

RECRUITMENT AND REAPPOINTMENT OF EXTERNAL GOVERNORS POLICY

Approved by: Board of Governors
Authorizer: Governance Committee
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POLICY STATEMENT

The purpose of this policy is to ensure that the Board is composed of qualified external governors with the collective skills, qualities, and experience necessary for effective governance, and to establish clear, transparent, and merit-based processes for their recruitment and appointment.

SCOPE

This policy applies to external governors, including those appointed by the Lieutenant Governor in Council and those appointed by the Board.

DEFINITIONS

Board: The board of governors of the College.

Chair: The chair of the Board.

College: The Conestoga College Institute of Technology and Advanced Learning.

Ministry: The Ministry of Colleges and Universities, Research Excellence and Security, or such successor ministry as may be responsible for the administration of colleges of applied arts and technology from time to time.

Protocol: The Minister's Protocol for Board Nominations and Appointments for Colleges of Applied Arts and Technology.

Vice-Chair: The vice-chair of the Board.

PRINCIPLES

The following principles shall guide the recruitment and reappointment of external governors of the College:

1. The Board will seek a balanced composition with respect to the skills and experience of external governors, having regard to the strategic directions of the College and any unique or special requirements of the College at a given time.
2. The Board will seek external governors with a range of relevant backgrounds that support the College's strategic directions and contribute to a balanced Board composition reflective of the community the College serves.
3. The Board will ensure that all external governors demonstrate the behavioural qualities necessary to perform their role effectively, including integrity, sound judgment, and the ability to contribute constructively to Board deliberations.
4. Candidates shall be assessed in accordance with the Protocol, including consideration of merit, diversity, ability to support the strategic direction of the College, probity, openness, and transparency.

POLICY

Nominations Process

1. A profile for external governors shall be established by the Board.
2. The skills, experience, knowledge, and behavioural qualities considered in approving the governor profile may be drawn from the competencies set out in Schedule A.
3. Annually, typically early in the calendar year, the chair of Governance Committee shall initiate a process to determine the eligibility and interest of current Board members to continue to serve on the Board and committees of the Board for the following year.
4. As part of this review, the Chair shall consult with committee chairs regarding each member's adherence to the code of conduct, as well as their skills, experience, and overall contributions to the College.
5. The number of vacancies and the competencies required to fill those vacancies shall be identified annually through a skills matrix analysis.
6. Where vacancies arise, the Governance Committee shall initiate a recruitment process, which may include a call for interest and public posting of vacancies on the College's website.

7. Applications shall be submitted to and reviewed by the Governance Committee.
8. The Governance Committee shall assess candidates against Board-approved criteria, develop a short list of qualified candidates, and interview all short-listed candidates, including those seeking reappointment.
9. Incumbent external governors shall be evaluated based on performance and contribution, and reappointment shall not be automatic.
10. Reference and background checks shall be completed by the chair of the Governance Committee or as delegated.
11. The Governance Committee shall prepare a nominating report identifying recommended candidates for Board appointment and Board committee membership, which shall be reviewed by the Executive Committee before being brought forward to the Board for final approval.

Appointment Process

1. Lieutenant Governor in Council Appointed External Governors:
 - a. The Governance Committee shall identify candidates to be forwarded to the Standing Committee of Government Agencies through the Manager of the Colleges Unit of the Ministry, as required by the Protocol.
 - b. Up to three candidates may be identified for each vacancy.
 - c. All candidates proposed for submission to the Colleges Unit shall be approved by the Board prior to submission to the Colleges Unit.
2. Board Appointed External Governors:
 - a. The Governance Committee shall identify candidates for recommendation to the Board.
 - b. In the event that the number of candidates equals the number of vacancies, the governors (other than those nominated for re-election) shall be asked to vote by secret ballot for or against the slate.
 - c. If the slate is not approved, a separate vote shall be held for or against each nominee individually, and any governor who is the subject of a vote shall not participate in that vote.
 - d. If any vacancies occur mid-term, such vacancies shall be filled within sixty (60) days, where possible, of the vacancy.

Mentorship

1. Committee chairs will take on the role of mentor to new Board members and external community members of Board committees.
2. The mentor will provide transitional support to the new members in understanding good governance, the role of Board committees and their role as a Board member.

Board Leadership Roles and Succession

1. The Governance Committee will consider potential nominees for the positions of Chair, Vice-Chair (2), and Board committee chairs.
2. Ex-officio members of the Board are not eligible to serve as Chair or Vice-Chair.
3. Board members will be chosen for Board leadership roles based on an assessment of skill sets, past performance as a Board member, and the willingness/interest to devote the necessary time to the Board leadership role being considered.
4. One of the two Vice-Chairs will typically be nominated as Chair at the expiration of the term of the incumbent Chair and should be recruited with that expectation. Special circumstances, as determined by the Governance Committee, may require that someone other than the Vice-Chairs be recommended to succeed the incumbent Chair.
5. Board members who have chaired a Board committee will be eligible to be nominated as Vice-Chair. However, under special circumstances, other members of the Board may be eligible for nomination.
6. The Governance Committee will present its report to the Executive Committee and upon approval, the Governance Committee will submit the names of the candidates to the Board for final approval.
7. If, for any reason, the Chair, Vice-Chairs, Board committee chair or Board committee member resigns or is otherwise unable to complete a full term in office, the Governance Committee will recommend a replacement to the Board within sixty (60) days, where possible, of receiving such notice.

RELEVANT LEGISLATION AND RELATED DOCUMENTS

- Protocol for board nominations and appointments for colleges of applied arts and technology

Schedule A

Skills, Experience and Knowledge

The Board will reflect a complementary mixture of skills, experience and knowledge. The skills, experience and knowledge the Board will consider in selecting external governors include the following:

- Knowledge/experience in post-secondary education
- Business management
- Human resources management
- Government and government relations
- Political acumen
- Construction and project management
- Legal expertise
- Strategic planning
- Risk management
- Information technology
- Accounting designation
- Financial expertise
- Advancement/fundraising
- Knowledge and experience in research
- Quality and performance management
- Labour relations
- Board and governance expertise
- Public affairs and communications
- Ethics
- Demographic characteristics

Behavioural Qualities

The Board requires all external governors to:

- commit and adhere to the vision, mission, and core values of the College;
- act with honesty and integrity;
- commit to fostering and supporting equity, diversity and inclusion;
- understand a Governor's role and fiduciary duties, and the role of the Board;
- think strategically;
- work as part of a team;
- communicate effectively;
- have, or commit to acquire, financial literacy appropriate for the College's scope of activities;
- be willing to devote the time and effort required to be an effective governor, including attending Board orientation, Board retreats, Board meetings, committee meetings, and College events;
- be free of conflicts that would impede a Governor's ability to fulfill their fiduciary duties; and
- demonstrate ability to recognize and manage specific conflicts of interest that arise from time to time.