



Institut sur la gouvernance
d'organisations privées et publiques

Board of Governors Charter

August 2017

Pour une gouvernance créatrice de valeurs®

Responsibilities

- The Board is responsible for overseeing governance of the college and its associated entities.
- The Board is responsible for managing the college's affairs in accordance with applicable legislation and ensuring compliance therewith.
- The Board is responsible for establishing the college's long-term vision and developing the appropriate strategic plan to ensure it is implemented and monitored.
- The Board is responsible for assessing the organization's efficiency and performance, including benchmarking with similar institutions.

To this end, it shall create a dashboard and performance indicators in line with the strategic objectives.

- The Board is responsible for adopting effective, efficient and transparent policies and practices.
- The Board is responsible for setting up three statutory committees: Governance and Ethics, Human Resources and an Audit and Finance Committee.
- The Board is responsible for adopting a charter for each Board committee, defining, among other things, the mandates and responsibilities of the committee, its composition, internal operating rules (quorum, notice of meeting, frequency, etc.) and if applicable, setting out any special conditions (e.g. the Chair and Vice-Chair are ex-officio members, the committee chair must be an independent governor, etc.)
- The Board is responsible for appointing a chair for each of its committee. The Board may also delegate certain tasks to these Board committees; however, such delegation does not release the Board from its general governance responsibilities.

- The Board may also form any committee on matters within its purview.
- The Board is responsible for developing a competency profile for the appointment of its members.
- The Board, with input from the Governance Committee, is responsible for recommending to the constituents, the appointment of governors based on the competency profile.
- The Board is responsible for adopting and implementing a program to welcome and integrate new governors.
- The Board is responsible for adopting and implementing a continuing education program for governors.
- The Board is responsible for establishing the process and criteria for evaluating Board members and the operation of the Board and its committees.
- The Board is responsible for defining the type of information it wishes to receive from the Director General and other sources to fulfill its mandate. It must ensure that the college has the information systems required to access such information.
- The Board is responsible for adopting policies to manage financial, strategic, operational, leadership, partnership and reputation risks. These policies must identify, assess and manage the main risks associated with conducting the college's business.
- The Board is responsible for delegating financial management powers to the Executive Committee and the Director General.

- The Board is responsible for recruitment and termination of the Director General and the Academic Dean, setting and modifying their remuneration and the term of their mandate. In this regard, the Board is responsible for:
 1. Setting the performance objectives of the Director General and of the Academic Dean when the latter is the acting Director General over an extended period;
 2. Defining the evaluation criteria for the Director General;
 3. Informing the Director General of the performance objectives and explaining how performance will be evaluated;
 4. Periodically monitoring the performance of the Director General;
 5. Establishing a competency profile for the appointment of the Director General;
 6. Specifying the selection criteria for the position of Direction General.