

# **BRITISH COLUMBIA INSTITUTE OF TECHNOLOGY BOARD OF GOVERNORS GOVERNANCE MANUAL**

Continued under the *College & Institute Act*  
Approved by Resolution of the Board  
June 2025

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EDUCATION  
FOR A COMPLEX WORLD.



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**BRITISH COLUMBIA INSTITUTE OF TECHNOLOGY**  
**GOVERNANCE MANUAL**

**1. DEFINITIONS**

In this document , unless the context otherwise requires:

**“Act”** means the *College and Institute Act* [RSBC 1996] c.52, of the province of British Columbia

**“Appointed Member”** means an individual appointed to the Board by the Lieutenant Governor in Council

**“Bicameral”** means there are two governing bodies: the Board of Governors and the Education Council. This separates strategic and fiduciary responsibilities, overseen by the Board, from academic matters decided by the Education Council.

**“Board”** means the Board of Governors of the Institute

**“Board Member”** means a Governor; a duly elected, appointed, or ex officio member of BCIT's Board of Governors

**“Bylaws”** means Board of Governors' bylaws

**“Chair”** means the Board Chair

**“Closed Meeting”** means not open to the public, but may include employees and external guests as necessary

**“Committee”** means a committee of the Board of Governors

**“Conflict of Interest” or “Conflict”** see *Part IV – Conflict of Interest*

**“Education Council” or “EdCo”** drives the Institute's academic mission. It focuses on academic matters, including setting education policies, criteria and procedures for awards, academic standing, appeals, and examinations; defining curriculum content for courses; and advising the Board on developing educational policies, programs, or priorities.

**“Employee”** means an employee of the Institute

**“Executive Assistant”** means the Executive Assistant, Governance, an employee of the Institute responsible directly to the Board to carry out specific duties as outlined in the Bylaws and the Governance Manual

**“Executive Committee”** means the Board's committee composed of the Board Chair, Vice Chair, and committee Chairs

**“Governance Manual or manual”** means the document of that name approved and adopted by the Board for member orientation and Board practice guidance. The manual is revised annual with significant changes approved by the Board.

**“Governor”** means a member of the Board of Governors

**“In Camera Meeting”** means a meeting only of Governors, unless employees or external guests are invited



**“Institute”** means the British Columbia Institute of Technology

**“Minister”** means the minister overseeing higher education in the government of British Columbia

**“Ministry”** means the ministry responsible for overseeing higher education in the province of British Columbia.

**“Officers of the Board”** means the Chair and the Vice Chair

**“Officers of the Institute”** means persons designated by the Board as Officers of the Institute for the period of such designations, or positions which the Board determines will carry the rank of Officer for the incumbent in such positions. The Officers of the Institute shall be the President; the Chief Financial Officer and Vice President, Administration; the Registrar; and others designated by the Board.

**“Open or Regular Meeting”** means open to the public

**“Order in Council”** means an order of the Lieutenant Governor in Council

**“President”** means the person appointed by the Board of Governors as the President and Chief Executive Officer of the Institute

**“President’s Executive”** means the members reporting to the President listed [on the website](#).

**“Registrar”** means the Registrar of the Institute, appointed by Board resolution

**“Related Person”** means a spouse, child, parent, sibling, parent-in-law, sibling-in-law of a Governor, or being a person having some other relationship with the Governor which, in the Board’s opinion should be considered “related” for the purpose of this manual and the Bylaws

**“Student Association”** means the BCIT Student Association (SA) operating as a non-profit organization and registered charity incorporated under British Columbia’s *Societies Act* and recognized as a student society under the *College & Institute Act*. The SA’s mission is to act as an advocate and to provide services for students.

**“Vice Chair”** means the Board Vice Chair

**“Vice President”** means a Vice President of the Institute reporting to the President



## 2. INTRODUCTION

This Governance Manual (“this manual”) should be viewed as an evolving document requiring updates or refinements as governance practices and procedures are revised to meet the Institute’s requirements and generally accepted best practices of public governance. This manual has been approved by the Board of Governors and is reviewed by the Governance Committee at least annually or as required. The Board, through the Governance Committee, is responsible for reviewing the content of this manual to ensure its accuracy. Any substantive amendments to this manual require Board approval.

After consulting with the Chair, the Executive Assistant may, when required, make and publish minor or administrative amendments to this manual. Responsibility for producing and distributing Board approved amendments rests with the Executive Assistant.

This manual sets out the governance structure and principles pursuant to which the Board exercises its responsibilities and carries out its duties of stewardship and accountability to the Institute. Its purpose is to provide information and guidance to the Board of Governors in the conduct of their responsibilities. These guidelines relate to and are an extension of BCIT’s Board Bylaws and serve as supplementary orientation materials provided to Governors.

A resource supplement to this manual is the [\*Orientation for B.C. Public Post-Secondary Institution Board Members\*](#) (April 2023), and *Best Practice Guidelines for B.C.’s Public Sector Boards* (June 2024).

## 3. BCIT OVERVIEW

Since 1964, the British Columbia Institute of Technology (BCIT) has taught and trained experts, professionals, and innovators who shape our economy across BC and around the world. The Institute operates within our provincial mandate for strategic workforce development and policy directions set by the provincial government through the ministry responsible for post-secondary education and has reporting responsibilities to the provincial government and the public.

BCIT delivers flexible, relevant, and future-proof education that prepares learners to lead innovation in their workplaces and communities. As one of BC’s largest post-secondary institutes with five campuses, 300+ programs, and close to 43,000 students enrolled each year, BCIT connects education, industry, and government in building an agile workforce. The BCIT curriculum is developed through close consultation with industry and delivered by instructors who have hands-on experience in their fields.

BCIT’s programs are delivered through a variety of credential types from microcredentials, certificates, diplomas, and apprenticeships, to bachelor’s and master’s degrees y. BCIT is the largest trades training institute in Western Canada. Programs are housed in six Schools of study (listed below), and each School is led by a Dean and several Associate Deans. Within the academic portfolio, there are two additional Deans: one responsible for Applied Research and one for Academic Planning & Quality Assurance (APQA).

- School of Business + Media;
- School of Computing & Academic Studies;
- School of Construction & the Environment;
- School of Energy;
- School of Health Sciences; and
- School of Transportation.



In alignment with both the province's [Declaration on the Rights of Indigenous Peoples Act](#) and our own commitment to Reconciliation, the Institute acknowledges that our campuses are located on the unceded traditional territories of the Coast Salish Nations with our main campus in Burnaby on the lands of the xwməθkwəyəm (Musqueam), Skwxwú7mesh (Squamish), and səliłwətaʔ (Tsleil-Waututh) Nations.

BCIT Vision: Empowering people. Shaping BC. Inspiring global progress.

BCIT Mission: Partnering learners and industry for success through workforce development.

BCIT adheres to a set of core values and strives to:

- Achieve excellence in everything it does and to accomplish real and measurable results;
- Embrace innovation, ignited by imagination and creativity, to improve its approaches, opportunities, and outcomes;
- Champion diversity and inclusion: ideas, cultures, and perspectives, fostering a community permeated with equality and inclusivity;
- Pursue collaboration: believe in the power of collaboration to amplify its efforts; and
- Engage with respect: work from a position of respect for others' expertise, insight, and inherent worth, and reflect a respect for future generations in its passion for sustainability.

To support the mandate, vision, mission, and values BCIT develops a strategic plan and a set of related plans and visions.

#### 4. GOVERNANCE FRAMEWORK AND ROLE OF THE PROVINCIAL GOVERNMENT

The governing legislation for the Institute is the [College and Institute Act](#) [RSBC 1996] c. 52 (the *Act*). The *Act* is provincial legislation defining the objects (or purposes) of the Institute and its broad operational parameters, including Board structure and authority.

The objects of the Institute as specified in [the Act](#), are to act as a polytechnic institute for British Columbia by:

- providing courses of instruction in technological and vocational matters and subjects;
- providing courses of instruction at the baccalaureate and applied master's degree levels; and
- performing other functions designated by the Minister.

The Institute also falls under the jurisdiction of the provincial government through other statutes, including the [Financial Administration Act](#), the [Financial Information Act](#), [Public Sector Accounting Standards Board](#), and the [Public Sector Employers Act](#).

Ensuring that the business affairs of the Institute are conducted in the public interest is a fundamental governance objective of BCIT as set by the province. Most of the Institute's capital and operating funds are provided by the provincial government through the ministry. These funds are provided annually within an accountability framework established by the provincial government. Under this framework, the provincial government sets goals and objectives for the post-secondary sector as a whole and establishes specific performance targets for each institute.

Each year the Institute must prepare an *Institutional Accountability Plan and Report* sets out the Institute's goals, objectives, and outcomes. This report is a critical document describing how the Institute plans to





meet government priorities as set out in the Mandate Letter, including what actions are planned or to be implemented in the relation to the priorities in their respective Mandate Letter.

The Lieutenant Governor in Council appoints non-elected Governors and has the responsibility to ensure those appointed are suitable to govern the Institute. Through the governing legislation, the province has also ensured that key stakeholders, specifically students, faculty, and support staff, have representation on the Board through elected positions.

The Office of the Auditor General of BC has jurisdiction to audit the Institute. The Institute is also required by statute to have an external audit conducted annually and to make audited financial statements available to the province and the public. The Institute must meet various other financial and performance reporting requirements of the province, as set out in government policy and statute.

Overall, the province has oversight responsibility to ensure the Institute operates within an appropriate governance framework. Best practice guidelines for corporate governance and public disclosure have been developed by the province, with the expectation that all public sector corporations will work to implement them. The policies and procedures referenced in this manual are in alignment with the provincial guidelines and applicable legislation. Should discrepancies be identified, the legislation shall supersede the manual.

### **Commercial Interests in Public Policy**

The shareholders of a commercial enterprise elect a board to represent their ownership interests. Post-secondary institutes established under the *Act* have no share capital. The provincial government, as the representative of the public-at-large, acts in the capacity of the major shareholder by appointing the majority of the Governors of the Board and providing the bulk of the capital and operating funds of the Institute. The ministry is responsible for the *Act* and must ensure that the business affairs of the Institute are conducted in the public interest.

The Institute applies sound business practices to manage its operations and develop strategies. It is also committed to discharging the public policy objectives and responsibilities assigned to it by the provincial government.

### **Government's Accountability Framework**

The provincial government's [Accountability Framework for British Columbia's Public Post-Secondary Education System](#) (the Framework) is a set of planning and reporting processes for BC's public post-secondary system. Under the Framework, government sets system-level goals, objectives, and performance targets for each post-secondary institute. The Framework also establishes quarterly financial and other reporting requirements for each institute.

In addition to a ministry-wide mandate set out by the Premier to the Minister for the sector, the ministry issues a Mandate Letter to each post-secondary institute setting out performance targets. The letter serves as the basis of agreement between the province and the Institute on priorities and expectations and is utilized by the Institute in the development of its annual Institutional Accountability Plan and Report. The Board has the responsibility to ensure the mandate under the *Act* as well as the requirements of the Institute, as set out in the letter, are met. Both the letter from the Premier to the Minister and the letter from the Minister to the Institute are subject to changes, for example when a new government is elected, or a new Minister appointed.



## **Public Sector Employers' Council Secretariat**

The Institute falls under the provincial [\*Public Sector Employers' Council \(PSEC\)\*](#), which is responsible for strategic coordination of labour relations, total compensation planning, and human resource management for the broader provincial public sector. It also represents the BC government in its role as a partner for BC's jointly trusted public sector pension plans.

## **Post-Secondary Employers' Association**

The Institute is a member of the provincial [\*Post-Secondary Employers' Association \(PSEA\)\*](#). PSEA is the employer bargaining agent for all 19 public colleges, special purpose teaching universities, and institutes in BC. It assists in coordinating human resource best practices and collective bargaining objectives, compensation for employees who are not subject to collective agreements, and benefit administration among its members.

## **5. BOARD GOVERNANCE STRUCTURE**

### **Board Powers**

The Board is a governing link between the provincial government and the President. Governors are stewards of the Institute. They have the responsibility to oversee the conduct of the business, and endeavour to ensure that all major issues affecting the business and affairs of the Institute are given proper consideration. The Board's responsibility is to collectively provide their best judgment, independent of management, ensuring effective achievement and advancement of public policy objectives for the Institute set by government. In line with a bicameral governance model, the Board's focus is primarily strategic and long-term, including achieving the mandate, financial stewardship, strategic planning, prioritization of objectives, succession planning, and risk management. The Board interprets the provincial government's requirements and objectives to the President and oversees reports to the province on its stewardship of the Institute's resources.

The Board plays a critical role in ensuring the Institute in its entirety is working towards its mandate. To be successful, the Board must ensure appropriate systems of governance, leadership, and stewardship are in place. The Board of Governors must strike a balance to uphold these obligations while empowering the President to manage per their duties.

The Board delegates some of its authority to management and retains its authority in other matters. *Section 5* of the manual outlines the responsibilities of the Board.

### **Committees**

The Board has the power to appoint the Board committees (committees) it considers necessary and advisable, including joint committees with EdCo. The Board may establish sub-committees, task forces, advisory groups, or other temporary working groups to address time-limited projects.

The Board establishes Terms of Reference for each committee (see appendices) that set out the committee's mandate, composition, powers and duties, rules of procedure, and accountability. Each committee will review its own terms as required and submit changes to the Governance Committee for review and recommendation to the full Board.



Committees conduct tasks delegated by the Board. The tasks are strategic and focus on matters of policy as opposed to practice. Depending on the authority delegated to them by the Board, committees may examine issues and make recommendations to the Board, or they may act on behalf of the Board. Which role they assume, advisory or decision-maker, depends on the Board's delegation and the specific issue before them.

The Board may change a committee's Terms of Reference as it considers which of its responsibilities is best fulfilled within a committee setting.

Committees generally work closely with the President's Executive and function as a conduit for information to the Board. The Chair and President are ex officio members of all committees. They are non-voting members and are not counted in the quorum. However, if a quorum has not been constituted, the Chair may qualify for quorum and have voting privileges. The Chair may delegate their position as an ex officio member of a committee to the Vice Chair, as required.

Current committees of the Board, excluding sub-committees, are:

- Executive Committee (Appendix B): possesses and exercises powers of the Board, as needed, between Board meetings. All powers that may be exercised by the Executive Committee are subject to any restrictions, limitations, or directions imposed by the Board.
- Audit and Finance Committee (Appendix C): assists the Board in fulfilling its obligations and oversight responsibilities relating to the Institute's audit processes (internal and external), review student fees, financial planning and reporting, financing and borrowings, ensuring legal, regulatory and statutory requirements are met, internal controls are maintained, reviews and advises on risk management including fraud and cybersecurity. The Campus Planning and Development Committee is an advisory committee reporting to the Audit and Finance Committee to review and discuss capital construction projects.
- Governance Committee (Appendix F): assists the Board in reviewing its policies and practices, ensuring the continuing ability of the Board to fulfill its legislated mandate and implementing effective due diligence practices for the operations of the Institute. The Nominating Committee is a task group constituted annually to elect the Board Chair and Board Vice Chair.
- Human Resources Committee (Appendix E): reviews, reports and provides recommendations to the Board regarding human resources issues, including but not limited to: executive recruitment and succession planning, collective bargaining, the President's compensation and evaluation, employee engagement and wellness programs, being apprised of diversity and inclusion, and approving Management Terms and Conditions of Employment. The President Search Committee is a task group established to hire the Institute's President.

Committee Chairs and members of each committee are appointed annually or when required based on recommendations from the Chair. A committee member may be removed or replaced at any time by the Board and will cease to be a member upon ceasing to be a Governor. In preparing recommendations for Board approval the Chair will consult with the Governance Committee and the President, considering the preferences, skills, and experience of each Governor. The Board may change the committee structure as required.

## **Task Groups and Advisory Committees**



Committee Terms of Reference also apply to task groups established by the Board as required. Task groups and advisory committees of the Board differ from other committees in that each is established for a set period to undertake a specific task and then is dissolved. Like committees, each operates according to a set of Terms of Reference approved by the Board.

Task groups and advisory committees may include members who are not Governors of the Institute. The Chair and members of each are appointed by the Board on recommendation from the Chair. In preparing recommendations, the Chair will consult with the President and Governors, considering preferences, skills, and experience.

#### Task Groups

- Nominating Committee
- President Search Committee

#### Advisory Committees

- Campus Planning and Development Committee
- Tributes Committee

### **Board Relations with the Education Council**

Colleges and institutes governed by the *Act* are required to have an Education Council (“EdCo”) (Appendix A). Duties and responsibilities of EdCo are set out in the *Act*, and include an advisory function to the Board on various matters related to educational policy, including for example, new programs; joint responsibility with the Board for approval of transfer credit equivalence; and sole responsibility for creating policies in regard to such things as examinations and evaluation of student performance, withdrawal of students, academic standing, standards and the grading system, student awards, curriculum content, and academic appeals. The Chair of EdCo sits as an ex officio Governor.

### **Board Relations with the Research and Ethics Board**

BCIT’s Research Ethics Board (“REB”) operates under BCIT’s [Research Ethics for Human Participants – Policy #6500](#) and the [Ethical Practice of Research Involving Human Participants – Procedure #6500-PR1](#). As the establishing body, Governors should familiarize themselves with the policy and the related procedure.

All research by members of the BCIT community involving human subjects falls under the jurisdiction of the REB. Projects conducted by researchers from outside the BCIT community who access BCIT resources (equipment, facilities, personnel, or participants) are also within the jurisdiction of the REB when those projects involve human participants or human biological materials. The REB reports directly to the Board and is administratively responsible to the Provost and Vice President, Academic.

The Chair of the REB prepares an annual report to the Board summarizing the REB’s activities over the previous year, policy development activities, educational activities, and any other relevant matters.

### **Board Relations with the [BCIT Foundation](#)**

BCIT agrees to encourage and maintain the independence of the BCIT Foundation (the “Foundation”) and, at the same time, foster the cooperative relationship between BCIT and the Foundation.

The Foundation is a separately incorporated, non-profit charitable organization established under the [Societies Act](#). The duties of the Foundation Board of Directors are set out in the [Societies Act](#). The Foundation Board of Directors is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent. The Foundation is



responsible for the performance and oversight of all aspects of its operations. BCIT has a Memorandum of Understanding with the Foundation.

The Board recognizes and supports the important fundraising work done by the BCIT Foundation to fund its key strategic priorities.

The Foundation:

- provides financial support to enable students to learn at the Institute;
- provides donors with opportunities and means to meet their personal philanthropic goals for contributing to the future wellbeing of the Institute;
- fosters public knowledge and awareness of the Institute;
- receives, holds, invests, administers, and distributes bequests, donations, gifts, grants, endowments, funds, resources, and other property, both real and personal; and
- solicits, promotes and otherwise encourages bequests, donations, gifts, grants, endowments, funds, resources, and other property, both real and personal, to:
  - further the goals, objectives, and strategic interests of BCIT; and
  - stimulate and provide financial support for the development and expansion of educational programs, services, and capital projects that support the mission and goals of BCIT.

The Foundation's Board of Directors is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent. BCIT's President and the Chair serve as ex officio members (not Directors) of the Foundation.

The Foundation's administration is funded by BCIT. BCIT's Vice President, External is responsible for the employment and evaluation of the Foundation's Executive Director.

### **Board Relations with the BCIT [Alumni Association](#)**

While highly collaborative with BCIT, the BCIT Alumni Association (the Association) is self-governing and autonomous. The BCIT Board does not appoint directors to the Association. The Association President (Chair) is, per [Honorary Awards – Policy #5501](#), appointed as a member of the Tributes Committee. Refer to the Tributes Committee Terms of Reference (Appendix H).

The Association is a registered, non-profit society established under the [Societies Act](#) to foster alumni success and lifelong engagement with BCIT, the Association, and fellow alumni. It is governed by a volunteer Board of Directors and financed by Association programs, partnerships, sponsorship, and Institute support.

The Board recognizes the significant impact BCIT's alumni have on the communities served and the Board supports the Association's commitment to actively engage with its alumni.

The coordination of alumni engagement is the responsibility of the Association. The Association Executive Director's salary and administration costs are funded by the Institute and the role reports to the VP, External. The BCIT Alumni Relations office, led by the Director, Alumni Relations maintains alumni records, produces alumni events and programs, and manages communications with alumni. Alumni



activities are developed in collaboration with the Association Board, BCIT, and the BCIT Foundation to ensure alignment of strategic goals.

### **Board Relations with the [BCIT Student Association](#)**

The BCIT Student Association (“SA”) is a non-profit student service and advocacy organization with a mandate to enhance student life. The Board and the Institute President do not oversee the SA’s operations or management, and BCIT does not fund the SA’s operations and administration. The SA is governed by an elected board that hires an Executive Director to manage their association. Annual student elections are held for seats on the SA Board, held by students enrolled at the Institute. The election is administered by the Institute’s Registrar; the Registrar also administers elections and sets guidelines for two student seats on the Institute’s Board, in accordance with the *Act*.

### **Board Relations with the President’s Executive**

The Board appoints the President and delegates to the President overall responsibility for the operations of the Institute within parameters set by the Board.

This manual establishes the roles and responsibilities of the Board in relation to the President, and the President’s Executive. Governors may direct questions or concerns through the Chair to the President, or through the Vice Chair.

The President’s Executive, led by the President, is responsible for the day-to-day operations of the Institute. The President reports to and is accountable to the Board.

The functions of the President’s Executive are those delegated by the President and the Board. These include delivering the core business of the Institute (delivery of programs, courses, and services to students), providing strategic leadership, implementing actions, and measuring the Institute’s performance. The President’s Executive identifies risks and manages the financial, capital, human, technical, intellectual, and all other resources of the Institute.

Board policies and guidelines are issued to the President’s Executive for their adherence. Governors may direct questions or concerns about a President’s Executive member’s performance to the Chair, the President, or through Board and committee meetings. Governors must respect organizational structure and management expertise and treat management personnel respectfully. A Governor has no authority to direct an employee, other than the President.

### **BCIT Subsidiaries**

The Institute may create subsidiary companies and not-for-profit organizations or may partner with other organizations to accomplish specific objectives or tasks.

The Institute currently has one wholly owned independent subsidiary, [Technology Training Associates Ltd.](#) (TTA). The focus of the TTA is to promote BCIT’s international programming, training the trainer and providing expertise in education consulting.

BCIT owns an interest in the following organizations. To ensure BCIT interests are protected, members of management sit on the subsidiary boards. All high-risk impacts to BCIT stemming from the activities of the subsidiary will be brought forward to the Board for information or approval, as appropriate.



- The Great Northern Way Campus Trust is jointly owned by: BCIT, the University of British Columbia (UBC), Simon Fraser University (SFU), and Emily Carr University of Art + Design. There are two primary focuses, (1) The Centre for Digital Media and (2) revitalization of its land to bring together business, academia and the general community into an emerging district for the digital and creative sectors.
- PanGlobal is jointly owned by BCIT, the Southern Alberta Institute of Technology (SAIT), and the Northern Alberta Institute of Technology (NAIT). Its focus is designing training systems in power engineering to support standardized Canadian certification.

## External Advisors

In rare circumstances, a Governor may need the services of an advisor to assist with matters involving that individual's responsibilities as a Governor. A Governor wishing to engage an external advisor at the Institute's expense must first obtain the Chair's authorization.

In carrying out its responsibilities, in consultation with the President's Executive and where appropriate (i.e., considering the Institute's internal resources and the Board budget, and subject to procurement practices) the Board is entitled to retain external professional service firms, consultants, and advisors as needed to fulfill its mandate.

When the Board retains external advisors, the Board must ensure that relevant information, findings, or recommendations from the external advisors are reported to the President's Executive as appropriate. Typically, the Chair will provide such information to the President.

The Board may also choose to address gaps in Governor skillset, experience, and background of an immediate and critical nature through the engagement of external advisors to the Board.

## 6. BOARD TERMS OF REFERENCE

### Role

The Institute has no share capital and therefore no shareholders. [The Act](#) defines the broad parameters of Institute operations and sets out how the Governors of the Institute are appointed and the powers and duties of the board.

The Board has ultimate responsibility for the affairs of the Institute and ensuring it operates consistently with statutory requirements. In accordance with [the Act](#), the Board delegates to the President the responsibility for the day-to-day leadership and management of the Institute.

Governors have responsibility to oversee the conduct of the business and ensure all major issues affecting the Institute are given proper consideration. In performing its functions, the Board also considers the legitimate interests of other stakeholders including employees, students, and the public.

In supervising the conduct of business, the Board, through the President, sets the standards of conduct for the Institute and ensures it is operated appropriately.

### Composition and Term Lengths

The Board composition and terms of office are established in [the Act](#), and are as follows:





- eight or more persons appointed by the Lieutenant Governor in Council;
- One person is a faculty of the Institute and elected by the faculty members;
- two students elected by the students;
- one person who is a support staff member and elected by the support staff;
- the President (a non-voting member); and
- the Chair of the Education Council (a non-voting member but a voting member of the Governance Committee).

Per [the Act](#), students serve a one-year term and may be elected for further terms while remaining a student, while faculty and support staff members serve for a three-year term and may be elected for further terms.

Term lengths for appointed Governors are determined by the Lieutenant Governor in Council and are posted on the Institute's website. The Crown Agencies and Board Resourcing Office (CABRO) of the provincial government establishes the overall size of the Board. The Chair and the President, have a responsibility to provide advice to the provincial government regarding the number of appointees above the minimum number specified in statute, and criteria for the provincial government's appointments.

The Board annually reviews the strategic direction of the Institute and the skills, experience, background, and diversity of the Governors in relation to that strategic direction.

### **Key Considerations in Board Composition**

The optimal Board composition for the Institute involves consideration of the following four broad categories.

#### Personal Characteristics

All Governors should be committed to the Institute's vision, mission and values and possess the following personal characteristics:

- commitment to innovative and interdisciplinary education;
- integrity and accountability;
- the ability to express views in a collegial manner;
- informed judgment;
- the ability to provide wise, thoughtful counsel on a broad range of governance issues;
- a preference for Board and team performance;
- high performance standards;
- a history of achievements that reflects high standards for themselves and others;
- ability to commit the time required; and
- no actual, potential, or apparent conflicts of interest

#### Specific Skills and Experience

Governors, as a group, should possess a combination of skills and experience relevant to the Institute's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change occasionally in keeping with changes to the Institute's internal and external opportunities or challenges.

Relevant skills and experience identified by CABRO:

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- diversity
- accounting
- investment management
- business management
- risk management
- real estate/property management
- marketing / communications
- labour relations
- human resources
- construction
- information technology
- cybersecurity
- legal expertise
- financial expertise
- public sector or government knowledge
- previous leadership experience
- industry / sector specific
- engineering
- community & institutional awareness
- governance & board experience
- lived experience
- board specific competency

### Board Leadership

For the Board to be effective, it is important that it include some Governors who have the necessary skills, experience, and desire to fill key Board leadership positions including the Chair and committee Chairs.

### Diversity

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Governors with the goal of creating robust Board dynamics, full Board discussions, and delivering different perspectives. The Board should also reflect cultural, gender, and other forms of diversity relevant to the community served by the Institute.

### **Eligibility**

The following persons are not eligible to be or to remain Governors:

- members of the Parliament of Canada;
- members of the British Columbia Executive Council or of the Legislative Assembly;
- a member of the public service in a provincial ministry; and
- a member of the public service designated by the provincial Minister.

If a member ceases to be eligible during their term (taking a position with the Provincial government, other post-secondary institutes, become an elected official) they will be expected to resign from the Board.

*From CABRO's Board Manual* - there are ministry Boards that must have members from post-secondary Institutes and public servants, because of this, the guidelines are not firm on application; however, these guidelines do apply to all College, Institute and University Boards:

Elected Officials - unless the legislation provides otherwise, the elected officials are not normally appointed to the governing boards of public sector organizations. If a member of the Board seeks to run in a civic or provincial election, a leave of absence is recommended during the election period, however resignation is not required unless they are successful in the election.

Public Servants - typically provincial government employees are not normally appointed to the governing boards of public sector organizations. If a board member becomes a provincial government public servant during their time on the Board, they are asked to resign.



Residents of British Columbia – if a Governor moves out of the province, a request will be made for the Governor to end their term at the Board's earliest convenience. This may mean the Governor participates remotely for a few months to allow for recruitment to be completed. Members with Canadian citizenship and/or citizens with permanent resident status, and who are permanent residents of British Columbia are appointed to post-secondary institute Boards.

Employee of another BC Public Institute – as a rule, any Governor who becomes an employee of a different BC public post-secondary institute would be asked to step down to prevent any perception of a perceived conflict of interest.

## **Legal Obligations**

The Board is responsible for directing management to ensure legal and regulatory requirements are met, and documents and records are properly prepared, approved, and maintained.

The basic legal duties of Governors are imposed at common law and under the *Act*.

Governors are under a fiduciary<sup>1</sup> duty to the Institute in respect of their office to act:

- honestly and in good faith;
- in the best interest of the Institute; and
- with the care, diligence, and skill of a reasonably prudent person.

Governors have specific statutory duties and obligations under employment, environmental, taxation, and financial reporting laws. Collectively Governors have a responsibility to ensure that the decisions and actions of the Board are always taken in the best interests of the Institute.

## **Duties and Responsibilities**

The Board retains responsibility for managing its own affairs, including to:

- enact Institute bylaws (the Bylaws) for the orderly conduct of its affairs consistent with the Act, section 19(5);
- assume responsibility for the Institute's corporate governance practices and ensure they remain in scope while meeting the needs of the Institute, the provincial government, and the public while upholding best practices per *Robert's Rules of Order*;
- appoint a Chair, Vice Chair, and a President of the Institute;
- annually review, with the President, the skills and experience represented on the Board in light of the strategic direction of the Institute and recommend to the provincial government, through the Chair, criteria for making appointments to the Board;
- constitute, delegate powers, duties, responsibilities, and seek the advice of committees, subject to the Bylaws and the *Act*;
- establish, and update as required, a code of conduct for Governors, Officers, and employees, including procedures for identifying potential conflicts of interest and resolving such conflicts; direct management to ensure that BCIT always operates within the code of conduct and applicable laws, and to the highest ethical and moral standards;
- set annual Board objectives for the Board; and

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<sup>1</sup> Without being legally precise, a fiduciary duty is the duty to act honestly and in good faith, with a view to the best interests of another. Governors owe this duty to the Institute.

- implement an appropriate process for assessing the effectiveness of Board and committee governance and the contributions of all Governors.

Governors and Officers are also bound by the [Code of Conduct - Policy #1500](#).

Further responsibilities include:

- monitor compliance with the Institute's provincial mandate;
- approve and monitor compliance with the Bylaws;
- approve and monitor, through the President's Executive, compliance with all significant policies and procedures that govern the Institute's operations;
- approve and act as the guardian of the Institute's vision, mission, values, and strategic direction;
- direct management to design and implement systems to ensure the Institute operates at all times within applicable laws and regulations and to the highest ethical and moral standards; and
- approve all Institute policies and procedures.

### **Enterprise Risk Management**

The Board has the responsibility to direct and oversee the Institute's Enterprise Risk Management (ERM) program and practices and to ensure the principal risks associated with the business of the Institute are well understood and managed according to the Institute's approved level of risk tolerance. The Board relies on the Institute's President and senior leadership to develop and implement the Institute's ERM program but retains the highest approval authority. The Board is ultimately accountable for ensuring the Institute's risk capabilities and culture are adequate and effective for the achievement of institutional objectives.

The Board discharges this responsibility through the Audit and Finance Committee (AFC), working with the President and the President's Executive to establish communication and reporting protocols and obtain all information needed to effectively monitor and support the Institute's ERM program and key risk decisions. Where necessary, the AFC collaborates with other Board committees to discuss and obtain recommendations on specific risk categories and issues in their areas of expertise.

*Refer to the AFC Terms of Reference of this manual for further details on the committee's duties and responsibilities regarding risk management.*

### **Reliance on Management**

In carrying out its responsibilities, the Board relies on the President's Executive to provide accurate and complete information. The Board plays a role in the academic mandate of the Institute in the following areas:

Educational and Training Programs - the Board delegates to management the responsibilities for managing and advancing the educational and training programs and services offered at the Institute, including determining the appropriate timing for the introduction of new programs and changes of significance to existing programs (once approved by the Board).

The Board retains the responsibility to:

approve new educational and training programs offered at the Institute;  
seek policy advice on all proposed new programs, including qualifications for admission, from the Education Council (EdCo);



approve cancellations of the Institute's educational and training programs; and ensure adequate oversight of planning and evaluation of programs and operations, and that reporting on these matters meets the policy requirements of the provincial government.

Degrees and Diplomas - with recommendations from EdCo, the Board is responsible to:

- determine new diplomas or certificates to be awarded by the Institute;
- make recommendations to the provincial government pertaining to new baccalaureate and applied master's degrees to be awarded; and
- establish and award honorary degrees.

Suspension of Employees and Students - the *Act* provides the following:

- for just cause, the President may suspend instructional, administrative, or other employees of the Institute;
- for just cause, the President may suspend a student and deal summarily with matters of student discipline;
- on exercise of these powers of suspension the President must immediately report the action to the Board with a statement of reasons; and
- a person suspended has the right of appeal to the Board.

For issues relating to student suspensions and discipline, see the *Student Code of Conduct (Non-Academic)* – *Policy #5102*, the *Student Code of Academic Integrity - Policy #5104* and the procedures established under those policies. Students wishing to appeal a suspension to the Board must follow *Institutional Appeal Tribunal - Procedure #5104-PR3*.

Selection of Management - the Board has the responsibility to:

- appoint and replace the President and monitor and evaluate their performance;
- collaborate with the BC Public Sector Employers' Council (PSEC) Secretariat and the Board's Human Resources Committee to approve the President's compensation;
- provide advice and counsel to the President in the execution of their duties; and
- ensure appropriate planning for management succession and development and any unexpected incapacitation of members of the President's Executive and employees in other critical positions.

## **7. BOARD CHAIR AND VICE CHAIR**

The roles, duties and responsibilities of the Chair and Vice Chair are outlined in the Board of Governors Bylaws - Part III.

## **8. GOVERNOR CONFLICT OF INTEREST**

### **Guidelines**

The purpose of the Conflict of Interest Guidelines ("guidelines") is to provide guidance on the conduct expected of Governors and Officers of the Institute. In accordance with the *Act*, the Board has established bylaws in respect of conflicts of interest (or "conflicts"). Though the bylaws take precedence, the guidelines reflect the bylaws and provide some additional context.



The guidelines apply to all Governors and Officers of BCIT. Their provisions are in addition to any obligations imposed on a Governor or Officer by statutory or common law duties and obligations. Compliance with the guidelines does not relieve a Governor or Officer from any such legal obligations.

Governors and Officers are required to comply with all applicable statutory requirements and maintain high ethical standards. The conduct of Governors and Officers must not bring the Institute into disrepute. The Institute requires its Governors and Officers to avoid conflicting interests or loyalties or being perceived to be in such conflicts.

Agreement to always comply with the guidelines is a condition of service for Governors and Officers.

These guidelines:

- review Board duties;
- explain conflict of interest and identify potential conflicts of interest, both specific to BCIT and more generally;
- provide guidance to Governors and Officers with respect to compliance, responsibility to disclose, and ways of managing conflicts;
- outline the consequences of breaching the guidelines; and
- provide a Personal Information Form for Governors and Officers to complete and sign, disclosing their holdings and positions and confirming their agreement to comply with the guidelines.

The guidelines help Governors and Officers make the right decisions but cannot cover every aspect of ethical conduct or every situation of potential conflict a Governor or Officer faces. If a Governor or Officer is unsure of the appropriate course of action, they should consider their duty to act in the best interests of BCIT and ask the following additional questions:

- Is it legal?
- Will my action or decision meet or exceed the standard of behaviour the public reasonably expects of Governors and Officers of BCIT?
- Could this action or decision create a negative perception of BCIT, the Board, or the provincial government?
- Do I have a private interest that others may feel influences my ability to carry out my duties responsibly?
- How would this be perceived if disclosed in local media?

A Governor or Officer uncertain of their duties in any circumstance should obtain guidance and advice from the Chair.

## **Duties**

When Governors and Officers exercise or perform their duties in all aspects of the Institute's business, they must observe high ethical standards and avoid conflicts of interest. All Governors or Officers must always act in the best interests of the Institute, honestly and in good faith, and with care, prudence and diligence. Further, they must:

- keep themselves informed of the policies, business and affairs of the Institute;
- use their knowledge and expertise in dealing with the affairs of the Institute;
- maintain confidentiality regarding the affairs and dealings of the Institute; and
- act in accordance with the *Act* and with any other duties required by law.



## Conflicts of Interest

Governors and Officers must ensure they have no conflicting interests or agenda. Upon appointment or election, Governors and Officers should arrange their private affairs to prevent any conflicts. They must always seek to avoid situations appearing to interfere with their ability to decide in the best interests of the Institute.

Governors and Officers have a responsibility not to compromise the Institute's ability to accomplish its mandate. Conflicts provide grounds to challenge Board decisions and undermine confidence in the Board.

Governors and Officers should know that the Board operates in the public post-secondary environment, where officials are held to more onerous conflict of interest standards than may be typical in the private sector.

Conflicts include situations where a Governor or Officer (or related person) has a personal interest that might conflict with their duty of loyalty to the Institute or uses their position at the Institute for personal gain or benefit, whether directly or indirectly, or through a relative or associate. If a Governor or Officer owes loyalty or is under an obligation to a person or an organization that might benefit from or seek special consideration or favour, that Governor or Officer is also in conflict.

Conflicts of interest can be *actual*, *potential*, or *perceived*:

- An *actual* conflict of interest - where a Governor or Officer has opportunity to further his or her private interest in the performance of their duty.
- A *potential* conflict of interest - where private interests could influence the exercise of the Governor's or Officer's performance of their duties.
- A *perceived* conflict of interest - where a reasonably well-informed (and reasonable) person could believe that a conflict of interest exists in relation to a Governor's or Officer's private interest.

## Examples of Conflicts of Interest Relating to Governors

Conflicts of interest include, but are not limited to the following, as set out in Part IV (3) of the Bylaws. The term "related person" is defined in the Bylaws.

A conflict of interest or conflict includes any situation in which:

- a Governor or Officer or a related person has a personal interest of any nature in an existing or proposed transaction, contract, agreement, or arrangement with the Institute, by which they might benefit or be affected, directly or indirectly;
- the personal, financial, corporate or other organizational duties of a member or related person influence or might reasonably be seen to influence the member's obligations to the Board;
- discussions take place relating to negotiations, grievances, or other labour relations matters involving a related person who holds or is expected to hold a faculty or support staff position;
- a related person holds a position at any other institute or other organization where that person, institute, or organization could benefit from information disclosed in confidential Board matters; or
- the Board decides the circumstances constitute actual, potential, or perceived conflict of interest.



## **Governors to Avoid Conflicts**

- In addition to avoiding conflicts of interest relating to their (or a related person's) ties to businesses, unions, partnerships, or to others owed an obligation, Governors or Officers shall not use their position to solicit clients in any such connections.
- Governors or Officers may directly or indirectly take personal advantage of an opportunity available to the Institute only if the Institute has clearly and irrevocably decided against pursuing the opportunity and the opportunity is also available to the public.
- Governors or Officers may hold positions of leadership in non-profit or professional associations where they are viewed as spokespersons. In such situations they should take reasonable steps to ensure they are seen as speaking for that organization only and not for the Institute.
- A Governor or Officer must not engage in employment or professional activities, carry on a business, or hold an office or membership on a Board if these activities are likely to conflict with their loyalty to the Institute. If a Governor or Officer is planning to accept a new contract, employment, director position or other similar role with a firm or other entity that creates a potential conflict of interest, they should discuss the role with the Board Chair before it creates a conflict.

## **Conflicts Specific to Elected Members**

A conflict of interest will exist for Governors who are not appointed members, and Officers other than the President, when discussions or decisions:

- directly affect a specific educational program or service in which a Governor, whether a student, a member of faculty or support staff, or a related person, is or is expected to become enrolled or employed;
- relate to any labour negotiations, grievances or other labour relations matters or activities involving Internal Governors; or
- directly or indirectly affect or could affect the Institute's dealings with an organization in which the member or a related person has a financial interest or holds a position of influence;
- a conflict of interest exists when the member or related person is a shareholder, director, officer, owner, or limited or general partner of a corporation, society, limited or general partnership, association, or group, however, a member is not considered a shareholder, owner, partner, or to be financially interested by reason only of holding units in managed investment funds.
- In addition to avoiding conflicts of interest relating to their (or a related person's) ties to businesses, unions, partnerships, or to others owed an obligation, Governors or Officers shall not use their position to solicit clients in any such connections. Governors or Officers may directly or indirectly take personal advantage of an opportunity available to the Institute only if the Institute has clearly and irrevocably decided against pursuing the opportunity and the opportunity is also available to the public.

Governors or Officers must disclose their business interests to BCIT, update their personal disclosure documents, and advise the Chair if their business interests change.

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## **Protocols for Dealing with Conflicts of Interest**

Governors and Officers must understand that conflicts (particularly potential or perceived conflicts) may arise even if the Board is not receiving information, discussing, or making decisions related to the conflict. Therefore, Governors or Officers must disclose a potential conflict once aware that the Institute is involved in some way with an entity or individual with whom the Governor or Officer has a relationship.

Governors and Officers are required to disclose potential conflicts of interest at the time of appointment or election, and immediately upon a situation of actual, potential, or perceived conflict of interest.

Governors or Officers must disclose their business interests to BCIT, update their personal disclosure documents, and advise the Chair if their business interests change.

If in any meeting discussions or deliberations regarding the business of the Institute involve a Governor's or Officer's actual, potential, or perceived conflict of interest, they have an obligation to declare the conflict as soon as they become aware.

If this occurs during a meeting, the Governor or Officer must:

- declare they have a potential conflict;
- leave the meeting until the discussion or decision on the matter giving rise to the conflict is concluded; and
- not vote, lobby, or otherwise participate in the decision-making process for the matter.

The Executive Assistant will record in the meeting minutes that the Governor or Officer disclosed a conflict, when they left the meeting, and when they returned.

## **Request to Block Written Materials**

If a Governor or Officer is aware that a specific topic the Board (or Committee) will consider places them in a conflict, they should request to the Board or Committee Chair not to receive background materials on that topic. The Chair will convey this request to the Executive Assistant.

If a Governor or Officer identifies a conflict of interest in an agenda item after having received background materials on that item, they should return the materials to the Executive Assistant and notify the Chair or the Committee Chair of the conflict.

In circumstances where some materials are withheld as set out above, the Chair will inform the Governors this has occurred.

Governors and Officers must understand that conflicts (particularly potential or perceived conflicts) may arise even if the Board is not receiving information, discussing, or making decisions related to the conflict. Therefore, Governors or Officers must disclose a potential conflict once aware that the Institute is involved in some way with an entity or individual with whom the Governor or Officer has a relationship.

## **Obligation to Raise Conflict of Interest Issues**

A Governor or Officer who believes that another Governor or Officer may be in a conflict of interest regarding a matter to be considered or previously considered by the Board must identify the perceived conflict to the other Governor or Officer at the first opportunity. If the other Governor or Officer declines to

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declare the conflict, the first Governor or Officer shall immediately bring their concern to the attention of the Chair by providing a written description of the potential or actual conflict. A Governor or Officer who perceives the Chair may be in a conflict of interest should identify the potential conflict to the Vice Chair at the first opportunity.

A member uncertain as to whether they have a potential or actual conflict must make full disclosure of the nature and extent of their interest in the matter and ask the Board to decide whether a conflict exists.

Before asking the Board to decide whether a conflict exists, the Chair may investigate the alleged or potential conflict, as outlined below ("Procedures to investigate conflicts").

In either of the cases above, the Board will consider the matter and decide by a majority vote of the Governors present and entitled to vote whether, in its opinion, a conflict does exist in the matter. Governors whose actual or potential conflict is at issue must not vote.

A member who has a conflict of interest in relation to a matter to be considered by the Board, will:

- not vote on that matter but will be included in determining quorum for the meeting, whether or not the member is excluded from the meeting in respect of the matter; and
- withdraw from the meeting or meetings, whether In Camera or in an open session, for the periods of discussion of the matter and voting on any resolution relating to the matter. The Chair may request the member to remain at the meeting or meetings only to state a position and answer questions, and the member may or may not comply with the request, at their discretion.

If the Board decides that no conflict of interest exists in the matter, the Governor whose potential conflict was at issue may participate fully in the meetings in respect of that matter.

### **Actions to Address Conflicts of Interest**

There are several courses of action available to the Board to address the conflict:

- the Governor or Officer may be asked to terminate the relationship or activity that gives rise to the conflict;
- the Governor or Officer may be asked to recuse themselves from receiving materials related to the issue, participating in any discussion of the issue, and voting on the issue; and
- the Chair may ask the Governor or Officer to cease membership with one or more committees of the Board if those committees are reasonably expected to deal with issues related to the actual or potential conflict.

The Board may determine that a different course of action is required in the circumstances.

The Chair will advise the Governor or Officer and the Board at the next regular meeting of the Board of any course of action recommended by the Chair or the Board.

The Executive Assistant will record the decision and any restrictions on the Governor's or Officer's participation in the Board minutes. If the resolution is that they will not participate in any review of materials or Board activities related to the conflict at issue, the Executive Assistant will ensure no related materials are shared with the Governor or Officer.



If the conflict of interest is removed or resolved to the satisfaction of the Chair, then no further action is required, and the Governor or Officer may participate fully in Board and committee meetings.

### **Conflict Discovered After a Decision has been made**

Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board through the Chair and recorded at the first opportunity. If the Board determines that the Governor or Officer was in a conflict of interest, it must determine an appropriate resolution, which may include reconsidering the matter if the person in a conflict of interest influenced the decision.

### **Conflict Identified by a Student or Employee**

Any student or employee of the Institute may bring a concern that a Governor or Officer may be in a conflict of interest to the attention of the Chair by providing a written description of the potential conflict along with any related documents. The Chair will determine if a conflict exists or refer the matter to the Board.

If a student or employee has a concern that the Chair has a conflict, then the matter shall be referred to the Vice Chair, who will determine if a conflict exists or refer the matter to the Board, acting for that purpose as the Chair.

### **Procedures to Investigate Conflict of Interest**

Governors and Officers must make their disclosure to the Chair or to the Vice Chair. All disclosures made by Officers will also be communicated to the President.

In the case of a voluntary disclosure, the Chair will meet with the Governor in confidence to discuss removal or resolution of the conflict of interest.

If the Chair receives a written description of a potential conflict from a Governor or Officer other than the Governor or Officer allegedly in conflict, then they will give a copy of that description, and any other documents received to the Governor or Officer alleged to be in a conflict. The Chair will allow the Governor or Officer to provide a written response along with any documents related to the matter, in confidence.

Whether or not the disclosure is voluntary, the Chair may request any information from the Governor or Officer allegedly in conflict they consider necessary to decide whether a conflict exists, and the Governor or Officer may provide that information to the Chair in confidence.

To assist the Chair in considering the conflict issue, the Governor or Officer should disclose in writing any financial interests, positions or relationships that may conflict with the Governor's or Officer's loyalty to the Institute. The disclosure should list organizations likely to do business with the Institute or be affected by its decisions in which the Governor, Officer, or a related person, is involved.

The Chair may consult counsel for assistance as to the application of any of the conflict of interest provisions of the Bylaws or the guidelines. After obtaining all the information and advice the Chair may require, they may form an opinion as to whether a conflict of interest exists.

For conflicts involving the Chair, the Vice Chair will follow the same procedures.

After investigating alleged or potential conflicts, the Chair may determine:



**No conflict:** if the Chair (or Vice Chair) believes there is no conflict of interest, they will so advise the Board, and the Governor or Officer, and the Board will decide the matter.

**Potential conflict:** if the Chair (or Vice Chair) determines that a conflict exists or may exist, they will bring the matter to the Board to be addressed.

### **Consequences of Breach**

If the conflict of interest is not removed or resolved to the satisfaction of the Chair, then a note related to the nature of the conflict will be made in the minutes of the Board at the next Regular meeting of the Board, and the Chair, with the input of the Board, will determine the next course of action.

A Governor's failure to comply with recommended mitigation or resolution measures, the Bylaws, or the guidelines, will result in action by the Board, which may include:

- censure;
- requesting that the Governor or Officer resign from the Board;
- recommending that an appointed Governor's or Officer's appointment be rescinded; or
- other actions determined appropriate by the Board.

The Board may ask a Governor with *ongoing or repeated* conflicts of interest to resign from the Board, or recommend their appointment be rescinded.

### **Post Service Restrictions**

When Governors or Officers leave their position or appointment with the Institute they must refrain from taking improper advantage of their previous office. Governors and Officers must not allow prospects of outside employment to create a real or potential conflict of interest during their appointment with the Institute.

### **Annual Declaration**

Governors are required to annually complete, sign and submit to the Executive Assistant, the *Conflict of Interest Declaration* form (Appendix L – Conflict of Interest Declaration)

Disclosure forms are retained in the board office and recorded in meeting minutes if required.

## **9. GOVERNOR INDEMNITY, LIABILITY AND INSURANCE COVERAGE**

### **Indemnity**

The Institute provides an indemnity for each Governor or Officer of the Institute effective from the date of appointment until their term ends.

### **Exclusion of Liability**

Under the *Act*, Governors are protected against actions for damages in respect of any act or omission in the course of their intended duties, unless their acts or omissions are done in bad faith.



## Liability and Insurance Coverage

Coverage applies to any alleged act, error, omission, misstatement, misleading statement, negligence, or breach of duty committed by a Governor or Officer of a covered entity.

Governors are covered under BCIT's insurance policies and are indemnified by BCIT.

## 10. GOVERNOR ORIENTATION & DEVELOPMENT

The Chair with the assistance of the President ensures there is an orientation program for new Governors and an ongoing development program for existing Governors. The orientation program focuses on increasing a Governor's familiarity with the Institute and equipping Governors with sufficient information and resources to execute their duties and responsibilities.

The orientation program will inform and educate Governors about the Institute's governance, services, operations, current issues and strategies, public policy objectives, and the responsibilities assigned by the provincial government. It will include an introduction to our institute-wide strategies, action plans, frameworks, BCIT's [IDEAS Lens](#) (Indigenous, Inclusion, Diversity, Equity, Accessibility, Sustainability, and Student Wellbeing). Governors should be made aware of other types of relevant legislation that BCIT is subject to, such as the *Accessible British Columbia Act*, and the *BC Declaration on the Rights of Indigenous People Act* (DRIPA).

New Governors will participate in an orientation meeting before that Governor's first Board meeting. The meeting will address governance policies and practices, and the strategic and business planning processes. It will include briefings on historical, financial, and business information, and key strategic issues.

The goals of the orientation are to:

- ensure each new Governor fully understands the formal governance structure, the role of the Board, Board committees, and the expectations for individual performance as set out in the *Governor Terms of Reference*;
- assist in building an understanding of BCIT's operations and working environment;
- build links with the individuals who comprise BCIT, including:
  - opportunities to meet and get to know fellow Governors; and
  - in consultation with the President, meet with senior management when necessary
- build an understanding of BCIT's main relationships, including those with local First Nations and Indigenous communities, government, faculty, staff, students, alumni, unions, and industry partners.

The orientation will include a comprehensive set of briefing materials including:

- Oath of Office and Code of Conduct Declaration (Part III(1) of the Bylaws, Appendix M of the manual);
- the [College and Institute Act](#);
- the Bylaws;
- this manual;
- Institute-wide documents (e.g. *Institute Accountability Plan and Report*, *Indigenous Vision*, *Education Plan*, *Sustainability Vision*, *People Vision*, *Anti-Racism Framework*, *Accessibility Plan*, etc.)



- a schedule of dates for upcoming Board meetings;
- biographical and contact information for all Governors and the President's Executive;
- user instructions for Aprio (the Board portal holding all board related information); and
- policies, including: [Travel and Professional Development Expense Reimbursement - Policy #2005](#); [Travel and Professional Development Expense Claim - Procedures #2005-PR1](#); [Information Security - Policy #3502](#); and [a list of all other BCIT policies](#)

## **Board Retreats**

Governors may be given information sessions on topics of importance to the Institute. These sessions may be scheduled as part of or separately from regular Board and committee meetings. During the annual assessment of the Board, the Chair may identify areas in which the Board may benefit from additional information and education.

## **11. BOARD AND GOVERNOR EVALUATION**

The Governance Committee and the Chair are responsible for leading an annual assessment of the performance of the Board, its committees, and individual Governors. The overall objective of the evaluation is continuous improvement in the Board's execution of its responsibilities.

### **Process**

The process may vary and include any of the following:

- Chair evaluation;
- Governor self-evaluation;
- Board evaluation;
- committee evaluation; and
- an exit interview with the Board Chair for departing Governors.

Typically, the evaluation will include an assessment of the performance of the Board, the Chair, and each committee against their respective Terms of Reference. For individual Governors, the evaluation should involve the assessment, through self or peer review, of their performance against the Governor Terms of Reference as well as the competencies and skills each Governor is expected to bring to the Board.

The Board may include specific topic areas in addition to an evaluation against Terms of Reference, as well as:

- input from the President's Executive regarding their interaction with the Board, the Chair, and committees; and
- an assessment against objectives the Board has set for itself.

The Governance committee will oversee implementation of the evaluation process approved by the Board. This may involve:

- engaging, setting the terms for, and liaising with, an external consultant retained in the evaluation process;
- communicating the method and timeline for the evaluation to all Governors and applicable members of management; and
- compiling results.



The Executive Assistant, in consultation with the Governance Committee Chair, will oversee the logistical matters of the evaluation process.

The Governance Committee will review the evaluation results and develop recommendations based on those results in a timely manner at the next Board meeting following the committee's review, or as soon thereafter as is practical:

- with the assistance of the Executive Assistant, the committee will provide a written summary of results to the Board and recommendations;
- the Board will discuss the results and recommendations and determine what, if any, actions will be taken; and
- led by the Chair, the Board will set objectives for itself for the upcoming year.

Governors may communicate to the Governance committee comments or suggestions regarding the structure or content for subsequent Board evaluations for the Chair, committees, and individual Governors.

## 12. BOARD SUCCESSION PLANNING

Board succession planning has as its objective the long-term maintenance of an effective Board. It is a continuous process focused on ensuring that Governors collectively and individually have the skills, experience, lived experiences, and backgrounds to lead a public sector organization to the realization of its mandate, strategic goals, and objectives.

Succession planning for the Board occurs within statutory constraints. While the Board does not directly shape the composition or Board membership, it does have the ability and responsibility to make recommendations through the Chair and consultation with the President, to CABRO regarding appointed members. Rules and procedures for the election of the student representative, support staff representative and the faculty representative are set by the Registrar's Office. The Student Association President election is governed by the Student Association. The election of the EdCo Chair is governed by EdCo.

- The registrar must conduct the elections described in section 9 of the [Act](#);
- The registrar must establish, after consultation with the Board Chair and the chief officers of the representative groups, rules that are necessary and consistent with the [Act](#) for the conduct of the elections described in section [9 \(1\)](#), including an appeal process for the conduct of elections; and
- Rules under this section for an election under section [9 \(1\) \(c\)](#) must provide for representation of program areas at the institute as determined by the registrar.

### Process

The Board maintains an analytical framework for assessing desired competencies, expertise, skills, background, and personal qualities that are sought in potential candidates for appointment or election to the Board. This framework is shared with bodies that appoint or elect Governors.

The foundation of the Board's succession planning process is an annual assessment of the collective and individual capabilities of Governors against the skills, experience, and background to ensure the continued good governance of the Institute.



### Identifying Required Skills and Experience

In consultation with the Chair, the Governance Committee leads a process to identify specific skills and experience desired in new Governors to fill upcoming vacancies.

To identify the desired skills and experience, the Chair and the Governance Committee develops and analyzes the Competency Matrix (Appendix M) for a Governing Board to determine:

- the optimal attributes desired for the Board as a whole;
- the skills, background, and experience of continuing Appointed Members; and
- the “priority needs” (i.e., those attributes that should be added or strengthened on the Board) to be filled in the appointment of new Governors.

Appendix M sets out a form of Competency Matrix for a Governing Board to be used as a guide by the Governance Committee in reviewing the needs of the Board and the priority needs in new Board appointments (*Section 6 of this manual - Board Terms of Reference*).

In completing the Competency Matrix for a governing Board, the Board:

- reviews and revises the list of desired skills and experience along the horizontal axis as required;
- marks the key skills and experience of each continuing Governor; and
- circulates the completed Competency Matrix for Governing Board to Governors for their review and approval.

### Process Considerations – Appointed Governors

Once the needs of the Board are determined as set out above, the Governance Committee, together with the Chair and after consultation with the President, identifies individuals qualified to stand for re-appointment and/or searches proactively to identify individuals to become new Governors of the Board, consistent with any knowledge, experience and skills approved by the Board. All Governors are encouraged to identify for the Governance Committee’s consideration individuals who meet the desired skills and experience.

The Chair and the President (with support from the Executive Assistant) both play a lead role in liaising with CABRO with respect to appointed Governors. Throughout the recruitment and appointment process, the Chair consults with CABRO on the knowledge, experience, and skills required on the Board, potential appointed Governor candidates, and feedback on the performance of incumbent Governors.

In relation to any current appointed Governor that is eligible for re-appointment, the Chair provides CABRO with an assessment of the Board Governor’s performance during the preceding term, based on the Board Chair’s personal assessment and any feedback provided through a Governor evaluation process (if applicable).

At least six months before the expiry of a Governor’s term, the Board, through the Chair, and after consultation with the Governance Committee, using CABRO’s processes:

- provides notice to CABRO that the Governor’s term is about to expire;
- provides a verbal or written request for a new appointment to fill such vacancy; and
- provides the names and biographical information of any individuals recommended by the Board to fill the vacancy.



## Process Considerations – Elected Members

Prior to an election being held, the Executive Assistant ensures that each constituency is provided with the Bylaws and Governance Manual on the election sites.

### **13. PRESIDENT**

The position description describes the roles and responsibilities of the President of BCIT. It should be read in conjunction with the President's employment agreement.

#### **Appointment**

The *Act* gives the Board the power to appoint the President as the Chief Executive Officer of BCIT.

#### **Role**

As the Senior Officer of the Institute, the President provides executive leadership as a whole and shares strategic leadership responsibility with the Board. The President is the individual to whom all employees of the Institute are ultimately responsible.

The President is integral to Board meetings, deliberations, and decisions. The *Act* appoints the President to the Board as an ex officio, non-voting member of the Board and its committees.

The President is also a non-voting member of EdCo with responsibility for appointing educational administrators to EdCo and providing advice to the Registrar with respect to the rules for elections.

The Board may approve persons to assume the functions of the President on a temporary basis where the President is unable to act by reason of absence, illness, or otherwise. Such persons shall be designated as acting and, when so acting, have all the powers and duties of a President under the *Act* and the Bylaws.

#### **Accountability**

Duties and responsibilities are referenced in the *Bylaws*.

### **14. PRESIDENT SELECTION**

The Board has the responsibility to select and appoint the President, as approved by the Board and provincial government.

To coordinate the identification of appropriate candidates for the position, the Board will establish a President Search Committee (the committee), a Task Group of the Board.

The Board, on recommendation from the Chair, will appoint the committee and the Chair shall serve as the committee Chair. In its establishment of the committee, the Board must comply with the Collective Agreement between BCIT and the BCIT Faculty and Staff Association (the FSA) which articulates the rights of the FSA during a President search.





The membership, timelines, roles, and responsibilities with respect to the selection process are set out in the President Search Committee Terms of Reference (Appendix I), approved by the Board upon the initiation of a search process.

## Process

The selection process comprises the following steps:

1. The Board engages an executive search firm in consultation with the Vice President, People, Culture, and Inclusion and the BCIT Procurement office.
2. The Chair and Vice President, People, Culture, and Inclusion consult with the Public Sector Employers' Council (PSEC) to determine the compensation range for the President position.
3. All members of the committee, Board, and the President's Executive reporting to the incumbent President, are interviewed by the executive search firm to ascertain their views on the key attributes, skills, and experience required for the President. The appointed executive search firm incorporates this feedback into the development of an executive profile for the President. The executive profile is reviewed by the Human Resources Committee and requires approval by the Board before it is posted publicly.
4. The committee then reviews a "candidate long list" – a preliminary group of individuals identified by the executive search firm who meet the qualifications for and have expressed interest in the President position. At a subsequent committee meeting, a "candidate short list" is reviewed in more detail in terms of each candidate's attributes, leadership style, skills, and experience. From this list, candidates are selected for the committee's interview process.
5. The committee, as advised by the executive search firm, determines the number of candidates to interview.
6. Following first interviews, the committee will short list (referenced in #4) candidates. A verification of qualifications, references, criminal, and credit checks on the candidates will be conducted by the executive search firm and reported to the committee. Each candidate whose background checks the committee deems satisfactory will then be invited to participate in second interviews.
7. Second interviews will involve separate interviews with the committee, the Board and the President's Executive. The committee will obtain feedback on the candidates from each of the above groups and then recommend the preferred candidate to the Board.
8. With the assistance of the executive search firm, the Chair in consultation with the Vice President, People, Culture, and Inclusion, and PSEC will determine the terms of the employment contract. PSEC is required to review and approve the new President's contract before it is executed.
9. Following successful completion of its responsibilities, the committee will be dissolved.
10. Within 15 days of execution, a copy of the employment contract for the new President must be filed with PSEC, as required by the [Public Sector Employers Act](#).

*This section of this manual should be read in conjunction with the [President Search Committee Terms of Reference \(Appendix I\)](#).*



## **15. PRESIDENT EVALUATION**

The Chair will initiate an annual performance review of the President, with the assistance of the Human Resources Committee.

The committee will conduct an annual performance evaluation of the President, measured against objectives and other relevant criteria established in the previous year by the Board and the President. The evaluation by the committee will also be used by the Chair and the Vice President, People, Culture, and Inclusion, to consult with PSEC concerning any permissible annual merit increases.

The committee will review the evaluation process annually and will recommend to the Board any proposed changes to the process to be undertaken in the subsequent year.

### **Performance Benchmarks**

The following performance benchmarks will be used to assess the President's performance annually in June of each year:

- The President's written goals, approved by the Board for the year under review.
- The Executive Committee should work with the President to confirm these goals early in the fiscal year (May), with input from the Human Resources Committee and the Audit and Finance Committee. The written goals are to be reviewed by the Executive Committee and then recommended by the Executive Committee to the Board for approval at its June meeting.
- Financial performance of the Institute for the fiscal year under review.
- Progress against the goals set out in the BCIT Strategic Plan and the Institutional Accountability Plan.

### **President's Self-assessment & Goal Setting**

Every May, the President provides the Human Resources Committee with a self-assessment providing:

- a self-evaluation of their performance against their goals for the year; and
- proposed goals and priorities for the coming year (as noted above).

The President reviews a self-assessment with the Human Resources Committee Chair and the Chair, before finalizing it.

### **Governor Involvement**

The Human Resources Committee Chair reviews the self-assessment with the members of the Human Resources Committee and obtains additional feedback.

The Human Resources Committee Chair then obtains input from other Governors, and other relevant parties (Government, Executive), if deemed appropriate.

The Chair reviews a draft final evaluation with the full Board prior to meeting with the President.

The Chair meets with the President and provides a final written evaluation.



## President's Feedback

### Process

The President's performance is evaluated annually on:

- execution of their responsibilities as Chief Executive Officer; and
- achievement of the annual performance goals as set out in the President's annual goals and objectives.

The President evaluation process involves the following steps:

Activity	Whom	When
President develops a set of goals and objectives for the coming year which are reviewed by the Executive Committee, and approved by the Board	<ul style="list-style-type: none"><li>• President</li><li>• Executive Committee</li><li>• Board</li></ul>	May/June
President provides a self-assessment of their performance for the previous year and discusses it with the Human Resources Committee Chair and Chair	<ul style="list-style-type: none"><li>• President</li><li>• Human Resources Committee Chair</li><li>• Chair</li></ul>	May
Human Resources Committee Chair seeks input on the President's performance from Committee members, members of the Board and other relevant parties	<ul style="list-style-type: none"><li>• Human Resources Committee Chair</li><li>• Chair</li></ul>	April/May
Chair and Human Resources Committee Chair complete the final evaluation of the President's performance	<ul style="list-style-type: none"><li>• Human Resources Committee Chair</li><li>• Chair</li></ul>	May/June
Chair discusses draft final evaluation with the Board	<ul style="list-style-type: none"><li>• Chair</li><li>• Board</li></ul>	June
The Chair and Human Resources Committee Chair meet with President to present final evaluation	<ul style="list-style-type: none"><li>• Chair</li><li>• Human Resources Committee Chair</li><li>• President</li></ul>	June/July
The President may respond to the Board	<ul style="list-style-type: none"><li>• President</li></ul>	As required

## **16. EXECUTIVE ASSISTANT, GOVERNANCE**

The Executive Assistant, Governance (“Executive Assistant”), is accountable to the President and the Chair. This position provides a senior level of administrative support to the Board of Governors and works to ensure the Institute’s governance function is executed effectively and efficiently.

### **Role**

The Executive Assistant supports the Board by coordinating and facilitating the activities of the Board and Board committees to ensure the effective and efficient operation of BCIT’s bicameral governance framework. The Executive Assistant acts as a liaison between the Board, the Education Council, and the President’s Executive.

The Executive Assistant is responsible for the organization and administration for all Board related matters and the organization and maintenance of governance records, including governance compliance matters. They work with the President’s Executive on agendas and work planning for the Board to ensure the timely submission of reports to the Board of Governors.

### **Other Duties**

- recommending an annual schedule of Board meetings;
- developing the annual Board budget for approval by the Board, and monitoring expenditures; and
- ensuring appropriate minutes for the Board and Board committees are recorded.

### **Conflict**

If there is a conflict of interest (actual, potential, or apparent) between the Executive Assistant’s administrative or managerial responsibilities within BCIT and their responsibilities to the Board, it is the Executive Assistant’s responsibility to bring it to the Board’s attention through the Chair. The Chair determines whether a Conflict of Interest exists.

## **17. BOARD MEETING GUIDELINES**

*Referenced in the Bylaws, Part III (s.3)*

### **Regular Board and Committee Meetings**

The Board schedules six regular open and closed Board meetings per year and at least one strategic planning/information retreat. Board meetings are held at one of the campuses and attendees are given the option to join virtually. The open portion of the meeting is open to any member of the public.

Committees schedule six regular meetings per year prior to Board meetings and may add or cancel meetings as required. Committee meetings are closed to the public.

Where an observing Governor wishes to attend a committee meeting, they must seek the permission of the committee Chair. If permission is granted, they may not vote and are not considered for quorum. Observing Governors are not permitted to attend meetings when prohibited by committee Terms of Reference (such as the Human Resources Committee) or where the Governor discloses a conflict of interest.



An observing Governor wishing to make an addition to a meeting agenda must advise the committee Chair 14 business days prior to the meeting. Observing Governors attending committee meetings may not attend an In Camera portion of the meeting unless expressly invited by the committee Chair.

Each committee Chair will provide a verbal or written report on every major matter considered at the committee meeting to the Board at the Board's next regularly scheduled meeting. Each committee will make periodic recommendations to the Board about the matters it advises upon. The Board will take into consideration, but not be bound by, committee recommendations.

At the discretion of the Chair, some or all of a closed Board meeting may (or may not) include:

- Governors who are members elected by faculty, staff, or students at the Institute or are non-voting members;
- the President's Executive or other employees of the Institute, including the President; and
- other invited guests at the Chair's discretion.

Unless otherwise determined by the Board, the following will be considered in closed meetings:

- all matters relating to salaries, conditions of employment, and collective bargaining;
- staff changes and any matters relating to individual employees;
- any discipline relating to individual students;
- the Institute budget and preliminary estimates;
- matters where Board liability may arise, and legal opinions may be required respecting the liability or interest of the Board;
- matters relating to the acquisition, disposition, or security of real property;
- matters of a contractual nature where it is in the Institute's interest to maintain confidentiality;
- official tributes;
- discussions regarding the President's annual performance review or evaluation;
- discussions regarding conflicts of interest, the application of the *Code of Conduct – Policy #1500*; or both; and
- other matters referred to closed meetings by the Board or the Chair.

Members of management, employees, or others may attend the Board meetings to provide information and opinions to assist the Governors in their deliberations. The Board, through the Board Chair and through the President, will determine attendees at the closed meetings.

There will be an opportunity for Governors to meet In Camera without management in attendance at all Board and committee meetings. At the discretion of the Chair (or committee Chair in the case of committee meetings), the President, the EdCo Chair, and the Executive Assistant may (or may not) be included in some or all of the In Camera portion of the closed meetings.

Governors should feel free to raise issues during the In Camera portion of the closed meeting. If issues for In Camera discussions are lengthy or require background information, Governors should advise the Chair in advance. Issues arising during a Board meeting that may be viewed as a criticism of an action or inaction by a member of management, should be held and brought forward at the In Camera portion of the closed meeting.

## **Procedures**

Board meetings will be conducted using the latest edition of *Robert's Rules of Order* as a guide



## Participation

Each Governor has the responsibility to:

- participate actively in Board and committee meetings;
- through the Chair, ask relevant, probing questions of management, auditors, other Governors, and external advisors in an appropriate time and manner without meeting disruption;
- focus contributions and inquiries on issues related to strategy, policy, implementation, and results rather than issues relating to the day-to-day management of the Institute;
- advise the Chair or President in advance of introducing significant and previously unknown information at a meeting; and
- speak and act independently and, per the *Act*, in the best interests of the Institute.

## Quorum and Voting

The following describes general procedures regarding the conduct of Board meetings:

- questions arising at any Board meeting shall be decided by a majority of the votes of the Governors present and voting;
- where a majority of votes has not been reached at a committee meeting, the matter will be referred to the Board for decision;
- a resolution in writing, signed by all the Governors entitled to vote and placed with the minutes of the Board, shall be as valid as had it been passed at a regular meeting of the Board;
- if the committee Chair is not present at a committee meeting, the committee Chair shall be chosen by the committee from among the members present at the meeting; and
- in order to constitute quorum at committee meetings, the Chair may represent, at their request, absent committee members and may vote on motions in that capacity.

## Meeting Preparation

Each Governor has the responsibility to:

- prepare for each Board and committee meeting by reviewing materials thoroughly;
- maintain an excellent Board and committee meeting attendance record; and
- become familiar with deliberations and decisions as soon as possible after any missed meetings.

## Agenda and Supporting Material

The Executive Assistant in consultation with the Chair, Committee Chairs, President, and the President's Executive will develop the agendas for the open and closed Board and committee meetings. All Governors are given an opportunity to make suggestions to change an agenda before it is approved during the respective meeting or after the material has been distributed two weeks prior to the meeting.

Under normal circumstances, the agendas and supporting materials for all meetings will be distributed to Governors not less than seven calendar days before a meeting. Material distributed to the Governors in advance of Board and committee meetings should be concise yet complete and focused on critical issues to be considered and the decisions sought from the Board. All materials submitted to the Board or by a committee become part of the Board record and will be deposited with the Executive Assistant for maintenance, safekeeping, and access.



Except for the Office of the Auditor General of BC in relation to the Audit and Finance Committee, as a cybersecurity strategy per Information Security - Policy #3502 the agenda and supporting materials for all meetings and meeting invitations will not be distributed to non-BCIT email addresses. User access is limited to Governors and appropriate staff members only, by their BCIT email addresses.

**Public (Open) Meetings:** The agenda (posted on the Institute's website) and supporting materials (by request to the Board office), are available to the public at least three days before a meeting. Coincident with the distribution to Governors, the Executive Assistant will provide all meeting information to the President's Executive and will post the material on the Institute's intranet for employee access.

Employees, students, and members of the public may make presentations to the Board by written request to the Chair and President at least 14 business days before a meeting. Requests to be added to an agenda for an open meeting must be approved by the Board Chair in consultation with the President.

**Closed Meetings:** The agenda and supporting materials are confidential and have distribution limited to Governors, President's Executive, and Executive Assistant.

### **Special Board Meetings**

Special (extraordinary) Board meetings may be held at any time at the call of the Chair or their designate. Special meetings may be held either virtually or in person and only that business for which the special meeting has been called will be discussed, unless otherwise approved by the Chair or their designate before the meeting.

The Chair or their designate must call a special Board meeting on the request of three or more Governors, in which case the required notice of meeting will be given by the Chair or their designate. If the Chair or their designate fails to call a special meeting within 48 hours of the request, any three or more Governors may convene a special Board meeting.

### **Board Deliberations and Confidentiality**

Deliberations in a closed or In Camera Board meeting must remain in confidence and must not be discussed externally. Governors will respect the provision that the official record of the Board's deliberations is provided through the approved minutes of the Board meeting. The views or opinions of individual Governors or others in attendance at the meeting will be treated with an appropriate level of respect and confidence.

### **Consent Resolution**

A resolution consented to in writing by all the Governors, including by email or other electronic transmission, will be as valid as had it been passed at a meeting of the Governors.

### **Minutes**

Draft minutes of the Board and committee meetings will be provided to the President's Executive (where relevant), the Chair or Vice Chair, and committee Chair and brought forward for approval at the next regularly scheduled Board or committee meeting.

The approved minutes serve as the official record of the Board and committee meetings. The approved minutes of a closed Board meeting and committee meeting will have limited distribution and may be



provided upon request with approval from the Chair and the President, having appropriate regard to the context of any decision taken in the closed meeting.

The Executive Assistant will provide a copy of the approved minutes of the open and closed Board meetings and of the Audit and Finance Committee meetings to the provincial Office of the Auditor General of BC. The approved open Board meeting minutes are posted on the Institute's website.

The Executive Assistant may make minor administrative corrections to approved Board or committee minutes, provided the corrections are approved by the Chair or respective committee Chair. All other amendments must be approved by the Board.

## **18. STRATEGIC PLANNING AND GOVERNANCE FRAMEWORK FOR BOARD MEMBERS**

As Governors, your role in BCIT's strategic planning process is essential to the effective governance and long-term success of the Institute. The Board provides critical oversight and approval, ensuring that our strategic direction aligns with BCIT's mandate and addresses key priorities for our students, strategic workforce development, and the broader BCIT community.

### **Board's Role in Strategic Planning**

The strategic plan serves as a cornerstone for BCIT's operations and resource allocation. Developed by the President and the Executive team, with consultation from the broader BCIT community, the plan is approved by the Board. It is designed to be responsive to evolving challenges and opportunities, and its goals are reflected in our annual operating and capital budgets. The Board regularly reviews updates and progress reports to ensure BCIT remains on track.

#### **The Board's Key Responsibilities Include:**

**Approving the Strategic Framework:** The Board, in partnership with the President and the Executive team, approves BCIT's strategic plan, which outlines our mission, vision, values, and priorities.

**Overseeing Strategic Priorities:** The Board plays an active role in aligning BCIT's strategic objectives with the provincial mandate and in monitoring progress through performance targets.

**Ensuring Accountability:** The President provides regular updates, highlighting achievements and addressing any areas where targets are unmet. The Board monitors the implementation of the strategic plan.

### **Strategic Framework Components**

The strategic framework, reviewed regularly by the Board, encompasses several core components:

#### **Strategic Plan**

- defines BCIT's long-term direction

#### **Campus Development Plan**

- presents a phased approach for capital projects and resource allocation

#### **Institutional Accountability Plan**

- details annual priorities and performance measures, aligning with ministry mandates





**Institutional Accountability Report**

- reflects BCIT’s achievements and provides a comparison of planned and actual results from the previous fiscal year

**Annual Operating and Capital Budgets**

- allocate resources aligned with the strategic priorities and ministry funding guidelines

**Oversight of the Institutional Accountability Plan and Report**

The Accountability Plan and Report is an annual Board approved document that provides transparency on BCIT’s strategic outcomes. It demonstrates BCIT’s alignment with ministry priorities, highlighting performance against targets. Governors approve this public document which is then submitted to the provincial government and shared on BCIT’s website.

**Roles and Responsibilities**

Governors provide input, question assumptions, validate strategic directions, and endorse the plans developed by the President and the Executive team. The Board also monitors implementation, to ensure BCIT maintains focus on its established objectives. The President and the Executive team will communicate regular progress updates to the BCIT community and ensures alignment with the strategic direction.

**Planning and Reporting Schedule**

**Key dates in the planning and reporting cycle include:**

Strategic Plan.....	quarterly updates
Campus Development Plan Approval .....	fiscal Q3
Institutional Accountability Plan and Report Approval.....	fiscal Q4
Annual Budgets Approval.....	fiscal Q4
Report Submission and Release .....	next fiscal Q1 and Q2

**Supporting Visions, Strategies, and Internal Plans**

To support BCIT’s mission and objectives, the Board reviews complementary documents, including:

- Indigenous Vision
- Sustainability Vision
- People Vision
- Education Plan
- Accessibility and Anti-Racism Frameworks
- Internationalization Plan
- Applied Research Plan

These foundational elements ensure BCIT’s responsiveness to evolving needs and contribute to a cohesive institutional strategy.



## 19. APPENDICES

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### Appendix A - Education Council Mandate

Reference:

Governance Manual

Approval Request Date:

June 2025

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EdCo has a close relationship with the Board and acts in an advisory capacity. The *Act* requires that EdCo provide advice to the Board on certain matters concerning educational policy and programming of the Institute. An example of this is recommendations for new certificate, diploma, and degree programs. In addition to the educational matters prescribed under the *Act*, the Board may direct EdCo to provide advice on any other matter of educational policy it chooses.

The full list of matters which EdCo is to provide advice to the Board is listed in [the Act](#). With respect to educational policy, EdCo must advise the Board and the Board must seek advice from EdCo on the following matters:

- the mission statement and the educational goals, objectives, strategies and priorities of the Institute;
- proposals about implementation of courses or programs leading to certificates, diplomas or degrees, including the length of or hours for courses or programs;
- reports after implementation by the Institute without prior review by EdCo of:
  - new non-credit programs, or;
  - programs offered under service contract;
- priorities for implementation of new programs and courses leading to certificates, diplomas, or degrees;
- cancellation of programs or courses offered by the Institute or changes in the length of or hours for courses or programs offered by the Institute;
- evaluation of programs and educational services;
- policies concerning library and resource centres;
- setting of the academic schedule;
- policies on faculty member qualifications;
- adjudication procedure for appealable matters of student discipline;
- terms for affiliation with other post-secondary bodies;
- consultation with community and program advisory groups concerning the Institute's educational programs;
- qualifications for admission policies;
- criteria for awarding certificates, diplomas, and degrees; and
- other matters specified by the Board.

The *Act* requires that the Board provide EdCo with a minimum of 10 working days to consider and provide advice on any of these matters. However, in extraordinary circumstances the Board may address a matter of educational policy within a shorter timeframe, provided the Board advises EdCo of the matter, the reason notice could not be given, and the decision taken on the matter.

As an ex officio Governor, the EdCo Chair is responsible for presenting EdCo's recommendations to the Board. The EdCo Chair also provides regular written reports updating the Board on EdCo activities.



## Powers of Education Council

EdCo has sole responsibility for creating education policy with respect to certain matters as specified in [the Act](#). Specifically, they must:

- set policies concerning examinations and evaluation of student performance;
- set policies concerning student withdrawal from courses, programs and the Institute;
- set criteria for academic standing, academic standards, and the grading system;
- set criteria for awards recognizing academic excellence;
- set policies and procedures for appeals by students on academic matters and establish a final appeal tribunal for these appeals; and
- set curriculum content for courses leading to certificates, diplomas or degrees.

## Joint Approval

The Board and EdCo have joint responsibility under the *Act* for the approval of course or program transfer credit equivalence (internal and external). This responsibility is fulfilled through a policy approved by the Board.

At its discretion, the Board may bring forward other matters to EdCo for joint approval.

## Membership

[The Act](#) outlines the composition of EdCo membership.

The following are voting members of EdCo:

- 10 faculty elected by faculty members;
- four students elected by students;
- two support staff elected by support staff; and
- four administrators appointed by the President.

The *Act* also provides for the President to be a non-voting member of EdCo. The Board is permitted to appoint a non-voting member to serve for a one-year term. Such appointments are made by the Board on the recommendation of the Chair.

## Procedures

The *Act* requires that EdCo establish bylaws in respect of the conduct of its business.

## Education Council's Organizational Structure

To ensure that EdCo can fulfill its mandate, it has created three standing committees and one sub-committee to perform due diligence regarding matters before EdCo. The Terms of Reference of the respective committees are set out in the EdCo bylaws, and their mandates are as follows:

Executive Standing Committee reviews and makes recommendations on the development and revision of educational policies; criteria for academic standing, academic standards and the grading system; and governance issues. The Executive Standing Committee also acts as a coordinating committee for all EdCo activities.



Programming Standing Committee reviews and makes recommendations related to curriculum for programs leading to certificates, diplomas, degrees, and advanced degrees.

Policy Standing Committee advises EdCo on the development and revision of educational policies.

Educational Technology and Learning Design Sub-Committee advises EdCo on decisions and initiatives related to Institute use of technology in educational delivery.



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## Appendix B - Executive Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

June 2025

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### Role

The Executive Committee (“committee”) may exercise all powers of the Board between Board meetings, subject to the following limitations and restrictions:

- the committee shall have no power to change the membership or fill vacancies for any Board committee;
- the committee shall follow the procedure for approvals of contracts or other commitments as set out in *Signing Authority – Policy #2502*; and
- the committee shall comply with all such other restrictions, limitations, or directions as the Board may prescribe.

### Composition

The committee is comprised of the Board Chair, the Board Vice Chair, and Chairs of the Audit and Finance, Human Resources, and Governance Committees as voting appointed members. The Board Chair will be the committee Chair.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the committee will take such action as may be necessary or expedient on behalf of the Board.

### Signing Authority

The committee will make approvals as required between regular Board meetings for contracts or other commitments in accordance with *Signing Authority – Policy #2502*.

If most of the committee replies within two business days after delivery of the briefing material to the full committee, the contract or commitment may be approved by the committee. If a majority of affirmative replies is not received, the committee may schedule a Board meeting to further consider the request for approval, subject to Institute bylaws and with notice of at least two business days. The standard requirements for quorum and for Board approval decisions will apply to such a meeting.

The committee will report to the Board, all approvals made on the Board's behalf.

### Meetings

The committee meets when issues arise that warrant discussion, review, approval and/or at the request of its members or the President.

### Accountability and Committee Support

The primary reporting accountability of the committee is to the Board Chair (“Chair”). The Chair and the Executive Assistant or designates, support the committee in carrying out its work.



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## Appendix C - Audit and Finance Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

October 2, 2024

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### Role

The role of the Audit and Finance Committee (“committee”) is to assist the Board in fulfilling its obligations and oversight responsibilities with respect to the Institute, relating to:

- establishing student tuition fees and other student fees;
- integrity of processes and internal controls and the financial planning and reporting provided to provincial government and required parties;
- strategic financial plans and annual operating and capital budgets;
- capital planning and execution;
- external audit and audited financial statements;
- financing, borrowing, and investing;
- legal, regulatory, and statutory requirements;
- Enterprise Risk Management and Internal Audit;
- information technology (IT) systems; and
- cybersecurity management.

The committee plays a critical role in establishing and monitoring corporate governance practices relevant to the above. To assist in fulfilling its obligations and oversight responsibilities, the committee maintains an annual calendar of key deliverables.

The committee will have reasonable access to the Institute’s personnel, financial reports and documents and will be provided with the resources necessary to carry out its responsibilities, including the authority to engage independent counsel and other advisers as needed.

The committee, may have in camera sessions, as needed, with the President, Chief Financial Officer, and Vice President, Administration (“CFO”); Director of Enterprise Risk & Internal Audit; Chief Information Security Officer; External Auditors and Auditor General of BC; and other members of the Executive or senior leadership (as required).

### Composition

The committee is comprised of four independent Governors who are voting members. Members of the committee shall not be officers, employees, or students at the Institute, its subsidiaries or affiliates.

Committee members will be financially literate (*in this context means the ability to read and understand financial statements presenting a breadth and level of complexity of accounting issues comparable to the breadth and complexity of the issues reasonably expected to be raised by the Institute’s financial statements.*), and at least one committee member will have accounting or related financial management expertise, or oversight experience related to technology or cybersecurity.

The External Auditor, and the Director, Enterprise Risk and Internal Audit will be notified of the committee’s meeting schedule and have the right to appear before and be heard at every meeting of the committee and will appear before the committee when requested. In addition, the Executive and senior leadership, and the Auditor General of BC, will attend committee meetings when required.

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## Meetings

The committee meets six times per year, two weeks prior to a regularly scheduled Board meeting or when issues arise that warrant discussion and/or review and approvals, at the request of the committee, CFO or the President.

## Accountability and Committee Support

At the Board's request, the committee Chair is responsible for making periodic reports on financial and related risk matters relevant to the Institute.

The committee shall report its discussions to the Board by maintaining minutes of meetings and providing a report at the next regularly scheduled Board meeting.

The primary reporting accountability of the committee is to the CFO. The CFO and the Executive Assistant or designates, support the committee in carrying out its work.

## Responsibility for Policy Review

Board committees play an important role in BCIT's policy management and approval framework. Committees review, advise upon, and recommend for approval the policies and procedures brought forward by senior management. Committee review is integral to development of new policies and procedures. It may also relate to the following, non-exhaustive factors:

- proposed amendments;
- reapprovals, in accordance with scheduled reviews;
- legislative or regulatory requirements;
- institutional changes; and
- revocations or replacement.

## Duties and Responsibilities

Subject to the powers and duties of the Board, the committee will undertake the following duties:

### 1. Student Fees

The committee will annually review and recommend Board approval for changes in tuition fees and other student assessed fees, when considering the recommendations, if any, of the provincial government direction with respect to tuition fee changes.

### 2. Financial Planning

The committee will review and recommend Board approval for all strategic financial plans involving major capital or significant revenue generating initiatives.

Ensure financial plans are forwarded to the Board and the government (and made publicly available, as applicable), including:

- Annual Operating and Capital Budgets  
Review and recommend Board approval, the annual operating and capital budgets, including the Institute's five-year conceptual capital plan for the ministry (subject to approval of the full business case for each item) and amendments thereto. The committee will monitor the progress of the Institute's budget management performance quarterly.
- Capital Construction  
Ensure, on behalf of the Board, that appropriate systems of governance and leadership are in place to guide the planning and execution of capital projects, and to oversee the redevelopment planning for all campuses as the Board requires.



- Commitments  
Prior to commitments being made by the President's Executive, review and approve for recommendation to the Board business cases, expenditures, contracts, projects, or initiatives outside the levels of authority delegated to the President by the Board.
- Ensure the appropriateness and validity of fundamental assumptions and estimates used in the preparation of such financial plans.
- Ensure the consistency of the financial plans with other financial data.

### 3. **Financial Reporting**

The committee reviews, advises upon, and recommends for Board approval, internal quarterly financial statements, management reports, and other internal financial information.

The committee ensures the Board receives:

- timely, meaningful financial reports for information and decision-making;
- quarterly forecasts of the year-end financial results that reflect events to-date and known factors that may influence the financial results; and
- all financial information to be forwarded to government or made publicly available

The following duties with respect to external financial reporting are delegated to the committee Chair, who may at their discretion, call a special meeting or email consent approval to meet timelines:

- review and approval of the quarterly financial forecast reported to the ministry prior to submission, with subsequent approval by the committee; and
- review and approval of the annual statement of the *Financial Information Act* report, with subsequent approval by the Board.

### 4. **Audited Financial Statements**

The committee reviews, advises, and recommends Board approval for the following:

That the annual audited financial statements are reasonable and fairly presented in accordance with the Budget Transparency and Accountability Act (*requires accounting policies which are consistent with Canadian Public Sector Accounting Standards except regarding accounting for restricted capital contributions.*), section 23.1 and the Canadian Public Accounting Standards (PSAS) including:

- The completeness and accuracy of financial information contained in the financial statements and other financial disclosure documents in all material respects.
- The appropriateness of accounting principles, policies, and financial reporting practices and/or requirements that may affect the current period's financial statements.
- That management assumptions support all significant estimates or judgements affecting the financial statements.

An explanation will be provided to the Board if the committee cannot recommend approval.

### 5. **Financing and Borrowings**

The committee will:





- Review and approve for recommendation to the Board details of proposed financings or borrowings, prior to such proposals being executed and/or submitted to the provincial government for approval.
- Review on a periodic basis, the status of all financial borrowings.

## 6. Legal, Regulatory and Statutory Requirements

The committee will:

- In accordance with the *College and Institute Act*, review and approve for recommendation to the Board, plans to acquire or dispose of buildings or lands prior to such plans being effected or submitted to the provincial government for approval.
- Ensure all reporting is in accordance with the *Budget Transparency and Accountability Act* and the *Financial Information Act*.
- Review and advise the Board on the impact of material litigation on financial reporting.
- Review and advise the Board of the impact of significant legislative, regulatory, or contractual non-compliance issues in all jurisdictions where the Institute does business.

## 7. Internal Controls Processes

The committee will:

- Through discussions with the President's Executive, the External and Internal Auditors, obtain reasonable assurance that the Institute's accounting systems are reliable and internal controls are properly designed, implemented, and maintained. The committee may wish to direct the examinations of the External Auditor or the Internal Auditor to areas and may request special examinations be undertaken.
- Review the evaluation of internal controls by the External Auditor or Internal Auditor, including recommendations for improvement of the Institute's accounting procedures and internal controls, together with management's response.
- Ensure that the Institute has appropriate procedures to address issues or concerns raised by employees or other parties in respect of accounting, financial reporting, or internal control and fraud matters.
- Review the outcome of all disclosures from employees or other parties in respect of accounting, financial reporting, or internal control matters, pursuant where relevant to the *Public Interest Disclosure and Protection Policy #1100*.

## 8. Risk Management

The committee reviews and advises the Board on:

### Risk Philosophy, Risk Tolerance, and Risk Strategy

- Review and recommend to the Board for approval the Institute's risk philosophy, risk tolerance, and overall risk strategy, relative to the current and future business and education strategy of the Institute.
- Provide, as needed, general guidance and direction as well as specific input and recommendations to the President and the President's Executive regarding the Institute's risk tolerance and risk strategy.



- Review and recommend to the Board for approval specific decisions of the Institute which may lead to breach of the approved risk tolerance.

#### Risk Governance, Risk Framework and Risk Policy

- Review the adequacy and effectiveness of the Institute's risk governance structure, risk management framework, and the technology infrastructure supporting the risk management framework.
- Review and recommend to the Board for approval the Institute's Enterprise Risk Management Policy and other policies and associated plans that the Institute uses to manage critical risks: e.g., Occupational Health & Safety; Safety, Security and Emergency Management; Business Continuity; Disaster Recovery; Cybersecurity.

#### Risk Profile and Risk Culture

Understand the key risks inherent in the Institute's strategy and operations, monitor the Institute's risk profile and obtain assurance from the President or the President's Executive, that all known material and emerging risks have been identified and managed within the approved risk tolerance.

For areas where the committee has direct knowledge and expertise (e.g., financial performance, levels of funding, enrolment levels, internal controls, capital and construction projects and plans, interest rates, foreign exchange and debt exposure, disaster preparedness, information technology, cybersecurity, governors' and officers' liability and litigation), the committee will review and report to the Board the management of the associated material risks.

For areas that fall under the expertise of the Governance, and Human Resources Committees (e.g., compensation of senior management and, labour negotiations, preparedness for labour disruptions, pension plan performance, Board performance, skill continuity and experience, governor and officer compliance with the Code of Conduct and conflict of interest disclosure requirements), the committee will seek their respective advice and recommendations on monitoring and reporting of associated material risks.

As part of its oversight responsibilities, the committee should also obtain independent assurance periodically regarding the adequacy of the Institute's risk management program and practices.

### **9. Fraud Risk Management**

The committee works with the President to:

- oversee the Institute's Fraud Risk Management (FRM) program and practices and to understand how the Institute responds to heightened fraud risks;
- establish adequate communication and reporting protocols and to obtain all information it needs to effectively monitor and support the Institute's FRM program.

### **10. Cybersecurity Risk Management**

The committee reviews and advises the Board in respect of:

- overseeing the establishment and maintenance of an appropriate cybersecurity risk framework and decision-making as it relates to cybersecurity threats;
- overseeing the adequacy of internal controls for the security of information, information systems, and recovery plans, including obtaining a report on information system risk at least annually

from IT management; and meet with the Chief Information Security Officer (CISO) in camera, without management, when required.

- provide updates to the Board on relevant cyber matters.

## **11. External Audit**

The External Auditor is accountable to the Board through the committee. The committee will liaise with the External Auditor and advise the Board in respect of the appointment, independence, planning, conduct, and results of the External Audit activities. This includes:

Inviting the External Auditor to attend meetings of the committee, and to be heard at those meetings on matters relating to the External Audit, including an in camera meeting without management present, to discuss matters the Committee or the External Auditor consider should be discussed privately:

- at the request of the committee Chair;
- at the request of the External Auditors; and
- at least twice yearly to present the Audit Plan and Audit Findings Report.

Reviewing the appointment and independence of the External Auditors, including:

- assessing performance and recommend to the Board, for approval, the engagement and reappointment of the External Auditor;
- receiving assurance on the independence of the External Auditor,
- assuring the External Auditor understands that BCIT is a component of the province's financial statement audit and the role of the Auditor General of BC (OAG) as the group auditor; and
- pre-approving the retaining of the External Auditor for non-audit service to be provided to the Institute or its subsidiaries or related entities.

Reviewing the plans and conduct of the annual External Audit, including but not limited to the audit plan, and:

- engagement letter;
- procedures to review internal controls and management estimates;
- materiality limits;
- areas of financial risk identified by the auditors;
- staffing;
- timetable; and
- proposed fees; and
- difficulties encountered, or restrictions imposed by management, during the annual audit.

Reviewing External Audit results, reporting and annual financial statements, including:

- in discussion with the External Auditor, the annual financial statements and the External Auditor's report including the appropriateness of accounting policies and underlying estates;
- significant accounting or financial reporting issues;
- the evaluation of the system of internal controls, procedures, and documentation;
- the post-audit management letter containing findings or recommendations on internal controls, including management's response and subsequent follow-up on significant identified internal control weaknesses; and
- other matters the External Auditor brings to the committee's attention.

## **12. Internal Audit**

The committee ensures there is appropriate organizational independence of the Director Enterprise Risk & Internal Audit (the “Director ERIA”) and will therefore provide for the Director ERIA to report to the committee.

The committee must:

- be advised and concur with appointment, replacement, reassignment, or dismissal of the Director ERIA;
- review significant audit reports issued by the Director ERIA along with management’s response;
- meet in-camera with the Director ERIA at every meeting at which Internal Audit is in attendance, without management present;
- at least annually, review and approve recommended changes to the Internal Audit Charter;
- approve the risk-based internal audit plan;
- subject to accountability for confidentiality and safeguarding of records and information, provide for Internal Audit to have full, free, and unrestricted access to all BCIT information, including subsidiaries, functions, records, property, and personnel needed to carry out engagement; and
- receive communications from the Director ERIA on Internal Audit’s performance relative to its plan and other matters, e.g., budget and resource plans.

## **13. Chief Financial Officer**

The committee will:

- be advised of and concur with appointment, replacement, reassignment, or dismissal of the CFO of the Institute; and
- review and provide comments to the Human Resources Committee on proposed changes of major significance to the position of the Chief Financial Officer.

## **14. Governor and Officer Expenses**

The committee will:

- periodically review policies and procedures with respect to the Board Chair, and Officers’ expense accounts and perquisites, including their use of Institute assets; and
- review the Internal Auditor’s report on expenditures for the Board and for Officers every three years.

## **15. Other Duties**

The committee will:

- keep current on best practices in corporate governance relevant to the mandate of the committee and recommend changes to the governance framework for audit and finance functions to the Governance Committee, as required;
- review other matters that the committee or the Board deems advisable or timely; and
- review and monitor the overall strategy, systems, and supporting policies and procedures for the organization’s risk management relating to privacy and security.



### **Audit and Finance Committee Timetable of Key Deliverables**

*This table accompanies the Audit and Finance Committee Terms of Reference, Appendix C of the Governance Manual*

	Action / Responsibility	Regular Meetings						Special Meetings				
		Feb	Mar	May	Jun	Sept	Nov	Feb/ Mar	Apr	Jul	Oct	Dec
Financial Planning (responsibility – Finance)												
Budget assumptions (prior to commencement of budget preparation)	Approve											
Changes to tuition fees and other student assessed fees	Approve											
Fiscal Plan (operating and capital budgets)	Approve											
Five-Year Capital Plan	Approve / Facilities											
Commitments outside President's signing authority	Approve											
Financial Reporting (responsibility – Finance)												
Quarterly financial results/ Management's Discussion & Analysis	Information											
Ministry forecasts (to align with ministry reporting deadlines)	Approve											
Statement of Financial Information Report (SOFI Report)	Approve											

	Action / Responsibility	Regular Meetings						Special Meetings				
		Feb	Mar	May	Jun	Sept	Nov	Feb/ Mar	Apr	Jul	Oct	Dec
Major capital project financial progress report	Information / Facilities											
Financing, Borrowing and Investments (responsibility – Finance)												
Financing or borrowing proposals prior to submission to provincial government	Approve	As required										
Institute investment strategy and policy outlined in quarterly financial results, <i>Management's Discussion &amp; Analysis</i>	Approve											
Status of financial borrowing outlined in quarterly financial results and <i>Management's Discussion &amp; Analysis</i>	Information	As required										
Legal, Regulatory and Statutory Requirements												
Plans to acquire or dispose buildings or land prior to being affected and/or submitted for provincial government Approve	Approve / Facilities											
Impact of material litigation on financial reporting	Information / Finance											
Impact of significant statutory, regulatory, contractual non-compliance	Information / Enterprise Risk											
Internal Controls (responsibility – Internal Audit)												

	Action / Responsibility	Regular Meetings						Special Meetings				
		Feb	Mar	May	Jun	Sept	Nov	Feb/ Mar	Apr	Jul	Oct	Dec
Evaluation of internal controls from internal audit reports	Information											
Evaluation of internal controls from external audit reports	Information / External Auditor											
Outcome from disclosures in accordance with the <i>Public Interest Disclosure and Protection – Policy #1100</i> as required.	Information	As required										
Annual disclosures report in accordance with the <i>Public Interest Disclosure and Protection – Policy #1100</i> .	Information											
<b>Risk Management</b> ( <i>responsibility – Internal Audit</i> )												
Annual Risk Report with results from the annual Enterprise Risk Management (ERM) assessment (top institutional risks and vulnerabilities and mitigation strategies)	Information											
Updated Risk Appetite Statement & risk profile status (risk mitigation and newly emerging risks)	Approve											
Risk profile status (risk mitigation and newly emerging risks)	Information											
Information systems and cybersecurity report	Information / CISO											

	Action / Responsibility	Regular Meetings						Special Meetings				
		Feb	Mar	May	Jun	Sept	Nov	Feb/ Mar	Apr	Jul	Oct	Dec
Fraud Risk Management (responsibility – Internal Audit)												
Management’s annual representation to fraud detection and prevention activities	Information											
Alleged fraud matters	Information	As required										
External Audit & Audited Financial Statements (responsibility - Finance)												
Appointment and/or reappointment of external auditors	Approve											
External Audit Plan	Approve											
Declaration of auditor independence	Information											
Audited financial statements	Approve											
External Auditor’s Report	Information											
Retaining external auditors for non-audit services	Approve	As required										
Internal Audit (responsibility – Internal Audit)												
Internal Audit Charter	Approve											
Audit Plan	Approve											
Internal audit status reporting	Information											



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## Appendix D - Campus Planning and Development Committee Terms of Reference

Reference: Governance Manual  
Approval Request Date: October 2, 2024

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### Role

The Campus Planning and Development Committee (“committee”) is an advisory group reporting to the Audit and Finance Committee (AFC). The committee offers recommendations for BCIT’s campus capital development projects. The Board has delegated the AFC to oversee campus planning and development in respect of:

- planning, including the development of a five-year Capital Plan;
- project budgeting;
- development;
- construction activities;
- asset strategy planning and implantation; and
- other planning and development projects as required.

The AFC will refer capital projects to the committee where additional oversight is requested. This committee differs from the *Campus Planning and Development Steering Committee*, which is an internal management committee governed by its own Terms of Reference.

Delivery of campus capital projects overseen by the AFC and the committee is the responsibility of senior management through an internal management planning and development steering committee. The steering committee provides regular capital project updates and recommendations to the committee.

### Composition

The committee is comprised of a minimum of four Governors who are voting members, with a minimum of two of those Governors serving on the AFC. Membership may include individuals who are not members of the Board and who will be non-voting members of the committee. Each member will have strong relevant experience in major infrastructure development and construction projects.

All committee members, including the Chair, are appointed by the AFC. The Chair will approve non-voting member substitutions as required. The committee may consider input from external sources, including expert advice.

### Meetings

The committee meets when issues arise that warrant discussion and/or review and at the request of its members.

### Accountability and Committee Support

The primary reporting accountability of the committee is to the Associate Vice President, Campus Planning and Facilities (“Associate Vice President”) and the CFO, VP Administration (“CFO”). The CFO, the Associate Vice President, and the Executive Assistant or designates, support the committee in carrying out its work.

Delivery of projects overseen by the committee is the responsibility of senior management through the internal management planning and development steering committee.

### Duties and Responsibilities

The duties and responsibilities of the committee align to the following project phases:



Planning Phase: Provide oversight and direction to BCIT capital project items such as the Five-Year Capital Plan, project business cases, or the Campus Planning and Development Plan. The committee is enacted and will provide updates or seek approval from the AFC as required.

Procurement Phase: The committee's mandate provides oversight of procurement, including contract award and development strategies, obtaining advice, and recommendations from the AFC for consideration.

Construction Phase (post-contract award): Management will provide regular status updates to the Committee regarding delivery, construction, budget, schedule, safety, quality, and risk. Following execution of the project agreement, the committee will provide ongoing oversight and recommendations to the AFC as required.

Operational Phase: Following completion of construction, the committee's oversight of a project will remain in place until the end of the construction warranty period, generally one year after substantial completion, including project review and closure processes.

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## Appendix E - Human Resources Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

June 23, 2025

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### Role

The Human Resources Committee (“committee”) reviews, reports, and provides recommendations to the Board regarding human resources matters including management recruitment, development, and succession; employee experience; collective bargaining; and other significant human resources issues.

### Composition

The committee is comprised of a minimum of three Governors who are voting members, and who are not members elected by faculty, staff, or students.

### Meetings

The committee meets four times per year, two weeks prior to a regularly scheduled Board meeting, or when issues arise that warrant discussion and/or review or at the request of its members or the President.

### Accountability and Committee Support

The primary reporting accountability of the committee is to the Vice President, People, Culture and Inclusion (Vice President). The Vice President and the Executive Assistant or designates, support the committee in carrying out its work.

### Responsibility for Policy Review

Board committees play an important role in BCIT’s policy management and approval framework. Committees review, advise upon, and recommend for approval the policies and procedures brought forward by senior management. Committee review is integral to development of new policies and procedures. It may also relate to the following, non-exhaustive factors:

- proposed amendments;
- reapprovals, in accordance with scheduled reviews;
- legislative or regulatory requirements;
- institutional changes; and
- revocations or replacement.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the committee will:

1. In consultation with the Board, develop and lead the President’s annual evaluation (review of performance and compensation), including:
  - periodically reviewing the Terms of Reference for the President and recommending changes to the Governance Committee for consideration and recommendation to the Board;
  - reviewing the corporate goals and objectives relevant to the President’s compensation;
  - reviewing the employment contract and agreements between the Institute and the President including those addressing retirement, termination of employment, severance, or other special circumstances.
2. Receive notice from the President of significant public service commitments or appointments to Boards of unrelated organizations the President proposes to accept, including corporations and non-profit organizations:

- recommend to the Board the approval or objection to such actions; and
  - where participation by the President on an unrelated Board is approved, confirm in writing from the committee Chair that the Institute will not indemnify nor be exposed to liability with respect to the President's participation.
3. Review the organizational structure, promotions, and appointments at the President's Executive level of the Institute and, with respect to the position of the Chief Financial Officer, seek input from the Audit and Finance Committee on significant changes affecting the CFO's role.
  4. Annually review the Institute's succession plan for the President's Executive and other critical positions.
  5. Review the President's recommendations for the appointment of Officers of the Institute and make recommendations on such appointments to the Board.
  6. Annually review and make recommendations to the Board concerning Management Terms and Conditions of Employment, including:
    - all salary plans and other remuneration matters with respect to management; and
    - benefit plans applicable to management.
  7. Review collective bargaining agreements and negotiations including:
    - reviewing and making recommendations concerning Institute bargaining mandates to the Board;
    - obtaining and providing periodic reports on the status of bargaining to the Board; and
    - reviewing and recommending approval of tentative collective agreements to the Board.
  8. Ensure all labour relations activities of the Institute are conducted in a manner consistent with Post-Secondary Employers' Association (PSEA) and Public Sector Employers' Council (PSEC) directives.
  9. Review and provide reports to the Board on the employee experience and related surveys conducted at the Institute.
  10. Keep current on best practices in corporate governance relevant to the committee and recommend changes to the Governance Committee on governance framework for human resources functions as required.
  11. Address other human resource issues as delegated to the committee by the Board.
  12. The committee will review Governor remuneration periodically and, when warranted, will recommend changes to the Lieutenant Governor in Council for consideration.

### **Human Resources Committee Timetable of Deliverables**

*This table accompanies the Human Resources Committee Terms of Reference, Appendix E of the Governance Manual.*

	Action	Regular Meetings					
		Feb	*Mar	May	*June	Sept	Nov
President’s Evaluation							
In consultation with the Board, develop and lead the President’s annual evaluation (review of performance and compensation), including:  periodically reviewing the Terms of Reference for the President and recommending changes to the Governance Committee for consideration and recommendation to the Board; reviewing the corporate goals and objectives relevant to the President’s compensation; reviewing the employment contract and agreements between the Institute and the President including those addressing retirement, termination of employment, severance, or other special circumstances.	Board Discussion						
President Notification on Boards							
Receive notice from the President of significant public service commitments or appointments to Boards of unrelated organizations the President proposes to accept, including corporations and non-profit organizations.	Information	As required					
Organization Structure							
Review the organizational structure, promotions, and appointments at the President’s Executive level of the Institute and, with respect to the position of the Chief Financial Officer, seek input from the Audit and Finance Committee on significant changes affecting the CFO’s role.	Information						
Executive Succession Planning							

	Action	Regular Meetings					
		Feb	*Mar	May	*June	Sept	Nov
Annually review the Institute's succession plan for the President's Executive and other critical positions.	Discussion						
Officers of the Institute							
Review the President's recommendations for the appointment of Officers of the Institute and make recommendations on such appointments to the Board.	Discussion	As required					
Management Terms and Conditions							
Annually review and make recommendations to the Board concerning management Terms and Conditions of Employment,	Approval and recommendation to the Board	As required					
PSEA and PSEC							
Ensure all labour relations activities of the Institute are conducted in a manner consistent with Post-Secondary Employers' Association (PSEA) and Public Sector Employers' Council (PSEC) directives.	Information	Ongoing					
Employee Experience							
Review and provide reports to the Board on the employee experience and related surveys conducted at the Institute	Report to the Board						
Governance							
Keep current on best practices in corporate governance relevant to the Committee and recommend changes to the Governance Committee of governance framework for human resources functions.	Report to the Governance Committee	As required					
Governor Remuneration							
The committee will review Governor remuneration periodically and, when warranted, will recommend changes to the Lieutenant Governor in Council for consideration		As required					

	Action	Regular Meetings					
		Feb	*Mar	May	*June	Sept	Nov
Policy Review							
Committee review will consist of the following when Institute policy revisions are required:  proposed amendments; reapprovals, in accordance with scheduled reviews; legislative or regulatory requirements; institutional changes; and revocations or replacement.	Approval and recommendation to the Board	As required					
Other and Standing Items							
Address other human resource issues as delegated to the committee by the Board	Discussion	Ongoing					
Turnover and Vacancy Rates	Information						
Employee and Family Assistance Program	“ ”						
Respect, Diversity & Inclusion Report	“ ”						
People Vision Update	“ ”						
Grievance Report	“ ”						
Employee Wellness Initiatives	“ ”						
Occupational Health & Safety and Certificate of Recognition Quarterly Update	“ ”						
Sexualized Violence Update	“ ”						

*\*March and June meetings are scheduled if required.*

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## Appendix F - Governance Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

June 2025

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### Role

The Governance Committee (“committee”) focuses on Board governance to enhance Institute performance. The committee assesses and makes recommendations regarding Board effectiveness and criteria the provincial government should consider when appointing Governors.

### Composition

The committee is comprised of a minimum of three Governors who are voting members of the Board. The Education Council Chair is a voting member on this committee. The committee Chair shall be an appointed member of the Board and will become a member of the Executive Committee.

### Meetings

The committee meets four times per year, two weeks prior to a regularly scheduled Board meeting or when issues arise that warrant discussion and/or review or at the request of its members or the President.

### Accountability and Committee Support

The primary reporting accountability of the committee is to the Vice President, People, Culture and Inclusion (Vice President). The Vice President and the Executive Assistant or designates, support the committee in carrying out its work.

### Responsibility for Policy Review

Board Committees play an important role in BCIT’s policy management and approval framework. Committees review, advise upon, and recommend for approval the policies and procedures brought forward by senior management. Committee review is integral to development of new policies and procedures. It may also relate to the following, non-exhaustive factors:

- proposed amendments;
- reapprovals, in accordance with scheduled reviews;
- legislative or regulatory requirements;
- institutional changes; and
- revocations or replacements.

### Duties and Responsibilities

Subject to the powers and duties of the Board, the committee may:

1. Develop a plan for Board composition and update the Skills Competency Matrix for the Board.
2. Recommend composition needs to the Board Chair for communication to the provincial government for consideration for Board appointments.
3. Working with the Executive Assistant, review and make recommendations regarding the orientation for new Governors and the ongoing development of current members.
4. Annually review and recommend to the Board changes, to the Governance Manual.
5. Keep current on emerging best practices in corporate governance and recommend relevant training and professional development for Governors.





6. Annually review and make recommendations to the Board relating to governance issues and the way the Board fulfills its duties and responsibilities, including:
  - the frequency and content of Board and committee meetings;
  - the annual schedule of matters to be presented at Board meetings and the Board calendar;
  - types of materials that are to be provided to Governors generally and with respect to Board and committee meetings;
  - the resources available to Board members; and
  - communication between the Board and the Executive Team.
7. At the request of the Board, review and make recommendations to the Board in respect of:
  - proposed revisions to the existing policies adopted by the Board;
  - new policies proposed for adoption; and
  - processes to ensure the relevancy of policies adopted by the Board.
9. Administer an annual evaluation process for assessing the effectiveness of the Board Chair, the Board, and the committees. The objective of the evaluation is continuous improvement in Board performance.
10. Administer and enforce the *Code of Conduct – Policy #1500* and the conflict-of-interest provisions set out in the Bylaws or in any related Board policies.
11. Review the requirements of the Chair and Vice Chair position descriptions and the skills and experience criteria developed by the Governance Committee (see Nominating Committee Terms of Reference, Appendix G).

#### **Governance Committee Timetable of Deliverables**

*This table accompanies the Human Resources Committee Terms of Reference, Appendix F of the Governance Manual*

	Action	Regular Meetings					
		Feb	*Mar	May	*June	Sept	Nov
Develop a plan for Board composition and update the Skills Competency Matrix for the Board.	Review						
Recommend composition needs to the Board Chair for communication to the provincial government for consideration for Board appointments.	Review	As required					
Working with the Executive Assistant, review and make recommendations regarding the orientation for new Governors and the ongoing development of current members	Review and recommend to the Board	As required					

	Action	Regular Meetings					
		Feb	*Mar	May	*June	Sept	Nov
Annually review and recommend changes to the Governance Manual	Review and recommend to the Board				or June		
Keep current on emerging best practices in corporate governance and recommend relevant training and professional development for Governors.	Discussion	As required					
Annually review and make recommendations to the Board relating to governance issues and the way the Board fulfills its duties and responsibilities, including: <ul style="list-style-type: none"> <li>the frequency and content of Board and committee meetings;</li> <li>the annual schedule of matters to be presented at Board meetings and the Board calendar;</li> <li>types of materials that are to be provided to Governors generally and with respect to Board and committee meetings;</li> <li>the resources available to Board members; and</li> <li>communication between the Board and the Executive Team</li> </ul>	Review						
At the request of the Board, review and make recommendations to the Board in respect of: <ul style="list-style-type: none"> <li>proposed revisions to the existing policies adopted by the Board;</li> <li>new policies proposed for adoption; and</li> <li>processes to ensure the relevancy of policies adopted by the Board</li> </ul>	Review and recommend to the Board	As required					
Administer an annual evaluation process for assessing the effectiveness of the Board Chair, the Board, and the committees. The objective of the evaluation is continuous improvement in Board performance	Delegate to the Executive Assistant			or June			

	Action	Regular Meetings					
		Feb	*Mar	May	*June	Sept	Nov
Prepare recommendations for the Board regarding any reports on governance required or considered advisable	Recommend to the Board	As required					
Administer and enforce the <i>Code of Conduct – Policy #1500</i> and the conflict-of-interest provisions set out in the Bylaws or in any related Board policies		As required					
Review the requirements of the Chair and Vice Chair position descriptions and the skills and experience criteria developed by the Governance Committee (see <i>Nominating Committee Terms of Reference, Appendix G</i> ).	Review						

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## Appendix G - Nominating Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

October 2, 2024

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### Role

Related to the Governance Committee's duties for Board succession planning, the Nominating Committee ("committee"), is established annually by the Board as a task group to lead the Board's election of Chair and Vice Chair.

In accordance with the College and Institute Act (the "Act") and Part III (2) of the Board of Governors' bylaws respectively, the Chair and Vice Chair must be members appointed under the Act. The election is held during a closed meeting of each June regular Board meeting (or as soon thereafter as possible).

### Composition

The committee is comprised of no fewer than three Governors who are voting members of the Board. A member of the committee may not be a Governor who is standing for election as Chair or Vice Chair of the Board.

On the recommendation of the Chair (after consultation between the Chair and the Governance Committee), the Board will appoint Governors to the committee and its Chair. These appointments will be made at a Board meeting at least 60 calendar days before the regular June Board meeting, to allow time for the process set out herein.

### Meetings

The committee meets at least once or at the request of its members.

#### Accountability and Committee Support

The primary reporting accountability of the committee is to the Chair of the Governance Committee. The committee Chair and the Executive Assistant or designate, support the committee in carrying out its work.

### Duties and Responsibilities

The committee will lead the Chair and Vice Chair transition and election process by:

- referring to the requirements of the Chair and Vice Chair position descriptions and the skills and experience criteria developed by the Governance Committee;
- reviewing the current Board to identify potential candidates, and canvassing each member of the Board for nominees for the positions of Chair and Vice Chair;
- consulting with all Governors and the President to facilitate the exchange of views and build consensus; and
- reporting to the Board.

### Accountability

The committee will provide a written report to the Chair, as soon as practical, but at least 30 calendar days before the election.

### Process

The transition and election process comprises the steps set out below. Timeframes ensure sufficient time is allotted for each step.

1. Prior to the elections, the Board will review the criteria approved by the Board for selecting nominees for the offices of Chair and Vice Chair.



2. The committee will review current Board membership to identify potential candidates and canvas each Governor for nominees for the positions of Chair and Vice Chair. Only members appointed by Order in Council may stand for nomination.
3. Governors identified or nominated will be contacted by the committee Chair to confirm their interest in standing for the office.
4. The committee will assess nominees against skills and experience criteria with consideration of the Chair (or Vice Chair, as applicable) position criteria. While there is no presumption that a current Vice Chair will become Chair, the committee will consider the Vice Chair's experience gained in supporting the Chair and in developing the skills and attributes required of the Chair.
5. The committee will deliver a report to the Chair as soon as practicable and at least 30 calendar days before the election date. The Chair will ensure the committee's report is provided to all Governors in advance and included with the meeting materials for the election.
6. If there is only one interested candidate for a position, the committee will indicate so in its report to the Board. The report from the committee will include a summary of information about each candidate in a form determined by the committee.
7. If there is more than one candidate interested in assuming the Chair or Vice Chair positions, the committee will report this to the Chair and there will be a contested election following the process outlined below.
8. For an election, the report from the committee will include a summary of information about each candidate in a form determined by the committee.

### **Election Process**

When an election is required, it will be conducted by secret ballot. Governors who are voting members of the Board, including those nominated for office, will be eligible to participate in the voting. The nominee receiving the greatest number of votes will be appointed to the office. The Registrar will administer the vote, providing ballots, collecting and tallying marked ballots, verbally reporting the results of the vote to the Board, and destroying marked ballots once the appointment to office has been made.

In the event of a tie vote:

- If there are only two candidates, then there will be a draw to determine which candidate is appointed to the office.
- If there are more than two candidates, any candidates receiving fewer votes than those who are tied will be deleted from the ballot and a second election will be conducted among only the tied candidates.

As outlined in the bylaws Part III (2), the Chair and Vice Chair will take office at the end of the election meeting and will hold office for one year, until the next election meeting. They may be re-elected to the same office for one more year only.

## **BOARD CHAIR and VICE CHAIR: NOMINATION CRITERIA**

### **Board Chair**

The Board Chair (“Chair”) is responsible for providing effective leadership to the Board of Governors (“Board”) and to ensure the Institute is governed effectively. The **Vice Chair** will have the same attributes as the Chair. Upon delegation from the Chair, the Vice Chair is responsible for providing effective leadership to the Board of Governors and to ensure the Institute is governed effectively.

### **Experience on the Board**

- minimum one year of service on the Board is preferred;
- member in at least one committee, preferably as Chair;
- consistent attendance in-person at Board and committee meetings; and
- consistently provides thoughtful comment and garners respect of other Governors.

### **Past Experience**

- experience in working in or with large, complex organizations in a senior capacity;
- significant experience in other private or public sector boards;
- have a positive reputation in the community and professional or business credibility and acumen; and
- free of significant interpersonal conflicts with members of the Board.

### **Perspectives**

- sensitive to the role of the Board in implementing the provincial government mandate;
- passionate about BCIT’s vision, mission and values;
- committed to institute-wide strategies (e.g. Indigenous Vision, Sustainability Vision, etc.); and understanding of the separate responsibilities of the Board and the President’s Executive.

### **Ambassador**

- proficiently works with government, industry, and community partners;
- liaises effectively between the Board and President;
- when requested by the President, attend institute and partner events; and
- demonstrates strong communication, public speaking, and presentation skills.

### **Attributes**

- strategic, logical, and visionary;
- strong understanding of governance principles and practices;
- strong business sense and judgement;
- effective decision-maker;
- impeccable integrity;
- knowing ‘when to take action’ and having the capability to act effectively;
- strong leadership skills and able to work effectively with a team;
- respectful, open, and able to listen;
- good consensus builder and collaborator; and
- fosters a collaborative environment.

### **Meetings**

- adept in creating a constructive meeting environment ;
- asks relevant, difficult questions in a respectful, non-confrontational way;
- manages conflict;
- strong ability to foster consensus in Board meetings;
- good judgement on when and how to intervene in a discussion that runs on or becomes confrontational; and



- solid understanding of *Robert's Rules of Order* and how to conduct effective meetings.

**Availability**

- have sufficient time available to prepare for and attend all meetings; and
- have flexibility to be available when required for meetings and matters arising between scheduled meetings.



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## Appendix H - Tributes Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

October 2, 2024

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**NOTE:** *The Tributes Committee Terms of Reference will be updated once Honorary Awards - Policy #5501 has been revised and approved by the Board of Governors.*

### Role

The Tributes Committee administers the honorary awards of the Institute. Eligibility criteria and selection procedures for the honorary awards are approved by the Board.

The Institute grants honorary awards to recognize persons who are distinguished by their significant contributions and accomplishments and whose excellence will reflect positively on the Institute. The role of the Tributes Committee is to lead the granting of honorary awards by the Institute. The Tributes Committee operates according to defined Terms of Reference reflected in *Honorary Awards, Policy #5501*.

The Tributes Committee annually issues a call to the Institute's staff, students, program advisory committee members, alumni, retirees and the Board for nominations. The Committee reviews the nominations and makes recommendations to the Board on honorary award nominees. The Board reviews the recommendations and makes the decisions on the honorary awards to be granted annually.

The deliberations of the Tributes Committee are confidential.

### Composition

The Board appoints two members to the Tributes Committee, one of whom it appoints as Chair. The composition of the Committee is comprised as follows:

- One member appointed by the President
- Four members who are employees of the Institute one of whom is appointed by each of the three bargaining units and one from the excluded staff
- Two members appointed by the Board, one of whom must be an external (non-BCIT employee) member of the Board
- One member appointed by the Alumni Association
- One member appointed by the Student Association

### Procedure

The Committee shall be responsible for issuing a call for nominations, reviewing the nominations and selecting those in each category to be recommended to the Board for approval.

The Committee Chair will organize for the preparation of all related meeting material. The

Committee shall:

1. Develop eligibility criteria and selection procedures for the approval of the Board
- 





2. From time to time recommend modifications to criteria and qualifications for awards
3. Make recommendations on other matters concerning forms of recognition which have been referred to the Committee
4. Undertake the following:
  - i Meeting as required;
  - ii Publish eligibility criteria and selection procedures;
  - iii Invite nominations from the BCIT community;
  - iv Consider other eligible candidates for recognition and initiate the nomination;
  - v Based on full consideration of all information, deliberate and evaluate the nominees or candidates; and
  - vi Select and recommend final candidates for Board approval.

### **Quorum**

A quorum must be present in order for nomination decisions to be made and obtain Board approval. The Chair shall cast the deciding vote in the event of a tie.

### **Appointment Term**

The term of appointment will normally be two years from the start of the academic year. Members may be reappointed for additional terms in order to provide continuity.

### **Award Categories**

1. Honorary Degrees are awarded to individuals who are widely recognized for outstanding and sustained achievements in their area of expertise. Honorary degrees may also be awarded for meritorious service to education or the Institute where this service has brought distinction and honour to the Institute.

These individuals may have excelled in one or more of:

- Applied and natural sciences
- Business and media
- Applied research
- Computing and information technology
- Engineering
- Entrepreneurship
- Health sciences
- Trades and apprenticeship
- Environmental stewardship

The following honorary degrees may be conferred:

- Honorary Doctor of Technology
- Honorary Doctor of Laws
- Honorary Doctor of Letters

Nominations are invited from all BCIT staff including Tributes Committee members, students, advisory committee members, alumni, retirees and the Board. The Committee will consider candidates who meet the following criteria:

- An Honorary Doctor of Technology will most likely be awarded to an individual outside BCIT who is widely acknowledged and recognized for achievements in specific areas of expertise that impacted positively on BCIT specifically, or on post-secondary education, in general, or;
- An Honorary Doctor of Technology will honour distinguished persons who are widely recognized in the public arena for excellence and accomplishment and whose receipt of

such an award will bring honour and distinction to BCIT as well as to the recipient.

- Individuals nominated would be distinguished by a legacy of respect and understanding toward others and by their ability to work effectively with diverse groups of people.
- The Tributes Committee welcomes candidates from outside British Columbia.

2. A Distinguished Service Award are granted to individuals to recognize outstanding and sustained service to the Institute and/or the educational community which the Institute serves.

These individuals are distinguished by:

- significant contributions to the Institute over many years of service
- outstanding accomplishments that have benefited the Institute and/or the community
- important contributions to the Institute's mandate, mission and strategic goals

Nominations are invited from all BCIT staff, students, advisory committee members, alumni, retirees and the Board. When considering a candidate for nomination the following criteria should be kept in mind:

- The Distinguished Service Award will honour and recognize exceptional, longstanding service to BCIT and its strategic goals
- The Distinguished Service Award will honour distinguished persons who are recognized for excellence and accomplishment associated with BCIT or its programs and whose receipt of such an award will bring honour and distinction to BCIT as well as the recipient

Except in unusual circumstances, the Distinguished Service Award would not normally be given to current BCIT employees, Board members of Advisory Committee members until these individuals have retired or have ceased to be actively involved with BCIT, at which time their total contribution to the Institute can be better evaluated.

Individuals nominated are distinguished by a legacy of respect and understanding toward others and by their ability to work effectively with diverse groups of people.

3. A Distinguished Alumni Award is granted to recognize members of the Alumni Association who are distinguished in the community or industry, and have shown outstanding leadership and commitment in their field and to BCIT in one or more of the following areas:
  - Applied Research
  - Entrepreneurial innovation
  - Excellence in applying technology or technical skills
  - Professional leadership
  - Public service
  - Service to the community
  - Significant contributions to chosen profession
4. An Outstanding Student Leadership Award is granted to graduating students who have demonstrated academic achievement and outstanding leadership skills through their contributions to the BCIT and/or wider community during their time at BCIT.



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## Appendix I - President Search Committee Terms of Reference

Reference:

Governance Manual

Approval Request Date:

October 2, 2024

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### Role

As provided in the *College and Institute Act* (the *Act*), the appointment of a President is a duty of the Board of Governors. The Board has empowered a President Search Committee (the “committee”) to search for and screen appropriate applicants and present to the Board a preferred candidate. The committee is a task group of the Human Resources Committee.

### Composition

The purpose of the committee is to put forward a preferred candidate as per section 14 - *President Selection* of the Board Governance Manual.

The committee comprises 15 members as follows:

- four members appointed from appointed board members; one of whom will be the Chair of the Board who will also serve as Chair of this committee;
- five members appointed by the BCIT Faculty and Staff Association (FSA) in accordance with the BCIT-FSA Collective Agreement;
- one member appointed by the BC General Employees' Union (BCGEU) Support Staff;
- one member appointed by the BCGEU Faculty;
- one member appointed by the BCIT Foundation or Alumni Association chosen by the Vice President External and the President;
- one member appointed from the President's Executive;
- one member appointed from the Management Staff chosen by the current President; and
- one member appointed by BCIT Student Association: preferably the SA President.

### Meetings

If a member cannot attend a committee meeting, no alternates are permitted. Meetings are scheduled as required by the committee Chair or as requested by a majority of the committee members.

### Accountability and Committee Support

The primary reporting accountability of the committee is to the Vice President, People, Culture and Inclusion (“Vice President”).

The Vice President, and the Executive Assistant or designates, support the committee in carrying out its work.

### Duties and Responsibilities

- In accepting an appointment to the committee, each member agrees to give the search process their highest priority and to adapt their schedules accordingly.
- The Board will engage an executive search firm with experience in public sector searches to provide professional expertise and support to the committee in this search.



- The committee will maintain in confidence all information in the search, including the identity and biographical information of potential candidates, referee information, and all committee discussions. Each member will sign a Confidentiality Agreement to this effect.
- The committee will ensure that the search is carried out ethically, impartially, and equitably and in accordance with all applicable legislation including the *BC Human Rights Code* and the *Freedom of Information and Protection of Privacy Act*.
- The committee will strive to ensure that all candidates are treated with respect, courtesy, and in a way that enhances their image of BCIT and their relationship to it.
- The committee will provide regular progress reports to the Board
- The committee will strive to complete its work and provide the Board with a list of finalists within any relevant timelines determined by the Board or the committee
- The committee shall use its best efforts to find suitably qualified applicants who are in alignment with BCIT's vision, mission, and values for the position of President. If it is unsuccessful the committee shall report this to the Board and seek further direction.

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## Appendix J - Governor Terms of Reference

Reference:

Governance Manual

Approval Request Date:

October 2, 2024

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### Role

Governors have collective authority as a Board to ensure the Institute is operated in accordance with all applicable laws and that the strategic mandate and public policy objectives for the Institute set by the provincial government are met.

Governors must acquire a working knowledge of the Institute and adequately prepare themselves for meetings and decisions. Their role is one of exercising oversight and ensuring the appropriate level of due diligence has been conducted on issues and decisions of significance. In this respect, Governors are expected to ask probing questions within the scope of their duties and focused on matters of governance, policy, and strategy. Operational matters are outside the scope of Governors.

The Board delegates responsibility to the President and their Executive Team for making operational decisions. Governors do not involve themselves in the day-to-day management of the Institute. Governors must understand the difference between their governance role and the administration's operational role. Governors bring specific skills and experience to the Board and, where appropriate and through the Chair, may provide advice and counsel to the President.

Regular attendance, as defined in the bylaws and manual and participation at meetings of the Board is expected, as is a collaborative and consensus-building approach to address matters before the Board.

### Code of Conduct

The Board:

- Establishes, and updates as required, a Code of Conduct for Governors which includes the duties of governors or its committees in conflict-of-interest situations.
- Approves a Code of Conduct for all employees and monitors (*Code of Conduct – Policy #1500*) through senior leadership, compliance with all significant policies that govern the Institutes operations.
- Adheres to the *Code of Conduct* for Governors (Part IV (2) of the bylaws).

### Oath of Office

The Oath of Office (Part III (1) of the bylaws) is to be sworn, signed by the Governor, and dated before the Board at the commencement of the Governors' first meeting with the Board. The Chair or their delegate, administers the Oath of Office.

### Duties and Responsibilities

In addition to responsibilities covered in section 6 of the manual and the *Code of Conduct* each Governor should:

Be informed and become familiar with the Institute including:

- its governance and legal framework;
- its vision, strategies and business plans, objectives, and critical success factors;
- its organizational structure and the Executive;
- its operations, as necessary to make informed decisions;
- understand the difference between governing and managing, and not encroach on areas of responsibility which have been delegated to management;

- understand the processes by which the Committees and task groups work, and the role of the Executive and support staff; and
- be knowledgeable about the purposes and goals of the Committees and task groups established by the Board.

#### Exercise Care

- exercise due diligence and reasonable care in all matters, including fulfilling legal duties under applicable legislation including, but not limited to, the British Columbia Declaration on the Rights of Indigenous People Act;
- adhere to Conflict of Interest guidelines (section 3 of the bylaws);
- use good judgment and act honestly and with integrity;
- respect confidentiality;
- through the Chair, provide counsel and advice to the Executive on matters of governance, policy, strategy, and other areas as required;
- identify potential conflict areas whether real or perceived, and ensure that they are disclosed and addressed in accordance with the bylaws and the Board Conflict of Interest policy;
- when necessary, appoint a President following the President Search Terms of Reference outlined in this manual; and
- evaluate the performance of the President and the Institute.

#### Participate

- communicate with the Chair and President between meetings as appropriate;
- be willing and capable to consult with the Chair and President separately;
- attend meetings of the Board and assigned committees, and communicate regrets when unable to attend;
- participate in the assessment of the Board's performance;
- take a collaborative approach, work to build consensus on issues and uphold BCIT's values;
- maintain a collegial and respectful relationship with other Governors; and
- devote sufficient time to Board matters, including orientation and ongoing educational and professional development.
- participate in committees and task groups if requested by the Board; and
- participate in Board reviews of committee and task group performances.

#### **Other Appointments**

Governors may be asked by the Board, through the Chair, to participate on Boards of related organizations, on advisory bodies, or to take on other assignments on behalf of the Board. Before accepting such appointments, Governors must ensure they have sufficient time to devote to such activities and adhere to all *Conflict of Interest Guidelines* (section 8 of this manual).

#### **Professional Development (PD)**

Governors are encouraged to complete BCIT's free, online modules ("MOOCs") including Indigenous Awareness, Understanding Unconscious Bias, Human Rights 101, Anti-Racism, and Relearning Gender.

Upon joining the Board, Governors are mandated by government to complete all modules in the [\*Governing in the Public Interest Certificate\*](#). Governors are encouraged to become familiar with the *Best Practice Guidelines for BC's Public Sector Boards 2024* (provided by the board office).

- The Chair will approve all PD requests (e.g., seminars, retreats, conferences, online learning, etc.) requests exceeding \$50 and less than \$1,000.
- The Governance Committee will approve all PD (e.g., seminars, retreats, conferences, on-line learning, etc.) requests exceeding \$1,000.

- PD approval will be based on developmental needs as a BCIT Governor, and requests must include a description of how the education will benefit BCIT.
- PD approvals will consider the number of events already attended and accumulated costs to date for the requesting Governor.
- To qualify for PD approval, Governors must have excellent attendance (attending more than 60%) at regularly scheduled Board meetings and must be eligible for re-appointment or re-election (i.e., a minimum of nine months remaining of their term). Requests for PD for Student Governors serving a one-year term will be considered by the Chair independently.
- As a condition of having received PD approval, Governors are expected to share what they learn with their fellow Governors.

### **Governor Remuneration and Expenses**

Governors, excluding those who are BCIT employees, are entitled to receive an annual honorarium. The amount of the honorarium is determined by the Lieutenant Governor in Council, under the *Act* and fixed by resolution of the Board. The remuneration fee schedule (February 1995) from the Lieutenant Governor is attached as Appendix K to this manual.

The Human Resources Committee will review Governor remuneration periodically and, when warranted, will recommend changes to the Lieutenant Governor in Council for consideration.

The honorarium is paid by BCIT in quarterly installments in arrears. Income tax is 15% of full pay including expenses and T4s are issued with all Governors' T4s in the following year, typically mid-to late-February. T4s include all earnings up to calendar year-end.

When travel is necessary, a [Request for Approval to Travel \(FIN-23\) – Policy #2005](#) form must be completed and approved by the Chair or Vice Chair, regardless of travel being within the province.

Governors required and approved to travel to meetings or to conduct other Board-related business are entitled to reimbursement of reasonable travel-related expenses as set-out in the policy and with the Chair's approval. This includes reasonable costs for registration, meals (per diem), accommodation, and transportation.

For reimbursement, Governors must submit to the Executive Assistant, a completed expense claim form (provided by the board office), with original receipts showing expenses and method of payment for approval by the Chair, Vice Chair, or Chair, Audit and Finance Committee, and President.

## Appendix K - Policies & Reviewing Board Committees

As of: June 10, 2025

### NOTES

The following annotations apply throughout the Policy List:

**BOG Committee** - an asterisk (\*) Indicates that the policy, while in force, has not been approved by the Board of Governors. The named Board Committee is proposed to review and recommend the policy for Board approval

- Audit and Finance Committee = AFC
- Governance Committee = GOV
- Human Resources Committee = HR
- Tributes Committee = TRIBS

**Scheduled Review\*\*** - each policy is due for formal review by a pre-determined date. However, a review may be required sooner if there are changes to the regulatory context or relevant operational circumstances.

#### President (Policy Management Office)

Policy	Dept/Office	Last Approved	Scheduled Review**	Status	College and Institute Act	BOG Committee
1000, Policy Development and Maintenance, v.3	Policy Mgmt. Office	2018-05-29	2023-05-29	Under review	s. 19 - BOG	GOV

#### CFO and VP, Administration

*(Campus Planning & Facilities; Corporate Services; Cybersecurity; Enterprise Risk & Internal Audit; Financial Services; Information Technology Services; Safety; Security & Emergency Management)*

Policy	Dept/Office	Last Approved	Scheduled Review**	Status	College and Institute Act	BOG Committee
1004, Corporate and Academic Seal, v.7	Corp Svcs	2023-04-04	2025-04-04	Review required	s. 19 - BOG	AFC





1200, Fraud, v.1	ERIA	2022-10-04	2024-10-04	Under review	s. 19 - BOG	AFC
1300, Enterprise Risk Management, v.1	ERIA	2022-12-06	2025-12-06	Current	s. 19 - BOG	AFC
2003, Purchase of Operating Goods & Services, v.4	Corp Svcs	2019-05-28	2023-05-28	Under review	s. 19 - BOG	AFC
2004, Capital Asset, v.5	Fin Svcs	2023-04-04	2025-04-04	Under review	s. 19 - BOG	AFC
2005, Travel and Professional Development, v.10	Fin Svcs	2020-05-26	2025-05-26	Under review	s. 19 - BOG	AFC
2009-PR1, Cash Collection and Handling, v.5*	Fin Svcs	2023-04-04	2025-04-04	Review required	s. 19 - BOG	AFC
2020, Restricted Funds, v.5	Fin Svcs	2023-04-04	2025-04-04	Under review	s. 19 - BOG	AFC
2030, Investments Policy, v.3	Fin Svcs	2022-06-01	2024-06-01	Review required	s. 19 - BOG	AFC
2040, Borrowing Policy, v.1	Fin Svcs	2022-06-01	2024-06-01	Review required	s. 19 - BOG	AFC
2300, Fees and Charges, v.6	Fin Svcs	2011-12-16	2015-06-30	Under review	s. 19 - BOG	AFC*
2502, Signing Authority Policy, v.1	Fin Svcs / Corp Svcs	2023-12-05	2026-12-05	Current	s. 19 - BOG	AFC
3501, Acceptable Use of Information Technology, v.6	IT Svcs	2020-05-26	2025-05-26	Under review	s. 19 - BOG	AFC
3502, Information Security, v.3	Cybersecurity	2020-05-26	2025-05-26	Under review	s. 19 - BOG	AFC
7160, Parking, v.11	Campus Plan & Fac	2012-03-30	2017-04-01	Under review	s. 19 - BOG	GOV*
7504, Liquor Consumption on Campus, v.8	Corp Svcs /SSEM	2023-12-05	2028-12-05	Current	s. 19 - BOG	GOV

7518, Insurance, v.4	Corp Svcs	2023-04-04	2025-04-04	Review required	s. 19 - BOG	AFC
7540, Retailing of Course Materials, v.2	Corp Svcs	2009-02-09	2014-02-01	Under review	s. 19 - BOG	AFC*

### VP, People, Culture, and Inclusion

*(Academic; Human Resources; Enterprise Risk & Internal Audit; Information Access and Privacy Office; Respect, Diversity and Inclusion; Safety; Security & Emergency Management; Student Success)*

Policy	Dept/Office	Last Approved	Scheduled Review**	Status	College and Institute Act	BOG Committee
1100, Public Interest Disclosure & Protection, v.2	HR/ERIA	2024-04-03	2029-04-03	Current	s. 19 - BOG	AFC
1500, Code of Conduct, v.2	HR	2022-10-04	2027-10-04	Current	s. 19 - BOG	HR
1502, Guidelines for serving external bodies as they relate to BCIT, v.2	HR	2003-07-02	2005-09-13	Under review	s. 19 - BOG	HR*
1508, Moving Expenses (Excluded Employees), v.1	HR	2017-03-30	2022-03-30	Under review	s. 19 - BOG	HR*
6700, Freedom of Information & Protection of Privacy, v.4	IAPO	2021-05-26	2022-05-26	Under review	s. 19 - BOG	GOV
7100, Safety and Security, v.4	SSEM	2023-12-05	2028-12-05	Current	s. 19 - BOG	HR
7103, Sexualized Violence, v.4	SSEM/ SS	2023-12-05	2026-12-05	Current	s. 19 - BOG	GOV
7110, Emergency Management, v.7	SSEM	2023-05-30	2028-05-30	Current	s. 19 - BOG	HR
7130, Filming on Campus, v.3	SSEM	2023-05-30	2028-05-30	Current	s. 19 - BOG	GOV
7140, Travel - Risk and Security, v.10	SSEM	2024-10-02	2029-10-02	Current	s. 19 - BOG	HR



7150, Occupational Health & Safety, v.2	SSEM	2023-02-28	2028-02-28	Current	s. 19 - BOG	GOV
7170, Protection of Equipment and Property, v.3	SSEM	2023-05-30	2028-05-30	Current	s. 19 - BOG	GOV
7200, Cannabis Use, v.3	SSEM	2023-10-04	2026-09-30	Current	s. 19 - BOG	GOV
7504, Liquor Consumption on Campus, v.8	SSEM/Corp Svcs	2023-12-05	2028-12-05	Current	s. 19 - BOG	GOV
7507, Harassment and Discrimination, v.4	RDI	2014-07-22	2015-07-22	Under review [approval pending]	s. 19 - BOG	HR*
7511, Employment and Educational Equity, v.3	HR/Academic	2025-05-27	2030-05-27	Current	s. 19 - BOG	GOV

#### **Provost and VP, Academic**

*(Academic; Animal Care Committee; Applied Research; Education Council; Financial Services; Library Services; Sustainability; Student Financial Aid & Awards; Student Success)*

<b>Policy</b>	<b>Dept/Office</b>	<b>Last Approved</b>	<b>Scheduled Review**</b>	<b>Status</b>	<b>College and Institute Act</b>	<b>BOG Committee</b>
1010, Economic, Social, and Environmental Sustainability, v.1	Sustainability	2014-04-08	2019-04-01	Under review	s. 19 – BOG [TBD]	GOV
2300, Fees & Charges, v6	Fin Svcs	2011-12-16	2015-06-30	Under review	s. 19 – BOG	AFC*
4501, Accommodation for Students with Disabilities, v.5	SS	2021-10-05	2026-10-05	Current	s. 19 - BOG	GOV
4600, Student Financial Awards, v.1	SFFA	2013-10-17	2018-11-01	Review required	s. 19 - BOG	AFC*
5102, Student Code of Conduct (Non-Academic), v.2	SS	2019-05-28	2024-05-28	Under review	s. 19 - BOG	GOV



5505, Emeritus Faculty, v.1	EdCo	2021-12-07	2026-12-07	Current	s. 23 - BoG on advice of EDCO	GOV
6500, Research Ethics for Human Participants, v.6	Appl Res	2018-03-20	2023-03-20	Review required	s. 19 - BOG	GOV
6505, Animal Care, v1	AC Com / Academic	2025-02-25	2028-02-25	Current	s.19 - BOG	GOV
6600, Integrity in Research, v.1	Appl Res	2001-06-19	2004-06-20	Review required	s. 19 - BOG	GOV
6601, BCIT Intellectual Property Policy, v.1	Appl Res	2006-05-09	2007-05-09	Review required	s. 19 - BOG	GOV
6701, Records Management, v.2	Lib Svcs	2008-09-30	2013-09-01	Review required	s. 19 - BOG	GOV*
6702, Archives and Special Collections, v.3	Lib Svcs	2008-06-24	2013-06-01	Review required	s. 19 - BOG	GOV*
7103, Sexualized Violence, v.4	SSEM/SS	2023-12-05	2026-12-05	Current	s. 19 - BOG	GOV
7506, Use of Materials Protected by Copyright, v.5	Lib Svcs	2013-10-17	2015-10-01	Review required	s. 19 - BOG	AFC*
7511, Employment and Educational Equity, v.3	HR/Academic	2025-05-27	2030-05-27	Current	s. 19 - BOG	GOV

#### Chair of Education Council

Policy	Dept/Office	Last Approved	Scheduled Review**	Status	College and Institute Act	BOG Committee
5003, Admissions & Recognition of Prior Learning, v.10	EdCo	2024-02-27	2029-02-27	Current	s. 23 - BOG on advice of EDCO	GOV
5012, Course Credits, v.4	EdCo	2024-06-24	2029-02-27	Current	s. 23 - BOG on advice of EDCO	GOV
5050, International Education, v.3	EdCo	2008-11-25	2013-11-01	Review required	s. 23 - BOG on advice of EDCO	GOV



5101, Student Regulations, v.3	EdCo	2016-05-04	2021-05-04	Under review	s. 23 - BOG on advice of EDCO	GOV
5103, Student Evaluation, v.4	EdCo	2015-03-11	2019-06-01	Under review	s. 24 - EDCO	N/A
5104, Student Code of Academic Integrity, v.2	EdCo	2019-05-28	2024-05-28	Under review	s. 23 - BOG on advice of EDCO	GOV
5110, Attendance Policy, v.1	EdCo	N/A	N/A	In development [approval pending]	s. 24 - EDCO	N/A
5201, Recording in the Classroom, v.1	EdCo	2020-05-26	2022-05-26	Under review [approval pending]	s. 23 - BOG on advice of EDCO	GOV
5401, Program Development and Credentials, v.4	EdCo	2024-04-03	2026-04-03	Current	s. 23 - BOG on advice of EDCO	GOV
5402, Program Review, v. 3	EdCo	2017-12-05	2022-12-05	Under review [approval pending]	s. 23 - BOG on advice of EDCO	GOV
5403, Syllabus and Course Outline, v.2	EdCo	2021-12-07	2026-12-07	Current	s. 23 - BOG on advice of EDCO	GOV
5404, Program Advisory Committees, v.2	EdCo	2020-06-23	2025-06-23	Current	s. 23 - BOG on advice of EDCO	GOV
5405, Program Suspension and Cancellation, v.2	EdCo	2018-01-24	2023-01-24	Under review	s. 23 - BOG on advice of EDCO	GOV
5601, Faculty Qualifications, v.2	EdCo	2018-05-01	2023-05-01	Review required	s. 23 - BOG on advice of EDCO	GOV
5701, Academic Freedom, v.1	EdCo	2014-11-25	2017-11-25	Review required	s. 23 - BOG on advice of EDCO	GOV
5801, Educational Affiliations, v.1	EdCo	2017-04-06	2020-04-06	Review required	s. 23 - BOG on advice of EDCO	GOV
5900, Educational Technology Policy, v.1	EdCo	2021-04-21	2026-04-21	Current	s. 23 - BOG on advice of EDCO	GOV

6400, Authored Materials, v.3	EdCo	2024-06-24	2029-06-24	Current	s. 23 - BOG on advice of EDCO	GOV
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**VP, External**

*(Advancement, BCIT Foundation; Alumni Relations; Marketing & Communications.*

Policy	Dept/Office	Last Approved	Scheduled Review**	Status	College and Institute Act	BOG Committee
3002, Naming Privileges, v.5	Advancem	2009-07-20	2014-07-30	Under review	s. 19 - BOG	Not Assigned
3020, Foundation Investment Management, v.3	FDN	2009-12-04	2014-12-04	Review required	<i>Societies Act</i> - Foundation BOG	BCIT Foundation
3021, Endowment Management, v.3	FDN	2011-02-18	2016-02-01	Under review	<i>Societies Act</i> - Foundation BOG	BCIT Foundation
5501, Honorary Awards, v.8	Alum Rls	2015-12-01	2020-12-01	Review required	s. 19 - BOG	TRIBS
7000, Gift Acceptance, v.5	Advancem	2012-02-07	2017-02-28	Under review	s. 19 - BOG	AFC*
7002, Corporate Sponsorship, v.2	FDN / Fin Svcs	1997-06-13	2001-09-01	Review required	s. 19 - BOG	TRiBS
7003, BCIT Advertising Policy, v.2	Marcom	2005-09-26	2006-09-26	Under review	s. 19 - BOG	AFC*



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## Appendix L - Annual Conflict of Interest Disclosure

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As part of your commitment as a Governor or Officer with the Board, you are required to acknowledge that you have read and understand BCIT's Conflict of Interest for Governors and Officers (the "Code") and agree to comply with it. You are required to disclose your directorships, trusteeships, private interests, and other information relevant to BCIT's conflict of interest Bylaws and guidance for Governors and Officers.

This statement discloses information as of *(date)* \_\_\_\_\_

I, \_\_\_\_\_ *(print name)*, declare that:

1. I have read and considered the Conflict of Interest provision in the BCIT Board of Governors' Bylaws and Governance Manual and I agree to conduct myself in accordance with its terms.
2. Other than disclosed below, I do not have relationships or interests that could compromise, or appear to compromise, my ability to exercise judgement in the best interest of the Institute.
3. A Conflict of Interest (as defined in the Bylaws and Governance Manual) with my duty as a Governor of BCIT may arise because:

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4. **Confidentiality**

All information provided to BCIT is kept confident. Under certain circumstances, some information may be released subject to the provisions of the [Freedom of Information and Protection of Privacy Act](#) or other applicable laws.

This declaration will be kept for a minimum of two years after an individual ceases to be a Governor or Officer of BCIT.

5. **Acknowledgement**

I hereby declare that the information provided herein is complete and correct to the best of my knowledge and belief. **If, at any time following the signing of this Acknowledgement, there are changes to the information given herein, either by way of additions or deletions, I will promptly file with BCIT a new disclosure statement describing such changes.**

Signature: \_\_\_\_\_





**BOARD OF GOVERNORS OATH OF OFFICE AND  
CODE OF CONDUCT DECLARATION  
FOR BOARD MEMBERS**

The Oath of Office and Code of Conduct Declaration will be sworn, signed and dated before the Board at the commencement of each Governor's first Board meeting.  
The Board Chair will administer the Oath of Office as follows:

**I have read and understood the BCIT Board of Governors Code of Conduct in the Board of Governors' Bylaws.**

**I agree to comply with all the terms of the Code of Conduct, including the Conflict of Interest provisions contained in the bylaws and manual, and promptly provide an updated Conflict of Interest Declaration annually and as may be required by changed circumstances.**

**I sincerely promise and affirm that I will truly, faithfully and impartially, to the best of my ability, execute the duties and responsibilities as a Governor of the British Columbia Institute of Technology. I confirm that I have read the Board of Governors' Bylaws and Governance Manual and further promise and affirm that I will at all times abide by them, as they may be amended from time to time.**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



Appendix N - Competency Matrix

Name	Appointment Expiry	Renewable to Yes/no	Specialized Sectoral Experience/Education	Age Category	Accounting	Investment Management	Business Management	Risk Management	Real Estate	Marketing/Comm	Labour Relations	Human Resources	Construction	Information Technology	Cybersecurity	Legal Expertise	Financial Expertise	Public Sector: or Government Knowledge	Previous Leadership Experience	Industry/Sector-specific	Engineering	Community & Institutional Awareness	Governance & Board Expertise	Lived Experience	Board Specific Competency	Diversity	Regional Representation (BC)
Order in Council Members																											
John Doe	2024/7/31	Yes 2029	Chartered Professional Accountant	41-55						3								3	2	2		3	2	2		2	Surrey
Jane Doe	2026/7/31	Yes 2027	Lawyer, Litigation	41-55			3	3	1	1		2		3	3	1	1	2	3	3		2	3	2	3	1	Castlegar
Tracey Doe	2026/7/31	Yes 2028	Chartered Professional Accountant	56-70	3	3	3	3	2	1		1	2	1			3	2	3			2	3	3		3	Vancouver
Elected Members (BCIT)																											
Kim Doe	2024/04/07	Yes	Education Council Chair	41-55														1	2	1		3		3	2	1	BCIT
Zoe Doe	2024/06/01	Yes	Student Governor, SA President	20-30	1		1					1			1				1							2	

The Competency Matrix is established by the CABRO – [follow the guide for instructions](#)

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## Appendix O - Acronyms and Glossary

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### A

<b>ABE</b>	Adult Basic Education
<b>ABEABC</b>	Adult Basic Education Association of BC
<b>ACCC</b>	Association of Canadian Community Colleges
<b>ACCT</b>	Association of Community College Trustees
<b>ACPPI</b>	Association of Canadian Public Polytechnic Institutes
<b>AD</b>	Associate Dean
<b>ADV</b>	Advanced
<b>AECBC</b>	Advanced Education Council of British Columbia
<b>AEST</b>	Ministry of Advanced Education and Skills Training
<b>AFC</b>	Audit and Finance Committee
<b>AGB</b>	Association of Governing Boards of Universities & Colleges
<b>AGE</b>	Adult Graduation Program
<b>ADSL</b>	Asymmetrical Digital Subscriber Line
<b>AETS</b>	Adult Education Training Survey
<b>AIC</b>	Annacis Island Campus
<b>AIMS</b>	Apprenticeship Information Management System
<b>APPL</b>	Advanced Placement & Prior Learning
<b>APQA</b>	Academic Planning & Quality Assurance
<b>ARM</b>	Architecture Review Board
<b>ASE</b>	Adult Special Education
<b>ASP</b>	Active Server Pages
<b>ATC</b>	Aerospace Technology Campus
<b>AUCC</b>	Association of Universities & Colleges of Canada

### B

<b>BBY</b>	Burnaby Campus
<b>BCA</b>	British Columbia Assessment
<b>BCATTABC</b>	Association of Trades & Technical Administrators
<b>BCCAT</b>	BC Council on Admissions and Transfer
<b>BCCCA</b>	BC Career Colleges Association
<b>BCCIE</b>	BC Centre for International Education
<b>BCCIE</b>	BC Centre for International Education
<b>BC CPI</b>	British Columbia Consumer Price Index
<b>BCEADS</b>	BC Educational Association of Disabled Students
<b>BCGEU</b>	BC Government and Service Employees' Union
<b>BCI</b>	Bachelor of Creative Industries
<b>BCIB</b>	British Columbia Infrastructure Benefits
<b>BCIT</b>	British Columbia Institute of Technology
<b>BCITSA</b>	BCIT Students' Association
<b>BCIB</b>	British Columbia Infrastructure Benefits
<b>BCP/DR</b>	Business Continuity and Disaster Recovery
<b>BCSTA</b>	BC School Trustees Association
<b>BCTF</b>	BC Teachers' Federation
<b>BMC</b>	Marine Campus
<b>BMTAB</b>	Be More Than a Bystander
<b>BOD</b>	Board of Directors
<b>BOG</b>	Board of Governors
<b>BPAC</b>	Business Project Advisory Committee
<b>BUM</b>	Budget Unit Manager
<b>BYOD</b>	Bring Your Own Device



## C

<b>CAAE</b>	Coalition for the Advancement of Applied Education
<b>CAF</b>	Contract Approval Form
<b>CARI</b>	Centre for Applied Research & Innovation
<b>CASA</b>	Canadian Association of Student Associations
<b>CAPSLE</b>	Canadian Association for the Practical Study of Law in Education
<b>CASTL</b>	Canadian Alliance for Skills Training in the Life Sciences
<b>CAUT</b>	Canadian Association of University Teachers
<b>CAUBO</b>	Canadian Association of University Business Officers
<b>CBA</b>	Cost benefit analysis
<b>CBA</b>	Community Benefit Agreements
<b>CBIE</b>	Canadian Bureau for International Education
<b>CCDC</b>	Canadian Construction Documents Committee <sup>2</sup>
<b>CCEO</b>	Council of Chief Executive Officers
<b>CCLOW</b>	Canadian Congress for Learning Opportunities for Women
<b>C2T2</b>	Centre for Curriculum, Transfer and Technology
<b>CEA</b>	Canadian Education Association
<b>CEISS</b>	Centre for Education Information Standards and Services
<b>CFS</b>	Canadian Federation of Students
<b>CIEA</b>	College/Institute Educators Association
<b>CICan</b>	College & Institutes Canada
<b>CIO</b>	Chief Information Officer
<b>CMEC</b>	Council of Ministers of Education, Canada
<b>CMTN</b>	Coast Mountain College
<b>CNCP</b>	Climate Change Strategy Carbon Neutral Capital Program
<b>COA</b>	Certificate of Approval – Ministry of Advanced Education, Skills and Training
<b>COEDCO</b>	Council of Education Council Chairs
<b>COG</b>	Council of Governors
<b>COR</b>	Certificate of Recognition
<b>COSEC</b>	Committee on Sectoral Excluded Compensation
<b>CST</b>	Computer Systems Technology
<b>CPDC</b>	Campus Planning and Development Committee
<b>CPSLD</b>	Council of Post-Secondary Library Directors
<b>CPI</b>	Consumer Price Index
<b>CSC</b>	Community Skills Centres
<b>CTC</b>	Career Technical Centre
<b>CTM</b>	Contract Training and Marketing
<b>CUCI</b>	Council of Unions in Colleges and Institutes
<b>CUCCIO</b>	Canadian University Council of Chief Information Officers

## D

<b>DBA</b>	Data Base Administrator
<b>DDEF</b>	MAETT's Data Definitions and Standards Project
<b>DH</b>	Department Head
<b>DIFR</b>	Digital Forensics Incident Response
<b>DM</b>	Facilities Deferred Maintenance (BCIT)
<b>DMD</b>	Digital Arts, Media & Design
<b>DQAB</b>	Degree Quality Assessment Board
<b>DTC</b>	Downtown Campus

<sup>2</sup> CCDC2 CCDC 2 – Stipulated Price Contract is the industry standard prime contract between Owner and prime Contractor. This contract establishes a single, pre-determined fixed price, or lump sum, for the project.

CCDC5B CCDC 5B is a contract between the owner and the construction manager for: (1) advisory services during the pre-construction phase (design development, cost estimates, procurement), (2) construction services (performance of the work), and (3) post-construction services (occupancy review and warranty work)

## **E**

<b>ECP</b>	Exposure Control Plan
<b>EDI</b>	Electronic Data Interchange
<b>EDR</b>	End-point detection and response
<b>EFB</b>	Employee Future Benefits (entitlements for sick leave, vacation, retirement allowance)
<b>EHRC</b>	Electricity Human Resources Canada
<b>EI</b>	Employment Insurance (EI)
<b>ELMI</b>	Enhanced Labour Market Information
<b>ELMIS</b>	Education and Labour Market Information Service
<b>EOC</b>	Emergency Operations Centre
<b>EPSC</b>	Executive Project Steering Committee
<b>ERIA</b>	Enterprise Risk & Internal Audit
<b>ERM</b>	Enterprise Risk Management
<b>ERT</b>	Emergency Response Team
<b>ESA</b>	Employee Supply Agreement
<b>ESG</b>	Environmental, Social and Governance
<b>ESL</b>	English as a Second Language

## **F**

<b>FAM</b>	Fixed Asset Module
<b>FAQ</b>	Frequently asked questions
<b>FBA</b>	Facilities Bargaining Association
<b>FDA</b>	BCIT Foundation
<b>FIA</b>	Freedom of Information Act (Public Bodies Report)
<b>FIPPA</b>	Freedom of Information & Protection of Privacy Act
<b>FOG</b>	Follow-up Graduates (National Graduate Survey)
<b>FOIPOP</b>	Freedom of Information/Protection of Privacy
<b>FPE</b>	Future-Proof Applied Education
<b>FRM</b>	Fraud Risk Management
<b>FRMP</b>	Fraud Risk Management Program
<b>FSA</b>	Faculty Staff Association
<b>FTP</b>	File Transfer Protocol
<b>FTE</b>	Full Time Equivalent

## **G**

<b>GIF</b>	Graphics Interchange Format
<b>GNW</b>	Great Northern Way Campus Trust
<b>GHG</b>	Greenhouse Gas Emissions

## **H**

<b>HEABC</b>	Health Employers Association of BC
<b>HSE</b>	Health, Safety & Environment
<b>HTML</b>	Hyper Text Markup Language
<b>HRDC</b>	Human Resources Development Canada
<b>HQP</b>	Highly qualified Personnel
<b>HR</b>	Human Resources
<b>HSC</b>	Health Sciences Centre

## **I**

<b>IA</b>	Income Assistance
<b>IA</b>	Internal Audit
<b>IAM</b>	Identity Access Management
<b>IAPO</b>	Information Access & Privacy Office



<b>IBT</b>	Industry Based Training
<b>IDE</b>	Internet Development Environment
<b>IEEE</b>	Electrical and Electronics Engineers
<b>IP</b>	Internet protocol
<b>IP</b>	Intellectual Property
<b>IMF</b>	International Mobility Funds
<b>IMS</b>	Information Management Services
<b>IEAF</b>	Indigenous Emergency Assistance Fund
<b>IR</b>	Incident Response
<b>IR</b>	Institutional Researcher
<b>IRCC</b>	Immigration, Refugees and Citizenship Canada
<b>IRF</b>	Institute Research Funds
<b>IRIS</b>	Incident Reporting and Information System
<b>IRP</b>	Institutional Research and Planning
<b>IS</b>	Internet Services
<b>ISA</b>	Industry Services Agreement
<b>ISDN</b>	Integrated Services Digital Network
<b>ISEP</b>	International Student Entry Program
<b>ISP</b>	Internet Service Provider
<b>ISS</b>	Information Standards and Services
<b>ISU</b>	Internal Systems Unit
<b>ITA</b>	Industry Training Authority
<b>ITAC</b>	Industry Training and Apprenticeship Commission
<b>ITDR</b>	Identity Threat Detection Response
<b>ITS</b>	Information Technology Services

## J

<b>JEDI</b>	Justice Equity Diversity and Inclusion
<b>JERI</b>	Ministry of Jobs, Economic Recovery and Innovation
<b>JOHSCs</b>	Joint Occupational Health and Safety Committees
<b>JPEG</b>	Joint Pictures Experts Group (Photo format)

## K

<b>K-12</b>	Kindergarten to Grade 12
<b>K-12/PSI</b>	Kindergarten to grade 12 / Post-Secondary Institute
<b>KOI</b>	Key Outcomes Indicators
<b>KPI</b>	Key Performance Indicators
<b>KSA</b>	Knowledge, Skills and Abilities

## L

<b>LAN</b>	Local Area Network
<b>LFDA</b>	Labour Force Development Agreement
<b>LFS</b>	Labour Force Survey
<b>LMI</b>	Labour Market Information
<b>LRDB</b>	Labour Relations Database
<b>LT</b>	Leadership Team
<b>LTC</b>	Learning & Teaching Centre

## M

<b>MFA</b>	Multi-factor Authentication
<b>MOOC</b>	Massive Open Online Courses
<b>MOU</b>	Memorandum of Understanding
<b>MTU</b>	Munich Turbine Union



## N

<b>NCA</b>	National Cybersecurity Assessment
<b>NIBRT</b>	National Institute for Biotechnology Research and
<b>NEADS</b>	National Educational Association of Disabled Students
<b>NEO</b>	New Employee Orientation
<b>NRFP</b>	Negotiated Request for Proposal
<b>NRG</b>	Natural Health and Food Products Research Group

## O

<b>OAGBC</b>	Office of the Auditor General of B.C.
<b>OCAM</b>	October Cyber Awareness Month
<b>OH&amp;S / OHS</b>	Occupational Health & Safety
<b>OHSR</b>	Occupational Health and Safety Regulation
<b>OIPC</b>	Office of the Information & Privacy Commissioner of B.C.
<b>OM</b>	Operations Manager
<b>OPEIU</b>	Office & Professional Employees International Union
<b>OWG</b>	Outcomes Working Group

## P

<b>PAC</b>	Program Advisory Committee
<b>PACE</b>	Pacific Association for Continuing Education
<b>Pentest</b>	Penetration Testing
<b>PSAB</b>	Public Sector Accounting Standards
<b>PASBC</b>	Post-Secondary Application Service of BC
<b>PD</b>	Professional Development
<b>PEN</b>	Personal Education Number
<b>PH</b>	Program Head
<b>PHD</b>	Doctor of Philosophy
<b>PIA</b>	Privacy Impact Assessment
<b>PLA</b>	Prior Learning Assessment
<b>PLAR</b>	Prior Learning Assessment Recognition
<b>PLN</b>	Provincial Learning Network
<b>PM</b>	Project Manager
<b>PMIS</b>	Project Management Information System
<b>PNAIRP</b>	Pacific Northwest Assoc of Institutional Researchers & Planners
<b>POWA</b>	Program for Older Worker Adjustment
<b>PPA</b>	Preparation of Plans Agreement
<b>PPSEC</b>	Private Post-Secondary Education Commission of British Columbia
<b>PPWC</b>	Pulp & Paper Workers of Canada
<b>PRT</b>	Policy Review Team
<b>PSA</b>	Public Service Agency
<b>PSE</b>	Post-Secondary Education
<b>PSE</b>	Part-time Studies Enrolment
<b>PSEA</b>	Post-Secondary Employers' Association
<b>PSEC</b>	Public Sector Employers Council
<b>PSFS</b>	Ministry of Post-Secondary Education and Future Skills (no E)
<b>PSI</b>	Post-Secondary Institution
<b>PTI</b>	Private Training Institute
<b>PTS</b>	Part Time Studies

## Q

<b>QS</b>	Quantity Surveyor
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## R

<b>RAIS</b>	Registered Apprentice Information System
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**RANDA** Research and Analysis  
**RD** Regional Districts  
**RDI** Respect, Diversity & Inclusion  
**RF** Restricted Funds  
**RFP** Request for Proposal  
**RFSQ** Request for Supplier Qualification

## **S**

**SCOEA** Standing Committee on Evaluation and Accountability  
**SCOET** Standing Committee on Educational Technology  
**SecOps** Security operations  
**ST** Senior Team  
**SI** Strategic Initiatives  
**SIC** Standard Industrial Classification  
**SIEM** Security Incident Event Management  
**SIOC** Senior Instructional Officer's Committee  
**SFAA** Student Financial Aid and Awards  
**SITE** Sustainability, Infrastructure, Transportation and Environmental Economics  
**SLID** Survey of Labour and Income Dynamics  
**SME** Subject Matter Expert  
**SMG** Systems Management Group - CEISS  
**SOBAM / SOB+M** School of Business and Media  
**SOC** Standard Occupational Classification  
**SOCAS** School of Computing and Academic Studies  
**SOCE** School of Construction and Environment  
**SOE** School of Energy  
**SOEA** School of Energy and Automation  
**SOHS** School of Health Sciences  
**SORS** Student Outcomes Reporting System  
**SOT** School of Transportation  
**SPS** System Partnership Services  
**SR** Senior Team  
**SRIAG** Student Record Implementation Accountability Group  
**SSA** Secondary School Apprentice  
**SSCE** Select Standing Committee on Education  
**SSEM** Safety, Security and Emergency Management Team  
**SSER** Strategic Services and External Relations  
**STEM** Science, Technology, Engineering and Mathematics  
**SVMPA** Sexual Violence and Misconduct Policy Act  
**SVMPRC** Sexual Violence and Misconduct Prevention and Response Committee

## **T**

**TFSV** Technology-facilitated sexualized violence  
**TRACS** Training Registry and Case Management System  
**TTA** TTA Technology Training Associates  
**TTC** Trades and Technology Complex  
**TUPC** The University Presidents' Council  
**T/VIS** Trade/Vocational Information System  
**TVET** Technical & Vocational Education

## **U**

**UEL** University Early Leavers Project  
**UGOP** University Graduate Outcomes Project  
**URL** Uniform resource locator  
**USIS** University Student Information System



## V

**VPAO** Office of the Vice President Academic  
**VPN** Virtual Private Network

## W

**WCB/WSBC** WorkSafeBC  
**WFCP** World Federation of Colleges and Polytechnics  
**WHMIS** Workplace Hazardous Materials Information Systems  
**WIL** Work Integrated Learning  
**WPSE** Women in Post-Secondary Education

## Y

**YTD** Year-to-date  
**YVR** Vancouver International Airport

## Z

**ZEB** Zero Emissions Building

## Glossary

**Town Hall** - Open invitation to all staff/faculty members

An event at which a politician or public official answers questions from members of the public

**SuperCluster** - Canada's Digital Technology Supercluster. Is a consortium of some of the world's biggest names in healthcare, telecommunications, natural resources and computing, along with start-ups, SMEs, researchers and post-secondary institutions - all working together to solve some of the most pressing productivity, health and sustainability challenges facing Canada and the world today.

[www.digitalsupercluster.ca](http://www.digitalsupercluster.ca)

**Smart Grid** - an electricity supply network that uses digital communications technology to detect and react to local changes in usage

**Micro Grid** - a small network of electricity users with a local source of supply that is usually attached to a centralized national grid but can function independently.

**Smart Micro Grid** - Often called the Smart Micro grid Initiative