

# Board of Governors Handbook

November 19, 2020



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## **B. Committees of the Board**

The Board will have the following committees:

- Finance and Audit Committee (“**FAC**”); and
- Corporate Governance and Human Resources Committee (“**GHRC**”).

The Board will approve and/or modify the terms of reference with respect to each committee after considering the recommendation of the GHRC.

## **C. General Powers and Duties of the Board**

The Board’s powers and duties are outlined in Part 4 of the Act. In particular, Section 19 of the Act gives the Board the power to, among other things:

- manage, administer and control the ped

- monitoring performance against the strategic plan; and
- approving capital and operating budgets and major transactions.

#### *Risk management and financial*

- ensuring management (through the President) identifies material risks to JIBC and has appropriate systems and processes to identify, monitor and manage those risks;
- ensuring financial results are reported fairly and in accordance with generally accepted accounting principles;
- directing management to ensure that legal requirements, including reporting obligations, are met;
- taking reasonable steps to ensure the implementation and integrity of JIBC's internal control and management information system;
- approving and monitoring compliance with JIBC's material operating policies; and
- monitoring compliance with JIBC's Code of Conduct and Conflict of Interest and Standards of Ethical Conduct policies.

#### *Legal and Communications*

- reviewing and recommending changes to the bylaws; and
- ensuring that JIBC has an appropriate communications policy and/or plan;

#### *Board Matters*

- in consultation with the Crown Agencies and Board Resourcing Office ("CABRO"), identifying the competencies and personal attributes required on the Board and recommending to Government candidates to enable the orderly succession of Board members; and
- annually evaluating the Board's effectiveness as a whole.

### **E. Additional Considerations**

There are limitations to the Board's decision-making powers. The Ministry of Finance approves JIBC's aud

**B. Agenda & Distribution of Pre-**

## **F. Minutes**

- The President will ensure that minutes are kept of every Board meeting, containing a record of every Board decision taken at the meeting.
- Minutes of each meeting will be distributed to all Board members prior to, and will be considered for approval at, the next regularly scheduled Board meeting.
- When approved, minutes will be signed by the Chair and by the President or their designate, and published on JIBC's intranet site, and otherwise as the President considers advisable.

## **G. Telephone (Remote) Meetings / Response**

- A Board member should use best efforts to participate at meetings in person. However, a member may participate in any meeting of the Board or any Committee by remotely using any means that permits each participant in the meeting to hear and speak simultaneously to all other participants.
- Any such remote participants will be deemed present for quorum and voting purposes.
- If an emergency requires Board action, the Chair may direct the President or their designate to canvass Board members using a traceable means of communication with respect to any proposed resolution and record each member's vote. Such a resolution will be effective if affirmed by a majority of Board members, and will be recorded in the minutes of the Board.
- If a matter of concern arises, the Board requires that the President notify the Chair immediately, so that, if necessary, the other members of the Board may be consulted as soon as possible.

## **V. CONDUCT EXPECTATIONS OF BOARD MEMBERS**



4. Board members are expected to regularly attend meetings. If a member is unable to attend, the person should provide their written comments on the pre-read materials to the Board/Committee Chair in advance of the meeting. If a member of the Board has not attended three (3) consecutive regular meetings of the Board, the member is no longer a member of the Board unless excused by resolution of the Board.
5. In conducting Board business, Board members are expected to:
  - be willing to articulate independent views;
  - provide constructive feedback;
  - contribute broadly to Board discussions; and
  - be respectful of and remain open to the views of others.
6. The Board speaks as with one voice. The Board Chair or someone designated by the Board Chair represents the Board in the public. All Board members must refer to the Board Chair for public comments about the Board and its decisions. Board members will publicly stand by and uphold decisions of the Board.
7. The conduct and language of Board members must be free from any discrimination or harassment prohibited by the *Human Rights Code* (British Columbia) and must be in compliance with JIBC's various harassment policies and procedures.
8. Each Board member will take an oath of office to be sworn or affirmed, signed and dated before the Board at the commencement of the Board member's first meeting with the Board.

## **B. Conflict of Interest Guidelines**

A conflict of interest occurs when a Board member's private or financial interests are in conflict with, or appear to be in conflict with, that Board member's abilities to perform or exercise their duties as a member of the Board. A conflict of interest may be real, potential, deemed or perceived, and it may involve a financial or non-financial interest.

All Board members will:

1. not have any contract for profit with JIBC on their own behalf or with any company in which they or any member of their family have an interest while the Board member is serving at JIBC;
2. not have personal financial interests, assets or holdings which could place the Board member in conflict with any decision, information or other matter that may be heard by or acted upon by the Board;
3. not undertake any activity as a private citizen which conflicts with their responsibilities as a member of the Board;
4. remain impartial at all times toward individuals who deal with the Board and, as a member, avoid taking any action that may result in preferential treatment for any individual; and

5. avoid conflict with work undertaken through any other memberships, Governorships, voluntary or paid positions or affiliations which could conflict with their duties as a member of the Board.

### **C. Procedures**

The Board will follow the process below to help identify and manage conflicts of interest.

#### **i. Handling Conflicts of Interest**

1. A Board member must identify a conflict of interest to the Board Chair prior to Board discussion or consideration of the issue or, if the conflict of interest arises without notice, at a Board meeting (in writing or verbally).
- 2.



- accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with JIBC;
- offer or solicit gifts or favours in order to secure preferential treatment for themselves or JIBC; or
- offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment.

Any Board member experiencing or witnessing any of the above must report the incident to the Board Chair (or in the case of the Board Chair, to the President) immediately.

Reasonable and customary hospitality may be an accepted courtesy of a business relationship. Payments for meals, refreshments, travel, accommodations or entertainment by an outside source are permitted provided they are:

- unsolicited;
- reasonable in amount;
- expended in the course of a meeting or other occasion the purpose of which is to hold a *bona fide* business discussion; and
- the expense would be paid for by JIBC as a business expense if not paid for by the outside source.

## VI. ROLE DESCRIPTIONS

### A. Board Chair

The Board Chair is elected by the Board members for a one (1) year term and may be re-elected for subsequent one (1) year terms. The Board Chair leads the Board in its supervision of JIBC's business and affairs and oversight of its management. In performing this role, the Board Chair must work with the President, manage the Board and promote effective relations with Government and other stakeholders. The Board Chair will serve as an ex-officio, non-voting member on all Board committees.

#### i. Duties and Responsibilities

The Board Chair will:

##### *Working with the President*

- act as a sounding board, counsellor and confidant for the President, including helping to review strategies, define issues, maintain accountability, and build relationships;
- in conjunction with the President, assist in representing JIBC as required;
- ensure the President is aware of the concerns of Government, the Board and other stakeholders;
- lead the Board in monitoring and evaluating the performance of the President, ensure the accountability of the President, and ensure the implementation of the management succession and development plans by the President;
- work with the President to ensure management strategies, plans and performance measures and results are appropriately represented to the Board; and
- act as liaison between management and the Board.

### *Managing the Board*

- take steps to foster the Board's understanding of its responsibilities to JIBC, the Government and other stakeholders;
- facilitate the effective operation and management of, and provide strong leadership to, the Board
- build consensus and encourage participation of all Board members at meetings;
- ensure the sufficiently and timely distribution of materials to enable Board members to make

## i. Duties and Responsibilities

The President will:

### *Strategic*

- recommend to the Board for its approval the strategic plans and annual business plans that are consistent with legislated priorities and JIBC's core purpose and mandate.

### *Leadership and Management*

- develop and monitor annual business and operational plans and budgets that support JIBC's strategy and lead the execution of these plans and budgets;
- lead a high performing senior management team that works with the President to develop and deliver on strategy;
- maintain an organizational structure that enables effective and efficient execution of JIBC's strategy and operational goals;
- model and set institutional culture;
- foster excellent relationships with key stakeholders to assist in the advancement of JIBC's strategy;
- act as JIBC's principal spokesperson;
- foster a culture that promotes ethical conduct and encourages individual and collective integrity and accountability; and
- create and maintain plans for the appointment, performance management, leadership development and succession of the senior management team.

### *Risk Management*











Following such polling, Board members will be asked to nominate Board members who have expressed an interest in being the Board Chair or Vice-

### iii. Timing and Content Requirements

If a student wishes to appeal a decision of the President they must submit an application for appeal (an **"Application for Appeal"**) to the Board within fifteen (15) business days of the President's decision being made. An Application for Appeal must identify the grounds for the Appeal, include a copy of the original decision and all other relevant documents, and set out the desired outcome.

Students are encouraged to obtain assistance from JIBC's Student Affairs office to prepare and submit an Application for Appeal.

### iv. Governors' Appeal Committee

On receipt of an Application for Appeal, the Chair of the Board, or their designate, will, within ten (10) business days, appoint three (3) members of the Board to adjudicate that Appeal and that Appeal only (the **"Board Appeal Committee"** or **"BAC"**), one of whom will also be appointed by the Board Chair to be Chair of the BAC.

On appointment of the Chair of the BAC, the Board Chair will deliver to the Chair of the BAC and the President the Application for Appeal.

In the event a member of a BAC cannot complete the adjudication of the Appeal, for whatever reason, the Board Chair will appoint another member of the Board to assume their place on the BAC. If the appeal is being conducted by written submission only then the members of the BAC, including the replacement member, may proceed with deliberations. If a member is replaced after an oral hearing then the hearing must be conducted again before deliberation and decision.

### v. President's Response

Within fifteen (15) business days of receipt of an Application for Appeal, the President will provide to the Chair of the BAC a written statement setting out, among other things, the facts upon which their decision to suspend the student was based, why the suspension or expulsion was the appropriate corrective measure, and must include any documentation relied on in respect of the suspension or expulsion (the **"President's Response"**).

Within three (3) business days of receipt of the President's Response, the Chair of the BAC will deliver a copy of it to the other members of the BAC and the student.

### vi. Student's Reply

Within ten (10) business days of receipt of the President's Response, the student may deliver to the Chair of the BAC their response, and must include any documentation relied on therein (the **"Student's Reply"**).

The Student's Reply must:

- identify precisely which facts in the President's Response it disputes; and/or

- the allegations of procedural unfairness; and
- state why the outcome was incorrectly decided.

Within three (3) business days of receipt of the Appellant’s Reply, the Chair of the BAC will provide it to the other members of the BAC and the President.

**vii. The Record of the Appeal**

The Application for Appeal, the President’s Response, and the Student’s Reply, and each of their respective supporting documentation, will constitute the Written Record of the Appeal (the “**Written Record**”).

**viii. Review of the Written Record**

Within twenty (20) business days of the Written Record having been finalized, the BAC will meet to review the Written Record (the “**Review Meeting**”).

At the Review Meeting, the BAC will determine whether any further information and/or an oral hearing of the Appeal is required.

**ix. Requests for Further Information**

If, at the Review Meeting, the BAC determines further information is required to properly adjudicate the Appeal, the Chair of the BAC will deliver its request to that party within three (3) business days of the Review Meeting (the “**Request for Further Information**”).

## **xi. Conducting an Oral Hearing**

An oral hearing will be conducted in a private room, or alternatively, by electronic means if the BAC determines it is appropriate to do so given the circumstances, and will not be open to the public. The oral hearing will include all members of the BAC, the student, a support person (if the student chooses to bring one), and a representative of the President. All witnesses will only enter at the time they are requested to present their information by the Chair of the BAC. A representative from JIBC's Student Affairs office will be present for administrative assistance.

Students are permitted to have a support person present at the oral hearing. The support person is not permitted to speak on behalf of the student unless previously approved by the Chair of the BAC. The Chair of the BAC may conduct the oral hearing in a manner they deem appropriate given the circumstance, which may follow or deviate from the following general procedures:

1. Opening remarks (if any the Chair of the BAC determines are appropriate).
2. Review of time limits and format of hearing (as may be determined by the Chair of the BAC).
3. Introduction of the hearing participants and clarification of each participant's role (Chair of the BAC).
4. The student's opening statement and oral evidence and the oral evidence of each of the student's witnesses followed by questions to the student and the student's witnesses in the order determined by the Chair of the BAC. The Chair of the BAC may determine that questions should be asked through the Chair of the BAC.
5. The opening statement of the President's representative and oral evidence of any witnesses followed by questions to those witnesses in the order determined by the Chair of the BAC. The Chair of the BAC may determine that questions should be asked through the Chair of the BAC.
6. Closing arguments from the student.
7. Closing arguments of the President's representative.
8. Reply submission from the student related to issues raised by the President's representative and not already addressed in the student's closing argument.
9. Final questions by the BAC members to either the student or to the President's representative.
10. Hearing adjourned (Chair).
11. The BAC will then deliberate and make their decision.

## **xii. Oral Hearing Not Required**

It remains available at all times for the BAC to adjudicate the Appeal on the basis of the Written Record alone. In the absence of an oral hearing, the BAC will meet to adjudicate the Appeal within twenty (20) business days of the Review Meeting.

## **xiii. Decision of the BAC is Final**

The BAC may:

- dismiss the Appeal;
- where the Appeal is brought on the grounds that the decision-making process violated JIBC policies or violated the principles of procedural fairness, and the appeal is successful, refer the matter back to the President so that the procedural error may be remedied as directed by the BAC and direct the President to reconsider their decision;

- where the Appeal is brought on the grounds that there is new evidence which was unavailable at the time the decision was made that would likely have resulted in a different decision, and the appeal is successful, refer the matter back to the President with the new evidence for the President to consider and make a new decision; or