

## B – Governance Process

## Board of Governors Agenda

### Background

The Northern College Board of Governors welcomes guests to meetings of the Board. In accordance with the *Ontario Colleges of Applied Arts and Technology Act, 2002*, meetings will be open to the public except for discussion of matters determined to be confidential, which will be held in camera, and of matters of a personal nature concerning an individual, which must be held in camera unless it is mutually agreed to do otherwise. Northern College fully embraces the principle of open meetings.

This policy is intended to supplement information contained in By-Law No. 1, and document the organization and structure of regular meetings of the Board.

### Policy

The Board will ensure that all items of business at annual and regular Board meetings shall be dealt with in the open session (public) except for matters where confidentiality is deemed to be essential.

### Procedure

#### 1. General

- 1.1 The Board will schedule a minimum of six (6) meetings annually.
- 1.2 The Board meets on an agreed-upon date in September, November, January, March, May, and June. Regular meetings of the Board are not normally held in July and August.
- 1.3 Normally, Board meetings are scheduled for a total of three hours between 1:00 p.m. and 4:00 p.m.
- 1.4 Board members may participate in person, by video, or by teleconference.
- 1.5 Except for confidential items noted in By-Law No. 1, all meetings of the Board shall be open to the public. The Board shall ensure compliance with the *Accessibility for Ontarians with Disabilities Act, 2005* (AODA).
- 1.6 Seating at the Board table is reserved for Board members, officers, and administrative resource personnel. Limited gallery seating is available for members of the public on a first-come, first-seated basis. The College will attempt to accommodate as many members of the public as wish to attend; however, if attendance exceeds seating capacity and alternate facilities are unavailable, it may be necessary for the Board Secretary to control admission.

- 1.7 The rules guiding the procedure at meetings shall be “Meeting Rules and Procedures for Non-Profit Organizations,” by Herb Perry, unless otherwise determined by a resolution of the Board.
- 1.8 In-camera sessions may include the President’s Executive Team.
- 1.9 Individuals may be excluded from in-camera sessions in order to:
  - 1.9.1 avoid a conflict of interest;
  - 1.9.2 permit a free and open discussion to assess the President’s performance.

## 2. Agendas

- 2.1 Agendas for Board meetings are normally provided one week before the meeting.
- 2.2 The content and structure of the draft Board agendas are determined by the Board Chair assisted by the President and the Executive Assistant to the President and Board of Governors and approved by the Board Executive Committee.
- 2.3 Agenda items to be dealt with in-camera shall be restricted to those having to do with staff relations, real estate transactions, litigation, non-routine financial matters, matters of a personal nature concerning individuals and other items that are confidential, or where the Executive Committee of the Board determines that discussion in public would be counter-productive. All other items shall be discussed in the open session.
- 2.4 The Chair will call for any additions or amendments to the agenda at the beginning of each meeting and the agenda will be amended upon approval by the majority of the Board.
- 2.5 All supporting materials provided with the agenda shall be held strictly confidential until discussed by the Board in an open session. All supporting materials, agenda items, and minutes associated with in-camera sessions of the Board are always strictly confidential unless released by the Board in an open session. Minutes of meetings are considered draft and confidential until approved at the next Board meeting.

2.6 Typically, the Board agenda includes the following categories:

1. Call to Order
  - 1.1 Remarks from the Chair
  - 1.2 Acknowledgement of Territory
2. Declaration of Conflict of Interest
3. Approval of Agenda
4. Presentations
5. Consent Agenda
  - 5.1 Approval of Minutes
  - 5.2 Program Advisory Committee Appointments
  - 5.3 Program Advisory Meeting Schedule
  - 5.4 Board of Governors' Work Plan
  - 5.5 Board Goals
  - 5.6 Correspondence and Information Report
  - 5.7 Proposed Motions
6. Discussion Items
7. Reports and Information
  - 7.1 Finance Report
  - 7.2 Report from Northern College Indigenous Council on Education
  - 7.3 President's Report
  - 7.4 Executive Team Reports and Business Plan Progress
  - 7.5 Reports from Advisory Committee Board Representatives
  - 7.6 Board Member Community-Related Updates
8. Move to In-Camera Session
9. Report from In-Camera Meeting
10. Next Meeting:
  - 10.1 Date/location
  - 10.2 Future Agenda Items
11. Adjournment

### 3. Communications

- 3.1 Draft minutes of Board meetings are normally distributed to the Board with the agenda for the next meeting.
- 3.2 Approved Board minutes are:
  - 3.2.1 provided to external auditors;
  - 3.2.2 posted on the College's website.