



## **Bylaw 3**

**concerning**

# **Appointment, Renewal of Mandate, and Evaluation of the Director General and of the Directors of Constituent Colleges**



Resolution number CRC2019-039 March 13, 2020, replaced all versions of Bylaw 3 in its entirety as of July 1, 2019, official date of the implementation of the new structure. After a thorough review after major changes to the ministry's Regulation, the Bylaw is again replaced in its entirety and modernized by virtue of the following resolution:

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## Preamble and Designation

The purpose of this Bylaw is to establish the process for the appointment, the renewal of mandate and the evaluation of the Director General and of the Directors of Constituent Colleges.

## Article 1 General Provisions

### 1.1 Statutory Requirements

In accordance with article 39 of the Act, the Board is responsible for the appointment and the renewal of mandate of the Director General, after seeking the advice of the Governing Board and the Commission of Studies of each Constituent College.

In accordance with article 66 of the Act, the Board is responsible for the appointment and the renewal of mandate of the Director of a Constituent College after seeking the advice of the Governing Board and the Commission of Studies of that Constituent College.

In accordance with article 29.1 of the Regulation, the Board is responsible for the Annual Performance Evaluation of its Senior Executives.

### 1.2 Definitions

- a) "Act" refers to the General and Vocational Colleges Act (CQLR, c. C-29);
- b) "Annual Performance Evaluation" refers to the process undertaken per article 29.1 of the Regulation to assess the performance of an Incumbent for the Fiscal year and to provide formative feedback;
- c) "Board" refers to the Board of Governors of Champlain Regional College;
- d) "Bylaw 1" refers to Champlain Regional College's most recent version of its bylaw 1 on its general administration;
- e) "Bylaw 4" refers to Champlain Regional College's most recent version of its bylaw 4 on human resources management;
- f) "Candidate" refers to a person that has applied and/or is considered for the position of Director General or Director of Constituent College;
- g) "Chair" refers to the External Governor elected by the Board for the Fiscal Year to fulfill the role and responsibilities included in, but not limited to, article 4.3 of Bylaw 1;
- h) "Champlain Regional College" refers to Champlain Regional College and its Constituent Colleges;

- i) “College” when used with no modifiers refers to Champlain Regional College and its Constituent Colleges, individually or collectively according to the context;
- j) “Commission of Studies” refers to the body created by each Governing Board in accordance with article 52 of the Act, whose principal function is to advise the Governing Board of its Constituent College on the organization and the development of program of studies and on matters determined by its Constituent College’s Governing Board;
- k) “Constituent Colleges” refers to the constituent colleges of Champlain Regional College, namely Champlain College Lennoxville, College Saint-Lambert and Champlain -St. Lawrence College, individually or collectively according to the context;
- l) “Director General” refers to the person appointed by the Board to fulfill the role and assume the responsibilities included in, but not limited to, article 4.5 of Bylaw 1;
- m) “Director of Constituent Colleges” refers to the person appointed by the Board to fulfill the role and assume the responsibilities included in, but not limited to, article 4.6 of Bylaw 1
- n) “Evaluators” refers to the persons responsible for the annual performance evaluation or any other performance evaluation required herein;
- o) “External Governor” refers to a person who sits on the Board and who is neither an employee of nor a student at Champlain Regional College;
- p) Fiscal Year”: refers to the period from July 1<sup>st</sup> to June 30<sup>th</sup> of each year;
- q) “Governing Board” refers to the institutional board of each Constituent College as per articles 48 and 49 of the Act;
- r) “*In Camera*” refers to a meeting, or portion of a meeting, at which only members of the body are in attendance for the confidential discussion of a sensitive subject and for which no minutes are recorded with the exception of any duly adopted resolution;
- s) “Incumbent” refers to the person whom the College has appointed as Director General or as Director of Constituent College;
- t) “Internal Governor” refers to a student or an employee of the College sitting on the Board;
- u) “Mandate” refers to the document, adopted by the Board pursuant to an appointment or renewal resolution, outlining the role, responsibilities, tasks and priorities of a Senior Executive position or a Board committee for the duration of their Term of Office;

- v) “Non-Renewal” refers to the non-renewal by the College of a Incumbent’s mandate upon the expiry of its term;
- w) “Regulation” refers to the document (*Document consolidé concernant certaines conditions de travail des hors-cadres des collèges d’enseignement general et professionnel (CT 202573 du 21 juin 2005 et ses modifications)*) and its subsequent amendments decreed by the *Conseil de trésor* under article 18.1 of the Act which determines certain working conditions of Senior Executives;
- x) “Renewal” refers to the confirmation of an Incumbent’s subsequent Term of Office as Senior Executive, following an evaluation and consultation process of the past Mandate, for a new Term of Office;
- y) “Renewal Committee” refers to the committee responsible for evaluating the possibility to renew the Term of Office and composed as per section 3.2 herein;
- z) “Selection Committee”: refers to the committee responsible for the selection of Candidates and composed as per subsection 2.2;
- aa) “Senior Executive” refers to the Director General and the Directors of Constituent College appointed by the Board in accordance with the Act, Bylaw 1 and Bylaw 3 and covered by the Regulation;
- bb) “Term of Office” refers to the duration of an appointment to a Senior Executive Position.

### 1.3 Jurisdiction

This Bylaw applies subject to the Act and to the Regulation, to Champlain Regional College’s letters patents delivered by the *Gouvernement du Québec* on December 6<sup>th</sup>, 2019 and registered on December 18<sup>th</sup>, 2019, as well as to Bylaw 1 and the principle of equitable representation of regions in its application.

The Chair acts as the agent of the Board in the application of this Bylaw and is responsible for its implementation. Furthermore, unless otherwise indicated, the Chair acts as the spokesperson of the College in matters of communication with the persons or the bodies consulted in the application of this Bylaw, as well as with the Incumbents and Candidates.

### 1.4 Confidentiality

Consistent with the principles outlined in Bylaw 4 and the provisions of the College’s Code of Ethics and Professional Conduct for Governors and Members of the Governing Boards, **strict confidentiality** must be observed at every stage of the processes outlined in this Bylaw.

All meetings of the Selection Committee, the Renewal Committee and the Evaluation Committee that come under the jurisdiction of this Bylaw, including those held to

consult with Governing Boards and Commissions of Studies, are held *In Camera* and, as appropriate, subject to article 12 of the Act.

## 1.5 Vacancies

A vacancy occurs in a Senior Executive position when there is no Incumbent for any of the following reasons:

- a) the Incumbent's death;
- b) the Incumbent's permanent disability;
- c) the Incumbent's resignation;
- d) a Non-Renewal;
- e) the termination of the Incumbent's mandate by the Board;
- f) the Incumbent obtains a leave of absence for public office.

The effective date of vacancy shall be:

- (i) on the date of the event for events listed in subsections a) and b);
- (ii) on the effective date indicated in the document outlining the event covered by subsections c), e) or f); and
- (iii) on the day following the end of the Term of Office for event indicated in subsection d).

## 1.6 Interim Measures

When a vacancy occurs in a Senior Executive position, the Board may decide to allow a cumulation of positions under article 4.2 of Bylaw 1 or proceed with an interim appointment.

The Board may also proceed with the appointment of an interim incumbent when a Senior Executive's position is vacant because of an appointment under article 4.2 of Bylaw 1. When the Board appoints one of the Directors of Constituent College as interim Director General, it may also appoint an interim Director of Constituent College.

When the Board proceeds with an interim appointment to a Senior Executive position, the matter must be brought to the next regular meetings of the Commission(s) of Studies and the Governing Board(s) for information, as appropriate.

If an interim appointment extends for more than six (6) months and beyond the end of a Fiscal Year, the Chair is responsible for a performance evaluation of the interim incumbent. The Chair reports to the Board as sole Evaluator under article 4.4 below.

## Article 2 Process of Appointment

### 2.1 Preparation

In preparation for the recruitment process, the Board adopts resolutions that determine:

- a) the orientations it wishes to give to the Selection Committee including a draft of the minimum selection criteria (qualifications and experience);

- b) an expected timetable for the conclusion of the selection process; and,
- c) the mandate to determine any interested parties it feels appropriate to consult for said process.

At that same meeting, the Board elects its members of the Selection Committee. Furthermore, the Chair is hereby mandated, as necessary, to hire an outside firm to assist the Selection Committee in its work, in conformity with the provisions of the College's Bylaw 9 concerning the awarding of contracts.

## 2.2 Composition of Selection Committees

2.2.1 For the selection of the Director General, the Board forms a Selection Committee composed of seven (7) members chosen in the following manner:

- a) The Chair; and
- b) the Chairs of each Governing Board;
- c) Two (2) internal Governors and one (1) external Governor elected by the Board, considering the equitable representation.

2.2.2 For the selection of a Director of Constituent College, the Board forms a Selection Committee composed of five (5) members as follows:

- a) the Chair; and
- b) the Director General; and
- c) Two (2) external Governors: one (1) elected by the Board from the Constituent College concerned, and the Socio-economic Governor for the Constituent College concerned; and
- d) One (1) internal Governor from the Constituent College concerned, elected by the Board.

2.2.3 The Selection Committee is presided over by the Chair and elects one of its members to act as Secretary.

## 2.3 Procedure

Considering the above, the Chair invites the College's Director of Human Resources to initiate the public solicitation of candidacies according to generally accepted best practices in the college network and informs the Ministry of Education and Higher education of Québec and other relevant organizations as required. Furthermore, the Chair will finalize with the College's Director of Human Resources the text of all postings for the Senior Executive position.

## 2.4 Mandate of the Selection Committee

In accordance with the resolution of the Board adopted under article 2.1 above, the Selection Committee:

- a) Establishes a detailed timetable and the rules of procedure for the Selection Committee;
- b) Holds all its meetings *In Camera* and takes all appropriate measures to ensure the confidentiality of the process including but not limited to the name and information on Candidates;
- c) Establishes and prioritizes the selection criteria (qualifications and experience) required

- for the position and reviews any advice received on a suitable profile;
- d) Determines the role and mandate of the outside firm hired, if any, in assisting the Selection Committee;
  - e) Screens all applications received within the posting period in accordance with the prioritized selection criteria and considering the fit with a suitable profile;
  - f) Proceeds with the selection process, including as appropriate, short-listing, interviewing, and testing Candidates;
  - g) Solicits references;
  - h) decides on a Candidate to recommend to the Board;
  - i) Writes a final report including an outline of the process, the recommendation of one Candidate by the Selection Committee to the Board for the position, and the Selection Committee's consideration of how and why the Candidate meets the qualifications, experience, and profile for the Senior Executive position.

## 2.5 Required Consultation

As the maintenance of strict confidentiality of all Candidates is essential to the success of the selection process and to the reputation of the College, the required consultation with the Governing Board(s) and with the Commission(s) of Studies must respect this incontrovertible requirement. All participants in these consultations will be required to sign and submit to the Chair (or their representative) an *Obligation of Confidentiality* form prior to participating in the consultation.

On the day of the scheduled special *In Camera* meeting of the Board to appoint a new Director General or a new Director of a Constituent College, the Chair will conduct a joint meeting *In Camera* of the concerned Governing Board(s) and Commission(s) of Studies by videoconference to present the written report of the Selection Committee. This meeting will take place no more than six (6) hours in advance of the scheduled time of the Board meeting and will last no more than 30 minutes.

The Governing Board(s) and the Commission(s) of Studies will subsequently meet *In Camera* separately to discuss the report, and to adopt a resolution to accept or to reject the Candidate proposed by the Selection Committee. The duly adopted resolutions must be forwarded electronically to the Chair no later than one (1) hour in advance of the scheduled time of the Board meeting. Failure to meet this deadline will be considered an abstention on the part of the body concerned.

At the latest, one (1) hour prior to the scheduled meeting of the Board, the Chair will advise the proposed Candidate of the results of the required consultations. Unless the Candidate withdraws at that time, the Chair will then proceed to call to order the special meeting of the Board at the scheduled time.

## 2.6 Discussion

At the special *In Camera* meeting called for the purpose of appointing a new Director General or a new Director of Constituent College, the Board:

- a) Receives and reviews the report and the recommendation of the Selection Committee;



- b) Receives and reviews the advice of the Governing Board(s) and the Commission(s) of Studies;
- c) Reviews the application of the recommended Candidate.

## **2.7 Decision on Appointment**

The Board must adopt resolutions covering the subjects below in its decision to proceed with an appointment, adapted as necessary.

Resolution 1:

After consideration of the resolutions received from the Governing Board(s) and the Commission(s) of Studies, the Board decides on whether to proceed with the appointment in accordance with the recommendation of the Selection Committee. If the Board accepts the recommended Candidate, it thereby mandates the Chair to negotiate and sign the employment contract on behalf of Champlain Regional College. If the Board rejects the Candidate recommended by the Selection Committee, it must then adopt a resolution on the next steps in the recruitment process.

Resolution 2:

The Board determines the Mandate by setting the priorities and expectations of the Senior Executive for the duration of the Term of Office. (Article 12 of the Act applies to any discussion relating to this subject matter)

Resolution 3:

The Board determines the Term of Office of the appointment of the Senior Executive. (Article 12 of the Act applies to any discussion relating to this subject matter.)

## **Article 3 Renewal of Mandate**

### **3.1 Statutory Requirements**

Chapter IV, Section II of the Regulation, outlines the parameters of the mandate renewal process for a Senior Executive including the requirement that the Renewal Committee be composed only of External Governors.

Any discussion relating to the decision to renew a Term of Office is a decision on the employment status of the Incumbent. Accordingly, all members of the Board are permitted to vote on the renewal of the Term of Office under article 3.5(e) herein, except for the Incumbent and, in the case of the renewal of the Term of Office of a Director of Constituent College, the other Directors of Constituent Colleges, in accordance with article 12 of the Act.

### **3.2 Renewal Committee**

3.2.1 To renew the Term of Office of the Director General, the Board forms a Renewal

Committee composed of the Chair, and two (2) External Governors in a manner that respects the guiding principle of equitable representation of regions in its composition as required by article 1.3 above.

- 3.2.2 To renew the Term of Office of a Director of a Constituent College, the Board forms a Renewal Committee composed of the Chair, two (2) External Governors, one of them being the socio-economic Governor, from the Constituent College's region.

### 3.3 Obligations of the Renewal Committee

The obligations of the Renewal Committee consist of appraising the Annual Performance Evaluations of the Incumbent undertaken during the Term of Office and making a recommendation to the Board regarding the renewal of the Incumbent's Term of Office as Director General or as the Director of a Constituent College. Moreover, by virtue of article 30.1(6) of the Regulation, the deliberations of the Renewal Committee are confidential and must remain so.

### 3.4 Renewal Procedure

To ensure the College respects the requirements set out in the Regulation the following procedures and delays will be rigorously applied.

- a) The Board, through its Chair, asks the Incumbent in writing no later than ten (10) months before the end of their existing Term of Office of their intention to request or not a renewal of their Term of Office.
- b) Within thirty (30) days of receiving the request from the Chair, the Incumbent notifies the Board in writing of their intention to request or not a renewal of their Term of Office. Failure by the Incumbent to produce such a notice within the required delay is equivalent to a notice of non-renewal.
- c) No later than eight (8) months prior to the expiration of the Term of Office, the Board forms the Renewal Committee.
- d) The Incumbent then has sixty (60) days from the moment of the formation of the Renewal Committee to submit a self-evaluation of their performance during their Term of Office to the Chair. Further, the Incumbent will provide the Chair with an outline of the institution's challenges and opportunities expected during the upcoming years and how the Incumbent will lead the institution in facing them.
- e) The Renewal Committee, within a maximum of ninety (90) days from the moment of its formation by the Board, considers the following in preparing its recommendation:
  - i. All annual performance Evaluations that were carried out during the Term of Office and how the Incumbent subsequently implemented any recommendations therein.
  - ii. The Incumbent's self-evaluation of their performance during their current Term of Office and their ability to address the identified expected challenges and opportunities during a renewed Term of Office.
  - iii. Outcomes linked to the College's Strategic Plan(s) and Annual Plans and the Incumbent's mandate, taking into consideration contextual elements that might have influenced positively or negatively the outcomes during the period of evaluation.
  - iv. Confidential and anonymous consultation of the concerned institution's

interested parties as determined by the Renewal Committee.

- f) The Renewal Committee also seeks the advice of the Commission(s) of Studies and the Governing Board(s), on the renewal of the Incumbent's Term of Office in accordance with article 39 or 66 of the Act, as the case may be. Article 1.4 of this Bylaw (Confidentiality) applies to meetings of the Governing Board(s) and the Commission(s) of Studies when discussing and voting on the body's recommendation to the Renewal Committee. In addition, Article 12 applies to the discussion and voting at the meeting(s) of the Governing Board(s).
- g) At least seven (7) days prior to submitting its recommendation to the Board, the Renewal Committee must inform the Incumbent of the opinions and advice received, its appraisal of the Incumbent's performance, and the recommendation and the reasons the Renewal Committee intends to submit to the Board. This gives the Incumbent the opportunity to respond in writing to the Renewal Committee before the report is submitted to the Board.

### 3.5 Decision

To ensure the College respects the requirements set out in the Regulation the following outlines the decision process:

- a) The Board meets *In Camera* and decides on the matter of the renewal of a Term of Office of the Incumbent no later than five (5) months preceding the end of the Term of Office of the concerned Incumbent.
- b) The Renewal Committee tables its written recommendation on the Renewal of a Term of Office, including the advice received from the Governing Board(s) and the Commission(s) of Studies.
- c) Before discussing and deciding on the renewal of a Term of Office, the Board must provide the opportunity for the Incumbent to be heard. Consequently, the Incumbent will have been informed, in advance, of the date, time and location of the meeting at which the decision on the renewal of the Term of Office will be made.
- d) The Incumbent is invited to present their written observations and to address the Board.
- e) After consideration of the recommendation of the Renewal Committee and the advice received from the Governing Board(s) and the Commission(s) of Studies, and under the rules of article 12 of the Act, the Board deliberates and decides on whether to renew the Term of Office of the Incumbent by resolution. The Incumbent must be informed of the decision without delay.
- f) If the decision is to renew the Term of Office, the resolution must include the duration of the new Term of Office. Further, the Chair negotiates and signs the new employment contract on behalf of Champlain Regional College in accordance with article 5.2 herein.
- g) A written notice of the decision to renew or not to renew the Term of Office of the Incumbent is transmitted to the Incumbent at least one hundred and twenty (120) days preceding the expiry date of the Term of Office.

## Article 4 Annual Performance Evaluation

### 4.1 Statutory Requirements and Principles Concerning the Evaluation of Senior Executives

The Incumbent's Performance evaluation as a Senior Executive, whether an Annual

Performance Evaluation or an *ad hoc* performance evaluation, is an essential working condition as it is for every employee under Bylaw 4. In addition, best practices in human resources management and Bylaw 4 require that performance evaluation of individual employees, including Senior Executives, be strictly confidential. Performance evaluations are meant to be used primarily for professional development purposes and, if appropriate, to provide formative feedback. As the Board delegates the process to Evaluators, only the Evaluators see the evaluation. Nevertheless, considering the relevance of evaluations to the renewal of mandate process, the Board needs to be informed annually that the Annual Performance Evaluations took place.

## 4.2 Evaluators

Given that performance evaluation, whether an Annual Performance Evaluation or an *ad hoc* performance evaluation, is a working condition of the Incumbent under Bylaw 4, Internal Governors, except for the Director General, cannot act as Evaluators under the restrictions set out in Article 12 of the Act.

For the evaluation of the Director General, the Evaluators are the Chair and the Vice-chair of the Board. If the Chair and the Vice-chair are from the same region, the Vice-chair will be replaced by the election of an external Governor from a region other than that of the Chair.

For the evaluation of the Directors of Constituent Colleges, the Evaluators are the Chair, the socio-economic Governor from the Director's respective College, and the Director General.

## 4.3 Procedure

- 4.3.1 **Principle:** The Incumbents must be evaluated annually, and the Board must be informed at the last meeting of the Fiscal Year that the Annual Performance evaluations have indeed taken place.
- 4.3.2 **Priorities:** By the second half of June prior to the beginning of each Fiscal Year, the Evaluators will meet with the respective Incumbent to agree upon priorities with regards to the Mandate, the job description, the responsibilities under Bylaw 1, the College's annual operating plan, and its Strategic Plan as the case may be.
- 4.3.3 **Method:** At the same time, the Evaluators together with the respective Incumbent choose the evaluation methods to be used that are coherent with current practices in employee performance evaluation in accordance with Bylaw 4.
- 4.3.4 **Self-evaluation:** During the last three months of the Fiscal Year, the Incumbents will prepare a draft self-evaluation report which will be reviewed with the Evaluators.
- 4.3.5 **Evaluation:** In addition to the methods agreed upon under 4.3.2, the Evaluators may also assess an Incumbent's performance with respect to the priorities agreed upon under 4.3.2 above considering circumstances which rendered the expected results easy, difficult, or impossible to attain.

#### 4.4 Report

The Evaluators prepare a confidential written report summarizing the Annual Performance Evaluation process, the priorities agreed upon for the year and the observed results. The Evaluators will provide the Incumbent with an opportunity to be heard.

At the last regular meeting of the Fiscal Year, the Chair remits a sealed copy of the final confidential written report to the Incumbent. A sealed copy of the same report is provided to the College's Director of Human Resources for placement in the Incumbent's personnel file. This copy may only be unsealed by the Chair of the Renewal Committee as provided for in the Mandate Renewal process according to article 3.4 above.

### Article 5 Hiring Formalities

#### 5.1 Approval

All terms and conditions of employment and all contracts of employment of Senior Executives must be expressly approved *In Camera* by the Board and article 12 of the Act applies. Any clause not duly approved by the Board is null and void.

#### 5.2 Signing Officers

The contract of employment of the Director General is signed by the Chair and the Vice-Chair.

The contracts of employment of the Directors of Constituent Colleges are signed by the Chair and the Director General.