

**THE BOARD OF GOVERNORS OF
THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY
POLICY ON GOVERNANCE**

Motion:	2003-73
Date Approved:	November 27, 2003
Supercedes:	April 23, 2015
Reviewed:	February 27, 2025
Amended:	No Changes 2025
Policy No.:	1-001

In October 2002, The Lambton College Board of Governors confirmed that it would continue to operate by employing a Policy Governance Model. This model defines the role of the Board and the Board-Management partnership.

Central to this model is the understanding that the Board governs on behalf of its community. The Board's primary function is to steer the College to the realization of its opportunities and the fulfillment of its obligations to its students, community, clients, and employees. The Board is responsible for defining the role, mission and strategic directions of the College. The Board also has responsibility for fiduciary oversight and institutional performance.

All policies of the Board and all decisions that are made by the Board are done for the best interest of the institution as a whole, not for particular constituents. Strategic Plans and Board Policies are reviewed on a regular basis to ensure currency and relevance.

ROLES AND RESPONSIBILITIES OF THE COLLEGE BOARD

- Represents the College to the Community and does so with a single and united voice.
- Represents and connects with the community.
- Oversees the development and implementation of the Strategic Plan.
- Monitors institutional performance against strategic priorities and directions and College values.
- Hires and evaluates the President.
- Establishes and oversees the College budget.
- Ensures policies and procedures are in place to accomplish:
 - effective utilization of financial resources
 - quality education and training services provided to students
 - accessibility of programs and services within the community.
- Ensures process in place to conduct regular performance reviews of Board effectiveness.
- Defines Board-President relationship and Executive Limitations through Board Policies.

The accountability of the Board is to the students of Lambton College, the community and the Province of Ontario. In achieving the College's mission and strategic directions, the Board encourages diversity of viewpoints when developing policy or debating issues requiring decisions. The Board provides strategic leadership rather than administrative detail, clearly distinguishes between Board and staff roles, and is proactive rather than reactive. To this end, the Board will

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govern with excellence and seek to continually develop as a Board. The Board will on a regular basis review its own performance and when necessary take action to improve its effectiveness.

The Executive Limitations policy describes from the Board's perspective the boundaries of what are acceptable actions by management in achievement of the College's Strategic Plan. The Executive Limitations direct the President and the College staff and make it possible for the Board not to be involved in the day-to-day operations of the College, yet control its range of acceptability.

ROLES AND RESPONSIBILITIES OF THE CHAIR

- The Chair is responsible for setting meeting agenda and conducting Board meetings in an orderly fashion according to the by-laws.
- The Chair is the communication link between the Board of Governors and the President, Colleges Ontario and the College Employer Council (CEC) or its successor.
- The Chair is the only official spokesperson for the Board, unless he or she delegates this role to other Board members or officers of the College.
- The Chair is generally responsible for ensuring that the Board, with the assistance of the President, gets all necessary and relevant information. Board members, however, must also take the initiative to seek information as required and stay apprised of College business that affects their governance role.
- The Chair is responsible for the interpretation of Board by-laws and Board resolutions and policies.

BOARD COMMITTEES

From time to time, the Board may appoint Board members to standing committees and/or task forces, in accordance with the Operating By-law, to act in an advisory capacity to the Board.

Board committees will conduct themselves according to the following principles:

1. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order to ensure that it does not conflict with the authority of the Board, the Chair or the President.
2. Board committees will assist the Board in doing its job by preparing decision-making alternatives and options for the Board to deliberate.
3. Board committees will not exercise authority over staff and/or operations. The President does not need approval of a Board committee before taking an executive action providing it is within the boundaries defined by the Board in the Executive Limitations Policy.

The Board has the following standing committees:

- a) the Executive Committee
- b) the Finance & Property Committee (also serves as Audit Committee)
- c) the Programs and Services Committee
- d) the Nominating Committee, and
- e) the Executive Performance and Compensation Committee.

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GOVERNOR'S CODE OF CONDUCT

The Board of Governors expects of itself and its members ethical, business-like and lawful conduct and shall have a policy on ethical conduct.

CONFLICT OF INTEREST

The Board shall have a conflict of interest policy that is in accordance with the Minister's Binding Policy Directive on Conflict of Interest issued April 2003.

CONFIDENTIALITY

Governors must not divulge confidential information obtained as a result of their Board position unless legally required to do so.

INDIVIDUAL AUTHORITY

Governors will not attempt to exercise individual authority over College operations except as explicitly set forth in Board policies or by-laws. This is not intended to restrict internal Governors, who are elected by students, support staff, administrative staff or faculty, from fulfilling their roles within their constituency groups, or from being accountable to their constituents.