

**BOARD OF GOVERNORS  
AUDIT COMMITTEE**

**COMPOSITION**

The external members of the Building and Finance Committee will act as the Audit Committee of the Board of Governors. The President, the Chief Financial Officer and the Director, Financial Services will serve as resources to the Committee.

**MEETINGS**

The Committee shall meet at least twice a year, and shall meet on other occasions at the call of the Chair, or on written request of any two members of the Committee, or on the written request of the Auditors.

**DUTIES AND RESPONSIBILITIES**

1. Review the audited financial statements with management and the external auditor before making recommendations to the Board.
2. Review changes in accounting principles and practices followed by the College.
3. Establish a tendering process for auditing services to be administered every five years. Review and recommend appointment and contract terms of external auditors.
4. On appointment by the Board, discuss with external auditors an overall plan for the audit, the scope and timing of audit work and, prior to appointment, estimated audit fees.
5. Review with external auditors any problems encountered, any restrictions on the auditor's work, cooperation received and their findings.
6. Review with the auditors their evaluations of the College's internal control systems, any significant recommendations to management and management's responses.
7. Review actual audit fees.
8. Report to the Board on Committee activities and findings.

**Motion 13-09-A-1**

## **BOARD OF GOVERNORS**

### **BUILDING AND FINANCE COMMITTEE**

The Building and Finance Committee, established by resolution of the Board of Governors, shall meet In Camera to advise and assist the Board of Governors in carrying on the affairs of the Corporation in connection with the following matters as set out herein.

1. The Building and Finance Committee shall, subject to the overriding authority of the Board of Governors, have general responsibility for all property and financial matters including but without limitation to the generality of the foregoing, to the following matters:
  - i) Long term rental accommodation;
  - ii) Major renovations and alterations including the tendering and selection of consulting services for each project.
  - iii) Permanent building site or sites and building plans;
  - iv) Recommend financial policy and monitor and review of approved budget.
  - v) Ensure protection of capital assets.
  - vi) Resolutions and other documents to be forwarded from time to time to the College Compensation and Appointments Council for Colleges of Applied Arts and Technology; and
  - vii) Establish a tendering process for banking services to be administered not to exceed five years. Review and recommend approval to the Board of Governors. Periodically review the College's investment policies and procedures.

**Motion 11-11-A-3**

2. The Building and Finance Committee shall also perform such other duties as may from time to time be assigned to it by the Board of Governors.

Revised November 17, 2011

**BOARD OF GOVERNORS  
NOMINATING AND REAPPOINTMENT COMMITTEE**

Board Appointment Process  
for External Governors

The Board of Governors establish a Nominating and Reappointment Committee as a committee of the Board of Governors.

Terms of Reference for the Nominating and Reappointment Committee

1. The Nominating Committee shall be responsible for recommending Board replacement nominees for full Board approval based on the needs of the Board Protocol.
2. The Nominating Committee shall consist of three members and shall include the past Chair of the Board of Governors plus two current governors.

The two current governors will be selected in the following manner:

(1) On a volunteer basis; (2) if more than two governors volunteer, a mini election will be held; and, (3) delegated by the Chair.

3. It is intended that the current Chair of the Board is responsible for securing the participation of the Past Chair on the Nominating Committee and recommending two current governors to the full Board for their approval. In the event the past chair is unavailable, the current Chair of the Board will recommend three current governors.
4. Appointments to the Nominating Committee will be for a one-year term, the term being established to meet the College Compensation and Appointment Council's submission requirements. The Committee will be established in September of each year.
5. The Committee will establish the schedule for the nominating process in accordance with the College Compensation and Appointments Council requirements.
6. The Committee will review the current Board Protocol established by the Board, identify priorities and recommend to the Board changes as required. On completion, the Committee shall establish the requirements and criteria for nominations.
7. The Committee will receive and solicit nominations from all governors, advisory committees/councils, College personnel, advertisements in local newspapers and community weekly newspapers, community groups and organizations.
8. The Committee will establish a nomination evaluation process to ensure they are in accordance with Board Protocol and representative of the community. The Committee will establish short listing criteria for interviewing applicants. Through the interview process the Committee will establish the best candidates for recommendation to the Board. The evaluation process may include contacting references.

9. The Committee, upon finalizing the list of nominees to be recommended to the Board, will:
- (a) Ensure the necessary documentation including biographical sketches and the Lieutenant Governor in Council self-identification forms are obtained. *Motion 11-11-A-3*
  - (b) Through an interview process will:
    - Ensure the nominee has a good understanding of the involvement required to serve.
    - Ensure the nominee has the time available to serve.
    - Ensure the nominee understands the nomination process and that final approval rests with either the full board or the Lieutenant Governor in Council.
    - Ensure the nominee meets the protocol requirements established by the Board.
    - Lieutenant Governor in Council candidates may be required to undergo a criminal reference check prior to being appointed. The cost will be covered under the Board budget.
- Motion 11-11-A-3*
- New appointments must meet the requirements outlined in By-Law No. 1.4.4 (definition of students and spouse/same sex partner). *Motion 10-02-A-1*
9. The Committee will submit a report to the full Board prior to the Lieutenant Governor in Council submission date, recommending the names of the new members. For local appointments, the committee will submit a report in the in-camera portion of the agenda package. The report will include resumes, biographical sketches, self identification form and such documentation deemed necessary to provide governors with the information on which to base their decisions. The report shall also include the complete list of names of all qualified eligible candidates. The full Board will conduct a vote for local appointments and/or those to be submitted to the Lieutenant Governor in Council.
- Motion 11-11-A-3*
11. Recommend to the Board revisions to the nomination process, schedule and documentation format as required, and in keeping with the requirement of the Ministry directive.
- Motion 11-11-A-3*
12. When a vacancy occurs for any reason among the external members of the Board and a governor fails to complete their term, the Nominating Committee will deal with the vacancy (By-Law 4.6)
- Motion 10-02-A-1*
13. The Reappointment Committee shall be responsible for coordinating Board reappointments. The following process will be used for the re-appointment of Governors for a second three-year term.
- (a) The committee will be struck at the annual meeting. *Motion 11-11-A-3*
  - (b) A letter from the Chair will be sent to the Governor asking for written confirmation of their intention to stand for reappointment.
  - (c) The Governor will be invited to meet with the Nominating and Reappointment Committee to discuss their past/future role and goals on the Board.
  - (d) The Committee will review the performance during the first term on the basis of:
    1. Attendance
    2. Participation within the committees
    3. Overall contribution to the Board and the College.

- (e) If the evaluation cannot support a recommendation for re-appointment of a governor appointed by the local board the committee will, through an interview process, discuss the evaluation with the Governor. *Motion 11-11-A-3*
- (f) The Lieutenant Governor in Council reappointments are at its discretion. *Motion 11-11-A-3*

Revised November 17, 2011

**BOARD OF GOVERNORS  
ADVOCACY COMMITTEE**

**Motion 11-11-A-3**

1. The Advocacy Committee of the Board will contribute to the growth, Advancement and fiscal well-being of Sault College by:

**Motion 11-11-A-3**

  - i. Assisting in the implementation of an annual advocacy plan that builds financial strength and provides other forms of institutional support locally, provincially, nationally, and internationally.
  - ii. Identifying and facilitating innovative strategic alliances, partnerships, and initiatives that offer program development/diversification and revenue-generating opportunities.
2. The Committee will consist of Governors appointed by the Chair of the Board of Governors. The Chair of the Board will appoint a committee chair annually.

The President will serve as an ex-officio member of the Committee. The Director of Marketing and Communications will be the prime staff resource.

**Motion 11-11-A-3**

3. Management will prepare an annual Advocacy Plan for review and approval by the Committee. The plan will include: goals, objectives, planned outcomes, supportive actions and measurement criteria.
4. The Committee will meet as required to review progress against the annual plan and identify new/emerging opportunities.

The Committee will report to the full Board on a regular basis.

**Motion 11-11-A-3**

## **Advocacy**

Advocacy is based on the principle that no organization exists without public consent and support. A related corollary emphasized that an organization's relative well being depends on the extent to which public consent and support are fostered.

Advocacy activities will represent the interests of Sault College to all levels of government and foster awareness/support among key constituencies. They include: the taxpaying public, elected officials, community leaders, major community organizations, employers of graduates, students, alumni, advisory committee/council members, and First Nations communities and related organizations.

Sault College activities will complement college system advocacy centralized through Colleges Ontario and focus independently on the local/regional and national environments unique to Sault College.

**Motion 11-11-A-3**