

BOARD OF GOVERNORS

POLICY MANUAL

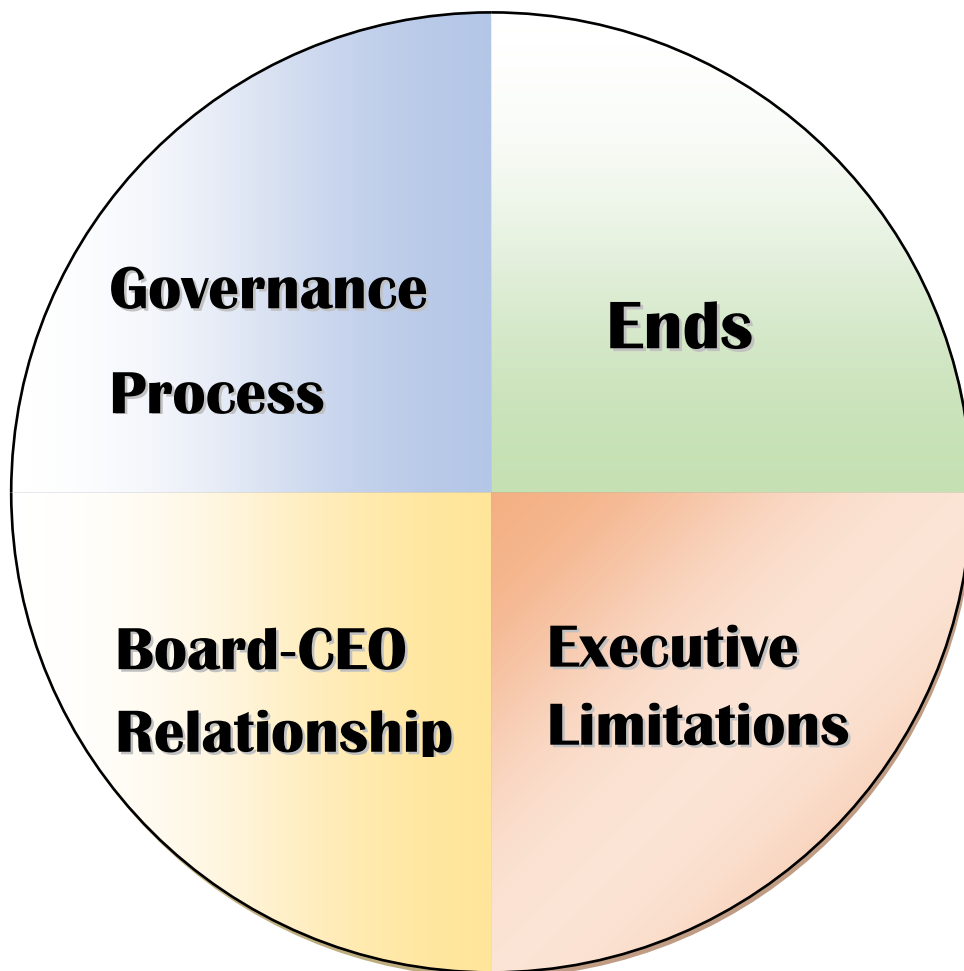


TABLE OF CONTENTS

Instructions to Board:	Instructions to President:
GOVERNANCE PROCESS	ENDS
GP GLOBAL GOVERNANCE PROCESS	E
GP-1 GOVERNANCE COMMITMENT	E-1
GP-2 BOARD MEMBERS CODE OF CONDUCT	E-2
GP-3 GOVERNANCE STYLE	E-3
GP-4 BOARD JOB CONTRIBUTION	EXECUTIVE LIMITATIONS
GP-5 ROLES OF CHAIR & VICE-CHAIR	
GP-6 BOARD LINKAGE WITH OWNERSHIP	EL GENERAL EXECUTIVE CONSTRAINT
GP-7 BOARD LINKAGE WITH OTHER ORGANIZATIONS	EL-1 TREATMENT OF PEOPLE
GP-8 BOARD COMMITTEE PRINCIPLES	EL-2 FINANCIAL PLANNING AND BUDGETING
GP-9 BOARD COMMITTEE STRUCTURE	EL-3 FINANCIAL CONDITION AND ACTIVITIES
GP-9.1 AUDIT COMMITTEE	EL-4 ASSET PROTECTION
GP-9.2 COMPLIANCE AND CONTINUITY COMMITTEE	EL-5 COMPENSATION AND BENEFITS
GP-9.3 BOARD DEVELOPMENT PLANNING	EL-6 SUCCESSION PLANNING
GP-10 BOARD PLANNING CYCLE AND AGENDA CONTROL	EL-7 COMMUNICATION AND SUPPORT TO THE BOARD
GP-11 SPECIAL RULES OF ORDER	EL-8 INVESTMENTS
GP-12 BOARD REIMBURSEMENT	BOARD-PRESIDENT RELATIONSHIP
GP-13 BOARD INDEMNIFICATION	
GP-14 GOVERNANCE SUCCESSION	BP GLOBAL BOARD-PRESIDENT RELATIONSHIP
GP-15 INVESTMENT IN GOVERNANCE	BP-1 UNITY OF CONTROL
GP-16 HANDLING OPERATIONAL COMPLAINTS	BP-2 ACCOUNTABILITY OF THE PRESIDENT
GP-17 HANDLING OF APPARENT POLICY VIOLATIONS	BP-3 DELEGATION TO THE PRESIDENT
	BP-4 MONITORING PRESIDENT’S PERFORMANCE

ENDS		
E	5
E-1	6
E-2	7
E-3	8
BOARD-PRESIDENT RELATIONSHIP		
BP	GLOBAL BOARD-PRESIDENT RELATIONSHIP	9
BP-1	UNITY OF CONTROL	10
BP-2	ACCOUNTABILITY OF THE PRESIDENT	11
BP-3	DELEGATION TO THE PRESIDENT.....	12
BP-4	MONITORING PRESIDENT’S PERFORMANCE	13-14
EXECUTIVE LIMITATIONS		
EL	GENERAL EXECUTIVE CONSTRAINT.....	15
EL-1	TREATMENT OF PEOPLE.....	16
EL-2	FINANCIAL PLANNING AND BUDGETING	17
EL-3	FINANCIAL CONDITION AND ACTIVITIES	18
EL-4	ASSET PROTECTION.....	29
EL-5	COMPENSATION AND BENEFITS.....	20
EL-6	SUCCESSION PLANNING.....	21
EL-7	COMMUNICATION AND SUPPORT TO THE BOARD.....	22
EL-8	INVESTMENTS	23
GOVERNANCE PROCESS		
GP	GLOBAL GOVERNANCE PROCESS	24
GP-1	GOVERNANCE COMMITMENT	25-26
GP-2	BOARD MEMBERS’ CODE OF CONDUCT	27-28
GP-3	GOVERNANCE STYLE.....	29
GP-4	BOARD JOB CONTRIBUTION	30
GP-5	ROLES OF CHAIR & VICE-CHAIR	31-32
GP-6	BOARD LINKAGE WITH OWNERSHIP	33
GP-7	BOARD LINKAGE WITH OTHER ORGANIZATIONS.....	34
GP-8	BOARD COMMITTEE PRINCIPLES	35
GP-9	BOARD COMMITTEE STRUCTURE	36
	GP-9.1 AUDIT COMMITTEE TERMS OF REFERENCE	37
	GP-9.2 COMPLIANCE AND CONTINUITY COMMITTEE TERMS OF REFERENCE	38
	GP-9.3 BOARD DEVELOPMENT PLANNING.....	39
GP-10	BOARD PLANNING CYCLE AND AGENDA CONTROL.....	40
GP-11	SPECIAL RULES OF ORDER.....	41
GP-12	BOARD REIMBURSEMENT	42
GP-13	BOARD INDEMNIFICATION	43
GP-14	GOVERNANCE SUCCESSION	44
GP-15	INVESTMENT IN GOVERNANCE	45-46
GP-16	HANDLING OPERATIONAL COMPLAINTS	47
GP-17	HANDLING OF APPARENT POLICY VIOLATIONS.....	48
APPENDIX A, AS PER GP-12.....		49

Grande Prairie Regional College exists so that there will be:

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 the region

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.

Grande Prairie Regional College exists so that:

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

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

This is interpreted to include, but not be limited to:

1. Students can obtain a broad range of degrees and diploma completion opportunities commensurate with the needs of the region.

1.1. Students have the credentials to obtain a job in their field on graduation

1.2. Graduates are preferred by employers

2. A greater proportion of individuals throughout the stewardship region can obtain their post-secondary education in the region.

2.1. Educational opportunities are available for students who are also working

2.2. A greater proportion of students can complete their post-secondary education in the region

3. Students have a positive, accessible, fully integrated learning experience.

3.1. Students can access support systems necessary to enable success

3.2. Student ease of access is consistent with current technology

Citizens have accessible resources to improve the quality of life

This is interpreted to include, but not be limited to:

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

Economic well-being of the stewardship region is enhanced

This is interpreted to include, but not be limited to:

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

The Board's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President.

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

1. Decisions or instructions of individual Board members, officers, or committees are not binding on 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 without Board authorization, 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.

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 view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful President performance. Therefore the President's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

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

1. The Board will direct the President to achieve specific results, for specific recipients, at a specific cost through the establishment of Ends policies. These policies will be developed systematically from the broadest, most general level to more defined levels.
2. The Board will limit the latitude the President may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations policies. These policies will be developed systematically from the broadest, most general level to more defined levels.
3. As long as the President uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By so doing, the Board changes the latitude and choice given to the President. But so long as any particular delegation is in place, the Board and its members will respect and support any reasonable interpretation made by the President. This does not prevent the Board from obtaining information in the delegated areas except where confidentiality prohibits.

Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on ends and on executive limitations. Any formal evaluation of a President's performance may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be proactive and visionary.
2. A given policy may be monitored in one or more of the following ways:
 - 2.1 **Internal report** – Disclosure of compliance information by the President, along with his/her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
 - 2.2 **External report** – Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. The external party will first be provided with the CEO's explicit interpretation of the policy and justification for the reasonableness of interpretation. The report must assess the reasonableness of the interpretation of Board policy, and compliance with it. The basis for assessment is *not* the standards of the external party, unless the Board has previously indicated that party's opinion to be the standard.
 - 2.3 **Direct Board inspection** - Discovery of compliance information by a designated Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that assesses compliance with policy, with access to the CEO's justification for the reasonableness of his/her interpretation. Such an inspection is only undertaken at the instruction of the Board, and with the CEO's knowledge.
3. In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than interpretations favoured by Board members or even the Board as a whole.
4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method, as shown in the following table.

5. A formal evaluation of the CEO by the Board will occur annually, based on the achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

Policy	Method	Frequency
<u>ENDS</u>		
E	Internal Report	Annually
E-1	Internal Report	Annually
E-2	Internal Report	Annually
E-3	Internal Report	Annually
<u>EXECUTIVE LIMITATIONS</u>		
EL General Executive Constraint	Internal Report	Annually
EL-1 Treatment of People	Internal Report	Annually
EL-2 Financial Planning & Budgeting	Internal Report	Annually
EL-3 Financial Condition & Activities	Internal Report	Quarterly
	External Report	Annually
EL-4 Asset Protection	Internal Report	Annually
	External Report	Annually
EL-5 Compensation and Benefits	Internal Report	Annually
EL-6 Succession Planning	Internal Report	Annually
EL-7 Communication and Support to Board	Direct Inspection	Annually
EL-8 Investments	Internal Report	Annually

The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either illegal, imprudent or in violation of commonly accepted business practices and professional ethics.

The President shall not cause or allow an institutional climate that is inconsistent with the values of student-centeredness, integrity, respect, accountability, innovation, and passion.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Operate without written human resources policies and practices that provide for effective handling of grievances, and protect against wrongful conditions.
2. Allow students to be unacquainted with their rights and responsibilities.
3. Operate without policies and practices that ensure a safe working and learning environment.
 - 3.1. Be without an emergency preparedness and response plan.
4. Allow staff to be unacquainted with the Code of Conduct and their roles and responsibilities

Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board Ends priorities, or fail to be derived from a multi-year plan for such period as may be required by government reporting.

Further, without limiting the scope of the above statement by the following list, the President shall not cause or allow budgeting which:

1. Contains too little information to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are realistically projected to be received in that period.
3. Provides less than determined annually by the Board for Board prerogatives, such as, but not limited to, costs of Board development, Board and committee meetings, Board professional fees, costs of fiscal audit and ownership linkage activities.
4. Does not rely on diverse funding sources.
5. Maintains unrestricted net assets of less than \$4 million.
6. Does not include a long term Capital Asset and Equipment Replacement plan sufficient to achieve Ends in the future.
7. Risks incurring those situations or conditions described as unacceptable are the Board policy "Financial Condition and Activities."

With respect to the financial health of the organization, and the stewardship of its assets, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board Ends priorities.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. In any fiscal year, expend funds greater than the revenues realistically expected within that fiscal year.
2. Allow statutory payments to government, employee benefits premiums to insurers, employee source deductions and financial reports to Federal or Provincial governments to be overdue or inaccurately filed.
3. Fail to aggressively pursue receivables after a reasonable grace period.
4. Fail to settle payroll and debts in a timely manner.

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Operate without an adequate comprehensive risk management policy providing property and liability coverage in an amount and terms which are comparable to other colleges and technical institutes in the Alberta post-secondary system.
2. Receive, process or disburse funds without internal controls in accordance with Generally Accepted Accounting Principles and complying with Generally Accepted Auditing standards.
3. Allow plant and equipment to be subjected to improper wear and tear or inadequate maintenance affecting the long term life of the facility and/or its equipment.
4. Unnecessarily expose the organization, its Board or staff to claims of liability.
5. Make any purchase, lease or other acquisition or form of acquisition financing:
 - wherein normally prudent protection has not been given against conflict of interest;
 - inconsistent with government procurement regulations
6. Acquire, encumber or dispose of immovable property such as land or buildings and the proprietary rights over these.
7. Allow conflict of interest in entering into contracts of any nature.
8. Operate without adequate protection from loss or unauthorized access of College information and intellectual property.
9. Allow the College to be without a current and comprehensive Technology Plan sufficient to support accomplishment of Ends in the future, and maintain integrity of student, human resource, and financial data.
10. Permit behaviours which would damage the College's image and reputation of integrity, credibility, professionalism and honesty.
11. Change the College's name or visual identity.

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Change his or her own compensation and benefits;
2. Establish current compensation and benefits which:
 - 2.1. Deviate materially from the geographic or professional market for the skills employed,
 - 2.2. Create obligations over a longer term than revenues can be safely projected.

The President shall not operate without succession planning processes in place to facilitate leadership continuity and ensure competent operation of the College in the long term.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Have fewer than two senior executives familiar with Board and presidential issues and processes and generally with the issues and processes of the other executives to ensure competent operation of the organization to continue in the event of sudden loss of CEO services.

Information and counsel to the Board shall have no significant gaps in timeliness, completeness or accuracy and, the President shall not permit the Board to be uninformed.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Fail to make available to the Board adequate information to support informed Board choices, including relevant environmental scanning data, a representative range of staff and external points of view, significant issues or changes within the external environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications.
2. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance, Board-Staff Relations) in a timely, accurate and understandable fashion, including explicit CEO interpretations and evidence of compliance with the Board policies being monitored.
3. Let the Board be unaware of relevant trends, anticipated or potential adverse media coverage, actual or anticipated legal actions, material external and internal changes, or publicly visible external and internal changes or events.
4. Fail to inform the Board Chair and/or Vice Chair on significant issues arising between regularly scheduled Board meetings.
5. Fail to advise the Board when, in the CEO's opinion, the Board or an individual Board member is not in compliance with an existing Governance Process or Board-CEO Relationship policy.
6. Present information in an untimely, inaccurate or incomplete manner, or in a form that does not clearly differentiate among monitoring, decision-making, and general background information.
7. Fail to provide a mechanism for official Board, officer or committee communications.
8. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
9. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.

Cross Reference: Administrative Policies on Operating Funds Investment and Foundation Investment

The President shall not invest operating capital or endowment funds in a manner inconsistent with investment objectives of safety, liquidity and return on investment, in that order, nor engage in any investment activity that would be considered speculative according to generally accepted principles of conservative investment management.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Make investments in any securities carrying a credit rating below A for bonds, or A1/R1 for commercial paper, from a recognized rating agency.
2. Make investments in preferred shares that do not carry a credit rating of A or P2 or higher with a minimum outstanding float of 3 million shares.
3. Make investments in derivatives, or purchase on margin or engage in short selling of securities.
4. Permit equity securities from any one issuer to exceed the lesser of 5% of the portfolio value or \$200,000, with the exception of third party managed funds.
5. Make any investment that would expose the College to liability beyond the amount invested.
6. Invest in tobacco-related investment instruments.
7. Invest cash reserves and funds held by the College on behalf of the Grande Prairie Regional College Alumni/Foundation (endowments) in a manner that does not maximize return in order to make a reasonable contribution to the current and long term funding requirements of the College, without jeopardizing its principal goal of preserving the capital needed to provide a continued stream of income over the longer term.
 - 7.1. Permit the investments in equities to exceed 25% of the portfolio.

The purpose of the Board, on behalf of the people of northwestern Alberta, is to ensure that GPRC achieves optimal results at an appropriate cost (as specified in Board Ends policies), and avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).

The Board of Governors will govern Grande Prairie Regional College on behalf of the people of northwestern Alberta in accordance with established principles of Policy Governance® demonstrating commitment to the following fundamental values.

1. Student-Centred

- We commit ourselves to a community of learning.
- We commit ourselves to the teaching and learning relationship.
- We give students the opportunity to grow and become enriched.
- We pursue student learning opportunities that maximize and lead to lifelong learning.
- The student is always the beneficiary of our activity.

2. Integrity

- We live up to the highest standards of professionalism through fair and ethical behaviour.
- We do what we say and build trust through our actions.
- We are honest and open.
- We are committed to a spirit of services.
- We strive to earn our students' and supporters' trust.
- We are loyal.

3. Respect

- We treat each other, our students and our public with dignity and respect.
- We celebrate the diversity of people, ideas and culture.
- We take responsibility for our reputation.
- We are enhanced by cooperative efforts, partnerships, and shared use of resources in an atmosphere of respect.
- We respect the need for discretion and confidentiality.

4. Accountability

- We are personally accountable to each other.
- We are accountable to the communities we serve.
- We strive to provide a safe and caring environment for students, staff and visitors.
- We are fiscally accountable.
- We are committed to the stewardship of the environment, our building and the land.
- We make evidence based decisions.

5. Innovation

- We encourage innovation.
- We respect our past but we are future focused.
- We engage students in creative learning.
- We are responsive and market driven.
- We strive to be a leader in applying information technology in ways that can transform higher education
- We are a portal to discovery and learning.

6. Passion

- We love what we do.
- We take the lead; and lead by example.
- We all contribute.
- We strive to be an extraordinary place to work.
- We have fun.

7. Participatory Governance

- The Board values the participation of all constituencies in the governance of the College and respects the educational policy role of Academic Council as set out in the Post Secondary Learning Act.

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

1. Board members must represent loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards, organizations or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest whether real or perceived that supersedes their responsibilities to the College. Board members hold positions of trust so there is a general obligation on them to avoid situations of conflict of interest.
 - 2.1. If a Board member has a potential conflict of interest on any issue, the member must declare the potential conflict prior to discussion of the issue. This declaration shall be noted in the Minutes. The member may make a statement, with the permission of the Chair, but shall not take part in the discussion and voting of the issue and shall remove him/herself from the place of discussion. This abstention shall be recorded in the Minutes. The member is still included in determining a quorum.
 - 2.2. Board members shall not be deemed to be in a potential conflict of interest for the purposes of establishment of Board honoraria and allowances within the guidelines of the Post-Secondary Learning Act.
 - 2.3. Board members must not use their positions to obtain employment at the College for themselves, their spouses, spousal equivalents, children, grandchildren, parents or siblings.
 - 2.4. Should a Board member be considered for employment by the Board directly, s/he must first resign from the Board.
 - 2.5. Public Board members shall not retain their Board membership if they are employed by the College.
 - 2.6. A Board member shall not use his/her position to secure special privileges, favours or exemptions for the Board member or any other person.
 - 2.7. A Board member shall not use any confidential information of the College:
 - for personal profit;
 - for the profit of any other person;
 - contrary to any Freedom of Information and Protection of Privacy legislation or regulations; or
 - contrary to the College's policies concerning the use and communication of confidential information.
 - 2.8. A Board member may at any time seek clarification from the Board as to whether any transaction he/she is contemplating would constitute a conflict of interest within the meaning of this policy and the Board shall rule on such a request.

- 2.9. A public Board member may receive remuneration from the College through the supply of goods or services provided that it is through a process that assures transparency, competitive opportunity, and equal access to otherwise “inside” information.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - 3.1. Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
 - 3.2. Board members' interaction with the public, media or other entities must recognize the same limitation and the similar inability of any Board member or group of Board members to speak for the Board.
 - 3.3. Board members will make no judgments of the President or staff performance except as that performance is assessed against explicit Board policies by the official process.
 - 3.4. Board members shall not interfere in the management or operational affairs of the College
4. A Board member may be deemed to have breached his/her duties and responsibilities by being absent from the regular meetings of the Board for three consecutive meetings, or for four regular meetings in any fiscal year, without authorization by a resolution of the Board to do so.
5. If the Board has reasonably determined that a member other than the President has breached the approved standards of conduct for its members, it may petition the Minister to revoke the appointment of the member.

The Board commits to govern using a policy governance model 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 Ends.
2. Operate in all ways mindful of its stewardship responsibility on behalf of the ownership. It will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
3. It will 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 capability.
4. Cultivate a sense of group responsibility. It will use the expertise of individual Board members to assist the Board in its work, rather than to substitute for the Board's collective judgment.
5. Be a learning Board by continually developing its governance capacity. Development will include orientation of new members in the Board's governance process, regular education about the use of policy governance® and periodic Board discussion of process improvement.
6. The Board will be an initiator of policy.
7. Monitor and discuss the Board's process and performance at each meeting.

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 College and the people of Northwestern Alberta.
2. Written governing policies which, at the broadest levels, address the following:

Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost).

Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

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

Board-President Relationship: Delegation of authority and monitoring of performance. Determination of the president's role, authority and accountability.

3. Assuring appropriate College performance through a structured process of monitoring the President's compliance with Board policies.
4. The link between the College and elected government officials, consistent with messages agreed by the Board as a whole.

The Chair must ensure the integrity of the Board's 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 job is that the Board behaves 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. Deliberation 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 Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the president.
 - 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 determine the activities undertaken by the Board members which may be designated as special services to the Board and to approve any honoraria which may be payable.
 - 2.5. The Chair is authorized to sign the President's expense account.
 - 2.6. The Chair serves as an ex officio member of any Board committee.
 - 2.7. The Chair may delegate his/her authority, but remains accountable for its use.

3. The Board shall 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 his/her 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.

The “owners” of the Grande Prairie Regional College are defined as the people of northwestern Alberta. The Board shall be accountable for the College to its owners as a whole. The Board shall act on behalf of the owners as a whole, 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 as “customers” of the College’s services, and their obligation to speak for others as a representative of the “owners” as a whole. As the agent of the owners, 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 ownership. 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 College. 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 owners may be accomplished through a variety of methods, including, but not limited to, meetings with the ownership, surveys, and advisory committees.
4. Board members should participate in College functions according to an overall Board plan, as part of its communication with the College community.

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as “owner representative” in determining the most appropriate Ends.

- 1 The Board shall establish mechanisms for maintaining open communication and positive working relationships with other organizations regarding Ends. 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 College 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.

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.

Board committees, when used, will be assigned so as to interfere minimally with the wholeness of the Board's job and so as never to interfere with delegation from Board to president. Committees will be used sparingly, only when other methods have been deemed inadequate.

1. Board committees are to help the Board do its job, not to help the staff do its jobs. Board committees are not to be created by the Board to advise staff.
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. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. 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 chief executive.

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. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

Every Board committee must have written Terms of Reference from the Board including clearly stated deliverables and authority.

Committee expenses will be reimbursed in accordance with Board Policy GP-12.

1 Deliverables

- 1.1 Liaise with the auditor on behalf of Board, including review of the annual audit plan and receipt of audit findings.
- 1.2 Assessment every four months, on behalf of the Board, of management's response to the recommendations of the Office of the Auditor General.
- 1.3 An annual assessment for the Board as to compliance by the President with criteria specified in Executive Limitations policies on finance.
- 1.4 A self-monitoring report on the appropriateness of the Board's own spending, based on criteria in the Board GP policy on Board expenses, including periodic random audit of the Board members' expense accounts.
- 1.5 An annual report to the Board highlighting the committee's review of the audited financial statements and any other significant information arising from their discussions with the external auditor.

2 Authority

- 2.1 The committee has no authority to change or contravene Board policies.
- 2.2 The committee has authority to spend funds required for travel to meetings if meetings are required. No authority to spend or commit other organization funds.
- 2.3 The committee has authority to use staff resource time normal for administrative support around meetings.
- 2.4 The Committee does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.
- 2.5 The Committee has the authority to meet independently with the external auditors.

3 Composition

- 3.1 The Committee shall be composed of three public Board members selected by the Board of Governors, one of whom shall be appointed by the Committee as Chair. At least two of the Board members on the Committee will be able to understand basic financial statements, and have sufficient understanding to ask appropriate questions of the Auditor. The Chair of the Board and President shall serve as ex-officio members.
- 3.2 New public Board members are encouraged to become a member on the Board Audit Committee for one two-year term.
- 3.3 The President shall designate appropriate administrative staff to serve as resource to the Committee.

4 Term of Office

- 4.1 Members shall be appointed for a 2 year term, which may be renewed at the pleasure of the Board.
- 4.2 Appointments to the Committee will be staggered to provide for continuity.

1. Deliverables

- 1.1 Ensure Board compliance with the Alberta Public Agencies Governance Act (APAGA)
- 1.2 Establish principles for CEO recruitment, retention and remuneration
- 1.3 Establish principles for Board recruitment , remuneration, performance and succession planning
- 1.4 All other priorities identified by the Board in relation to APAGA

2 Authority

- 2.1 Bring recommendation to the Board but has no authority to change or contravene Board policies.
- 2.2 Has authority to request of the CEO, staff resource time normal for administrative support around meetings.
- 2.3 Does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.

3 Composition

- 3.1 Shall be composed of a minimum of three public Board members selected by the Board of Governors, one of whom shall be appointed by the Committee as Committee Chair. The Chair of the Board and President shall serve as ex-officio members.

4 Term of Office

- 4.1 Members shall be appointed for a 2 year term, which may be renewed at the pleasure of the Board.
- 4.2 Appointments shall be staggered to provide for continuity.

The Board Development Committee will assist the Board in its intent to govern with excellence.

1. Deliverables

- 1.1. Identified opportunities for Board learning and growth
 - 1.1.1. Regular and timely reports to the Board on planning and development opportunities, with requests for feedback from the Board.
 - 1.1.2. Liaise, on behalf of the Board, with potential facilitators and educators to secure their services for Board development.
- 1.2. Plan the Annual Board of Governors Workshop.
- 1.3. Assurance that governance training is provided in a timely fashion to new Board members.
- 1.4. Assign of a mentor to the newest Board members.
- 1.5. Summarized evaluations of Board development activity.

2. Authority

- 2.1. The Committee has authority to request of the CEO, staff resource time normal for administrative support around meetings.
- 2.2. The Committee has authority to seek and gain commitments of facilitators for Board Development, within the limitations of the annual development budget.
- 2.3. The Committee does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.

3. Composition

- 3.1. The Committee shall be composed of a minimum of two public Board members selected by the Board of Governors, one of whom shall be appointed by the Committee as Committee Chair. The Chair of the Board and President shall serve as ex-officio members.

4. Term of Office

- 4.1. Members shall be appointed for a 2 year term, which may be renewed at the pleasure of the Board.
- 4.2. Appointments shall be staggered to provide for continuity.

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:
 - 1.1. Considered review of the Ends in a timely fashion which allows the President to build a budget.
 - 1.2. Consultations with selected groups in the ownership, or other methods of gaining ownership input, prior to the above review.
 - 1.3. Scheduled time for education related to ends determination. 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.
 - 1.4. Scheduled time for monitoring of the Board's own compliance with its Governance Process policies, and for review of the policies themselves.
 - 1.5. Scheduled time for monitoring compliance by the President with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated.
 - 1.6. Scheduled time for education about the process of governance.
2. Based on the outline of the annual schedule, the Board delegates to the Chairperson the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by any two of the following positions:
 - Board Chairperson
 - Board Vice-Chairperson
 - President

At the discretion of the Chair, additional Board members may also be included.

Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:

- 2.1. Clarification as to whether the issue clearly belongs to the Board or the President.
 - 2.2. Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board- Staff Relationship.
 - 2.3. Review of what the Board has already said in this category, and how the current issue is related.
3. Throughout the year, the Board will attend to Consent Agenda items as expeditiously as possible. When an item is brought to the Board via the Consent Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the Consent Agenda for discussion.

Board meetings will be conducted in an orderly, effective process, led and defined 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.
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. Motions do not 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 excepting those matters in the by-laws which oblige a higher level of approval.
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.
11. A Board member may request to have his or her vote on the record, or may request a recorded vote.

When further rules of order are to be developed by the Board, the Board will consider the Robert's Rules of Order newly revised as a resource guide.

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

At the annual Organization meeting of the Board, the remuneration rate shall be determined for the following budget year, and is listed in appendix A.

1. A monthly stipend will be issued from the payroll office as a College pay cheque and is considered compensation for regular Board meetings and ambassadorship activities.
2. The ambassadorship role is expected as part of an appointment to the Board. Members are encouraged to attend College 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 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 College, or for appointment to another Board when the member is a College Board representative.
4. Board members will be reimbursed for reasonable travel, food and lodging and etc. expenses in accordance with GPRC's policy for staff reimbursement.
<http://www.gprc.ab.ca/pdf/policies/admin/ApprovalofTravelandReimbursementofAssociatedExpensesPolicy.pdf>
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.

1. In the event that a member of the Board of Governors while acting in the course of his/her normal college-related duties, is sued by a third party for any alleged action, the College will defend the legal action on behalf of the member provided that the actions of the member which gave rise to the legal action were:
 - 1.1. Performed in the ordinary and usual course of the member's duties with the College;
 - 1.2. Reasonable in the circumstances and did not involve gross disregard or negligence of the usual standards and practices of the member's responsibilities within the Board;
 - 1.3. Not knowingly in breach of any rules or regulations of the College;
 - 1.4. Not an unlawful act or unethical practice on the part of the member.
2. In such circumstances, Grande Prairie Regional College will indemnify the member against any action or settlement and defend the action on the member's behalf. Should the College deem it appropriate, legal costs for the member's own counsel will be paid.
3. Grande Prairie Regional College reserves the right to settle any claim on such terms as it deems appropriate.
4. Should the member disagree with any settlement, the College will cease to indemnify any further action or legal costs, including any appeal process the member should choose to undertake without the College's express consent.

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 to the highest degree possible.

1. The Board will identify the needs of the Board, and maintain an appropriate matrix to assess Board member competencies and profiles.
2. Prospective candidates will be encouraged to apply through the public process.
3. The Board will review the list resulting from the Ministry's public advertisement and meet with the short-listed candidates.
4. Recommended candidates will have characteristics that will enable them to govern, not to manage, the College, including:
 - Demonstrates an appreciation for the Vision, Mission and Values of GPRC
 - A significant positive profile within the Region and be connected to stakeholder groups
 - Ability to identify and pursue opportunities for the College well-being
 - A demonstrated business acumen
 - Knowledge and understanding of policy-based 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 ends
 - 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
5. 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 Grande Prairie Regional College.
6. The Board will recommend, through the Chair, candidates for the Minister's consideration.

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. 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.
 - 2.1.1. New Board members shall be expected to become conversant with the Policy Governance® model and shall have opportunity to attend specific education on Policy Governance® at the earliest opportunity.
 - 2.2. Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.
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, which shall include, in addition to the costs of Board and Board Committee Meetings, funds for:
 - 4.1. Board member attendance at conferences and conventions.
 - 4.2. Improvement of its governance function.
 - 4.3. Costs of any outside monitoring assistance required.
 - 4.4. Costs to ensure the Board's ability to listen to owner viewpoints and values, such as focus groups and surveys.
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:

NO.	POLICY	MONITOR COMPLIANCE	REVIEW POLICY
GP	Global Governance Process	Annually	Every 3 years
GP-1	Governance Commitment	Annually	Every 3 years
GP-2	Board Members' Code of Conduct	Annually	Every 3 years
GP-3	Governing Style	Annually	Every 3 years
GP-4	Board Job Contributions	Annually	Every 3 years
GP-5	Roles of Chair & Vice-Chair	Annually	Every 3 years
GP-6	Board Linkage With Ownership	Annually	Every 3 years
GP-7	Board Linkage With Other Organizations	Annually	Every 3 years
GP-8	Board Committee Principles	Annually	Every 3 years
GP-9	Board Committee Structure	Annually	Every 3 years
GP-9.1	Audit Committee Terms of Reference	Annually	Every 3 years
GP-9.2	Compliance and Continuity Committee Terms of Reference	Annually	Every 3 years
GP-9.3	Board Development Planning	Annually	Every 3 years
GP-10	Board Planning Cycle and Agenda Control	Annually	Every 3 years
GP-11	Special Rules of Order	Annually	Every 3 years
GP-12	Board Reimbursement	Annually	Every 3 years
GP-13	Board Indemnification	Annually	Every 3 years
GP-14	Governance Succession	Annually	Every 3 years
GP-15	Investment in Governance	Annually	Every 3 years
GP-16	Handling of Operational Complaints	Annually	Every 3 years
GP-17	Handling of Apparent Policy Violations	Annually	Every 3 years
BP	Global Board-President Relationship	Annually	Every 3 years
BP-1	Unity of Control	Annually	Every 3 years
BP-2	Accountability of the President	Annually	Every 3 years
BP-3	Delegation to the President	Annually	Every 3 years
BP-4	Monitoring President's Performance	Annually	Every 3 years

To ensure that the Board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the CEO, 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 CEO, 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 CEO, and that the Board holds the CEO accountable. The Board member shall indicate that the CEO will be asked to ensure that the matter is looked into and respond directly.
4. The Board Member shall inform the CEO or individual designated by the CEO of the complaint, request that it be handled, and if desired, that the CEO inform the Board Member of the outcome.

The Board as a whole – not an individual Board member - has a responsibility to regularly monitor the performance of the CEO as outlined in the policies on Board-CEO 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 complaints (See Policy on Handling Complaints), 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 CEO to provide to the Board his or her 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 CEO's interpretation falls within "any reasonable interpretation" of the policy.
 - 2.4. If the CEO'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 CEO will handle the issue directly with the complainant.)
 - 2.5. If the CEO'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 CEO 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 he or she 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.

As per GPRC Governance Process Policy, GP-12, Board Reimbursement:

The remuneration rate for the year 2013-2014 will be:

Board Chair: \$4,107.96/year

Board Member: \$2,484/year

**Reimbursement of Expenses: \$45 for < 4 hours.
 \$90 for > 4 hours.**