

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

Board of Governors

OPERATING BY-LAWS

A By-law relating generally to the conduct of the affairs of
St. Clair College of Applied Arts and Technology.

Approved by: Board of Governors

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OPERATING BY-LAW ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

A By-law relating generally to the conduct of the affairs of The St. Clair College of Applied Arts and Technology.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of The St. Clair College of Applied Arts and Technology (hereinafter called the "College") as follows:

1. **NAME**

The name of the College shall be "St. Clair College of Applied Arts and Technology."

2. **HEAD OFFICE**

The Head Office of the College shall be located at 2000 Talbot Road, Windsor, Ontario, N9A 6S4 or at such other place as the members of the Board may from time to time determine by resolution.

3. **SEAL**

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

4. **DEFINITIONS**

In this By-Law,

- (a) "Board" means the Board of Governors of St. Clair College of Applied Arts and Technology acting as a board of directors;
- (b) "Corporation" means the corporation incorporated under the name "The Board of Governors of St. Clair College of Applied Arts and Technology";
- (c) "College" means the institution maintained, conducted and governed by the Minister with the advice and assistance of the Board under the name "The St. Clair College of Applied Arts and Technology";
- (d) "Minister" means the Minister of Training, Colleges and Universities;
- (e) "external members" means twelve (12) voting members of the Board appointed the College Appointments and Compensation Council none of whom is a full time employee, spouse or same sex partner of

a full-time employee of the Corporation within the meaning of section 29 of the Family Law Act;

- (f) "internal members" means, where the relevant staff or student group has chosen to exercise an option for membership on the Board, four (4) voting members of the Board, each of whom is appointed by the College Appointments and Compensation Council and includes: one (1) student, one (1) academic staff member, one (1) administrative staff member, and one (1) support staff member, each of whom shall be elected by the students or by the relevant staff in accordance with this By-law pursuant to O. Reg. 34/03;
- (g) "Advisory College Council" means the Council mandated under the Ministry of Colleges and Universities Minister's Binding Policy Directive – Governance and Accountability Framework. The purpose of this Council is to provide advice to the College President as outlined in the terms of reference;
- (h) "Program Advisory Committee" means a committee assigned to a College program of instruction or cluster of related programs whose structure, terms of reference and procedures are determined in this By-law;
- (i) "Chair" means a Chairperson of the Board or any committee thereof, as the case may be;
- (j) all other definitions and expressions contained in Section 1 of the definitions in Ontario Regulation 34/03, are hereby adopted and used with the same meanings;
- (k) "Regulation" means Ontario Colleges of Applied Arts and Technology Act 2002, Regulation 34/03;
- (l) "LGIC" means Lieutenant Governor in Council established under Regulation 34/03 and referenced in the Colleges of Applied Arts and Technology Policy Framework.

5. **GOVERNANCE**

- 5.1 The affairs of the College shall be governed by a Board which shall consist of persons elected and appointed Governors of the College in accordance with the provisions of the Ontario Colleges of Applied Arts and Technology Act, 2002 and Regulation 34/03 appended hereto as Appendix "A" and Regulation 34/03 appended hereto as Appendix 'B' and in accordance with this By-law.

- 5.2 Unless otherwise changed by law or by By-law, the Board shall be composed of seventeen (17) members appointed or elected in accordance with this By-law and Regulation 34/03.
- 5.3 Twelve (12) external members shall be appointed to the Board by the Lieutenant Governor in Council/Order in Council (LGIC/OIC). (Note: 1/3 of the membership is selected by the LGIC, 2/3 are selected by the St. Clair College Board of Governors).
- 5.4 One (1) Academic staff representative, duly elected in accordance with election procedures established by the Board shall be appointed to the Board by the CCAC.
- 5.5 One (1) Administrative staff representative, duly elected in accordance with election procedures established by the Board shall be appointed by the CCAC.
- 5.6 One (1) Support Staff representative, duly elected in accordance with election procedures established by the Board shall be appointed to the Board by the CCAC.
- 5.7 One (1) Student Representative to be appointed following a selection process to be established by the Board. The eligible candidates to be selected from the duly elected Student Representatives. The name of the selected Student Representative will be submitted for approval to CCAC.
- 5.8 The President of the College shall be a voting member of the Board.
- 5.9 No internal Board member may be elected a member of the Board unless in accordance with election procedures established and approved by Board By-law and included in the operational policies of the College.

6. **TERM OF OFFICE**

The term of office of a Governor shall be as prescribed by Ontario Regulation 34/03.

7. **ELIGIBILITY FOR MEMBERSHIP**

- 7.1 Eligibility for Board members appointed under Section 5.3 as an external member shall be as prescribed by Ontario Regulation 34/03.
- 7.2 Board members appointed under section 5.4, 5.5 and 5.6 shall be full-time employees of the College.

7.3 Board members appointed under Section 5.7 shall be students enrolled in a full-time program leading to a St. Clair College Certificate, Diploma, or Applied Degree recognized by the Ministry of Training Colleges and Universities.

8. **VACANCIES**

8.1 Vacancies for members appointed under Section 5.3 shall be determined and filled in accordance with Ontario Regulation 34/03.

8.2 Board member vacancies under sections 5.4, 5.5, 5.6 and 5.7 shall be determined and filled in accordance with Board By-law established to elect new members and in accordance with Ontario Regulation 34/03.

9. **BOARD OFFICERS**

9.1 The Board shall have the following officers as elected or appointed by the Board:

- a) a Chair;
- b) a Chair-Elect;
- c) a President;
- d) a Corporate Secretary
- e) a Treasurer
- f) such other officers as the members of the Board may determine from time to time by Resolution as elected or appointed in accordance with this By-law.

10. **ELECTION OF CHAIR AND CHAIR/ELECT**

10.1 Eligibility to serve as Chair or Chair-Elect is open to external members.

10.2 Board elections of the Chair and Chair-Elect shall take place annually at the Board General Meeting in June or as soon thereafter as possible. The vote shall be by secret ballot by all voting members of the Board present.

10.3 The current Chair, if ineligible for re-election, shall act as Chairperson of the process to elect the officers. If the current Chair is standing for re-election, or in the Chair's absence, the Corporate Secretary, shall act as Chairperson of the officer election process.

10.4 Officers shall serve a one-year term commencing September 1.

Officers are eligible for re-election, except that there shall be a limit

of (2) consecutive one year terms of office for Chair.

11. **DUTIES OF THE CHAIR**

The Chair shall:

- (a) preside at meetings of the Board in accordance with the By-law;
- (b) together with the Corporate Secretary, Treasurer or other Board officers appointed for the purpose, sign all By-law of the College;
- (c) sign such contracts, documents or instruments in writing as require the signature of the Chair;
- (d) have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the office of the chair; and
- (e) act generally as public spokesperson for the Board;
- (f) shall be an ex-officio member of all standing committees, and;
- (g) ensure that Board governance is conducted in accordance with Board policies duly approved by the Board.

12. **DUTIES OF THE CHAIR/ELECT**

- 12.1 The Chair/Elect shall have such powers and perform such duties as may be assigned by the Board;
- 12.2 The Chair/Elect will act as Chair in the absence of the Chair with full power and authority.
- 12.3 The Chair/Elect shall be the Chair of the Naming Committee.

13. **THE PRESIDENT**

- 13.1 The Board shall appoint a President, whose terms and conditions of employment shall be confirmed in a written contract with the Board no later than thirty (30) days following the appointment of the President.
- 13.2 The President shall have full authority to manage and direct the business and affairs of the College and to employ and discharge agents and employees of the College.
- 13.3 The President shall report to and be under the direction of the Board, shall conform to all lawful orders given by the Board, shall sit on such committees directed by the Board and shall at all reasonable times, provide the Board all information they may require regarding the affairs of the College.

13.4 In the event that the President is unable to perform the duties of the position due to illness or extended leave over 30 days, the Board shall approve the appointment of the person or persons delegated the authority of the President.

13.5 The President shall not have authority to conduct a review or investigation, or effect a legal settlement, of any matter involving the College that directly or indirectly involves or is related to the President, or the conduct of the President, without the prior approval of the Board. In the event a claim, complaint, action, grievance, lawsuit or other legal proceeding is made against the President (arising out of the discharge of his duties as President of the College), the President shall forthwith notify the Board of the existence of the matter.

14. **TREASURER**

14.1 The Treasurer shall be appointed yearly at the first meeting in the calendar year, and approved by the Board of Governors. The Treasurer shall be a signing officer of the Corporation.

14.2 The Treasurer shall ensure that the College keeps full and accurate account of all receipts and disbursements of the Corporation in proper books of account and that the College ensures that all moneys or other valuable effects in the name and to the credit of the Corporation are deposited in such banks as may from time to time be designated by the Board of Governors.

14.3 A Chair of the Audit Committee, appointed by the Board of Governors will work with the Treasurer, who is a member of the Committee, to ensure that the College distribute the funds of the Corporation under the direction of the Board of Governors, and that the College renders an account of all transactions to the Board of Governors as and when required.

14.4 The Treasurer shall ensure that the College cooperates with its auditors during any audit of the accounts and shall also perform such other duties as directed by the Board.

14.5 The Treasurer may be the chair of the Audit Committee.

15. **CORPORATE SECRETARY**

The senior person responsible for the administrative duties in the Office of the President will serve as Corporate Secretary.

Whereas the Chair of the Board is responsible for the integrity of the Board process, the Corporate Secretary is responsible for the integrity of the Board documents. The Corporate Secretary ensures that Board procedures are both followed and regularly reviewed. All Governors should have access to the advice and services of the Corporate Secretary and should recognize that the Chair is entitled to the strong support of the Corporate Secretary in ensuring the effective functioning of the Board.

The Corporate Secretary shall be the custodian of the corporate seal of the College and all books, papers, legal and financial records, correspondence, contracts and other documents belonging to the College, which the Corporate Secretary shall publicly disclose only when duly authorized to do so by a resolution of the Board or as required by law.

Specific issues include the following:

- a) The Corporate Secretary will serve as the recording secretary for all In-Camera meetings of the Board. In the absence of the Corporate Secretary, the Board Secretary or a member of the Board will serve as recording secretary at the discretion of the Board Chair.
- b) In the absence of both the Chair and the Chair Elect, the Corporate Secretary shall call the Board meeting to order provided there is quorum and shall serve as Chair while the Board elects a Temporary Chair.

16. **SECRETARY TO THE BOARD**

The Secretary shall be appointed by the office of the President and reports directly to the Corporate Secretary. The Secretary to the Board shall give notice of all meetings pertaining to the Board and related committees and shall keep a full and accurate record of all respective proceedings.

The title "Board Secretary" shall be listed under the attendees list, and in the body of the minutes, the term, "Recording Board Secretary" shall be used for clarification and audit purposes.

The Secretary shall also perform other duties as may from time to time be determined by the Board of Governors and/or the President.

The Secretary will be selected in an interview process that will include the Corporate Secretary, and the Chair and Chair Elect. The Corporate Secretary will serve in the role of Hiring Manager during the selection process.

17. **BOARD OFFICER VACANCIES**

- 17.1 Should the Office of the Chair or the Chair Elect become vacant for any reason, the members of the Board may appoint a member to fill such vacancy from among eligible members.
- 17.2 If the Office of the President becomes vacant for any reason, the members of the Board shall appoint the eligible person to fill such vacancy on an interim basis, by resolution, until such time as a permanent appointment has been made.
- 17.3 If the Office of any other Board officer shall become vacant for any reason, the members of the Board may appoint a person to fill such vacancy by resolution.

18. **DELEGATION OF DUTIES OF BOARD OFFICERS**

In the absence of or inability to act of the Chair, the Chair Elect or any other Board officer or for any other reason that the members of the Board may deem sufficient, the Board may delegate by resolution all or any of the powers of such officer to any other eligible person or to any member of the Board for such period of time that the Board deems appropriate.

19. **REMOVAL OF A BOARD MEMBER**

- 19.1 Any member of the Board, other than the President, who is absent for three (3) consecutive scheduled meetings of the Board or who is absent for more than four (4) scheduled meetings of the Board within any twelve (12) month period, without having been granted a leave of absence from the Board, may be removed as a member by the Board by resolution and upon such removal the said member's position on the Board shall be deemed vacant.

"Scheduled meeting of the Board" shall mean any duly called meeting of the full Board of Governors, including regular meeting, in-camera meeting, committee of the whole meeting, or special meeting. For the purposes of this section, where more than one kind of meeting of the full Board are held on the same day, the absence of any Board member from two or more meetings held on the same day shall be deemed to be a singular absence for the purpose of calculating missed meetings.

"Leave of absence" shall mean a leave which is requested by a member of the Board for a specified period of time and granted by resolution at the discretion of the Board at an in-camera meeting of the Board of Governors.

19.2 In addition to remedies available to the Board to terminate a Board member due to absence, by resolution, the Chair and the Chair Elect may be removed from their respective offices if they are absent for three (3) consecutive meetings of the Board, without having been granted a leave of absence from the Board.

19.3 The process for the declaration of any vacancy referred to in sections 19.1 and/or 19.2 shall be initiated by Board motion and returnable at the next regularly scheduled meeting of the Board for decision by the Board.

20. **REMUNERATION OF GOVERNORS**

Members of the Board shall serve without remuneration and no member of the Board shall directly or indirectly receive any gain from the member's position. However, a member of the Board may be reimbursed for reasonable expenses incurred by the member in the performance of Board duties further to Board approval in accordance with section 10 of Regulation 34/03.

21. **BOARD MEETINGS**

21.1 Meetings of the members of the Board shall normally be scheduled on a monthly basis, from September to June each year at the College or elsewhere as the Board may determine and on such day as the Board shall appoint. A copy of any resolution of the board fixing the place and time of the regular meeting schedule, once approved, shall be provided to every board member and no further notice shall be required.

21.2 Annual General Meeting of the members of the Board shall be held at the College or elsewhere, as the Board may determine and on such day as the Board shall appoint. At every annual meeting or at such other meeting as the Board may determine, in addition to any other business that may be transacted, reports of members of the Board, the year-end financial statement and the report of the auditors shall be presented and the auditor shall be appointed or confirmed for the ensuing year. The members of the Board may consider and transact any business, either special or general, without any notice therefore at any meeting of the Board.

21.3 Annual or any other general or special meeting of the members of the Board may be called by the Chair, the Vice-Chair, the President or by the Secretary to the Board on the direction of the Chair, the Chair Elect, the President or any five members at the Head Office of the College or elsewhere in Ontario and on such day and at such time as that person or persons shall determine and the purpose of

the meeting shall be disclosed in the notice of meeting.

- 21.4 Notice of the date, time and place of each meeting of the Board, other than meetings set out in Article 21.1, shall be given to each member not less than forty-eight (48) hours (exclusive of any part of a Non-Business Day) before the time when the meeting is to be held. Where every member of the Board is in attendance and provides consent the notice period may be waived.
- 21.5 If all members of the board present or participating in a meeting consent, a member of the board may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A member of the board participating in such a meeting by such means is deemed to be present at the meeting.
- 21.6 Subject to section 21.7 all meetings of the Board shall be held in public. All matters of a confidential nature, pursuant to the criteria set out in section 21.5, shall be considered by the Board *in camera* unless the Board, by majority vote, resolves to consider a specific confidential matter in a public session.
- 21.7 Matters of a confidential nature which shall be considered by the Board in closed (in camera) session shall include, but not be limited to:
- a) all matters pertaining to the College President's terms of employment, including selection, evaluation, contract terms and termination;
 - b) all matters pertaining to the terms of employment of any individual employee including, but not limited to, disciplinary matters;
 - c) all matters in litigation, threatened litigation or potential litigation affecting the College;
 - d) the receipt of advice, whether written or oral, that is subject to solicitor-client privilege including all communications for the purpose of pending, threatened or contemplated litigation affecting the College;
 - e) the sale, transfer, gifting, exchange, lease, expropriation, mortgaging, or encumbering of real property by or in favour of the

College,

- f) all matters pertaining to the security of persons and property relating to the College;
- g) all matters pertaining to the specific terms of labour relations issues including, but not limited to, collective bargaining;
- h) any matter of a personal nature involving an individual, unless such individual requests, and the Board agrees, that that part of the meeting may be open to the public, in accordance with subsection 5(7) of Ontario Regulation 34/03;
- i) all matters comprising information that is prohibited from disclosure by law, including, but not limited to, the Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.F.3 and the Personal Information Protection and Electronic Documents Act, S.C. 2000, c.5;
- j) any other matters which, in the opinion of a majority of the Board, the public disclosure thereof would be prejudicial to or jeopardize the strategic interests of the College or its students.
- k) all consideration of whether a specific item should be discussed in camera.

22. **QUORUM**

- 22.1 Two thirds (2/3) of the total Board membership shall form a quorum at any meeting of the Board of Governors. (11 for membership of 16 or 17)
- 22.2 A quorum of any Committee of the Board shall be a majority of the members of the Committee.

23. **NOTICE OF MEETING**

- 23.1 The Board shall, by resolution, appoint a day or days to be named for regular meetings in any month or months and shall send a copy of such resolution to each member of the Board and shall post a copy or copies prominently in the College premises for the view of the public, all of which shall constitute "prior notice" to members of the Board and to the public of meetings of the Board.
- 23.2 Any notice may be given by the Corporation to any member of the Board or Corporation either personally, by telephone, telegram,

telefax, telecopier, courier, electronic correspondence or mailogram or by sending it through the post in a post-paid envelope or postcard, addressed to the last known address of such member appearing on the books of the Corporation.

- 23.3 Accidental omission to give notice to any member of the Corporation or of the Board entitled to notice shall not invalidate any resolution passed or proceedings taken at such meeting.
- 23.4 Notice of any meeting may be dispensed with if all members of the Corporation or the Board or any Committee thereof are present or if those absent consent in writing (either before or after the meeting) to the meeting being held in their absence; a member of the Corporation or the Board or any Committee thereof may at any time, waive notice of any such meeting and may ratify and approve any and all proceedings taken.
- 23.5 Notice of any regular meeting of the Board or any Committee thereof shall be given at least three (3) days before it is held.
- 23.6 Notice of any special meeting of the Board or any Committee thereof shall be given at least one (1) day before it is held.
- 23.7 Notice of any meeting of the members of the Corporation shall be given at least seven (7) days before it is held.
- 23.8 Any Committee thereof may appoint a day or days to be named for regular meetings in any month or months and of such regular meeting no notice need be sent.
- 23.9 The statutory declaration of the Secretary to the Board that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
24. **VOTING**

Questions arising at any meeting of the members of the Board shall be decided by a majority vote of those members including the Chair present and eligible to vote. In the case of an equality of votes the motion shall be declared defeated by the Chair. All votes at any such meeting shall be

taken by ballot if so demanded by any member of the Board present but if such demand is not made the vote shall be taken by a show of hands.

A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

25. **POWERS**

25.1 The Board shall administer the affairs of the College in all things and make or cause to be made for the College in its name any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the College is authorized to exercise and do, as provided by any applicable statute or law and as prescribed by Regulation.

25.2 The Board shall not,

- a) acquire by purchase, lease, deed, contract, grant or devise; or
- b) sell, grant, convey, mortgage, pledge, lease or otherwise dispose of any real property or any part thereof, or any interest therein, without the written approval of the Minister.

25.3 The Board shall not,

- a) approve an annual budget prepared in respect of a fiscal year of a college that would provide for an accumulated deficit at the end of such fiscal year; or
- b) make any expenditures that are not within the financial limits set by the annual budget, without the written approval of the Minister in accordance with section 9(2) of O. Reg. 34/03.

26. **POLICIES**

The Board shall have the power to set policies as provided by legislation and corresponding Regulations. Within these limits and subject to the binding policy directives of the Minister, and subject to the Terms and Conditions of Employment for College Staff, the Board shall establish policy to guide the President in operating the college.

The President and the College Administration will establish Administrative Procedures within the parameters defined by Board Policy.

27. **INDEMNITIES TO GOVERNORS**

Every member of the Board and the heirs, executors and administrators,

and estate and effects, respectively, of every member of the Board shall from time to time and at all times, be indemnified and saved harmless, out coverage provided by the College, from and against:

- a) All costs, charges, expenses and judgments whatsoever which such member of the Board sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that member for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that member in or about the execution of the office of that member, and
- b) All other costs, charges and expenses which that member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of that member.

28. **PROTECTION OF GOVERNORS, OFFICERS AND EMPLOYEES**

- 28.1 No member of the Board or officer or employee of the College shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or officer or employee of the College or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the College 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of duties of the office or trust of that member or in relation thereto unless the same shall happen by or through the wrongful and willful act or neglect or default of that member.
- 28.2 The members of the Board of the College shall not be under any duty or responsibility or respect of any contract, act or transaction whether or not submitted to and authorized or approved by the Board in accordance with the provisions of Section 31 Execution of Documents.
- 28.3 Subject to the provisions of Conflict of Interest rules if any member of the Board or officer or employee of the College shall be employed by or shall perform services for the College otherwise than as a

member of the Board or officer or employee of the College 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 College the fact of that person being a member of the Board or officer or employee of the College shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

29. **CONFLICT OF INTEREST**

- 29.1 Every member of the Board or any Committee thereof who has a conflict of interest in any matter under consideration by the College is required to declare the nature of such conflict to the Chair or Chair Elect as soon as said member is aware of the conflict and prior to discussion of such matter at any meeting of the members of the Board or Committee thereof and shall refrain from discussing and voting thereon.
- 29.2 The obligations of Board members shall be prescribed by the Ministry Binding Policy Directive on Conflicts of Interest.
- 29.3 Secretary to the Board and/or Corporate Secretary shall record in the Minutes of the College, the nature of any conflict of interest so declared on the part of any member of the Board.
- 29.4 a) For purposes of Sub-Sections (1) and (2), conflict of interest normally relates, but is not limited, to a direct pecuniary interest of the member, either personally or through a member's family.
- b) Direct pecuniary interest shall be interpreted as an individual interest rather than one that is common to a class of persons, including situations where a member or a member's immediate family could benefit personally from a decision while a larger group of people could not.
- c) Immediate family shall be interpreted to include the spouse, parents or children of a member.
- 29.5 A member of the Board or any Committee thereof
- a) shall not use information obtained as a result of the member's appointment for personal benefit,

- b) shall not divulge confidential information obtained as a result of the member's appointment unless legally required to do so, and
 - c) shall declare any conflict of interest at the earliest opportunity.
- 29.6 An undeclared conflict of interest may be identified by a majority vote of the Board in which the member who is the subject of the motion shall not vote.
- 29.7 Where a Board member fails to comply with this section and/or the Minister's Binding Policy Directive on Conflict of Interest, unless the member's failure is the result of a bona fide error in judgment, the Board shall:
- a) issue a verbal reprimand; or;
 - b) issue a written reprimand; and/or;
 - c) request that the Board member resign; and/or;
 - d) remove the Board member and declare the member's position vacant.
- 29.8 Removal of a Board member shall be initiated on the basis of Board motion and returnable at the next regularly scheduled meeting of the Board and determined on the basis of a three quarters ($\frac{3}{4}$) majority of the Board, in which the member found to have been in conflict shall not vote.

30. **DISCLOSURE OF INTERESTS IN CONTRACTS**

- 30.1 Without limiting the generality of Section 29, every member with a proposed contract or a contract with the College shall declare said interest at a meeting of the members of the Board as required by Ministry Binding Policy Directives and any applicable statute or law.
- 30.2 In the case of a proposed contract, the declaration required by this Section shall be made at the meeting of the members of the Board at which the question of entering into the contract is first taken into consideration or, if the said member of the Board is not at the said meeting, at the next meeting of the members of the Board held after that member becomes so interested.
- 30.3 In a case where the member of the Board becomes interested in a contract after it is made, the declarations shall be made at the first meeting of the members of the Board held after that member becomes so interested.
- 30.4 For the purposes of this section, a general notice given to the members of the Board of the College by a member of the Board to

the effect that said member is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the members of the Board or the said member takes reasonable steps to ensure that it is brought up and read at the next meeting of the members of the Board after it is given.

30.5 If a member of the Board has made a declaration of said member's interest in a proposed contract or a contract with the College in compliance with this section and has neither taken part in the discussion nor voted in respect of the contract, that member is not accountable to the College or to any of the Board members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of that member holding that office or of the fiduciary relationship established thereby.

30.6 Notwithstanding anything in this section, a member of the Board is not accountable to the College or to any of the other members of the Board or creditors for any profit realized from such contract and the contract is not by reason only of said member's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the members of the Board duly called for that purpose and if said member's interest in the contract is declared in the notice calling the meeting.

31. **EXECUTION OF DOCUMENTS**

31.1 Deeds, transfers, licenses, contracts and engagements on behalf of the College shall be signed by any two of the Chair, the Vice-Chair, the President and Treasurer or by any two members of the Board if authorized by the Board to do so, and the Corporate Secretary or any member of the Board may affix the seal of the College to such instruments as require the same.

31.2 Contracts in the ordinary course of the College's operations may be entered into on behalf of the College by the Chair, the Vice-Chair, the President or Treasurer or by any other person authorized by the Board.

31.3 Any two of the Chair, the Chair Elect, the President and the Treasurer or any two members of the Board if authorized by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the College in its individual

or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the College transfers of shares, bonds or other securities from time to time transferred to the College, and the Corporate Secretary or any member of the Board may affix the corporate seal to any such transfers or acceptances of transfer, and make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an Attorney or Attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

- 31.4 Notwithstanding any provisions to the contrary contained herein, the Board may, by resolution, delegate to any person or persons the right to execute instruments, agreements, contracts, obligations or other similar documents of the College and prescribe policies and procedures relating to the above delegation of duties and responsibilities.

32. **CHEQUES**

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 College shall be signed by such officer or officers, agent or agents of the College 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 College through its bankers, and endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed "for collection" or "for deposit" with the bankers of the College by using the College's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the College and the College's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement for balances and release or verification slips.

33. **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the College shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such officer or officers, agent or agents of the College, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general, or confined to specific instances. The institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event -be liable for the due application of the securities so

withdrawn from deposit or the proceeds thereof.

34. **BORROWING**

The Board may:

- a) borrow money on the credit of the College; or
- b) issue, sell or pledge securities of the College; or
- c) charge, mortgage, hypothecate or pledge all or any of the personal property of the College, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts,, or any other obligation or liability of the College.

The Board may authorize any member of the Board, officer or employee of the College or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the College as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the College.

34.1 The Board shall ensure that borrowing and lending transactions comply with the Financial Administration Act appended hereto as Appendix "C".

35. **BOOKS AND RECORDS**

35.1 The Board shall see that all necessary books and records of the College required by the By-law of the College or by any applicable statute or law are regularly and properly kept.

35.2 Minutes of Proceedings which accurately reflect the proceedings of the Board shall be made available to the public and shall be posted to the College Internet web site within 30 days of approval by the Board.

36. **AUDITORS**

Auditors licensed under the Public Accountancy Act shall be appointed annually by the members of the Corporation for the ensuing year at such remuneration as may be determined by the Board; the auditors shall make an annual audit of such part or all of the books of the Corporation as the Board or the members may direct and shall report to the Board (which shall constitute itself for this purpose as a meeting of the members of the

Corporation) not later than the September meeting of the Board following the end of each fiscal year.

37. **FINANCIAL YEAR**

Unless otherwise prescribed by Regulation, the financial year of the College shall end on the thirty-first (31st) day of March.

38. **COMMITTEES**

- 38.1 The Board shall appoint an Audit Committee. Membership shall be established by resolution on or before the September meeting of the Board in each calendar year in accordance with policy adopted by the Board.
- 38.2 There shall be a Committee of the Whole, comprised of all current members of the Board, which shall meet regularly as determined by the Chair of the Board. The Committee of the Whole shall meet to receive information and reports on matters of interest to the College, to informally discuss such matters without being bound by strict rules of procedure for debate and to prepare such reports of its proceedings as the Committee of the Whole considers appropriate. The Committee of the Whole shall not have any final decision-making authority but shall be limited to making a report of its deliberations, which may include recommendations, to the Board.
- 38.3 The Board shall elect, and maintain, an Executive Committee whose members shall include not fewer than three (3) Board members including the Chair, Vice-Chair/Chair Elect and College President and may delegate to the Executive Committee any powers of the Board subject to the restrictions, if any, imposed by the Board or upon the request by two (2) members of the committee. The Executive Committee shall exercise its delegated authority in matters of urgency or when it is not otherwise reasonably feasible to convene a full Board meeting, such as during the summer months of June, July and August. Minutes of all meetings of the Executive Committee shall be presented at the next regularly scheduled meeting or in camera meeting of the Board, as the case may be.
- 38.4 The Board shall ensure that an Advisory College Council is established and whose structure, composition, terms of reference and procedures are determined by this By-law appended hereto as Appendix "D".
- 38.5 The Board shall ensure that a Program Advisory Committee for each program of instruction or cluster of related programs offered at the

College is established and that the structure, terms of reference and procedures are determined by this By-law appended hereto as Appendix "E".

39. **OTHER COMMITTEES OF THE BOARD**

39.1 The Board may from time to time appoint Committees consisting of such persons as the Board may appoint to act in an advisory capacity. Membership on Board Committees shall not be limited to Board members only but in all cases a majority of Committee members must be members of the Board. The members of such Committees shall hold office at the pleasure of the Board and the Chair and the President shall be ex officio members of each such Committee.

39.2 The Board may fill any vacancies occurring from time to time in such committees and may dissolve and/or re-appoint any such committee.

39.3 Minutes of the proceedings of any such Committee shall be kept in a book or books for that purpose, which shall be open for the inspection by any member of the Board. The minutes of all meetings of the Board of Governors shall be presented at the next meeting of the members of the Board and confirmed over the signature of the Chair.

40. **ADJOURNMENT**

Any meetings of the members of the Board or a Committee thereof may be adjourned to any time, and from time to time, and such business may be transacted at said adjourned meeting as might have been transacted at the ordinary meeting from which such adjournment takes place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding the absence of quorum.

41. **AMENDMENTS**

The By-law may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two-thirds of the Board members present and eligible to vote PROVIDED THAT a notice of motion of the proposed amendment or repeal is brought before the Board at a regular meeting, after which the motion shall be presented at the next regular meeting of the Board, to be read, discussed and voted upon.

42. This By-law supersedes and repeals all previous By-laws.

this Enacted by the Board of Governors and sealed with the Corporate seal

_____ Day of _____, _____.

Chair

Or

Corporate Secretary