

## **Lethbridge College Board of Governors Mandate and Roles Document**

### **Preamble**

---

This Mandate and Roles Document for the Board of Governors of Lethbridge College (Board) has been developed collaboratively between the Minister of Innovation and Advanced Education (Minister) and the Board to reflect a common understanding of respective roles and responsibilities.

### **1. Mandate**

---

Established under the *Post-secondary Learning Act* (PSLA), the Board manages and operates the post-secondary institution within its [approved mandate](#) [PSLA Section 60(1)(a)].

### **Vision**

The vision for Lethbridge College is leading and transforming education in Alberta.

### **Mission**

Lethbridge College inspires and facilitates learning and innovation to meet economic and social needs.

### **Applicable Legislation and Regulations**

The Board has responsibilities under, and is subject to, a number of statutes and regulations including the:

- Post-secondary Learning Act;
- Alberta Public Agencies Governance Act;
- Financial Administration Act;
- Results-based Budgeting Act;
- Public Interest Disclosure (Whistleblower Protection) Act;
- Government Accountability Act;
- Freedom of Information and Protection of Privacy Act; and
- Lobbyist Act.

The *Post-secondary Learning Act* provides the primary legislation for public post-secondary institutions in the province of Alberta. Regulations enacted under the PSLA include:

- Alternative Academic Council Regulation;
- Campus Alberta Sector Regulation;
- Model Provisions Regulation;
- Programs of Study Regulation; and
- Public Post-secondary Institutions' Tuition Fee Regulation.

### **2. Duties and Responsibilities**

---

#### **Lieutenant Governor in Council**

The *Post-secondary Learning Act* outlines the duties and responsibilities of the Lieutenant Governor in Council specific to the Board. These include the establishment of the public post-secondary institution [PSLA Section 40] and its board [PSLA Section 43(1)].

In addition, the Lieutenant Governor in Council:

- Appoints board members [PSLA Section 44(2)(c)];
- May by order disestablish the public post-secondary institution and its board [PSLA Section 102(1)];
- May order that the assets and liabilities of a dissolved board be transferred to government or to another post-secondary institution [PSLA Section 102(2)];
- Approves debenture borrowing [PSLA Section 73(1)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the board [PSLA Section 77];
- Approves the board's establishment of a registered pension plan as an alternative to a designated pension plan [PSLA Section 69(2)(b)]; and
- Approves the board's disposition of land [PSLA Section 67(1.1)].

### **Auditor General**

The Auditor General is the auditor of the Board as outlined in Section 71 of the *Post-secondary Learning Act*.

### **Minister of Innovation and Advanced Education**

The *Post-secondary Learning Act* outlines a variety of duties and responsibilities for the Minister of Innovation and Advanced Education (Minister) including the appointment of board members from nominees of constituent groups [PSLA Section 44(2)(b)], and approval of the institution's mandate statement [PSLA Section 103(1)].

In addition, the Minister of Innovation and Advanced Education:

- Monitors the institution's operation and performance through the Board's comprehensive institutional plan and annual report submissions [PSLA Sections 78(1), 78.1, 79(1)] [Note: the Comprehensive Institutional Plan integrates the business, access and research plans.];
- Approves the Board's establishment of supplementary pension plans [PSLA Section 69(2)(c)];
- Chairs the Campus Alberta Strategic Directions Committee [PSLA Section 107.1(2)]; and
- Informs the Board of government policies and direction impacting the work of the Board.

Under the *Alberta Public Agencies Governance Act* (APAGA), the Minister also conducts regular reviews (at least every seven years) of the Board's mandate and purpose [APAGA Section 19(1)].

### **Deputy Minister of Innovation and Advanced Education**

The Deputy Minister supports and acts under the general direction of the Minister, and is responsible for activities which have been delegated by the Minister.

### **Department of Innovation and Advanced Education**

The Department of Innovation and Advanced Education (Department) supports the Minister and Board in meeting their legislated responsibilities.

Examples of Department support for board-related functions include:

- The provision of orientation materials and training support for new board members;
- Establishment of workflow procedures for the recruitment and appointment of board members;
- Ensuring that the Board's Mandate and Roles Document is affirmed annually and renewed or revised every three years; and
- Coordinating the Board's mandate and purpose review, at a minimum, every seven years.

### **Board of Governors of Lethbridge College**

The Board shall manage and operate the institution in accordance with its mandate [PSLA Section 60(1)(a)].

The Board agrees to work with the Minister to support and promote Campus Alberta, and its goals of an accessible, affordable, quality and sustainable post-secondary system in Alberta that fosters innovation, entrepreneurship and collaboration.

The Board has delegated authority vested with the Board under the *Post-secondary Learning Act* to the President and Chief Executive Officer of Lethbridge College, except the power to make and amend Bylaws (PSLA Section 62] and with the exceptions noted under the Executive Limitation Policies found at the following link: [Executive Limitations](#).

These exceptions include:

- The acquisition of land [PSLA Section 66(1)];
- The disposition of land with approval of the Lieutenant Governor in Council [PSLA Section 67(1.1)(a) and (b)];
- Debenture borrowing, subject to the approval of the Lieutenant Governor in Council [PLSA Section 72];
- Banking and investment [PLSA Section 75]; and
- The appointment of the president and vice-presidents [PSLA Sections 81(1) and 82(1)].

In terms of accountability and reporting:

- The Board must prepare a statement setting out the mandate for the institution and this must be submitted to the Minister for approval [PSLA Section 103(1)].
- The Board must also submit a comprehensive institutional plan and annual report to the Minister on an annual basis [PSLA Sections 78(1), 78.1 and 79(1)]. [Note: the Comprehensive Institutional Plan integrates the business, access and research plans.];
- The Board may be required to collect information (such as enrolment data and Key Performance Indicators) and submit to the Minister any information and reports the Minister considers necessary [PSLA Section 118(1)].
- The Board is accountable for ensuring that the public funds appropriated for the support of institutions are used effectively and appropriately. The Board approves annual operating and capital budgets and regularly reviews expenditures, investments and borrowings.

- The Board is responsible for the appointment of a President as the Chief Executive Officer of the institution [PSLA Section 81(1)] and the remuneration to be paid to the President [PSLA Section 81(2)]. The Board is ultimately responsible for the quality and performance of its administrations, and therefore is required to evaluate the overall efficiency and effectiveness of the President and the administration.

The Board may establish committees as it deems necessary to carry out its duties and ensures that terms of reference of each committee are reviewed and approved annually. A Finance, Audit and Risk Committee and a Governance and Human Resources Committee for the Board have been established.

The Board acts as an intermediary between the institution and the public that it is intended to serve. The Board is responsible for ensuring that the institution is responsive to changing educational and societal needs. The Board ensures that the institution maintains appropriate liaisons with prospective employers and other stakeholders throughout Campus Alberta.

### **Board Chair**

With direction from the Board, the Chair represents the Board and its interests in dealing with the Minister, the Department, the President, stakeholders and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board. The Board-Governance Process policy GP-3 *Chair's Role* can be found in Attachment A.

Additional responsibilities of the Chair include:

- Planning and managing board meetings;
- Providing the Minister with regular updates on the board's operations and informing the Minister regarding emergent issues;
- Ensuring that the Board, and its committees, have opportunities to meet independent of management; and
- Administering the Code of Conduct and ensuring that conflict of interest matters are addressed by the Board. The Board's *Code of Conduct* can be found in Attachment B.

### **Board Members**

Board members will act in the best interest of the institute [PSLA Section 44(4)].

The individual responsibilities of board members include:

- Attending all general and special board meetings;
- Sitting on committees and attending committee meetings as required;
- Securing sources of funds or other resources in addition to government grants for the support of the institution;
- Keeping informed and abreast of relevant provincial, national and international issues, as well as developments within the institution;
- Acting in an ethical manner and complying with the Board's bylaws and policies;
- Participating in assessing the Board's performance and contribution to the institution and assessing ways in which the Board could improve in fulfilling its responsibilities; and
- Participating in campus activities and providing input where appropriate.

## **President**

The President has general supervision over and direction of the operation of the institution and has those powers, duties and function that are assigned by the Board [PSLA Section 81(3)]. The Board-President governance policy BP-3 *Delegation to the President* can be found in Attachment C.

## **3. Recruitment and Appointment of Board Members**

---

### **Membership**

As outlined in the *Post-secondary Learning Act* [Section 44(2)], the Board of the Lethbridge College consists of seven persons appointed by the Lieutenant Governor in Council, one of whom shall be designated as Chair; additional persons appointed by the Lieutenant Governor in Council on the recommendation of the Minister; and the President. In addition, the Board consists of the following members appointed by the Minister:

- One academic staff member nominated by the academic staff association;
- One student nominated by the council of the students association; and
- One member of the non-academic staff who is not engaged in the administration of the public college nominated by the non-academic staff association.

### **Recruitment**

The Board will comply with all appointment requirements pursuant to the *Post-secondary Learning Act* and any additional policies of the Government of Alberta or the Minister. The department has an established recruitment process that applies to all of its agencies.

The recruitment of public members is competency based and led by the Department in consultation with the Board. The Board and the Department will develop a competency matrix for the Board as a whole as well as competencies required for individual members.

The steps that are taken or intended to be taken in the recruitment process and any identified skills, knowledge, experience or attributes required of a member to be appointed will be made public either before or after the member is appointed [APAGA Section 13(2)].

A public posting of all vacancies is the responsibility of the Department's Human Resources (HR) area.

Recruitment is based on the competencies approved by the Minister.

### **Process**

When a vacancy occurs:

- The Board identifies competencies that need to be replaced and provides that profile to the Department's Human Resources area who facilitates the recruitment process.
- Applications are reviewed by Department Human Resources staff and assessed on the basis of the applicable competencies and values identified through the development of a screening report.
- A board sub-committee reviews the screening report and forwards its recommendation to the Minister.

- The Department's Human Resources staff conducts telephone calls with the top candidates prior to the selections being finalized by the Minister. The interview questions will be derived from the screening report requirements.
- Based on the screening report and the Board sub-committee recommendation, the Minister recommends to Cabinet the name of the candidate for appointment.
- Once Cabinet approves the Minister's recommendation, the Department will coordinate the appointment process by *Order in Council*.

### **Appointment**

Prior to the appointment of a board member, appropriate screening will include determining potential conflicts of interest.

Appointment is for a fixed term of up to three years, with the potential for reappointment [PSLA Sections 56(1) and 56(2)].

### **Remuneration**

The Board prescribes the remuneration that members are paid for their duties as members of the Board [PSLA Section 55].

## **4. Interaction between Board and Department**

---

The Board serves as the intermediary between the government and the institution. The Board may become involved in the development of provincial policies by:

- Providing advice on issues and trends;
- Reacting to proposals and statements put forward by the Minister;
- Recommending policy changes to the Minister; and
- Keeping the Minister informed about the development of the institution and plans for the future.

As described under Duties and Responsibilities, the Board provides the Department with regular reports on the institution's performance and future plans.

In addition, Board Chairs of post-secondary institutions serve on the Campus Alberta Strategic Directions Committee. The Campus Alberta Strategic Directions Committee is chaired by the Minister and provides advice to the Minister respecting issues related to Campus Alberta [PSLA Section 107.1].

## 5. Administration

---

### Annual Affirmation

The Mandate and Roles Document must be affirmed annually by the Minister and the Board Chair, or on a change in either the Minister or Board Chair.

### Three Year Renewal or Revision

The Mandate and Roles Document shall be in effect for not more than three years. It must be renewed or revised by the expiry date [APAGA Section 4].

### Transparency

Copies of the Mandate and Roles Document will be filed with the Minister of Innovation and Advanced Education and the Agency Governance Secretariat. In support of the principle of transparency [APAGA Section 5], this document will also be made available on the Board's website and the Government of Alberta's website.

*Original signed by*  
*R.L. (Randy) Jespersen*  
Board Chair  
Lethbridge College

April 24, 2014

*Original signed by*  
*Dave Hancock, QC*  
Premier  
Minister of Innovation and Advanced Education

June 12, 2014

## BOARD OF GOVERNORS

**Policy Type:** Governance Process  
**Approved:** November 21, 2006  
**Revised:** September 10, 2013 and April 2009

### GP-3 – Chair’s Role

The Board Chair (Chief Governance Officer), a specially empowered member of the board, assures the integrity of the board’s process, and represents the board to outside parties.

1. The assigned result of the chair’s job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

Meeting discussion content will include only those issues that, according to board policy, clearly belong to the board to decide, monitor or to be educated upon therefore.

- 1.1 Information that is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such.
- 1.2 Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
2. The chair is authorized to use any reasonable interpretation of the provisions in board policies on Governance Process and Board-President Relationship, with the exception of (a) employment or termination of a president and (b) instances where the board specifically delegates portions of this authority to others.
  - 2.1. The chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
  - 2.2. The chair has no authority to make decisions about policies created by the board within *Ends* and *Executive Limitations* policy areas.
  - 2.3. The chair may represent the board to outside parties in announcing board-stated positions and in stating chair’s decisions and interpretations within the area delegated to the chair.
  - 2.4. The chair may delegate this authority, but remains accountable for its use.



## BOARD OF GOVERNORS

**Policy Type:** Governance Process  
**Approved:** November 21, 2006  
**Revised:** September 10, 2013; 2009 and 2007

### GP-7 – Code of Conduct

The Board expects of itself and its members ethical, businesslike and lawful conduct. This includes proper use of authority and appropriate decorum when acting as board members. It expects its members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations or any personal interest as a consumer. All board members shall sign an acknowledgement of this Conflict of Interest policy and agree to abide by it.
2. Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Members must avoid a conflict of interest with respect to their fiduciary responsibility.
  - 3.1. A conflict of interest arises when a board member's personal interest, whether real or perceived, could supersede his or her dedication to the best interest of the college. The test of a conflict of interest is not just a case of whether the board member is actually influenced by a personal interest but whether circumstances lend themselves to such a possibility.
  - 3.2. Matters that constitute a conflict of interest are those that may lead to direct or indirect financial gain for an individual board member or family member. These include, but are not limited to:
    - matters affecting a private company of which the board member is a shareholder, a public company in which the board member holds more than 1 % of the number of shares issued, or a partnership or firm of which the Board member is a member;
    - matters affecting a contract for the sale of goods, merchandise or services to which the board member is a party;
    - matters affecting the board member's selling or leasing land to the college or having an interest in land being considered by the college;
    - matters affecting issues in which the Board member has a direct or indirect pecuniary interest.

## **BOARD OF GOVERNORS**

**Policy Type: Governance Process**  
**Approved: November 21, 2006**  
**Revised: September 10, 2013; 2009 and 2007**

- 3.3. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
- 3.4. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent her or himself without comment from not only the vote, but also from the deliberation. A statement identifying the conflict shall be recorded in the minutes.
- 3.5. In event of a disagreement as to whether an individual board member has a conflict of interest the board shall vote on whether there is a conflict, and the decision of the vote shall be binding on the member.
- 3.6. Board members will not use their board position to obtain employment in the organization or preferred treatment for themselves, family members, or close associates. Should a public board member apply for employment, he or she must take a leave of absence from the board. If hired, he or she must first resign from the board.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of in camera meetings. All board members shall sign an acknowledgement of this Confidentiality policy and agree to abide by it.
5. Board members, with the exception of the president, shall not attempt to exercise individual authority over the organization.
  - 5.1. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - 5.2. Board members' interaction with the public, press or other entities must recognize the same limitation and the inability of any board member to speak for the Board except to repeat explicitly stated board decisions.
  - 5.3. Except for participation in board deliberation about whether the CEO has achieved reasonable interpretation of board policy, board members will not express individual judgments of performance of employees of the CEO.
6. Board members shall be familiar with the incorporating documents, by-laws, regulations, and governance policies of the board as well as the rules of procedure and proper conduct of a meeting so that any decision of the board may be made in an efficient, knowledgeable and expeditious fashion.

# **BOARD OF GOVERNORS**

**Policy Type: Governance Process**  
**Approved: November 21, 2006**  
**Revised: September 10, 2013; 2009 and 2007**

7. Members will be properly prepared for board deliberation.
8. Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities and related expenses may be reimbursed by the board upon pre-approval.
9. Board members will support the legitimacy and authority of board decisions, irrespective of the members' personal position on the issue.
10. Board members shall attend meetings on a regular and punctual basis. If a member other than the president is absent from more than two regular meetings during the academic year, the board must review the circumstances and may, consistent with the bylaws, request the appropriate provincial government minister to remove and replace the member.
11. Members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
12. A Board member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next board meeting. The complaining party must be identified. If the complaining party is a board member, he or she and the respondent board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the board. Board members who are found to have violated the Code of Conduct may be subject to censure.

## BOARD OF GOVERNORS

**Policy Type:** Board-President Relationship  
**Approved:** November 21, 2006  
**Revised:** September 2013; 2009 and 2007

### BP-3 – Delegation to the President

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

1. The board will develop global Ends statements instructing the president to achieve specified results, for specified recipients at a specified cost. These statements will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
2. The board will develop statements that limit the latitude the president may exercise in choosing the organizational means. These limiting statements will describe those practices, activities, decisions and circumstances that the board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. These statements will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The board will never prescribe organizational means delegated to the president.
3. As long as the president uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the president is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the president shall have full force and authority as if decided by the board.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and president domains. By doing so, the board changes the latitude of choice given to the president. But as long as any particular delegation is in place, the board will respect and support the president's choices. This does not prevent the board from obtaining information from the president about the delegated areas, except for confidential data.
5. Unless stated elsewhere in Executive Limitation policies, all authority vested with the board under the Postsecondary Learning Act, except the power to make and amend bylaws, is hereby delegated to the President and Chief Executive Officer of Lethbridge College. The board grants authority to the President and Chief Executive Officer to further delegate, within the internal operations, any decisions not prohibited by a reasonable interpretation of the Executive Limitations policies, provided that the president remains accountable for policy compliance.