6. The Committee may contact external experts and consultants for assistance in the performance of its duties.
7. The secretary general provides support to and serves as secretary of the Committee. The secretary general is also responsible for document archiving.
8. Committee members have a one-year mandate that may be renewed by Board decision.

Governance and Ethics Committee Charter

9. Unless they resign, are removed from office or cease being a governor, members shall fulfill their duties until a successor is duly appointed by the Board of Governors.
10. The Committee shall review its mandate, responsibilities and duties every three years or sooner if needed and recommend any changes to the Board of Governors for adoption.

Responsibilities and duties

1. Establish, and revise as necessary, governance rules and practices for the conduct of college business.
2. Establish, and revise as necessary, the Board's governance rules and submit them to the Board for approval.
3. Establish, and revise as necessary, the responsibilities, operating rules and composition of the Board and submit them to the Board for approval.
4. Establish, and revise as necessary, the mandate, operating rules and composition of each Board committee and submit them to the Board for approval.
5. Establish, and revise as necessary, the responsibilities of the Board Chair and the chairs of its committees and submit them to the Board for approval.
6. Develop, and revise as necessary, a code of ethics and professional conduct applicable to the officers appointed by the institution and submit it to the Board for approval.
7. Develop, and revise as necessary, the code of ethics and professional conduct of Board members and submit it to the Board for approval.
8. Ensure that Board officers and members comply with their respective codes of ethics and professional conduct and, if necessary, make recommendations to the Board in the event of non-compliance.
9. Develop, and revise as necessary, the competency profile for the appointment of Board members and submit it to the Board for adoption.
10. Using the competency profile established for the appointment of Board members, develop and revise on a regular basis, the succession plan for Board members and committees, and submit it to the Board for approval.

Governance and Ethics Committee Charter

11. Advise the Board Chair on the appointment of committee members and chairs.
12. Develop, and revise as necessary, the orientation and onboarding program for new Board members and submit it to the Board for adoption.
13. Develop, and revise as necessary, a continuing education program for Board members and submit it to the Board for adoption.
14. Establish the performance evaluation criteria and process for the Board Chair and members as well as for the Board committee chairs and members and submit them to the Board for adoption.
15. Establish the performance evaluation process and criteria for the Board and its committees and submit them to the Board for approval.
16. Support the Board Chair with the performance evaluation of the Board and its members.
17. Support Board committee chairs with the performance evaluation of their respective committees and members.
18. Review the results of the evaluations under its purview and propose corrective measures to the Board.

Committee powers

The Board of Governors acknowledges that in order to adequately fulfill its mandate, the Committee shall have the following powers:

1. In exceptional circumstances, call a special meeting of the Board of Governors to submit a file and, with the Board's approval:
 - a. convene the managers to a meeting;
 - b. require and obtain the necessary information and documents to review matters within its purview;
2. Retain the appropriate resources.

The following are the policies, by-laws and programs that may be placed under the purview of the Governance and Ethics Committee:

- Governors' Code of Ethics and Professional Conduct
- Employee Code of Ethics and Professional Conduct
- Policy concerning self-assessment of the Board and its committees
- Policy concerning continuing education for governors
- Policy on competency profile for governor appointments
- Policy on internal and external institutional communications
- Document management policy
- Social media policy
- Privacy policy
- Copyright policy
- Research integrity policy
- Environment and sustainable development policy
- Policy to encourage membership on governing bodies (e.g. reimbursement of travel, accommodation and childcare expenses, etc.)



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**Mandate of
CEGEP Board Chair**

August 2017

Pour une gouvernance créatrice de valeurs®

Mandate of CEGEP Board Chair

Background

The Board Chair leads the Board in all aspects of its work. The Board Chair is responsible for effectively managing the affairs of the Board, ensuring that the Board is properly organized and that it functions efficiently.

The Board Chair coordinates the Board's work with the Executive Committee, the Academic Council and the statutory committees.

Together with the Board members and the Director General, the Chair draws up the Board's annual work plan.

Concerning the Board, the Chair...

- ensures the Board properly discharges its duties and responsibilities;
- oversees the application of the governance principles and practices of the Board and its committees, including the Executive Committee;
- instills a culture of performance and requires performance evaluations of the Board, its committees and members;
- works with the Director General to oversee the achievement of objectives, budget and financial management, policy implementation and succession planning;
- proposes objectives;
- mobilizes members around the objectives;
- ensures that, where necessary, the Board can engage the services of external advisors to help it discharge its responsibilities;

Mandate of CEGEP Board Chair

- ensures that the college provides members with adequate resources, including accurate, relevant and timely information, to fulfill their roles, obligations and responsibilities;
- ensures that senior executives in charge of files under review personally present the information at Board and committee meetings;
- sees to the Board's smooth operation;
- sees to the committees' smooth operation, ensuring they effectively fulfill their mandate and communicate the results of their work;
- ensures, together with the Board committee chairs, that all matters requiring Board and committee approval are appropriately submitted;
- evaluates, in conjunction with the Governance and Ethics Committee, the performance of the Board and its governors, as well as of the committee chairs and members;
- communicates the results of the Board's performance evaluation to the Board and ensures the necessary corrective measures are implemented;
- ensures that at each regular meeting the Board has the opportunity to meet without the presence of non-independent governors and management staff;
- acts as spokesperson, representing the college to the Minister responsible for Higher Education.

Mandate of CEGEP Board Chair

Concerning the administration, the Chair ...

- works closely with the Director General;
- in conjunction with the committee mandated for this purpose, conducts the performance evaluation of the Director General and the Academic Dean;

Concerning Board meetings, the Chair...

- in consultation with the Director General, determines the duration of Board meetings;
- together with the Director General, prepares the agenda and order of business of Board meetings;
- chairs Board meetings;
- conducts meetings efficiently by focusing on agenda items;
- stimulates debate and encourages discussion in order to delve into all aspects of the items under review;
- manages differences of opinion, tensions or conflicts that may arise between members;
- builds consensus.

Mandate of CEGEP Board Chair

Concerning Board members, the Chair ...

- welcomes new members and explains the expectations and requirements concerning members' obligations and responsibilities and the operating rules of the Board and its committees;
- provides the necessary information to Board members;
- provides advice and guidance to members in the exercise of their role;
- where appropriate, delegates tasks to the Vice-Chair and/or committee chairs
- ensures member training and professional development;
- explains to members the Board, committee and member performance evaluation process and procedure;
- informs each member of their performance evaluation results.



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Competency Profile for Board Governors

March 2017

Pour une gouvernance créatrice de valeurs[®]

Background

A college Board of Governors is composed of 19 governors:

- 7 independent governors appointed by the Minister
- 2 independent governors appointed by the Board of Governors and selected from the alumni (3-year mandate)
- 2 ex-officio senior executives (DG and AC)
- 2 teachers elected by their peers (3-year mandate)
- 2 parents of students elected by their peers at a general meeting (2-year mandate)
- 1 member of the non-teaching professional staff, elected by their peers (3-year mandate)
- 1 member of the support staff of the college, elected by their peers (3-year mandate)
- 2 students appointed by their peers (one-year mandate)

The Board of Governors plays a key role in setting the strategic direction of the college and overseeing its management. Its governors, regardless of the authority or electoral college that elected them, are collectively and jointly accountable for its good governance.

The Board's mandate and the context in which it is to be fulfilled requires that governors have relevant and diversified competencies that enable them to individually and collectively discharge their duties successfully.

The diverse and complementary competencies and experience of a Board's governors are not only indicative of balanced governance but also serve the interests of both external and internal constituents.

For example, gender balance on the Board of Governors can be achieved and maintained if all the constituents, that is, all those who are responsible for electing or appointing governors, are aware of and strive to contribute to gender equality.

This document describes the competency that a college Board should seek and maintain in order to better fulfill its mission.

Principles

The skills and experience profile of Board members (other than the Director General and the Academic Dean) refers to a set of skills that candidates should have in order to properly fulfill their mandate as governors of the institution or members of a committee.

These capabilities are classified as follows:

- A. Member profile
- B. Board profile

The member profile consists of competencies and expertise that all governors possess.

The board profile consists of some of the capabilities the college is looking for to form a team of governors with skills from different professions and sectors.

Scope

The Board member profile applies to all members except the Chair and Director General, who should have different competency profiles given the nature of their responsibilities.

Member profile

Note: In this document, the expression “Board members” refers to members other than the Director General, Academic Dean and ex-officio members who were appointed to their position due to their management skills.

General Competency	Evaluation Criteria	Importance
Vision	View the organization with a medium- to long-term perspective. Members must therefore 1) understand the organization’s internal and external realities 2) read and decode the organization’s internal and external environment 3) grasp the issues and the impact of the policies and orientations on the organization 4) have an overview of situations and their consequences 5) draw connections between elements of the internal environment and external environment.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Strategic thinking	The ability to recognize the issues facing the organization based on a good grasp of the political, economic and social context in which it operates. Members must therefore 1) have strategic roles 2) be able to anticipate the issues and their impact on the achievement of the organization’s mission 3) recognize and understand situations that may represent a risk for the organization 4) be vigilant in evaluating files submitted to the Board.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Independence of mind	The ability for free self-expression without considering one’s personal and corporate interests. Members must therefore 1) assume their responsibilities with diligence and professionalism 2) freely express their thoughts and ideas 3) form an opinion without bias or prejudice 4) avoid promoting or defending their own or their group’s interests.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Capacity for analysis and synthesis	The ability to understand, decode and interpret information from different sources, process the information and draw logical conclusions. Members must therefore 1) seek out and seize opportunities to obtain relevant information 2) quickly grasp the content of documents brought to their attention 3) get to the crux of the matter 4) synthesize the elements of a situation 5) consider and suggest potential solutions 6) understand the organization’s environment and general operation.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Knowledge of the college environment	Members must 1) have in-depth knowledge of the education sector’s stakeholders at the regional and national level and of the college’s close ties with the region’s other socioeconomic sectors 2) Understand how the college education sector is evolving as well as trends and emerging issues. 3) Stay abreast of recent college education developments that could affect the organization’s operational and strategic plans.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Curiosity and critical thinking	The ability to draw connections, question, experiment and collaborate. Board members must therefore 1) connect ideas and concepts from different areas of knowledge, seek out other points of view and 2) ask questions to clarify ideas and check their validity.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>

General Competency	Evaluation Criteria	Importance
<p>Judgment</p>	<p>The ability to give sound and reasoned advice. Members must therefore be able 1) to analyze, ask strategically relevant questions, 2) consider the viewpoints of the stakeholders and 3) fully grasp the issues while focusing on the underlying issues.</p> <p>This also means that members rely on facts rather than perceptions and fulfill their responsibilities impartially. They must therefore 1) demonstrate discernment and good judgment 2) be able to think critically 3) accurately assess the meaning and scope of things, and 4) act in an impartial, neutral and non-partisan manner.</p>	<p>High <input type="checkbox"/></p> <p>Medium <input type="checkbox"/></p> <p>Low <input type="checkbox"/></p>
<p>Effective communicator</p>	<p>The ability to clearly express oneself but also to facilitate dialogue through listening. Members must therefore 1) promote constructive discussion on the Board 2) be receptive to different points of view 3) encourage information sharing among members 4) clearly state their opinions and arguments 5) adapt their message to their audience 6) ensure that others clearly understand their message 7) respect the confidentiality of information brought to their attention.</p>	<p>High <input type="checkbox"/></p> <p>Medium <input type="checkbox"/></p> <p>Low <input type="checkbox"/></p>
<p>Availability and engagement</p>	<p>The ability to put in the time and effort to carry out and accept responsibility for one's mandate. Members must therefore 1) be available to attend Board and committee meetings 2) read the documentation provided for each Board or committee meeting 3) participate in Board and committee meetings 4) regularly attend meetings 5) complete required tasks on time 6) assume the consequences of their actions and decisions 7) use their knowledge, skills and experience for the benefit of the Board and its committees.</p>	<p>High <input type="checkbox"/></p> <p>Medium <input type="checkbox"/></p> <p>Low <input type="checkbox"/></p>

Board profile

Expertise	Evaluation Criteria	Importance
Accounting and finance	<p>Experience in and understanding of financial accounting, financial reporting and Canadian GAAP/international financial reporting standards and/or experience in internal risk controls, risk assessment, risk management and/or communication or an understanding of same.</p> <p>Be a member in good standing of the professional order of accountants. At least 10 years' experience working for a large company.</p>	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Human resources	<p>Extensive experience at a senior level in managing the human resources function of a large company and involving the development of HR strategies aimed at achieving corporate objectives, hiring, training and retention of appropriate resources and establishing succession planning and compensation principles and policies.</p>	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Marketing and commercialization	<p>Extensive experience in a senior marketing role within a large company involving the development of marketing strategies aimed at achieving the company's objectives including positioning, market development and customer loyalty.</p>	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Knowledge of public management	<p>An understanding of the characteristics of public management acquired as a senior staff member in a medium or large organization. Holds a graduate degree in public administration or management.</p>	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Operations management	<p>Extensive procurement management experience in a senior operations management role in a mid-size or large company.</p>	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
SME management	<p>Extensive experience as CEO or a senior executive in a public company, SME or medium or large non-profit organization.</p>	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>

Expertise	Evaluation Criteria	Importance
Risk management	Extensive experience in a senior management role that required an understanding of the inherent risks of large, complex organizations and the need to integrate risk management into planning, decision-making and reporting mechanisms.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Information technology	Extensive experience in a senior management role in a large or mid-sized IT firm, particularly in e-commerce and IT architecture development.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Governance	An understanding of good corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area. Previous experience as a board member of a public company, SME or a medium or large non-profit organization.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>
Strategic planning	Extensive experience in a senior management role in a large company or SME implementing and managing a strategic planning process.	High <input type="checkbox"/> Medium <input type="checkbox"/> Low <input type="checkbox"/>

Other considerations

- Gender balance
- Age of governors
- Socio-economic representativeness

Specific profiles

When required, the Board, on recommendation of the Governance Committee, will propose candidates to the constituents that meet the desired Board profile, taking into account the composition of the Board and the needs of the institution.

The competency matrix (Appendix A) allows the Board to evaluate the competencies of its governors, gain a sense of the complementary skills on the Board and adjust its composition strategy.

This exercise should be carried out regularly and at least once a year by the Board Chair and with the help of the Governance Committee.

We are proposing a few generic competency criteria. The Board can add competencies that are specific to the institution.

APPENDIX A

Competency Matrix

	Name	Average score	Importance of competency	Recruitment priority									
Competency													
Vision													
Strategic thinking													
Independence of mind													
Capacity for analysis and synthesis													
Knowledge of the college environment													
Curiosity and critical thinking													
Judgment													
Effective communicator													
Availability and engagement													
Accounting and finance													
Human resources													
Marketing and commercialization													
Knowledge of public management													
Operations management													
SME management													
Risk management													
Information technology													
Governance													
Strategic planning													
Gender balance													
Age of members													
Socio-economic diversity													

Competency and Expertise Evaluation	
Poor	1
Average	2
Excellent	3

Importance of Competencies	
Low	1
Medium	2
High	3



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Unregulated Working Conditions of Senior Staff and Senior Executives

Policy and Accountability Elements

DECEMBER 2017

Pour une gouvernance créatrice de valeurs®

This document is intended to help CEGEPs strengthen their institutional governance by providing their governors and managers with guidance on how to draft a policy on accountability and unregulated working conditions for senior staff and senior executives.

General principle

Policies and by-laws are governance levers used by a college Board of Governors (the “Board”) to fulfill its mission and mandate. The Board’s role is therefore to define policies that reflect its public service vision and values, to guide action, and to establish by-laws to support their implementation.

The Board is responsible for ensuring that institutional resources, procedures and other management practices are effective and compliant with the law, its policies and its strategic, financial and budgetary plans. To fully discharge this responsibility, the Board relies on full, honest and clear rendering of accounts by the college’s administration.

The fact that a college administration reports on its activities and budgetary management to the Secrétariat du Conseil du trésor (SCT), the Ministère de l’Éducation et de l’Enseignement supérieur (MÉES) or other government entities according to a pre-established administrative format and schedule in no way releases it from full accountability to the institution's governing body, the Board of Governors.

When adopting or modifying a policy, the Board should consider the following general accountability and good governance rules:

Implementation accountability requirements

Concerning the implementation of a policy or by-law, should the Director General report to the Board on a regular or ad hoc basis, i.e. monthly, bi-annually or yearly, or only when an event or situation occurs that triggers a mechanism or procedure described in the policy or by-law?

Deviation and risk

When (appropriate time) should the Board be informed of a significant deviation from a plan, budget or procedure and, if applicable, justification provided and/or corrective action taken?

Review calendar

How often will the Board conduct a critical policy review (yearly, in three years or in five years)?

A competent, effective Board is not timid, knows its role, respects management's role and holds it to account.

UNREGULATED WORKING CONDITIONS OF SENIOR STAFF AND SENIOR EXECUTIVES

The working, employment and remuneration conditions of college senior staff and senior executives are set out in Québec regulations administered by the MÉES.

Each institution completes this ministerial regulatory mechanism by adopting its own policy for senior staff and senior executives in which it sets out, among other things, unregulated working conditions such as vacation and holiday plans.

The senior staff management policy allows the Board to avail itself of the discretionary powers conferred by provincial regulations regarding additional remuneration in situations involving multiple management roles, performance bonuses and severance pay.

In his fall 2016 report on the management of certain CEGEPs, the Auditor General of Québec (VGQ) noted, however, that since fiscal 2014-2015, independent auditors no longer have the explicit mandate to ask questions in order to verify the conformity of the classification and remuneration of management staff.

Recommendation of the Auditor General

- 17 Ensure that governance bodies receive sufficient and timely information so they can fulfill their role in strategic decision-making and in overseeing the effectiveness of controls pertaining to:
- [...]
- the unregulated working conditions of senior staff and senior executives.

Roles and responsibilities

- ✓ The Board adopts and sees to the application of a management policy for senior executives and a policy for senior staff.¹
- ✓ The Board Chair or the Human Resources Committee they chair evaluates the senior executives and determines the contractual conditions specific to their employment (e.g. vacations and holidays).
- ✓ The Board Chair and governors who participated in the evaluation and hiring process (employment contract and renewal of senior executive contracts) have a duty of discretion and confidentiality.
- ✓ The Director General, together with the Human Resources Committee, administers the college's senior staff management policy and reports to the Board even if it has exercised its responsibility with the approval of its Executive Committee.
- ✓ The Human Resources Committee, with the support of the Director General, administers the college's senior executive management policy and reports to the Board.
- ✓ The Director General and the Human Resources Committee must inform the Board of any deviation from the senior staff and senior executive management policies, provide justification for the deviation and, if necessary, obtain the Board's approval.
- ✓ The Audit and Finance Committee recommends an independent auditor to the Board and defines their mandate not only to validate the financial statements but also to perform certain other compliance verifications, in particular, concerning unregulated conditions of employment.

¹ When the *Regulation on the dissemination of information held by educational institutions* (non-definitive title) comes into force, the Board will also be responsible for ensuring that certain information concerning the working conditions of senior executives is posted on the institution's website. See Appendix 1.

Elements of a policy on unregulated working conditions of senior staff and senior executives

All CEGEPS have a management policy for their senior and managerial staff and one or more policies (management, performance evaluation, appointment and mandate renewal) for their senior executives over and above provincial regulations establishing certain working conditions to which they are all subject.

Concerning these policies, it is up to the Board to decide:

- ✓ the reporting framework it expects on the implementation of its management policy;
- ✓ the scope of the independent auditor's mandate. Nothing prevents the Board from requesting that the auditor ask questions about the classification and remuneration compliance with its policy and with provincial regulations. The purpose of this exercise is to provide the Board with reasonable assurance that its policy is effective and compliant. Such a review could be timely and relevant when there is high turnover in senior staff in a given year;
- ✓ whether to avail itself of its right to establish certain additional remuneration (e.g. premium, performance bonus);
- ✓ whether to offer a more generous vacation and holiday plan.

Reminder for information purposes

Extract from the mandate letter sent by the New Brunswick Minister of Post-Secondary Education to the president of the NBCC for fiscal 2014-2015.

“Government expects that the remuneration and benefits paid to president and chief executive officer will be competitive with, but not lead, the remuneration and benefits provided for similar work by fair and reasonable employers in the relevant labour markets.”

In Québec, when drafting policies setting the employment conditions for senior executives, the Board and its Chair should take care to ensure that the conditions are not better than what is offered in comparable markets.

APPENDIX

DRAFT REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS

Information that institutions could be required to post on their websites

Templates

Institutional logo

REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS (draft)
Remuneration and other benefits paid to senior management staff

Data at *Month Day, Year* (fiscal 201X-201X)

Last Name	First Name	Position	Salary	Other Benefits Paid	
				Amount	Description

Institutional logo

REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS (draft)
Executive vehicle – Senior management staff

Period covered, e.g. **July - September 2018**

Vehicle – Member's Name	Lease	Insurance	Gas	Maintenance

Period covered, e.g. **October - December 2018**

Vehicle – Member's Name	Lease	Insurance	Gas	Maintenance

Institutional logo

REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS (draft)
Official expenses - Senior management staff

Period covered, e.g. **July - September 2018**

NAME OF MEMBER who incurred the official expense

Position

Description of Expense	Date	Amount

NAME OF MEMBER who incurred the official expense

Position

Description of Expense	Date	Amount



Institut sur la gouvernance
d'organisations privées et publiques

Real Estate Assets

Policy and Accountability Elements

DECEMBER 2017

Pour une gouvernance créatrice de valeurs[®]

This document is intended to help CEGEPs strengthen their institutional governance by providing their governors and managers with guidance on how to draft a policy on real estate assets and accountability.

General principle

Policies and by-laws are governance levers used by a college Board of Governors (the “Board”) to fulfill its mission and mandate. The Board’s role is therefore to define policies that reflect its public service vision and values, to guide action, and to establish by-laws to support their implementation.

The Board is responsible for ensuring that institutional resources, procedures and other management practices are effective and compliant with the law, its policies and its strategic, financial and budgetary plans. To fully discharge this responsibility, the Board relies on full, honest and clear rendering of accounts by the college’s administration.

The fact that a college administration reports on its activities and budgetary management to the Secrétariat du Conseil du trésor (SCT), the Ministère de l’Éducation et de l’Enseignement supérieur (MÉES) or other government entities according to a pre-established administrative format and schedule in no way releases it from full accountability to the institution’s governing body, the Board of Governors.

When adopting or modifying a policy, the Board should consider the following general accountability and good governance rules:

Implementation accountability requirements

Concerning the implementation of a policy or by-law, should the Director General report to the Board on a regular or ad hoc basis, i.e. monthly, bi-annually or yearly, or only when an event or situation occurs that triggers a mechanism or procedure described in the policy or by-law?

Deviation and risk

When (appropriate time) should the Board be informed of a significant deviation from a plan, budget or procedure and, if applicable, justification provided and/or corrective action taken?

Review calendar

How often will the Board conduct a critical policy review (yearly, in three years or in five years)?

A competent, effective Board is not timid, knows its role, respects management's role and holds it to account.

REAL ESTATE ASSETS

The real estate assets that qualify for funding from the Ministère de l'Éducation et de l'Enseignement supérieur (MÉES) consist of 884 buildings whose average age is nearly 50 years. In addition, colleges own 79 buildings that do not qualify for funding from the Ministère and whose average age is 21 years.

The *Public Infrastructure Act (c. I-8.3)* and the policies and directives of the Secrétariat du Conseil du trésor (SCT) and of the MÉES govern the management of college real estate assets and the funding of building maintenance and restoration.

Colleges manage their infrastructure and equipment by preparing a multi-year upkeep and maintenance plan and by adopting an annual work plan. The funding of the annual budget program typically appears in the investment fund provided in the institution's financial management by-law.

Recommendations of the Auditor General

- 8 Enhance knowledge on the condition of buildings, in collaboration with the Ministry, to determine more precisely the sums required to maximize their useful life.
- 9 Adopt a structured and comprehensive preventive maintenance program for their buildings.
- 17 Ensure that governance bodies receive sufficient and timely information so that they can fulfill their role in strategic decision-making and in overseeing the effectiveness of controls pertaining to [...]
 - real estate assets;

Roles and responsibilities

- ✓ The Board validates and ensures the consistency of the multi-year capital asset program with the college's five-year development plan and objectives.
- ✓ The Board approves the institutional policies to be followed by the Director General and the various services involved in real estate asset planning and management; for example, the energy and sustainable development policy and internationalization of investment and operating costs over the asset's useful life.
- ✓ The Board approves the annual budget and ensures the investment fund is or will be sufficiently funded to cover costs and, if necessary, the risks of discrepancy or additional costs.
- ✓ The Material and Technology Resources Committee (or the Executive Committee) tracks the progress of the annual investment program at each meeting.
- ✓ The Material and Technology Resources Committee sets the priority of projects to be implemented in a budget year and makes a recommendation to this effect to the Board.
- ✓ The Material and Technology Resources Committee tracks the budget and finances of the annual program, keeps the Board informed in this regard and, if necessary, makes recommendations concerning significant implementation modifications.
- ✓ The Material and Technology Resources Committee ensures the college has a complete inventory of its real estate assets and a current analysis of their condition, and if applicable, the level of the maintenance deficit and the replacement value.
- ✓ The Director General implements the annual program on time, on budget and on focus and ensures that reporting to the governance bodies is timely, complete, honest, clear and in accordance with applicable policies (e.g. contract management, financial management).



Institut sur la gouvernance
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Contract Management

Policy and Accountability Elements

DECEMBER 2017

Pour une gouvernance créatrice de valeurs®

This document is intended to help CEGEPs strengthen their institutional governance by providing their governors and managers with guidance on how to draft a policy on contract management and accountability.

General principle

Policies and by-laws are governance levers used by a college Board of Governors (the “Board”) to fulfill its mission and mandate. The Board’s role is therefore to define policies that reflect its public service vision and values, to guide action, and to establish by-laws to support their implementation.

The Board is responsible for ensuring that institutional resources, procedures and other management practices are effective and compliant with the law, its policies and its strategic, financial and budgetary plans. To fully discharge this responsibility, the Board relies on full, honest and clear rendering of accounts by the college’s administration.

The fact that a college administration reports on its activities and budgetary management to the Secrétariat du Conseil du trésor (SCT), the Ministère de l’Éducation et de l’Enseignement supérieur (MÉES) or other government entities according to a pre-established administrative format and schedule in no way releases it from full accountability to the institution's governing body, the Board of Governors.

When adopting or modifying a policy, the Board should consider the following general accountability and good governance rules:

Implementation accountability requirements

Concerning the implementation of a policy or by-law, should the Director General report to the Board on a regular or ad hoc basis, i.e. monthly, bi-annually or yearly, or only when an event or situation occurs that triggers a mechanism or procedure described in the policy or by-law?

Deviation and risk

When (appropriate time) should the Board be informed of a significant deviation from a plan, budget or procedure and, if applicable, justification provided and/or corrective action taken?

Review calendar

How often will the Board conduct a critical policy review (yearly, in three years or in five years)?

A competent, effective Board is not timid, knows its role, respects management's role and holds it to account.

CONTRACT MANAGEMENT

The *Act respecting contracting by public bodies (c. C-65.1)* provides a framework for the management of college procurement, purchase and construction contracts. To support its administration, the Conseil du trésor (SCT) has published guides and directives, conducted surveys on implementation and provided training to managers.

CEGEPs complete this framework by adopting their own by-laws on purchases and service and construction contracts and by using, where necessary, certain practices such as consolidated procurement.¹

The Act requires colleges to designate a Contract Rules Compliance Monitor (CRCM) to see to its application and to advise the Director General on how to ensure contract compliance. The description of the CRCM role suggests that they are not only compliance monitors; they are also responsible for ensuring the Act is applied² and for advising the college's officers.

An SCT directive on accountability states that public bodies must submit an annual report (by the end of June at the latest) detailing their contract management process, including a statement signed by the head of the public body attesting to the reliability of the information and controls.

¹ See Appendix 1 for templates to track investment projects.

Recommendations of the Auditor General

- 1 Strengthen the needs assessment regarding the definition of needs and deliverables, the estimation of costs and scheduling.
- 2 Adopt control mechanisms to ensure that the solicitation method complies with regulations and internal policies and, in the event of a deviation, ensure that the decisions made are justified and that appropriate approvals are obtained in a timely manner.
- 3 Systematically evaluate the possibility of using consolidated procurement for purchasing goods and services.
- 4 Support the evaluation of tenders with relevant documentation to demonstrate the objective and fair nature of the process.
- 5 Provide for the introduction and application of penalty clauses in contracts, and systematically evaluate the performance of suppliers for large contracts and contracts for which supplier's performance is deemed unsatisfactory.
- 6 Ensure that strategic functions related to construction projects are performed by independent stakeholders, in particular for the evaluation of tenders and the supervision of work, to guarantee the objectivity and integrity of the process.
- 7 Ensure that the work of the contract rules compliance monitor is documented so that it can be determined whether all the responsibilities of the position are being carried out.
- 17 Ensure that governance bodies receive sufficient and timely information so that they can fulfill their role in strategic decision-making and in overseeing the effectiveness of controls pertaining to:
[...]
 - the contract management process;

Findings

All CEGEPs now have a senior staff member designated as CRCM in their organization chart. In some institutions, the Board, on recommendation of the Director General, designated the CRCM, but in others, the Board delegated this responsibility to the Director General.

The colleges assigned the CRCM role to either a senior staff member in the Corporate and Legal Affairs Department or in the Finance and Procurement Department, or to the Director of Administrative Services or the Director of Material Resources.

No senior staff member in a college performs this role full time. In all cases, the task is added to the description of roles and responsibilities. According to our contacts in the colleges, the role is not sufficiently time consuming to assign a full-time manager.

Roles and responsibilities

- ✓ The Board is responsible for designating a CRCM and empowering the compliance monitor with the authority needed to exercise their role with professionalism, autonomy and high ethical standards.
- ✓ The Governance Committee recommends to the Board a candidate (internal or external) with the requisite experience, expertise and professional authority to exercise the role of CRCM.

The CRCM is a strategic governance lever created to provide the Board and the SCT with assurance that contracts are managed effectively, in accordance with the Act (integrity, transparency, accountability and reporting), directives, government regulations and college by-laws.

The Board should not delegate the task of designating a CRCM to the Director General.

CRCMs must have recognized professional authority and be respected for their experience and know-how. CRCMs use their risk analysis and management skills to:

- ✓ identify risks in the contract management process;
- ✓ update the control mechanisms to manage or avoid risks;
- ✓ recommend policies and directives to the college's officers to address these risks;
- ✓ suggest improvements to the contract management process; and
- ✓ recommend, where applicable, additional training for staff assigned to contract management.

The Director General should ensure that all management staff are familiar with the CRCM role and cooperate with the compliance monitor. They should further ensure that the CRCM intervenes when necessary and delivers timely opinions.

CRCMs must work together with senior staff in a spirit of continuous improvement. In carrying out their mandate, they must work with the Board's committees, in particular, the Material and Technological Resources Committee.

At least once a year, CRCMs must submit a report of their activities, observations and recommendations to the Board and the Director General. This reporting should precede the one required for the SCT.

By law, the Board Chair must be an officer of the public body. The Chair is therefore responsible for attesting that the data and information are reliable and reflect the CEGEP'S contract management practices.

Enabling provision

The Act provides that a public body's CRCM may also act in the same capacity in another institution provided both institutions are under the responsibility of the same minister. This provision paves the way for collaboration between colleges, allowing them to share the costs of a professional dedicated to ensuring effective administration and good governance in contract management.

This provision, rarely if ever used in the college network (although it is mentioned in some college by-laws on procurement management) has been applied in the health and social services network. For example, in 2015, the CIUSSS du Centre-Est-de-l'île-de-Montréal transferred a financial operations manager to the CRCM position “for all the establishments” on its territory, which at that time was eleven.

This operating model could be borrowed and successfully adapted to the college system.

APPENDIX

INVESTMENT-PROJECT TRACKING

INFORMATION TO PRESENT TO GOVERNANCE BODIES

Templates

**TEMPLATE FOR INVESTMENT PROJECT TRACKING
RESERVED FOR USE BY THE AUDIT AND FINANCE COMMITTEE**

Project		Project Title		Location/Pavilion	
File #				Description:	
other code #					
Budget					
Initial amount		Revised amount			
		Initial budget	\$		
		Revised budget	\$		
			\$		
		Total		Notes:	
Responsible					
Project manager					
Status					
INITIAL EVALUATION OF PROJECT COSTS				TRACKING: ACTUAL PROJECT COSTS (bid opening)	
Steps completed:					
Contractor / Specialist			\$	Contractor contract	\$
Design contingency		%	\$	Addenda to construction contract	\$
		Sub-total	\$	Architect	\$
				Addenda to architect contract	\$
Construction contingency		%	\$	Engineering	\$
		Sub-total	\$	Addenda to engineering contract	\$
				Specialized lab	\$
Professional fees		%	\$	Addenda to lab contract	\$
Others		%	\$	Other work (specify)	\$
Project management		%	\$	Other work (specify)	\$
		INVEST sub-total	\$	Sub-total before taxes	\$
MAOB (exclude from INVEST budget)			\$	Net taxes	\$
				Total	\$
Net taxes			\$		
		Total NET INVEST	\$		
Actual disbursements at month day, year				FINANCIAL SUMMARY	
Firm		Date	\$	Availability (budget)	\$
				Commitments	\$
TOTAL 201X-201X			\$	Actual	\$
				Other commitment (specify)	\$
Firm		Date	\$	Other commitment (specify)	\$
				Budget balance	\$
TOTAL 201X-201X			\$		
				RISK ANALYSIS	
				General conditions	● ● ●
				Schedule	● ● ●
				Budget	● ● ●
GRAND TOTAL			\$		



Institut sur la gouvernance
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Reimbursable Expenses
Policy and Accountability Elements

DECEMBER 2017

Pour une gouvernance créatrice de valeurs®

This document is intended to help CEGEPs strengthen their institutional governance by providing their governors and managers with guidance on how to draft a policy on reimbursable expenses and accountability.

General principle

Policies and by-laws are governance levers used by a college Board of Governors (the “Board”) to fulfill its mission and mandate. The Board’s role is therefore to define policies that reflect its public service vision and values, to guide action, and to establish by-laws to support their implementation.

The Board is responsible for ensuring that institutional resources, procedures and other management practices are effective and compliant with the law, its policies and its strategic, financial and budgetary plans. To fully discharge this responsibility, the Board relies on full, honest and clear rendering of accounts by the college’s administration.

The fact that a college administration reports on its activities and budgetary management to the Secrétariat du Conseil du trésor (SCT), the Ministère de l’Éducation et de l’Enseignement supérieur (MÉES) or other government entities according to a pre-established administrative format and schedule in no way releases it from full accountability to the institution's governing body, the Board of Governors.

When adopting or modifying a policy, the Board should consider the following general accountability and good governance rules:

Implementation accountability requirements

Concerning the implementation of a policy or by-law, should the Director General report to the Board on a regular or ad hoc basis, i.e. monthly, bi-annually or yearly, or only when an event or situation occurs that triggers a mechanism or procedure described in the policy or by-law?

Deviation and risk

When (appropriate time) should the Board be informed of a significant deviation from a plan, budget or procedure and, if applicable, justification provided and/or corrective action taken?

Review calendar

How often will the Board conduct a critical policy review (yearly, in three years or in five years)?

A competent, effective Board is not timid, knows its role, respects management's role and holds it to account.

TRAVEL, REPRESENTATION AND HOSPITALITY EXPENSES

All colleges have a policy for reimbursable travel and living expenses incurred by officers and employees in the performance of their duties. However, the scope of this policy, its application and related accountability varies among institutions.

The 2016 fall report of the Auditor General of Québec on the administrative management of five colleges recommended that they clarify their policies and strengthen control and accountability in their regard in order to provide their governance bodies with sufficient information to fulfill their oversight role.

Recommendations of the Auditor General

- 16 Define policies for reimbursable expenses, in particular travel, representation and hospitality expenses, and set up the necessary controls to ensure compliance therewith.
- 17 Ensure that governance bodies receive sufficient and timely information so that they can fulfill their role in strategic decision-making and in overseeing the effectiveness of controls pertaining to:
[...]
 - travel, representation and hospitality expenses, in particular sensitive expenses.

Findings

In some colleges, the expense policy applies to staff and not Board members specifically while in others, it also applies to them.

Board members are entitled to reimbursement of their expenses pursuant to a provision in their code of ethics and professional conduct: Board members are not entitled to any remuneration for the performance of their duties but may be reimbursed for expenses “authorized by the Board of Governors,” “authorized by the Executive Committee,” “authorized by by-law” or “consistent with the expense policy.”

The policy describes expenses eligible for reimbursement, the calculation standards, the chain of authorization for an expense and the claim and reimbursement procedure. Some policies even include a table of distances between the main cities for the purpose of reimbursing kilometres travelled by car or refer to information from the Government of Québec or CAA-Québec.

The most elaborate policies regulate not only travel and living expenses but also representation and hospitality expenses.

Governance framework and content of a travel, representation and hospitality expense policy

This policy applies to Board members, senior staff, managers and other employees in the performance of their duties or mandates.

An expense policy deals with each of the following types of expenditures separately: travel, business trips, hospitality, and representation.

It indicates the people concerned, specifies the scope or coverage, the methods and standards, and the authorization (upstream) and approval (downstream) process.

In developing and updating the institutional expense policy, the Board and managers should refer to the policies and practices of the Conseil du Trésor and to the road distance tool of the Ministère des Transports (<http://www.quebec511.info/en/distances/>).

Roles and responsibilities

- ✓ The Board adopts, periodically reviews and ensures application of a travel, representation and hospitality expense policy.¹
- ✓ The Board adopts the projected official expense budget each year.
- ✓ The Audit and Finance Committee is responsible for overseeing application of this policy and budget tracking. It reports on its deliberations to the Board. In the absence of an audit and finance committee, the Executive Committee performs this function and reports to the Board on the application of this policy.
- ✓ The Audit and Finance Committee determines the standards and reimbursement rates, keeps them up-to-date, and recommends their adoption to the Board as appropriate.
- ✓ The Director General oversees the policy, checks with department heads to ensure compliance therewith, and reports to the Audit and Finance Committee on matters pertaining to the policy.

Principles and objectives

- ✓ The purpose of the expense policy is to ensure fair compensation for expenditures incurred on behalf of the college. It is not a form of staff remuneration.
- ✓ The person who incurs an expense is responsible for exercising good judgment and honesty.
- ✓ People who must incur expenses in a situation not described in the policy must obtain authorization according to the levels of authorization in place.

¹ Once the *Regulation on the dissemination of information held by educational institutions* (non-definitive title) comes into force, the Board will also be responsible for ensuring that certain information concerning expenses incurred by senior executives and the institution are posted on the institution's website. See appendices 1 and 2.

- ✓ The expenditure must be relevant, that is, incurred in the best interest of the college and in relation to the mandate or responsibilities of the person incurring it.
- ✓ The expenditure must be reasonable, that is, reflect the normal or customary cost of the activity.
- ✓ The expenditure must be justified by supporting documentation (e.g. receipt, travel ticket) or respect the established standard (e.g. per diem, flat-rate allowance, approved rate).
- ✓ No one may commit to or incur an expense without prior authorization.
- ✓ No one may approve the reimbursement of their own expenses.

Travel expenses

Travel expenses are expenditures incurred by an employee, a senior staff member, a senior executive or a Board member in the performance of their duties. Eligible expenses cover transportation, accommodation and meals.

Authorization and approval

- ✓ Employees must obtain authorization from their supervisor or department manager. The same procedure applies for approval of their expense report.
- ✓ In the case of the Board Chair, the expenditures must have been approved by the Audit and Finance Committee.
- ✓ In the case of the Director General, the official expense account must have been approved by the Board Chair.
- ✓ In the case of the Academic Dean and department heads), their expense account must have been approved by the Director General.
- ✓ No expenditure is reimbursed if the expense report has not been reviewed and approved by the designated authority.

Eligible expenses: travel, accommodation and living expenses

- ✓ The policy must indicate expenses that are reimbursed according to a standard (e.g. rate per kilometre travelled), according to a flat-rate daily allowance (e.g. per diem) and meal allowance (e.g. breakfast, lunch and supper), on presentation of proof (e.g. travel ticket, hotel bill).
- ✓ The policy must exclude non-reimbursable expenses and activities already paid (e.g. meals paid as part of registration fees for a convention).
- ✓ If applicable, the policy must specify the applicable scheme for trips outside Québec and for extended trips in Québec.

Non-reimbursable travel, accommodation and living expenses

- ✓ Purchases for personal use
- ✓ Fines for breaking the law
- ✓ Alcoholic beverages and room service
- ✓ Theft, loss or damage to personal belongings, including the car
- ✓ Insurance deductible in case of accident and/or theft
- ✓ Travel insurance

Representation expenses

Representation expenses are expenditures incurred by the Board Chair (or his or her replacement), the Director General, the Academic Dean or a department head while representing and promoting the college.

Representation expenses include meals, alcoholic beverages and the cost of registration or participation in activities. The authorization and approval procedures are the same as for travel expenses.

Hospitality expenses

Hospitality expenses are expenditures incurred to organize an institutional event, reception or social gathering.

Included are expenditures for meals, alcoholic beverages, service, entertainment, decorating and setting up the room, rental and any other expenditure in connection with the activity or event.

No reception should be held and no hospitality expense should be incurred without the authorization of the Director General.

Accountability for each of these events is the same as for the other reimbursable expenses.

Reimbursement

The policy must specify:

- ✓ the deadline for submitting a request for reimbursement;
- ✓ the required supporting documents (original only) and those that are not acceptable (e.g. credit card account statement, fax);
- ✓ under which circumstances the department can or must refuse a reimbursement request (e.g. incomplete or incomprehensible claim, errors).

Other aspects

- ✓ The policy should state the circumstances in which an advance can be issued.
- ✓ In addition to regularly updating the standards and reimbursement rates, the Audit and Finance Committee ensures that the various administrative forms are up-to-date, comprehensive and used.
- ✓ Are Board members who need to pay a babysitter to attend a meeting of the Board or one of its committees entitled to reimbursement of babysitting costs? If so, the Board, on recommendation from the Audit and Finance Committee, must determine a lump sum amount and the method of reimbursement.

NOTE: *This practice is gaining traction in organizations (e.g. Desjardins caisses) that want to encourage the election of young volunteer Board members by helping them reconcile work, family and community life.*

Recommended practices

The Audit and Finance Committee (or the Executive Committee) should periodically review the definition of reimbursable representation and hospitality expenses.

Every five years, the Board should require a focused audit to determine whether the college's policy and procedures are effective and meet the objectives for which they were established.

This audit should precede the five-year statutory review of the college's policy in this area.

APPENDIX 1

DRAFT REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS

Information that Institutions May Have to Post on their Website

Senior Management Expenses

Templates

APPENDIX 2

DRAFT REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS

Information that Institutions May Have to Post on their Website

Institution Expenses

Templates

Institutional logo

REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS (draft)
Total Staff Travel Expenditures

Period	Total Travel Expenditures
E.g. July – September 2018	

Institutional logo

REGULATION ON THE DISSEMINATION OF INFORMATION HELD BY EDUCATIONAL INSTITUTIONS (draft)
Hospitality Activities

Period covered, e.g. **July - September 2018**

Description	Date	Number of Participants	Cost



Institut sur la gouvernance
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Self-Financed Services

Policy and Accountability Elements

DECEMBER 2017

Pour une gouvernance créatrice de valeurs[®]

This document is intended to help CEGEPs strengthen their institutional governance by providing their governors and managers with guidance on how to draft a policy on self-financed services and accountability.

General principle

Policies and by-laws are governance levers used by a college Board of Governors (the “Board”) to fulfill its mission and mandate. The Board’s role is therefore to define policies that reflect its public service vision and values, to guide action, and to establish by-laws to support their implementation.

The Board is responsible for ensuring that institutional resources, procedures and other management practices are effective and compliant with the law, its policies and its strategic, financial and budgetary plans. To fully discharge this responsibility, the Board relies on full, honest and clear rendering of accounts by the college’s administration.

The fact that a college administration reports on its activities and budgetary management to the Secrétariat du Conseil du trésor (SCT), the Ministère de l’Éducation et de l’Enseignement supérieur (MÉES) or other government entities according to a pre-established administrative format and schedule in no way releases it from full accountability to the institution's governing body, the Board of Governors.

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Implementation accountability requirements

Concerning the implementation of a policy or by-law, should the Director General report to the Board on a regular or ad hoc basis, i.e. monthly, bi-annually or yearly, or only when an event or situation occurs that triggers a mechanism or procedure described in the policy or by-law?

Deviation and risk

When (appropriate time) should the Board be informed of a significant deviation from a plan, budget or procedure and, if applicable, justification provided and/or corrective action taken?

Review calendar

How often will the Board conduct a critical policy review (yearly, in three years or in five years)?

A competent, effective Board is not timid, knows its role, respects management's role and holds it to account.

SELF-FINANCED SERVICES

Self-financed services are services offered to students and to an external clientele and that provide CEGEPs with operating revenues. In 2014-2015, revenues from self-financed services were \$321 million or 15% of total revenues. Self-financed services include:

- ✓ college centres for technology transfers;
- ✓ food services;
- ✓ cultural and sports facilities open to the public (e.g. performance hall, training centre, pool);
- ✓ student residences;
- ✓ continuing education, remote CEGEPs and other courses (e.g. summer courses);
- ✓ other services such as daycare, parking and school store.

CEGEPs conduct these activities directly or through operating partnership arrangements with other entities, particularly cities and NPOs.

Recommendations of the Auditor General

- 10 Adopt tools to obtain reliable and sufficient management information, particularly about costs, to support managers in their decision-making regarding the assessment of self-financed services' results.
- 11 Clarify agreements with partners in order to decrease financial risks for CEGEPs.
- 17 Ensure that governance bodies receive sufficient and timely information so that they can fulfill their role in strategic decision-making and in overseeing the effectiveness of controls pertaining to:
[...]
 - the financial situation of self-financed services.

Roles and responsibilities

- ✓ The Board needs to provide clear guidance on its operating revenue expectations, set targets, and analyze results. Revenue from self-financed services should be a key element of an institutional strategic development plan that is paired with a financial plan.

- ✓ The Board must provide firm guidance on cost recovery for services rendered to third parties such as accommodation in a college dormitory, the availability of certain equipment (e.g. photocopy machine), management and administration of central services, building security, janitorial service, etc.

- ✓ The Director General is responsible for updating and maintaining the financial information on commercial activities to which the college is a party so that it can inform the Board of changes in these activities, budget monitoring and, as the case may be, repercussions (deviations and risks) on the college's financial situation and reputation.

- ✓ The Audit and Finance Committee reviews contracts, policies, and budgeting and accounting rules and processes related to self-financed services in order to make recommendations in their regard to the Board.

Policy elements

- ✓ Self-financed services must finance all their expenses from their own revenues. These revenues and expenses make up the college's self-financed budget.
- ✓ Any surplus or overpayment is deposited in the college's general fund.
- ✓ The college must plan a periodic review of partnership arrangements with third parties.
- ✓ The Board approves and reviews the fee policy each year by adopting the budget. This policy is part of the budget strategy.
- ✓ A business partnership agreement should include a graduated profit-sharing provision, provide for a statutory review of the business relationship and include a termination clause, if applicable.
- ✓ The policy states that the college must recover its cost of services rendered to third parties.
- ✓ The Board can adjust the rate for social and community purposes. In this case, it enters the value of these free or discounted services as a gift in kind or in service to community organizations.

NOTE: The college's annual report should contain a social report of its community involvement and actions, including donations and sponsorships.



Institut sur la gouvernance
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***Seminar on Regional College Governance:
Board of Governors***

***For a value-creating
governance[®]***

Pour une gouvernance créatrice de valeurs[®]

Outline of the presentation

- I. OBJECTIVES AND EXPECTATIONS**
- II. GOVERNANCE AND ITS DEVELOPMENT**
- III. CHAMPLAIN REGIONAL COLLEGE**
- IV. GOVERNANCE LEVERS**
- V. THE BOARD OF GOVERNORS**
- VI. COMMITTEES OF THE BOARD**
- VII. THE GOVERNING BOARD AND THE ACADEMIC COUNCIL**
- VIII. COMMUNICATION AND COLLABORATION**
- IX. VALUE-CREATING GOVERNANCE**
- X. CLOSING REMARKS**
- XI. FEEDBACK**



Objectives and expectations

**What can colleges do to strengthen
their governance within the
current regulatory framework?**

(i.e. General and Vocational Colleges Act, c. C-29)



- A. Recognize the extent and importance of the responsibilities of the board of governors (BoG) and the governing board.
- B. Equip the board of governors and the governing board to discharge their responsibilities more effectively.
- C. Promote greater member involvement.
- D. Stimulate reflection on the principles of governance based on clear policies and generally accepted practices.
- E. Encourage members to advance college governance and go beyond the minimum requirements of the law and the MÉES.



Governance and its development

- The biggest challenge for governance
- Why is governance necessary?
- Recent developments (triggers)
- Modern governance (foundations of good governance)
- Developments in the college system
- Developments in governance

*“How can a small group of people (**working part-time**), successfully **supervise, manage and guide** the executives of an organization, **make strategic decisions and protect and promote the interests of their stakeholders?**”*



Source: Allaire, 2002

“Strengthening governance mechanisms and practices is an essential element in guaranteeing the effective delivery of public services and in ensuring citizens hold their government to account in meeting development goals.”



*Source: OCDE, introductory text to the “Accountable and Effective Institutions” web-page
(<http://www.oecd.org/governance/accountable-effective-institutions/>)*

“Taxpayers expect that state-owned enterprises make good use of the public funds allocated to them, that they are managed efficiently, effectively and transparently and that their mandate is clear and relevant. Their Boards of directors, basing themselves on good governance principles, need to play a key role in this regard.”

*Source: Nos sociétés d'État sont-elles bien gouvernées?
(Are our state-owned enterprise governed effectively?)
IGOPP report, p.8, June 2017*

Fall 2016 – The Auditor General of Quebec's (VGQ) audit of the administrative management of five colleges

Analysis: Governing bodies do not have the complete information that they need to fully assume their responsibilities. Recommendation: “Ensure that governance bodies receive sufficient, timely information so they can properly assume their strategic decision-making role and oversee the efficacy of existing controls.”

(Source: Report of VGQ at the AGM for the 2016-2017 year,
Administrative management of CEGEPs)
(*Gestion administrative des cégeps*), Chap.3, p.35)

June 2017 - IGOPP study dealing with governance in colleges

Conclusion: Although the current regulatory framework was outlined in the 1967 and 1993 laws, it is possible, even necessary, to update governance in colleges, by applying clear and recognized policies that strengthen its effectiveness and accountability.

(Source: (French-only)

Study on the governance of CEGEPs in Québec

(Étude sur la gouvernance des cégeps du Québec), IGOPP, June 2017.)

In CEGEPs

- Governance issues rarely occur in relation to major management problems, but rather with a proactive view to improve performance and better anchor governance within an organizational milieu, given accountability related obligations.
- Fundamental governance values aren't just the purview of external directors. They need to be shared by all Board members.

Current collegiate governance regulatory framework

- 18 statutes - 19 provincial regulations
- The 2019-2020 Régime budgétaire et financier des cégeps (financial and budget rules for CEGEPS) contains 66 appendices and 30 procedures for the “operations” section
- The “investment” section had 24 appendices and 17 procedures in 2018-2019.



The foundation of modern value-creating governance

- Member adherence to the institution's public mission.
- Decisions not motivated by personal interests or small groups.
- Belief in the principle that those who make decisions fully assume their responsibilities.
- A shared understanding of the roles of governance and management.
- Member adherence to fundamental governance values such as ethics and professional conduct, integrity and accountability.



The foundation of modern value-creating governance

- Continuing education for members.
- Optimal board composition. The skills, experience and know-how of its members.
- The legal responsibility of the members.
- Honest, clear, complete reporting to the public.
- Quality financial information and risk analysis, and transparency.
- Quality and monitoring of strategic planning (development and success) in achieving the mission.
- Auditor independence and internal control practices.



Challenge: Install modern governance within a cumbersome, half century old regulatory framework environment

The college network

- 48 CEGEPS, including 5 English
- 59 CCTTs (college-level technology transfer centre)
- 20 college study centres and 3 campuses
- 22 specialized centres (5 national schools, 12 art schools, 3 dance schools, 1 circus school, 1 distance learning CEGEP)
- 19 continuing education centres
- 10 other organizations

Number of students in 2017-2018 : 195 653

Number of employees: 28 972

Number of directors: more than 970 directors



Participatory governance is embodied in the board of governors and the executive committee by the presence of stakeholders from civil society and the college community.

Objectives sought in keeping with the spirit of the law:

- grounding in the region
- representativeness and skill diversity
- wide range of points of view
- balanced dialogue

Typical BoG: 19 members

Three groups of members according to their relationship with the college:

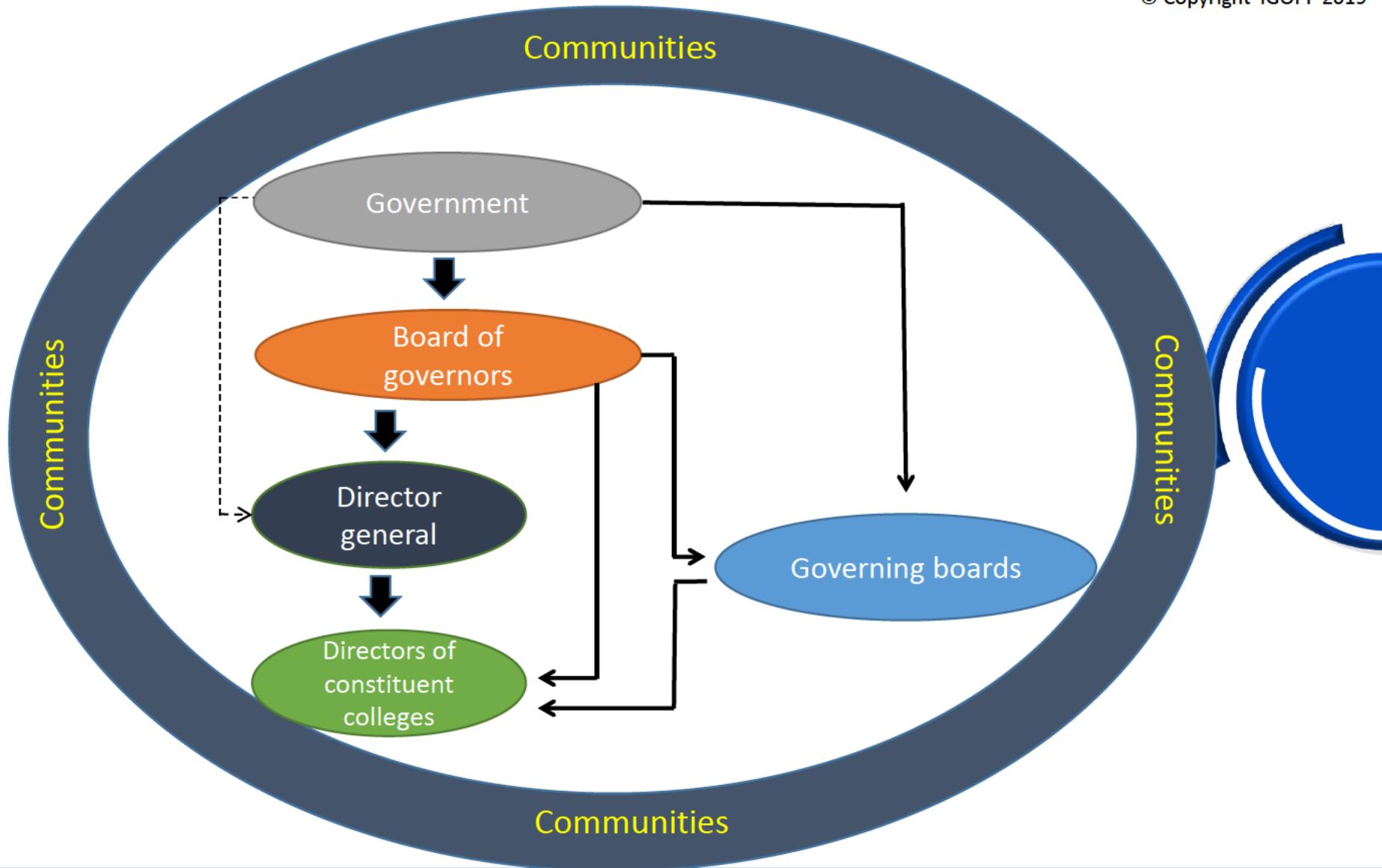
- 9 independent members appointed by the Minister and the BoG
- 4 members with an interest
- 6 internal members with an employment relationship

Atypical colleges:

Only Collège régional de Lanaudière and Champlain Regional College have the status of a “regional college” under Chapter II of the *General and Vocational Colleges Act* (the “Act”).



Governance: a power-sharing system



Only external directors named by the Minister and the Board could be regarded as independent in the sense intended in the *Act respecting the governance of state-owned enterprises*.

BUT ALL DIRECTORS ARE JOINTLY AND SEVERALLY RESPONSIBLE FOR THE SOUND GOVERNANCE OF THEIR COLLEGE.

... ALL DIRECTORS, REGARDLESS OF THE CONSTITUENCY THAT DELEGATED THEM

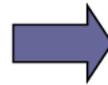
Observers are not directors and thus should only play background roles during Board meetings.

Traditional model

ENSURE THAT

Fiduciary

***Monitor and control
expenses***



New model

CONTRIBUTE TO

Creation of value

Improve decisions

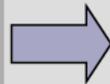


A Board of Directors is responsible for the achievement of the College's mission (fiduciary/trustee).

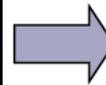
Each member agrees with and shares this responsibility.

Classic responsibilities

Fiduciary duty



Duty of prudence
and diligence
"Duty of care"



New reality

Have good
"Business judgement"

1. Boards must ensure that public funds that are entrusted to CEGEPs are fully-used to accomplish their missions in a manner that corresponds to the highest ethical standards (integrity, transparency, etc.).



We are talking here about “fiduciary governance” or about Boards’ fiduciary role.

2. Beyond this primary role, we are also becoming increasingly aware that Boards can help CEGEPs develop and progress even further (i.e. to improve their efficiency, effectiveness, quality and relevance of services offered etc.). In short that they can help improve the organization's decisions and contribute to improve their productivity.

We are talking here of “value-creating governance.”

Champlain Regional College

Under the aegis of a board of governors and a director general, Champlain Regional College is an educational institution with three constituent colleges, located in Saint-Lambert, Lennoxville and Québec City. Its head office and the Continuing Education department are in Sherbrooke.

Each constituent college has a governing board and an academic council, and has pedagogical autonomy to better respond to the needs of the surrounding community and region.



A 22-member BoG:

- 10 independent members, including 8 appointed by the Minister and 2 by the BoG
- 4 members with an interest
- 8 internal members with an employment relationship

Three governing boards with 16 members each:

- 7 members appointed by the Minister, 1 of whom sits on the BoG
- 4 members with an interest
- 5 members with an employment relationship

A total of 70 positions need to be filled:

It takes 63 people to fill the positions on the BoG and on the governing board.



Continuing Education offers programs adapted to the reality of the regional labour market of the constituent colleges. The programs are delivered at three service centres.

All of them share resources and services provided by about 50 employees at the head office in Sherbrooke:

- Corporate Affairs
- Financial Resources
- Human Resources
- Material Resources
- Information Technology



The renewal and succession challenge

Member terms will begin to expire in 2020:

- 2020: 8 students
- 2021: 8 parents and 8 students
- 2022: 26 members to be appointed by the Minister, 2 alumni, 16 staff members and 8 students

Based on the numbers required, the upcoming appointments or term renewals will be a challenge for the Minister, the board chairs, and the members.

Ethics, professional conduct and interests



All board members are subject to the *Code of Ethics and Professional Conduct for Members of the Board of Governors*. **Each year** they must submit a declaration of interest.

In the past 20 years, ethics and professional conduct in private and public organizations has changed considerably. The good practices to adopt are such that:

- Each member must attest that he has read, understood and solemnly agrees to comply with the Code;
- Each year, the director, who receives the annual declarations of interest, must submit a report to his board certifying that all members have declared their interests;
- Each year, the chair must ask the members to reread the Code and must set aside discussion time on this topic.



Governance levers

- Governance bodies
- Governance tools

The Act stipulates four bodies:

- The **board of governors**, the most senior governance body. Members elect a chair and a vice-chair every year.
- The **executive committee**, chaired by the director general but composed of members chosen by the BoG. The executive committee is tasked with the “ordinary administration” of the college.
- The **governing board** of the constituent college. Members elect a chair and a vice-chair.
- The **academic council of the constituent colleges**, chaired by the director and composed of college and professional staff, and students, is a required consultative body.



Governance tools

1. The ***General and Vocational Colleges Act (the Act)*** sets out the basic provisions concerning the mission of the college and its constituents, the composition of the board of governors, executive committee, governing board and academic council, and their functions and powers.
2. The **bylaws** usually contain basic provisions for convening meetings and for their agenda, conduct, minutes and resolutions.



Internal bylaws (Bylaw concerning the General Administration of the College) must be adopted and kept up-to-date by the Board and should deal with:

- a) The formation of core statutory governance committees.
 - Audit, verification and financial policies
 - Governance, ethics and professional conduct
 - Human resources
- b) Delegation to a statutory or other permanent Board committee of the following issues:
 - Technology and equipment resources
 - Risk management
- c) Indicate that the Board has the authority required to form by resolutions permanent or *ad hoc* committees on all questions related to its areas of responsibility (eg. Real estate management, technology).



3. **Other BoG policies and practices** relating to its governance and operation:

- delegation of powers to the executive committee and the director general
- annual work plan
- self-assessment
- member competency profile and experience
- code of ethics and professional conduct for members
- code of conduct at meetings
- definition of board officers' roles
- reimbursement of official, travel or representation expenses

4. **Other BoG policies and practices** relating to its governance and operation:

- academic council bylaw
- governing board's annual work plan



The board of governors

- Responsibilities
- Organization and operation
- Financial information
- Tools

Responsibilities of the board of governors



- Adopt, periodically review and implement policies and bylaws.
- Ensure the effective and efficient management of human, material, technical and financial resources.
- Establish strategic guidelines.
- Adopt a multi-year strategic plan that includes success plans for the constituent colleges.
- Ensure that the implementation is in line with the guidelines; evaluate results and progress.
- Identify and manage risks (financial, operational and reputational risks).
- Ensure that the institution is administered according to recognized standards and in accordance with applicable legislation.



Responsibilities of the board of governors

- Organize the general and vocational instruction provided by its constituent colleges in a manner that fosters cooperation and complementarity and to this end distribute among its constituent colleges the programs leading to a diploma.
- Allocate to its constituent colleges the human, physical and financial resources of the regional college, reserving the resources it determines to be necessary for its own needs.
- Adopt budgets and approve financial statements.
- Appoint a director general and college directors and evaluate their performance.
- Provide honest, clear and complete reporting.
- Elect a chair and a vice chair from among the independent members.

The board of governors must hold at least four regular meetings per year.



An effective way to operate

- Agree on the number/amount of meetings that will take place that year and when they will be scheduled
- Better organize board meetings
 - Prepare an agenda for each meeting
 - Identify topics that members will be informed about;
 - Identify topics related to directions and decisions
 - Length of meetings
 - Location of meetings
 - The quality of the minutes that will be taken
 - Logistics issues
- Better preparation of meetings
 - Of files by management
 - Of Directors
 - Of reports of Board committees



The four “Ps” of a committed Director

- **Prepare** properly before Board meetings (for example read the documentation that was sent ahead of time).
- Be physically and mentally **Present** at meetings.
- **Participate** in debates and discussions (even when ideas are contrary to general opinion).
- **Provide added-value** to debates.



The contribution of a committed Director

**What have you contributed to
Board debates during the past
12 months?**



Annual work plan

The Board's annual work plan enables Directors:

- To have an overall view of core questions that they will deal with during the coming meetings;
- To divide up subjects for debate based on their priorities;
- To manage preparation and discussion time;
- To ensure that all Board responsibilities are dealt with during the period.

An annual work plan is an excellent tool for Board committees and management. It also provides a checklist and reference guide for all governance stakeholders.



Organization and functioning of the Board

Boards generally devote considerable time to management reports and financial statements, but not enough time to questions related to the organization's future.

Key parts of an annual work plan.

- The success plan
- Self-Assessment of the Board and its Directors
- The review of policies and rules
- The socio-professional profile of the Board and its succession
- Assessment of the Director General and the Academic Dean
- The annual declaration of interests
- Training sessions
- The program development plan
- Closed (off-site) retreats
- Financial and budgetary planning
- Update of the risk analysis
- All other strategic questions that the Board may want to take on

The Chair of the Board is responsible for coordinating discussions related to the work plan.



Invigorating the Board

“To be harmonious and effective the Board must function as a team of people that commit to a project. This team must produce results that stem from greater synergy between the members than would the sum of actions of members acting alone.”

*“Governance in a health and social services establishment”
AQESSS governance committee, 2006*

- **The notion of a “*team*” will come from:**
 - Initiative
 - The search for information
 - The affirmation of convictions
 - Taking decisions
 - Management of differences
 - Resilience
 - Critical analysis



Holding effective meetings

- Always arrive early and start on time.
- Notify of delays, but quantify them in the evaluation.
- Manage the agenda better and try to finish on time.
- Give credit when credit is due.
- Act impartially and encourage different points of view.
- Be brief and concise.
- Be watchful of disagreements, dissent and signs of frustration.
- Encourage and ask questions.
- Adjourn meetings when the Board is divided.
- The importance of DRAWING CONCLUSIONS.



Common weaknesses

➤ **Too operational**

- The Board is not there to manage the organization.
- Discussions that get bogged down in operational details waste a lot of time during Board meetings.
- The Chair of the Board must intervene to keep discussions within key Board priorities and mandates.

➤ **Quiet, badly prepared**

- Does not contribute much to discussions.
- Does not prepare for Board meetings.
- Involvement is often limited to attending the meetings.

➤ **Complacent**



Common weaknesses

- **Absent**
 - Some Board members are competent but are so busy that they regularly miss meetings.
 - It's far better to have less well-known members who are more engaged.

- **Lack of interest in the group**
 - Some members have impressive track records but are only available to provide access to their know-how. However work of Board members goes far beyond that.

- **Beware of conflicts of loyalty**



Delegation

- Delegation is a must for Boards of Directors.
 - To the Director General
 - To the Board Committees
 - To bodies that report to the Board

- Delegation will be advantageous to the Board of Directors and the Director General if the main parameters are present.
 - The responsibilities
 - The guidelines
 - The resources
 - Accountability



Plenary committee and closed meetings

- The Board of Directors meets in public and makes its decisions in public. However it may also deliberate as a **Plenary (non public) committee** or as a **closed session of the Plenary committee**.
- The Plenary (non-public) committee facilitates free expression of opinions and the creation of consensus.
 - Facilitates the analysis of complex or political questions that merit serious reflection as opposed to taking positions on questions in advance.
 - When subjects are dealt with in depth in a Plenary (non-public) committee, in its public session the Board should provide a summary of the discussions and the main positions.

Plenary committee and closed sessions

- There are many cases in which a closed session of the Plenary (non-public) committee might be appropriate.

- **Example 1:** A closed (non-public) session may be held at each meeting without the Director General or the Academic Dean.

This provides the Directors with special time in which they can freely question themselves regarding their own efficacy and the possibility of improving their internal dynamics.

- **Example 2:** When a contentious subject must be dealt with (such as the evaluation of Director General) the Chair may recommend a closed session of the Plenary (non-public) committee and ask the concerned directors (the managers and employees) to leave the meeting.

The importance of the Chair's role

- The Chair's main role is to ensure that the Board of Directors exercises its responsibilities effectively and that it respects the boundaries between the responsibilities of the Board and those of the upper management.



The Chair and meetings of the Board

- Presides over all Board meetings.
- Ensures proper functioning of the Board by guiding debates in a manner that is:
 - Effective: knows how to lead the Board to decide rapidly.
 - Equitable: allows everyone to participate.
 - Calm: particularly during tense moments.
 - Connected: ensures that Board members form a team.
 - Listens: understands periods of silence and Board dynamics.
 - Dynamic: encourages constructive debate on all questions submitted to the Board and ensures that all points of view are heard prior to a decision being made.



The chair and his collaborators

In addition to chairing the BoG, the chair is usually an ex-officio member of the executive committee and all committees of the board. In addition to leadership qualities, the chair must be very available.

Nothing prevents a BoG from easing the chair's task by entrusting mandates and functions to the vice-chair and other members (e.g. chairing a committee) who are willing to step up and assume a greater role.

Dividing the work among members can be helpful for succession.



The Chair and the General director

- The Chair of the board and the Director General are partners in the accomplishment of the organization's mission.
- The Director General oversees the execution of the Board's decisions. The Chair and the Director General need to provide each other mutual support.



The Chair and the General director

- The Chair must develop a relationship of mutual trust that enables him to undertake certain intervention initiatives and consultations with the Director General. If trust is strong, the Chair can be a major resource-person for the Director General;

***“Develop mutual understanding while
maintaining distance”***



Evaluation

The annual evaluation of the Directors is led by the Chair. It must ensure:

- ✓ An annual evaluation of the contribution of each Board member to Board work and discussion of this with members of the Governance committee.

The triennial evaluation of the Board of Directors is led by an independent firm. It consists of:

- ✓ A confidential evaluation by Directors, of the functioning of the Board and overall organizational governance.
- ✓ This facilitates identification of the Board's strengths and weaknesses in order to better implement measures that improve its effectiveness.



➤ **The importance of the issue**

- The public college network manages more than \$1.7 billion in public funds and employs approximately 26,000 people
- A CEGEP is often the largest employer in the region.

➤ **Objective of the audit**

- To ensure that sufficient structures and processes are in place to foster good governance by the establishments' Board.
- Effective oversight: consists of observing attentively in a manner that exercises control.
- The important role of the audit committee.
- Working effectively with the external auditor.



The importance of interpreting information accurately

- Understand, interpret and navigate through financial reports.
- Measure financial performance.
- Verify whether financial results are in line with strategic objectives.
- Ascertain coherence between priorities and budget estimates.
- Assume their role in verification, risk management and financial controls.
- To judge is to compare.



A tool for you

Report dealing with the preparation of policies and the implementation of accountability practices to help strengthen governance in CEGEPs.

Provides Directors and managers with policy guidelines and accountability practices that will help them strengthen governance in their organizations.

Deals with five administrative activities and focuses on governance accountability

1. Non regulated working conditions of managers and senior managers («hors cadres»).
2. Expenses related to work functions
3. Self-financed services
4. Contractual management
5. Changes in real estate assets

Tools for you

- Board Charter
- Profile of Directors' competencies
- Mandate of the Board Chair
- Board's committees Charters
 - ✓ Audit committee
 - ✓ Human resources committee
 - ✓ Governance committee



Board committees

What is a committee?

- A small group of three to four members that supports the Board.
- With members chosen based on their expertise and qualifications.
- Meets about four to six times each year.
- Members act as experts and make recommendations.
- When given a mandate, a committee obtains intervention latitude within the limits established by that mandate.
- Does not take away the Board's overall responsibility.



Accountability of various bodies

The Board adopts a founding bylaw for each committee (also known as the committee charter) which describes:

- The committee's mandate
- The Chair
- Its composition
- How it functions
- Its responsibilities
- Its powers
- Its accountability

ALL STATUTORY, PERMANENT OR AD HOC COMMITTEES
PLAY **A CONSULTATIVE ROLE** WITHIN THE BOARD.

Definitions

Statutory committee: An obligatory committee foreseen in the internal bylaws and bound by founding rules or a committee charter. Composed uniquely of directors.

Permanent committee: A committee formed to deal with a long-term, recurring, strategic issue without a pre-determined deadline such as the upgrade of a IT infrastructure etc. Its mandate does not end when its first report is tabled, but continues as long as the issue requires Board attention and oversight. Composed of Board and non-Board members.

Definitions

Ad hoc committee: A committee formed to look more deeply into a specific issue (such as a new policy, a multi-year plan, etc...) and to make policy recommendations to the Board. Its mandate ends with the tabling of its recommendations.



The governing board and the academic council

The governing board

Members elect a chair and a vice-chair from among themselves; neither can be an employee of the college.

According to section 49 of the Act, the governing board comprises at least 15 members and a maximum of 21 members. Regardless of their number, members with an interest and members with a relationship of employment cannot exceed the number of independent members.



Responsibilities and functions of the governing board

- Implement the academic programs assigned to them by the regional college.
- Work with the regional college to further social and cultural development in its region by contributing to the development of and technical innovation in businesses, by making its cultural, sports and recreational facilities available to the public and by participating in international cooperation programs.
- Ensure the implementation is consistent with the strategic plan.
- Approve the conditions for application of the college education regulations.
- Approve the objectives, standards and learning activities of the college academic programs.



- Adopt the success plan.
- Establish rules for the organization of student activities.
- Establish the school calendar.
- Adopt an annual work plan, define performance indicators and track its implementation.
- Adopt and submit the institution's annual budget estimates to the regional college for approval.
- Ensure effective and efficient management of its resources.
- Provide frank, clear and complete reporting.



Academic council

Each constituent college must establish an academic council and determine its composition (section 17 of the Act), which must include:

- a) the director of the constituent college, who is the council chair;
- b) members of the college staff who are responsible for academic programs, appointed by the governing board;
- c) teachers and members of the non-teaching professional staff, elected by their peers;
- d) students attending the college appointed in accordance with section 32 of the *Act respecting the accreditation and financing of students' associations*.

Meetings are chaired by the institution's director.

Roles and responsibilities of the academic council

The function of the academic council is to advise the governing board on any matter concerning the academic programs offered by the constituent college and the evaluation of learning achievement, including the procedures for the certification of studies. The council may, in addition, make recommendations to the governing board on these matters.

Subject to sections 39 and 66 of the Act, the academic council gives its opinion to the board of governors on the appointment or reappointment of the director general and of the director of the constituent college.

The council also advises the director of the constituent college on any matter likely to maintain, improve and develop the school's educational policies.

The following must be submitted to the academic council before being discussed by the board:

- a) proposals for institutional policy on the evaluation of learning achievement and procedures for the certification of studies;
- b) proposals for institutional policy on the evaluation of academic programs;
- c) proposals for academic programs contemplated by the constituent college;
- d) the selection of learning activities that are within the jurisdiction of the constituent college;
- e) any draft bylaw or policy relating to the rules, procedures and criteria governing the admission and registration of students to the constituent college;



- f) the proposed strategic plan of Cégep régional de Lanaudière for matters within the council's jurisdiction;
- g) the course calendar;
- h) the school calendar;
- i) draft educational policies and regulations;
- j) draft student life policies and regulations;
- k) the educational plan;
- l) draft educational policies concerning learning services;



- m) draft educational policies relating to the organization of teaching (times, premises, equipment);
- n) the establishment of criteria for the creation of departments or other groups and for determining their number;
- o) credit transfer procedure and agreements with the institutions concerned;
- p) the opening, transfer (partial or total), regionalization and closure (partial or total) of a program.

The council may also advise or give its opinion on other matters specified in each college's academic council agreement.

Communication and collaboration

The board of governors and governing boards have a duty to work together. They communicate with each other officially by issuing opinions.

The board of governors must consult with the governing boards on the adoption of bylaws, policies and its budget. It must also consult with the institutions on board appointments.

NOTE: The total number of consultations constitutes neither a vote nor a right of veto.



Approval of budgets

1. The regional college allocates financial resources—a general budget—to each constituent college.
2. The constituent colleges use the budget to establish their detailed annual budget estimates by item.
3. Detailed annual budget estimates are then submitted to the regional college for approval.

Two principles:

- The BoG is responsible and accountable for the consolidated budget of the regional college.
- The constituent college can use its budget in any way it sees fit.



The governing board must adopt and submit its annual budget estimates to the regional college for approval. It must also give its opinion on the appointment of a director and on any matter that could improve the organization of the services provided by the regional college or its operation.

However, beyond the formal communications framework described in the Act and in the bylaws, chairs and members have little interaction with each other.



It might be useful to consider a meeting, once a year, between the board members of the regional college and the constituent colleges. The meeting agenda should promote the sharing of experiences and concerns.

It might be useful for BoG and governing board chairs to have a formal or informal practice of holding meetings and discussions.

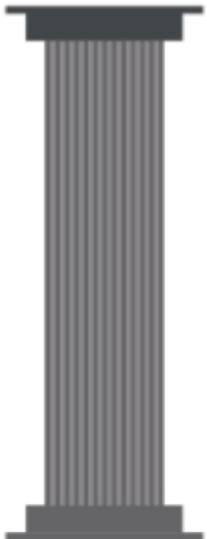
These meetings are sure to foster good communication among all the stakeholders, to the benefit of Lanaudière.



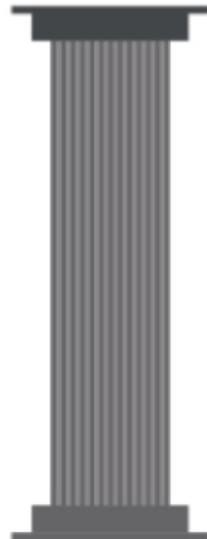
Value-creating governance

Four pillars

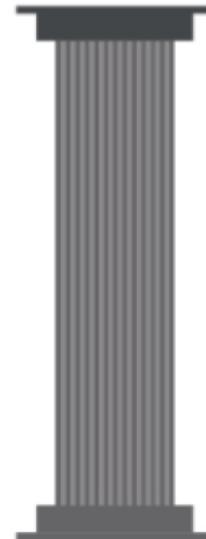
I
Credibility
and
legitimacy



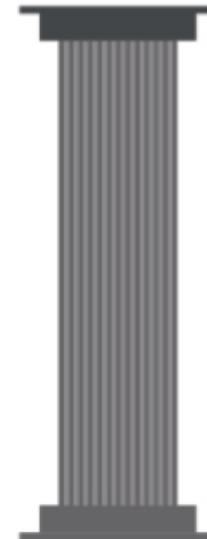
II
Strategic
management
approach



III
System of
information and
follow-up of
performance



IV
Motivation,
recognition and
rewards



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The fundamental values of strong and dynamic governance

1. Build a Board made up of legitimate, credible and committed directors, who are able to lead alongside the organization's internal leaders.
2. Adopt a common vision of what needs to be achieved over a 3-5 year horizon.
3. Define indicators that measure progress in attaining objectives and which ensure that major risks are managed.

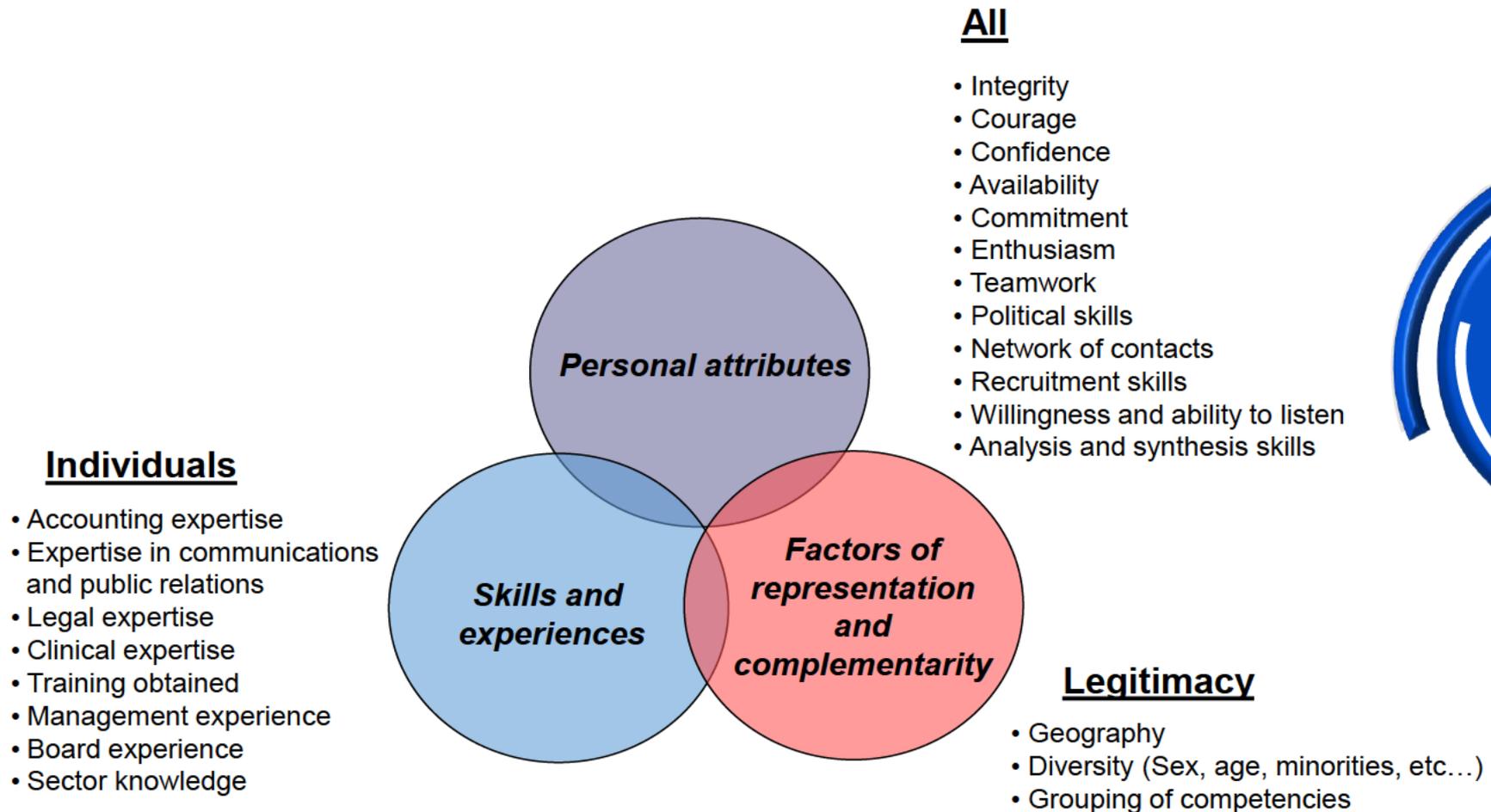


The fundamental values of strong and dynamic governance

4. Chose and evaluate the Director General and the Academic Dean based on their related missions and objectives; foster a culture of continuing training and evaluation.
5. Be accountable to the public, stakeholders and related mandates in a frank manner, without complacency.



The collective competencies of Boards



Closing remarks

Evaluation

Thanks for your attention!



Institut sur la gouvernance
d'organisations privées et publiques

***Seminar on Regional College Governance:
Governing Boards***

***For a value-creating
governance[®]***

Pour une gouvernance créatrice de valeurs[®]

Outline of the presentation

Presentation agenda



- I. OBJECTIVES AND EXPECTATIONS**
- II. GOVERNANCE AND ITS DEVELOPMENT**
- III. DEVELOPMENTS IN THE COLLEGE SYSTEM**
- IV. CHAMPLAIN REGIONAL COLLEGE**
- IV. LEVERS AND FUNCTIONS OF COLLEGE GOVERNANCE**
- V. THE DIRECTOR GENERAL AND THE DIRECTOR OF A CONSTITUENT COLLEGE**
- VI. EDUCATIONAL PROJECT, BYLAWS AND POLICIES**
- VII. BOARD ORGANIZATION AND OPERATION**
- VIII. SCENARIO**
- IX. CLOSING REMARKS**
- X. FEEDBACK**



Objectives and expectations

**What can colleges do to strengthen
their governance within the
current regulatory framework?**

(i.e. General and Vocational Colleges Act, c. C-29)



- A. Increase awareness of the magnitude and importance of the Board's responsibilities.
- B. Provide Board members with tools that help them to exercise their powers more effectively.
- C. Promote greater involvement and input by individual directors.
- D. Foster new thinking about governance principles founded on clear policies and generally-accepted practices.
- E. Encourage governors/directors to improve governance in colleges and to exceed the minimum standards set out in legislation and by the MEES.



Governance and its evolution

- The biggest challenge for governance
- Why is governance necessary? (triggers)
- Modern governance (foundations of good governance)

*“How can a small group of people (**working part-time**), successfully **supervise, manage and guide** the executives of an organization, **make strategic decisions and protect and promote the interests of their stakeholders?**”*



Source: Allaire, 2002

“Strengthening governance mechanisms and practices is an essential element in guaranteeing the effective delivery of public services and in ensuring citizens hold their government to account in meeting development goals.”



*Source: OCDE, introductory text to the “Accountable and Effective Institutions” web-page
(<http://www.oecd.org/governance/accountable-effective-institutions/>)*

“Taxpayers expect that state-owned enterprises make good use of the public funds allocated to them, that they are managed efficiently, effectively and transparently and that their mandate is clear and relevant. Their Boards of directors, basing themselves on good governance principles, need to play a key role in this regard.”

*Source: Nos sociétés d'État sont-elles bien gouvernées?
(Are our state-owned enterprise governed effectively?)
IGOPP report, p.8, June 2017*

Fall 2016 – The Auditor General of Quebec’s (VGQ) audit of the administrative management of five colleges

Analysis: Governing bodies do not have the complete information that they need to fully assume their responsibilities. Recommendation: “Ensure that governance bodies receive sufficient, timely information so they can properly assume their strategic decision-making role and oversee the efficacy of existing controls.”

(Source: Report of VGQ at the AGM for the 2016-2017 year,
Administrative management of CEGEPs
(*Gestion administrative des cégeps*), Chap.3, p.35)

June 2017 - IGOPP study dealing with governance in colleges

Conclusion: Although the current regulatory framework was outlined in the 1967 and 1993 laws, it is possible, even necessary, to update governance in colleges, by applying clear and recognized policies that strengthen its effectiveness and accountability.

(Source: (French-only)

Study on the governance of CEGEPs in Québec

(Étude sur la gouvernance des cégeps du Québec), IGOPP, June 2017.)

In CEGEPs

- Governance issues rarely occur in relation to major management problems, but rather with a proactive view to improve performance and better anchor governance within an organizational milieu, given accountability related obligations.
- Fundamental governance values aren't just the purview of external directors. They need to be shared by all Board members.

Current collegiate governance regulatory framework

- 18 statutes - 19 provincial regulations
- The 2019-2020 Régime budgétaire et financier des cégeps (financial and budget rules for CEGEPS) contains 66 appendices and 30 procedures for the “operations” section
- The “investment” section had 24 appendices and 17 procedures in 2018-2019.



The foundation of modern value-creating governance

- Member adherence to the institution's public mission.
- Decisions not motivated by personal interests or small groups.
- Belief in the principle that those who make decisions fully assume their responsibilities.
- A shared understanding of the roles of governance and management.
- Member adherence to fundamental governance values such as ethics and professional conduct, integrity and accountability.



The foundation of modern value-creating governance

- Continuing education for members.
- Optimal board composition. The skills, experience and know-how of its members.
- The legal responsibility of the members.
- Honest, clear, complete reporting to the public.
- Quality financial information and risk analysis, and transparency.
- Quality and monitoring of strategic planning (development and success) in achieving the mission.
- Auditor independence and internal control practices.

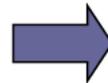


Traditional model

ENSURE THAT

Fiduciary

***Monitor and control
expenses***



New model

CONTRIBUTE TO

Creation of value

Improve decisions

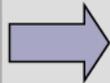


A Board of Directors is responsible for the achievement of the College's mission (fiduciary/trustee).

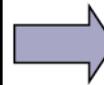
Each member agrees with and shares this responsibility.

Classic responsibilities

Fiduciary duty



Duty of prudence
and diligence
"Duty of care"



New reality

Have good
"Business judgement"

1. Boards must ensure that public funds that are entrusted to CEGEPs are fully-used to accomplish their missions in a manner that corresponds to the highest ethical standards (integrity, transparency, etc.).



We are talking here about “fiduciary governance” or about Boards’ fiduciary role.

2. Beyond this primary role, we are also becoming increasingly aware that Boards can help CEGEPs develop and progress even further (i.e. to improve their efficiency, effectiveness, quality and relevance of services offered etc.). In short that they can help improve the organization's decisions and contribute to improve their productivity.

We are talking here of “value-creating governance.”

Evolution of the college network

Challenge: Install modern governance within a cumbersome, half century old regulatory framework environment

The college network

- 48 CEGEPS, including 5 English
- 59 CCTTs (college-level technology transfer centre)
- 20 college study centres and 3 campuses
- 22 specialized centres (5 national schools, 12 art schools, 3 dance schools, 1 circus school, 1 distance learning CEGEP)
- 19 continuing education centres
- 10 other organizations

Number of students in 2017-2018 : 195 653

Number of employees: 28 972

Number of directors: more than 970 directors



Participatory governance is embodied in the board of governors and the executive committee by the presence of stakeholders from civil society and the college community.

Objectives sought in keeping with the spirit of the law:

- grounding in the region
- representativeness and skill diversity
- wide range of points of view
- balanced dialogue

Typical BoG: 19 members

Three groups of members according to their relationship with the college:

- 9 independent members appointed by the Minister and the BoG
- 4 members with an interest
- 6 internal members with an employment relationship

Atypical colleges:

Only Collège régional de Lanaudière and Champlain Regional College have the status of a “regional college” under Chapter II of the *General and Vocational Colleges Act* (the “Act”).



Champlain Regional College

Under the aegis of a board of governors and a director general, Champlain Regional College is an educational institution with three constituent colleges, located in Saint-Lambert, Lennoxville and Québec City. Its head office and the Continuing Education department are in Sherbrooke.

Each constituent college has a governing board and an academic council, and has pedagogical autonomy to better respond to the needs of the surrounding community and region.



A 22-member BoG:

- 10 independent members, including 8 appointed by the Minister and 2 by the BoG
- 4 members with an interest
- 8 internal members with an employment relationship

Three governing boards with 16 members each:

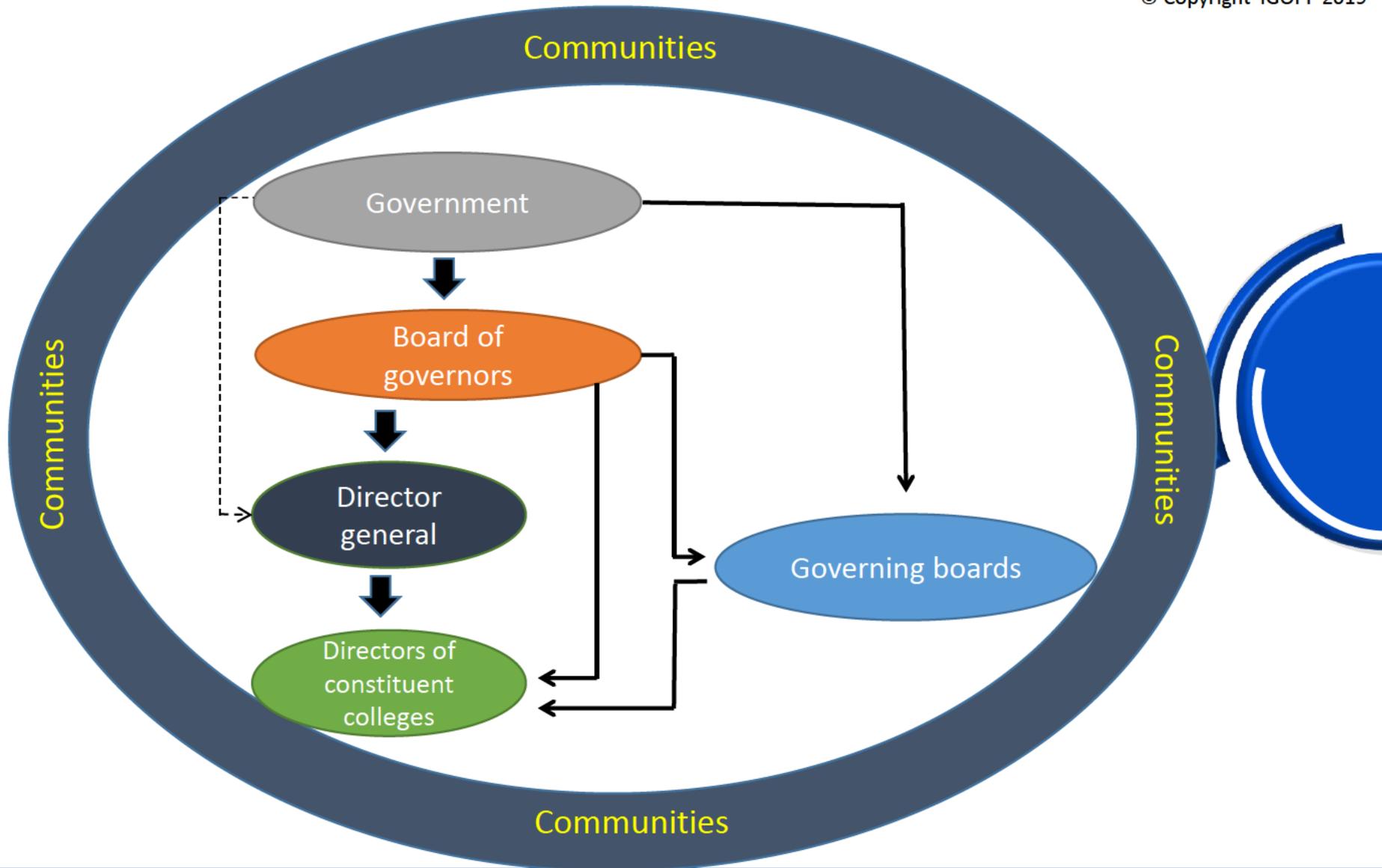
- 7 members appointed by the Minister, 1 of whom sits on the BoG
- 4 members with an interest
- 5 members with an employment relationship

A total of 70 positions need to be filled:

It takes 63 people to fill the positions on the BoG and on the governing board.



Governance: a power-sharing system



Continuing Education offers programs adapted to the reality of the regional labour market of the constituent colleges. The programs are delivered at three service centres.

All of them share resources and services provided by about 50 employees at the head office in Sherbrooke:

- Corporate Affairs
- Financial Resources
- Human Resources
- Material Resources
- Information Technology



The renewal and succession challenge

Member terms will begin to expire in 2020:

- 2020: 8 students
- 2021: 8 parents and 8 students
- 2022: 26 members to be appointed by the Minister, 2 alumni, 16 staff members and 8 students

Based on the numbers required, the upcoming appointments or term renewals will be a challenge for the Minister, the board chairs, and the members.

The seven attributes of an engaged board member

- **Available:** Is aware that being a board member requires a personal commitment of time and attention.
- **Prepared:** Reads the documentation on the college's governance, reads the documents sent before meetings, stays on top of what is going on in the institution.
- **Present:** Is physically and mentally present, listens carefully to presentations and opinions of other members, without interrupting or distracting them.
- **Participation:** Asks questions, expresses his point of view in discussions even when his ideas differ from the general opinion.



The seven attributes of an engaged board member

- **Contributor**: Through his experience and independent thinking, brings added value to debates.
- **Integrity**: Known for his integrity and ethics, he speaks candidly for the sole purpose of helping the college carry out its mission.
- **Independent**: Fulfills his duties independently and in good faith. Acts with prudence, diligence, honesty, loyalty (in this regard, read article 4 of the Code of Ethics and Professional Conduct for Members of the Board of Governors).



**What have you contributed to
Board debates during the past
12 months?**



Only external directors named by the Minister and the Board could be regarded as independent in the sense intended in the *Act respecting the governance of state-owned enterprises*.

BUT ALL DIRECTORS ARE JOINTLY AND SEVERALLY RESPONSIBLE FOR THE SOUND GOVERNANCE OF THEIR COLLEGE.

... ALL DIRECTORS, REGARDLESS OF THE CONSTITUENCY THAT DELEGATED THEM

Observers are not directors and thus should only play background roles during Board meetings.



Ethics, professional conduct and interests



All board members are subject to the *Code of Ethics and Professional Conduct for Members of the Board of Governors*. **Each year** they must submit a declaration of interest.

In the past 20 years, ethics and professional conduct in private and public organizations has changed considerably. The good practices to adopt are such that:

- Each member must attest that he has read and understood and solemnly agrees to comply with the Code;
- Each year, the director, who receives the annual declarations of interest, must submit a report to the board certifying that all members have declared their interest.
- Each year, the chair must ask the members to reread the code and must set aside discussion time on this topic.



Levers and functions of college governance

- Governance levers
- Governance functions
- Communication and collaboration
- Other governance levers

The Act stipulates four levers:

- The regional college board of governors
- The executive committee
- The governing board of each constituent college
- The academic council of each constituent college



1. The **General and Vocational Colleges Act (the Act)** sets out the basic provisions concerning the mission of the college and its constituents, the composition of the board of governors (BoG), executive committee, governing board and academic council, and their functions and powers.
2. The **bylaws** usually contain basic provisions for convening meetings and for their agenda, conduct, minutes and resolutions.
3. **Other policies** and practices of the governing board relating to its governance and operation:
 - the academic council bylaw
 - the governing board's annual workplan



Responsibilities of the board of governors

- Adopt, periodically review and implement policies and bylaws.
- Ensure the effective and efficient management of human, material, technical and financial resources.
- Establish strategic guidelines.
- Adopt a multi-year strategic plan that includes success plans for the constituent colleges.
- Ensure that the implementation is in line with the guidelines; evaluate results and progress.
- Identify and manage risks (financial, operational and reputational risks).
- Ensure that the institution is administered according to recognized standards and in accordance with applicable legislation.



The functions of college governance



- Organize the general and vocational instruction provided by its constituent colleges in a manner that fosters cooperation and complementarity and to this end distribute among its constituent colleges the programs leading to a diploma.
- Allocate to its constituent colleges the human, physical and financial resources of the regional college, reserving the resources it determines to be necessary for its own needs.
- Adopt budgets and approve financial statements.
- Appoint a director general and college directors and evaluate their performance.
- Provide honest, clear and complete reporting.
- Elect a chair and a vice chair from among the independent members.

The board of governors must hold at least four regular meetings per year.



Committees of the board of governors

The BoG **must** or **can** set up committees to help it further explore certain policies and other important issues.



Three types of committee:

- ✓ **Statutory committee:** The BoG is responsible for setting up a governance, a human resources and a finance committee, whose mandates, powers and meeting frequencies are described in the bylaws or in their establishing bylaws.
- ✓ **Regulatory committee:** A committee set up when the BoG must exercise certain responsibilities, e.g. to select a new director. Its mandate, composition and method of operation are prescribed by statute or policy.
- ✓ **Ad hoc committee:** Established by a resolution of the BoG to address a specific issue; its mandate ends when its report is submitted to the board.



A committee:

- Is a small group of people supporting the board (2-4 members);
- Selects its members for their expertise and qualification;
- Meets 2-3 times a year or as often as needed;
- Acts as an expert and makes recommendations;
- Has leeway to act within the framework and limits established by its mandate.
- In no way alters the responsibility of or replaces the BoG.



Two statutory committees of the board of governors

- Ethics committee: established by the code of ethics and professional conduct (two members and the secretary general).
- Audit committee: established by the bylaw on financial management (three independent members). Meets at least twice a year.



The executive committee

- Chaired by the director general and consisting of four BoG members (chair, vice-chair, two members) and four directors (director general and the three college directors).
- The executive committee is responsible for the day-to-day administration of the college, in particular, organization of college services, and budget and financial administration.
- It may exercise the powers of the BoG during the summer period.
- All the minutes of the executive committee are submitted to the board of governors.



The governing board

Members elect a chair and a vice-chair from among themselves; neither can be an employee of the college.

According to section 49 of the Act, the governing board comprises at least 15 members and a maximum of 21 members. Regardless of their number, members with an interest and members with a relationship of employment cannot exceed the number of independent members.



Responsibilities and functions of the governing board

- Implement the academic programs assigned to them by the regional college.
- Work with the regional college to further social and cultural development in its region by contributing to the development of and technical innovation in businesses, by making its cultural, sports and recreational facilities available to the public and by participating in international cooperation programs.
- Ensure the implementation is consistent with the strategic plan.
- Approve the conditions for application of the college education regulations.
- Approve the objectives, standards and learning activities of the college academic programs.



- Adopt the success plan.
- Establish rules for the organization of student activities.
- Establish the school calendar.
- Adopt an annual work plan, define performance indicators and track its implementation.
- Adopt and submit the institution's annual budget estimates to the regional college for approval.
- Ensure effective and efficient management of its resources.
- Provide frank, clear and complete reporting.



Academic council

Each constituent college must establish an academic council and determine its composition (bylaw no. ?)

- CRC Lennoxville: XX members, including XX teaching staff, one of whom is a member of the union executive;
- CRC Québec City: xx members, including XX teaching staff, one of whom is a member of the union executive;
- CRC Saint-Lambert: xx members, including XX teaching staff, one of whom is a member of the union executive.

Meetings are chaired by the institution's director.

The functions of college governance

Roles and responsibilities of the academic council

The function of the academic council is to advise the governing board on any matter concerning the academic programs offered by the constituent college and the evaluation of learning achievement, including the procedures for the certification of studies. The council may, in addition, make recommendations to the governing board on these matters.

Subject to sections 39 and 66 of the Act, the academic council gives its opinion to the board of governors on the appointment or reappointment of the director general and of the director of the constituent college.

The council also advises the director of the constituent college on any matter likely to maintain, improve and develop the school's educational policies.

The functions of college governance

The following must be submitted to the academic council before being discussed by the board:

- a) proposals for institutional policy on the evaluation of learning achievement and procedures for the certification of studies;
- b) proposals for institutional policy on the evaluation of academic programs;
- c) proposals for academic programs contemplated by the constituent college;
- d) the selection of learning activities that are within the jurisdiction of the constituent college;
- e) any draft bylaw or policy relating to the rules, procedures and criteria governing the admission and registration of students to the constituent college;



- f) the proposed strategic plan of Cégep régional de Lanaudière for matters within the council's jurisdiction;
- g) the course calendar;
- h) the school calendar;
- i) draft educational policies and regulations;
- j) draft student life policies and regulations;
- k) the educational plan;
- l) draft educational policies concerning learning services;



- m) draft educational policies relating to the organization of teaching (times, premises, equipment);
- n) the establishment of criteria for the creation of departments or other groups and for determining their number;
- o) credit transfer procedure and agreements with the institutions concerned;
- p) the opening, transfer (partial or total), regionalization and closure (partial or total) of a program.

The council may also advise or give its opinion on other matters specified in each college's academic council agreement.

The board of governors and governing boards have a duty to work together. They communicate with each other officially by issuing opinions.

The board of governors must consult with the governing boards on the adoption of bylaws, policies and its budget. It must also consult with the institutions on board appointments.

NOTE: The total number of consultations constitutes neither a vote nor a right of veto.



Approval of budgets

1. The regional college allocates financial resources—a general budget—to each constituent college.
2. The constituent colleges use the budget to establish their detailed annual budget estimates by item.
3. Detailed annual budget estimates are then submitted to the regional college for approval.

Two principles:

- The BoG is responsible and accountable for the consolidated budget of the regional college.
- The constituent college can use its budget in any way it sees fit.



The governing board must adopt and submit its annual budget estimates to the regional college for approval. It must also give its opinion on the appointment of a director and on any matter that could improve the organization of the services provided by the regional college or its operation.

However, beyond the formal communications framework described in the Act and in the bylaws, chairs and members have little interaction with each other.



It might be useful to consider a meeting, once a year, between the board members of the regional college and the constituent colleges. The meeting agenda should promote the sharing of experiences and concerns.

It might be useful for BoG and governing board chairs to have a formal or informal practice of holding meetings and discussions.

These meetings are sure to foster good communication among all the stakeholders, to the benefit of Lanaudière.



The director general and the director of a constituent college

The BoG appoints the director general for a period of not less than three years and not more than five years after consultation with the governing board and the academic council of each constituent college.

The director general:

- is the chief executive of the regional college and the main representative to the ministry;
- represents the regional college on matters within its jurisdiction;
- ensures decisions made by the BoG and the executive committee are carried out;
- presides over the strategic orientation committee formed by constituent college directors;



- presides over the regional planning and coordination committee composed of the constituent college directors and the administrative directors;
- has the power to replace the administrative directors and constituent college directors in the event they are absent or unable to act;
- has the power to temporarily appoint any officer of the regional college, except the chair and vice-chair, to assume all or part of the duties of one or more of the other officers;
- under the authority of the BoG and the executive committee, sees to the preparation of the regional college development plans;



- distributes academic programs to the constituent colleges;
- allocates the financial and human resources of the regional college to its constituent colleges; the head office and Continuing Education control the regional college budget;
- coordinates the actions of the regional college's components in accordance with the missions, functions and powers conferred upon them by law;
- interprets and enforces the bylaw concerning the working conditions of managers and the management policy;



- is responsible for the application of the rules and working conditions governing constituent college directors and senior staff;
- performs any other function or task assigned to him by resolution of the board or by bylaw;
- abolishes and creates any non-teaching staff position that has no financial impact.



The BoG appoints the director of a constituent college for a mandate of not less than three and not more than five years after consultation with the governing board and the academic council of the constituent college.

The director of a constituent college:

- acts as the chief administrative officer of the constituent college;
- presides over the academic council and internal management committee of the constituent college;
- designates one or more persons from the constituent college to assume all or part of the duties of secretary on the governing board;



- under the authority of the director general:
 - oversees the academic administration of the constituent college;
 - ensures the administrative management of the constituent college;
 - sees to the application of the rules governing the constituent college;
 - exercises the functions and powers delegated by the BoG;
 - safeguards the governing board's registers;
 - modifies the school calendars in the event of a force majeure of no more than three (3) days.



ALL MEMBERS, REGARDLESS OF THE GROUP FROM WHICH THEY ORIGINATE, ARE JOINTLY AND SEVERALLY RESPONSIBLE FOR THE SOUND GOVERNANCE OF THE REGIONAL COLLEGE.

As members of the regional college BoG, the directors of constituent colleges must therefore act in the best interests of the regional college.



Educational project, bylaws and policies

Educational project

The constituent colleges adopted their educational project in 20XX.

*A critical review would be useful and
should be initiated by the governing board.*

Bylaws

13 bylaws and codes, some of which have been in effect for a long time: code of ethics and professional conduct (1999), bylaw No. 8 (2003) and No. 9 (2000).



Policies

The portal lists 22 policies, some of which were adopted before 2014: HR management (2009), communications (2004), copyright, (2006), harassment and violence (2006), sustainable development (2007), food policy (2009), social media (2012).

It is recommended that the board of governors or the governing board, as the case may be, review and update these bylaws and policies every five years.



Board organization and operation

An effective way to operate

- Agree on the number/amount of meetings that will take place that year and when they will be scheduled
- Better organize board meetings
 - Prepare an agenda for each meeting
 - Identify topics that members will be informed about;
 - Identify topics related to directions and decisions
 - Length of meetings
 - Location of meetings
 - The quality of the minutes that will be taken
 - Logistics issues
- Better preparation of meetings
 - Of files by management
 - Of Directors
 - Of reports of Board committees



Annual work plan

The annual work plan allows the members to:

- have an overview of the substantive issues they will address in future meetings;
- divide topics for debate by priority;
- allocate time for preparation and discussion;
- ensure that they cover the full scope of their responsibilities.

An annual work plan is a good planning tool for the board and the director. It also serves as a checklist and reference guide for all governance stakeholders.



Hold effective meetings

- Always arrive early and start the meeting on time.
- Prevent delays and take note of them in the assessment.
- Control the agenda and try to end on time.
- Give credit when deserved.
- Act impartially and encourage different points of view.
- Be brief and concise.
- Be on the lookout for disagreements, dissent and signs of frustration.
- Raise questions and stimulate discussion to further explore topics.
- Adjourn the meeting when the board is divided.
- **DRAW CONCLUSIONS!**



The chair and board meetings

- Presides over board meetings.
- Ensures the smooth operation of the board by leading debates in a manner that is:
 - Efficient: knows how to quickly move things forward to a conclusion.
 - Fair: allows everyone to participate.
 - Calm: especially when there is tension.
 - Unifying: ensures that board members form a team.
 - Attuned: understands silences and board dynamics.
 - Enthusiastic: encourages a constructive debate on all matters submitted to the board and ensures that all points of view are heard before a decision is made.



In the chair's absence

When the chair is absent, the vice-chair normally leads the meeting.

It is not recommended that the college director lead the meeting.

Even when the vice-chair is absent or when there is no elected vice-chair, the meeting should be presided over by another independent member, i.e. one who does not have to present or defend a matter submitted to the board.



Assessment

The annual member assessment is carried out by the board chair. It involves:

- ✓ an annual assessment of each member's contribution to the board's work.

A three-year board assessment is carried out by an independent firm. It involves:

- ✓ a confidential assessment by the members of the board's operation;
- ✓ targeting the board's strengths and weaknesses with a view to implementing measures to enhance its effectiveness.



Delegation

- Delegation is a must for Boards of Directors.
 - To the Director General
 - To the Board Committees
 - To bodies that report to the Board

- Delegation will be advantageous to the Board of Directors and the Director General if the main parameters are present.
 - The responsibilities
 - The guidelines
 - The resources
 - Accountability



Invigorating the Board

“To be harmonious and effective the Board must function as a team of people that commit to a project. This team must produce results that stem from greater synergy between the members than would the sum of actions of members acting alone.”

*“Governance in a health and social services establishment”
AQESSS governance committee, 2006*

- **The notion of a “*team*” will come from:**
 - Initiative
 - The search for information
 - The affirmation of convictions
 - Taking decisions
 - Management of differences
 - Resilience
 - Critical analysis



Plenary and in-camera sessions

- The board sits and makes decisions in open meetings but can deliberate in **plenary (closed) sessions** or in **in-camera sessions**.
- The plenary session (closed) allows members to express themselves freely and builds consensus.
 - It allows the board to analyze complex issues or policies that merit reflection and to not deal with all the issues in advance.
 - After certain topics have been addressed in depth in a plenary session, the board must summarize the content of the discussions and main positions at the open meeting.



Plenary and in-camera sessions

- Various situations may call for an in-camera session of the plenary (closed) meeting.
 - **Example 1**: An in-camera session may be statutorily scheduled on the board's agenda for members, without the presence of the director, executives and members with an employment relationship. It usually takes place at the end of the meeting.

It provides members with time to freely discuss the board's effectiveness and the possibility of improving its internal dynamics.

Plenary and in-camera sessions

- **Example 2**: When a sensitive matter is up for discussion (example, assessment of the director general), the chair may call for an in-camera session of the plenary (closed) meeting and ask a group of members concerned (managers and employees) to leave.



Agenda

- The bylaw stipulates the minimum content of an agenda.
- The director general or the college director, as the case may be, determines the content of the meeting agenda.

It is recommended that the board chair and the college director establish the agenda together and work jointly to organize meetings and follow-ups. This is essential to ensure that the chair and director work together effectively.

- A simple majority of the members present is required for the adoption of resolutions.

According to the adage, the absent are always wrong, and deprive their colleagues of their opinion in board deliberations.

Agenda

- Adopting the minutes of the last meeting is one of the first items on the agenda.

It is not merely a formality. Board decisions and resolutions must be clear, consistent and free of errors or ambiguities as to their meaning.

The function of the board secretary must not be confused with the function of the meeting secretary responsible for drafting the minutes.

The board secretary is usually responsible for re-reading the draft minutes, ensuring their accuracy and recommending adoption by the board.



Public institutions such as colleges have several platforms through which to report on their governance and activities.

- Internet portal: This is the window into the institution and should be easily accessible. Its content should be up to date.
- Annual report: The College's annual reports should not be strictly limited to what is required by the ministry. They must take into account the notion of relevance to the community with which the College must maintain ties.



Scenario

How does the governing board decide on the adoption of a resolution?

The following resolutions are to be voted on...

- A. Change to an academic program
- B. Policy change

- ✓ How do you react?
- ✓ What questions would you like to ask before adopting the resolution?



A. Change to an academic program

*Adoption of a new profile for the public administration program;
Adoption of the Accounting and Management Technology curriculum*

The coordinator of the Administrative Technology program presents progress made concerning the file. She explains that the Accounting and Management Technology program (410.D0) was created 15 years ago at Champlain Regional College in Saint-Lambert. It was revised in 2017.

The program has seen enrolment decline in the past five years. To set itself apart from the other constituent colleges offering the program and to increase enrolment, a Tier 3 project application was submitted to H-2017 to evaluate the possibility of offering a new public administration profile.

A committee composed of four professors was set up. They completed the work and produced a report detailing the overall program situation, objectives, approach, methodology and data analysis, and formulated a proposal considering the success factors for implementing a new profile for the public administration program.

A curriculum for the new public administration profile was produced, taking into account the curriculum that was updated following the evaluation of the Administrative Technology programs in 2017, using the mechanisms in place at the college. The program description was updated to reflect the new profile.



Whereas the department approved the change;
Whereas the program committee approved the change;
Whereas the educational management committee approved the change;
Whereas the academic council is in favour of the change;

On a motion by XXX, seconded by YYY, be it therefore resolved to adopt the Study of the new public administration profile Accounting and Management Technology 410.B0 and Accounting and Management Technology curriculum 410.B0 - Public Administration Profile.

CARRIED UNANIMOUSLY



B. Policy change

Adoption of the Policy on Equipment Lending and Facility Use and Rental

The director presents the file. He explains that the [governing board] may, under the *General and Vocational Colleges Act* (section 6.0.1 C) supply services or allow the use of its facilities and equipment for cultural, social, sporting or scientific purposes, priority being given, however, to the needs of full-time students (within the meaning of section 24 of the Act).

In fall 2011, work was carried out that led to the drafting of a new local policy that applies to every internal or external person, individual, taxpayer, group, association, for-profit and non-profit organization requesting to rent or use the facilities.

This policy is subject to several regulations, be they governmental or Champlain Regional College regulations. These include the provisions of the Québec Construction Code, the National Building Code of Canada, the Regulation respecting promotion, advertising and educational programs relating to alcoholic beverages.

Whereas the annual update of the fee schedule was carried out;
Whereas the management committee approved the policy;

On a motion by XXX, seconded by YYY, be it therefore resolved to adopt the Champlain Regional College Equipment Lending/Facility Use and Rental Policy at [name of constituent college].

CARRIED UNANIMOUSLY

Closing remarks

Evaluation

Thanks for your attention!

Avis de recours

À la suite d'une décision rendue en vertu de la Loi sur l'accès aux documents des organismes publics et sur la protection des renseignements personnels (la Loi).

Révision par la Commission d'accès à l'information

a) *Pouvoir :*

L'article 135 de la Loi prévoit qu'une personne dont la demande écrite a été refusée en tout ou en partie par le responsable de l'accès aux documents ou de la protection des renseignements personnels peut demander à la Commission d'accès à l'information de réviser cette décision. La demande de révision doit être faite par écrit; elle peut exposer brièvement les raisons pour lesquelles la décision devrait être révisée (art. 137).

L'adresse de la Commission d'accès à l'information est la suivante :

Québec	525, boul René-Lévesque Est Bureau 2.36 Québec (Québec) G1R 5S9	Tél. : 418 528-7741 Numéro sans frais 1 888 528-7741	Télec. : 418 529-3102
Montréal	2045, rue Stanley Bureau 900 Montréal (Québec) H3A 2V4	Tél. : 514 873-4196 Numéro sans frais 1 888 528-7741	Télec. : 514 844-6170

b) *Motifs :*

Les motifs relatifs à la révision peuvent porter sur la décision, sur le délai de traitement de la demande, sur le mode d'accès à un document ou à un renseignement, sur les frais exigibles ou sur l'application de l'article 9 (notes personnelles inscrites sur un document, esquisses, ébauches, brouillons, notes préparatoires ou autres documents de même nature qui ne sont pas considérés comme des documents d'un organisme public).

c) *Délais :*

Les demandes de révision doivent être adressées à la Commission d'accès à l'information dans les 30 jours suivant la date de la décision ou de l'expiration du délai accordé au responsable pour répondre à une demande (art. 135).

La Loi prévoit spécifiquement que la Commission d'accès à l'information peut, pour motif raisonnable, relever le requérant du défaut de respecter le délai de 30 jours (art. 135).