NORTHWESTERN POLYTECHNIC

Northwestern Polytechnic Board of Governors

Governance Policy Manual

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A Remuneration

Northwestern Polytechnic exists so that:

People in the stewardship region and beyond have opportunities to improve their lives and communities at a cost that demonstrates values for results.

Students throughout the stewardship region have the knowledge and skills for success in whatever path they choose.

- *Students can obtain a broad range of degrees and diploma completion opportunities commensurate with the needs of*
- *A greater proportion of individuals throughout the stewardship region can obtain their post-secondary education in the region*
- *Students have a positive, accessible, fully integrated learning experience*

Citizens have accessible resources to improve the quality of life.

- *Citizens have resources for social, arts, cultural and wellness experiences*
- *Life-long learning opportunities are available for all ages*

Economic well-being of the stewardship region is enhanced.

- *Industries in the region and community stakeholders have opportunity for workforce development*
- *The region has enhanced capacity for innovation and research*
- *New knowledge is created and applied within the stewardship region.*

Vision

NORTHWESTERN POLYTECHNIC

Vision			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2027 Last Review: 2024	**Policy ID**	V-1

1. Northwestern Polytechnic Board of Governors is responsible and accountable for the discovery, creation, and stewardship of an institutional wide vision, comprising of core mission, core values, and areas of focus.

1.1. The purpose of great vision is to give overarching direction to the President while ensuring the process of vision discovery is inclusive and collaborative in the organization and seeks community input.

2. The Board's role is to support the President in their efforts to build, align, preserve, and protect the NWP culture, its core values and core purpose, and support accelerated achievement of the aspirational goal and renew it before its accomplished.

3. The Board provides support to the President's effort in building community awareness, involvement and achievement of NWP's vision.

4. The President's responsibility and accountability is to engage the organization to build and implement on goals, strategies, and tactics and actions to achieve the vision, in alignment with Northwestern Polytechnic's Mandate and Roles document. The President is responsible and accountable to do this in the following ways and means.

4.1 Through NWP, people in the region and beyond, have the opportunity to improve their careers and communities.

4.2. Students can obtain a broad range of degrees, diploma, certificates, apprenticeship and non-credit credential completion opportunities that commensurate with the needs of the region.

5. A greater proportion of individuals can obtain their postsecondary education at NWP.

Mandate

Northwestern Polytechnic Mandate			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2027 Last Review: 2024	**Policy ID**	V-2

1. Northwestern Polytechnic Board of Governors is responsible and accountable for the development, and implementation of the Ministry approved Mandate and Roles Document.

2. Established under the Post-Secondary Learning Act (PSLA), the Board of Governors manages and operates the post-secondary institution within its approved mandate [PSLA Section 60(1)(a)].

3. This Mandate and Roles Document for the Board of Governors of Northwestern Polytechnic is developed collaboratively between the Minister of Advanced Education and the Board to reflect a common understanding of respective roles and responsibilities in governance, direction, and oversight of Northwestern Polytechnic.

Executive Expectations

NORTHWESTERN POLYTECHNIC

Executive Expectations			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	EE

The President shall build, align and protect the NWP culture, its core values, mandate and core purpose to support achievement of the institution's strategic plan.

In order to meet the above, the President is expected to:

1. Ensure an institutional climate that is fair and safe for all employees and students. This shall include:

    1.1. Operating with written Human Resource policies and practices that provide for effective handling of grievances and protect against wrongful conditions. This includes a method to resolve allegations of improper conduct by the President.

    1.2. Ensuring students, staff and faculty are acquainted with their rights, roles and responsibilities.

    1.3. Operating with policies and practices that ensure a safe working and learning environment.

    1.4. Having an emergency preparedness and response plan.

2. Plan and allocate resources that aligns to NWP's vision and does not risk fiscal jeopardy. This shall include:

    2.1. Operating with a documented, multi-year strategy which aligns to the vision, mission and values.

    2.2. Budgeting each fiscal period to support and achieve the appropriate portion of the multi-year plan.

    2.3. Ensuring expenditures do not exceed revenues realistically expected within that fiscal year.

    2.4. Ensuring statutory payments to government, employee benefit premiums to insurers, employee source deductions and financial reports to Federal or Provincial governments are paid on time and accurately filed.

2.5. Building financial plans based on credible projections of revenues, expenses, capital expenditures, cash flow projections and planning assumptions.

2.6. Ensuring financial planning that provides for the amount determined annually by the Board for the Board's direct use during the year.

2.7. Developing succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.

2.8. Ensuring the organization has sufficient organizational capacity and current information about President and Board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.

3. Protect NWP assets. This shall include:

3.1. Having an enterprise risk management plan that identifies, assesses and manages risk in a way that provides reasonable assurance of vision achievement.

3.2. Operating with adequate comprehensive insurance policy providing property and liability coverage in an amount and terms which are comparable to other institutes in the Alberta postsecondary system.

3.3. Receiving, processing and disbursing funds in accordance with recognized accounting principles and standards that apply to NWP and in compliance with Canadian and Alberta laws.

3.4. Maintaining plant and equipment to protect the long-term life of the facility and/or its equipment.

3.5. Ensuring the organization, its board and its staff are not unnecessarily exposed to claims of liability.

3.6. Making purchases, leases, contracts or acquisitions without conflict of interest and with government procurement regulations.

3.7. Acquiring, encumbering or disposing of immovable property and the proprietary rights through proper process.

3.8. Ensuring the organization has a current and comprehensive technology plan to maintain the integrity of student, human resource and financial data.

4. Protect the fiscal integrity and/or public image of NWP through appropriate compensation and benefits to employees, consultants, contracts workers and volunteers. This shall include:

4.1. Not changing the President's own compensation and benefits.

4.2. Establishing current compensation and benefits which do not deviate from the geographic or professional market for the skills employed and/or create obligations over a longer term that are greater than safely projected revenue.

5. Ensure the board is informed and supported in its work. This includes

5.1. Providing the board information relevant to accomplish its mandate.

5.1.1. Providing timely, accurate and complete information to support informed Board decisions, including environmental scanning data and trends, a representative range of staff and external points of view, a risk assessment, and alternative choice with their respective implications.

5.1.2. Submitting an annual Executive Expectations Attestation.

5.1.3. Ensuring the board is aware of actual or anticipated non-compliance with any element of the vision or the strategies that support it regardless of the Board's monitoring schedule.

5.1.4. Providing incidental information required, including anticipated or potential adverse media coverage, actual or anticipated legal actions, and material or publicly visible changes or events.

5.1.5. Ensuring the Board Chair and/or Vice Chair is informed of pertinent issues as they arise.

5.1.6. Informing the Board if, in the President's opinion, the Board is non-compliant with its own policies on Governance process and Board-President relationship, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the President.

5.2. Providing reasonable administration support that allows the Board to meet all legal requirements, ensures the integrity of Board documents, and provides a workable, user- friendly mechanism for official Board or Board Committee communication.

5.3. Treating Board members equitably, consistently and with respect.

6. The President shall ensure investments are made in a manner that maintains the long-term preservation and solvency of institution assets and provides the necessary stability and predictability of acceptable returns to complement the ongoing commitments of NWP.

Further, without limiting the scope of the above statement by the following list, the President shall:

6.1. Ensure NWP has a written investment policy, consistent with the provisions of this policy, that provides detailed guidelines to govern the investment, administration and monitoring of investment funds.

6.2. Ensure investments and securities are held to the credit of, or in an account named "Northwestern Polytechnic" or "Northwestern Polytechnic Foundation".

6.3. Account for investments consistent with "Public Sector Accounting Standards".

Unity of Control

UNITY OF CONTROL			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	BP-1

Only officially passed motions of the Board are binding on the President.

1. Board members, officers, and committees have no authority over the President except in rare instances when the Board has specifically authorized such exercise of authority.

2. In the case of Board members or committees requesting information or assistance, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds or are disruptive.

3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the President.

Accountability of the President

ACCOUNTABILITY OF THE PRESIDENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	BP-2

The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

1. The Board will never give instructions to persons who report directly or indirectly to the President.

2. The Board will refrain from evaluating, either formally or informally, any staff other than the President.

3. The Board will review the Presidents Performance annually through:
    - their annual attestation of executive expectations policy,
    - the President's Performance Management Plan goals and results, and
    - the measures included in the NWP Strategic Plan.

Delegation to the President

DELEGATION TO THE PRESIDENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2026 Last Review: 2023	**Policy ID**	BP-3

All Board authority is delegated through the President, so that accountability of staff is considered to be the accountability of the President.

1. The President reports directly to the Board to achieve specific results, for specific recipients, at a specific cost to ultimately achieve the organizational aspirational goal in alignment with the organizations' core values and core purpose in the vision policies.

2. As long as the President uses any reasonable interpretation of the Board's vision and Executive Expectations policies, the President is authorized to establish all further strategies, plans and policies, make all decisions, take all actions, establish all practices and develop all activities.

Governance Commitment

GOVERNANCE COMMITMENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-1

The Board of Governors will govern Northwestern Polytechnic on behalf of the people in our communities, in alignment with NWP values. This includes the following:

1. **We are committed to good governance.**

   - We engage in purposeful and professional governance focused on results. We are disciplined in separating Board and staff function, responsibility and accountability.

2. **We are community centered.**

   - We endeavor to understand and address the needs of our students and all stakeholders in alignment with our vision to support our communities.

3. **We work as a team.**

   - We are a diverse yet cohesive group of individuals able to collaborate and communicate in one united voice.

4. **We maintain a safe, positive environment.**

   - We value and nurture a safe and respectful environment that fosters open dialogue and diversity of opinion.

5. **We strive for peak productivity and performance.**

   - We act with honesty and sincerity in all our efforts. We are constantly evolving. We continually strive to improve. We are both innovative and responsive as leaders.

Governance Style

GOVERNANCE STYLE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-2

The Board commits to govern using good governance and with a style that includes diverse viewpoints, strategic leadership, collective decision making and planning for the future with a clear distinction between Board and presidential roles. More specifically, the Board will:

1. Focus on Results.

2. Operate in all ways mindful of its stewardship responsibility. It will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling this commitment.

3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, providing instructions or information on behalf of the Board only with one voice, and continuity of governance.

4. Cultivate a sense of group responsibility. It will use the expertise of individual Board members to assist the Board in its work and to support the Board collective judgment. Be a learning Board by continually developing its capacity. Development will include orientation of new members in the Board's governance process, regular professional development on governance, periodic Board discussion of process improvement and any training to support good governance.

5. Monitor and discuss the Board's process and performance.

Board Job Contribution

BOARD JOB CONTRIBUTION			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-3

The job of the Board is to represent the public in determining and demanding appropriate organizational performance. The unique contributions of the Board will be:

1. The link between the Polytechnic and the people in the community and beyond.

2. Written governing policies which, at the broadest levels, address the following:

   Vision:
   - Organizational vision, mission, core values and mandate.

   Executive Expectations:
   - Annual attestation of Executive Expectations as per policy.

   Governance Process:
   - Specification of how the Board conceives, carries out and monitors its own tasks.

   Board-President Relationship:
   - Delegation of authority, compliance with policies and monitoring of performance.

3. Assuring appropriate Polytechnic performance through a structured process of monitoring the President's Performance Management Plan.

4. The link between the Polytechnic and elected government officials, consistent with messages agreed by the Board as a whole.

Roles of Chair and Vice-Chair

ROLES OF CHAIR AND VICE-CHAIR			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-4

The Chair must ensure the integrity of the Board's governance process. The Chair is also authorized to represent the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), unless the Board specifically authorizes another person.

1. The assigned result of the Chair's role is that the Board operates in a manner consistent with its own rules and those legitimately imposed upon it from outside sources (i.e., government).

   1.1. Meeting discussion is limited to those issues which, according to Board policy, clearly belong to the Board to decide, rather than the President;

   1.2. Discussion at Board meetings is fair, open and thorough, while remaining efficient, timely, orderly and pertinent;

   1.3. Timely, relevant agendas are prepared for Board meetings;

   1.4. The Vice-Chair is informed of current and pending issues and processes.

2. The Chair has authority to make reasonable interpretations of Board policies on Governance Process and Board-President Relationship, with the exception of (a) employment or termination of a President and (b) instances where the Board specifically delegates portions of this authority to others.

   2.1. The Chair is empowered to chair Board meetings with all commonly accepted powers of that position (i.e., ruling, recognizing, etc.).

   2.2. The Chair has no authority to make decisions about policies created by the Board within Vision and Executive Expectation policy areas.

   2.3. The Chair represents the Board to outside parties in announcing Board positions and policies, and in stating Chair decisions and interpretations within the areas delegated to the Chair.

   2.4. The Chair is authorized to assign attendance at events and meetings to specific Board members.

2.5. The Chair is authorized to sign the President's expense account for submission, pursuant to the Financial Signing Authority Policy.

2.6. The Chair serves as an ex officio member of any Board committee.

2.7. The Chair may delegate their authority but remains accountable for its use.

3. The Board shall annually elect a Vice-Chair from among the public members of the Board. In the absence or inability of the Chair or Vice-Chair to act, the Board shall elect another public member to act as temporary Chair or Vice-Chair. The Vice-Chair shall have the following responsibilities:

3.1. In the absence of the Chair or in their inability to act, the Vice-Chair shall carry out all responsibilities normally exercised by the Chair;

3.2. Within areas of responsibility overseen by the Vice-Chair, the Vice-Chair shall ensure the Chair is fully informed of current and pending issues and processes;

3.3. Such other responsibilities that have been delegated to the Vice-Chair by the Board.

Board Linkage with Community

BOARD LINKAGE WITH COMMUNITY			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-5

The Board shall be responsive to the community. The Board shall act on behalf of NWP, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board Members shall maintain a distinction between their personal interests and their obligation to speak for others as a representative of the community. As the agent of the community, the Board is obligated to identify and know what the owners want and need.

2. The Board shall gather data in a way that reflects the diversity of the community. It will actively pursue opportunities to seek and share information with its communities in order to gain a wider perspective of future educational and training needs, and to share the goals, challenges and accomplishments of the Polytechnic. It shall recognize that diversity assures a broad base of wisdom and shall seek to make decisions considering that input.

3. Collection of input from the community may be accomplished through a variety of methods, including, but not limited to, meetings with the stakeholders, surveys, and advisory committees.

4. Board members should participate in Polytechnic functions according to an overall Board plan, as part of its communication with the Polytechnic community.

Board Linkage with Other Org.

BOARD LINKAGE WITH OTHER ORGANIZATIONS			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-6

1. The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as stewards of Northwestern Polytechnic. The Board shall establish mechanisms for maintaining open communication and positive working relationships with other organizations regarding vision and future goals. Such mechanisms may include, but are not limited to:

   - Inviting representatives of the Boards of those organizations to Board meetings.
   - Meeting jointly with other Boards on occasion.

2. If the Board is requested to appoint Polytechnic representatives to external committees, the Board will first determine if the committee's mandate is relevant to governance or operations. If it is governance-related the Board will make an appointment. If it is operational, the Board shall refer the matter to the President.

Board Committee Principals

BOARD COMMITTEE PRINCIPLES			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-7

1. Board committees are assigned to support the work of the Board. A Board committee can be created only by the Board and its existence and charge come from only the Board, regardless whether any Board members sit on the committee.

2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

3. Board committees cannot exercise authority over staff.

4. This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the President and CEO.

5. All committee members shall abide by the same Code of Conduct as governs the Board.

Board Committee Structure

BOARD COMMITTEE STRUCTURE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-8

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy.

1. Every Board committee must have written Terms of Reference from the Board.

2. The Board will appoint a Chair from among its public members.

3. Public Board members are permitted to attend any committee meeting of the Board. Attendance is valuable for input, learning and succession, but would be without compensation. The Chair maintains the tool of going in-camera at any time during any meeting in order to include only members formally on the Committee.

4. All Committee members shall be appointed by the Board after consideration of skills and abilities required to carry out its terms of reference. If the Board or Committee determine that an external advisor with particular expertise is needed to advise and participate on a Committee, the Board may choose to appoint such persons.

5. Committee member(s) expenses will be reimbursed in accordance with the applicable Board Policy.

Audit Committee TOR

NORTHWESTERN POLYTECHNIC

AUDIT COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-8.1

The Audit Committee shall consist of at least three members, including the Board Chair. The Board Chair is a voting member and shall be counted for purposes of the quorum (requires half of the Committee to be present). The President shall be ex officio but without voting privileges. The President shall be excused for agenda items where there is a conflict of interest, and in cases where the Chair has determined that the agenda item(s) should be addressed without management present. For purposes of the audit, the President shall be considered as management. The President shall designate appropriate members of staff to serve as resource persons to the Committee. This Committee will meet three weeks before each Board meeting.

The role of the Committee is to assist the Board in fulfilling its oversight responsibilities and is accountable to the Board. The Committee monitors, evaluates, advises or makes recommendations on matters affecting

(a)external, internal or special audits; (b) annual financial statements and related disclosures; (c) policies and practices related to internal controls; (d) compliance with legal, statutory and regulatory requirements; and (e) the Institute's risk management activities.

The following provide details on roles of responsibility delegated to this Committee:

1. INTERNAL CONTROLS

1.1 The Committee shall provide oversight and guidance to ensure the effectiveness of the institution's internal control environment including, but not limited to, financial controls to produce accurate, relevant, and up-to-date financial information within a suitable time frame, information technology security and system controls, capital projects and enterprise risk management.

1.2 The Committee shall review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up of any instances of noncompliance. Obtain regular updates from management regarding compliance matters.

1.3 The Committee shall consider if adequate procedures and controls are in place to detect and to prevent fraud.

1.4 The Committee shall provide disaster recovery and business continuity oversight.

2. INTERNAL AUDIT

2.1 The Committee shall maintain the independence and objectivity of the internal audit function by reviewing the appointment, replacement, reassignment or removal and the remuneration of the Internal Auditor.

2.2 The Committee shall review and approve the annual internal audit plan, activities, deliverables, and annual budget / resource plan of internal audit and to appoint resources for the annual internal audit.

2.3 The Committee shall ensure there are no unjustified restrictions or limitations on Internal Auditor.

2.4 The Committee shall review Internal Audit activity's performance relative to its plan.

2.5 The Committee shall review the results of internal audits performed and recommend management to implement corrective action where control or reporting weaknesses are identified.

2.6 The Committee shall report periodically to the Board of Governors on matters pertaining to or emanating from the internal audit program.

2.7 The Committee shall meet separately with Internal Audit to discuss any matters that the Committee or Internal Audit believe should be discussed privately.

3. EXTERNAL AUDIT

3.1 The Committee shall meet with the External Auditors prior to the beginning of the annual audit for the purpose of approving the audit plan including the scope and timetable for the audit and ensure coordination of audit effort with Internal Audit.

3.2 The Committee shall meet with the External Auditors to discuss their report on the annual audit, prior to recommending the year-end financial statement to the Board.

3.3 The Committee shall review and assess management's response to the annual Management Letter issued by the External Auditors and to review all follow up action or status reports relating to the recommendations of the External Auditors.

4. ANNUAL FINANCIAL STATEMENTS

4.1 The Committee shall review the annual draft Financial Statements and consider whether they are complete, consistent with information known to Committee Members, reflect appropriate accounting principles and, where appropriate, to suggest improvements in the financial information, and when accepted, recommend the statements for approval by the Board.

4.2 The Committee shall review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statement.

5. RISK MANAGEMENT OVERSIGHT

5.1 The Committee shall provide oversight and guidance to the enterprise risk management function.

5.2 The Committee shall review and approve Risk Management Framework and the risk management policy and processes.

5.3 The Committee shall review all major risks on the risk register quarterly and report to the Board. The Committee shall review the full risk register on an annual basis and report to the Board regarding the register including any major risks, both financial and nonfinancial, the tolerance for such risk, and the steps taken to monitor and control the risks.

5.4 The Committee shall receive periodic reports regarding management's assessment of significant risks and opportunities to the Institution and report to the Board as necessary.

5.5 The Committee shall receive from management an annual report confirming insurance coverage is in place pertaining to insurable risks related to the institution.

5.6 At least annually review the emergency preparedness and response procedures, plans, and policies including cybersecurity and disaster recovery.

6. LEGAL COMPLIANCE

6.1 At least annually review any legal matters that could have a significant impact on the Institute's financial statements, the Institute's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

6.2 Review relevant legislative changes, litigation and compliance matters, disclosures received under the Public Interest Disclosure (Whistleblower Protection) Act, major transactions and projects being worked on by the Officer of General Counsel, legal trends, and other mattersof legal interest or concern to the Committee or the Board.

7. INFORMATION AND TECHNOLOGY MANAGEMENT

7.1 The Committee shall provide guidance and oversight to ensure governance structures and processes are in place to support the achievement of positive outcomes and facilitate implementation of strategic oversight and decision-making.

7.2 The Committee shall provide guidance regarding the use of technology as a strategic enabler aligned with NWP's strategic direction and mandate.

7.3 The Committee shall provide oversight regarding the necessary processes and controls that need to be in place to protect privacy, secure information/systems and to manage identities.

7.4 The Committee shall provide oversight and guidance regarding NWP's Information Technology Plan.

DELEGATED AUTHORITY

The Committee is empowered on behalf of the Board to:

1. Discuss, debate, and agree upon the resolution of matters of presentation and content that are raised by the External Auditors.

2. Discuss, debate, and agree upon the resolution of procedural and internal control issues raised by the External Auditors.

3. Retain external advisor(s) or order specific investigations or examinations, where deemed appropriate by the Committee.

4. To provide recommendations on Information Technology matters.

5. Appointment, replacement, reassignment or removal and the remuneration of the Internal Auditor.

6. Review and make recommendations to the Board on risk mitigation activities.

7. Review and make recommendation to the Board on the approval of the annual financial statements.

8. Review and make recommendations to the Board on required changes to internal controls and actions required to address recommendations from the External and Internal auditor.

Governance and Development Committee TOR

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GOVERNANCE AND DEVELOPMENT COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-8.2

The Governance and Development Committee shall consist of at least three members, including the Board Chair. The Executive Committee shall recommend the Chair and members of this Committee. The Board Chair and the President are voting members and shall be counted for purposes of the quorum (requires half of the Committee to be present). The President shall designate appropriate members of staff to serve as resource persons to the Committee. This Committee will meet three weeks before each Board meeting.

The Governance and Development Committee can review, recommend changes and improvements to enhance the governance practices of the Board. The following provide details on roles of responsibility delegated to this Committee:

1. The Committee shall plan, develop and conduct orientation of new members.

2. The Committee shall plan, develop, and facilitate ongoing board development activities.

3. The Committee shall review By-Laws regularly and recommend amendments as appropriate.

4. The Committee shall review and recommend Board self-assessment and evaluation activities annually.

5. The Committee shall review Board and Academic Council policies regularly and provide recommendations to the Board for amendments to content as well as provide the Board with an assessment of compliance with Board policies and any related recommendations, if applicable.

DELEGATED AUTHORITY

The Committee shall only act on issues delegated to it by Board resolution.

Executive Committee TOR

NORTHWESTERN POLYTECHNIC

EXECUTIVE COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-8.3

The Executive Committee shall consist of at least three Members, including the Board Chair. The Board Chair is the Chair of this Committee. The Vice- Chair and other Chairs of each Committee will also sit on this Committee. The Board Chair and the President are voting members and shall be counted for purposes of the quorum (requires half of the Committee to be present). This Committee will regularly meet three weeks before each Board meeting.

The Executive Committee supports the overall function of the Board. The Committee focuses on discussion pertaining to Board and institutional strategic discussions. The following provide details on roles of responsibility delegated to this Committee:

1. GOVERNMENT AND STAKEHOLDERS RELATIONS

1.1 The Committee shall review correspondence and directives from government and discuss implications for NWP.

1.2 The Committee shall provide oversight of key relationships between the institution and key stakeholders, assisting the Board Chair and President in developing related strategies.

1.3 The Committee shall review and consider emerging risks, issues or opportunities within the post-secondary sector and determine whether any Board or management action is required.

2. STEERING AND BOARD

2.1 The Committee shall review, provide direction and approve the agendas for Board meetings in the normal course.

2.2 The Committee shall ensure the Board and/or Committees are appropriately addressing significant issues in a timely manner.

2.3 The Committee shall recommend the appointment of Committee Chairs and Committee Members as needed for committee and Board succession planning.

2.4 The Committee shall assist the Board Chair in providing advice/counsel to the President, on sensitive, complex and emerging issues and initiatives, or as required; and undertake other activities as required by the Board or Board Chair.

2.5 The Committee shall plan Board succession and Board recruitment.

2.6 The Committee shall lead the planning of the annual Board Retreat.

DELEGATED AUTHORITY

The Committee will act on behalf of, and with full authority of the Board, on matters that arise between regularly scheduled Board meetings or in circumstances where the Board has specifically delegated such authority to the Committee.

Finance Committee TOR

NORTHWESTERN POLYTECHNIC

FINANCE COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-8.4

The Finance Committee shall consist of at least of three members, including the Board Chair. The Board Chair and the President are voting members and shall be counted for purposes of the quorum (requires half of the Committee to be present). The President shall designate appropriate members of staff to serve as resource persons to the Committee. This Committee will meet three weeks before each Board meeting.

The Finance Committee shall have responsibility to consider and make recommendations to the Board on all matters related to the fiscal policy, revenue and expenditures, and the stewardship of the institution's financial assets, land, buildings, physical infrastructure and other capital assets. The following provide details on roles of responsibility delegated to this Committee:

1. FINANCIAL PLANNING

1.1 The Committee shall review the annual operating and capital budgets and recommend them to the Board for approval.

1.2 The Committee share review and recommend to the Board the institution's multi-year capital plan, including major capital projects related to facilities, land, and infrastructure, and assess alignment with financial sustainability and institutional priorities.

2. FINANCIAL REPORTING/MONITORING

2.1 The Committee shall monitor, quarterly, the financial performance and financial statements of the institution in relation to the approved budget and, where necessary, review significant variances. To ensure that periodic financial reports are made to the Board.

3. FINANCIAL POLICIES AND SYSTEMS

3.1 The Committee shall review significant matters of financial policy related to financial risk, operations and reporting, and make specific recommendations to the Board.

3.2 The Committee shall undertake any special financial studies or investigations which the Board may delegate periodically.

3.3 The Committee shall offer guidance to management on financial matters.

3.4 The Committee shall review and assess any changes in internal financial reporting and accounting policies and practices.

3.5 The Committee shall establish and monitor operating and capital budget plans including tuition and related fees as well as external borrowings.

3.6 The Committee shall review and recommend to the Board tuition and other like fees.

3.7 The Committee shall review the financial forecasting model of NWP and bring forward sensitivity analyses and forecasts to the Board from time to time.

3.8 The Committee shall review and recommend to the Board financial and property-related policies that

govern capital planning, real property transactions, and long-term asset stewardship, as appropriate.

4. PROPERTY, FACILITIES, AND CAPITAL ASSET OVERSIGHT

4.1 The Committee shall provide strategic oversight and make recommendations to the Board regarding the stewardship, acquisition, disposition, leasing, or encumbrance of land, buildings, and other real property, in accordance with applicable legislation, Board policies and approval thresholds.

4.2 The Committee shall review, for recommendation to the Board, proposals for major construction, renovation, redevelopment, decommissioning, or disposition of facilities or infrastructure that have material financial, risk, or strategic implications.

4.3 The Committee shall receive and review significant campus planning, land-use, or redevelopment initiatives where such initiatives have financial, capital, or long-term sustainability implications for the institution.

4.4 The Committee shall consider the financial implications of deferred maintenance, lifecycle renewal, and long-term infrastructure sustainability, and may request reporting from management on these matters as required.

5. INVESTMENT POLICIES

5.1 The Committee shall review the investment policies of NWP, recommend to the Board the investment manager and make recommendations to the Board as to the structure of such policies. This may include delegation of portions of the responsibilities to an Investment Advisory Sub- committee established here under to review, advise, and provide recommendations to the Finance Committee.

6. ANNUAL FINANCIAL STATEMENTS

6.1 The Committee shall review the annual draft Financial Statements.
The Committee shall review the Annual Report.

DELEGATED AUTHORITY

The Committee is empowered on behalf of the Board to review and make recommendations to the Board on all matters related to the fiscal policy, revenue and expenditures, and financial assets, land, buildings, physical infrastructure, and other capital assets.

Human Resource Committee TOR

HUMAN RESOURCE COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP – 8.5

The Board Chair and the President are voting members and shall be counted for purposes of the quorum (requires half of the Committee to be present). The Chair of the Human Resources Committee will be the Board Chair. The President shall designate appropriate members of staff to serve as resource persons to the Committee. The President shall be excused for agenda items where there is a conflict of interest. This Committee will meet three weeks before each Board meeting.

The Human Resources Committee is responsible to the Board of Governors for review of policies and related Human Resources issues that are relevant to the responsibilities of the Board of Governors. The following outlines roles and responsibilities delegated to this Committee:

1. The Committee shall review major Human Resources strategic plans, initiatives and policies, and recommend approval as appropriate.

2. The Committee shall establish guidelines for negotiation of collective agreements, and review and recommend ratification of collective agreements.

3. The Committee shall review and make recommendations as to the terms and conditions of employment, including compensation of administrative and excluded personnel.

4. The Committee shall review employee relations issues which may have a significant impact on the Institution.

5. The Committee shall review the terms and conditions of employment of the President.

6. The Committee shall develop and oversee the President's evaluation process and format for the same.

7. The Committee shall review Health and Safety matters.

DELEGATED AUTHORITY

The Board of Governors delegates to the Human Resources Committee to establish negotiation guidelines for the Bargaining Committees, recommend the terms and conditions of employment of the President; and to review and recommend the designation of employees and employee groups to the Board.

Ad Hoc Committee TOR

AD HOC COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP – 8.6

Ad Hoc Committees shall consist of at least three public members and maximum of five Board members. The Executive Committee shall recommend Chair and the members of this committee. The Board Chair and the President are voting members and shall be counted for purposes of the quorum. These Committees will meet as required to address the topic of consideration, no more than four times per year. Any meetings should take place at least three weeks prior to the meeting of the Board.

In conjunction with the President and CEO, the committees will be established as required to address key strategic topics of value to NWP. The following provide details on roles of responsibility delegated to these Committees:

1. Recommendations of these Committees will be brought forward for consideration of the Board.
2. The Committees shall adjust terms of reference as required. The Board shall assign the strategic projects.
3. The Committees will focus on the following priorities:
   a) Reputation: provides advice on reputation at NWP as it relates to achieving the institutional vision.
   b) Board alignment: provides strategies to align Board structure and activities to the NWP strategic plan.
   c) Community engagement: review efforts of NWP to develop positive and productive relationships with key stakeholders.
   d) Strategic topics: provides advice and strategies to align Board activities to specific strategic topics.
4. The Committees will remain dormant if there are no strategic projects assigned.

DELEGATED AUTHORITY

The Committees will act on behalf of, and with full authority of the Board, on matters that arise between regularly scheduled Board meetings or in circumstances where the Board has specifically delegated such authority to the Committees.

Planning Cycle and Agenda Control

NORTHWESTERN POLYTECHNIC

BOARD PLANNING CYCLE AND AGENDA CONTROL			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2028 Last Review: 2025	**Policy ID**	GP-9

1. The Board shall maintain control of its own agenda by developing each year no later than June, an annual schedule which includes, but is not limited to:

   - Consultations with selected groups in the ownership, or other methods of gaining ownership input.
   - Scheduled time for education related to vision and mandate. This may include presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff.
   - Scheduled time for monitoring of the Board's own compliance with its Governance Process policies, and for review of the policies themselves.
   - Scheduled time for education about the process of governance.

2. The Executive Committee will create the agenda for the Board of Governors meetings based on the outline of the annual schedule and items requiring Board input.

Special Rules of Order

NORTHWESTERN POLYTECHNIC

SPECIAL RULES OF ORDER			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	GP-10

Board meetings will be conducted in an orderly, effective process, led by the Chair.

1. All policy obligations respecting Board meetings must be satisfied.

2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.

   2.1. Attendance by Board members to all meetings and in person is strongly encouraged. Attendance via teleconference, videoconference or other electronic means that permit all members to hear one another, shall be considered part of quorum, but is not considered the norm.

3. Meeting order and decorum shall be maintained, and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.

4. Board members must keep their comments relevant to the issue under consideration.

5. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.

6. Proposals that the Board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a Board member, discussed, and then voted on. All motions require a second to proceed to discussion and subsequent vote.

   6.1. The Chair of the Board may to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided.
   6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
   6.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.

7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.

8. A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.

9. A majority vote will decide all motions before the Board.

10. A motion to adjourn a Board meeting may be offered by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.

Board Reimbursement

NORTHWESTERN POLYTECHNIC

BOARD REIMBURSEMENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	GP-11

Board members shall be paid a stipend, and honoraria for extra Board-approved meetings. They may also be reimbursed for reasonable expenses incurred in conducting their Board responsibilities.

The remuneration rate shall be determined for the following budget year, and is listed in appendix A.

1. A stipend will be issued from the payroll office and is considered compensation for regular and special Board meetings and ambassadorship activities.

2. The ambassadorship role is expected as part of an appointment to the Board. Members are encouraged to attend Polytechnic functions but will not receive remuneration for events such as volunteer fund-raising, news conferences, Convocation, social events, or professional development activities that are not Board approved.

3. Board members are eligible for remuneration for activities other than regular and special Board meetings or ambassadorship at which attendance by the Board is required, for Board committees, for attendance at specific functions on a one-time basis to represent the Board or Polytechnic, or for appointment to another Board when the member is a Polytechnic Board representative.

4. Board members will be reimbursed for travel, food and lodging and etc. expenses in accordance with NWP's Travel and Related Expenses Policy.

5. In compliance with the Election Finances and Contributions Disclosure Act, donations and reimbursements for contributions to a registered party, registered constituency, association or registered candidate will not be authorized.

Governance Succession

GOVERNANCE SUCCESSION			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	GP-12

In keeping with the Board's commitment to excellence in governance, the Board shall strive to recommend candidates to the Minister for appointment of public Board members to the Board of Governors so that the Board's ability to govern will be enhanced.

1. The Board will identify the needs of the Board and maintain an appropriate matrix to assess Board member competencies and profiles.

2. Recommended candidates will have characteristics that will enable them to govern, the Polytechnic, including:

   - Demonstrates an appreciation for the Vision, Mission and Values of NWP
   - A significant positive profile within the Region and be connected to stakeholder groups
   - Ability to identify and pursue opportunities for the Polytechnic well-being
   - A demonstrated business acumen
   - Knowledge and understanding of effective governance
   - A demonstrated understanding of the time commitment, including the ability to participate fully in Board and committee meetings, and ownership linkage activities
   - Demonstrated community service
   - Demonstrated strategic thinker, focused on results
   - Strong ambassadorship abilities
   - An appreciation for the educational process
   - Ability to access the political process
   - Demonstrates support for an appropriate representation of the region
   - Team building and relationship skills

3. Candidates recommended will be chosen to ensure that the Board as a whole reflects, to a reasonable extent, the diversity of the ownership served by Northwestern Polytechnic.

4. The Board will recommend, through the Chair, candidates for the Minister's consideration.

Investment in Governance

INVESTMENT IN GOVERNANCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	GP-13

In keeping with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. Appointing and electing authorities will be provided with information that clearly outlines the Board's approach to governance and desirable characteristics of Board Members.

2. **The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board.** Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

   Board Development includes conferences, workshops, advocacy and networking opportunities, that will cultivate effective relationships, build Board members for succession, strengthen governance practices, and promote awareness and understanding of the role of a Board member, or the Government of Alberta, namely Advanced Education.

   Therefore, it is expected that:

   2.1. New Board members shall receive an orientation to ensure familiarity with the organization's issues and structure, and the Board's process of governance.

   2.2. Building on the needs identified by the Board of Governors, the Board Governance and Development Committee proposes the following guideline for determining Board development activities:

   Board Retreat
   Mandatory attendance by all Board Members, annually.

   The Board Development Committee will align education and professional development opportunities, that have been recommended by the Board, with the annual workshop wherever possible.

   Board Member Orientation, Advanced Education, as available
   Orientation sessions produced and provided by Alberta Advanced Education shall be attended in accordance with the request of the Department of Advanced Education.

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Other Board Development
Board members may be invited to attend orientation and development activities. Unless the Board considers the activity to be of significant value to Board members, a maximum of two attendees will be approved if there is interest.

Board members who attend professional development events and activities will report on their experience to the Board at the next Board meeting, sharing event highlights, and their learnings.

Board members will bring forward their interest in a development opportunity to the Board of Governors. The expression of interest will include a statement of value to NWP, the Board, and to the member. Requests should be received in a timely manner to ensure due consideration by the Board.

3. **Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.**

4. **The Board will establish and be accountable for an annual budget for its own governance functions.**

5. **The Board will establish governance process policies that will serve as measurable standards against which the Board's performance can be evaluated.**

5.1. Under the leadership of the Chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan with specific goals and objectives for improvement of identified areas.

5.2. The Board will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the following schedule:

Governance Policy/Process	Review Content	Monitor Compliance
Board Bylaws	Annually	Annually
Board Code of Conduct	Every 3 years	Every 3 years
Board Policies	Every 3 years	Every 3 years
Board Orientation	Annually	Annually

Handling Operational Complaints

HANDLING OPERATIONAL COMPLAINTS			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	GP-14

To ensure that the Board fulfills its accountability to the ownership but does not interfere in matters it has delegated to the President, the following process shall be followed in the case of a Board member receiving a complaint regarding an operational matter.

1. The Board Member shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the President, and the Board member shall take no further action.

2. The Board Member shall not offer any evaluative comments or solutions.

3. If the internal protocol has been followed and the concern has not been resolved through that action, the Board Member shall explain to the individual that the Board has delegated certain responsibilities to the President, and that the Board holds the President accountable.

4. The Board Member shall inform the Board Chair and the President of the complaint, request that it be handled and, if desired, that the President inform the Board Member of the outcome.

Handling of Alleged Policy Violations

NORTHWESTERN POLYTECHNIC

HANDLING OF ALLEGED POLICY VIOLATIONS			
Responsibility	Board of Governors	**Policy Type**	Governance
Review Schedule (3 years)	Next Review: 2029 Last Review: 2026	**Policy ID**	GP-15

The Board as a whole – not an individual Board member - has a responsibility to regularly monitor the performance of the President as outlined in the policies on Board-President Relationship. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the Board may choose to request a monitoring report at any time. The Board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:

    1.1. A Board Member has been contacted regarding a complaint. After the Board Member has followed the procedure for handling operational complaints (See Policy on Handling Operational Complaints, GP-14), the individual again contacts the Board Member indicating that the complaint still exists, and in the Board Member's opinion the incident appears to be a potential policy violation.

    1.2. One or more Board Members receive complaints or become aware of a number of similar instances that taken together raise questions of general policy violation.

    1.3. A single incident of complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.

2. If any of the above conditions exist:

    2.1. The Board Member shall inform the Chair of the situation.

    2.2. The Chair shall request the President to provide to the Board their interpretation of the policy, rationale for the interpretation, and evidence of policy compliance with reference to the situation(s) in question.

    2.3. The Board as a whole shall determine whether the President's interpretation falls within "any reasonable interpretation" of the policy.

    2.4. If the President's interpretation falls within "any reasonable interpretation," and there is evidence of compliance with that interpretation, the matter shall be dropped at the Board level. The President will handle the issue directly with the complainant.

    2.5. If the President's interpretation falls outside of "any reasonable interpretation," or there is a clear violation of a reasonable interpretation, the Board shall determine the degree of seriousness of the issue and deal with the President regarding performance.

3. If the incident(s) in question do(es) not appear to be a potential violation of policy:

   3.1. Board Member should consider if they believes the policy should be reconsidered to prevent a future occurrence of a similar situation.

   3.2. If the Board Member considers that a policy amendment should be made, the Board Member should ask the Chair to put the item on the next agenda.

   3.3. The Board as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.

APPENDIX A

REMUNERATION			
Responsibility	Board of Governors	**Policy Type**	Governance Appendix

As per NWP Governance Process Policy, GP-11, Board Reimbursement:

The remuneration rate for the year 2026/2027 will be:

Board Chair:	**$4,500/year**
Board Vice Chair:	**$3,500/year**
Board Member:	**$1,750/year**
Committee Member:	**$500/year**
Audit Committee Chair:	**$500/year** (in addition to Member reimbursement)
Finance Committee Chair:	**$500/year** (in addition to Member reimbursement)