



THE CORPORATE MANUAL OF THE  
**Fanshawe College  
Foundation Board  
of Directors**



# TABLE OF CONTENTS

3	Introduction
4	About the Fanshawe Foundation
4	Strategic Alignment to College
5	Foundation By-laws
15	Corporate Officers
17	Terms of Reference of the Board of Directors
19	Terms of Reference of the Board Committees
22	Board Meetings
24	Monitoring Board Performance
25	Code of Conduct

# INTRODUCTION

Welcome to the Fanshawe College Foundation. Members of the Foundation Board are part of a dedicated team of external community leaders who come together to inspire philanthropic investment in the College. Thank you for your commitment to Fanshawe!

Our commitment is to deliver an exceptional learning experience for students that will uniquely position them for success in their chosen field. We offer over 250 full-time, part-time and continuing education programs in leading-edge fields as diverse as aviation technology, video game design, business management and more.



Student success is our top priority. Our College community rallied when the COVID-19 pandemic hit our region, building an Emergency Student fund to support students facing financial hardship. While ensuring these immediate needs were met, the College has also continued to implement priority projects focused on future success, including building new learning and collaboration spaces and integrating our Signature Innovative Learning Experience (SILEx) and Job Skills for the Future models into all program offerings.

Our graduates are in demand and Fanshawe's commitment to developing hands-on learning and crucial job skills is now more relevant than ever. This year, we have seen first-hand just how quickly the world can change. Post-secondary institutions will play a vital role in strengthening our economy and our communities, and innovation in teaching and learning must be a priority. Innovative students think critically, challenge the status quo and solve complex problems in novel ways.

At the root of these initiatives are the funds we receive from members of our community. The

support of philanthropic and community leaders like yourselves is essential to Fanshawe's continued success. The Fanshawe College Foundation is the public face of the College's donor programs, and you are an integral member of our team.



## About the Fanshawe Foundation

The Fanshawe College Foundation is dedicated to supporting Fanshawe College students and stakeholders, now and into the future. We work with hundreds of donors, volunteers and Fanshawe family to inspire investment in over 1,000 annual bursaries and scholarships, hundreds of innovative student learning experiences and state-of-the-art facilities. Since its inception almost twenty years ago, Fanshawe College Foundation has raised over \$100 million dollars to support initiatives such as Canada’s most advanced aviation program and a world class culinary facility in downtown London.

A significant role of the Fanshawe College Foundation Board is to provide strategic guidance to Foundation staff and College leaders about opportunities to engage with donors in our community. Foundation Board members act as ambassadors and assist with introductions to potential donors, attend events and in some cases, actively participate in donor conversations. Board members also provide oversight on the use of donor dollars and partner with College staff to create meaningful opportunities for donors and prospective donors to engage with Fanshawe College.

## Strategic Alignment to the College

The College’s Strategic Framework, inclusive of its Vision, Mission, Goals and Values, acts as the mechanism through which the Foundation establishes its own strategic priorities. Specifically, the Foundation shares the College’s Vision, Mission, and Values. The College reviews and revises its Strategic Goals and Commitments every three years. Once, finalized, these objects anchor the development of the Foundation’s own review and finalization its Strategic Goals and Commitments – for the next three-year period. The Foundation’s Strategic Goals and Commitments development will involve collaborative planning between Fanshawe leadership and the Foundation Board, facilitated by the Vice-President of Corporate Strategy and Business Development. The College’s Mission, Vision, and Values are listed and described on the following page.





## Vision

Unlocking Potential

## Mission

Provide pathways to success, an exceptional learning experience, and a global outlook to meet student and employer needs.

## Values

Focus on Students

- ▶ Considering our students in all decisions and actions

Engage Each Other

- ▶ Achieving engagement through communication, consultation, collaboration and recognition

Utilize Resources Wisely

- ▶ Aligning priorities and strategies with prudent and ethical stewardship of resources

Embrace Change

- ▶ Empowering responsiveness, innovation, creativity and responsible risk-taking

Involve Our Communities

- ▶ Actively connecting our external communities to the College, students and clients

## FOUNDATION BY-LAWS

**Effective: FCF – 2018 06 07 (4610); BoG – 2018 06 28 (56301); Signed – 2018  
FCF – 2010 09 22 (1604); BoG – 2010 10 28 (48911); Signed – 2010 12 08  
BoG – 2006 09 28 (45009); FCF – 2007 05 02 (1-B.2); Signed – 2007 05 02**

### BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs  
of

### FANSHAWE COLLEGE FOUNDATION

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of FANSHAWE COLLEGE FOUNDATION (hereinafter called the "**Corporation**") as follows:

#### HEAD OFFICE

1. The Head office of the Corporation shall be in the City of London in the Province of Ontario and at such place therein as the Directors may from time to time determine.

#### SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

#### PURPOSE OF THE CORPORATION

3. The purpose of the Corporation is to provide financial support to The Fanshawe College of Applied Arts and Technology, a non share capital corporation established pursuant to the *Ontario Colleges of Applied Arts and Technology Act, 2002* ("Fanshawe College").
4. This paragraph and paragraph 3 of this By-law may not be amended without the approval of the Board of Governors of Fanshawe College.

#### BOARD

5. The affairs of the Corporation shall be managed by a board of fifteen (15) Directors (the "Board"), inclusive of three Ex Officio Directors (the "Ex Officio Directors") appointed in accordance with paragraph 7 hereof, each of whom at the time of his/her election and throughout his or her term of office shall be a member of the Corporation.
6. The Board, with the exception of the Ex Officio Directors, shall be elected at each annual meeting of members to hold office until the next annual meeting or for such other term as the members may decide provided that i) no Director shall be elected for a term of greater than three (3) years, ii) no Director shall be entitled to serve as a Director for more than six (6) consecutive years, iii) any Director that has served for six (6) consecutive years shall be eligible for re-election after an absence from the Board of at least two (2) years, and iv) subject to the foregoing, if a new Board is not elected at an annual meeting of members, the Director then in office shall continue in office until their successors are duly elected. The election may be by a show of hands or by resolution of the members unless a ballot is demanded by any member.
7. The following persons shall be Ex Officio Directors: (i) President of Fanshawe College, and (ii) two representatives designated by the Board of Governors of Fanshawe College, both of whom must be members of the Board of Governors of Fanshawe College.

8. Each Director shall continue in office until:
- a) he or she is no longer qualified in accordance with this By-law or applicable law;
  - b) in the case of Ex Officio Directors, he or she is no longer the President of Fanshawe College or is no longer designated by the Board of Governors of Fanshawe College, as the case may be;
  - c) he or she resigns from office by notice in writing to the Corporation and such resignation, if not effective immediately, becomes effective in accordance with its terms;
  - d) he/she is found by a court of law to be of unsound mind;
  - e) he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
  - f) in the case of the elected Directors, at a special general meeting of members, a resolution is passed by two thirds (2/3) of the members present at the meeting that he/she be removed from office; or
  - g) he/she dies;
- whichever is first in time.
9. If the Board of Governors of Fanshawe College does not designate a representative to the Board, or if the designate refuses the appointment, resigns from the Board or is otherwise disqualified from the Board and the Board of Governors of Fanshawe College does not have a full complement of representative(s) on the Board and do not designate another replacement representative to the Board who agrees to accept the appointment and who is qualified to be a Director under the provisions of this By-law, the members of the Corporation shall elect another Director to fill the vacancy so created for the remainder of the Board members' term in office in accordance with the provisions of paragraph 10 hereof.

#### **VACANCIES, BOARD**

10. Subject to paragraph 9 hereof, vacancies on the Board, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### **QUORUM AND MEETINGS, BOARD**

11. A quorum for the transaction of business shall be 40% of the membership, provided that at least two of the three Ex Officio Directors are present. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or Vice-Chair or by the Corporate Secretary-Treasurer on direction of the Chair or Vice-Chair or by the Corporate Secretary-Treasurer on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or sent by facsimile or electronic communication to each Director not less than one day before the meeting is to take place or shall be mailed to each Director no less than three days before the meeting is to take place. The statement of the Chair, Vice-Chair or Corporate Secretary-Treasurer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following

the annual general meeting of the members of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

12. The Directors shall be entitled from time to time to adopt such rules of procedure as are deemed appropriate by the Directors.
13. If all the Directors present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.
14. Notwithstanding any other provision of this By-law, any by-law or resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

#### **ERRORS IN NOTICE, BOARD**

15. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### **VOTING, BOARD**

16. Questions arising at any meeting of Directors shall be decided by a majority of votes, provided that such majority must include the affirmative vote of at least two of the three Ex Officio Directors to pass any resolution. Two-thirds majority vote shall be required to amend or adopt by-laws provided that such majority must include the affirmative vote of at least two of the three Ex Officio Directors. In case of an equality of votes, the Chair shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair his or her duties as Chair may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

#### **REMUNERATION OF DIRECTORS**

17. The Directors shall receive no remuneration for acting as such. A Director may be reimbursed reasonable expenses incurred in the performance of his or her duties.



## **COMMITTEES**

18. The Board may at any time establish any committee, including the constitution of its membership, name the Chair thereof, and prescribe its terms of reference. The Board may by resolution dissolve any committee at any time.

## **OFFICERS OF CORPORATION**

19. There shall be a Chair (who, for purposes of the *Corporations Act* (Ontario) shall be deemed to be the President of the Corporation), a Vice-Chair, a Corporate Secretary-Treasurer and an Executive Director and such other Officers as the Board may determine by resolution from time to time. One person may hold more than one office except the offices of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected by the Board from among their number provided that i) in default of such election the then incumbents, should they remain as Directors, shall hold office until their successors are elected, and ii) none of the Ex Officio Directors shall be eligible to hold the positions of Chair or Vice-Chair. The Vice-President Finance and Administration, or equivalent position of Fanshawe College, shall be the Foundation Corporate Secretary-Treasurer. The Corporate Secretary-Treasurer and the other Officers of the Corporation need not be Directors.

## **DUTIES OF CHAIR AND VICE-CHAIR**

20. The Chair shall, when present, preside at all meetings of the members of the Corporation and of the Board as Chair. The Chair with the Corporate Secretary-Treasurer or other Officer appointed by the Board for the purpose shall sign all by-laws and any membership certificates. During the absence or inability of the Chair, his or her duties and powers may be exercised by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose of exercising any such duty or power, and the absence or inability of the Chair shall be presumed with reference thereto.

## **DUTIES OF CORPORATE SECRETARY-TREASURER**

21. The Corporate Secretary-Treasurer shall be Ex Officio Clerk of the Board. He or she shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to Directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. He or she shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. He or she shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Corporate Secretary-Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board.

### **DUTIES OF EXECUTIVE DIRECTOR**

22. Until otherwise determined by a resolution of the Board, the Executive Director shall be responsible for the general management and supervision of the day to day affairs of the Corporation, except such matters as are reserved to the Board by this By-law, by applicable law, or by Board resolution.

### **DUTIES OF OTHER OFFICERS**

23. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

### **EXECUTION OF DOCUMENTS**

24. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two Officers or Directors of the Corporation, and the Corporate Secretary-Treasurer shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any one of the Chair, Vice-Chair, Corporate Secretary-Treasurer, Executive Director or by any person authorized by the Board.

Any two of the Chair, Vice-Chair, Corporate Secretary-Treasurer, and Executive Director, or assigned delegate(s), work in conjunction with the approved Investment Broker engaged by the Corporation to transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its corporate or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation. Upon verification of all shares of stocks, bonds or other securities, to be authentic, the corresponding shares of stocks, bonds or other securities are to be sold at market value on behalf of the Corporation by the brokerage. Once the sale is complete, the net proceeds from the sale of the shares of stocks, bonds or other securities are then verified and accepted by the Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### **BOOKS AND RECORDS**

25. The Secretary-Treasurer shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **MEMBERSHIP**

26. The membership shall initially consist of the applicants for incorporation of the Corporation, and upon their appointment of the Board, as contemplated in paragraph 6 hereof, shall thereafter consist of the elected Directors and the Ex Officio Directors of the Corporation, from time to time, which Directors shall automatically be admitted to membership.
27. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board, upon which resignation they shall cease to be Directors as well. Each Director, upon his or her ceasing to be a Director shall, without further resignation or action, cease to be a member of the Corporation.

## **ANNUAL AND SPECIAL MEETING OF MEMBERS**

28. The annual or any special general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented and a Board elected and auditors appointed or affirmed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board or the Chair or Vice-Chair shall have power to call at any time a special general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings annual or special, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or special meetings may transact.

29. Notwithstanding any other provision of this By-law, any by-law or resolution signed by all the members is as valid and effective as if passed at a meeting of members duly called, constituted and held for that purpose.

## **ERROR OR OMISSION IN NOTICE**

30. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Directors or Officers for any meeting or otherwise, the address of any member, Director or Officer shall be his last address recorded on the books of the Corporation.

## **ADJOURNMENTS**

31. Any meetings of the members of the Corporation or of the Directors or any committee thereof may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **QUORUM OF MEMBERS**

32. A quorum for the transaction of business at any meeting of members shall consist of a majority of the members present in person or represented by proxy; provided that there must be at least two of the three members who are Ex Officio Directors present in person or represented by proxy.

## **VOTING OF MEMBERS**

33. Subject to the provisions, if any, contained in the Letters Patent or Supplementary Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. Such proxy must be a member and must before voting produce and deposit with the Corporate Secretary-Treasurer sufficient appointment in writing from his or her appointor.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law, provided that the affirmative vote of at least two of the three members who are also Ex Officio Directors shall be required to pass any resolution. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation upon the matter in question. In case of an equality of votes, whether upon a show of hands or at a poll, the Chair shall not be entitled to a casting vote to break the tie and, therefore, the motion in question will not carry.

## **FINANCIAL YEAR**

34. Unless otherwise resolved by the Board, the fiscal year of the Corporation shall end on the 31<sup>st</sup> day of March in each year.



## **PAYMENTS ETC.**

35. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp, if any, for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

## **LIMITATION OF LIABILITY**

36. Subject to the provisions of the *Corporations Act* (Ontario) no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of which the Director or Directors to whom recourse is being had was or were members. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, Director or Officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## INDEMNIFICATION AND INSURANCE

37. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors, administrators, assigns and estate and effects respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Corporation from and against:
- a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything or permitted by him or her in respect of the execution of the duties of his or her office; and
  - b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Corporation;
- provided that no Director or Officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under the *Corporations Act* (Ontario) or under any other statute unless in an action brought against him or her in his or her capacity as a Director or Officer, he or she has achieved complete or substantial success as a defendant.
38. The Corporation shall purchase or ensure the provision and maintenance of such insurance for the benefit of its Directors and Officers as the Board may from time to time determine, except insurance against the liability, costs, charge or expense of the Director or Officer incurred as a result of the contravention of Section 283(5) of the *Corporations Act* (Ontario), as amended from time to time.

## INTERPRETATION

39. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## REPEAL

By-Law No. 1 of the Fanshawe College Foundation enacted on June 28, 2018 is repealed.

Enacted by the Board of Directors of the Fanshawe College Foundation this \_\_\_\_ day of \_\_\_\_\_ 202\_\_.

Phil Surtees,  
Chair, Board of Directors

Jenny Ruz,  
Corporate Secretary-Treasurer

## **CORPORATE OFFICERS**

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

### **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, described in Section 5.
- 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.
- 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. 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.



## TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

### Mandate

1. To govern the Fanshawe College Foundation and ensure it achieves its purpose which is:
  - 1.1 To organize and lead fundraising initiatives working in collaboration with Fanshawe College and its alumni;
  - 1.2 To create philanthropic sponsorship and partnership opportunities;
  - 1.3 To develop and implement regional programs to attract donors, sponsors and partners;
  - 1.4 To cultivate relationships with prospective donors, sponsors, alumni, Fanshawe College Board of Governors, and other partners;
  - 1.5 To steward donors, sponsors and partners;
  - 1.6 To raise funds specifically for the priority needs of Fanshawe College.

### Responsibilities

#### 2. Strategy, Advice, and Governance

The Foundation Board acts mostly in a strategic advisory capacity by joining with the President and advancement staff in a collective search for the best way to realize the donor potential of the College, given its unique characteristics and circumstances. Specific functions include:

- 2.1 serving as a sounding board and critic about the overall purposes of giving strategies and campaigns, particularly their correlation to the strategic directions of the institution;
- 2.2 scrutinizing and helping to shape impactful 'cases for support' and draft prospectus;
- 2.3 volunteering to participate in the giving initiatives that best correspond to their passions and areas of expertise so that they will be natural advocates and supporters;
- 2.4 preserving and enhancing relationships with current major and loyal donors;
- 2.5 introducing and helping to cultivate new 'high-yield' prospective corporate donors;
- 2.6 reviewing operating results and contributing to the assessment of the ED of Advancement and Alumni performance relative to same; and
- 2.7 observing compliance with legal requirements.

**Composition**

The size and composition of the Board is prescribed in By-Law No. 1.

**Term Of Office**

Directors shall be elected or appointed according to By-Law No. 1

## TERMS OF REFERENCE OF THE BOARD COMMITTEES

The Board of Directors has two committees, which are the:

- Board Process Committee
- Nominating Committee

### 1. Mandates of the Committees

#### 1.1. Board Process Committee

The purpose of this Committee is to assist the Board Chair in identifying key Board matters as well as the planning and agenda setting of regular Board meetings and other special events, which may arise. Others may be invited to participate in discussions at the discretion of the Board Chair.

#### 1.2. Nominating Committee

The purpose of this Committee is to recommend the appointment of Directors to the Foundation Board.

### 2. Membership And Terms Of Office of the Committees

The Board shall establish committees consisting of the following:

#### 2.1 Board Process Committee

- 2.1.1 Committee Chair (Chair of the Foundation Board)
- 2.1.2 Vice-Chair
- 2.1.3 Executive Director (Resource person)
- 2.1.4 College President (Resource person)
- 2.1.5 Corporate Secretary-Treasurer (Resource person)

#### 2.2 Nominating Committee

- 2.2.1 Committee Chair (Vice-Chair)
- 2.2.2 One Board of Governor's Representative from the Board
- 2.2.3 At least one other Fanshawe College Foundation Board member appointed by the Board
- 2.2.4 Executive Director of the Foundation (Resource person)

### 3. Meetings And Minutes

#### 3.1. Board Process Committee

The Board Process Committee meets about three-to-six weeks in advance of each Board meeting. The Board Process Committee does not keep official minutes, but does record "notes" of its meetings, particularly for follow-up action.

### Nominating Committee

The Nominating Committee meets as necessary before the Annual General Meeting or at the call of the Chair.

Administrative support for all committees is provided by the Recording Secretary of the Board.

## **4. Responsibilities/Functions of the Committees**

### 4.1. Board Process Committee

- 4.1.1 At each meeting, the Committee advises the Chair concerning agenda items for the upcoming Board meeting. The Committee will be cognizant of the activities of the various Board task forces and committees and will review the Board's Activity Plan from time to time to ensure that planned activities are proceeding.
- 4.1.2 Other functions of the Board Process Committee include:
  - i. Coordinating the Board's annual appraisal of the Executive Director;
  - ii. Monitoring the application of Board policies;
  - iii. Considering, and where required, reporting back to the Board on any matter referred to the Board Process Committee by the Board.
  - iv. Determine the membership of task forces and committees of the Board.
  - v. Approve orientation plan for new Board Members.
  - vi. In consultation with the Executive Director, identify and arrange for Board development opportunities.
  - vii. Review and approve Directors for re-appointments.
  - viii. Succession planning for Directors and Corporate Officers of the Board.
- 4.1.3 Periodically, the Board of Directors may refer the development/ modification of a policy to the Board Process Committee to develop recommendations for the Board.

### 4.2 Nominating Committee

- 4.2.1 Review/update membership vacancies on the Foundation Board.
- 4.2.2 Review/update a list of relevant background and skills for the Board's consideration;
- 4.2.3 Consider suggestions for new directors from Board Members, or other sources and cultivate potential candidates;
- 4.2.4 Request Board assistance in recruitment of potential new directors, as needed;
- 4.2.5 Arrange for advertisement(s) seeking individuals interested in becoming members of the Fanshawe College Foundation, as needed;



- 4.2.6 Develop/update information package for potential applicants;
- 4.2.7 Develop/update interview questions;
- 4.2.8 Assess all applicants based on a written curriculum vitae and personal recommendations, and interview a short list of applicants;
- 4.2.9 Bring forward appointment recommendation(s) to the Board for consideration, indicating the specific skills and experience required to fill vacant positions;
- 4.2.10 Arrange for notification (verbal and/or written) to all applicants.

## **5. Monitoring**

- 5.1.1 The Executive Director of Advancement and Alumni will complete and sign an Attestation in advance of each Board meeting, certifying to the best of his/her knowledge, that the Foundation is in compliance with all applicable statutes and regulations, Ministry Binding Directives, and Foundation policies.
- 5.1.2 The ED of Advancement and Alumni will provide an update to Board Members at each Board meeting regarding progress being made with respect to the Foundation's goals and priorities, as well as any potential or known issues that may cause the Foundation to be in non-compliance with applicable statutes and regulations, Ministry Binding Directives and Foundation policies.
- 5.1.3 The ED of Advancement and Alumni will ensure that the Board is provided an Annual Report on the Foundation, inclusive of the Foundation's achievements relative to its approved Strategic Commitments, and its year-end audited financial statements.
- 5.1.4 The VP of Corporate Strategy and Business Development will ensure that the Foundation's Annual Report is rolled up into the College's Annual Report, which in turn will be reviewed and approved by the College's Board of Governors and then the Ministry of Colleges and Universities (MCU).

## BOARD MEETINGS

The following is intended to supplement information contained in By-Law No. 1, and document the organization and structure of regular meetings of the Fanshawe College Foundation Board of Directors.

### 1. General

- 1.1 The Board of Directors normally meets quarterly or at the call of the Chair, with the first meeting typically taking place in September.
- 1.2 Except for confidential items as noted in By-Law No. 1, all meetings of the Board of Directors shall be open to the public.
- 1.3 A resolution is required for the Board of Directors to go in-camera to discuss matters that are considered to be confidential as identified in By-Law No. 1.
- 1.4 In-camera sessions normally include the Officers of the Corporation.
- 1.5 Individuals may be excluded from in-camera sessions in order to:
  - 1.5.1 avoid a conflict of interest associated with collective bargaining;
  - 1.5.2 avoid a conflict of interest associated with a legal position;
  - 1.5.3 permit a free and open discussion to assess an individual's performance.
- 1.6 The rules guiding the procedure at meetings shall be Robert's Rules of Order unless otherwise determined by resolution of the Board.
- 1.7 A recording secretary shall be present at all times to record minutes of all Board meetings.

### 2. Agendas

- 2.1 Agendas for Board meetings are normally distributed one week before the meeting.
- 2.2 The content and structure of the Board agenda is determined by the Board Process Committee and approved by the Board at the meeting.
- 2.3 All supporting materials distributed with the agenda shall be held strictly confidential until discussed by the Board in open session. All supporting materials, agenda items and minutes associated with in-camera sessions of the Board are always strictly confidential, unless released by the Board in open session.
- 2.4 Normally the Board agenda includes the following categories:
  - A. Opening Procedures
    - 1) Call to Order
    - 2) Chair's Welcome
    - 3) Disclosure of Conflicts of Interest
    - 4) Consent Matters
  - B. Executive Directors Report

- 1) Giving Strategies and Campaigns
- 2) Review of Draft Cases for Support
- 3) Donor Relationships and Affinity

C. Chair's Report

D. Other Business

E. Committee of the Whole In-Camera

F. Report from the Committee of the Whole

G. Adjournment

### 3. Communications

- 3.1 Draft minutes of previous Board meetings are normally distributed with the agenda as noted above.
- 3.2 Approved Board minutes are available on the Foundation's website for meetings held in the current year as well as the previous year. Approved Board minutes prior to that period are available by contacting the Board Office.

## MONITORING BOARD PERFORMANCE

Monitoring is the process for determining whether the Board's Mandate as described by the *Terms of Reference of the Board of Directors* is being achieved.

The Board's performance may be assessed using the following approaches:

1. Internal Assessments - self-evaluations performed by individual Board members, groups of Board members, or the entire Board, including periodic assessments of Board meetings done at the end of meetings for use by the Board Chair.
2. Donor or Stakeholder Assessments - evaluations performed by the Donors or Stakeholders.
3. Independent Third-Party Assessments - evaluations performed by independent third parties contracted by the Board.
4. Internal assessments will be performed at least annually.

## CODE OF CONDUCT

*Conflict of Interest* – a situation where a Director has a private or personal interest that is sufficiently connected to his or her duties and responsibilities as a Director that it influences the exercise of these duties and responsibilities

*Duty of Care* – is the degree of skill, care and diligence required of a Director in exercising his/her duties that may reasonably be expected from a person of his/her knowledge and experience. This is a subjective standard and will be different for different Directors. For example, a lawyer or accountant would be held to a higher standard than a person with no legal or accounting training. To discharge their Duty of Care, Directors should ask themselves whether they have the information required to make the decision and, provided that they believe they do, they should consider the information critically.

*Duty of Loyalty* – is the fiduciary obligation that each Director has to act honestly, in good faith, and with a view that is in the best interest of the Foundation.

### 1. General

- 1.1 All Directors owe a *Duty of Care* and a *Duty of Loyalty* to the Fanshawe College Foundation.
- 1.2 Directors shall participate in, support, and contribute to the Foundation's endeavours to support the College, its students, and its community.
- 1.3 Directors shall avoid behaviours unbecoming of a Board Member including but not limited to activities that are illegal, that are in breach of established Board policies, that demonstrate a lack of respect for Board Members or Board decisions, or that constitute or demonstrate harassment, violence, or discrimination.
- 1.4 Directors shall comply with policies set by the Board from time to time, including but not limited to policy statements regarding attendance, *conflict of interest* and policy statements designed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera sessions of the Board, or other information, discussions or proceedings determined by the Board, or the Chair of the Board, to be confidential.
- 1.5 Directors shall comply with policies set by the College from time to time that have application to Directors, including:
  - P104 – Sexual Violence and Sexual Assault
  - P207 – Employee Ethics
  - P208 – Respectful College Community and Prevention of Harassment and Discrimination
  - C202 – Acceptable Use of College Technology
  - C304 – Freedom of Information and Protection of Privacy

- 1.6 This Code of Conduct applies to all meetings of the Board of Directors and its sub-committees including, but not limited to regular Board meetings, Task Force meetings, and Planning Workshops.
- 1.7 The Chair is responsible for enforcing the policy and procedures pertaining to the Director's Code of Conduct, which pertains to general conduct, *conflict of interest*, confidentiality, Board business, attendance, and the day-to-day operation of the Foundation.
- 1.8 In cases where a Director alleges a breach of Foundation policy by a non-Director, the Director shall follow the procedure specified in the Foundation policy.

## 2. Conflict of Interest

- 2.1 Directors must avoid *conflict of interest* with respect to their fiduciary responsibility in representing the community.
- 2.2 Directors who find themselves in a *conflict of interest* with respect to an issue shall abstain from the vote and from the deliberation, whenever the Board is to decide or discuss the issue in conflict. If a *conflict of interest* situation arises during an in-camera session of the Board, the Director shall excuse himself/ herself from the room for that part of the discussion and the vote, if applicable. The Director is expected to return for remaining agenda items.
- 2.3 At the beginning of each meeting of the Board of Directors, each Director shall disclose all agenda items posing a *conflict of interest*, if any.
- 2.4 In cases where a *conflict of interest* exists, Directors shall declare the *conflict of interest* at the earliest opportunity.
- 2.5 If a Director is uncertain about a *conflict of interest*, then the Director is to raise the uncertainty with the Board and the Board is to determine by majority vote whether a *conflict of interest* exists. The affected Director shall refrain from voting on whether or not a *conflict of interest* exists.
- 2.6 Any Director who perceives another member to be in a *conflict of interest* is to raise the concern with the Chair of the Board of Directors. The Chair shall discuss the matter with the Director who is perceived to be in conflict and, as appropriate, hold a further discussion with the reporting Director. If the discussions do not lead to a resolution, the matter shall be brought to the Board and the Board is to determine by majority vote whether or not a *conflict of interest* exists. The affected Director shall refrain from voting on whether or not a *conflict of interest* exists.
- 2.7 Directors may not conduct private business with the Foundation unless it follows an open, fair and transparent tendering process. Directors who wish to engage in commercial or professional business with the Foundation must:
  - 2.7.1 follow the proper procedure for submitting bids or proposals to the Foundation.
  - 2.7.2 disclose the potential engagement to the Board Chair.
  - 2.7.3 not use their position on the Board to influence the decision.
  - 2.7.4 avoid using any in-camera information for personal or professional gain.

### 3. Confidentiality

- 3.1 Directors will respect the confidentiality appropriate to issues of a sensitive nature, and all information in-camera is to be kept confidential. Subsequent discussions of confidential issues may only involve those participants who attended or were eligible to attend the original confidential discussions.
- 3.2 The Chair (of the Board, or applicable task force) has the sole authority to determine the confidentiality of an agenda item.
- 3.3 Issues determined to be confidential shall remain confidential until released publicly through appropriate means.

### 4. Board Business

- 4.1 Directors will comply with relevant Board policies and support Board decisions. Once a decision is made, the Board will speak with one voice with respect to the decision taken.
- 4.2 Directors will only speak on behalf of the Board when requested to act on behalf of the Chair.
- 4.3 Directors will not be personally compensated for their time or commitment spent on Board business because they are volunteers who serve the Foundation without privilege or remuneration. However, Directors will be reimbursed for expenses incurred while traveling or conducting authorized Board business.

### 5. Attendance

- 5.1 Directors are expected to attend all of the regularly scheduled Board meetings and planning workshops. Apologies and reasons for absence should be tendered to the Chair through the Board Office in advance of the meeting.
- 5.2 The Chair is responsible for addressing attendance problems. Unacceptable attendance will result in the Chair requesting the Director's resignation. The following attendance patterns are not acceptable and constitute a breach of the Director's Code of Conduct:
  - 5.2.1 missing any two regular Board meetings in a year without an acceptable reason.
  - 5.2.2 missing three Board meetings in a year with or without a reason or without the permission of the Board,
  - 5.2.3 frequent late attendance at the meetings or leaving early.

### 6. Day-to-Day Operation of the Foundation

- 6.1 Directors do not have individual authority within the Foundation.
- 6.2 Director interaction with the Executive Director or with staff must be in accordance with the Role of the Director. Any request by an individual Director for information where the

response could be disruptive or require a material amount of staff time or funds must be brought forward to the whole Board for consideration.

- 6.3 Director interaction with the public, press or other entities must recognize the limitation and the inability of an individual Director to speak for the Board.
- 6.4 Directors shall not give consequence or voice to individual judgements of the Executive Director or staff performance.
- 6.5 Directors who are approached about operational issues should refer the person/issue to the Executive Director.

## 7. Breaching the Director's Code of Conduct

- 7.1 A possible breach of the Director's Code of Conduct shall be reported to the Board Chair, who shall investigate the allegation. The Board Chair shall use his/her discretion in determining what other resources may be required to complete an investigation. The conclusion drawn by the Board Chair from the investigation regarding whether breach has occurred shall be final.
- 7.2 The Board Chair shall comply with the following principles in situations where an allegation of a breach has occurred:
  - 7.2.1 the Director should be treated in a fair and respectful manner.
  - 7.2.2 the Director should be given an opportunity to respond.
  - 7.2.3 the Director should be clearly notified in writing of the Board Chair's decision regarding the alleged breach, its reasons, and the consequences, if any.
  - 7.2.4 in cases where it is alleged that a Director has breached a Foundation policy that applies to Directors, the Chair shall follow the procedure specified in that policy. The Chair may adapt such procedure to suit the circumstances, provided that the above principles are maintained.
- 7.3 Any breach to the Director's Code of Conduct Policy shall carry one of the following consequences:
  - 7.3.1 The Board Chair may issue one or more warnings to the Board Member. The Board Chair may choose to consult with members of the Board Process Committee or other Board members as appropriate. Warnings shall not be disclosed to the Board.

## 8. Agreement

- 8.1 Each Board member will be required to sign a compliance statement annually (see Appendix 1) to acknowledge their agreement to the terms of this Board policy.

### **MONITORING:**

A Director's conduct may be monitored by any one, or both, of the following approaches:



1. Self Assessment – Directors shall assess their own conduct at least annually, and are encouraged to seek feedback from other Board Members in this process.
2. Board Assessment – The Chair, and/or designates, may discuss with an individual Director his/her conduct at any time.

**APPENDIX 1**  
**(To Policy B-40)**



**FANSHAWE COLLEGE FOUNDATION  
BOARD of DIRECTORS  
CODE of CONDUCT COMPLIANCE STATEMENT  
AND CONFIDENTIALITY AGREEMENT**

I, \_\_\_\_\_, hereby undertake as part of my responsibility as a Director on the Fanshawe College Foundation Board of Directors (the “Foundation”) to comply with all provisions of the Director’s Code of Conduct (Corporate Manual) and explicitly agree to keep all confidential information, whether verbal, written, electronic, or otherwise (the “Confidential Information”), regarding the business of the Foundation, in strictest confidence.

I undertake that I will not remove any Confidential Information from the Foundation’s premises or from off-site meeting locations, unless appropriately approved. I also agree to safeguard any Confidential Information in an appropriate location within my home or office and use it only when required for the Foundation’s business. I also agree to safely dispose of all Confidential Information in a safe and secure manner, which may include returning the Confidential Information to the Board Office.

I further commit to continue to respect and maintain the confidentiality of the Confidential Information of the Foundation even after my position on the Board of Directors of the Foundation has ended.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

*Category 3:* **Fundraising and Donor Management**

*Title:* Donor Rights

*Policy Number:*

*Effective Date:*

*Reference:* 502, 3813, 4901

---

## 1. PURPOSE

The purpose of this policy is to ensure that the Foundation establishes and maintains the confidence of donors, potential donors and the community at large by adhering to the *Donor Bill of Rights* and by exercising integrity in all phases of operations including the management of donor contact processes and management of donor lists.

Donor Rights or The Donor Bill of Rights was created by the American Association of Fund Raising Counsel (AAFRC), the Association for Healthcare Philanthropy (AHP), the Association of Fundraising Professionals (AFP), and the Council for Advancement and Support of Education (CASE). It has been endorsed by numerous organizations in Canada.

## 2. POLICY

Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To ensure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the non-profit organizations and causes they are asked to support, all donors have the following rights:

1. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes;
2. To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities;
3. To have access to the organization's most recent financial statements;
4. To be assured their gifts will be used for the purposes for which they were given;
5. To receive appropriate acknowledgement and recognition;
6. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law;
7. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature;
8. To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors;
9. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share;
10. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers;

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

The Foundation will also ensure that donors have the following rights:

11. To expect a request for anonymity to be honoured and implemented;
12. To specify the extent of interactions by the Foundation, including the right to:
  - a. limit the frequency of contact;
  - b. not be contacted by telephone or other technology;
  - c. receive printed material concerning the organization; and
  - d. discontinue contact.
13. To be assured that appropriate processes are in place to carefully determine donors expectations regarding Foundation contact, and that these practices are applied carefully and consistently;
14. To be assured that all necessary steps are taken to maintain the confidentiality of the Foundation's donor lists; and
15. To be assured that the Foundation does not sell, barter or share its donor lists under any circumstance, except as may be required by law.

**3. Monitoring**

- The Executive Director will present to the Board an annual monitoring report demonstrating that principles in this policy are in practice, and identifies trends or themes that highlight challenges and emerging issues.

-0-0-0-

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

*Category 4:* **Staff Management**

*Title:* Expectations for the Executive Director

*Policy Number:*

*Effective Date:*

*Reference:* 1404, 4201

---

## 1. PURPOSE

The purpose of this policy is to ensure that the Board of Directors assesses the Executive Director's performance.

## 2. POLICY

### 1. Executive Director's Performance Expectations

- 1.1 The President, through the Vice-President of Corporate Strategy and Business Development, manages the performance of the Executive Director, who is an employee of Fanshawe College.
- 1.2 The Executive Director is to ensure that the operations of the Foundation are managed consistent with the defined goals and commitments.

### 2. Assessing the Executive Director's Performance

- 2.1. The Board of Directors is responsible for providing their assessment to the Executive Director's College supervisor who uses this assessment in the College's performance appraisal process.
    - 2.1.1 The intent of a performance assessment is to determine if the results that the College directed have been achieved within established parameters.
    - 2.1.2 The Executive Directors Goals for the year are shared with the Board of Directors after approval by the Executive Directors supervisor.
    - 2.1.3 Progress on "organization results" should be reported and evident throughout the year.
    - 2.1.4 Feedback between the Board and the Executive Director is provided through regular Foundation Board meetings.
    - 2.1.5 The performance assessment is conducted in order to formally record the nature of the ongoing discussion, thus there should be no surprises during the performance review meeting.
    - 2.1.6 Action plans and course corrections can then be addressed by the Executive Director and the College supervisor.
  - 2.2. The formal assessment of the Executive Director's performance shall be conducted at least annually by the Board
  - 2.3. All assessments of the Executive Director's performance shall be based on:
-

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

2.3.1 The Foundation's achievement towards:

- i. the Foundation Goals for the year
- ii. the Board Governance policies,
- iii. the Financial Accountability and Transparency policies,
- iv. Fundraising and Donor Management policies.

2.3.2 Leadership attributes described as follows:

- i. *Ethics and Integrity* - leads by example by acting in fair, reliable, responsible and trustworthy ways;
- ii. *Inspires a Shared Vision* - builds commitment through developing and sharing a viable future direction for the Foundation;
- iii. *Critical Thinking* - analyzes the nature of key issues and understands the impact of decisions and actions on the Foundation and its donors/ stakeholders;
- iv. *Advocate in the Community* - raises the level of visibility and support for the Foundation locally and provincially;
- v. *Effective Communicator* - expresses ideas clearly and proficiently to others in writing, verbally and through presentation;
- vi. *Service Oriented* - creates and sustains a culture that provides high quality service to donors/stakeholders of the Foundation.

2.4 The Executive Director's performance achievement may be monitored by any one, or both of the following:

2.4.1 Internal Reports - disclosure of compliance information to the Board from the Executive Director;

2.4.2 External Reports - disclosure of compliance information by disinterested third parties who are selected by, and report directly to the Board.

2.5 Between the months of November and March the following process shall guide the Board's involvement with the performance assessment of the Executive Director:

2.5.1 The Executive Director shall provide a strategic overview to the Board outlining achievements towards:

- i. the Foundation Goals for the year
- ii. the Board Governance policies,
- iii. the Financial Accountability and Transparency policies,
- iv. Fundraising and Donor Management policies.

2.5.2 The Board Process Committee with the Executive Director reviews the annual survey tool and captures amendments where necessary;

2.5.3 The annual survey tool is distributed to all Board members for completion;

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

- 2.5.4 Results are tabulated by the Board Chair who works with the Board Process Committee in preparing a draft assessment report;
- 2.5.5 The draft assessment report is shared with the Board (in-camera) and the Executive Director;
- 2.5.6 A final assessment report is issued and provided to the Executive Director's supervisor for consideration in the College's performance appraisal process;
- 2.5.7 As prescribed in 4(b) of the Services Agreement, the Board Chair shall assist the Executive Director's supervisor in the College's performance appraisal process to assess the performance of the Executive Director.

### **3. MONITORING**

The Executive Director will provide monitoring information as defined in the *BOARD GOVERNANCE, FINANCIAL ACCOUNTABILITY AND TRANSPARENCY, and FUNDRAISING AND DONOR MANAGEMENT* policies.

-0-0-0-

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

*Category 3:* **Fundraising and Donor Management**

*Title:* Gift Acceptance

*Policy Number:*

*Effective Date:*

*Reference:* 502, 3813, 5501

---

## 1. PURPOSE

The purpose of this policy is to establish a framework within which the acceptance of gifts clearly aligns with the Foundation's mission. The policy establishes a gift risk mitigation process and clarifies the roles and responsibilities for considering and accepting gifts.

## 2. DEFINITIONS

Budget Manager:	The administrator responsible for a budget unit that carries an allocation of resources.
Contribution:	A transfer of property that does not meet the definition of a donation. A contribution is often a business expense for the donor, typically arising from a sponsorship opportunity. Since sponsorship opportunities are made under contract (implied or explicit) and generally involve a significant benefit to the donor in terms of advertising and promotion value, a sponsorship would be considered a Contribution. A Contribution also includes the proceeds of sales and other business activities, lotteries, raffles and auctions. With a contribution the donor is not entitled to a charitable donation receipt for income tax purposes.
Donation:	A voluntary transfer of property without valuable consideration to the donor. With a donation, the donor is entitled to a charitable donation receipt for income tax purposes.
Executive Director	The Executive Director of the Fanshawe Foundation, who is also the Executive Director of the College's Advancement and Alumni Department.
Gift:	A contribution or a donation.
Gift Agreement:	A contract between the donor and the College that specifies the terms and conditions of a gift.
Gift in Kind:	A gift of non-cash item(s).
Gift of Art:	A gift of a painting, sculpture, or other artefact.
Gift of Cash:	A gift of cash or cash equivalents (i.e., securities, other short term assets).
Gift of Equipment	A gift of a tangible piece or pieces of equipment that meets the definition of a college asset.
Gift of Real Property:	A voluntary transfer of land or building(s) with or without valuable consideration.



**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

Gift of Service:	A gift of a service provided to the College or to the Foundation. A gift of a service is ineligible for a charitable donation receipt and is not normally recorded as a transaction.
Gift of Supplies:	A gift of supplies to be used in the operations of the College.
Gift through Planned Giving:	A gift involving a financial instrument that results in a future benefit to the College contingent on a subsequent event.
Sponsorship:	A contribution of cash or cash equivalents (e.g. sports uniforms) in return for promotion of the contributor by the College.

### 3. POLICY

1. Gift opportunities are referred to and considered by the Executive Director. Responsibilities are outlined in Appendix A. Unless otherwise noted, gifts to the College are received by the Foundation.
2. The Foundation may accept a gift from any source provided the gift, and any conditions associated with the gift, are consistent with the Foundation's mission, vision, values and commitments.
3. Before being accepted by the Foundation, a gift of art is first considered by the Fanshawe College Art Collection Committee to ensure compliance with acquisition and display standards.
4. Before being accepted by the Foundation, a gift of equipment or a gift of supplies is first considered by the College to ensure that the gift meets the needs of Fanshawe College.
5. Before being accepted by the Foundation, a gift of real property must first be considered by the College before being accepted by the Foundation as stated in Board of Governor's policy B-55: Accepting Gifts of Real Property. Gifts of real property are referred by the Executive Director for consideration by the College's Director, Campus Planning and Capital Development to determine on behalf of the College whether there is an appropriate and affordable use by the College for the property. To avoid costs associated with the transfer of title and ongoing maintenance, the College may choose to accept a gift of real property instead of the Foundation.
6. A gift of near cash equivalents (i.e., investment securities, or other short-term assets) may be accepted provided all of the following conditions are met:
  - 6.1. The Foundation does not assume any liability with acceptance;
  - 6.2. The fair market value can be readily determined;
  - 6.3. The transfer of ownership is free and clear;
  - 6.4. A conversion to cash can be completed quickly so as to avoid risk, and where applicable, to maintain the integrity of investment strategies and risks within the investment portfolio.
7. A gift of cash related to an endowment will be encouraged to be at least \$20,000 for the establishment of a permanent, named endowment.
8. Processes for assessing the value of non-cash gifts and when to obtain third party appraisals are documented.

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

9. All necessary consents and releases (such as those of a spouse, insurer, issuer and the like) are obtained by the Foundation prior to the acceptance of a gift. For each gift, the Executive Director, in consultation with others, decides whether legal counsel is required.
10. A gift with any of the following characteristics requires the development of a gift agreement:
  - A gift involving a naming opportunity;
  - A gift involving the creation, renewal or amendment of an award, scholarship or bursary;
  - A gift involving real property;
  - A gift through planned giving; or
  - A gift that carries unique terms or conditions where it would be prudent to develop a gift agreement.

A gift agreement between the Foundation and the donor is prepared to acknowledge the terms of the gift arrangements, including at least the acknowledgement by the donor that the College does not provide legal or tax advice and that the Foundation is released from any liability which may arise from reliance of information provided.
11. Unless anonymity is requested by the donor, gifts are recognized appropriately. However, specific details about a donor or a gift are kept confidential.
12. Gifts received by the Foundation are administered in a manner consistent with all applicable legal and regulatory requirements.
13. The Foundation reserves the right to decline a gift for any reason.
14. Gifts are used for the purpose(s) agreed between the donor and the Foundation.
15. The use of College operating funds for the purpose of making a donation to the Foundation is prohibited.
16. Charitable donation receipts are issued in accordance with Canada Revenue Agency (CRA) guidelines. Charitable donation receipts for tax purposes are not normally provided for gifts under \$20.
17. The integrity of recorded pledges shall be reviewed annually for reasonableness of collection by the Corporate Secretary-Treasurer.

**4. Monitoring**

The Executive Director presents an annual monitoring report to the Foundation Board demonstrating that the principles in this policy are in practice, and identifying trends or themes that highlight challenges and emerging issues.

**5. References**

Board of Governor's Policy B-55: Accepting Gifts of Real Property

**6. Appendices**

Appendix A – Responsibilities

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

**Appendix A - Responsibilities**

1. The Executive Director is responsible for:
  - 1.1. Providing executive sponsorship and stewardship in the application of this policy;
  - 1.2. The general application of this Policy;
  - 1.3. Ensuring compliance with Board Policy
  - 1.4. Ensuring gift opportunities are communicated to and considered by appropriate College stakeholders prior to acceptance; and
  - 1.5. Preparing the content of each gift agreement (on a form acceptable to the College) for review by appropriate College stakeholders, and authorizing gift agreements.
  
2. The Vice-President, Corporate Strategy and Business Development is responsible for:
  - 2.1. Establishing a process for the consideration and acceptance or rejection by stakeholders of gift opportunities;
  - 2.2. Reviewing the content of gift agreements (except for gifts pertaining to awards and sponsorships) that could impact College operating costs, to ensure compliance with College and Board policies and alignment with College interests; and
  - 2.3. Where a party to the process identifies that there are significant risks or costs associated with accepting an offered gift, the Vice-President consults with appropriate stakeholders before deciding whether to recommend acceptance of the gift or the conditions under which the gift may be accepted.
  
3. The Vice-President, Finance and Administration is responsible for:
  - 3.1. Reviewing the content of gift agreements for compliance with this policy; and
  - 3.2. Ensuring that contract language relating to gifts is acceptable to the College.
  
4. The Manager, Advancement Services is responsible for:
  - 4.1. Providing financial stewardship and reporting of gifts;
  - 4.2. Preparing customized stewardship reports for major donors;
  - 4.3. Reviewing the content of and authorizing each gift agreement;
  - 4.4. Coordinating the valuation and recording of non-cash gifts in accordance with Canada Revenue Agency guidelines; and
  - 4.5. Issuing gift receipts in accordance with Canada Revenue Agency guidelines.
  
5. The Director, Campus Planning and Capital Development is responsible for:
  - 5.1. Evaluating gift opportunities for equipment or real property, in consultation with others as appropriate, to determine suitability and whether the gift can meet College requirements and standards, including appropriate and affordable installation, setup and use;
  - 5.2. Reviewing the content of gift agreements for gifts of, equipment or real property and developing the content of transfer agreements attaching to gift agreements for gifts of real property, to determine conditions necessary to meet College standards relating to these types of gifts to be accepted.

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

- 5.3. Exercising due diligence in the assessment of gifts of real property or equipment such as environmental assessment, facility or equipment condition assessment, title search, space availability, electrical and mechanical needs, requirements for licensing, reporting, health and safety, security or other restraints or impacts; and
  - 5.4. Implementing all actions required by policy C201: College Art Collection relating to gifts of art.
6. The Budget Manager is responsible for:
- 6.1. Involving the Advancement and Alumni department in the consideration of gifts to ensure the proper maintenance of donor and accounting records; and
  - 6.2. Exercising due diligence with the consideration of gifts of equipment and evaluating proposed departmental use of and benefit from such gifts.

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

*Category 2:* **Financial Accountability and Transparency**

*Title:* Investments and Disbursements

*Policy Number:*

*Effective Date:*

*Reference:* 903, 2705, 4501

---

## 1. PURPOSE

The purpose of this policy is to establish principles to ensure the integrity of the following processes:

- Investment management and reporting
- Allocation of investment income and fundraising proceeds
- Disbursement of funds.

## 2. DEFINITIONS

- Disbursements – a disbursement is a single transaction recorded in the general ledger that involves one of the following:
  - a) A payment awarded to a Fanshawe College student in accordance with donor's wishes;
  - b) A transfer of funds provided to Fanshawe College
- Fundraising activities - Fundraising activities of the Fanshawe College Foundation include any activity associated with raising funds to support the priorities of the Fanshawe College.

## 3. POLICY

### 1. Investments

- 1.1. Donations and other contributions made to the Foundation shall be held as assets of the Foundation until such time they are transferred to the College.
- 1.2. The Foundation will transfer assets to the College from time to time.
- 1.2. All funds available for investment will be invested by the College following the College's investment practices.
- 1.3. The Foundation shall appoint one of its Board members to the College's Investment Committee with full rights and privileges. This Committee, in their discretion, and after ensuring compliance with all Ministry regulations, will determine an asset allocation that balances long-term growth with risk based on the specific risk tolerance, funding requirements, cash flow needs and longer-term objectives of the specific funds.

### 2. Investment Income Allocation

- 2.1. The annual income earned from the investment of Endowment Funds shall be allocated as follows:
  - 2.1.1 85% for award disbursements;
  - 2.1.2 10% for reinvestment;
  - 2.1.3 5% for costs related to administration.

**FANSHAWE COLLEGE FOUNDATION  
BOARD OF DIRECTORS' POLICY MANUAL**

---

2.2. The annual income earned from the investment of all other contributions shall be allocated as follows:

- 2.2.1 95% for the intended purpose of the contribution;
- 2.2.2 5% for costs related to administration.

### **3. Disbursements**

3.1. Funds received by the Fanshawe College Foundation shall be held by the Fanshawe College Foundation until such time there is proper authorization for disbursement.

3.2. Prior authorization is required for all disbursements as follows:

- 3.2.1 Where the amount of the disbursement is equal to or greater than \$20,000, prior authorization is required by any Officer of the Foundation and shall be disclosed to the Board Chair.
- 3.2.2 Where the amount of the disbursement is less than \$20,000, prior authorization may be delegated by the Corporate Secretary-Treasurer to another administrator of Fanshawe College.
- 3.2.3 Transactions shall not be divided to avoid expense thresholds.

3.3. Any two of the following shall carry signing authority on the Foundation's bank accounts:

- 3.3.1 The President of Fanshawe College
- 3.3.2 The Executive Director of the Foundation
- 3.3.3 The Corporate Secretary-Treasurer of the Foundation

3.4. Disbursements may only take the form of a cheque to a third party, or an electronic transfer of funds from the Fanshawe College Foundation bank account to the Fanshawe College bank account. In both instances, proper authorization is required.

### **4. Contributions from Fundraising Activities**

4.1. The proceeds from fundraising activities shall be allocated as follows:

- 4.1.1 Proceeds from the event shall first be used to fund 100% of the direct operating costs of the event;
- 4.1.2 From the net proceeds, up to 15% of gross revenues shall be allocated towards administrative costs of the Fanshawe College Foundation;
- 4.1.3 All remaining net proceeds shall be directed towards the College's General Student Bursary fund.

### **5. Monitoring**

The following will be provided to the Fanshawe College Foundation Board:

1. The Corporate Secretary-Treasurer shall provide:

- 1.1. An annual report of disbursements.
- 1.2. An annual report demonstrating the allocation of investment income
- 1.3. An annual report demonstrating the allocation of contributions from fundraising activities.

2. The Executive Director will present an annual monitoring report demonstrating that principles in *Policy 1 (Investments)* are in practice, and identifies trends or themes that highlight challenges and emerging issues.

3. The College's Statement of Investment Principles shall be provided at least once annually, with timely notifications during the year of any changes.

---