

POLICY TYPE:	Governance Process
POLICY TITLE:	Roles and Duties of Officers
EFFECTIVE DATE:	June 2022
REVISION DATE:	
RENEWAL DATE:	May 2027

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. CHAIR

- 1.1 The Chair of the Board of Governors is responsible for assuring the fulfillment of the Board's process, through leadership, openness and transparency, modeling of good governance and invitation for full Board participation.
- 1.2 The Chair of the Board, unless required otherwise by law, by By-law or policy shall:
 - (a) when present, preside at all meetings of the Board and ensure parliamentary procedure is followed;
 - (b) together with the Board Secretary or other Officers appointed for the purpose, sign all By-laws of the College;
 - (c) sign such contracts, documents or instruments in writing as require their signature;
 - (d) have such other powers and duties as may from time to time be assigned by the Board or as are incident to their office;
 - (e) act generally as spokesperson for the Board;
 - (f) prepare, in collaboration with the President, the Board agenda;
 - (g) ensure ongoing feedback and annual performance reviews of the President based on objective criteria related to efficiency, effectiveness, and attainment of goals are conducted;
 - (h) assist the President to secure strategic partnerships and College funding essential to the operation and advancement of the College, supporting the President as required, through a collegial partnership;

- (i) foster teamwork among Governors, solve problems and resolve conflict;
 - (j) ensure that the Minister's Binding Policy Directive on Conflict of Interest is followed;
 - (k) support and counsel the President as required;
 - (l) represent the Board by attending College Employer Council Board meetings; and
 - (m) have such other powers and duties as may from time to time be assigned by the Board or as are incident to their office.
- 1.3 Due to the heavy demands by both Durham College and Ontario Tech University on co-populous governors serving the College and university contemporaneously, and to enable the Chair to devote their attention, energy and commitment to the College, the Chair shall be excluded from contemporaneous co-populous service.

2. VICE-CHAIR

- 2.1 The Vice-Chair of the Board shall, in the absence, inability or refusal of the Chair to act, perform all of the duties and have all of the powers of the Chair. In the absence of the Chair and the Vice-Chair, the Board shall by Ordinary Resolution appoint a temporary chair to perform such duties and exercise such powers. If a Vice-Chair (or such other Governor as the Board may from time to time appoint for the purpose) performs any such duty or exercises any such power, the unwillingness or inability of the Chair to act shall be presumed with reference thereto.
- 2.2 The Vice-Chair shall serve as an ex-officio director of the Durham College Foundation board.
- 2.3 For the reasons set out in Section 1.3, it is recommended but not required that the Vice-Chair be excluded from contemporaneous co-populous service.

3. BOARD SECRETARY

The Board Secretary shall:

- 3.1 be ex-officio clerk of the Board;
- 3.2 attend all meetings of the Board and of Committees, including in-camera meetings, and record, or cause to be recorded, all minutes of all proceedings in the books kept for that purpose, including through electronic means;

- 3.3 give, or cause to be given, all notices required to be given to Governors and to the public;
- 3.4 be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College and relating to Board proceedings, including electronic records;
- 3.5 perform, or cause to be performed, the duties of a Chief Returning Officer for the election of the Chair and Vice-Chair of the Board and for the election of Internal Governors; and
- 3.6 perform such other duties as may be determined from time to time by the Board.

4. TREASURER

The Treasurer, who shall be the College's Chief Financial Officer shall:

- 4.1 keep full and accurate accounts of all monies or bank accounts;
- 4.2 disburse the funds of the College, taking proper vouchers therefor and render to the Board at the regular meetings thereof, or whenever required by the Board, an account of all transactions and of the financial position of the College;
- 4.3 co-operate with the auditors of the College during any audit of the accounts of the College; and
- 4.4 perform such other duties as may be determined by the Board or the President.

5. ELECTION OF CHAIR AND VICE-CHAIR

5.1 Terms and Eligibility

- (a) Only External Governors are eligible to be elected as Chair and Vice-Chair of the Board.
- (b) The term of office for the positions of Chair and Vice-Chair is up to two years, effective July 1 of each year.
- (c) The Chair and Vice-Chair are eligible for re-election.
- (d) If the office of the Chair or Vice-Chair shall be or become vacant for any reason, the Board shall appoint an External Governor to fill such a vacancy. Such Governor shall formally agree to the appointment.

- (e) Desirable attributes of a Chair and Vice-Chair include:
 - (i) Proven leadership skills;
 - (ii) Excellent strategic and facilitation skills;
 - (iii) Proven ability to influence and achieve consensus;
 - (iv) Proven ability to act impartially and without bias, and display tact and diplomacy;
 - (v) Effective communication skills;
 - (vi) Political acuity;
 - (vii) The time to continue the legacy of building strong relationships between the College and stakeholders;
 - (viii) Proven ability to establish trusted advisor relationships with the President and other Governors; and
 - (ix) Governance experience.
- (f) It is desirable, but not necessary for a Chair to have served as Vice-Chair.
- (g) All Governors are eligible to nominate Candidates and vote on the Chair and Vice-Chair elections.

5.2 Election Date

- (a) No later than the regular meeting of the Board in June of each year, the Board shall elect a Chair and Vice-Chair.
- (b) It is recommended that elections take place in early spring to inform the planning for the following Board year, including appointments to Standing Committees.

5.3 Nominations and Election Process

- (a) Potential Candidates for the office of Chair and Vice-Chair must be nominated by another Governor. A Governor cannot nominate themselves.
- (b) The Board delegates responsibility for conducting the election of Chair and Vice-Chair of the Board to the Nominating Committee.
- (c) The Board Secretary shall perform the duties of Chief Returning Officer for the election.

- (d) If the Board fails to elect the Chair or Vice-Chair by July 1, the incumbents for whom no replacements have been elected shall continue in office until their successors are elected except in the case of a Chair or Vice-Chair whose term as Governor has expired.
- (e) Following the close of the election, the Chair of the Nominating Committee will report back to the Board at its next regular meeting, announcing the outcome of the election.

5.4 Procedure

- (a) The Chief Returning Officer shall email all Governors a minimum of three (3) Business Days prior to the commencement of the Nomination Period, outlining the policy on the election of Chair and Vice-Chair of the Board and providing a copy of the Nomination Form.
- (b) The Nomination Period shall be four (4) Business Days in duration (Monday to Thursday).
- (c) Completed Nomination Forms shall be returned to the Chief Returning Officer.
- (d) The Chief Returning Officer shall confirm with all nominees their willingness to stand for election.
- (e) To be declared a Candidate, written confirmation of a nominee's willingness to stand for election must be received by the Chief Returning Officer within one (1) Business Day of the close of the Nomination Period (by the end of Business Day on Friday).
- (f) Elections will be conducted electronically via a secure and confidential voting application. Each eligible voter will have one vote.
- (g) The duration of the Voting Period shall be two (2) Business Days.
- (h) Following the close of the election process, the Chair of the Nominating Committee will report back to the Board at its next regular meeting, announcing the outcome of the election.

6. MONITORING

Monitoring of this policy is achieved through regular feedback at Board meetings; via the annual Board survey and review; and by means of progress and achievement of identified Board goals and objectives.

7. RELATED LEGISLATION, MINISTER’S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

- 7.1 Durham College By-law No. 1
- 7.2 Joint Procedure – Ontario Tech University and DC – Co-populous Governance
- 7.3 Minister’s Binding Policy Directive – Governance and Accountability
- 7.4 Board – President Relations Resource Document
- 7.5 Ontario Colleges of Applied Arts and Technology Act, 2002