

<p style="text-align: center;">FANSHAWE COLLEGE FOUNDATION BOARD OF DIRECTORS' POLICY MANUAL</p>
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CATEGORY B – BOARD PROCESS

TITLE: Corporate Officers

POLICY NUMBER: **B-10**
EFFECTIVE DATE: 2016 03 09
REFERENCE: 502, 1802, 4106

BACKGROUND INFORMATION:

As referenced in By-Law No. 1, the purpose of this policy is to describe the duties and responsibilities of Corporate Officers, and the process undertaken to appoint them.

THE POLICY:

1. Chair of the Board
 - 1.1 All members of the Board of Directors are eligible to become Chair of the Board of Directors except Ex Officio members.
 - 1.2 The Chair of the Board is determined through an election process later described in Section 5 of this Board Policy.
 - 1.3 The term of office for the Board Chair is up to two years, commencing September 1; however, a Board Chair may be re-elected provided the person is eligible to continue to serve as a member of the Board of Directors.
 - 1.4 The duties and responsibilities of the Chair of the Board of Directors include the following:
 - 1.4.1 Chair meetings of the Board of Directors in accordance with Board Policy and its By-Laws;
 - 1.4.2 Represent the Board of Directors, where appropriate, at functions or activities of the Board, the College, and the community;
 - 1.4.3 Speak on behalf of the Board of Directors on all Board matters;

1.4.4 Assist with the recruitment of new Board members;

1.4.5 Delegate authority of the Chair.

2. Vice-Chair of the Board

2.1 All members of the Board of Directors are eligible to become Vice-Chair of the Board of Directors except Ex Officio members.

2.2 The Vice-Chair of the Board is determined through an election process later described in Section 5 of this Board Policy.

2.3 The term of office for the Vice-Chair is up to two years, commencing September 1; however, the Vice-Chair may be re-elected provided the person is eligible to continue to serve as a member of the Board of Directors and to Chair the Nominating Committee.

2.4 The duties and responsibilities of the Vice-Chair of the Board of Directors are to act as Chair of the Board of Directors whenever the Chair is unable to fulfill the role.

3. Executive Director

3.1 The Executive Director is an officer of the Corporation and is not a member of the Board of Directors.

3.2 The duties and responsibilities of the Executive Director are to manage and supervise the day-to-day operations of the Corporation.

3.3 The role of Executive Director is assigned to the College's Executive Director, Advancement and Alumni Office or equivalent position.

4. Corporate Secretary-Treasurer

4.1 The Corporate Secretary-Treasurer is an officer of the Corporation and is not a member of the Board of Directors.

4.2 The duties and responsibilities of the Corporate Secretary-Treasurer include the following:

4.2.1 Maintain the integrity of Board and other corporate documents;

4.2.2 Maintain the integrity of financial records;

4.2.3 Manage the investment portfolio in accordance with the Board's Investment Policy;

4.2.4 Ensures compliance with fiscal and other legal requirements.

4.3 The role of the Corporate Secretary-Treasurer is assigned to the College's Vice-President, Finance and Administration or equivalent position.

5. Election Process

5.1 This election process applies to both the Chair and Vice-Chair positions on the Board of Directors.

5.2 Elections of the Chair and Vice-Chair will normally take place at the June meeting.

5.3 The sequence of elections shall begin with the Chair followed by the Vice-Chair.

5.3.1 Should the Board Chair be interested in standing for another term, the role of Chair is assumed by the Corporate Secretary-Treasurer until the election process for that position is over.

5.4 Nominations for each position will be invited from the floor. Each nomination must be approved by the Board and accepted by the nominee, before another nomination is heard.

5.5 Once all nominations have been declared, a motion is required to close the nominations.

5.5.1 Should only one nomination be received, the candidate is declared the winner and the election process is over.

5.6 In order of nomination, all candidates will be allowed to briefly address the Board.

5.7 Once all candidates have been heard, each Board member will cast one vote using a secret ballot.

5.8 The winner must obtain a clear majority of votes by way of elimination balloting, if necessary. If a tie vote results with only two candidates, then the winner shall be determined by the toss of a coin.

5.9 The Recording Secretary accompanied by the Corporate Secretary-Treasurer will collect and count the votes. The Recording Secretary will report the results of each vote (not the count of votes) to the Chair.

5.10 A final motion will be required to destroy the ballots.