



## Board Governance Policy Manual

**POLICY CATEGORY: GOVERNANCE/ BOARD PROCESS**

**POLICY NUMBER: B03**

**POLICY TITLE: BOARD ONLY SESSIONS**

**EFFECTIVE: FEBRUARY 19, 2025**

**LAST REVISED:**

**REFERENCE (MOTION): 507.OC.02.19.7.3**

### **PURPOSE**

The purpose of this policy is to:

- ensure the Board exercises independent oversight of the President;
- provide an opportunity to assess board processes and, particularly, the quality of the material and information provided;
- provide an opportunity for the Board chair to discuss areas where the performance of governors could be strengthened; and
- build relationships of confidence and cohesion among governors.

### **APPLICATION AND SCOPE**

This policy applies to the Mohawk College Board of Governors.

### **DEFINITIONS**

**External Governor:** a Governor who holds his/her role by Lieutenant Governor in Council appointment or Board appointment and is free of any special relationship with the college.

**Internal Governor:** a Governor elected to the Board by the students or relevant staff group. President as Ex-officio is considered an internal Governor.

### **POLICY STATEMENT RULES**

Board only sessions are an opportunity for the Board to meet with specified Governors as part of a committee or Board meeting.

#### **General Rules for all Board Only Sessions:**

Board only sessions shall be listed on the applicable meeting agenda, generally as the last order of business.

Items to be considered, aligning with the below, shall be listed on the agenda under the appropriate session.

**Board only sessions with the President:**

All Governors including the President are entitled to attend.

Sessions are held generally for an opportunity for the Board to speak with the President without management present. Sessions may also be held with the External Auditor of the College.

As all members are invited to the session, resolutions may be considered only with prior notice of the item for consideration to all Governors by way of the agenda. Items considered shall be in line with the In-camera (closed session) rules outlined in section 6.5 of By-law No. 1 of the Board of Governors. All rules pertaining to conflict of interest continue to apply.

In the event of an item being considered resulting in a decision, the Corporate Secretary shall be invited to return to record the decision for the minutes.

**Board only Sessions without the President:**

All Governors excluding the President are entitled to attend.

Sessions are held generally for the opportunity to ensure the Board exercises independent oversight of the President.

Resolutions may be considered with prior notice of the item for consideration to all Governors (including the President) by way of the meeting agenda. Resolutions considered during this session are a direct result of a conflict of interest for the President of the College such as consideration of the President's annual performance evaluation.

Items shall be in line with the In-camera (closed session) rules outlined in Section 6.5 of By-law No. 1 of the Board of Governors.

In the event of an item being considered resulting in a decision, the Corporate Secretary shall be invited to return to record the decision for the minutes.

The Chair shall immediately communicate with the President any relevant matters raised in the meeting.

**External Governors Only Sessions:**

The external Governors may meet without attendance by members of management and/or internal Governors at the discretion of the Chair at Board meetings. Timing of the session without management and/or internal Governors shall be set out in the meeting agenda.

Such a session shall not be considered to be a meeting of the Board, but rather will be for information purposes only. Minutes will not be kept however the Chair may keep notes of the discussion.

The President, or any other resource, may be invited by the Chair to participate in a part of the meeting without management before being excused.

The Chair shall immediately communicate with the President any relevant matters raised in the meeting.

### **MONITORING**

The Board will evaluate the effectiveness of this policy every five years.

### **POLICY REVIEW:**

Review by the Board of Governors

Attestation – N/A

Next Review – April 2030