

Olds College Board of Governors

## POLICY MANUAL

Board Policies



■ Ends   ■ Executive Limitations   ■ Board Management Delegation   ■ Governance Process

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**OLDS COLLEGE**  
OF AGRICULTURE & TECHNOLOGY



# Olds College Board of Governors POLICY MANUAL

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## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Mega-End [Global End]	<b>Number:</b>	E
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	September 22, 2023
		<b>Last Revised:</b>	September 22, 2023

The importance and holistic nature of the agriculture industry is recognized as being essential to the preservation and betterment of life and, within this context, the Board of Governors sets the institutional Ends as follows:

Because Olds College exists, Alberta's agriculture community has the talent, knowledge and thought leadership to serve locally and lead globally. This result will be produced in a manner that demonstrates stewardship and sustainability.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Qualified People	<b>Number:</b>	E-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Last Reviewed:</b>	September 22, 2023
		<b>Last Revised:</b>	September 22, 2023

Learners have the relevant, transferable and diverse skills to achieve success and increase the number of qualified people to serve the global community.

1. Learners are employment-ready.
2. Learners have hands-on experience.
3. Learners are connected to industry.
4. Learners have an outstanding and enduring student experience.
5. Learners are equipped for life-long learning.
6. Learners acquire an entrepreneurial mindset.
7. Learners are prepared for next generation agriculture and related industries.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	New Knowledge, Products and Technology	<b>Number:</b>	E-2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	September 22, 2023
		<b>Last Revised:</b>	September 22, 2023

Learners are engaged with industry in the creation and application of knowledge.

1. Smart Agriculture applied research solutions are created.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Alberta Leads in Agriculture	<b>Number:</b>	E-3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Ends	<b>Date Last Reviewed:</b>	September 22, 2023
		<b>Last Revised:</b>	September 22, 2023

Alberta leads in Smart Agriculture technology.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Global Executive Constraint	<b>Number:</b>	EL
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	June 22, 2023
		<b>Last Revised:</b>	

The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful or inconsistent with applicable regulations, imprudent or in violation of commonly accepted business and professional ethics and College values.



## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Learning Environment	<b>Number:</b>	EL-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	March 23, 2023
		<b>Last Revised:</b>	September 22, 2022

The President shall not allow a learning environment that is unsafe, unfair, disrespectful, discriminatory, non-inclusive, or unreasonably intrusive.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Permit students and others who use College property and/or the College virtual environment to be without reasonable protections against hazards or conditions that might threaten their health, mental health safety or well-being.
  - 1.1 Allow students to be without current, enforced policies that minimize the potential for exposure to harassment, provide remedy for harassment situations, and provide methods for dealing with individuals who harass.
2. Permit violation of student confidentiality and privacy, except where specific disclosure is required by legislation.
  - 2.1 Use methods of collecting, reviewing, storing or transmitting student information that inadequately protect against improper access to personal information.
3. Permit admission, registration, evaluation or recognition processes that treat students unfairly.
4. Permit unfair, inconsistent or untimely handling of student complaints.
  - 4.1 Permit students to be without a process for registering a complaint or concern, including an unbiased appeal process, or to be uninformed of the process.
5. Permit students to be uninformed of student rights and responsibilities, including expectations for student behavior, and the consequences of failure to adhere to the expectations.
6. Permit a learning environment that is not conducive to students openly honouring their positionality.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Treatment of Employees and Volunteers	<b>Number:</b>	EL-2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	May 25, 2022
		<b>Last Revised:</b>	September 22, 2022

The President shall not allow a workplace environment that is unsafe, unfair, disrespectful, discriminatory, non-inclusive or unreasonably intrusive.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Allow employees to be without current, enforced, written human resource policies that clarify expectations and working conditions, provide for effective handling of grievances, and protect against wrongful conditions.
  - 1.1 Permit employees to be without adequate protection from harassment and discrimination.
  - 1.2 Permit employees to be uninformed of the performance standards by which they will be assessed.
2. Permit violation of employee and volunteer confidentiality and privacy, except where specific disclosure is required by legislation.
3. Retaliate against any employee for respectful expression of dissent.
4. Permit a work environment that is not conducive to employees and volunteers openly honouring their positionality.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Planning	<b>Number:</b>	EL-3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	May 25, 2022
		<b>Last Revised:</b>	

The President shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, risks financial jeopardy, or does not enable the longer-term ability of the organization to achieve Ends.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Operate without a documented, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
  - 1.1 Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.
  - 1.2 Omit from the long-term planning process explanation of any anticipated borrowing and its impact on the overall College financial status.
2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan.
3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.
4. Permit financial planning that does not provide for an unrestricted net asset balance of at least 3% of the gross budgeted operating revenues.
5. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period including funds to cover debt servicing.
6. Permit financial planning that does not have a broad base of input.

7. Permit planning that risks any situation or condition described as unacceptable in Policy EL-4: Financial Condition and Activities.
8. Permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board professional fees, and ownership linkage.
9. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
  - 9.1 Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.
  - 9.2 Permit the College to be without sufficient organizational capacity and current information about President and Board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Financial Condition & Activities	<b>Number:</b>	EL-4
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	September 22, 2023
		<b>Last Revised:</b>	September 22, 2023

With respect to the actual, ongoing financial conditions and activities, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Borrow funds to cover operating expenses, other than use of overdraft protection.
2. Permit operating, capital, endowment and trust funds to be unsegregated or applied for anything other than their intended purposes.
3. Withdraw any unrestricted invested funds other than income generated from the invested funds identified as revenue in the annual budget.
4. Permit an operating deficit or a projected year-end deficit.
5. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
6. Allow insufficient financial oversight resulting in accumulated operating surplus (cash) balances to fall below 3% of the gross budgeted operating revenues, except that for two years the balance shall not fall below 2% of gross budgeted operating revenues, returning to 3% by June 30, 2025.
7. Let the Board be unaware of monthly cash position, including a three month rolling cash flow projection in support of operations.
  - 7.1 Allow the untimely payment of payroll and debts.
8. Let the Board be unaware of any anticipated significant variance from the financial levels or any other critical elements of a major capital project.

9. Engage in entrepreneurial activity inconsistent with contribution to the overall Ends of the College in order to generate income.
  - 9.1 Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
10. Use any financial resources of the College to contribute to or pay for political fundraising events or for any political party or candidate for public office.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Asset Protection	<b>Number:</b>	EL-5
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	May 25, 2023
		<b>Last Revised:</b>	May 25, 2023

The President shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Permit the College to be without adequate insurance against theft and damage losses.
2. Permit the Board members, employees and individuals engaged in activities on behalf of the College, or the College itself, to be without adequate liability insurance.
3. Unnecessarily expose the College, its Board members or employees to claims of liability.
4. Receive, process or disburse funds under internal controls that are insufficient to meet public sector accounting standards and fiduciary requirements.
  - 4.1 Receive, process or disburse the organization's assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
  - 4.2 Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.
5. Allow personnel access to material amounts of funds unless they are either bonded or insured.
6. Cause or allow plant and equipment to be subjected to misuse or inadequate maintenance.
7. Operate without a disaster plan, a pandemic plan and fire safety policies, which are readily available to all employees, and reviewed at least annually with all employees.
8. Make purchases that do not result in an appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.
9. Acquire, encumber or dispose of land or buildings.

10. Compromise the independence of the Board's audit or other external monitoring or advice.
  - 10.1 Engage parties already chosen by the Board as consultants or advisors.
11. Permit recommendations from the annual Audit Report to be unaddressed.
  - 11.1 Permit the Board to be without quarterly updates regarding resolution of the recommendations.
12. Allow intellectual property, information and files to be exposed to loss or significant damage.
13. Endanger the College's public image, credibility, or its ability to accomplish Ends.
  - 13.1 Grant Honourary Degrees
  - 13.2 Name the Partner of the Year
  - 13.3 Name buildings
14. Change the College's name or substantially alter its identity in the community.



## BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Compensation and Benefits	Number:	EL-6
		Date Approved:	April 26, 2018
Policy Type:	Executive Limitations	Date Last Reviewed:	May 25, 2022
		Last Revised:	September 22, 2022

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Change their own compensation and benefits.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
  - 2.1 Provide less than basic benefits to all full time employees. Differential benefits to encourage attraction and retention of employees where circumstances warrant are not prohibited.
  - 2.2 Establish benefits that result in any employee losing any benefits already accrued, except through mutual agreement.
3. Create long-term obligations for which revenues cannot be safely projected.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Communication and Support to the Board	<b>Number:</b>	EL-7
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	February 23, 2023
		<b>Last Revised:</b>	May 25, 2023

The President shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Withhold, impede or confound information relevant to the Board's informed accomplishment of its job.
  - 1.1 Allow the Board to be without timely decision information to support informed Board decisions, such as relevant environmental scanning data, a representative rate of employee and external points of view, a risk assessment including probability and impact of risks, and alternative choices with their respective implications.
  - 1.2 Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance.
  - 1.3 Let the Board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board's monitoring schedule.
  - 1.4 Let the Board be unaware of any incidental information it requires, including anticipated media coverage, actual or anticipated legal actions, unrestricted donations of \$500,000 or larger and their intended use, and material or publicly visible internal changes or events, including changes in executive personnel.
  - 1.5 Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the President.
  - 1.6 Present information in unnecessarily complex or lengthy forms, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.

2. Allow the Board to be without reasonable administrative support for Board activities.
  - 2.1 Allow the Board to be without a workable, user-friendly mechanism for official Board, officer or other Board committee communications.
  - 2.2 Allow the Board to be without Board Secretary services that meet all legal requirements and ensure the integrity of the Board's documents.
3. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.
  - 3.1 Deal with the Board in a way that favours or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
  - 3.2 Neglect to supply for the Required Approvals Agenda all items delegated to the President, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.
4. Let the Board be without the following incidental information:
  - In-Camera Agenda Information
    - Changes in executive personnel
    - Anticipated adverse media coverage
    - Actual or pending lawsuits
    - Publicly visible or otherwise material external changes
    - Publicly visible or otherwise material internal changes
    - Partnership updates
    - Any other matter of importance to the Board that should be discussed outside of the public Board meeting
  - Incidental Information
    - President's Report
    - SAOC Report
    - OCFA Representative Report (if provided)
    - AUPE Representative Report (if provided)

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Organizational Culture	<b>Number:</b>	EL-8
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	December 9, 2021
		<b>Last Revised:</b>	December 9, 2021

The President shall not permit an organizational culture that lacks a high degree of integrity and engagement at all levels of the organization.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Operate without an enforced internal Code of Conduct, including a conflict of interest policy, of which all employees are made aware, that clearly outlines the rules of expected behaviour for employees.
2. Permit employees and others to be without a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.
3. Cause or allow research involving either human participants or animals that does not adhere to generally accepted ethical principles.
4. Permit administrative policy development that does not include engagement of faculty, staff and students.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Land Use	<b>Number:</b>	EL-9
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	December 9, 2021
		<b>Last Revised:</b>	

The President shall not allow development of the campus or other College lands in a manner that is inconsistent with the core business of the College, environmentally irresponsible, or that does not make the most effective use of land.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Allow the College to be without a long-term land use plan for future development that will avoid infrastructure redundancy and redevelopment costs.
2. Permit new development that does not meet at least one of the following criteria:
  - Extending the College's alliances with business and industry
  - Creating an opportunity to generate new revenue streams
  - Providing an opportunity to enhance and/or differentiate the College's learning environments
  - Positioning the College as a leader in new programs targeted at future market opportunities

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Investments	<b>Number:</b>	EL-10
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	February 23, 2023
		<b>Date Last Revised:</b>	March 23, 2023

The President shall not permit investments to be managed in a way that is inconsistent with the primary objectives of capital preservation, growth beyond the rate of inflation, and sufficient liquidity to meet College needs.

This policy is intended to provide guidance for the investment of institutional funds by the Investment Manager and Administration by providing executive limitations pertaining to allowable investments while providing sufficient flexibility and appropriate safeguards.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Permit investments in entities which could damage the role or standing of Olds College within the community or which could be construed to be at odds with the College's Ends.
2. Permit investments to be managed without the active involvement of a well-qualified professional portfolio manager with a proven track record, who is independent of any investment fund.
3. Allow investments in:
  - Unlisted securities and funds
  - Venture capital funds
  - Derivatives
  - Margin trading
  - Land or other tangible assets
4. Permit investments to be exposed to greater than a moderate level of risk.
  - 4.1 Permit the asset mix to vary from the following criteria:
 

<b>Investment Class</b>	<b>Limit</b>
Cash or cash equivalents	10% +/- 10%
Fixed Income investments	55% +/- 10%
Equity investments	50% +/- 10%

- 4.2 Make case or cash equivalent investments in money market securities with a rating below R-1 or A-1 as determined by a recognized rating agency, or for a term of longer than one year.
- 4.3 Permit the Fixed Income Investment portfolio to include:
- No more than 20% of total portfolio in a single government issue, other than those guaranteed by the Government of Canada or the Government of Alberta
  - No more than 10% of total portfolio with any single corporate issuer
  - Bonds other than Canadian, US and International Bonds rated BBB minus or better as determined by a recognized rating agency at the time of purchase, with an overall portfolio rating of A; and
  - Preferred shares only with a rating of P-3 or better by a recognized rating agency at the time of purchase
- 4.4 Permit the Equity Investment portfolio to:
- Contain any single position that comprises more than 10% of the total investment portfolio
  - Not be diversified as to industry group
5. Let the Board be without annual performance information which provides actual percentage of return over a rolling 10-year period in comparison to industry benchmarks.
- 5.1 Let the Audit Committee of the Board be without quarterly statements of portfolio transactions, invested positions (by cost and market) and performance.
6. Permit investments that are insufficiently liquid to meet the organization's anticipated expenditures without incurring penalties.
7. Permit investments of cash accounts (or operating capital) in anything other than GICs and high interest savings, while respecting Policy EL-4, item 6.
8. Allow the Board to be unaware of revisions made to administrative investment policy.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Major Capital Projects	<b>Number:</b>	EL-11
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	October 28, 2021
		<b>Last Revised:</b>	October 27, 2022

The President shall not authorize major capital projects of \$2 million or greater.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Initiate development of a major capital project prior to submitting a monitoring report which the Board assesses as providing evidence that it would significantly improve the ability to achieve Ends, that it does not have a significant negative impact on internal or external stakeholders, that it can be developed within a reasonable timeframe.
2. Initiate financing or fundraising for a major capital project prior to submitting a monitoring report which the Board assesses as providing evidence that it will have a positive impact on student enrolment, that the operation of the new project can be absorbed in the operating budget, that it is feasible to finance and/or fundraise the amount required by final cost estimates, and that necessary information is prepared to obtain any external approvals required related to funding, government regulation or development authority.
3. Initiate capital construction prior to submitting a monitoring report which the Board assesses as providing evidence that a plan for financing the project is in place, including the identification of all secured and projected funding sources of 100% of the funding required.



## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Major Co-Investment Partnership	<b>Number:</b>	EL-12
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	December 10, 2022
		<b>Last Revised:</b>	

The President shall not authorize major co-investment partnerships where total project investment exceeds \$2 million, and/or the project length exceeds 5 years.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Initiate development of a major co-investment partnership as described above prior to submitting a monitoring report which the Board assesses as providing evidence that such a partnership would significantly improve the ability to achieve Ends and includes a process for regular monitoring of impact on Ends.
2. Execute a co-investment partnership prior to submitting a monitoring report which the Board assesses as providing evidence that the analysis of the co-investment partnership addressed the following: opportunity assessment, impact to the College with respect to students, finances, risk (reputational, fiscal) and control.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Major Business Relationship Development	<b>Number:</b>	EL-13
		<b>Date Approved:</b>	December 10, 2020
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	February 23, 2022
		<b>Last Revised:</b>	

The President shall not authorize a new major unusual business relationship where total value exceeds \$2 million and/or the length exceeds 5 years.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Initiate development of a major business relationship as described above prior to submitting a monitoring report which the Board assesses as providing evidence that such a relationship would significantly improve the ability to achieve Ends.
2. Initiate development without providing a process for regular monitoring reports to the Board of the impact on Ends.
3. Execute a business relationship prior to submitting a monitoring report which the Board assesses as providing evidence that a rigorous decision evaluation framework was utilized, including at minimum:
  - a. Strategic Alignment
  - b. Risk Assessment (SWOT analysis)
  - c. Detailed Funding List

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Global Governance Commitment	<b>Number:</b>	GP
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 25, 2020
		<b>Last Revised:</b>	

The purpose of the Board, on behalf of the citizens of Alberta, is to ensure that Olds College achieves appropriate results for the appropriate people at an appropriate cost, and avoids unacceptable actions and situations.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Governing Style	<b>Number:</b>	GP-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 23, 2021
		<b>Last Revised:</b>	March 23, 2023

The Board will govern lawfully, ensuring compliance with the requirements of the *Post-Secondary Learning Act*, acting as a steward of the organization. The Board will govern with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and staff roles, collective decisions, and a proactive, future focus. This means the Board will not be preoccupied with the present or past, or with internal, administrative detail.

1. The Board will cultivate a sense of group responsibility known as Board holism. The Board, not the staff, will be responsible for excellence in governing. The Board will initiate policy, not merely react to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body to make policy, rather than to substitute their individual judgments for the group's values.
2. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the owners' values and perspectives. The Board's major policy focus will be on the intended long-term results to be produced for beneficiaries outside the operational organization, not on the administrative means of attaining those results.
3. The Board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, regular self-evaluation, and ensuring the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. The Board will not allow any member or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	<b>Board of Governors Key Values</b>	<b>Number:</b>	GP-2
		<b>Date Approved:</b>	April 21, 2022
<b>Policy Type:</b>	<b>Governance Process</b>	<b>Date Last Reviewed:</b>	September 22, 2023
		<b>Last Revised:</b>	September 22, 2023

The Board of Governors of Olds College is committed to the principles of Policy Governance © excellence. Underpinning this pledge is an unwavering commitment to integrity and ethical action. The three key values reflect both the reality and aspiration of the Board and form a constant guide for planning, decision-making and working together.

### Responsible Decision-Making

The Board demonstrates responsible decision-making by:

- Being committed and engaged
- Being fully prepared for its duties
- Fostering a culture inclusive of diverse perspectives
- Being unified in support of Board decisions
- Ensuring integrity in considerations and decisions
- Ensuring the highest level of stewardship of human and financial resources

### Visionary Governance

The Board demonstrates visionary governance by:

- Focusing on the future while learning from the past
- Seeking growth in the best interests of the College
- Setting direction which recognizes the importance and holistic nature of the agriculture industry as being essential to the preservation and betterment of life

### Diversity and Inclusiveness

The Board demonstrates diversity and inclusiveness by:

- Providing a board environment that is conducive to board members openly honouring their positionality
- Recognizing and accepting the unique attributes and contributions of all stakeholder communities
- Vigorously defending legislated rights and freedoms
- Making decisions that support a culture of diversity and inclusiveness

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Job Contributions	<b>Number:</b>	GP-3
		<b>Date Approved:</b>	April 21, 2022
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	February 24, 2022
		<b>Last Revised:</b>	February 24, 2022

As an informed agent of the ownership, the Board's specific job products are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

1. The link between the owners and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations:
  - 2.1 *Ends*: what good or benefit the organization is to produce, for which recipients, at what worth.
  - 2.2 *Executive Limitations*: constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - 2.3 *Governance Process*: specification of how the Board conceptualizes, carries out, and monitors its own task.
  - 2.4 *Board-Management Delegation*: how power is delegated and its proper use is monitored, including President role, authority and accountability.
3. Assurance of organizational performance on Ends and Executive Limitations.
  - 3.1 Continuity of the President function by employing an individual who demonstrates the required knowledge, skill and ability to lead the institution in achieving the Ends.
  - 3.2 Structured monitoring of the President as outlined in Board-Management Delegation policies.

4. Operational decisions that the Board has prohibited the President from making by its Executive Limitations policies.
  - 4.1 Decisions regarding use of long-term reserves.  
(See *EL-4, Item 3*)
  - 4.2 Decisions regarding acquisition, encumbering or disposal of land or buildings.  
(See *EL-5, Item 9*)
  - 4.3 Decisions regarding capital expenditures that do not meet the conditions in EL-5, Item 8.  
(See *EL-5, Item 8*)
  - 4.4 Decisions regarding change of organizational name or identity in the community.  
(See *EL-5, Items 12 and 13*)
  - 4.5 Granting of Honorary Degrees, naming Partner of the Year, and naming buildings.  
(See *EL-5, Items 12.1 to 12.3*)
5. Assurance that provincial policy-makers are aware of the impacts of legislative decisions on the ability of Olds College to produce desired results.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Planning Cycle and Agenda Control	<b>Number:</b>	GP-4
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 12, 2023
		<b>Last Revised:</b>	June 22, 2023

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. The Board shall maintain control of its own agenda by developing a multi-year cycle and an annual schedule that includes all elements of the Board's work. (See cycle at the end of this policy.)
  - 1.1 Review of the Ends in a timely fashion which allows the President to build a budget based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
  - 1.2 Linkage with the ownership to gain a representative mix of owner values, perceptions and expectations, prior to the above review.
  - 1.3 Education related to Ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups and staff).
  - 1.4 Risk assessment, including probability of risks and impact of particular risks, as background context for policy review.
  - 1.5 Content review of selected Executive Limitations, Governance Process and Board-Management Delegation policies, consistent with the schedule in Policy GP-10 Investment in Governance.
  - 1.6 Self-evaluation of the Board's own compliance with Governance Process and Board-Management Delegation policies, consistent with the schedule in Policy GP-10 Investment in Governance.
  - 1.7 Documentation of monitoring compliance by the President with Executive Limitations and Ends policies. Monitoring reports will be read in advance of the Board meeting, and discussion will occur only if Board member(s) assess interpretations as unreasonable, identify non-compliance or identify potential need for policy amendments.



- 1.8 Education about the process of governance.
2. Based on the outline of the annual schedule, the Board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened. Screening questions shall include:
    - Clarification as to whether the issue clearly belongs to the Board or the President;
    - Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board-Management Delegation; AND
    - Review of what the Board has already said in this category, and how the current issue is related.
  3. Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval.

## MULTI-YEAR CYCLE

Number	Policy Content Review	Year 1 2023/2024	Year 2 2024/2025	Year 3 2025/2026
E	Mega End	May	May	May
E-1	Qualified People	May	May	May
E-2	New Knowledge, Products and Technology	May	May	May
E-3	Alberta Leads in Agriculture	May	May	May
EL	Global Executive Constraint		June	
EL-1	Learning Environment			March
EL-2	Treatment of Employees and Volunteers	October		
EL-3	Planning	March		
EL-4	Financial Condition and Activities		October	
EL-5	Asset Protection			October
EL-6	Compensation and Benefits	June		
EL-7	Communication and Support to the Board	February	February	February
EL-8	Organizational Culture		December	
EL-9	Land Use	February		
EL-10	Investments	February	February	February
EL-11	Major Capital Projects			October
EL-12	Major Co-Investment Partnerships			December
EL-13	Major Business Relationship Development	October		
GP	Global Governance Commitment	December		
GP-1	Governing Style	September	September	September
GP-2	Board of Governors Key Values	September	September	September
GP-3	Board Job Contributions	September	September	September
GP-4	Board Planning Cycle and Agenda Control	June	June	June
GP-5	Role of the Board Chair			March
GP-6	Board Committee Principles	October	October	October
GP-7	Board Committee Structure	September	September	September

Number	Policy Content Review	Year 1 2023/2024	Year 2 2024/2025	Year 3 2025/2026
GP-7.1	Audit Committee Terms of Reference	October	October	October
GP-7.2	Ownership Linkage Committee Terms of Reference	October	October	October
GP-7.3	Board Effectiveness Committee Terms of Reference	October	October	October
GP-7.4	Policy Review Committee Terms of Reference	October	October	October
GP-8	Advisor(s) to the Board			June
GP-9	Board and Committee Expenses	October		
GP-10	Code of Conduct	March	March	March
GP-11	Investment in Governance		December	
GP-12	Board Linkage with Ownership	June	June	June
GP-13	Board Linkage with Other Organizations		October	
GP-14	Governance Succession Planning			December
GP-15	Special Rules of Order	December		
GP-16	Open and In-Camera Meetings		June	
BMD	Global Board-Management Delegation	December		
BMD-1	Unity of Control			February
BMD-2	Accountability of the President		March	
BMD-3	Delegation to the President			December
BMD-4	Monitoring President Performance	March		
BMD-5	President Compensation		March	

**2023/2024  
Board Agenda Cycle**

[illegible]

Date	Planned Ownership Linkage	Board Education	Ends Decisions	GP & BMD Decisions	EL Decisions	Monitoring		Required Approvals Agenda
May	Alberta's Industries - Industry Associations  IAC Presentation	Board Workshop III	E Mega End E-1 Qualified People E-2 New Knowledge, Products & Technology E-3 Alberta Leads in Agriculture			<b>PRESIDENT</b> EL-3 Planning EL-4 Financial Condition & Activities (Q3) EL-8 Organizational Culture EL-10 Investments (Q3) <b>SELF EVALUATION</b> GP-7 Board Committee Structure GP-7.1-7.4 Board Committee TOR BPD-4 Monitoring President Performance		Operating and Capital Budgets
June	IAC Presentation  Joint Meeting with Town of Olds			GP-4 Board Planning Cycle & Agenda Control GP-12 Board Linkage with Ownership		<b>PRESIDENT</b> E Mega End E-1 Qualified People E-2 New Knowledge, Products & Technology E-3 Alberta Leads in Agriculture EL Global Executive Constraint <b>SELF EVALUATION</b> GP Global Governance Commitment GP-4 Board Planning Cycle & Agenda Control GP-12 Board Linkage with Ownership BMD Global Board-Management Delegation		

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Role of the Board Chair	<b>Number:</b>	GP-5
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	March 23, 2023
		<b>Last Revised:</b>	March 24, 2021

The Chair (Chief Governance Officer), a specially empowered member of the Board, ensures the integrity of the Board's process.

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.
  - 1.1 Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide or monitor.
  - 1.2 Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized and always noted as such.
  - 1.3 Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the President and (b) instances where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - 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. Therefore, the Chair has no authority to supervise or direct the President.
  - 2.3 The Chair is authorized to speak for the Board in announcing Board-stated positions and in stating Chair's decisions and interpretations within the area delegated to the Chair.

3. The Chair shall ensure that the Board's function as a team optimizes the strengths and expertise of Board members in their governance capacity.
  - 3.1 The Chair will provide a recommendation for the position of Vice Chair for the Board's approval.
  - 3.2 The Chair shall ensure the Vice-Chair is informed of matters pertaining to governance of the College.
  - 3.3 The Chair and President will meet individually with Board members annually to gather input to assist in appropriate committee assignments and Board performance improvement.
  - 3.4 The Chair will propose committee membership for the Board's approval.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Committee Principles	<b>Number:</b>	GP-6
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	October 27, 2022
		<b>Last Revised:</b>	December 8, 2022

Board Committees, when used, will be assigned to reinforce the wholeness of the Board's job, and will never interfere with delegation from Board to President.

1. Board Committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberations.
2. Board Committees may not speak or act for the Board except when formally given such authority for specific and /or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
3. Board Committees cannot exercise authority over staff. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
4. A Board Committee that has helped the Board create a policy will not then be assigned to monitor compliance with that policy. This separation of responsibility for policy development and responsibility for monitoring policy compliance is to prevent a committee from identifying with a part of the organization rather than the whole. The Board as a whole retains responsibility and authority to monitor organizational performance.
5. Committees will be used effectively in a way that does not impede Board holism.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee, and whether or not it includes Board members. It does not apply to committees formed under the authority of the President.
7. All committee members shall abide by the same Code of Conduct as governs the Board.
8. Except as defined in written Terms of Reference, no committee has authority to commit the funds or resources of the organization.



## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Committee Structure	<b>Number:</b>	GP-7
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 22, 2022
		<b>Last Revised:</b>	October 28, 2021

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee.

1. The only Board committees are those which are set forth in lower level sections of this policy.
2. The Board may convene ad hoc committees for a defined purpose to assist the Board in its work.
3. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.
4. Board standing committee membership will be in effect from the September Board meeting in one year to the October Board meeting in the subsequent year, making it possible for an incoming committee Chair to attend the final meeting with the outgoing Chair. In the event of a committee Chair completing their Board term prior to the October Board meeting, the Board Chair shall appoint a new committee Chair and new membership as required.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Audit and Finance Committee Terms of Reference	<b>Number:</b>	GP-7.1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 12, 2023
		<b>Last Revised:</b>	June 22, 2023

The Audit and Finance Committee assists the Board in fulfilling its oversight responsibilities with respect to enterprise risk management, internal controls, financial reporting, and legislative compliance and facilitates communication with stakeholders, Auditor General, Board of Governors, internal auditor and senior administration.

### Committee Products

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 A transparent process of review and disclosure that enhances owner and stakeholder confidence in the College's financial reporting.
    - 1.1.1 Direct oversight of the Auditor General's audit, including oversight of the resolution of any disagreements between administration and the Auditor General.
    - 1.1.2 Communication with the Auditor General of Alberta regarding audit plans, including the scope and extent of the proposed examination, and the preparation and issuance of an audit report.
    - 1.1.3 An annual report to the Board highlighting the Committee's analysis of the audited financial statements and the Auditor General's report, and any other significant information arising from their discussions with the Auditor General.
    - 1.1.4 Review of the Auditor General's attestation and report on administration's internal controls, and discussion regarding all critical accounting policies and practices and related party transactions.
    - 1.1.5 An opinion for the Board regarding the President's response to the Auditor General's report on internal controls.

- 1.1.6 Advice to the Board regarding alternative treatments of financial information within Public Service Accounting Board Standards (PSAB) or International Financial Reporting Standards that have been discussed with administration, ramifications of the alternative disclosures and treatments and the treatments preferred by the Auditor General.
- 1.1.7 An opinion for the Board, based on direct inspection, of compliance with policies related to risk management.
- 1.1.8 An opinion for the Board, based on direct inspection, of President compliance with the legislated requirements noted in the General Executive Constraint.
- 1.2 Current information for the Board on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the College.
- 1.3 A self-monitoring report on the appropriateness of the Board's own spending, based on criteria in the Board GP policy on Board expenses, including periodic random audit of the Board members' expense accounts.
- 1.4 Options for Board decision re: capital projects outside the President's expenditure limits as identified in Executive Limitations on finance.

#### **Committee Authority**

- 2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change or contravene Board policies or instruct the President or any staff member, other than to request information required in the conduct of its duties.
  - 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
  - 2.3 The Committee may use staff resource time consistent with the President's interpretation of a reasonable amount for administrative support around meetings.
  - 2.4 The Committee may meet independently with the Auditor General in the absence of any members of administration.
  - 2.5 The Committee Chair has the authority to make any reasonable interpretation of this policy.

### Committee Composition and Tenure

3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of at least three public Board members, the Board Chair and the President.
  - 3.2 One of the public members, appointed by the Board Chair, shall serve as Committee Chair.
  - 3.3 An external accountant may be appointed as a voting member of the Committee in cases where this expertise is not available among the membership of the Board.
  - 3.4 Members shall be appointed for a one year term.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Ownership Linkage Committee	<b>Number:</b>	GP-7.2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	October 27, 2022
		<b>Last Revised:</b>	September 22, 2022

The Ownership Linkage Committee assists the Board in fulfilling its ownership linkage responsibilities.

### Committee Products

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 A current ownership linkage plan that enables constructive Board dialogue with owners related to Ends issues.
    - 1.1.1 A three year Ownership Linkage Plan that ensures the Board has intentional and constructive dialogue and deliberation with owners, primarily around the organization's Ends. The three year Ownership Linkage Plan will be presented to the Board for consideration of approval annually in June.
    - 1.1.2 A detailed Ownership Linkage Plan for the next Board year provided to the Board for decision in June.
    - 1.1.3 An evaluation of the effectiveness of the current year plan, with input from the Board, annually in June.
    - 1.1.4 An organized written presentation of information collected from groups within the ownership, in a format useful to the Board for Ends deliberations annually in May.

## **Committee Authority**

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change or contravene Board policies or instruct the President or any staff member, other than to request information required in the conduct of its duties.
  - 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board. Funds to support Ownership Linkage activities will be included in the Board Operating Budget.
  - 2.3 The Committee may use staff resource time consistent with the President's interpretation of a reasonable amount for administrative support around meetings as well as administrative support included in the Board's Ownership Linkage Plan.
  - 2.4 The Committee Chair has the authority to make any reasonable interpretation of this policy.

## **Committee Composition and Tenure**

3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of at least four Board members, including the Board Chair and the President.
  - 3.2 The Committee Chair shall be appointed by the Board Chair.
  - 3.3 Members shall be appointed for a one year term.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Effectiveness Committee Terms of Reference	<b>Number:</b>	GP-7.3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 22, 2022
		<b>Last Revised:</b>	May 25, 2023

The Board Effectiveness Committee assists the Board in maintaining and continually improving its governance function.

### Committee Products

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 Board operation consistent with the principles of the Policy Governance ® system of governance.
  - 1.2 Qualified candidates for Board positions to propose to the appointing authority.
  - 1.3 Assurance that new Board members receive a thorough orientation.
  - 1.4 Continuous improvement of the Board's governance function.
  - 1.5 Assurance that annual, in-person sessions in equity, diversity, inclusion and belonging and indigenous awareness are provided.
  - 1.6 Assurance that Board self-evaluation is conducted in a manner consistent with Governance Process policy.
  - 1.7 A plan for Board decision regarding Board education needs and coordination of planning Board education subsequent to Board acceptance of the plan.

## **Committee Authority**

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change or contravene Board policies or instruct the President or any staff member, other than to request information required in the conduct of its duties.
  - 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
  - 2.3 The Committee may use staff resource time consistent with the President's interpretation of a reasonable amount for administrative support around meetings as well as administrative support included in the Board's education and succession plan.
  - 2.4 The Committee Chair has the authority to make any reasonable interpretation of this policy.

## **Committee Composition and Tenure**

3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of at least four Board members, including the Board Chair and the President.
  - 3.2 The Committee Chair shall be appointed by the Board Chair.
  - 3.3 Members shall be appointed for a one year term.



## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Policy Review Committee Terms of Reference	<b>Number:</b>	GP-7.4
		<b>Date Approved:</b>	September 23, 2021
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	October 27, 2022
		<b>Last Revised:</b>	February 24, 2022

The Policy Review Committee enhances the Board's effectiveness and efficiency in fulfilling its responsibility of creating and maintaining Board policy.

### Committee Products

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 Policy options for the Board's consideration of any policy items that have been:
    - Scheduled for a routine Board content review;
    - Delegated by the Board as potentially needing amendment;
    - Identified by the Board during Board discussions as potentially needing amendment; and/or
    - Identified by the Policy Review Committee as potentially needing amendment.

### Committee Authority

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change Board policies, with the exception of non-material editorial policy amendments which shall be reported to the Board at the next meeting.
  - 2.2 The Committee cannot contravene Board policies, or instruct the President or any staff member, other than to request information required in the conduct of its duties.
  - 2.3 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
  - 2.4 The Committee has authority to communicate directly with Board members and management personnel to request input and feedback for drafting new policies or policy revisions.

- 2.5 The Committee may use staff resource time consistent with the President's interpretation of a reasonable amount for administrative support around meetings.
- 2.6 The Committee Chair has the authority to make any reasonable interpretation of this policy.

### **Committee Composition and Tenure**

- 3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of at least four Board members, including the Board Chair and the President.
  - 3.2 The Committee Chair shall be appointed by the Board Chair.
  - 3.3 Members shall be appointed for a one year term.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Advisor(s) to the Board	<b>Number:</b>	GP-8
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 9, 2022
		<b>Last Revised:</b>	May 28, 2020

At the Board's discretion, it may designate Advisor(s) to the Olds College Board of Governors.

1. An Advisor shall provide advice regarding any and all issues under consideration by the Board of Governors as determined by the Board.
2. An Advisory may serve as a member at large on Board committees as appointed by the Board Chair.
3. Honoraria and expenses may be paid to the Board Advisor(s) and shall be determined, if applicable, by the Board of Governors at the time of appointment.
4. The duration of the term for the Advisor(s) shall be determined at the time of appointment and may be altered as the Board deems appropriate.
5. Advisor(s) shall abide by the current Board Member Code of Conduct.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board and Committee Expenses	<b>Number:</b>	GP-9
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 22, 2022
		<b>Last Revised:</b>	February 23, 2023

Olds College recognizes the personal contribution of its members of the Board of Governors to Olds College, and will pay an honorarium to Board members attending prescribed meetings and events and Board ownership linkage activities.

1. Board members who serve the College in other capacities are paid an honorarium according to the schedule. Events not identified as Board-approved will be referred to the Board for prior approval. The implementation and administration of this policy is the responsibility of the Audit Committee.
2. Board members who serve on higher education-related committees not directly associated with the College but benefiting the College, shall be eligible to be paid an honorarium upon approval of the Board Chair.
3. The rate for honoraria paid to Board members is as follows:

	Board Member	Committee Chair	Board Chair
Time commitment under 4 hours	\$120.00	\$165.00	\$165.00
Time commitment over 4 hours	\$200.00	\$275.00	\$275.00

Travel time will be included. The President will be excluded from any honoraria payments.

Board member time commitment shall be calculated on a cumulative basis within a 24 hour period. Therefore, when a Board member participates in more than one meeting in a day and the total time commitment does not exceed 4 hours, the honoraria claimed would be \$120.00 for a member and \$165.00 for a committee chair.

4. When the Chair of one Board Committee participates as a member of a second Committee, the honorarium for the cumulative time commitment shall be at the Committee Chair rate.

5. Board members are initially required to file a TD1 (Canada Revenue Personal Tax Credit Return) and a TD1AB (Alberta Personal Tax Credit Return) with the Olds College Payroll Department. The “Board of Governors Honoraria Claim” form must be completed by Board members and approved by the Board Chair in order to claim an honorarium payment.
6. Reasonable travel-related expenses will be reimbursed.
  - 6.1 Board members will be required to complete a “Travel Expense Claim” form as outlined in the College Travel Reimbursement Policy in effect at the time of services.
7. All Board member honoraria and expense claims must be submitted in a timely manner and, at minimum prior to December 31 (end of the calendar year) and at the end of the June Board of Governors meeting (end of the College’s fiscal year).

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Code of Conduct	<b>Number:</b>	GP-10
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	April 21, 2022
		<b>Last Revised:</b>	March 23, 2023

All Olds College employees, members, agents and contractors, including all members of the Board of Governors, and all employees in leadership positions are expected to conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties for the College. Such individuals are required to support and advance the interests of the College and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the College.

In accordance with Code of Conduct / Conflict of Interest legislative requirements, the Board Code of Conduct is based upon [Administrative Policy A25 - Code of Conduct](#) (herein referenced as the Code) as approved by the Ethics Commissioner and which was implemented across the Olds College campus by October 1, 2019.

The Code is intended to officially identify general standards of ethical conduct for all Individuals, and to ensure that the private interests of any Olds College individual do not conflict, or appear to conflict, with the Board member's duties and responsibilities at Olds College. The policy, therefore, defines and addresses potential, actual and apparent conflicts of interest to avoid, prevent, reduce, and respond to incidents of conflict.

In accordance with its purpose, the Code prescribes standards of ethical conduct in several categories, including: impartiality; acting in self-interest; conflicts of interest; acceptance of gifts; concurrent employment; conduct towards others; personal conduct; conduct toward property, College assets and records; conduct toward animals and awareness and College community responsibility. These standards of ethical conduct are enshrined in the policies and procedures of the College. Additionally, Board members are expected to apply the following standards of ethical conduct to their personal conduct as follows:

1. When the Board is to decide upon an issue, about which a Board member has an unavoidable conflict of interest, that member shall absent themselves without comment from not only the vote, but also from the deliberation. This absence shall be recorded in the minutes.
  - 1.1 Public Board members may not retain Board membership if they are employed by the College.

2. Board members are to:
- be familiar with the incorporating documents, relevant legislation and regulations, by-laws and governing policies of the organization 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;
  - be properly prepared for Board deliberation;
  - support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue; and
  - take part in educational activities that will assist the Board in carrying out its responsibilities.

3. Board member attendance:
- Board members are accountable to exercise the highest Duty of Care for the organization and, therefore, Board member attendance at all Board of Governors meetings and Committee meetings is imperative. As such, Board members are expected to commit to attend all meetings as scheduled in the annual Calendar of Events. Should a Board member be unable to attend, they must report this in advance to the Board Chair who will have the discretion to accept or reject the request on a case-by-case basis.

Attendance concerns related to individual Board members or the Board as a whole will be referred to the Board Effectiveness Committee for consideration and action. Action will be based upon:

- Missing three Board or Committee meeting days
- Two unnotified absences per year

The Board respectfully requires the resignation of any Board member who cannot meet the Board's expectations for participation in Board activities or who fails to comply with this Code of Conduct policy.

4. Board members shall not attempt to exercise individual authority over the organization.
- 4.1 When interacting with staff, Board members must recognize that individual Board members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
- 4.2 The Board Chair or designate is the only person authorized to speak to the media on behalf of the Board. Board members shall not presume to speak for the Board when interacting with the public. Board members shall only report actual Board policy decisions when interacting with the public.

5. If a Board member is perceived to have violated the Code of Conduct, the Board Chair is authorized to pursue resolution.
  - 5.1 The Chair of the Board will address perceived violations of the Code of Conduct by first discussing the violation with the Board member to reach resolution. If resolution is not achieved and further action is deemed necessary, the Chair may appoint an ad hoc committee to examine the matter and recommend further courses of action to the Board.
  - 5.2 The President and the Board Chair are authorized to consult with legal counsel when they become aware of or are informed about alleged violations of pertinent laws and regulations, including but not limited to, conflict of interest, open and public meetings, confidentiality of closed session information and use of public resources.
  - 5.3 If the Chair of the Board is perceived to have violated the Code of Conduct, the Vice Chair of the Board is authorized to pursue resolution.
6. Board members shall sign an acknowledgement of the Code of Conduct and disclosure document on an annual basis.
7. In the case of a discrepancy between the Policy GP-10 Board Code of Conduct Policy and Policy A25 - Code of Conduct Policy, Policy A25 shall supersede Policy GP-10.



## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Investment in Governance	<b>Number:</b>	GP-11
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 12, 2023
		<b>Last Revised:</b>	June 22, 2023

Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. Appointing authorities will be provided with information that clearly outlines the Board's approach to governance and desirable characteristics of Board members.
2. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
  - 2.1 New Board members shall receive a complete orientation to ensure familiarity with the College's issues and structure, and the Board's process of governance.
  - 2.2 Board members shall have ongoing opportunity for continued education to enhance their governance capabilities.
  - 2.3 Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
  - 2.4 Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
  - 3.1 The Board will establish annually prior to the budget cycle, and be accountable for, an annual budget for its own governance functions, which shall include funds for meeting costs, Board member attendance at conferences and conventions, improvement of its governance function, costs of fiscal audit and any other outside monitoring assistance required, and costs of methods such as focus groups, surveys and opinion analyses to ensure the Board's ability to listen to owner viewpoints and values.

4. The Board will use its governance means policies as measurable standards against which the Board's performance can be evaluated.
  - 4.1 Under the leadership of the Chair, at least annually, the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan for improvement of identified areas.
    - 4.1.1 The Board will monitor its adherence to its own Governance Process and Board-Management Delegation policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum the Board will monitor its own adherence to them, according to the schedule on the following page:

## BOARD MONITORING SCHEDULE

Number	Policy	Frequency	Date
GP	Global Governance Commitment	Annually	June
GP-1	Governing Style	Annually	March
GP-2	Board of Governors Key Values	Annually	March
GP-3	Board Job Contributions	Annually	February
GP-4	Board Planning Cycle & Agenda Control	Annually	June
GP-5	Role of the Board Chair	Annually	March
GP-6	Board Committee Principles	Annually	February
GP-7	Board Committee Structure	Annually	May
GP-7.1	Audit Committee Terms of Reference	Annually	May
GP-7.2	Ownership Linkage Committee Terms of Reference	Annually	May
GP-7.3	Board Effectiveness Committee Terms of Reference	Annually	May
GP-7.4	Policy Review Committee Terms of Reference	Annually	May
GP-8	Advisor(s) to the Board	Annually	February
GP-9	Board and Committee Expenses	Annually	September
GP-10	Code of Conduct	Annually	March
GP-11	Investment in Governance	Annually	December
GP-12	Board Linkage with Ownership	Annually	June
GP-13	Board Linkage with Other Organizations	Annually	December
GP-14	Governance Succession Planning	Annually	October
GP-15	Special Rules of Order	Annually	October
GP-16	Open and In-Camera Meetings	Annually	September
BMD	Global Board-Management Delegation	Annually	June
BMD-1	Unity of Control	Annually	October
BMD-2	Accountability of the President	Annually	February
BMD-3	Delegation to the President	Annually	December
BMD-4	Monitoring President's Performance	Annually	May
BMD-5	President Compensation	Annually	September

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Linkage with Ownership	<b>Number:</b>	GP-12
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	May 20, 2021
		<b>Last Revised:</b>	

The owners of Olds College are defined as the citizens of Alberta. The Board shall be accountable for the organization to its owners as a whole. Board members shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests as customers of the organization's services, and their obligations to speak for others as a representative of the owners as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.
2. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their values and perspectives.
3. The Board will establish and maintain a three-year Ownership Linkage Plan in order to ensure that the Board has intentional and constructive dialogue and deliberation with the owners, primarily around the organization's Ends. The Plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Board's policy deliberations.
4. All Board members are accountable to the Board for participating in the linkage with owners as identified in the plan.
5. The Board will consider its ownership linkage successful if, to a continually increasing degree:
  - When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits;
  - The owners are aware that the Board is interested in their perspectives;
  - If asked, the owners would say that they have had opportunity to let the Board know their views; AND
  - The owners are aware of how the Board has used the information they provided.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Linkage with Other Organizations	<b>Number:</b>	GP-13
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	October 28, 2021
		<b>Last Revised:</b>	

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

1. The Board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:
  - Inviting representatives of the boards of those organizations to Board meetings
  - Meeting jointly with other boards on occasion
2. For organizational memberships relevant to governance, the Board shall consider the merits of membership in other organizations annually.
3. Upon request for College appointments to external committees concerned with policy level issues, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Board Chair and/or President.
  - 3.1 The College appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
  - 3.2 Since the appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Governance Succession Planning	<b>Number:</b>	GP-14
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	November 21, 2022
		<b>Last Revised:</b>	June 8, 2022

Board effectiveness begins with the diversity of skills and the personal commitment of Board members. The role of the Board in this proactive approach is to identify candidates for public Board members whose resources and backgrounds enhance the Board's ability to carry out its mandate to the greatest extent possible.

1. The Board of Governors will use a robust, transparent, succession planning process to identify and validate potential candidates for recommendation to the Minister of Advanced Education for appointment to the Olds College Board.
2. The Board will work through the appointment process established by the Minister of Advanced Education to ensure a strong, cohesive and effective Board of Governors at Olds College.
3. The process shall be designed to ensure that:
  - 3.1 All members of the Board have the requisite competencies to carry out their duties as Board members, including the ability to participate fully in Board meetings and activities as well as other College activities.
  - 3.2 Board members are able to assist the College in achieving its mission through effective policy governance, strategic leadership and visioning.
  - 3.3 The Board as a whole reflects to a reasonable extent the diversity and positionality of the community served by the College and the programs/courses offered.
  - 3.4 Board members demonstrate an entrepreneurial attitude toward challenges and opportunities and a strong and visible commitment to Olds College.

4. The Board shall seek to solicit candidates who have characteristics that will enable them to govern, rather than manage, the organization. These include:
  - Commitment to the values and mission of the organization;
  - Willingness to participate in the Board's plan for linking with the ownership, understanding that they are acting on behalf of an ownership of diverse people;
  - Ability to think strategically in terms of systems and context - to see the big picture;
  - Ability and willingness to deal with vision and the long-term, rather than day-to-day details;
  - Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through setting broad policies that incorporate those values;
  - Willingness to delegate operational details to management;
  - Ability and willingness to participate assertively in deliberations, while respecting the opinions of others;
  - Willingness and commitment to honour Board decisions
  - Commitment not to make judgments in the absence of previously stated criteria
  - Demonstrated understanding of the time commitment, including the ability to participate fully in Board and committee meetings, and ownership linkage activities.
5. The Board will collectively reflect the diversity and positionality of the community including, but not limited to:
  - Gender
  - Ethnicity
  - Age
  - Place of residence
  - Occupation and expertise
6. The Board will use a consistent process to identify potential candidates for recommendation to the Minister.
  - 6.1 The Board Effectiveness Committee will maintain an up to date Board Member Skills and Competencies Matrix to guide the recruitment process. The matrix will include competencies related to the Board's ability to create and monitor policies that direct and protect the organization, rather than to abilities designed to assist management.
  - 6.2 The Board will identify the needs of the College and Board, considering competencies, diversity, College priorities and current needs.
  - 6.3 The matrix will include consideration of length of service on the Board, striving to balance the need for expertise and experience on the Board with the need to introduce Board Members with a fresh perspective.

- 6.4 The Board Chair, Vice Chair and President or designates may meet with potential candidates to assess suitability and interest.
- 6.5 The Board, through the Chair, will recommend candidate(s) to the Minister for consideration.
- 6.6 The new Board member is appointed through an Order in Council for a specific term.
- 7. The Board will use a consistent process for the reappointment of a public Board member for a second term.
  - 7.1 The Board will regularly evaluate the performance of Board Members, considering that information in the decision as to whether to recommend them for reappointment.
  - 7.2 The Board will review the Board Member Skills and Competencies Matrix to ensure the reappointment is supported by the needs of the Board.
  - 7.3 The Board Chair will meet with the public Board member to ascertain their interest and willingness to serve a second term.
  - 7.4 The Board, through the Chair, will recommend reappointment to the Minister for consideration.
  - 7.5 The member will be reappointed through an Order in Council for a specific term.
- 8. To equip current and future officers to lead the Board with excellence, the Board will develop leadership skills among its members.



## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Special Rules of Order	<b>Number:</b>	GP-15
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 22, 2022
		<b>Last Revised:</b>	

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

1. All by-law obligations respecting Board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a motion on any given subject.
6. Proposals that the Board take action, or decide a particular matter shall (unless otherwise agreed to by unanimous consent) be made by main motion of a Board member, discussed, and then voted on. Motions do not require a second to proceed to discussion and subsequent vote.
  - 6.1 The Chair of the Board may to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided.
  - 6.2 A motion to amend a main motion may be amended but third level amendments are out of order.
  - 6.3 A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion and if carried shall set the main motion (the initial proposal) aside accordingly.

7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the Board excepting those matters in the by-laws which oblige a higher level of approval.
10. A motion to adjourn a Board meeting may be offered by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
11. A Board member may request to have their vote on the record.
12. When further rules of order are to be developed by the Board, the Board will consider the most recent edition of *Robert's Rules of Order* as a resource guide.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Open and In-Camera Meetings	<b>Number:</b>	GP-16
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	May 25, 2022
		<b>Last Revised:</b>	September 22, 2022

Board meetings shall be considered open to observers from the public, except that the Board may exclude the public from a meeting if it considers it necessary to protect the interests of the public or a person and the desirability of avoiding disclosure outweighs the desirability of public disclosure of the information.

1. Reasonable accommodation shall be made for seating at regular meetings.
2. A person who is not a member of the Board may not participate in debate unless such person is invited by the Board Chair to participate in a specified manner, or members decide by a simple majority of members present and voting that a named individual be heard.
3. Items discussed in-camera are items of a confidential nature, disclosure of which could reasonably be expected to be harmful to:
  - Personal privacy, including human resource issues and matters pertaining to individual students
  - Individual and/or public safety
  - Business interests of a third party
  - Financial or economic interest of the Board and its affiliates, including local public body confidences
  - The integrity and security of computer systems
  - The integrity and protection of security systems
  - Policy advice as provided in the Freedom of Information and Protection of Privacy Act
  - Litigation matters and solicitors' legal advice
4. Items that may be considered in-camera include:
  - Internal governance matters of the Board
  - Property acquisitions or disposals
  - Drafts of resolutions, bylaws or other legal instruments such as rules and regulations
5. Confidentiality shall be maintained respecting all discussions undertaken by the Board in camera.

6. Attendance at in-camera sessions shall be at the discretion of the Board.
  - 6.1 All Board members, with the exception of those who are deemed to be in conflict of interest as defined in Policy GP-10 Code of Conduct are required to attend all in-camera meetings.
  - 6.2 The President shall attend all in-camera meetings, except where issues of their performance or compensation are being discussed, at which time they may be excluded from the proceedings at the direction of the Chair.
  - 6.3 Senior staff will be included in in-camera discussions at the discretion of the Chair. They will normally be excluded only when issues of performance or remuneration of the President are under discussion.
  - 6.4 The Board Secretary will be in attendance at all in-camera sessions and will only be excluded at the discretion of the Chair.
  - 6.5 Resource persons may be invited to Board in-camera meetings at the discretion of the Chair.
7. A motion of the Board required for a matter considered during the in-camera session will be made and recorded in the minutes of the open general meeting.
8. Notes of any part of a meeting that is held in camera shall be kept separately and made available for scrutiny only to members of the Board and to anyone who may be authorized by the Board to see them.
9. Board Committee meetings will be held in camera.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Global Board Management Delegation	<b>Number:</b>	BMD
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 24, 2021
		<b>Last Revised:</b>	

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Unity of Control	<b>Number:</b>	BMD-1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board Management Delegation	<b>Date Last Reviewed:</b>	February 23, 2023
		<b>Last Revised:</b>	

Only officially passed motions of the Board are binding on the President.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds or are disruptive.
3. Only the Board acting as a body can employ, terminate, discipline or change the conditions of employment of the President.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Accountability of the President	<b>Number:</b>	BMD-2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board Management Delegation	<b>Date Last Reviewed:</b>	May 25, 2022
		<b>Last Revised:</b>	

The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the President.
3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful President performance. Therefore the President's job contributions shall be accomplishment of a reasonable interpretation of the Ends while maintaining compliance with a reasonable interpretation of the Executive Limitations.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Delegation to the President	<b>Number:</b>	BMD-3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board Management Delegation	<b>Date Last Reviewed:</b>	November 21, 2022
		<b>Last Revised:</b>	

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 Ends policies instructing the President to achieve specified results, for specified recipients at a specified worth.
  - 1.1 Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
  - 1.2 Specifically, documents such as strategic plans and budgets will not be considered Ends, as they relate to operational means of achieving the Ends.
2. The Board will develop Executive Limitations policies which limit the latitude the President may exercise in choosing the organizational means.
  - 2.1 These limiting policies 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.
  - 2.2 The Board will never prescribe organizational means delegated to the President.
3. All policies will be developed systematically from the broadest, most general level to more defined levels.
4. 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.



5. 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 any reasonable President interpretation of the policies. This does not prevent the Board from obtaining information from the President about the delegated areas, except for data protected by privacy legislation.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Monitoring President Performance	<b>Number:</b>	BMD-4
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board Management Delegation	<b>Date Last Reviewed:</b>	June 12, 2023
		<b>Last Revised:</b>	June 22, 2023

President job performance will be measured solely by systematic and rigorous monitoring of President job performance in comparison to the reasonable interpretation of Ends policies and organizational operation within the boundaries of the President's reasonable interpretation of Executive Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
  - 2.1 Internal Report: Disclosure of compliance information by the President, along with his or her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
  - 2.2 External Report: Discovery of compliance information by an external disinterested third party who is selected by and reports directly to the Board.
  - 2.3 Direct Board Inspection: Discovery of compliance information by a designated Board member, a committee or the Board as a whole. Such an inspection is only undertaken at the instruction of the Board.
3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable presidential interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than interpretations favoured members, the disinterested third party, or even the Board as a whole.
4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method.

5. A formal evaluation of the President by the Board will occur annually, based on the achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

## PRESIDENT MONITORING SCHEDULE

Number	Policy	Method	Frequency	Date
E	Mega-End	Internal Report	Annually	June
E-1	Qualified People	Internal Report	Annually	June
E-2	New Knowledge, Products & Technology	Internal Report	Annually	June
E-3	Alberta Leads in Agriculture	Internal Report	Annually	June
EL	General Executive Constraint	Internal Report	Annually	June
EL-1	Learning Environment	Internal Report	Annually	March
EL-2	Treatment of Employees & Volunteers	Internal Report	Annually	October
EL-3	Planning	Internal Report	Annually	May
EL-4	Financial Condition and Activities	Internal Report	Annually	December
	Budget to Actuals Report	Internal Report	Quarterly	Sept., Dec., Feb., May
EL-5	Asset Protection	Internal Report	Annually	September
EL-6	Compensation & Benefits	Internal Report	Annually	October
EL-7	Communication & Support to the Board	Direct Inspection	Annually	December
EL-8	Organizational Culture	Internal Report	Annually	May
EL-9	Land Use	Internal Report	Annually	March
EL-10	Investments	Internal Report	Annually	December
		External Report	Quarterly	Sept., Dec., Feb., May
EL-11	Major Capital Projects	Internal Report	Annually	October
EL-12	Major Co-Investment Partnerships	Internal Report	Annually	October
EL-13	Major Business Relationship Development	Internal Report	Annually	February

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	President Compensation	<b>Number:</b>	BMD-5
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Board Management Delegation	<b>Date Last Reviewed:</b>	March 26, 2021
		<b>Last Revised:</b>	May 27, 2021

The President's compensation will be decided by the Board as a body and based on corporate performance, executive market conditions and Government of Alberta regulations.

1. Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
2. Items for consideration when negotiating compensation will include salary, benefits, and all other forms of compensation, including, but not limited to, travel, vacation, administrative leave, professional development, performance payment, housing allowance, vehicle expense, supplementary Executive Retirement Plan, and relative merits of the quality of life in Olds, Alberta.
  - 2.1 The compensation package will not contain indexed adjustments in relation to other institutions.
3. Compensation is to be competitive with similar performance within the marketplace. The executive marketplace to be considered is organizations of comparable size, challenges and complexities.
4. A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.
5. The compensation package will be kept confidential between the Board of Governors and the President except for aspects which are required to be disclosed by law.