

ROLES AND DUTIES OF OFFICERS POLICY

Approved by: Board of Governors
Authorizer: Governance Committee
Version: V1
Date of Approval: July 30, 2026

POLICY STATEMENT

The purpose of this policy is to set out clear and transparent roles and duties of officers and a principled framework for the election process of the Chair and Vice-Chairs.

SCOPE

This policy applies to 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.

Conflict of Interest Directive: The Conflict of Interest Directive for Colleges of Applied Arts and Technology.

Governor: A member of the Board.

President: The president of the College.

Secretary: The secretary of the Board.

Treasurer: The treasurer of the Board.

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

POLICY

1. CHAIR

- 1.1 The Chair is responsible for assuring the fulfillment of the Board's process, through leadership, openness and transparency, modeling of good governance and invitation for full Board participation.
- 1.2 The Chair, unless required otherwise in accordance with applicable law, by-laws or policy shall:
 - (a) preside at all meetings of the Board and be an ex-officio member of all committees of the Board in accordance with Section 6.02 of By-Law No. 1;
 - (b) sign all by-laws of the College;
 - (c) sign such contracts, documents or instruments in writing as require their signature;
 - (d) have such other powers and duties as may from time to time be assigned by the Board or as are incident to their office;
 - (e) act generally as spokesperson for the Board;
 - (f) prepare, in collaboration with the President, the Board agenda;
 - (g) ensure ongoing feedback and annual performance reviews of the President based on objective criteria related to efficiency, effectiveness, and attainment of goals are conducted;
 - (h) assist the President to secure strategic partnerships and College funding essential to the operation and advancement of the College, supporting the President as required, through a collegial partnership;
 - (i) foster teamwork among Governors, solve problems and resolve conflict;
 - (j) ensure that the Conflict of Interest Directive is followed;
 - (k) support and counsel the President as required; and
 - (l) represent the Board by attending College Employer Council board meetings.

2. VICE-CHAIRS

- 2.1 A Vice-Chair shall, in the absence, inability to act or on the request of the Chair, perform all of the duties and have all of the powers of the Chair in accordance with Section 6.03 of By-Law No. 1. In the absence of the Chair and both Vice-Chairs, the Board shall by majority resolution appoint a temporary chair to perform such duties and exercise such powers. If a Vice-Chair (or such other Governor as the Board may from time to time appoint for the purpose) performs any such duty or exercises any such power, the unwillingness or inability of the Chair to act shall be presumed with reference thereto.

3. SECRETARY

The Secretary shall:

- 3.1 attend all meetings of the Board and committees of the Board, including closed and in-camera meetings, and record, or cause to be recorded, all minutes of all proceedings in the books kept for that purpose, including through electronic means;
- 3.2 give, or cause to be given, all notices required to be given to Governors and to the public;
- 3.3 be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College and relating to Board proceedings, including electronic records;
- 3.4 perform, or cause to be performed, the duties for the election of the Chair and Vice-Chair and for the election of Internal Governors (as defined in By-Law No. 1 and in accordance with By-Law No. 2); and
- 3.5 perform such other duties as may be determined from time to time by the Board.

4. TREASURER

The Treasurer shall:

- 4.1 keep full and accurate accounts of all monies or bank accounts;
- 4.2 disburse the funds of the College, taking proper vouchers therefor and render to the Board at the regular meetings thereof, or whenever required by the Board, an account of all transactions and of the financial position of the College;
- 4.3 co-operate with the auditors of the College during any audit of the accounts of the College; and

- 4.4 perform such other duties as may be determined by the Board or the President.

5. ELECTION OF CHAIR AND VICE-CHAIRS

5.1 Terms and Eligibility

- (a) Only External Governors (as defined in By-Law No. 1) are eligible to be elected as Chair or Vice-Chair.
- (b) The term of office for the positions of Chair and Vice-Chairs will be for up to two (2) years, effective September 1 of each year.
- (c) The Chair and Vice-Chairs are eligible for re-election.
- (d) If the office of the Chair or Vice-Chair shall be or become vacant for any reason, the Board shall appoint an External Governor to fill such a vacancy. Such Governor shall formally agree to the appointment.
- (e) Desirable attributes of a Chair and Vice-Chair include:
 - i. Proven leadership skills;
 - ii. Excellent strategic and facilitation skills;
 - iii. Proven ability to influence and achieve consensus;
 - iv. Proven ability to act impartially and without bias, and display tact and diplomacy;
 - v. Effective communication skills;
 - vi. Political acuity;
 - vii. The time to continue the legacy of building strong relationships between the College and stakeholders;
 - viii. Proven ability to establish trusted advisor relationships with the President and other Governors; and
 - ix. Governance experience.
- (f) It is desirable, but not necessary for a Chair to have served as Vice-Chair.
- (g) All Governors are eligible to nominate Governors as candidates and vote in the Chair and Vice-Chair elections.

5.2 Election Date

No later than the regular meeting of the Board in June of each year, the Board shall elect a Chair and Vice-Chair.

5.3 Nominations and Election Process

- (a) Potential candidates for the office of Chair and Vice-Chair must be nominated by another Governor. A Governor cannot nominate themselves.
- (b) The Board delegates responsibility for conducting the election of Chair and Vice-Chair to the Governance Committee.
- (c) The Secretary shall perform the duties for the election.
- (d) If the Board fails to elect the Chair or Vice-Chair by September 1, the incumbents for whom no replacements have been elected shall continue in office until their successors are elected, except in the case of a Chair or Vice-Chair whose term as Governor has expired.

5.4 Procedure

- (a) The Secretary shall email all Governors a minimum of three (3) business days prior to the commencement of the nomination period, outlining the policy on the election of Chair and Vice-Chair and providing a copy of the nomination form.
- (b) The nomination period shall be four (4) business days in duration, starting on Monday and ending on Thursday.
- (c) Completed nomination forms shall be returned to the Secretary.
- (d) The Secretary shall confirm with all nominees their willingness to stand for election.
- (e) To be declared a candidate, written confirmation of a nominee's willingness to stand for election must be received by the Secretary within one (1) business day of the close of the nomination period (by the end of the business day on Friday).
- (f) Elections will be conducted electronically via a secure and confidential voting application. Each eligible voter will have one vote.
- (g) In the event of a tie, the Secretary should recount the ballots and if a tie remains, a new vote shall take place. In the event of a further tie, the Chair of the Governance Committee will draw lots to determine the winner.

- (h) The duration of the voting period shall be two (2) business days.
- (i) Following the close of the election process, the Chair of the Governance Committee will report back to the Board at its next regular meeting, announcing the outcome of the election.

6. MONITORING

Monitoring of this policy is achieved through regular feedback at Board meetings; via the annual Board survey and review; and by means of progress and achievement of identified Board goals and objectives.

7. RELATED LEGISLATION, MINISTER'S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

- 7.1 Conestoga College By-Law No. 1
- 7.2 Minister's Binding Policy Directive Governance and Accountability Framework
- 7.3 Ontario Colleges of Applied Arts and Technology Act, 2002