



BOOTH

UNIVERSITY
COLLEGE

BOARD OF TRUSTEES

POLICY MANUAL

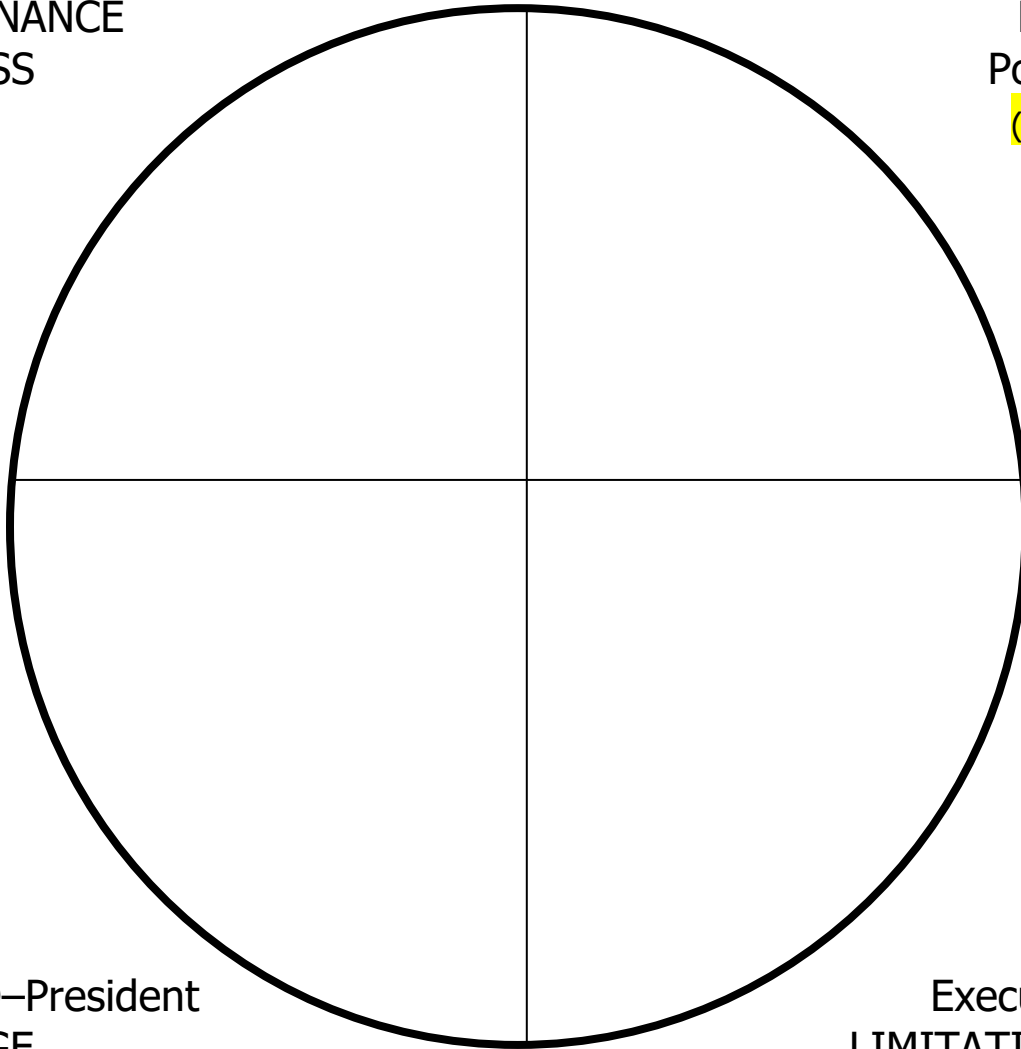
September 21, 2019



BOOTH UNIVERSITY COLLEGE
Board of Trustees
Policy Manual

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BOOTH UNIVERSITY COLLEGE
Board of Trustees
GOVERNANCE PROCESS Policies

Policy Type:	GOVERNANCE PROCESS
Policy Title:	GLOBAL GOVERNANCE COMMITMENT
Policy Number:	GP-1
Policy Review Date:	April 27, 2019

The purpose of the board, on behalf of The Salvation Army denomination, is to ensure that the William and Catherine Booth University College (a) achieves the ENDS as described in the ENDS policy, and (b) avoids unacceptable actions and situations as prohibited in the Executive Limitations policies.

Policy Type:	GOVERNANCE PROCESS
Policy Title:	GOVERNING STYLE
Policy Number:	GP-2
Policy Review Date:	April 27, 2019

The board will govern lawfully with an emphasis on:

- (a) outward vision rather than an internal preoccupation,
- (b) encouragement of diversity in viewpoints,
- (c) strategic leadership more than administrative detail,
- (d) clear distinction of board and chief executive roles,
- (e) collective rather than individual decisions,
- (f) future rather than past or present, and
- (g) pro-activity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual or committee of the board to hinder the work of the board.
6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-President Linkage categories.

Policy Type:	GOVERNANCE PROCESS
Policy Title:	BOARD JOB DESCRIPTION
Policy Number:	GP-3
Policy Review Date:	April 27, 2019

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance and that are in compliance with Governing Council Bylaw No. 9.

Accordingly, the board has direct responsibility:

1. To create the link between the ownership and the operational organization, including the appointment of the President in conformity with the Governing Council Bylaw No. 9.
2. To develop written governing policies which address the broadest levels of all organizational decisions and situations
 - A. ENDS: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - B. Executive Limitations: Constraints on executive authority which establish the prudent and ethical boundaries within which all executive activity and decisions must take place.
 - C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
 - D. Board-President Linkage: How power is delegated and its proper use monitored; the presidential role, authority and accountability.
3. To ensure successful performance of the President against ENDS and Executive Limitations.
4. To ensure that the President's annual operating budget meets board policy criteria expressed in Executive Limitations and ENDS policies.
 - A. Annual approval of the budget. (Subsequent necessary changes to the budget may be made by the President provided that the modified budget complies with all Executive Limitations and ENDS policies and that the President informs the Board of the changes that have been made.)
5. To ensure bylaw & Act of Incorporation compliance including regular bylaw review.
6. To ensure pursuance of membership in Universities Canada (formerly the Association of Universities and Colleges of Canada).
7. To ensure a positive relationship with the Governing Council of The Salvation Army.

Policy Type	GOVERNANCE PROCESS
Policy Title:	ANNUAL GOVERNANCE & AGENDA PLANNING
Policy Number:	GP-4
Policy Review Date:	September 21, 2019

To accomplish its job products with a governance style consistent with board policies, the governance plan will guide the Board to: (a) complete a re-exploration of ENDS policies annually and (b) continually improve board performance through board education and enriched input and deliberation.

The agenda planning process is as follows:

1. The cycle will start with the board's development and implementation of its governance plan which details the board's meeting expectations for the next year beginning January 1. Time will be scheduled annually (at a specified meeting TBD) for the Board to be made aware of any pertinent Political, Regulatory, Economic, Social and Cultural, Technological or Other (PRESTO) issue which may have a direct impact on the governance of Booth University College.
 - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - B. Governance education, and education related to ENDS determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
 - C. Considered review of the ENDS will be done no later than the fall meeting of the board annually, which allows the President to build a budget and secure resources.
 - D. Time will be scheduled for monitoring of the board's own compliance with its Governance Process and Board President Linkage policies annually, and for review of these policies bi-annually.
 - E. Time will be scheduled for monitoring compliance by the President with Executive Limitations and ENDS policies annually, and for review of the policies themselves bi-annually.
 - F. Time will be scheduled for required actions by the board established by the college's act of incorporation, the Corporations Act of Manitoba and college by-laws, such as the annual audit and the annual general meeting.
 - G. President evaluation will occur in the January meeting.
 - H. The cycle will conclude each year on the last day of December so that administrative planning and budgeting can be based on accomplishing a

one year segment of the board's most recent statement of the long term ENDS.

2. President monitoring will be included on the plan.
3. Throughout the year, the board will attend to required approval items as expeditiously as possible.
4. Based on the outline of the governance plan, the Board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description. Screening questions shall include:
 - A. Clarification as to whether the issue clearly belongs to the Board or the President.
 - B. Identification of what category an issue relates to – ENDS, Executive Limitations, Governance Process, Board President Relationship.
 - C. Review of what the Board has already said in this category, and how the current issue is related.

Policy Type	GOVERNANCE PROCESS
Policy Title:	CHIEF GOVERNANCE OFFICER'S ROLE
Policy Number:	GP-5
Policy Review Date:	September 21, 2019

The Chief Governance Officer (Chair), a specially empowered member of the board, assures the integrity of the board's process and represents the board to outside parties.

Accordingly,

1. The assigned result of the Chair's job is that the board functions consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
 - b. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open and thorough, but also timely, orderly, and kept to the point.

2. The authority of the Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-President Linkage, with the exception of (a) employment or termination of a President and (b) where the board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The Chair is empowered to chair board meetings with all the commonly accepted power of the position (e.g., ruling, recognizing).
 - b. 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.
 - c. The Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - d. The Chair is empowered to issue a reminder to board members in regard to their compliance with GP-6.1 Board of Trustees Oath.
 - e. The Chair may delegate this authority, but remains accountable for its use.

3. The Chair shall ensure that the Vice Chair (and when appropriate the Second Vice Chair) is kept informed of current and pending board issues and processes.
4. In compliance with By Law #9 the Chair shall ensure an annual reporting on the operations of the University College is provided to the Governing Council. More frequent/clarifying information may be provided based on specific Governing Council request.

Policy Type	GOVERNANCE PROCESS
Policy Title:	BOARD OFFICERS' ROLES
Policy Number:	GP-5.1
Policy Review Date:	September 21, 2019

The individuals holding the following positions within The Salvation Army Canada and Bermuda Territory shall be ex officio members of the Board of Trustees and shall fulfill the following roles:

Chief Secretary – Vice Chair
 Secretary for Personnel – Secretary
 Secretary for Business Administration - Treasurer.

Non ex-officio officers shall be elected by a majority of the Board from among its members to serve for a period of three years or less. Retiring officers from their first term of service as Trustees, other than those that are officers by virtue of their appointments/positions in The Salvation Army shall be eligible for re-election. The term of office of the ex-officio officers shall coincide with their positions in The Salvation Army.

The Chair and the Second Vice-Chair and such other officers as the Board may decide will be elected from among the non ex-officio Trustees, exclusive of the nominated candidates, by a majority vote of the Trustees. In the event of a tie, the person chairing the meeting will cast the deciding vote.

VICE CHAIR

The Vice Chair of the Board is an officer of the Board whose purpose is to assist the Chief Governance Officer (Chair) in ensuring the integrity of the Board's governance.

Accordingly,

1. The Vice Chair will act in the absence of the Board Chair as defined in policy GP-5 Chief Governance Officer's Role.

In order to fulfill this responsibility,

- A. The Vice Chair will be familiar with all responsibilities normally exercised by the Chair.
- B. The Vice Chair will be familiar with current and pending Board issues and processes.
- C. The Vice Chair will preside at meetings of the Board in the Absence of the Chair.

SECOND VICE CHAIR

The Second Vice Chair of the Board is an officer of the Board whose purpose is, in the absence of the Vice Chair, to perform the duties of the Vice Chair. In the absence of the Chair and Vice Chair, the Second Vice Chair shall act as the Chief Governance Officer.

EXECUTIVE SECRETARY

The Executive Secretary of the Board is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

1. The assigned result of the Executive Secretary's job is to ensure that all Board documents and filings are accurate and timely.

Accordingly, the Executive Secretary shall ensure that,

- A. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as required approval agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in policy.
 - B. Policies will rigorously follow Policy Governance principles.
 - C. By-law elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
 - D. Requirements for format, brevity and accuracy of Board minutes will be known to the CEO (President).
2. The Executive Secretary shall maintain the official copy of the Minutes of the Board of Trustees.

TREASURER

The Treasurer of the Board is an officer of the Board whose purpose is to ensure the integrity of the President's monitoring reports on Executive Limitations policies 4, 5 and 7 prior to Board consideration.

1. The assigned result of the Treasurer's job is to ensure that these monitoring reports meet pre-stated Board criteria for Board consideration.

Accordingly, the Treasurer shall ensure that,

- A. Monitoring reports are submitted on time, are signed and are in the required format.
- B. The President's 'reasonable interpretations' meet the 'reasonable person' test and include supporting rationale.

- C. There is data that corresponds to the President's reasonable interpretations. The data is relevant, accurate and demonstrates compliance with the reasonable interpretation.
 - D. Situations of unacceptable monitoring reports as determined by the Board are tracked to ensure follow-up.
2. The authority of the Treasurer is to access the President's monitoring reports of a financial nature and the use of staff time not to exceed 20 hours per year.
 3. The Treasurer will chair the Audit and Finance Committee of the Board.

Policy Type:	GOVERNANCE PROCESS
Policy Title:	BOARD MEMBER CODE OF CONDUCT
Policy Number:	GP-6
Policy Review Date:	January 26, 2019

The Board commits itself and its members to Christian, ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Board members shall fulfill all roles and responsibilities as delineated in Board Policies.
2. Board members shall govern themselves in accordance to Governance Process (GP) policies as accepted by the Board of Trustees.
3. Board members shall restrict themselves to the Board-President linkage (BPL) policies for the proper monitoring and evaluation of the President's role, authority, and accountability.
4. Board members shall uphold the boundaries of prudence and ethics outlined in the Executive Limitations (EL) policies in matters of operations.
5. Board members shall review and sign the "Board of Trustees Oath of Office" (GP-6.1) upon initial appointment and thereafter annually at the January Board of Trustees meeting.

Policy Type: GOVERNANCE PROCESS

Policy Title: BOARD OF TRUSTEES OATH OF OFFICE

Policy Number: GP-6.1

Policy Review Date: January 26, 2019

Booth University College Board of Trustees Oath of Office

As a board member, I will:

- Model Christian behavior in my words and activities;
- Demonstrate loyalty to the ownership without being conflicted by loyalties to staff, other organizations, and any personal interest as a consumer;
- Avoid conflict of interest with respect to their fiduciary responsibility; Understood as
 - Having no self-dealing or business with the organization.
 - Annually disclosing any involvements with other organizations, vendors, or associations which might be, or might reasonably be seen as being a conflict.
 - Absenting myself without comment from not only the vote, but also from the deliberation when the Board is to decide upon an issue, about which I have an unavoidable conflict of interest.
 - Not using my board position to obtain employment in the organization for myself, my family members, or close associates.
 - Resigning from the Board should I apply for employment or accept employment (except any faculty or student member).
- Not attempt to exercise individual authority over the organization; Understood as
 - Recognizing the lack of authority vested in me (except when explicitly board authorized) when interacting with the President or staff.
 - Recognizing the same limitation and the inability to speak for the Board except to repeat explicitly stated board decisions, when interacting with public, press or other entities.
 - Not expressing individual judgments of employee or Salvation Army officer performance, except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the President.
 - Not encouraging direct communication with employees who attempt to bypass administration but encouraging employees to utilize reporting lines within the administration to bring their concerns to the Board.
- Respect the confidentiality appropriate to issues of a sensitive nature;
- Adhere to Booth University College and Salvation Army policies regarding the treatment of faculty, staff and students;
- Be properly prepared for Board deliberation;
- Contribute to Booth University College annually in areas of finance, time and expertise, and make myself reasonably available as an operational volunteer as requested by the President; and
- Exercise the above responsibilities at all times and with due diligence, care, and skill in a reasonable and prudent manner.

Name: _____ Signature: _____

Date: _____

Policy Type:	GOVERNANCE PROCESS
Policy Title:	BOARD COMMITTEE PRINCIPLES
Policy Number:	GP-7
Policy Review Date:	September 21, 2019

Standing Board committees and ad hoc committees, will be assigned by the Board so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from the board to the President.

The Chair of the Board appoints members to board committees.

Accordingly,

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
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.
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. Ad hoc committees will be used sparingly.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members.

Policy Type:	GOVERNANCE PROCESS
Policy Title:	BOARD COMMITTEE STRUCTURE
Policy Number:	GP-8
Policy Review Date:	September 21, 2019

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 standing 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.

1. Trusteeship Committee

A. Products (process)

i. Recruitment and Selection

- a. Maintain a list of members/tenure
- b. Identify when vacancies become available
- c. Document recruitment/selection process for potential board members.
- d. Identify and complete the recruitment/selection process on a timely basis as needed to maintain a full board complement
- e. Committee to submit to board for consideration names of proposed members
- f. Board to submit approved names to Governing Council for approval and appointment.

B. Authority

- a. To incur costs of no more than \$1,000.00 direct charges per annum.
- b. To account for all expenses to the Board.

C. Composition

- a. Board Secretary
- b. President or designate (non-voting)
- c. A minimum of two board members
- d. The Chair will be appointed by the Chair of the Board

D. Term

- a. Board Secretary – ongoing
- b. President or designate – ongoing
- c. Board member – two years renewable

2. Audit and Finance Committee

A. Products (process)

The Audit and Finance Committee will support the work of the Board by:

- a. facilitating and reviewing the draft year-end financial statements prior to presentation to the Board of Trustees for approval;
- b. reviewing the financial statements and reporting its findings to the Board;
- c. reviewing the draft annual budget and reporting its findings to the Board;
- d. reviewing risk management matters at least annually, ensuring both policy and practice are followed and reporting to the Board regarding matters of compliance and/or of concern.

B. Composition

Members:

- a. Board Treasurer, Chair
- b. A minimum of two additional Board members

Technical Support (attend by invitation; non-voting):

- a. THQ representative – Director of Internal Audit
- b. President or designate
- c. Booth University College VP Administration
- d. Territorial Finance Secretary or designate
- e. Director – Regional Accounting Centre
- f. External Auditor

C. Term

- a. Board Treasurer – ongoing
- b. THQ representative – ongoing
- c. Board Members – two years renewable
- d. President or designate – ongoing
- e. Booth University College VP Administration - ongoing
- f. Territorial Finance Secretary or designate – ongoing

3. Policy Review Committee

A. Product

- a. To review board policies for recommendation of any changes to the Board

B. Composition

- a. A minimum of three board members.
- b. President or designate (non-voting)
- c. The Chair will be appointed by the Chair of the Board.

C. Term

- a. Board members - two years renewable
- b. President or designate– ongoing

Policy Type:	GOVERNANCE PROCESS
Policy Title:	COST OF GOVERNANCE
Policy Number:	GP-9
Policy Review:	September 21, 2019

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governance with excellence.
 - A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - B. Outside monitoring assistance may be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to fiscal audit.
 - C. Outreach mechanisms (surveys, interviews, focus groups, etc.) may be used as needed to ensure the Board's ability to listen to moral owner viewpoints and values.
2. The Board will balance the prudent use of resources with the need to provide support for the excellent performance of the Board.
 - A. To incur costs of no more than \$60,000.00 in a fiscal year for training, meeting costs, audit, other third party monitoring of organizational performance, gaining input from our moral and legal owners, director and officers liability insurance and other legal and/or incidental costs.
 - B. At the Fall meeting the Board will review expenditures incurred and activities undertaken relating to the cost of governance.

Policy Type:	GOVERNANCE PROCESS
Policy Title:	BOARD OF TRUSTEES TERMS OF SERVICE
Policy Number:	GP-10
Policy Review:	September 21, 2019

Terms of service are determined both to enhance Board continuity and to provide opportunity for Board renewal.

Accordingly:

1. The initial service terms and renewable terms are dependent on the type of Trustee Appointment as outlined in the following table:

Trustee Appointment Type	Term	Renewable	Exceptions
Regular Board Member	3 Years	1 Term	Second term may extend up to (but not to exceed) 5 years for purposes of continuity or because of vacancy.
Faculty Board Member	2 Years	No	May be Re-elected
Student Board Member	1 Year	No	May be Re-elected

2. Although the terms for Faculty and Student Board Members are non-renewable by the Board, the faculty and students may re-elect the same individual if desired.



BOOTH UNIVERSITY COLLEGE
Board of Trustees
BOARD PRESIDENT LINKAGE Policies

Policy Type:	BOARD-PRESIDENT LINKAGE
Policy Title:	GLOBAL GOVERNANCE-MANAGEMENT CONNECTION
Policy Number:	BPL-1
Policy Review Date:	April 30, 2018

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

Policy Type:	BOARD-PRESIDENT LINKAGE
Policy Title:	UNITY OF CONTROL
Policy Number:	BPL-2
Policy Review Date:	April 30, 2018

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

Accordingly:

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 to the administration of the university college.

Policy Type:	BOARD-PRESIDENT LINKAGE
Policy Title:	ACCOUNTABILITY OF THE PRESIDENT
Policy Number:	BPL-3
Policy Review Date:	January 27, 2018

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.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will not evaluate, either formally or informally, any employee or Salvation Army officer of Booth University College other than the President.
3. The board will view the performance of the President as identical to organizational performance, so that organizational accomplishment of board-stated ENDS and compliance with board-proscribed Executive Limitations will be viewed as successful presidential performance.

Policy Type:	BOARD-PRESIDENT LINKAGE
Policy Title:	DELEGATION TO THE PRESIDENT
Policy Number:	BPL-4
Policy Review Date:	April 30, 2018

The Board will instruct the President through written policies which prescribe the organizational ENDS to be achieved, and describe organizational situations and actions to be avoided in its Executive Limitations, allowing the President to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the President to achieve specified results, for specified recipients at a specified cost (relative worth). These policies will be developed systematically from the broadest, most general level to more defined levels and will be called ENDS policies.
2. The Board will develop policies which limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. With the exception of Section 1.4 of the Faculty Policy Manual, which can only be amended by approval of the Board of Trustees, 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 College policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.
4. The Board may change its ENDS and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.

Policy Type:	BOARD – PRESIDENT LINKAGE
Policy Title:	MONITORING PRESIDENT PERFORMANCE
Policy Number:	BPL-5
Policy Review:	April 30, 2018

Systematic and rigorous monitoring of President job performance will be solely against the expected President job outputs: organizational accomplishment of Board policies on ENDS and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data which do not do this will not be considered to be monitoring data.
2. Information required to permit the Board to fulfill its monitoring responsibilities will be submitted by the President at least two weeks prior to the appropriate board meeting. The Board will acquire monitoring data by one or more of three methods:
 - (a) by internal report, in which the President discloses compliance information to the board,
 - (b) by external report, in which an external third party selected by the Board assesses compliance with board policies, and
 - (c) by direct board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable President interpretation of the board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favored by board members or by the Board as a whole.
4. All policies which instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule, as described below:

#	Policy Name	Method	Frequency
EL-1	Global Executive Constraint	Internal	Winter
EL-2	Treatment of Students	Internal	Winter
EL-3	Treatment of Staff	Internal	Winter
EL-4	Financial Planning/Budgeting	Internal	Spring & Fall
EL-5	Financial Condition & Activities	Internal and/or external	Spring & Fall
EL-6	Emergency President Succession	Internal	Fall
EL-7	Asset Protection	Internal and/or external	Spring & Fall

EL-8	Compensation & Benefits	Internal	Summer
EL-9	Communication and Support	Internal & Direct Inspection	Summer
EL-10	Grants & Contracts	Internal	Summer
	ENDS	Internal	Winter

Policy Type:	BOARD – PRESIDENT LINKAGE
Policy Title:	PRESIDENT EVALUATION PROCESS
Policy Number:	BPL-6
Policy Review:	October 27, 2018

The Board will conduct a formal evaluation of the President, based on the achievement of Board's ENDS policies and non-violation of its Executive Limitations policies over the course of the past year. The Board will present the evaluation to the President at the January Board meeting.

Accordingly,

1. The Board will present the formal evaluation summary, including the compensation package, to the President annually at the winter Board meeting.
2. The Board's 'format' will consist of:
 - a. an in-camera discussion in which the Board reviews the compilation of the monitoring reports the President has provided throughout the year, and
 - b. a follow-up discussion with the President in which the Board seeks any further clarification and understanding of the monitoring reports, for these are the only criteria against which President performance can be assessed.
3. The 'presentation' of the evaluation will be in the form of a letter from the Board that:
 - a. indicates its receipt of the monitoring reports and comments on the timeliness of them,
 - b. indicates its level of satisfaction/any issues with the rate of progress the President has made towards organizational ENDS, and
 - c. indicates its level of satisfaction/any issues related to the President's compliance with EXECUTIVE LIMITATIONS policies.
4. The Board will determine a compensation package and pay philosophy for the President position that reflects "market" based salary, vacation, benefits and other relevant entitlements and incentives.
 - a. The Board will access a salary survey to ensure the President's salary range is "market" based.
 - b. The salary survey will be conducted by the Trusteeship Committee on a three year rotation basis.
 - c. Survey findings to be presented at the Fall meeting of the Board that same year.
 - d. The official copy of the survey findings will be held by the Board Secretary.
5. As part of the formal evaluation, the Board will indicate the amount and nature of any compensation increase awarded to the President, as per the employment contract terms and timeframes.



BOOTH UNIVERSITY COLLEGE
Board of Trustees
EXECUTIVE LIMITATIONS Policies

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	GLOBAL EXECUTIVE CONSTRAINT
Policy Number:	EL-1
Policy Review Date:	June 19, 2018

The President shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of:

- a) intellectual freedom normally afforded to higher education institutions and informed by the spirit and faith of The Salvation Army, and
- b) Salvation Army ethos, values and principles, including the solicitation of funds from distilleries, breweries, lotteries or tobacco companies or foundations directly associated with them.
- c) The highest level of moral, ethical and professional behaviours and conduct.
- d) Governing Council Bylaw No. 9.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	TREATMENT OF STUDENTS
Policy Number:	EL-2
Policy Review Date:	April 27, 2019

With respect to interactions with students or those applying to be students, the President shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, or unnecessarily intrusive.

The President will not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing personal information that fail to protect against improper access to the material elicited.
3. Fail to operate facilities with appropriate accessibility and protection of privacy.
4. Fail to establish with students a clear understanding of what may be expected and what may not be expected from the service offered.
5. Fail to inform students of this policy, and to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.
6. Fail to have in place policies and procedures to support the prevention of and response to occurrences of violence, including sexual violence.
7. Prevent students from grieving to the Board when the individual's grievance is directly against the President, when all other established mechanisms have been satisfied.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	TREATMENT OF EMPLOYEES & VOLUNTEERS
Policy Number:	EL-3
Policy Review Date:	April 27, 2019

With respect to the treatment of employees and volunteers, the President may not cause or allow conditions which are unfair, unsafe, undignified, disorganized, or unclear.

The President will not:

1. Operate without written personnel policies and procedures which:
 - a) Clarify policies and procedures for employees and volunteers
 - b) Provide for effective handling of grievances
 - c) Protect against wrongful conditions, such as nepotism and preferential treatment for personal reasons, and
 - d) Ensure all faculty members profess Christian faith.
2. Discriminate against any employees and volunteers for non-disruptive expression of dissent.
3. Prevent employees and volunteers from grieving to the Board when the individual's grievance is directly against the President.
4. Fail to acquaint employees and volunteers with the President's interpretation of their protections under this policy.
5. Allow employees and volunteers to be unprepared to deal with emergency situations.
6. Elicit information for which there is no clear necessity.
7. Use methods of collecting, reviewing, transmitting, or storing personal information that fail to protect against improper access to the material elicited.
8. Fail to operate facilities with appropriate accessibility and privacy.
9. Allow a hostile or disrespectful work environment.
10. Fail to have in place policies and procedures to support the prevention of and response to occurrences of violence, including sexual violence.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	FINANCIAL PLANNING/BUDGETING
Policy Number:	EL-4
Policy Review Date:	October 27, 2018

Financial planning for any fiscal year or the remaining part of any fiscal year shall not, without Board approval: deviate materially from the board's ENDS priorities, risk fiscal jeopardy or fail to be derived from a multi-year plan.

The President will not:

1. Risk the organization incurring those situations or conditions described as unacceptable in the board's policy Financial Condition and Activities (EL-5).
2. Fail to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provide less for board prerogatives during the year than is set forth in the Cost of Governance policy (GP-9).

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	FINANCIAL CONDITION AND ACTIVITIES
Policy Number:	EL-5
Policy Review Date:	October 27, 2018

With respect to the actual, ongoing financial condition and activities, the President shall not cause or allow the development of fiscal jeopardy or permit actual expenditures to deviate materially from Board priorities established in ENDS policies.

The President will not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (No. 2. below) is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Use any long term reserves.
4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.
5. Fail to settle payroll and debts in a timely manner.
6. Fail to confirm that tax payments or other government ordered payments or filings have been completed accurately and on time.
7. Make a single purchase or commitment of greater than \$50,000.00 without the approval of the Board, or if the Board is not convened, the majority of the Officers of the Board. Splitting orders to avoid this limit is not acceptable.
8. Acquire, encumber or dispose of real property.
9. Fail to aggressively pursue receivables after a reasonable grace period.
10. Permit any loans of University College funds to be made, directly or indirectly, to any individual, including any Trustee, officer, employee or student of the University College, or to any religious, fraternal, or charitable institution without the approval of the Board of Trustees.
11. Permit the establishment of any annuity contracts without the approval of the Board unless the contract is administered through The Salvation Army's Territorial Headquarters.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	INTERIM PRESIDENT SUCCESSION
Policy Number:	EL-6
Policy Review Date:	October 27, 2018

In order to protect the board from sudden loss of president services, the President may have no fewer than two other employees familiar with board and president issues and processes, and who have the ability and knowledge to perform in an interim or acting president role if necessary.

Accordingly,

1. The President shall not fail to inform the Chair at least annually of the names of these individuals.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	ASSET PROTECTION & RISK MANAGEMENT
Policy Number:	EL-7
Policy Review:	October 27, 2018

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

The President will not:

1. Fail to ensure processes are in place and adhered to with respect to spending limits and access to funds in order to ensure protection against theft, fraud and unauthorized access to funds.
2. Fail to provide the Board in the Fall meeting of each year with a list of designated signing officers of the University College and their respective areas of signing authority for approval by the Board.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Take action:
 - (a) wherein normally prudent protection has not been given against conflict of interest;
 - (b) that does not conform to the #3400 series of Operating Policies of The Salvation Army Canada and Bermuda Territory.
6. Fail to protect intellectual property, information and files from loss or significant damage.
7. Receive, process or disburse funds under controls which are insufficient to meet the board-appointed auditor's standards.
8. Compromise the independence of the board's audit or other external monitoring or advice.
9. Change the organization's name or substantially alter its identity in the community.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its ability to accomplish ENDS or bring the organization into disrepute.
11. Create any external subsidiary organization.
12. Fail to provide prudent protection against risk of jeopardizing the organization's charitable status.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	COMPENSATION AND BENEFITS
Policy Number:	EL-8
Policy Review:	October 27, 2018

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 to public image.

The President will not:

1. Deviate from compensation and benefits provided in his or her employment contract.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - a) Incur unfunded liabilities
 - b) Provide less than some basic level of benefits to all full time employees.
 - c) Allow any employee to lose benefits already accrued from any foregoing plan.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	COMMUNICATION AND SUPPORT TO THE BOARD
Policy Number:	EL-9
Policy Review:	September 21, 2019

The President shall not permit the Board to be uninformed or unsupported in its work.

The President will not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring President Performance (BPL-5) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored. This includes, but is not limited to:
 - a) summary pages of the budget once it is finalized for the year at the commencement of each fiscal year,
 - b) monthly financial statements will be provided to the Board Treasurer,
 - c) year-to-date financial statements will be provided to the full Board at each Board meeting.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
3. Let the board be unaware of any incidental information it requires including relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
4. Fail to advise the board if, in the President's opinion, the board is not in compliance with its own policies on Governance Process and Board-President Linkage, particularly in the case of board behaviour which is detrimental to the work relationship between the board and the President.
5. Fail to marshal for the board as many employee, Salvation Army denominational and external points of view, issues and options as the board determines it needs for fully informed board choices.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
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 supply for the required approvals agenda all items delegated to the President yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

Policy Type:	EXECUTIVE LIMITATIONS
Policy Title:	ENDS FOCUS OF GRANTS, CONTRACTS AND OTHER AGREEMENTS
Policy Number:	EL-10
Policy Review:	October 27, 2018

The President may not enter into any grant, contract or other agreement, unless it emphasizes the production of ends and the avoidance of unacceptable means.



BOOTH UNIVERSITY COLLEGE
Board of Trustees
ENDS Policies

Policy Type:	ENDS
Policy Title:	ENDS POLICY
Policy Number:	E-1
Policy Review:	January 26, 2019

Vision Statement:

The Salvation Army
William and Catherine
Booth University College

Transforming the world through integrating faith in Jesus Christ and academic excellence.

ENDS Statement

1. William and Catherine Booth University College, a growing Christian University College of choice rooted in The Salvation Army's Wesleyan theological tradition, and a centre for scholarship, research, teaching and dialogue, exists so that society is influenced and transformed by the Gospel of Jesus Christ at a cost that justifies those results.

This is further interpreted to mean:

- 1.1 The mission and ministry of The Salvation Army in Canada and Bermuda is strengthened and advanced.
- 1.2 The Salvation Army internationally, with particular emphasis on Implementing Territories, is better able to fulfill its holistic mission.
- 1.3 Students have a clear understanding of the Christian faith, its coherence and its practice.
- 1.4 Graduates bring hope and practice social justice and mercy as they live out their Christian faith within the wider church, community and their chosen careers.

These priorities will be accomplished as:

- a. Students deepen their faith and understanding
- b. Students enhance their intellectual and academic capacity
- c. Students develop their professional competencies and best practices.

GLOSSARY

ENDS POLICY

The category of Board policy statements that describe the reason for the organization's existence, that is: what benefits the organization should produce, who should receive the benefits, and how much they are worth (what good, for which people, at what relative worth or priority). ENDS are developed based on the Board's knowledge of and interaction with the owners – those to whom the Board is morally accountable

GOVERNANCE PROCESS POLICIES

The category of Board policy statements that describe the manner in which the Board itself operates and behaves.

BOARD – PRESIDENT LINKAGE POLICIES

The category of Board policy statements that describes the manner in which power is delegated and its proper use monitored or evaluated; the President's role, authority, and accountability

Direct Board Inspection

The monitoring or performance evaluation process by which the Board or a group or an individual authorized by the Board examines the evidence and makes a determination as to whether or not the President's interpretation of Board policy is reasonable, and whether the evidence demonstrates compliance with the President's interpretation of the policy.

EXECUTIVE LIMITATIONS POLICIES

The category of Board policy statements that define the boundaries of prudence and ethics within which the Board allows the President to make further decisions about operational means, or how things are done such as programs and services. These policies should not be used to prescribe methods the Board would choose if it were management's consultant.

External Monitoring Report

This is a type of monitoring process the Board may use to assess the President's performance. It is a written report done by an outside, neutral party who has examined the data or evidence and makes a determination as to whether the President's interpretation of Board policy is reasonable and whether the evidence demonstrates compliance with President's interpretation of the policy.

Governance

"The process by which a small group of persons, acting as a group on behalf of an organization's owners, cause that organization to achieve what it should and avoid what is unacceptable." (*John Carver*)

Internal Monitoring Report

This is a type of monitoring process the Board may use to assess the President's performance. It is a written report provided to the Board by the President which includes a reasonable interpretation of Board policy (indicators of organizational success), the rationale for choosing it/ them and evidence of compliance.

Means

Means are all issues that are not ENDS. Methods, conduct, or ways in which things are done. Means decisions include activities, programs, products, services and so on. The methods or ways in which the ENDS are achieved are management means. The methods by which the Board does its own work are governance means.

Monitoring

Monitoring is the method used to assess performance. It is usually a systematic assessment of evidence to determine whether the President has complied with a reasonable interpretation of Board ENDS and Executive Limitations policies, or whether the Board has complied with its own rules as set out in Governance Process and Board President Linkage policies. Monitoring may be done by internal report, external report, or direct inspection, but only against criteria set out in Board policy.

Owners

This is not the legal ownership, but rather the group to whom the Board is morally accountable. On the owners' behalf the Board determines what human needs are to be met by the organization, who the beneficiaries should be, and how much the results are worth. In an equity corporation, the owners are the shareholders.

Ownership Linkage

This refers to intentional and constructive dialogue and deliberation between owners and Board members around the organization's ENDS policies.

Reasonable Interpretation

The concept that once the Board has written a given policy, the person or group to whom it is delegated has the right to make any reasonable interpretation of the policy words. For ENDS and Executive Limitations policies, this is normally the President. For Governance Process and Board-President Linkage policies, it is the Board Chair. The person so empowered must be able to demonstrate that the interpretation is a reasonable one by providing rationale to the Board.

Stakeholders

Stakeholders include any group or person that has some interest or stake in the organization. Stakeholders normally include staff, clients, vendors, funders, neighbours, perhaps government, and other agencies that may be influenced by the organization, and the owners. While the Board may take the perspectives of all of these groups into account when developing policy, its primary accountability is to the owners.