

Board Terms of Reference

Okanagan College Board of Governors



A. **PURPOSE**

With the authority granted under the College and Institute Act (Act) of British Columbia, Okanagan College's Board of Governors (Board) is responsible for:

- Setting bylaws for the orderly conduct of its affairs.
- The management, administration and control of the property, revenue, expenditures, business, and affairs of the College.
- The establishment of committees considered necessary by the Board.
- The determination of courses or programs to be offered or cancelled by the College.
- The management and promotion of educational or training programs.
- The determination of qualifications for admission.
- Providing for the granting of diplomas, certificates, associate degrees, baccalaureate degrees, and applied baccalaureate degrees.
- The establishment and administering of trust funds for scholarships, fellowships, exhibitions, bursaries, prizes, and student loans out of money donated or made available for that purpose.
- Performing other functions consistent with the Act that the Board considers advisable for the proper administration and advancement of the institution.

B. **DEFINING GOVERNANCE**

At Okanagan College, the four primary functions of Board governance are:

- Approval – governance approves specific policies, plans or projects according to established procedures.
- Oversight – governance receives a wide variety of reports and information through which it monitors the quality and substance of institutional leadership and decision-making.
- Advice – governance is consulted and provides input, sometimes in confidence, on proposed initiatives at various stages of development.
- Foresight – governance anticipates emerging risks and opportunities and scans the external environment to steward the College's strategic direction and long-term sustainability.

To fulfil its governance role, the Board as a whole and its members as individuals act in accordance with the duties, expectations, and attributes of Governors outlined in the Board's Code of Conduct.

C. **ADMINISTRATION**

In general, the President, as chief executive officer, and the Administration have the responsibility for articulating the College's mission and strategic directions on the advice of and for ultimate approval by governance. In fulfilling its governance role, the Board enables and empowers Administration to undertake the operational activities necessary to articulate the College's mission and strategic direction. Although the Board may provide advice on such matters, the Board does not have any direct involvement in the operations of the College.

To enable the Board's oversight role, the President and the Administration have responsibility for outlining problems, explaining issues, identifying the need for changes in policy, and formulating new policy for governance consideration.

D. DUTIES AND RESPONSIBILITIES

Although the Act requires that the Board carry out certain activities, the Board retains wide latitude for policy making for the College's operation. It is the responsibility of the Board of Governors to:

i) Strategy, Monitoring, and Reporting

- Review and approve the College's vision, mission, and values.
- Provide input, review, and approve the College's strategic plan as developed by Administration.
- Direct the Administration to develop, implement and maintain reporting systems that accurately measure the College's progress towards, and performance against, the performance expectations set out in its strategic and operational plans.
- Ensure that Administration fulfils annual public reporting requirements set forth by the Government of British Columbia.
- Review and approve revisions to the College's strategic direction as presented by the Administration in response to changing circumstances.

ii) Shared Governance Accountability

- Share mutual and individual accountability to the Board in carrying out each primary function of Board governance.
- Ask strategic and values-based governance-level questions, and to constructively hold peers accountable where such questions, behaviours, or practices do not reflect the Board's governance responsibilities.

iii) Internal Controls & Financial Reporting

With the support of the Finance, Audit, and Risk Committee:

- Review and approve the College's annual operating and capital plans and budgets.
- Ensure the integrity of the College's internal controls by establishing appropriate internal and external audit and control systems and by receiving regular status updates.
- Review financial reports and related materials of the College prior to release and receive an analysis of those reports from Administration to assist in the review.
- Approve year end financial statements.
- Ensure financial results are reported fairly and in accordance with generally accepted accounting principles.
- Ensure adequate procedures for managing conflicts of interest.

iv) Enterprise Risk

With the support of the Finance, Audit, and Risk Committee:

- Understand the key risks affecting the College's operations.
- Receive regular reports and assessments on key risks to ensure that Administration has established appropriate systems to manage these risks.

- Receive regular reports on the management of material risks to the College.

v) Human Resources

With the support of the Human Resources and Compensation Committee:

- Recruit, appoint, and replace the President as appropriate.
- Monitor and annually evaluate the President’s performance.
- Approve the President’s compensation and any changes made therein.
- Advise on, and where appropriate approve, human resource policies.
- Receive reports from Administration regarding key measures related to the human resources of the College.
- Advise and approve the College’s compensation philosophy.
- Ensure that the College has an integrated talent management strategy and affiliated processes for the ongoing sustainability and viability of the College’s employee base.

vi) Academic Quality

With the support of the Governance Committee and Education Council:

- Ensure that clear processes for assurance of academic quality are in place and implemented.
- Ensure that policies and practices are in place and implemented for assurance of quality across all dimensions of the student experience.
- Receive reports from Administration regarding material risks to achieving the College’s educational mandate including any proposed mitigation strategies.

vii) Communications

- Ensure the College has a plan in place to communicate effectively with internal and external communities and to accommodate feedback from those parties.
- The President, or their designate, is the spokesperson for the College.
- The Chair of the Board, or their designate, is the spokesperson for the Board.

E. **REVIEW HISTORY**

Date	Review
2026-03-10	Revision approved by the Board of Governors
2022-06-22	Approved by the Board of Governors (New)