



POLICY TITLE: Nomination and Appointment Policy for External Governors

POLICY CATEGORY: BOARD

POLICY NUMBER: TBD

POLICY OWNER: Secretary of the Board

POLICY APPROVER: Board of Governors

APPROVAL DATE: 6/5/2024

EFFECTIVE DATE: 6/5/2024

REVIEW PERIOD: Every 5 Years

REVIEWED: N/A Click or tap to enter a date.

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1. Purpose

1.1 The purpose of this policy is:

- To ensure the processes followed by the George Brown College Board of Governors (the “board”) in the selection and appointment of governors are consistent with the Protocol for Board Nominations and Appointments issued by the Ministry of Colleges and Universities (the “Protocol”).
- To assist the board in identifying qualified individuals who possess the skills, qualities and experience to collectively contribute to effective board governance.
- To establish processes to be followed by the board to appoint board-appointed governors.

- To ensure there is quorum for the board as well as each of the board's committees.

2. Governing Principles

- 2.1. The board will seek a balance on the board of governors with respect to the skills and experience considering the strategic direction of George Brown College (the "college") and any unique or special requirements of the college at the current time.
- 2.2. The board will seek to ensure that all governors possess the personal characteristics, qualities, and values necessary to perform their role as governors. (See Appendix B)
- 2.3. The board will seek a range of relevant backgrounds for governors that support the strategic directions of the college and complement the board composition in terms of representing a broad cross-section of the community that the college serves and will seek to ensure diverse representation, lived experiences and perspectives consistent with the equity, diversity, and inclusion principles.

3. Scope

- 3.1. This policy applies to external governors (governors not elected by a college employee group or students) appointed by the board and those the board is recommending for appointment by the Lieutenant Governor in Council ("LGIC").

4. Definition of Terms

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Article 1 - Interpretation of By-law Number 1 of the College.

5. Policy

5.1. Term of Office

An external governor is appointed to the board for a term of up to three years and may serve for a maximum of six years.

5.2. Nominations Committee

- 5.2.1. As per By-Law Number 1, oversight of the appointment and reappointment process of external governors is delegated to the Governance and Nomination Committee (the “committee”), which is responsible for recommending to the board the appointment of external governors, and the nomination for LGIC appointments.
- 5.2.2. The committee will use the procedures for nominations set out in the Nominations Procedures (Schedule 1).

5.3. Candidates

- 5.3.1. Candidates are individuals who have submitted their resume to the committee to be considered for a position as an external governor.
- 5.3.2. Candidate eligibility is determined in the By-law Number 1.
- 5.3.3. Candidates will be assessed in accordance with the Protocol established by the Ministry of Colleges and Universities (“the Ministry”).
- 5.3.4. Candidates will be subject to the review process set out in the Nominations Procedures (Schedule 1).

5.4. Appointments

- 5.4.1. The Province of Ontario appoints external governors to fulfill the LGIC vacancies in accordance with Ontario Regulation 34/03 to the *Ontario Colleges of Applied Arts and Technology Act* (OCAATA).
- 5.4.2. The board is the final authority to appoint an external governor, other than those appointed by the LGIC, where the board will submit nominees on the recommendation of the committee and approved by the board to the Ministry.
- 5.4.3. The committee is not obliged to recommend any candidate to the board as an external appointee or LGIC nominee who applies for a particular vacancy and reserves the right to re-issue a vacancy notice if no suitable candidate is identified.
- 5.4.4. The committee will identify candidates to be forwarded to the Standing Committee of Government Agencies through the manager of Colleges Unit of the Ministry (the “Colleges Unit”) as required by the Protocol.
- 5.4.5. All candidates will be approved by the board before they are submitted to the Colleges Unit.

- 5.4.6. The committee will identify a slate of new candidates and/or re-appointed candidates for recommendation to the board.
- 5.4.7. If the number of candidates equals the number of vacancies, the governors (other than those nominated for re-appointment) will be asked to vote for or against the slate and, if such vote does not carry, the vote will take place for or against each nominee individually with any governor who is the subject of the particular vote not participating in the vote.
- 5.4.8. A governor will not participate in a vote of the board relating to a renewal or extension of their appointment.

5.5. Reappointment

- 5.5.1. An incumbent governor eligible for reappointment will be contacted by the chair of the committee no later than October 31 in the final year of their term to determine if the governor wishes to be considered by the committee for reappointment.
- 5.5.2. If a governor chooses to pursue reappointment in the absence of a recommendation by the committee, they may make a written application to the board through the chair of the board.
- 5.5.3. The board will consider the written submission of the governor at an in-camera session and hear a report from the Chair of the committee. The governor seeking reappointment will not attend the in-camera session.
- 5.5.4. The chair of the board will communicate to the governor seeking re-appointment the decision of the board.

5.6. Amendment

This policy may be amended by the board from time to time.

5.7. Procedures

The board may make or amend procedures under this policy.

6. Appendices

- Schedule 1 – Nominations Procedures
 - Appendix A - *Skills, Experience and Knowledge*
 - Appendix B - *Personal Characteristics, Qualities, and Values*

7. Forms and Templates

- External Governor Nomination Form (in development)

8. Related Materials

- [Ontario Regulation 34/03 to OCAATA](#)
- [Protocol for Board Nominations and Appointments](#)

9. Related Policies

- [By-law Number 1](#)
- [Governors Code of Conduct](#)
- [Governors Conflict of Interest Policy](#)

Schedule 1 – Nominations Procedures

The Nomination and Governance Committee (the “committee”) will review and identify qualified candidates through the following process:

- A call for nominations will be made and interested candidates will be required to submit applications in addition to their resumes.
- Vacancies for governor positions will be advertised on the college’s website and by any other method deemed appropriate by the committee.
- Applications will be submitted to the chair of the committee and reviewed by the committee.
- A profile for governor candidates will be established (e.g. education, skills, experience) and posted on the GBC Board of Governors website and may be updated from time to time based on the strategy of the college and vacancies on the board.
- The number of vacancies for governor positions will be determined each year, and the necessary criteria to fill those vacancies will be identified by the skills matrix analysis.
- The skills, experience, and knowledge that the board will consider in approving a profile for governors may be drawn from Appendix A and any other relevant or appropriate considerations.
- Incumbent governors will be evaluated by the committee based on their performance and renewal will not be automatic. Incumbent governors may be asked to make themselves available to the committee as part of the board recruitment process.
- Individuals appointed by the board as community members to at least one of the standing committees may be considered for vacancies on the board. Community members will be evaluated by the committee based on their performance on the standing committee and may be asked to make themselves available to the committee as part of the board recruitment process.
- A short-list of candidates who meet the criteria identified by the committee will be identified. Short listed candidates must be interviewed by the committee.
- Reference and background checks and verification of credentials will be completed by the chair of the committee or as delegated to other governors or the Board Secretariat.

Appendix A

Skills, Experience and Knowledge

The board will strive to have members made up of varying skills, experience, and knowledge. The skills, experience, and knowledge the board will consider in selecting governors include the following:

- Accounting designation
- Advancement/fundraising experience
- Board and governance expertise

- Business management
- Construction and project management
- Ethics, Human Rights and DEII expertise
- Financial expertise
- Government relations
- Human resources management
- Information technology
- Knowledge/experience in post-secondary education
- Knowledge/experience in research
- Labour relations
- Legal expertise
- Public affairs and communications
- Public sector and/or public service
- Quality assurance and management
- Risk management
- Strategic planning

Appendix B

Personal Characteristics, Qualities, and Values

The board requires all governors to:

- Commit to adhere to the vision, mission, and core values of the college;
- Act with honesty, integrity, and act in the best of the college;
- Understand a governor's role, fiduciary duties and the role of the board;
- Think strategically;
- Work as part of a team;
- Communicate effectively;
- Have, or commit to acquire, financial literacy appropriate for the college's scope of activities;
- Be willing to devote the time and effort required to be an effective governor, including:
 - attend board orientation, board retreats, board meetings, committee meetings, and organization events;
 - read and review all board materials in advance of meetings;
 - actively participate in board and committee meetings;
- Be free of conflicts that would impede a governor's ability to fulfill their fiduciary duties;
- Demonstrate an ability to recognize and manage specific conflicts of interest that arise from time to time; and
- Exercise political acumen.

