



BOARD POLICY & GOVERNANCE MANUAL

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REDEEMER UNIVERSITY COLLEGE GOVERNANCE MANUAL
(Approved by the Board of Governors – September 26, 2008)

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POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: ESTABLISHMENT AND STRUCTURE

Redeemer University College was established with a Charter granted by an Act of the Ontario Legislative Assembly that was originally approved in 1980 and subsequently amended in 1998, 2000, 2003 and 2004 as the *Redeemer University College Act* (hereafter called the Act). The initial Charter provided for granting the Bachelor of Christian Studies and the Bachelor of Christian Education degrees under the name, Redeemer Reformed Christian College. The amendments provide for a renaming of the institution as Redeemer University College and for degree granting authority to offer the Bachelor of Arts, Bachelor of Science and Bachelor of Education degrees.

The Act in section 3 sets forth the Objects of the institution as an undergraduate university rooted in the Reformed Christian tradition (see the next section of this manual). The Act establishes Redeemer University College as a corporation without share capital, and the supporting members as constituting the corporation (section 2, subsection (1) and (2)).

Section 4 of the Act establishes the Board as that body which manages the affairs of the University College subject only to those academic matters assigned by the Act to the Senate (section 7) and those matters assigned to the supporting members (section 8), including approving the institution's Statement of Basis and Principles (section 5, subsection (3) (d)).

Section 5 of the Act outlines the powers of the Board necessary or convenient to perform its duties and to achieve the objects of Redeemer University College. Section 5, subsection (3) of the Act together with section 8 clearly establishes the Board's accountability to the supporting members. The Board of Governors is elected by and responsible to them for the governance of the institution.

POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: CHARTER OBJECTS

The objects of Redeemer University College are defined in section 3 of the Act, which is also included as article 1 of the Consolidated By-Laws, No. A-1. These objects set forth the identity and religious foundation of the institution.

“The objects of the University College are to provide, at the post-secondary level,

- (a) for the advancement of learning and dissemination of knowledge on the basis of the Reformed confessions, traditions and perspectives;
- (b) degree, diploma and certificate programs and courses of study based on Biblical and theological studies, studies in the foundations of Reformed Christian perspectives, which programs and courses may include studies in the general arts, humanities, and sciences, both natural and social, permeated by such Scripturally-directed Reformed Christian perspectives, in accordance with the Statement of Basis and Principles set out in the by-laws of the University College;
- (c) diploma and certificate programs and courses of study in the general arts, humanities and sciences, including both pure and applied natural and social sciences in accordance with the Statement of Basis and Principles set out in the by-laws of the University College;
- (d) degree programs and courses of study in the general arts, humanities and sciences, including both pure and applied natural and social sciences, under the supervision of and pursuant to a written agreement with,
 - (i) a university established under an Act of the Legislature,
 - (ii) an educational institution established outside Ontario which has the authority to grant non-religious degrees and which is accredited in its jurisdiction of origin, or
 - (iii) an educational institution not referred to in sub-clause (i) or (ii) if that institution has obtained the written consent of the Minister of Training, Colleges and Universities, under the *Post-Secondary Education Choice and Excellence Act, 2000* (superseding the *Degree Granting Act, 1990*), and
- (e) diploma and certificate programs and courses of study sponsored jointly with other institutions or organizations”.

POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: STATEMENT OF BASIS AND PRINCIPLES

The Statement of Basis and Principles was approved by the membership in May of 1980 and is included as article 2 of the Consolidated By-Laws No. A-1. It further defines the institution's religious foundation.

Statement of Basis and Principles

(all references to “man” are to be understood as gender inclusive)

Our supreme standard is the Bible. These Scriptures, both Old and New, reveal some basic principles relevant to education, which we affirm:

Scripture:

The Scriptures are the written and inspired Word of God, the infallible and authoritative rule of faith for the direction of the whole of life.

Creation:

God created and structured the universe in all its many ways by His Word. The meaning of the creation is focussed in man, God's image-bearer, with whom He has established a special covenant relationship in Jesus Christ.

Sin:

Man's disobedience, which brought God's curse upon all mankind, alienated man from his Creator, himself, his fellow man, and the rest of the creation; distorted his view of the meaning and purpose of life; and misdirected human culture and learning.

Redemption:

Christ, the Word of God incarnate, is the only Redeemer, the Renewer of our whole life. He restores man and the rest of the creation to God and calls man back to his God-appointed task in the world.

Human Life:

Man is by nature a religious being. All of human life, including educational work, must be understood as a response to the one true God. Consequently, man serves either the Lord or a god of his own making.

Knowledge:

True knowledge of God, ourselves and the rest of the creation is made possible only by means of a true faith in Jesus Christ, in whom are found all the treasures of wisdom and knowledge. True knowledge is attained only when the Holy Spirit enlightens men's hearts by the integrating Word of God and sets them in the truth. However, by God's gracious providence after the fall, those who rejected the Word of God do provide many valuable insights into the structure of reality.

POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: STATEMENT OF BASIS AND PRINCIPLES

Teaching and Learning:

In the context of their scholarship, the teachers of the University College are called to lead students toward a deeper understanding of God's world and its history and to help them reach a cultural maturity grounded in the Biblical faith. In order to carry out this calling, the teachers and students of the University College should endeavour to discover God's laws and the structures of the creation so that the students may effectively take up their specific responsibilities and vocations in a way that will further the coming of the Lord's Kingdom.

We believe that this Statement of Basis and Principles is wholly in harmony not only with Scripture but also with the historic creeds of the Reformation.

POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: VISION/MISSION/PURPOSE

Redeemer's Mission Statement was approved by the Board in 1988 as a further refinement and delineation of the Objects and Statement of Basis and Principles. The Vision Statement received Board approval on September 26, 2009 as part of the Strategic Plan.

Vision:

To be internationally engaged as an excellent liberal arts & sciences university that is unabashedly Christ-centred and prepares students to reflect a distinctive worldview in any vocation and place they are called.

Mission:

The mission of Redeemer University College is:

- first, to offer a university-level liberal arts and sciences education which is Scripturally directed and explores the relation of faith, learning and living from a Reformed Christian perspective;
- and second, to support research and creative endeavour in this context.

Purpose:

Central to this mission are the following objectives:

- to advance knowledge through excellence in teaching and in scholarship;
- to be an academic community in which faculty, staff and students can develop intellectually, socially and spiritually;
- to equip students for lives of leadership and service under the Lordship of Jesus Christ;
- to reach out through academic service to society;
- and in all these things to glorify God.

POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: GOVERNANCE STYLE AND BASICS

The Board of Governors of Redeemer University College has endorsed and operates on a policy governance model, as further outlined in this Manual.

In order that each Governor is able to fulfill his/her responsibilities as a Governor of Redeemer University College, the Board of Governors meets as a “committee of the whole” except as is further outlined in this Manual.

The primary role and responsibility of the Board is to:

- Act on behalf of and report to the supporting members; and other stakeholders
- Within the context of Redeemer University College’s Objects, Statement of Basis and Principles, Vision, Mission and Purpose meet legal standards as follows:

Duty of Care – to act with diligence and skill that a reasonable prudent person would exercise in comparable circumstances;

Fiduciary Duties – to act honestly and in good faith with a view to the best interest of the corporation.

The minimum requirements of the Governors both jointly and individually are to:

- Know the purpose(s) of Redeemer University College as further defined in the Act of incorporation, and accompanying By-Laws.
- Be reasonable, prudent and judicious. i.e. handle the organization’s property with the care, skill, and diligence that a prudent person would use. Protect it from undue risk of loss.
- Carry out the charitable purposes/objects. The business of Redeemer University College can only be that as defined in the Act of incorporation.
- Avoid conflict of interest, interference, indiscretion situations. Governors should not transact business with or accept personal benefit from the organization.
- Avoid interference. i.e. crossing the line between governance and administration. “The President may own the airline, but when he travels on it he keeps out of the cockpit”.
- Avoid indiscretion. i.e. duty to show solidarity once decisions have been reached regardless of whether one voted in favour or not.
- To act gratuitously. Governors cannot accept payment of services from organizations with the exception of reimbursement for reasonable out of pocket expenses.

POLICY TYPE: SECTION 1 – INTRODUCTION

POLICY TITLE: GOVERNANCE STYLE AND BASICS

- To account. Governors must ensure proper accounts are maintained, through on-going monitoring and external audits.
- To manage the organization’s assets including physical plant furnishings and equipment, capital, and operating funds. This makes the Board the “architect for the future”.
- To attend regularly. (See related policy on attendance of meetings in relation to termination as Governors).
- To participate, through preparation in advance of meetings and offering input into the business of the meeting.
- To represent, the governing body - the Board of Governors as a whole - and to be representative of the supporting members to the community at large.
- To learn, i.e. by attending relevant conferences/workshops, and new member orientations.
- To maintain confidentiality, i.e. faculty, staff and student private information.
- To manage its own business, i.e. membership, self-evaluation, policies, and orientation.
- To complete a self-evaluation with respect to meeting the roles and responsibilities of the Board.
- To delegate authority to the President and monitor and evaluate the same.

[Revised July 15, 2016]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: GOVERNING PRINCIPLES

The Board provides governance leadership to the Redeemer University College which emphasizes:

- a) strategic leadership, rather than administrative detail;
- b) pro-activity, rather than reactivity;
- c) outward vision, rather than internal preoccupation;
- d) collective decisions, rather than individual decisions;
- e) the future, rather than the past or present;
- f) encouragement of diversity in viewpoints;

in accordance with the Objects, Statement of Basis and Principles, Vision, Mission and Purpose of Redeemer University College.

Specifically, the Board will:

1. Lead and inspire Redeemer University College by establishing and maintaining policies which reflect the Objects, Statement of Basis and Principles, Vision, Mission and Purpose, and strategic goals and which are in the best interests of the Redeemer University College, as a whole;
2. Cultivate an environment of shared governance and responsibility among the Governors, and between the Board of Governors and related external agencies/organizations;
3. Be mindful of its trusteeship and stewardship obligations to its members, employees, and other stakeholders;
4. Engage in continual development, including orientation of new members to all aspects of its work;
5. Monitor and regularly discuss its own performance and processes to ensure conformity with standards of good governance;
6. Develop positive external relationships.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – OVERVIEW OF TASKS

In fulfilling its responsibilities, and in the context of the Redeemer University College Act, the Board will:

1.
 - a) develop strategic goals and annual priorities and monitor their implementation;
 - b) develop explicit governing policies and review compliance;
 - c) review/revise governance policies on an annual basis, or more often, as necessary;
2.
 - a) comply with all legal requirements;
 - b) identify principal risks (financial, ethical, reputation, business, and legal);
 - c) engage, receive and study audit and other reports (internal and external);
 - d) monitor the Redeemer University College's performance;
 - e) review and approve capital and operating budgets;
3. appoint the President and monitor and evaluate the President's performance, as defined by implementation of Board policies;
4.
 - a) evaluate the effectiveness of the Board, and the contribution of individual Governors;
 - b) recruit new Governors with backgrounds, skill, expertise, and suitability for effective governance;
 - c) orientate new Governors to the organization;
 - d) review annually the credentials of nominees for re-election against criteria of conflict of interest, changes in occupation, voluntary resignation, issues of independence;
5. endeavor to be knowledgeable about the organization, including its origins, internal, and external environments, as well as opportunities to participate in relevant governance/ownership development meetings and programs.

[Revised July 15, 2016]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD COMPOSITION

The composition of the Board is set forth in section 4, subsection (2) of the Act and provides for a minimum of 22 seats and a maximum of 41 seats, variously nominated, all of which are elected by the supporting members.

The Act further specifies in section 4, subsections (3) - (6) that terms are three years, with a maximum of two terms after which a year off is required for further eligibility to serve. Time served to fill a vacancy does not count toward the six-year (two-term) limit.

Finally, By-Law A-2, article 4.7, states that: “The Board of Governors in preparing its nominations shall strive to determine that the supporting members being presented for Board of Governors members, if elected, together with the existing Board of Governors members in office, shall fairly represent the geographical distribution of the supporting membership of the University College.”

[Revised July 15, 2016]

[Revised March 3, 2018]

[Revised June 1, 2018]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS–GOVERNOR QUALIFICATIONS

In order to ensure that the Board of Governors consists of qualified people who are committed to the Objects, Statement of Basis and Principles, Vision, Mission and Purpose of the University College, the following requirements have been set forth in the Act and By-Laws.

The Act, in section 4, subsections (7) and (8), states that no person shall be a member of the Board unless he or she is a Canadian citizen or a permanent resident of Canada and a supporting member. In addition, no person shall be a member of the Board if he or she is a student or employee of the University College. This is reaffirmed in By-Law No. A-2, article 3.

By-Law No. A-1, article 3 further stipulates that supporting members (and thus Governors) are persons who subscribe to the Objects and Statement of Basis and Principles of the University College and pay the annual dues.

In accordance with the Income Tax Act, RSC 1985, c. 1 (5th Supplement), Subsection 149.1 (1), Governors (and managing executives) must affirm that they are not an individual who is ineligible to govern a Canadian charitable organization. They do so by annually signing an “Ineligible Individual Declaration” as provided by the Board of Governors.

In addition, the Board has determined that members of the Board of Governors shall agree to abide by the following Board approved policy that also apply to the conduct of employees and shall sign a consent form to this effect upon joining the Board: Christian Education Policy, a copy of which is appended to the Board Policy Manual.

[Revised November 23, 2013]

[Revised June 3, 2017]

[Revised Nov 24, 2018]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – TERMINATION OF POSITION AS GOVERNOR

The office of Governor shall be automatically vacated if:

a Governor resigns his or her office by delivering a written resignation to the Secretary-Treasurer of the Board of Governors;

at a special meeting of the Board of Governors a resolution is passed by two-thirds of the members of the Board of Governors that he or she be removed from office. (By-Law A-2, article 3)

The following circumstances constitute grounds for termination as a member of the Board of Governors:

- Ceasing to meet the qualifications to be a supporting member;
- Failing to comply with any part of the Board Policy/Governance Manual and particularly the Board's code of conduct and obligations (see section 2, Governance Committee and section on the Board's Code of Conduct Obligations and Liabilities);
- Being found to be mentally incompetent or becoming of unsound mind;
- Failing to attend Board meetings regularly, according to these principles;

Board Attendance Policy

1. Notice must be given for reasonable absences; this can be done through the President's Office and will be shared with the Board Chair. Absences will be monitored by the Board Secretary-Treasurer.
2. Governors who miss two consecutive Board meetings will be contacted by the Governance Committee Chair. Governors who miss three consecutive regular Board meetings will normally be released from membership on the Board at that meeting of the Board, unless the Board agrees to make an exception for extenuating circumstances.
3. Those who are absent for more than four meetings during their term will be also contacted by the Governance Committee Chair and may also be released from membership on the Board at the next meeting of the Board. This matter will also be reviewed by the Governance Committee before approval to stand for a second term is given.

[Revised July 19, 2013]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

**POLICY TITLE: BOARD WORK AND PROCESS – BOARD MEETINGS,
AGENDAS AND IN-CAMERA SESSIONS**

In further fulfilling its responsibilities, the Board will:

Frequency of Meetings

- meet a minimum of four times annually and in addition will be expected to attend the Annual General Meeting of Redeemer University College;
- meet as per the schedule of regular meeting times established at the preliminary meeting after the Annual General Meeting.
- meet in a special meeting to deal with urgent issues, as determined by the Chair, or a majority of Governors; the special meeting to be held in person and/or by virtual means as determined by the Chair. Notice of a special meeting shall be delivered manually, by telephone, by facsimile or by e-mail to each Governor not less than two days before the meeting is to take place.

[Revised June 6, 2015]

Board Meeting Agenda

The agenda for each Board meeting will normally be set by the Chair in consultation with the President.

Conflict of Interest will be a standard item appearing on every Board agenda to be addressed at the beginning of each meeting.

Regular agendas will include a consent agenda format for routine, procedural, informational and self-explanatory items. Items under the consent agenda will include, without limitation, at the discretion of the Chair in consultation with the President/Secretary, such items as approval of the minutes, correspondence requiring no action, routine matters, committee/staff reports for information, informational materials, monitoring reports for information, and dates of future meetings. Questions for clarification on items in the consent agenda must be submitted to the Chair and the President/Secretary at least two days prior to the scheduled meeting.

Any member of the Board wishing an item to be put on the agenda of a future Board meeting will notify the Chair of the Board at least 21 days prior to the meeting.

The Chair has discretion to allow or disallow agenda additions on the date of the Board meeting. However, the Board may insist that an item be added if that is the preference of a majority of Governors present.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

**POLICY TITLE: BOARD WORK AND PROCESS – BOARD MEETINGS,
AGENDAS AND IN-CAMERA SESSIONS**

Background information on every agenda item must be provided to each Governor, at least 7 days in advance of the Board meeting, except in the case of a special meeting, for which the agenda materials shall be delivered to each Governor not less than two days in advance of the meeting.

A quorum for a meeting is set forth in By-Law No. A-2, subsection 6. Quorum and Meetings of the Board of Governors.

[Revised November 21, 2014]

[Revised June 6, 2015]

[Revised July 15, 2016]

Open Meeting Policy:

As set forth in section 9 (1) and (4) of the Act, Redeemer’s board meetings, except for its in-camera sessions, are open to the public in accordance with the following policy:

- Staff, faculty, students, alumni, members, or the public at large may observe the open portion of the board’s meeting. They do not have the privilege of the floor.
- A schedule of the date, location, and time of the board’s regular meetings will be available from the President’s office and will be distributed to staff and faculty by e-mail and/or posted on Redeemer’s intranet or website.
- To ensure adequate space is available, individuals wishing to attend must give at least 5 business days’ notice of their intent to the Executive Assistant to the President.
- Members of the public who are in attendance may be asked to identify themselves.
- Recording devices, videotaping, and photography are prohibited.
- The Chair may require anyone who displays disruptive conduct to leave.
- Meeting schedules or agendas will be distributed at the meeting and may be obtained from the Executive Assistant to the President prior to the meeting. Supporting materials will be distributed only to the Board.

In-Camera Sessions

As set forth in section 9(2), (3) of the Act, the Board and Senate may meet in an in-camera session. The purpose of an “in-camera session” is that the Board can meet on its own with or without the President and in the absence of all other employees, students, alumni, supporting members and any other members of the public.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

**POLICY TITLE: BOARD WORK AND PROCESS – BOARD MEETINGS,
AGENDAS AND IN-CAMERA SESSIONS**

In-camera sessions afford an opportunity for Governors to speak freely and comfortably with respect to topics such as:

- Board objectives and performance;
- President objectives and performance;
- Board and management succession planning;
- President and others' compensation;
- Human resources and employment matters;
- Matters involving property or material contracts;
- Matters that are or may be subject to litigation, and legal advice that is subject to solicitor-client privilege;
- Consideration of sensitive management proposals;
- Conflict of interest issues;
- Board governance matters such as peer review or self-evaluation;
- “No particular topic”;
- Any other matter that the Board determines should be the subject of an in-camera session.

A motion from the floor must be moved and then approved by a majority of those present at the Board meeting in order to adjourn an in-camera session.

An in-camera session is provided for as a standing agenda item at the conclusion of every Board meeting.

The minutes will reflect that an in-camera session took place and record any motions which were approved.

[Revised June 2, 2012]

Electronic participation in Board Meetings

Normally, regularly-scheduled meetings of the Board of Governors and its committees are conducted in person through physical attendance of governors. However, in exceptional circumstances such as a special (non-regularly scheduled) meeting, or where extenuating circumstances make it impossible for a Board member to physically attend a meeting, the Board shall provide electronic means of participation in a meeting of the Board or its committees.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

**POLICY TITLE: BOARD WORK AND PROCESS – BOARD MEETINGS,
AGENDAS AND IN-CAMERA SESSIONS**

More specifically:

1. Electronic meetings of the Board or its committees, or participation in a meeting through electronic means, are recognized as being a legitimate means of the Board conducting its business, although it is the policy of the Board that the normal method of participation and attendance at such meetings is for the Governors to be physically present at the meeting.
2. Electronic means must enable two-way, simultaneous and instantaneous conversation, and may include teleconferencing or videoconferencing (through such software as “Go-to-Meeting” or WebEx), depending on the university’s capacity to supply this service in a cost-effective manner. Such electronic means will be provided in the Board meeting room at Redeemer University College. A single electronic format will be employed for a particular meeting.
3. The Chair of the Board, or the chair of the committee in question, will decide whether to hold an electronic meeting or to allow a governor to participate in a meeting electronically.
4. In exceptional circumstances that require the Board’s decision between regularly-scheduled Board meetings, the Chair may decide to call a Board meeting that is conducted entirely through electronic means.
5. By request to the Chair, a Governor may be allowed to attend a meeting through electronic means when necessitated by the following: i) personal illness or disability; ii) employment purposes or the business of the Board; iii) a family or other emergency; iv) vacation; or v) otherwise by the discretion of the Chair.
6. A Governor who intends to attend a meeting by electronic means must provide notice to the recording secretary of the Board at least 24 hours prior to the meeting, unless such advanced noticed is impracticable.
7. Governors who participate in a meeting through electronic means shall be deemed to be present at said meeting and will be recorded as in attendance at the meeting, and will count toward constituting a quorum.
8. This policy shall not be construed to mean that conferencing by electronic means shall be regularly used or used at every meeting of the Board, but shall be used only as necessary to allow the participation of Governors who are unable to attend in person due to such circumstances listed in 5.
9. All provisions in the Board Policy Manual for the conduct of its meetings will apply for electronic meetings of the Board or Board committees.

[Revised June 1, 2013]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD OFFICERS AND APPOINTEES

The Governors provided there is a quorum present, shall meet without notice immediately following the Annual General Meeting of Redeemer University College and shall elect:

- a) the Chair – who shall be an officer of the corporation;
- b) the Vice Chair – who shall be an officer of the corporation;
- c) the other members of standing committees (Executive and Governance Committees);
- d) the Senate representatives of the Board.

The additional officers of the corporation shall be the Past Chair and a Secretary-Treasurer. The Past Chair shall be the immediate past Chair of the Board or shall be left vacant if this person is not available to serve. The Secretary-Treasurer may be the President; both positions are non-voting unless the Past Chair is an elected member of the Board.

The Past Chair is exempt from the term(s) of service requirement applicable to all other Governors, and serves until such time as the Board appoints a new Past Chair, as per section 4, subsection (15) of the Act.

Nomination and Voting Process for Board Officers and Appointees:

The nomination and election of Board officers and appointees specified above (i.e. Chair, Vice Chair, Executive committee members, Governance committee members, and Senate members) will be administered by the Governance Committee, which will serve as the nominations committee and will use the following process to determine the Chair and Vice Chair:

1. At the June meeting of the Board, all governors will be asked to complete the Board Self-Assessment survey which indicates their interest in serving on various Board committees. Results of this survey will be reported at the next meeting of the Board.
2. On an annual basis the Governance Committee chairperson will issue a request for nominations for Board officers and appointees (Chair, Vice Chair, Executive at-large members, Governance chair, Governance members, Senate members), along with skill-sets for each office, with an appropriate deadline for response, to all Board members.
 - a. Board members may make as many nominations as he/she deems appropriate.
 - b. Nominations for Chair will also be deemed as nominations for Vice Chair.
 - c. The nominations committee will, upon review of the skill-sets, experience, and diversity needed for each role and committee to fulfill its function proficiently, add to the list of nominees to develop complete slates for each position.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD OFFICERS & APPOINTEES

3. Each nominated candidate will be contacted by the nominations committee and asked if they will permit their name to stand for the relevant position(s) for which they have been nominated.
4. The nominations committee will prepare a nomination slate and voting ballots for the next meeting of the Board of Governors (i.e. immediately following the AGM). The first ballot will contain the names of those who have been nominated and allowed their name to stand as Chair of the Board. The second ballot will contain the names of those who have been nominated and allowed their name to stand as Chair or Vice Chair of the Board.
5. An election is first held for Chair. The individual with more than 50% of votes is elected. If the newly elected Chair also appears on the Vice Chair ballot, his or her name will be removed before voting for the position of Vice Chair takes place.
6. An election is then held for Vice Chair. The individual with more than 50% of votes is elected.
7. In the event that a single name is nominated on either ballot for Chair or Vice Chair, a vote is held to affirm the nominee to the position.
8. Following the elections of Chair and Vice Chair, elections will be held in turn for each of the following:
 - a. 2-4 Executive at-large members.
 - b. Governance Committee chair.
 - c. Governance Committee members.
 - d. Senate members.
9. Following the elections, a motion is entertained to destroy the nomination forms and ballots.

Duties of the Chair and Vice Chair

The Chair, when present, will preside at all meetings of the Board of Governors and the members of Redeemer University College. In the absence of the Chair, the Vice Chair shall preside. They are members of the Executive Committee.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD OFFICERS & APPOINTEES

Role of the Past Chair

The Past Chair, if this office is filled, may be available to the Board Chair as an advisor and resource person.

[Revised July 19, 2013]

Duties of the Secretary-Treasurer

The Secretary-Treasurer is accountable to the Board of Governors for the financial condition of Redeemer University College, and for ensuring that Redeemer University College files, records, minutes, and other relevant written materials are properly kept, recorded and distributed.

The Secretary-Treasurer is the President of Redeemer University College, and has the authority and responsibility, within the executive limitations established by the Board of Governors, to implement at all levels of Redeemer University College the Objects, Statement of Basis and Principles, Vision, Mission, and Purpose, and policy statements established by the Board of Governors.

The Secretary-Treasurer has the authority to organize and manage the activities of Redeemer University College, under the governing policies established by the Board of Governors, in order to deliver services in the most effective and efficient manner possible.

The Secretary-Treasurer, though not a Governor, and having no vote, is required to attend and may be required to address any meeting of the Board of Governors, the Annual General Meeting, and any special meeting of the corporation. The Secretary-Treasurer shall also serve as an ex officio member of the Executive and Governance Committee.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – CHAIR’S ROLE

It is the responsibility of the Chair of the Board, to protect the integrity of the Board’s process, and represent the Board to appropriate outside parties.

1. The Chair shall have all of the authority commonly exercised by the Chair of a Board and in the exercise of that authority, shall endeavour to ensure that the Board deliberations are fair, open, thorough, efficient, and orderly.
2. The Chair will ensure that Board discussions focus on issues of governance, and not management.
3. The Chair of the Board will ensure that the Board behaves in a manner consistent with its own rules/policies, and those rules legitimately imposed upon Redeemer University College by outside authoritative bodies.
4. The Chair will be the key liaison between the Board and the President, but does not supervise or direct the President.
5. Where appropriate, the Chair may delegate authority to another member of the Board, but remains accountable for its use.
6. The Chair (and where appropriate, the President), shall represent the organization to the public and other external agencies and constituencies regarding Board stated positions, always protecting the integrity of the Board’s position.
7. The Chair of the Board will work within Board policy, when making any necessary decisions between Board meetings, except where the Board specifically delegates portions of its authority to the Chair.
8. The Chair of the Board is an ex-officio member on all committees.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD COMMITTEES

Board committees may be created to help the Board do its job, ordinarily assisting the Board by preparing policy alternatives, recommendations, and implications for further Board deliberation.

Board committees, when or if used, will be assigned so as to reinforce the wholeness of the Board’s job and so as never to interfere with delegation from the Board to the President.

More specifically:

1. The Board shall develop and approve the Terms of Reference of the committee, in a manner not to conflict with authority delegated to the President.
2. The Board shall appoint the members of the committee and name the Chairperson, paying particular attention to expertise required of the members, and their availability to participate.
3. It is the responsibility of the Board committees to fulfill their mandate (task) and prepare a written report(s) or deliver an oral report(s) to the full Board. When mandates or tasks are completed, the committees shall be dissolved.
4. Board committees and individual committee members do not exercise control or authority over the President or the staff.
5. Board committees have no independent authority or power to act in lieu of the Board or speak for the Board, except when formally given such authority for specific and time limited purposes.

The following committees are standing Committees of the Board with specific governance mandates and tasks that are on-going from year to year:

- Executive Committee
- Governance Committee

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – COMPOSITION AND ROLE OF THE SENATE

In addition to the Board, which has overall authority for Redeemer University College, the Act in section 7 also provides for a Senate which, under this overall authority, has specific responsibility for academic matters and makes recommendations to the Board regarding faculty, academic programs and faculty policies, subject to the Board's approval with respect to expenditure of funds.

The composition of the Senate is set forth in Section 7, subsection (1) of the Act.

As authorized by section 7, subsection (2) of the Act and By-Law A-4, the Board shall by by-law, which requires the approval of the supporting members, determine if more than 12 persons, to a maximum of 30, shall be elected to the Senate (under section 7, subsection (1)I).

As per section 7.1 of the Charter (Bill Pr14 of 2003), subject to the approval of the Board with respect to the expenditure of funds, the Senate may,

- (a) Enact by-laws for the conduct of its affairs;
- (b) Make recommendations to the Board with respect to the establishment, change or termination of programs and courses of study, schools, divisions and departments;
- (c) Determine the curricula of all programs and courses of study;
- (d) Determine the standards of admission to the University College and the standards for continued registration therein;
- (e) Determine the qualifications for degrees, diplomas and certificates of the University College;
- (f) Conduct the examinations, appoint examiners and decide all matters relating thereto;
- (g) Award fellowships, scholarships, bursaries, medals, prizes, and other marks of academic achievement;
- (h) Award diplomas and certificates;
- (i) Grant the degrees of Bachelor of Arts, Bachelor of Science and Bachelor of Education, as authorized by the Act; (also the unused degrees, Bachelor of Christian Studies and Bachelor of Christian Education)

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – COMPOSITION AND ROLE OF THE SENATE

- (j) Create councils and committees to exercise its powers;
- (k) Advise the Board as to the appointment, classification, transfer, reclassification and removal of the members of the teaching faculty in accordance with the rules and procedures from time to time established by the Board.

The recommendations, advice and relevant actions of the Senate shall be reported by the President to the Board at each meeting of the Board, or sooner if required.

[Revised July 19, 2013]

[Revised July 15, 2016]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – EXECUTIVE COMMITTEE

The membership of the Executive Committee shall consist of the Chair, Vice Chair, Secretary-Treasurer (ex officio) and two to four others as appointed by the Board of Governors.

The mandate of the Executive Committee, as determined by the Board of Governors, is:

1. To complete on behalf of the Board of Governors of Redeemer University College, the President's performance evaluation and compensation as per the governance policy re: Assessing President Performance.
2. To regularly review the succession plan in the event of a temporary/prolonged absence of the President; ensuring continuity and consistency of governance decision making, and continued fulfillment of the Chair's role.
3. To provide advice, upon request, to the Board Chair or President on matters requiring input or consultation between regularly-scheduled Board meetings.

[Revised November 23, 2013]

[Revised February 28, 2015]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – GOVERNANCE COMMITTEE

The membership of the Governance Committee, as determined by the Board of Governors, shall consist of four to seven Governors, one of whom shall be Chair, and the Secretary-Treasurer and the Executive Assistant to the President who is the recording secretary.

The mandate of the Governance Committee, as determined by the Board of Governors, is:

1. To seek out and recommend to the Board, gifted, committed, and qualified candidates who possess the qualifications necessary to do an excellent job of governing Redeemer University College; to replace Governors who have completed their term(s) of office and/or resigned; and upon Board approval, to submit the names of the candidates for final approval by the supporting members at the Annual General Meeting. In carrying out this task, we will strive to achieve diversity in race and gender with regard to Board appointments.
2. To review the status of individual Governors who do not meet the shared expectations of the Board and determine actions to be taken including encouragement to improve performance up to removal from the Board.

Failure of a Governor to comply with any or all parts of the Redeemer University College Board Policy/Governance Manual is just cause for removal from office by two-thirds majority decision of the Board.

3. To conduct
 - (a) an annual review of the Board Policy/Governance Manual and
 - (b) a review of the Charter and By-Laws as circumstances warrant, and recommend changes in these documents to the Board as necessary.
4. To monitor and oversee the Board's new governor orientation program, and identify and recommend training programs/workshops that will enhance the effectiveness of the Board.

[Revised July 19, 2013]

[Revised March 4, 2017]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD’S CODE OF CONDUCT, OBLIGATIONS AND LIABILITIES

The Board of Governors will collectively conduct its business in an ethical, respectful, and responsible manner.

1. Governors must avoid **conflict of interest** with respect to their fiduciary responsibility.
 - a) There must be no self-dealing or any conduct of private business or personal services between any Governors and Redeemer University College, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
 - b) When the Board is to decide upon an issue about which a member, or a member of their immediate family has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - c) Governors must not use their positions to obtain employment for themselves, family members, or close associates. Should a governor desire employment, he or she must first resign.
 - d) Governors shall annually **disclose** their financial interests with other organizations, vendors or any other business, or any other association that might produce a conflict.
2. Governors must at all times respect the **confidentiality** appropriate to issues of a sensitive nature, and ensure that personal information regarding students, faculty, and staff remains private.
3. Individual Governors may not exercise authority over or otherwise give direction to the President, faculty, or to other staff of Redeemer University College.
4. Governors shall accept, respect, and abide by the lawful decisions of the Board and conform to its governance rules and processes, including the expectation to live in a manner consistent with biblical norms.
5. Except where an absence is unavoidable, Governors are expected to **attend** all Board meetings. Governors who miss two consecutive regular Board meetings will be contacted by the Governance Committee Chair. Governors who miss three consecutive regular Board meetings will normally be released from membership on the Board at that meeting of the Board, provided this is an agenda item and the motion is approved by two-thirds of the Board as per by-law A-2, section 3, unless the Board agrees to make an exception for extenuating circumstances – as per Board policy on Attendance.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD’S CODE OF CONDUCT, OBLIGATIONS AND LIABILITIES

6. Governors are expected to be appropriately **prepared** for meetings; to actively **contribute** to Board and committee discussions; and to be **knowledgeable** about the organization’s programs and services.
7. Redeemer University College is a non-profit corporation (Section 10(1) of the Act), and as such is characterized as a corporation without share capital (Section 2(1) of the Act).

Corporations without share capital are legally required to operate under the requirements of the Corporations Act of Ontario – Part 3 – Corporations Without Share Capital.

Liability risks for Governors of non-profit corporations can arise at common law and by statute. A Governor can be held personally liable, as well as jointly and severally with the other members of the Board of Governors.

Governors are personally liable for a number of statutorily imposed obligations including government claims for unremitted employee source deductions (tax, C.P.P., U.I.C., retail sales tax, employer health tax, pension plan contributions) that were mishandled by the corporation, and employee claims for wage arrears for a period of up to six months.

Subsection 60(1) of the Employment Standards Act provides that where a corporation has contravened any provisions of the Act or Regulations, a Governor who authorizes, permits, or acquiesces in the contravention, is party to and guilty of the offence and on conviction, is liable to the penalty provided for the offence.

Other Acts in which similar provisions are found include, the Occupational Health and Safety Act, the Pension Benefits Act, the Workers Compensation Act, and the Municipal Affairs Act, to name a few.

Governors can limit potential liabilities by practicing due diligence, as further outlined under the Governance Policy entitled “Governance Style and Basics” found in this Manual. In addition, Governors should ensure that there is proper errors and omissions insurance coverage for Governors liability, (see “Risks and Litigation” of this Manual). Governors should also receive legal or other professional advice before deciding on a contentious issue.

[Revised June 1, 2018]

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – BOARD’S CONTACT WITH SUPPORTING MEMBERS

The Board of Governors is the link between Redeemer University College’s operations and the supporting members who constitute the corporation.

Governors, assisted by the office of the President, will communicate directly and proactively with the supporting members in an effort to regularly inform them of the progress towards goals and of critical challenges facing Redeemer University College, as determined by the Board.

Updates of this nature may also be communicated through printed reports and other formats as may be determined by the President in keeping with Board policies, except for the Annual Report that is sent to the supporting members, which must be approved by the Board of Governors.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – EXTERNAL MEDIA CONTACT

In order to ensure the integrity of the Board’s work and process, and authority delegated to the President, the Chair and/or the President are the only persons authorized to speak for and represent the Board to the media.

An exception may be made in specifically Board pre-authorized instances.

The Chair and/or the President represent the Board to outside parties in announcing Board stated positions and his, her, or their interpretations regarding such positions; always protecting the integrity of the Board’s position.

The President, or those designated by the President, represent the University College to outside parties regarding day to day operations in a manner that is consistent with Board policies; including all management policies and actions; and all services, programs and activities.

POLICY TYPE: SECTION 2 – GOVERNANCE PROCESS

POLICY TITLE: BOARD WORK AND PROCESS – PERIODIC ORGANIZATIONAL REVIEW

To ensure Redeemer’s ongoing institutional quality, accountability and governance, in keeping with its own standards of excellence and ongoing renewal and the standards set by the Postsecondary Education Quality Assessment Board of Ontario (PEQAB), the Board will require the President to periodically coordinate an organizational review.

This organizational review will be conducted in accordance with the “Policy for a Periodic Organizational Review” attached in BPM Section 7: Appendices, and will include a review of Redeemer’s Mission, Strategic Goals, and Governance. These portions of the organizational review will be conducted in consultation with the Governance Committee.

The Periodic Organizational Review will be conducted every 8 years. A draft report of the review will be submitted to the Board of Governors for its approval.

[Revised July 19, 2013]

[Revised July 15, 2016]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT

Executive limitations are integral to Redeemer University College’s governing policies and clearly indicate to the President what the Board of Governors will not allow and/or what the Board of Governors minimum expectations are of the President.

Specifically, management policies, decisions and/or practices which are unlawful, imprudent, or in violation of generally accepted business and professional ethics, or generally accepted accounting principles, or in conflict violation with Board governing policies, including the institutional Objects, Statement of Basis and Principles, Vision, Mission and Purpose, are not acceptable.

Minimum expectations of the President are outlined within each governance policy and are usually introduced with the words “and as such is to ensure no less than the following” or, “accordingly the President will”.

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ACADEMIC PROGRAMS AND SERVICES

The programs and support services provided within Redeemer University College, or arranged through Redeemer University College, are designed to facilitate an academic lifestyle, as well as to provide a supportive environment for its students and faculty, consistent with the Objects, Statement of Basis and Principles, Vision, Mission and Purpose of the University College.

Redeemer University College academic programs and services include:

- various degree offerings and one-year certificate programs;
- a continuing education program, consisting largely of summer courses for in-service teachers;
- a university library, information technology services (wireless campus network and internet access);
- a research and faculty development office and two research centers (Dooyeweerd Centre and Pascal Centre);
- a campus bookstore;
- academic support services, including advising, tutoring, a writing centre, a co-op and graduate placement office and registrar;
- student support services, including career and personal counseling, special needs assistance, orientation and activities, residence life, financial aid and chaplaincy;
- campus services for facilities booking and rental, events planning and janitorial services;
- student housing on campus;
- food services, including Williams Coffee Pub, dining services and The Market (student and retail food store);
- student recreation, including an athletic centre, intramurals, extramurals and men's and women's varsity teams;
- financial, human resource and advancement and marketing services;
- physical plant and security services.

If practical, some programs and services may be made available for outside community groups, agencies, organizations etc. The President determines which programs and services are offered, and in certain circumstances, at what user fee level.

[Revised May 31, 2014]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ADMISSION OF STUDENTS

Eligibility requirements for admission to the academic programs must be consistent with the Objects; Statement of Basis and Principles; and Vision, Mission, and Purpose of Redeemer University College, as set forth by the Senate and approved by the President of Redeemer University College.

Eligibility requirements for admission to student housing must be consistent with the Objects, Statement of Basis and Principles; and Vision, Mission, and Purpose of Redeemer University College, as set forth by the President.

Within the context of these eligibility requirements, the President will establish, maintain and uphold a Student Code of Conduct and Lifestyle policy, consistent with the Objects; Statement of Basis and Principles; and Vision, Mission and Purpose of Redeemer University College; and further, that the Code of Conduct and Lifestyle policy is maintained and communicated to all students, and that disciplinary procedures are in place to deal graciously and fairly with instances of non-compliance.

The President, using these criteria, determines the admissibility of student applications to the academic program and student housing.

[Revised June 1, 2018]

[Revised Nov 24, 2018]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: STUDENT RELATIONS

With respect to interactions with students or those applying to be students, the President shall not cause or allow conditions, procedures, or decisions, that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy. Accordingly, the President shall ensure no less than the following:

1. The methods used in collecting, reviewing, transmitting, and/or storing student information are reasonably protected against improper access to the material elicited.
2. Provision of an academic calendar and student handbook, outlining the student's rights and responsibilities, as well as a clear understanding of what is required and what may be expected and not expected from the programs and services offered.
3. Provision and communication of a student complaint process.
4. Preparation of formal reports made to the next regular meeting of the Board of Governors on instances of:
 - alleged student abuse, discrimination or harassment (as reported or reportable);
 - alleged criminal activity such as assault or theft involving a student(s) on campus;
 - unusual student accidents while on campus or involved in university activities;
 - any other security incidents of an unusual character;
 - fire emergencies requiring partial evacuation of an area or disruption of services;
 - major equipment or systems breakdown, placing students at risk.

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

**POLICY TITLE: EMPLOYEE HIRING, COMPENSATION, BENEFITS,
WORKING CONDITIONS**

The Board of Governors employs the President of Redeemer University College.

The President will not cause or allow recruitment/hiring practices or working conditions which are unfair, inequitable, unsafe or undignified for staff, not in keeping with the Objects, Statement of Basis and Principles, Vision, Mission and Purpose of the University College or, which are in contravention of related legislated employment or applicable human rights standards.

Accordingly, the President will:

1. Establish a hiring process which is open and competitive and, at all times, respects the Objects and Statement of Basis and Principles of Redeemer University College, including requiring a personal faith in Jesus Christ, active participation in the church and Christian community, subscription to the Statement of Basis and Principles (for faculty and senior administrators, managerial II-level and up, also the Objects, as per By-Law A-2, article 28), appropriate understanding of a Reformed Christian perspective as related to employment responsibilities.
2. Establish, maintain and uphold an employee Code of Conduct and Lifestyle policy, consistent with the Objects, Statement of Basis and Principles; and Vision, Mission and Purpose of Redeemer University College, and ensure disciplinary procedures are in place to deal graciously and fairly with instances of non-compliance.
3. Provide every employee with adequate job orientation, including access to the Redeemer University College Employee handbook, which includes policies and procedures and expectations that have been shared prior to the employment offer.
4. Ensure that confidentiality and privacy of employment related documents and other such information are protected at all times from improper access and use, as per legislative requirements.
5. Maintain a current job description for each position classification within Redeemer University College; including minimum qualifications necessary to satisfactorily perform job requirements/tasks.
6. Establish compensation (salary and benefits) for each employee classification that does not deviate materially from related Canadian Christian Universities/Colleges compensation averages where cost of living and institutional financial circumstances are reasonably comparable, to support employee recruitment and retention efforts.

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

**POLICY TITLE: EMPLOYEE HIRING, COMPENSATION, BENEFITS,
WORKING CONDITIONS**

7. Ensure employment obligations do not extend over a longer term than revenues can be reasonably projected.
8. Ensure all offers of employment do not imply permanent or guaranteed employment.
9. Maintain enrolment in a registered retirement benefit plan (i.e. RRSP, defined benefit/contribution plan) where employer and employee contributions combined are not less than 8% of pensionable earnings or as determined by the Board of Governors.
10. Annually review and recommend material compensation changes of all staff/employees to the Board of Governors for approval.
11. Not change his/her own compensation.
12. Ensure a working/learning environment that encourages personal respect and provides for a process of conflict resolution, resource for grievances and the provision of an ombuds, who is at arms-length from the institution, is available to students as well as employees. The President will update the Board at each meeting regarding any significant issues with policy or legal implications and annually, together with the ombuds, provide a summary report to the Board of the activities of the office of the ombuds. In the event that the concern relates to the President, the ombuds will notify the President and the Board Chair, who will take reasonable and appropriate action.

[Revised July 19, 2013]

[Revised November 23, 2013]

[Revised June 1, 2018]

[Revised Nov 24, 2018]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ANNUAL OPERATING/CAPITAL BUDGET

The Board of Governors, as per section 32 of the Occupational Health and Safety Act, is responsible to take all reasonable care to ensure that Redeemer University College complies with the Ontario Health and Safety Act and regulations.

The Board of Governors approves the organization's health and safety policy and reviews the same on an annual basis.

The Board of Governors carries out its broader responsibility under the Act through the office of the President. This responsibility encompasses, and the President is to ensure, no less than the following:

1. Preparation of formal reports made to the next regular meeting of the Board of Governors on instances where:
 - < an order is issued by the relevant Ministry or other regulatory agency and there is not full compliance within the specified time;
 - < employees refuse to work for reasons of health and safety;
 - < the President decides not to implement a recommendation of the Joint Health and Safety Committee pursuant to the Ontario Health and Safety Act;
 - < any other significant event occurs where the Board of Governors should be informed to enable it to perform its responsibilities to the Ontario Health and Safety Act.
2. Preparation of a report to the Board of Governors for each meeting outlining the number of accidents having occurred which have resulted in a claim leading to entitlement for health care or lost time; including accident type and days lost per accident, as well as recommendations, if any, to further protect employees from workplace hazards.
3. Development, implementation and maintenance of Redeemer University College's Occupational Health and Safety Program in accordance with the requirements of the Occupational Health and Safety Act.

[Revised June 2, 2012]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ANNUAL OPERATING/CAPITAL BUDGET

Part of the Board’s governance role is to ensure the ongoing viability and sustainability of Redeemer University, including the provision of funds and resources needed to carry out its mandate. Included in this function is oversight for financial performance and viability; ensuring resources / assets are available and effectively used; and overseeing risk management to protect assets and resources.

This part of the Board’s governance role pertains to the following policies:

- Annual Operating / Capital Budget
- Financial Condition – Accounting and Control
- Asset Protection

The operating and capital budgets are the financial blueprint that reflect the Mission of Redeemer University College.

A clear, understandable operating and capital budget is prepared under the supervision of the President, at times specified by the Board and/or as may be determined as necessary by the President, and submitted for approval to the Board of Governors. The budget must adhere to the guidelines of the Board of Governors.

Accordingly, the President will ensure that the budget:

- (a) Provides for adequate and reasonable funding for all aspects of the effective operation of Redeemer University College;
- (b) Reflects expenditure plans that are in line with conservatively anticipated revenues and that are based on reasonable and explicit assumptions;
- (c) Contains sufficient information to enable accurate projection of revenues and expenses by cost centre, operational items, cash flow, subsequent audit traits, and disclosure of planning assumptions. Normally, budget planning parameters will include the most conservative of a 3-7 year enrolment variation trend-line, within a + or – 2% range. When enrolment varies above or below 2% variation, further budget adjustments may be required subject to the direction of the Board; [NTD: former variance number was 3% - (ie for 700 students: a variance of 3%=21 students, 2% variance = 14 students)]
- (d) Does not endanger the fiscal soundness or viability of Redeemer University College for future years.
- (e) In the case of new capital projects, and for the replacement capital projects in excess of one million dollars, the President will:
 - Step 1 (Concept Planning): seek Board approval and authorization to proceed to Step

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ANNUAL OPERATING/CAPITAL BUDGET

2 through the presentation of an architectural concept design of the proposed project; an estimated budget of total project costs; and a proposal for funding the project.

- Step 2 (Process): seek Board approval and authorization to proceed to Step 3 through the presentation of a comprehensive / detailed budget (total project cost) which is based on the complete working drawings document for the project; a detailed report of confirmed funding to cover the costs of the project.
 - Step 3 (Construction): lead administration with proceeding to actual construction. The administration tracks progress according to the agreed upon timeline, change orders, and cost changes. Expenditures in excess of the Board approved project authorization shall be reported to the next meeting of the Board, or earlier, as determined by the President and Board Chair.
- (f) For fiscal soundness and viability, manages Redeemer’s long-term debt according to the following goals:
- A long term debt-to-capital asset ratio of .75 or better
 - An interest expense percentage of 4.0% of expenses or better
 - A preference for debt held by individual supporters and government, when these instruments are at rates below bank interest.

[Revised March 3, 2012]

[Revised March 2, 2013]

[Revised May 29, 2020]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: FINANCIAL CONDITION – ACCOUNTING AND CONTROL

The financial position of Redeemer University College must never result in a fiscal jeopardy or disruption of operational integrity.

The President serves as the Treasurer (non-voting) on behalf of the Board of Governors, and as such, is to ensure no less than the following:

1. Provision of financial statements at each regular Board meeting, prepared in accordance with generally accepted accounting principles; including a statement of financial position and statement of operations to the end of the previous month; budget versus actual year to date figures; a brief narrative explaining any material variance between budget and actual figures, investment reports, debt reports, and cash flow statements;
2. An annual audit of the financial reports and records as conducted by external auditors, appointed by the Board of Governors, and presented to the Board of Governors for approval, prior to the presentation at the annual meeting of the corporation members;
3. Expenditures will not exceed approved budgeted revenues without prior approval of the Board of Governors for the expenditure;
4. The cash position of Redeemer University College is maintained at a level needed to settle payroll and debts in a timely manner;
5. Any purchases or financial commitments not anticipated in the approved budget be approved by the Board of Governors prior to the same being incurred;
6. Timely payment and accurate filing of all tax payments and other government ordered payments;
7. Receivables are aggressively pursued after a reasonable grace period;
8. Prior Board approval with respect to acquisitions, encumbrances, or disposal of real property (eg. land and buildings);
9. Implementation of a system of internal controls that safeguard against key transactional, software, and data risks;

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: FINANCIAL CONDITION – ACCOUNTING AND CONTROL

10. **SIGNING AUTHORITY**

Authority to Bind the Corporation

Any one of the President, all who hold the position of Vice-President as well as the Director of Financial Services, are considered to be authorized signing officers for the corporation.

Signing of Cheques

All cheques (or any other like or negotiable instrument) must be signed or authorized by at least two (2) authorizing signing officers.

The President and Vice-President, Administration and Finance will normally sign all cheques. In the absence of **one** of the President or Vice-President, Administration and Finance, anyone authorized by the Board to bind the corporation may provide the second signature.

Signing of Contracts/Binding the Corporation

All material contracts, including without limitation, all contracts that commit the institution to the expenditure of funds not already budgeted for either in the current year or contracts that involve a multi-year commitment must be signed by the Vice-President, Administration and Finance.

Employment contracts must be signed by the President and the Vice-President, Administration and Finance.

[Revised June 3, 2017]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ASSET PROTECTION

The Board of Governors, as entrusted by the supporting members of the Redeemer University College, is responsible for the protection and most beneficial use of the assets of the corporation(s).

The President serves as custodian on behalf of the Board of Governors of the corporation, and as such, is to ensure no less than the following:

RISKS AND LITIGATION

1. Insure against property, theft, and casualty losses at replacement value, and as per recommendations of the Canadian Universities Reciprocal Insurance Exchange (C.U.R.I.E.).
2. Insure against comprehensive general liability losses, and provide for Governors errors and omissions insurance in amounts not less than the average for comparable organizations, as provided through and recommended by C.U.R.I.E.
3. Protect intellectual property and information.
4. Allow only bonded or insured employees access to material amounts of funds.

INVESTMENTS

1. Endowments

While at all times ensuring the preservation of capital, in consultation with investment counsel, invest, for the purpose of providing a dependable and increasing source of income, endowment funds in ethically appropriate equity and fixed income investments in a diversified and prudent manner such that at all times at least 30% of endowment funds are invested in fixed income investments. At no time may revenues for operating income be used to fund expenses intended to be funded from the income of the endowment fund.

2. Operating, Reserve, and Fundraising / Donations Capital

While at all times ensuring the preservation of capital, in consultation with investment counsel, invest operating and reserve capital in government guaranteed instruments or interest-bearing accounts with Canadian chartered banks or trust companies for periods of time as determined by the institution's cash flow needs.

[Revised November 25, 2017]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: ASSET PROTECTION

PHYSICAL PLANT AND EQUIPMENT

1. Stewardly development and maintenance of the exterior, the interior and the grounds of all properties.
2. Maintenance of mechanisms and systems which provide comfort, safety, and security for the students and staff in accordance with existing legislation and regulations, including fire safety plans, as well as workplace safety standards.
3. The seeking of opportunities to enhance support services through the creative addition to, and/or use of assets.
4. Appropriate use and maintenance of plant and equipment to prevent improper wear and tear.

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: FUNDRAISING AND RELATED PRACTICES

The university will maintain an active and appropriately-resourced fund-raising program to encourage giving among supporting members, alumni and other contributors.

All institutional practices will reflect donors' rights, ethical fundraising, financial accountability and organizational integrity in accordance with "The Ethical Fundraising and Financial Accountability Code" as required by Redeemer's membership in the Canadian Council of Christian Charities (CCCC), a copy of which is included as an appendix.

Acting on behalf of the Board, the President serves as the responsible custodian of all contributions received, ensuring to the best of his ability adherence to the provisions of the Code. As such he is to ensure no less than the following:

DONORS' RIGHTS

1. Compliance with all donor rights and entitlements set out in section A. of the Code.
2. Establishment of a process as set in A.8. of the Code for responding to complaints by contributors about matters addressed in the Code, and for reporting complaints at least annually to the Board (B.5.).

FUNDRAISING PRACTICES

1. That all employees, volunteers and hired fundraisers are familiar and comply with the provisions in sections B. and C. of the Code as they relate to solicitation and the treatment of contributors.
2. That contributors are encouraged to seek independent professional advice before making significant gifts (B.7.)
3. That all restricted contributions are used for their intended purpose as set out in C.3. of the Code.

ENDOWMENT MANAGEMENT

1. Maintenance of an Investment Committee chaired by the Vice President, Administration & Finance to oversee investment of Redeemer's endowed funds in accordance with the Code and with Board policy for Investments (Policy/Governance Manual, pg 42)

UNDESIGNATED ESTATE GIFT ALLOCATION

1. That unrestricted estate gifts of \$100,000 or less are allocated for use where they are needed most by the university in accordance with its objects and purposes, with the President regularly reporting to the Board on their allocation.
2. That unrestricted estate gifts over \$100,000 are allocated on a case-by-case basis for debt reduction, endowment growth or emerging capital or program needs as determined by the President in consultation with the Board.

[Revised March 2, 2012]

POLICY TYPE: SECTION 3 – EXECUTIVE OBLIGATIONS AND LIMITATIONS

POLICY TITLE: PERIODIC ORGANIZATIONAL REVIEW

The President serves as caretaker, on behalf of the Board of Governors, of Redeemer’s institutional excellence, well-being, and credibility. To ensure Redeemer’s ongoing institutional quality, accountability and governance, in keeping with its own standards of excellence and ongoing renewal and the standards set by the Postsecondary Education Quality Assessment Board of Ontario (PEQAB), the Board will require the President to periodically conduct an organizational review.

This organizational review will be conducted in accordance with the “Policy for a Periodic Organization Review” attached in BPM Section 7: Appendices, and will be conducted in a manner that includes consultation with each division under review.

The Periodic Organizational Review will be conducted every 8 years. A draft report of the review will be submitted to the Board of Governors for its approval.

[Revised July 19, 2013]

POLICY TYPE: SECTION 4 – BOARD – STAFF RELATIONSHIPS

POLICY TITLE: BOARD/PRESIDENT RELATIONSHIP

The President of Redeemer University College is the Board's only link to operational achievement and conduct of Redeemer University College, and is accountable to the Board of Governors.

All Board authority delegated to staff is delegated through the President so that all authority and accountability of staff and operations is considered to be the authority and accountability of the President. This means that the Board will not direct, manage, hire, or fire any faculty, administrators or staff other than the President. The Board will refrain from evaluating, either formally or informally any faculty/staff other than the President. The Board will interview faculty as part of the tenure process, with the understanding that the President, and not the Board, will make decisions regarding tenure.

Accordingly, the President:

1. Is empowered to establish all management policies, make all management decisions, take all management actions, and develop all services, programs, and activities which are in harmony with the Board's policies. Information about all of the foregoing shall be available to the Board;
2. Will ensure that the Board remains current and informed through the provision of comprehensive reports to the Board, including relevant trends, anticipated adverse media coverage, unusual occurrences and material external and internal changes;
3. Is accountable to the Board for all Redeemer University College performance and results and for compliance with executive limitations;
4. Shall ensure that the Provost and Vice President, Academic, and the Vice President, Administration and Finance, are sufficiently familiar with Board and management policies and activities, and are capable of ensuring the day to day operation of Redeemer University College in the scheduled or unanticipated absence of the President, such that in the scheduled or unanticipated absence of the President, the Provost and Vice President, Academic shall ensure day to day operations and serve in place of the President, and further that in the event the Provost and Vice President, Academic is also absent or unavailable, the Vice President, Administration and Finance shall ensure day to day operations and serve in place of the President. For clarity, the Board retains oversight of the position of President, including the appointment of any individual into that position, as set out elsewhere in this policy.

[Revised July 17, 2020]

POLICY TYPE: SECTION 4 – BOARD – STAFF RELATIONSHIPS

POLICY TITLE: ASSESSING PRESIDENT PERFORMANCE

5. Will deal with the Board as a whole, except when (a) responding to officers or committees duly charged by the Board, or (b) voluntarily fulfilling individual requests for information;
6. Will advise the Board if, in the President’s opinion, the Board is not in compliance with its own policies on Governance;
7. Shall represent the organization to the public and other external agencies and constituencies.

POLICY TYPE: SECTION 4 – BOARD – STAFF RELATIONSHIPS

POLICY TITLE: ASSESSING PRESIDENT PERFORMANCE

The President's performance evaluation is based on Redeemer University College's performance, relative to the achievement of and compliance with the Board's policies; progress with respect to the implementation of the Board's strategic plans; and non-violation of the Board's executive limitations.

Monitoring executive results is an on-going process. It includes the President's reports which emphasize government directives, Board policies, significant internal and external changes and legal issues, as well as minutes of Board and Committee meetings.

It may also include reports which address a specific policy or condition, as well as external monitoring of reports relative to the President's position, such as auditors' reports, quarterly financial statements, and other government/private agency reports.

There will be an annual evaluation of the President's performance completed between the May and September meetings of the Board, which is a more informal review, and also a more extensive evaluation which shall take place in the fourth year of the President's five-year term.

The annual evaluation, in addition to the elements mentioned above, will include internal monitoring of executive results by means of input from those administrators and staff who report to the President. The outcome of the annual evaluation will be summarized in writing and presented to the President and the Executive Committee.

A reappointment evaluation will be more extensive and will include, in addition to the elements noted above, further internal monitoring of executive results through reports received from student senate, interviews with Vice Presidents, interviews and/or surveys of faculty, support staff, students, etc., as well as additional external input from alumni, donors, supporting members and selected representatives of other academic institutions or relevant external bodies.

The outcome of the five-year evaluation will be summarized in writing and presented to the President and the Executive Committee, culminating in a recommendation to the Board regarding the reappointment of the President for another five-year term. This process shall also include an interview with the President by the Executive Committee and/or the Board.

The evaluation of the President's performance is delegated by the Board of Governors to the Executive Committee of the Board.

POLICY TYPE: SECTION 4 – BOARD – STAFF RELATIONSHIPS

POLICY TITLE: APPOINTING A PRESIDENT

The appointment of the President is the responsibility of the Board of Governors, as established in Section 5, sub-section 2(b) of the Redeemer University College Act.

In the event of a vacancy in the office of the President, the Board of Governors shall form a search committee in accordance with the applicable provisions as established in the Governance Policy entitled “Board Work and Process – Board Committees”.

More specifically, the Board shall:

1. Develop and approve the terms of reference/mandate of the committee within the context of the Objects, Statement of Basis and Principles, Vision, Mission, and Purpose of Redeemer University College, and the Board approved position description for the President;
2. Determine the composition of the committee giving consideration to representation from current and former Governors, faculty, alumni, students, supporting members at large, and any other related stakeholder that the Board deems beneficial to the task; and
3. Determine the qualifications of the committee members to ensure that the committee consists of the best qualified for this special task. Confidence in the integrity of the committee by the academic and supporting communities is integral to searching out those best qualified for this special task. As such, it is imperative that each member of the committee be in agreement with the Objects, Statement of Basis and Principles, Vision, Mission, and Purpose of Redeemer University College; and further, that each member of the committee be able to demonstrate their devotion to Christian education.

The final decision to appoint the President remains with the Board of Governors, as clearly established in the Act of Incorporation. The role of the committee is to work within the context of the Governance Policy entitled “Board Work and Process – Board Committees” as outlined in this Manual.