



**Justice  
Institute**  
BRITISH COLUMBIA

## Board of Governors Handbook

September 22, 2025  
(Approved at the Board meeting)

Was revised on:

- August 27, 2025 (GHRC)
- March 6, 2025 (GHRC)
- February 2022
- November 2020

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## I. OVERVIEW

The Justice Institute of British Columbia (“**JIBC**”) is a public, post-secondary education institution existing under the [Colleges and Institutes Act](#) (British Columbia) (the “**Act**”). JIBC was created in 1978 pursuant to the Act to:

- provide courses of instruction which are consistent with identified needs specifically for, but not limited to, Police, Corrections, Courts and Sheriffs;
- identify the educational and specific training needs for all components of the British Columbia justice system, including fire services;
- develop a cooperative system of coordination between its own programs and those of other institutes, colleges, universities, public schools, and community-based organizations; and
- provide a provincial forum for discussion and examination of justice and socially related issues.

This Board of Governors Handbook (the “**Handbook**”) outlines the duties of the board of governors of JIBC (the “**Board**”) and contains terms of reference for each committee.

## II. VISION, MISSION AND MANDATE

### A. Vision

Safer communities and a more just society.

### B. Mission

Developing dynamic justice and public safety professionals through exceptional applied education, training, and research.

### C. Mandate

Unique among post-secondary institutions in Canada, the Justice Institute of British Columbia offers specialized, applied education, training, and research in conjunction with our community partners in the fields of justice and public safety.

### III. ROLE OF THE BOARD OF GOVERNORS

#### A. Size and Structure

Pursuant to Part 3, Section 9(2) of the Act, the Board is composed of: (i) at least eight (8) or more persons appointed by the Lieutenant Governor in Council; and (ii) the President of JIBC.

Each member of the Board, with the exception of the President, has one (1) vote on the Board.

#### B. Committees of the Board

The Board will have the following committees:

- Finance and Audit Committee (“**FAC**”); and
- Corporate Governance and Human Resources Committee (“**GHRC**”).

The Board will approve and/or modify the terms of reference with respect to each committee after considering the recommendation of the GHRC.

#### C. General Powers and Duties of the Board

The Board’s powers and duties are outlined in Part 4 of the Act. In particular, Section 19 of the Act gives the Board the power to, among other things:

- manage, administer and control the property, revenue, expenditures, business and affairs of JIBC;
- make bylaws;
- determine and collect fees;
- determine courses or programs to be offered or cancelled;
- establish committees it considers necessary and advisable; and
- perform other functions consistent with the Act that the Board considers advisable for the proper administration and advancement of JIBC.

The Board is entrusted with the stewardship of JIBC and is accountable for ensuring that JIBC fulfils its mandate. The Board oversees the affairs of JIBC and supervises the President, who is responsible for the day-to-day operations of JIBC. The Board will maintain a clear distinction between its role and that of the President. In carrying out their duties as governors, the members of the Board must act in the best interests of JIBC.

#### D. Specific Responsibilities

The Board provides overall leadership and is responsible for the following:

##### ***Management***

- appointing the President and planning for President succession;
- approving the President’s compensation;

- approving role description, including duties and responsibilities, for the President;
- approving the President’s goals and objectives for each upcoming year and, at least annually, review the President’s performance against these goals and objectives;
- ensuring plans are made for management development and succession; and
- providing advice to the President in the execution of their duties.

### ***Strategic***

- adopting a strategic planning process;
  - overseeing the development of, and approving, a strategic plan that takes into account, opportunities and risks facing JIBC, relevant legislation and mandate letters
- monitoring performance against the strategic plan; and
- approving capital and operating budgets and major transactions.

### ***Risk management and financial***

- ensuring management (through the President) identifies material risks to JIBC and has appropriate systems and processes to identify, monitor and manage those risks;
- ensuring financial results are reported fairly and in accordance with generally accepted accounting principles;
- directing management to ensure that legal requirements, including reporting obligations, are met;
- taking reasonable steps to ensure the implementation and integrity of JIBC’s internal control and management information system;
- approving and monitoring compliance with JIBC’s material operating policies; and
- monitoring compliance with JIBC’s Code of Conduct, Conflict of Interest and Standards of Ethical Conduct policies.

### ***Legal and Communications***

- reviewing and recommending changes to the bylaws; and
- ensuring that JIBC has an appropriate communications policy and/or communications crisis plan.

### ***Board Matters***

- in consultation with the Crown Agencies and Board Resourcing Office (“**CABRO**”), identifying the competencies and personal attributes required on the Board and recommending to Government candidates to enable the orderly succession of Board members; and
- annually evaluating the Board’s effectiveness as a whole.

## **E. Additional Considerations**

There are limitations to the Board’s decision-making powers. The Ministry of Finance approves JIBC’s auditor. In addition, Section 23(1) of the Act sets out certain requirements for an Education Council. The Board fulfills the role of the Education Council for JIBC and has delegated those responsibilities to JIBC’s Program Council. The Board requires the Program Council to advise the Board on the development of policies, criteria and new academic programs referred to in Section 24 of the Act.

## IV. BOARD OPERATIONS

### A. Board Meeting Frequency

- The Board meets at least four (4) times each calendar year.
- The Board may also meet at the call of the Board Chair and/or the President.
- Every Board member will be entitled to reasonable notice of every Board meeting.

### B. Agenda & Distribution of Pre-reading Material

- The Board Chair and the President, in consultation with the Board Executive Assistant/Secretary, will develop the agenda for each Board meeting.
- The draft Agenda will be presented to the GHRC for review two weeks prior to the meeting date.
- Under normal circumstances, the agenda and the material will be distributed/uploaded to governors not less than one week before the meeting.
- Material distributed to Board members in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Materials should identify matters appropriate for Board consideration and should outline various options available for the Board to consider, rather than just recommendations.
- All Board members may suggest additions to the agenda.

### C. Proceedings

- Procedure at Board meetings will be governed by the most recent edition of Robert's Rules of Order.
- Pursuant to Section 59(2) of Act, a majority of Board members constitutes a quorum.

### D. Attendance at Board meetings

- Board meetings are, in general, open to the public.
- The Board will make best efforts to make meetings accessible, focusing on both physical space and content access
- The Board may exclude the public from a meeting or a portion of a meeting, if the Board considers that, in order to protect the interest of a person or the public interest, the desirability of avoiding disclosure of information presented outweighs the desirability of public disclosure of that information. (See *In-Camera* Meetings).
- The Board encourages Management to attend Board meetings to provide information and additional insight into matters being considered by the Board.
- A Board member should use best efforts to attend meetings, both in person and virtual, dependent on the modality agreed upon by the Board. When a meeting is scheduled to be in person, board members are encouraged to attend in person where possible, ensuring an inclusive environment such that all members have equal opportunity to contribute and engage in discussions. A member may participate in any meeting of the Board or any Committee by remotely using any means that permits each participant in the meeting to hear and speak simultaneously to all other participants.
- Any such remote participants will be deemed present for quorum and voting purposes.

- If an emergency requires Board action, the Chair may direct the President or their designate to canvass Board members using a traceable means of communication with respect to any proposed resolution and record each member's vote. Such a resolution will be effective if affirmed by a majority of Board members, and will be recorded in the minutes of the Board.

#### **E. *In-Camera* Meetings**

The Board should have an *in-camera* session with the President and without the President and management present, as a regular feature of each Board meeting.

The following matters will be considered *in-camera*:

- matters relating to collective bargaining, or the terms of employment or employment status of any employee;
- matters pertaining to individual students;
- claims and matters where Board liability may arise, and legal opinions;
- proposed purchase, lease, or sale of real property;
- matters pertaining to the safety, security, or protection of Board property; and
- other matters that the Board may, in the public interest, determine are of a confidential or sensitive nature.

#### **F. Minutes**

- The President will ensure that minutes are kept of every Board meeting, containing a record of every Board decision taken at the meeting.
- Minutes of each meeting will be distributed to all Board members prior to, and will be considered for approval at, the next regularly scheduled Board meeting.
- When approved, minutes will be signed by the Chair and by the President or their designate, and published on JIBC's intranet site, and otherwise as the President considers advisable.

### **V. CONDUCT EXPECTATIONS OF BOARD MEMBERS**

#### **A. Code of Conduct**

The Board is committed to the highest standards of conduct. These guidelines apply to all members of the Board.

1. Board members have a fiduciary duty to JIBC to carry out the duties of their office honestly and in good faith and in the best interests of JIBC. Board members will represent the interests of JIBC as a whole, rather than the interests of individual constituents.
2. Board members will:
  - exercise good judgment and act with integrity;
  - act lawfully and demonstrate high ethical standards;
  - devote time to be of effective service to the Board;

- respect confidentiality; and
  - be collegial and respectful towards other Board members.
3. Board members will prepare for Board and committee meetings of which they are a member by reading background materials prepared for each meeting and acquiring adequate information necessary for decision making.
  4. Board members are expected to regularly attend meetings. If a member is unable to attend, the person should provide their written comments on the pre-read materials to the Board/Committee Chair in advance of the meeting. If a member of the Board has not attended three (3) consecutive regular meetings of the Board, the member is no longer a member of the Board unless excused by resolution of the Board.
  5. In conducting Board business, Board members are expected to:
    - be willing to articulate independent views;
    - provide constructive feedback;
    - contribute broadly to Board discussions; and
    - be respectful of and remain open to the views of others.
  6. The Board speaks with one voice. The Board Chair or someone designated by the Board Chair represents the Board in the public. All Board members must refer to the Board Chair for public comments about the Board and its decisions. Board members will publicly stand by and uphold decisions of the Board.
  7. The conduct and language of Board members must be free from any discrimination or harassment prohibited by the *Human Rights Code* (British Columbia) and must comply with JIBC's various harassment policies and procedures.
  8. Each Board member will take an oath of office to be sworn or affirmed, signed and dated before the Board at the commencement of the Board member's first meeting with the Board.

#### **B. Conflict of Interest Guidelines (Real or Perceived)**

A conflict of interest occurs when a Board member's private or financial interests are in conflict with, or appear to be in conflict with, that Board member's abilities to perform or exercise their duties as a member of the Board. A conflict of interest may be real, potential, deemed or perceived, and it may involve a financial or non-financial interest.

All Board members will:

1. not have any contract for profit with JIBC on their own behalf or with any company in which they or any member of their family have an interest while the Board member is serving at JIBC;

2. not have personal financial interests, assets or holdings which could place the Board member in conflict with any decision, information or other matter that may be heard by or acted upon by the Board;
3. not undertake any activity as a private citizen which conflicts with their responsibilities as a member of the Board;
4. remain impartial at all times toward individuals who deal with the Board and, as a member, avoid taking any action that may result in preferential treatment for any individual; and
5. avoid conflict with work undertaken through any other memberships, Governorships, voluntary or paid positions or affiliations which could conflict with their duties as a member of the Board.

### **C. Procedures**

The Board will follow the process below to help identify and manage conflicts of interest.

#### **i. Handling Conflicts of Interest (Real or Perceived)**

1. A Board member must identify a conflict of interest to the Board Chair prior to Board discussion or consideration of the issue or, if the conflict of interest arises without notice, at a Board meeting (in writing or verbally).
2. When a Board member has disclosed a conflict of interest, the Board Chair must notify all other members of the Board of the disclosure prior to the next Board meeting or prior to discussion of the matter.
3. Where there is disagreement among members of the Board about the existence of a conflict of interest, the Board will hold a vote during an *in-camera* session to resolve the matter. The Board member believed to be in conflict must abstain from voting. If the member is declared by a majority vote of the Board to be in a conflict of interest, the member is deemed to be in a conflict of interest.
4. Where a Board member has declared a conflict of interest or has been found by a majority vote of the Board to be in a conflict of interest, such member must absent themselves from a meeting during which the matter in which the conflict of interest exists is discussed, debated and/or voted on by the Board.

#### **ii. Monitoring Compliance with Code of Conduct and Conflict of Interest Guidelines**

Board members are required to sign a declaration upon swearing in, confirming they have read and considered the Code of Conduct and Conflict of Interest Guidelines and agree to conduct themselves in accordance with same. Board members must also report any suspected breaches of the Code of Conduct and Conflict of Interest Guidelines to the Board Chair (in the case of the Board Chair, they must report suspected breaches to the President). As part of the Board of Governors annual calendar, in September

each year, Board members will be verbally required to confirm their abidance of the Code of Conduct and Conflict of Interest Guidelines.

### **iii. Handling a Breach of the Code of Conduct or Conflict of Interest Guidelines**

When a breach of the Code of Conduct and/or the Conflict of Interest Guidelines has been identified, the GHRC will consider and take whatever action they believe is appropriate based on the nature and severity of the breach, which may include:

- issuing a verbal or written warning;
- asking the member to take appropriate corrective action;
- asking the member not to attend Board meetings until the matter has been considered by the GHRC;
- asking the member to resign; and/or
- recommending that the Board ask the Lieutenant Governor in Council to remove the member from the Board.

If the Board member accepts the decision of the GHRC, the decision is imposed and the Chair of the GHRC must report on their actions at the next *in-camera* meeting of the Board.

### **iv. Processing an Appeal**

If the Board member rejects the decision of the GHRC, they may appeal to the Board in writing. The appeal must be requested within one (1) week of being notified of the decision. The decision will stand until such time as the Board considers and hears the appeal. The Board will make every effort to consider the appeal within one (1) month of the date the member is notified of the decision. On considering the appeal the Board may allow whatever evidence it considers appropriate.

After considering the appeal, the Board may:

- allow the appeal and set aside the decision of the GHRC;
- dismiss the appeal and confirm the decision of the GHRC; or
- take any other action that the Board deems appropriate.

In all circumstances, the Board will provide reasons for its decision with respect to the appeal. The decision of the Board with respect to the appeal is final.

### **v. Confidential Information**

Confidential information refers to information that becomes available to a Board member as a result of their position on the Board and is not otherwise generally available. It includes proprietary technical, business, financial, legal, or any other information which the organization treats as confidential.

Board members will not, either during or following the termination of an appointment:

- disclose such information to any outside person unless authorized; or

- disclose or use confidential information gained by virtue of their association with JIBC for personal gain, or to benefit friends, relatives or associates.

If in doubt about what is considered confidential, a Board member should seek guidance from the Board Chair or the President.

**vi. Entertainment, Gifts and Favours**

It is essential to fair business practices that all those who associate with JIBC, as suppliers, contractors or Board members, or otherwise, have access to JIBC on equal terms.

Board members and members of their immediate families should not:

- accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with JIBC;
- offer or solicit gifts or favours to secure preferential treatment for themselves or JIBC; or
- offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment.

Any Board member experiencing or witnessing any of the above must report the incident to the Board Chair (or in the case of the Board Chair, to the President) immediately.

Reasonable and customary hospitality may be an accepted courtesy of a business relationship. Payments for meals, refreshments, travel, accommodations or entertainment by an outside source are permitted provided they are:

- unsolicited;
- reasonable in amount;
- expended in the course of a meeting or other occasion the purpose of which is to hold a *bona fide* business discussion; and
- the expense would be paid for by JIBC as a business expense if not paid for by the outside source.

## VI. ROLE DESCRIPTIONS

### A. Board Chair

The Board Chair is elected by the Board members for a one (1) year term and may be re-elected for subsequent one (1) year terms. The Board Chair leads the Board in its supervision of JIBC's business and affairs and oversight of its management. In performing this role, the Board Chair must work with the President, manage the Board and promote effective relations with Government and other stakeholders. The Board Chair will serve as an ex-officio, non-voting member on all Board committees.

#### i. Duties and Responsibilities

The Board Chair will:

##### *Working with the President*

- act as a sounding board, counsellor and confidant for the President, including helping to review strategies, define issues, maintain accountability, and build relationships;
- in conjunction with the President, assist in representing JIBC as required;
- ensure the President is aware of the concerns of Government, the Board and other stakeholders;
- lead the Board in monitoring and evaluating the performance of the President, ensure the accountability of the President, and ensure the implementation of the management succession and development plans by the President;
- work with the President to ensure management strategies, plans and performance measures and results are appropriately represented to the Board; and
- act as liaison between management and the Board.

##### *Managing the Board*

- take steps to foster the Board's understanding of its responsibilities to JIBC, the Government and other stakeholders;
- facilitate the effective operation and management of, and provide strong leadership to, the Board
- build consensus and encourage participation of all Board members at meetings;
- ensure the sufficient and timely distribution of materials to enable Board members to make informed decisions;
- set Board meeting schedules and agendas in collaboration with the President and preside over Board meetings, ensuring they are conducted in an efficient and effective manner;
- oversee any issues related to conflicts of interest;
- assist the GHRC in developing Board member criteria and potential candidates to be recommended to the Government for appointment as Board members and communicate with the Government regarding the criteria;
- recommend the committee members and committee Chair appointments to the Board for approval and review and report to the Board the need for, and the performance and suitability of, those committees;
- review and assess Board member attendance and performance and make recommendations to the Government as required; and

- following the recommendation of the GHRC and Board, make recommendations to the Government regarding the size and composition of the Board as required.

## ii. **Relations with the Government and Other Stakeholders**

The Board Chair will, in consultation with the President:

- act as the principal interface between the Board and the Minister; and
- review the communications plan with stakeholders to ensure that it meets the needs of JIBC.

## B. **Vice-Chair**

The Vice-Chair is elected by the Board members for a one (1) year term and may be re-elected for subsequent one (1) year terms. The Vice-Chair's primary role is to act as a replacement for the Board Chair should he or she temporarily be unable to fulfill the role of Board Chair. In such situations, the Vice-Chair would assume the full responsibilities of the Board Chair as outlined in the terms of reference for that position. The Vice-Chair works closely with the Board Chair so they may become acquainted with the stakeholders and any aspects of the Board Chair's role that will prepare them to best serve in the Chair's absence.

## C. **President**

The President provides strategic leadership to JIBC and bears prime responsibility for managing the business and affairs of JIBC in a manner consistent with its mandate, applicable laws and the direction of the Board. The President reports to the Board.

### i. **Duties and Responsibilities**

The President will:

#### *Strategic*

- recommend to the Board for its approval the strategic plans and annual business plans that are consistent with legislated priorities and JIBC's core purpose and mandate.

#### *Leadership and Management*

- develop and monitor annual business and operational plans and budgets that support JIBC's strategy and lead the execution of these plans and budgets;
- lead a high performing senior management team that works with the President to develop and deliver on strategy;
- maintain an organizational structure that enables effective and efficient execution of JIBC's strategy and operational goals;
- model and set institutional culture;
- foster excellent relationships with key stakeholders to assist in the advancement of JIBC's strategy;
- act as JIBC's principal spokesperson;

- foster a culture that promotes ethical conduct and encourages individual and collective integrity and accountability; and
- create and maintain plans for the appointment, performance management, leadership development and succession of the senior management team.

#### *Risk Management*

- ensure appropriate policies, processes, internal controls and systems are developed and maintained to identify, monitor and manage organization risks and opportunities;
- ensure all operations and activities of JIBC are conducted in accordance with laws, regulations, policies, and practices approved by the Board;
- develop and implement operational policies to guide JIBC within limits prescribed by applicable laws and the strategy approved by the Board; and
- manage the property and assets of the institute, including power to control and supervise access to and use of that property and those assets.
- If an urgent and significant matter of concern arises that likely requires Board guidance, the President is required to notify the Chair immediately, so that, if necessary, the other members of the Board may be consulted as soon as possible.

#### *Board and Governance*

- keep the Board apprised in a timely fashion on major developments and provide the Board with sufficient information to enable the Board to discuss potential issues, make decisions and fulfil their responsibilities;
- advise the Board with respect to all aspects of financial, administrative and business affairs of JIBC; and
- attend Board meetings and serve as an *ex-officio* member of all Board committees.

#### **D. Board Executive Assistant/Secretary**

Duties for the Executive Assistant/Secretary to the Board include, but are not limited to:

- liaise with Board members on Board and committee meeting and retreat dates;
- organize meeting locations and arrange catering;
- prepare board meeting agendas, previous minutes and any attachments;
- upload/collate/distribute all meeting materials prior to the meeting;
- attend and take the minutes of meetings;
- liaise with and prepare documentation for CABRO on Board member replacements when required;
- prepare correspondence on behalf of the Board Chair;
- ensure approved minutes are filed and archived appropriately;
- keep Board members informed of special events at or about JIBC and extend invitations where necessary; and
- maintain and update this Handbook as directed by the Board.

## VII. COMMITTEE MANDATES

### A. Finance and Audit Committee – Terms of Reference

The FAC is a standing committee of the Board. Its purpose is to assist the Board in fulfilling its responsibilities regarding financial and audit oversight, including oversight of operating and capital budgets, financial reporting, internal controls and risk management.

#### i. Membership

The FAC will have a minimum of two (2) members of the Board, including the FAC Chair. FAC members are appointed by the Board for a one (1) year term and may be reappointed for subsequent one (1) year terms. The Board Chair and President serve as ex-officio, non-voting members of the FAC.

FAC members will be selected based on skill, knowledge and ability to contribute to the development and execution of the committee's purpose and deliverables. Committee members should be independent and financially literate, as defined in the CABRO guidelines. At least one (1) member should have an accounting designation or related financial expertise.

#### ii. Role

Subject to the powers and duties of the Board, the FAC is responsible for the following:

##### *Financial reporting and accounting/financial management*

The FAC will review and recommend to the Board for approval:

- annual operating and capital budgets;
- annual audited financial statements;
- annual *Financial Information Act* (British Columbia) requirements;
- annual appointment of the auditors;
- policies related to financial management;
- key performance indicators; and
- any proposed changes to the position of JIBC's Vice-President, Finance & Operations.

The FAC's review of the financial statements will consider:

- whether the annual financial statements are fairly presented in all material respects in accordance with generally accepted accounting principles and are complete and accurate in all material respects;
- whether any material changes in accounting principles or policies have affected the financial statements; and
- management's assumptions supporting significant estimates or judgements affecting the statements.

The FAC will also:

- review quarterly budgets vs actuals and report on unexplained variances to the Board;
- monitor management’s compliance with its risk management policies; and
- review any material changes in accounting principles or policies.

#### *Auditors and Key Management Positions*

The external auditor reports directly to the FAC. The FAC will:

- review the audit tender process and review proposals received under that process;
- review and recommend to the Board for approval the appointment of external auditors;
- review the terms of engagement for the external auditor and the effectiveness of the external auditors;
- review proposed audit fees;
- review and pre-approve all non-audit services to be provided to the institute by the external auditor;
- meet with the external auditor *in-camera* at least annually, without management in attendance, to discuss any matters that the FAC or the external auditor wishes to bring to the attention of the Committee and the Board of Governors;
- review the auditor’s evaluation of internal controls, including any recommendations for improving internal controls and management’s response to any identified weaknesses; and
- advise the Board of any disagreements between management and the external auditor.

#### *Governance*

The FAC will:

- review and approve the expenses of the President;
- review its terms of reference annually and recommend any changes to the Board for approval; and
- engage independent counsel and other advisors, following prior approval from the Board Chair.

The FAC Chair will report to the Board on its activities at each Board meeting.

### **iii. FAC Operations**

The FAC will normally meet four (4) times a year prior to board meetings. Extraordinary meetings may be held at the discretion of the FAC Chair. A majority of the members of the FAC will constitute a quorum. The Vice-President, Finance & Operations, or their designate, will be a resource to the Committee and attend FAC meetings. An agenda for each meeting will be prepared in advance and distributed by the Chair, with supporting documents provided by the Chair and Vice-President, Finance and Operations for review prior to the meeting. FAC members will be expected to attend all meetings, including extraordinary meetings. The FAC will meet occasionally with the external auditors without management present.

**iv. Deliverables**

<b>Title</b>	<b>Description</b>
A. Annual operating and capital budgets	Review draft operating and capital budgets prepared by the Vice President, Finance & Operations, prior to recommending a final draft to the Board of Governors for discussion and approval.
B. Annual audited financial statements	Review the draft audited financial statements as prepared by the external auditor, prior to recommending a final draft to the Board of Governors for discussion and approval.
C. Report from the external auditors	Accept and discuss the report from the external auditors regarding the annual audit, their findings, recommendations, etc. prior to providing to the Board of Governors for information.
D. Recommendation of external auditor	Recommend the external auditor for appointment annually to the Board of Governors, through a tender process, if appropriate.
E. Interim financial reporting	Review and discuss all interim financial reporting with the President and the Vice President, Finance and Administration, prior to presentation to the Board of Governors.
F. KPI	Review and discuss key performance financial Indicators with the President and the Vice President, Finance and Administration, prior to presentation to the Board of Governors.
G. External reporting	Develop and review guidelines for effective Board and Committee meetings.
H. Adhoc financial issues	Investigate, review and discuss adhoc financial issues as they arise, and provide appropriate information and recommendations, as appropriate, to the Board of Governors.
I. Internal controls and reporting	Investigate, review and discuss internal audit and financial management policies, as appropriate and provide appropriate information and recommendations to the Board of Governors.

## **B. Governance & Human Resources Committee – Terms of Reference**

The GHRC is a standing committee of the board. Its purpose is to assist the Board in fulfilling its obligations regarding governance and human resources oversight, including establishing a strong governance framework and planning and evaluating the President’s performance.

### **i. Membership**

The GHRC will have a minimum of two (2) members of the Board, including the GHRC Chair. GHRC members are appointed by the Board for a one (1) year term and may be reappointed for subsequent one (1) year terms. The Vice-Chair of the Board will serve as the GHRC Chair. The Board Chair and President serve as *ex-officio*, non-voting members.

The members of the GHRC will be selected based on skill, knowledge, and ability to contribute to the successful development and execution of the Committee’s purpose and deliverables.

### **ii. Role**

Subject to the powers and duties of the Board, the GHRC is responsible for the following:

#### *Governance*

The GHRC will:

- ensure JIBC has appropriate policies and procedures in place to enable the Board to function effectively and independently;
- monitor legislation affecting the duties, responsibilities and potential liability of the Board;
- monitor best practices in governance and assess whether any changes are required to JIBC’s governance framework; and
- annually review this Handbook, including GHRC terms of reference, and recommend changes to the Board for approval.

#### *Board matters: Structure, Orientation, Education and Succession*

The GHRC will:

- Review the board agenda prior to each board meeting;
- Develop and implement the board calendar;
- annually review the Board structure and size and recommend any changes to the Board and Government, as appropriate, for approval;
- annually review the number and type of committees, committee memberships and recommend any changes to the Board for approval;
- annually review and update a competency/skills matrix for the Board and make recommendations to the Board and Government, as appropriate, regarding competencies sought in new Board members;
- develop and maintain succession plans for Board members;
- develop and oversee an orientation process for new members of the Board;

- recommend professional development programs that may support Board members in understanding their roles and responsibilities;
- annually evaluate the effectiveness of the Board and its committees, communicate the results to the Board and make recommendations for improvement; and
- oversee the evaluation process for the Board Chair.

#### *Human Resources*

The GHRC will:

- review and recommend to the Board for approval the appointment of the President;
- review and recommend to the Board for approval the employment letter and compensation of the President, consistent with legislation and government policy;
- annually review the role description of the President and recommend any changes to the Board for approval;
- develop and implement a performance evaluation process for the President;
- together with the Board Chair, lead the development of the President’s annual performance objectives and plan, for recommendation to the Board for approval;
- make recommendations regarding training and development for the President;
- review the compensation framework for senior management;
- annually review executive team and key role performance with the President;
- advise the President and the Board on major labour relations issues and/or strategic HR matters, including reviewing relevant HR policies and recommend amendments where appropriate; and
- review with the President any significant outside commitments the President is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations.

#### *Other*

The Committee will engage independent counsel and other advisors, following prior approval from the Board Chair.

### **iii. GHRC Operations**

The GHRC will normally meet four times a year prior to board meetings. Extraordinary meetings may be held at the discretion of the GHRC Chair. A majority of the members of the GHRC will constitute a quorum. GHRC members will be expected to attend all meetings, including extraordinary meetings. The GHRC Chair will report to the Board on its activities at each Board meeting. An agenda for each meeting will be prepared in advance and distributed by the Chair, with supporting documents as appropriate, for review prior to the meeting.

**iv. Deliverables**

<b>Title</b>	<b>Description</b>
A. Roles & Responsibilities	Develop and review the role of the Board Chair, Vice Chairs, Governors, and President.
B. Board Agendas	Establish, manage and coordinate with the President each Board meeting agenda.
C. Policies	Develop and review Board policies such as the Board’s Code of Conduct and Conflict of Interest Guidelines.
D. Committee Structure & Mandates	Review and recommend required standing committee structures and mandates. Review and approve Committee Terms of Reference.
E. Meeting Guidelines	Develop and review guidelines for effective Board and Committee meetings.
F. Board Evaluation Process	Develop, manage and review a Board performance evaluation process.
G. Policies Audit	Develop or facilitate an annual audit of JIBC policies.
H. KPI	Develop, manage and review key performance Indicators and a process to evaluate organizational performance.
I. Scheduling	Develop and manage a calendar process for bringing reoccurring activities to the Board’s attention.

## **VIII. BOARD OPERATIONAL PROCEDURES**

### **A. Election of the Board Chair and Vice-Chair**

The Board Chair will be elected by the Board members

#### **i. Policy**

Each year the positions of Board Chair and Vice-Chair will be re-elected by the Board for the coming one-year term. Nominations and elections are conducted according to the Board Chair and Vice Chair Nomination and Election Procedure (Appendix A). Should either role become vacant during the term, the same procedure will apply for electing a replacement for the position.

Expectations of the Vice Chair:

In order to ensure strong succession planning and continuity of leadership for the Board, the Vice Chair is generally expected to assume the role of Board Chair in a later term. As such, the Vice-Chair should be active at all Board meetings and be prepared to chair the meeting in the absence of the Board Chair. The Vice-Chair must develop and maintain a strong knowledge of the obligations and the duties of the Board Chair.

The Board Chair, in turn, is obliged to advise the Vice-Chair of the various obligations and duties.

### **B. Communications Policy**

JIBC must be accessible and responsive when communicating with the stakeholders, employees, the public and Government. Transparency is an important feature of all public sector organizations. JIBC will meet this goal by ensuring that information about JIBC is accessible to ensure accountability.

#### **i. Policy**

The Board Chair is the authorized spokesperson for Board matters dealing with JIBC. The President is the authorized spokesperson for JIBC. The Board Chair, upon election, will provide a letter of introduction to the Minister. The Board Chair will endeavour to meet with the Minister at any opportunity and may request a meeting with the Minister on matters that the Board deems necessary to deal directly with the Minister.

### **C. Student Appeal Procedures**

#### **i. Grounds for Appeal**

Certain of JIBC's policies and procedures provide students with a right to appeal a decision of the President to suspend or expel a student. Students may appeal such a decision of the President on one or more of the following grounds:

- the decision-making process violated JIBC policies and/or procedures, or violated the principles of procedural fairness;

- there is new evidence which was unavailable at the time the decision was made that would likely have resulted in a different outcome; or
- the outcome imposed by the President was unreasonable.

#### ii. **Timing and Content Requirements**

If a student wishes to appeal a decision of the President, they must submit an application for appeal (an **“Application for Appeal”**) to the Board within fifteen (15) business days of the President’s decision being made. An Application for Appeal must identify the grounds for the Appeal, include a copy of the original decision and all other relevant documents, and set out the desired outcome.

Students are encouraged to obtain assistance from JIBC’s Student Affairs office to prepare and submit an Application for Appeal.

#### iii. **Governors’ Appeal Committee**

On receipt of an Application for Appeal, the Chair of the Board, or their designate, will, within ten (10) business days, appoint three (3) members of the Board to adjudicate that Appeal and that Appeal only, (herein referred to as the **“Board Appeal Committee”** or **“BAC”**), one of whom will also be appointed by the Board Chair to be Chair of the BAC.

On appointment of the Chair of the BAC, the Board Chair will deliver to the Chair of the BAC and the President the Application for Appeal.

In the event a member of a BAC cannot complete the adjudication of the Appeal, for whatever reason, the Board Chair will appoint another member of the Board to assume their place on the BAC. If the appeal is being conducted by written submission only then the members of the BAC, including the replacement member, may proceed with deliberations. If a member is replaced after an oral hearing then the hearing must be conducted again before deliberation and decision.

#### iv. **Appeal Guidelines Not Exhaustive**

This process for consideration of an appeal of a decision of the President (an **“Appeal”**) is not exhaustive. The BAC may amend the process as required upon sufficient notice to the parties to the Appeal, including, without limitation, granting extensions of time to any party.

#### v. **President’s Response**

Within fifteen (15) business days of receipt of an Application for Appeal, the President will provide to the Chair of the BAC a written statement setting out, among other things, the facts upon which their decision to suspend the student was based, why the suspension or expulsion was the appropriate corrective measure and must include any documentation relied on in respect of the suspension or expulsion (the **“President’s Response”**).

Within three (3) business days of receipt of the President’s Response, the Chair of the BAC will deliver a copy of it to the other members of the BAC and the student.

#### **vi. Student's Reply**

Within ten (10) business days of receipt of the President's Response, the student may deliver to the Chair of the BAC their response and must include any documentation relied on therein (the "**Student's Reply**").

The Student's Reply must:

- identify precisely which facts in the President's Response it disputes; and/or
- the allegations of procedural unfairness; and
- state why the outcome was incorrectly decided.

Within three (3) business days of receipt of the Student's Reply, the Chair of the BAC will provide it to the other members of the BAC and the President.

#### **vii. The Record of the Appeal**

The Application for Appeal, the President's Response, and the Student's Reply, and each of their respective supporting documentation, will constitute the Written Record of the Appeal (the "**Written Record**").

#### **viii. Review of the Written Record**

Within twenty (20) business days of the Written Record having been finalized, the BAC will meet to review the Written Record (the "**Review Meeting**").

At the Review Meeting, the BAC will determine whether any further information and/or an oral hearing of the Appeal is required.

#### **ix. Requests for Further Information**

If, at the Review Meeting, the BAC determines further information is required to properly adjudicate the Appeal, the Chair of the BAC will deliver its request to that party within three (3) business days of the Review Meeting (the "**Request for Further Information**"). The Request for Further Information will provide a timeline for response to the Chair of the BAC.

Within three (3) days of receipt, the Chair of the BAC will deliver any response received to a Request for Further Information to the other members of the BAC and the other party to the Appeal.

#### **x. Oral Hearing Requested**

If, at the Review Meeting, the BAC determines an oral hearing is required to properly adjudicate the Appeal, the Chair of the BAC will canvass available dates with the parties and in writing, within three (3) business days of the Review Meeting.

Any party may apply to the BAC for an oral hearing of the Appeal (the "**Oral Hearing Application**"). The Oral Hearing Application must state the reasons why an oral hearing is requested and the expected

duration of the oral hearing and must be delivered to the Chair of the BAC prior to or at the time of delivering the Student's Reply.

Within five business days of receipt, the BAC will give its decision to the parties regarding the Oral Hearing Application. If the BAC approves an Oral Hearing Application, the Chair of the BAC will canvass available dates with the parties in writing

JIBC's Student Affairs office will inform the student, the President and the BAC in writing of the date of the oral hearing,

#### **xi. Conducting an Oral Hearing**

An oral hearing will be conducted in a private room, or alternatively, by electronic means if the BAC determines it is appropriate to do so given the circumstances and will not be open to the public. The oral hearing will include all members of the BAC, the student, a support person (if the student chooses to bring one), and a representative of the President. All witnesses will only enter when they are asked to present their information by the BAC Chair. A representative from JIBC's Student Affairs office will be present for administrative assistance.

Students are permitted to have a support person present at the oral hearing. The support person is not allowed to speak on the student's behalf unless approved by the BAC Chair. The Chair of the BAC may conduct the oral hearing in a manner they deem appropriate given the circumstance, which may follow or deviate from the following general procedures:

1. Opening remarks (if any the Chair of the BAC determines are appropriate).
2. Review of time limits and format of hearing (as may be determined by the Chair of the BAC).
3. Introduction of the hearing participants and clarification of each participant's role (Chair of the BAC).
4. The student's opening statement and oral evidence and the oral evidence of each of the student's witnesses followed by questions to the student and the student's witnesses in the order determined by the Chair of the BAC. The Chair of the BAC may determine that questions should be asked through the Chair of the BAC.
5. The opening statement of the President's representative and oral evidence of any witnesses followed by questions to those witnesses in the order determined by the Chair of the BAC. The Chair of the BAC may determine that questions should be asked through the Chair of the BAC.
6. Closing arguments from the student.
7. Closing arguments of the President's representative.
8. Reply submission from the student related to issues raised by the President's representative and not already addressed in the student's closing argument.
9. Final questions by the BAC members to either the student or to the President's representative.
10. Hearing adjourned (Chair).
11. The BAC will then deliberate and make their decision.

#### **xii. Oral Hearing Not Required**

It remains available for the BAC to adjudicate the Appeal based on the Written Record alone. In the absence of an oral hearing, the BAC will meet to adjudicate the Appeal within twenty (20) business days of the Review Meeting.

### **xiii. Decision of the BAC is Final**

The BAC may:

- dismiss the Appeal;
- where the Appeal is brought on the grounds that the decision-making process violated JIBC policies or violated the principles of procedural fairness, and the appeal is successful, refer the matter back to the President so that the procedural error may be remedied as directed by the BAC and direct the President to reconsider their decision;
- where the Appeal is brought on the grounds that there is new evidence which was unavailable at the time the decision was made that would likely have resulted in a different decision, and the appeal is successful, refer the matter back to the President with the new evidence for the President to consider and make a new decision; or
- where the appeal is brought on the grounds that the outcome imposed by the President was unreasonable, and the appeal is successful, the BAC may refer or vary the President's decision or substitute its own decision.

The decision of the BAC in respect of an appeal is final. In all circumstances, the BAC will provide reasons for its decision. The decision of the BAC in respect of the Appeal is final.

The Chair of the BAC will write a decision report (the “**Decision Report**”) on behalf of the BAC.

### **xiv. Notice of Decision**

The Chair of the BAC will deliver a copy of the Decision Report to the parties and JIBC's Director of Student Affairs and Registrar within seven (7) business days of the Decision Report having been signed. The Chair of the BAC will advise the Board of the decision and provide a copy to its members at the next scheduled meeting of the Board.

### **xv. General Matters**

The President, despite being a member of the Board, will not sit on the BAC or participate in, or be privy to, the decision-making of the BAC. The BAC and the parties to an appeal may be represented by counsel during the whole or any part of the appeal, each of whom is responsible for their own legal costs.

### **xvi. Publication of the BAC's Decision**

The Decision Report will only be provided to the Board, and the parties to the dispute unless the BAC, in consultation with the Chair and Board, determines that publication of the Decision Report (which could be anonymized) is in JIBC's best interests. The BAC must not publish the Decision Report where to do so would contravene the *Freedom of Information and Protection of Privacy Act* (British Columbia) or any other legislation or JIBC policy.

## **APPENDIX A: Board Chair and Vice Chair Nomination and Election Procedure**

Following is the procedure for elections for the positions of Board Chair and Vice Chair of the Board, in alignment with Robert's Rules of Order and supporting fair, transparent, and inclusive elections.

### **Nomination Process:**

1. **Assignment of Oversight:** The Governance and HR Committee (GHRC) designates a senior officer to oversee the nomination and election process.
2. **Solicitation of Interest:** The designated officer will issue a call for expressions of interest to solicit interest for the positions of Board Chair and Vice Chair for the upcoming year.
3. **Submission of Nominations:** The Board Members are provided with a minimum of five days to respond. Members may:
  - a. **Nominate another Board member**, provided that the nominee has confirmed their interest in the role, or
  - b. **Self-nominate**, subject to confirmation by the current Board Chair or Vice Chair.
4. **Collection of Nominations:** All nominations are submitted to the designated officer, who will prepare for and administer the election at the upcoming board meeting.

### **Election Process:**

1. **Final Call for Nominations:** At the board meeting, the designated officer will:
  - a. Invite any final nominations from the floor, subject to being seconded (supported) by the current Board Chair or Vice Chair
  - b. Confirm continued interest from all nominees prior to voting.
2. **Acclimation:** If there is only one nomination for either position, that nominee will be elected by acclimation.
3. **Voting Procedure:** Where a vote is required, elections will be conducted by secret ballot ensuring confidentiality for both in-person and remote participants, using the JIBC Board Elections Ballot Template and Instructions.
4. **Quorum and Valid Vote Requirements:** A quorum must be established for the election results to be legally binding. Abstentions will not count toward the total vote, nor will they affect the determination of a majority or other required threshold.
5. **Designated Officer's Report:** At the completion of the election, the designated officer completes the Designated Officer's Report to summarize the election process and results.