

LOYALIST COLLEGE
Board of Governors Policy

7. APPOINTMENT AND REAPPOINTMENT PROCESS FOR EXTERNAL GOVERNORS

Date Last Approved: May 29, 2025

Next Review Date: 2029

Background

In this policy, capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Definitions Schedule.

The purpose of this policy is to:

- ensure the processes followed by the Board in the selection and appointment of External Governors is consistent with the Protocol for Board Nominations and Appointments issued by the Ministry (the “**Protocol**”);
- ensure that the Board is composed of individuals who possess the skills, qualities, and experience to collectively contribute to effective board governance;
- assist the Board in identifying qualified individuals to become External Governors; and
- establish processes to be followed by the Board to appoint External Governors.

This policy applies to External Governors, those appointed by the LGIC or by the Board.

Policy / Procedure

Guiding Principles

The nomination and appointment process shall be guided by the principles of merit, diversity, probity, openness and transparency.

The Board will seek a balance within the Board with respect to the skills and experience of External Governors, while considering the strategic directions of the College and any unique or special requirements of the College at the current time.

The Board will ensure all External Governors possess the behavioural qualities necessary to perform their role as External Governors.

The Board will seek a range of relevant backgrounds for External Governors that support the strategic directions of the College and complement the Board composition in terms of representing a broad cross-section of the communities that the College serves.

Appointment decisions shall be made in a timely fashion to ensure the continuity and effective practices of the Board.

Term of Office

An External Governor shall hold office for a term not to exceed three (3) years and shall not serve for more than six (6) years consecutively but is eligible for reappointment or re-election after two (2) years absence from the Board for successive terms not to exceed six (6) years in total. The Board may determine by resolution that the six (6) year limit does not apply to a member who is serving as Chair, and the member shall immediately be eligible for reappointment or re-election to another term of office, provided that they continue to serve as Chair. A member who continues to serve as Chair, and exceeds the six (6) year limit, may not be a Governor for more than eight (8) consecutive years and subsequently is not eligible for reappointment or re-election to the Board.

Process for Nominations

Executive and Governance Committee

The Executive and Governance Committee shall identify and recommend individuals to become External Governors.

The Board shall appoint the chair of the Executive and Governance Committee who shall be a Governor.

Nominations Process

The Board shall identify qualified candidates through the following process:

- A profile for External Governors shall be established.
- The number of vacancies will be determined each year, and the necessary criteria to fill those vacancies will be identified by conducting a skills matrix analysis.
- The skills, experience, knowledge and behavioural qualities that the Board will consider in approving a profile for External Governors may be drawn from the skills, experience, and knowledge and qualities in Schedule A.
- Incumbent External Governors will be evaluated based on their performance and renewal will not be automatic.
- A call for nominations will be made and interested parties will be encouraged to submit applications.
- Vacancies will be advertised on the College's website. Other media may be used as appropriate.
- Any applications received, whether in response to an existing vacancy or not, will be acknowledged in writing by the President and the applicant will be advised of the relevant processes and timelines. Applications will be retained on file until such a time that they are forwarded to the chair of the Executive and Governance Committee for review and consideration.

- Applications will be submitted to the chair of the Executive and Governance Committee and reviewed by the Executive and Governance Committee.
- A short-list of candidates will be developed by the Executive and Governance Committee of those individuals who meet all of the criteria as identified by the Board. Short-listed candidates must be interviewed by the Executive and Governance Committee, even if they are standing for reappointment. To ensure fairness, all candidates will be asked the same interview questions and will be scored using an evaluation matrix.
- Reference and background checks will be completed by the chair of the Executive and Governance Committee or as delegated.
- Nominees will be required to confirm in writing that they:
 - have read the documentation setting out the roles and responsibilities of a Governor and any other governance information as well as the strategic plan, annual report and any other information deemed important by the Executive and Governance Committee and shared with the nominee;
 - will adhere to By-Laws and College operational policies; and
 - will participate in Board orientation sessions, Colleges Ontario orientation sessions, and Board Excellence programming delivered by the CEC.

Appointment Process

1. LGIC appointed External Governors

The Executive and Governance Committee shall identify candidates to be forwarded to the Standing Committee on Government Agencies through the manager of Colleges Unit of the Ministry as required by the Protocol. Up to three (3) candidates may be identified for each position.

All candidates shall be approved by the Board before they are submitted to the Colleges Unit.

2. Board appointed External Governors

The Executive and Governance Committee shall identify candidates for recommendation to the Board.

In the event that the number of candidates equals the number of vacancies, the External Governors (other than those nominated for re-election) shall be asked to vote by secret ballot for or against the slate and, if such vote does not carry, the vote shall take place for or against each nominee individually with any External Governor who is the subject of the particular vote not participating in the vote.

Monitoring

The Executive and Governance Committee will provide the Board with a written report on how the nomination process was followed on an annual basis. The report will include how skills were evaluated, the channels used to

promote the position and the number of applicants interviewed. The report will also provide recommendations on how the nomination process can be improved and any amendments to this policy, if necessary.

Related Materials

Ontario Colleges of Applied Arts and Technology Act, 2002, Ontario Regulation 34/03 http://www.e-laws.gov.on.ca/html/regs/english/elaws_regs_030034_e.htm

Ministry of Colleges and Universities, “Governance and Accountability Framework” - 2010
<https://www.tcu.gov.on.ca/pepg/documents/GovernanceandAccountabilityFramework2010.pdf>

Ministry of Colleges and Universities, “Protocol for Board Nominations and Appointments” - 2011
<https://www.tcu.gov.on.ca/pepg/documents/BoardAppointProtocol.pdf>

Schedule A

Skills, Experience and Knowledge

The Board will reflect a complementary mixture of skills, experience and knowledge. The skills, experience and knowledge the Board will consider in selecting External Governors include the following:

- community development/relations;
- construction management;
- education (post-secondary and/or continuing education);
- environmental and sustainability;
- accounting, finance and audit;
- governance (private, public and non-profit);
- government relations;
- information technology and cybersecurity;
- health care/services;
- talent management, organizational culture and compensation;
- law;
- public administration;
- risk management;
- senior-level corporate management; and
- strategic planning.

Behavioural Qualities

The Board requires all Governors to:

- commit and adhere to the vision, mission, and core values of the College;
- act with honesty and integrity;
- commit to fostering and supporting equity, diversity and inclusion;
- understand a Governor's role and 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:
 - attending Board orientation, Board retreats, Board meetings, committee meetings, and College events;
 - reading and reviewing all Board materials in advance of meetings;
 - actively participating in Board and committee meetings;
- be free of conflicts that would impede a Governor's ability to fulfill their fiduciary duties;
- demonstrate ability to recognize and manage specific conflicts of interest that arise from time to time; and
- exercise political acumen.