



**SAULT**  
COLLEGE

**THE BOARD OF GOVERNORS OF THE SAULT COLLEGE  
OF APPLIED ARTS AND TECHNOLOGY**

**BY-LAW 1**

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**BY-LAW No. 1**

A By-Law relating to the transaction and general conduct of the affairs of THE SAULT COLLEGE OF APPLIED ARTS AND TECHNOLOGY ("College")

BE IT ENACTED as a By-Law as follows:

**ARTICLE 1 - DEFINITIONS AND INTERPRETATION**

- 1.1. In this By-Law, unless the context otherwise requires and other than as specifically defined in this Section, all terms contained in this By-Law that are defined in OCAATA or ONCA shall have the meanings given to the terms in OCAATA or ONCA. Words importing the singular shall include the plural and vice versa. References to persons shall include firms and corporations. Words importing one gender shall include all genders. Headings are used for convenience of reference and do not affect the interpretation of this By-Law. Any reference to a statute in this By-Law includes, where context requires, the statute and the regulations made thereunder, as amended.
- (a) "Academic staff member" shall mean a person who is employed full time by the College as a teacher, counsellor, or librarian.
  - (b) "Act" or "OCAATA" shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time.
  - (c) "Administrative staff member" shall mean a person who is employed by College who is not an Academic staff member, a Support staff member, or a Student.
  - (d) "Board" shall mean the Board of Governors of the College.
  - (e) "College" shall mean The Sault College of Applied Arts and Technology.
  - (f) "College Council" shall mean the body known as The Advisory College Council of Sault College that shall be established by the Board under this By-Law.
  - (g) "Internal appointed/elected members" means one student, one academic staff member, one administrative staff member, each of whom shall be appointed by the students or elected by the relevant staff group.
  - (h) "LGIC" shall mean the Lieutenant Governor in Council.
  - (i) "Minister" shall mean the Minister of Colleges and Universities or such other member of the Executive Council to whom the administration of the Act may be assigned under the *Executive Council Act*.

- (j) "Ministry" shall mean the Ministry of Colleges and Universities unless otherwise indicated.
- (k) "ONCA" shall mean the *Not-For-Profit Corporations Act, 2010*, and the regulations thereunder, as amended.
- (l) "Student" shall mean a person who is enrolled in a course or program of instruction in a College.
- (m) "Support staff member" shall mean a person who is employed by full time by the College in roles including but not limited to clerical, technical, health care, maintenance, purchasing, and custodial.

#### **ARTICLE 2 – NAME**

The name of the College shall be The Sault College of Applied Arts and Technology and it will be managed legally by the Board and its legal powers flow from the Act and ONCA and its regulations thereunder.

#### **ARTICLE 3 - HEAD OFFICE**

The registered office of the College shall be at 443 Northern Ave. E., in the City of Sault Ste. Marie, in the District of Algoma, and in the Province of Ontario, or at such place therein as the Board may from time to time determine.

#### **ARTICLE 4 – SEVERABILITY AND PRECEDENCE**

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in this By-Laws are inconsistent with those contained in the articles or any Act, the provisions contained in the articles or any Act, as the case may be, shall prevail.

#### **ARTICLE 5 – CORPORATE SEAL**

The seal of the College shall be in the form impressed in the margin of this page.

#### **ARTICLE 6 - BOARD MANDATE**

- 6.1. The Board shall facilitate, uphold, and support the mission, vision, and values of the College.

- 6.2. The Board shall establish appropriate education policies and practices that adhere to the standards expected of a postsecondary institution of its kind in the Province of Ontario.
- 6.3. The Board cannot act outside of its mandate as established by applicable law.
- 6.4. The College operations shall be carried on without purpose of gain for its members and any profits or other gains to the College shall be used in promoting its objectives.
- 6.5. The Board shall fulfill the College's objectives and regularly review its mission, vision, policies, and strategic plan, business plan and budget and shall ensure that the College is operating within and adhering to those parameters.

## **ARTICLE 7 - BOARD OF GOVERNORS**

### **7.1. Size and Composition of the Board**

The Board of Governors shall be composed of:

- (a) an even number of members and shall be composed of not less than twelve (12) and not more than twenty (20) members exclusive of the President and Internal appointed/elected members.
- (b) the President of the College, by virtue of office, as a voting member; and
- (c) internal appointed and/or elected Governors comprised of one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by the students or relevant staff group.
- (d) The Board remains properly comprised even if the Student and/or Staff group chooses and/or fails to elect or exercise its right to elect a Governor under these By-Laws.

### **7.2. Eligibility Requirements of Governors**

A Governor must be an individual who:

- (a) is an individual;
- (b) is eighteen (18) or more years of age;
- (c) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

- (d) has not been found to be incapable by any course in Canada or elsewhere; or
- (e) has not been declared an ineligible individual under the *Income Tax Act (Canada)*.

### **7.3. Persons Disqualified from being External Governors**

The following persons are disqualified from being an External Governor:

- (a) An employee of a College of applied arts and technology;
- (b) A Student;
- (c) The opposite/same-sex spouse or common law partner of an individual referred to in (a) or (b); or
- (d) Any person who was an employee of the College within the last year.

### **7.4. Term of Office**

#### **Governors**

**7.4.1.** Governors, including those appointed by the LGIC or the Board, and those elected as Internal Governors shall take office on September 1 in the year of their appointment or election, until August 31 of the year of expiry of their term, as the case may be, and shall hold office for a term not to exceed three (3) years and shall not serve more than six (6) consecutive years but are eligible for reappointment or re-election, as the case may be, after a two-year absence from the Board for successive terms not to exceed six (6) years in total.

**7.4.2.** The board may determine by board resolution that the six-year limit set out in 7.4.1 does not apply to a member who is serving as Chair of the board, and the member shall immediately be eligible for reappointment or re-election to another term of office, provided that the member continues to serve as chair. A member who continues to serve as chair pursuant to this section may not be a member of the board for more than eight consecutive years and subsequently is not eligible for reappointment or re-election to the board.

#### **Students**

**7.4.3.** Each student member shall take office on September 1 in the year of their election and shall be elected for a term of (1) year. No student shall serve as a student Governor for more than four (4) consecutive years provided that after an absence of two (2) years such person shall be eligible for re-election or re-

appointment for another successive term not to exceed four (4) years.

### **7.5. Appointment of external governors**

**7.5.3.** Twelve (12) external governors shall be appointed, and such appointments shall be made by the following:

- (a) Four (4) appointments shall be made by the LGIC.
- (b) Seven (7) appointments shall be made locally; and
- (c) One (1) appointment shall be made by Indigenous Education Council

### **7.6. Role and Responsibilities of Appointed/Elected Members**

**7.6.3.** Appointed/elected members of the Board shall serve:

- (a) in a voluntary capacity; and
- (b) in a voting capacity at Board meetings and on all standing committees of the Board to which they may be appointed.

**7.6.4.** Internal appointed/elected members may hold the position of Chair of the standing committees but only external members can hold the position of Chair or Vice Chair of the Board.

### **7.7. Nominations, Appointments Elections, Voting and Appeals Procedures for Internal Appointed/Elected Members**

#### **Nominations**

**7.7.3.** Nominations for elections shall open twenty (20) working dates before the election and close ten (10) working days prior. If no nominations are received, the period extends for three working days.

**7.7.4.** Nominations require a completed form with a nominator and seconder from the relevant constituent group. Nominations for staff representatives must be delivered to the Vice President of Finance and Corporate Services and nominations for students must be delivered to the SCSU Executive Director for eligibility confirmation.

**7.7.5.** Completed nominations, along with a brief biography and Consent to Release Information to Third Party statement, are to be submitted to the Vice President of Finance and Corporate Services.

**7.7.6.** Campaigning starts after nominations close and ends ten hours before polls open for academic, administrative, and support staff constituents.

**7.7.7.** If only one person is nominated by the deadline, they are acclaimed without the need for an election.

### **Elections**

**7.7.8.** All elections for constituent groups for academic, administrative and support staff shall be by secret ballot with voters identifying a first and second choice from the names on the ballot. Voting will be conducted via an electronic voting platform.

**7.7.9.** Student appointments shall be held within the provisions of the Constitution of the Student Administrative Council.

### **Candidate and Voter Eligibility**

**7.7.10.** Actively employed members of constituent groups are eligible to both nominate and vote in elections pertaining to their constituency, unless otherwise restricted.

**7.7.11.** A voter/nomination list, comprising all employed and/or registered members of the constituency group, will be distributed electronically on the day nominations open. Any amendments or challenges to the voter/nomination list will be received and responded to by the Vice President of Finance and Corporate Services.

### **Polling Period**

**7.7.12.** Polls are open on election days from 9:30am to 7:00pm. An advance poll is held from 11:00am to 2:00pm four working days before the election date or on a different day of the week prior.

### **Vote Tally**

**7.7.13.** Votes are automatically tallied via the electronic voting system immediately after the closing of the main election poll.

**7.7.14.** Should a tie occur for first place, the candidate(s) receiving the least votes are disqualified, and their ballots are redistributed according to the voter's preference, if any. If a tie remains following the second count, the tie shall be broken by a coin toss by the Vice President, Finance and Corporate Services



in the presence of the candidates.

**7.7.15.** Any candidate can request a recount in writing to the Vice President, Finance and Corporate Services within 24 hours of the official count, and the recount shall be held within 48 hours of the request.

**7.7.16.** Within 48 hours of polls closing, or 24 hours after a recount is requested, the Vice President, Finance and Corporate Services shall:

- (a) Communicate election results internally and file the results with the Secretary of the Board.
- (b) File the name of the runner-up in the election with the Secretary of the Board for potential vacancies before the term expires.

### **7.8. Appeals Procedures**

**7.8.3.** Appeals to any action or decision related to the nomination and/or election process shall be made in writing to the Chair of the Board or their designate.

**7.8.4.** The Chair of the Board shall establish an Appeal Committee comprised of three external members of the Board of Governors, to rule on the complaint.

### **7.9. Calling of Elections**

**7.9.3.** The Board, at their third meeting, shall identify the position eligible for election, and issue an invitation for nominations.

**7.9.4.** The Vice President, Finance and Corporate Services shall be responsible for ensuring the following:

- (a) that the nomination and election procedures for constituent representatives on the Sault College Board of Governors are followed.
- (b) that all potentially interested nominees are informed of and have access to the roles and responsibilities of members of the Board.
- (c) that election dates and locations of polling booths are published throughout the College community; and
- (d) that all candidates nominated are eligible.

### **7.10. Governor Consent to Serve as Governor**

An individual elected or appointed to hold office as a Governor shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Governor has been re-elected or reappointed where there is no break in the Governor's term of office. If an elected or appointed Governor consents in writing after the ten (10) day period referred to in this Section, the election or appointment is not valid.

### **7.11. Vacancies**

The office of a Governor shall be vacated immediately if:

- (a) the Governor resigns office by written notice to the Board, which resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later.
- (b) the Governor becomes disqualified pursuant to Article 7.2; or
- (c) the Governor dies.

### **7.12. Filling Vacancies**

**7.12.1. Vacancies Among External Governors.** Where a vacancy occurs among External Governors, the Governance Committee will meet to recruit and make recommendations to the LGIC or the Board, whichever is applicable, who shall appoint a person to fill the vacancy. If the Governor who vacated the office was appointed by the LGIC, in which case the process for filling this position will be followed.

**7.12.2. Vacancies Among Internal Governors.** Where a vacancy occurs among Internal Governors, the Student or relevant staff group shall, in accordance with this By-Law, elect a person to fill the vacancy or in the case of the student representative, as per the student constitution.

**7.12.3. Term.** The term of the person appointed or elected to fill a vacancy shall be for the same term as is provided in Article 7.4, as applicable, and shall commence upon such appointment or election and shall terminate on August 31 in the year in which such term expires.

**7.12.4. Resignation Mid Term of Internal Appointed/Elected Governors.** In the event an internal appointed/elected member resigns mid-term, the following guidelines will follow:

- (a) If the Internal appointed/elected member resigns in the first six (6) months, the runner up will move into the position. If the member was acclaimed, an election will be held.
- (b) If the Internal appointed/elected member resigns after six (6) months, an election will be held, and the term of office will be determined by the College prior to a new election being called.
- (c) If the Internal appointed/elected member resigns in the last six (6) months of the term, the position will remain vacant until the next appointment or election as applicable.

**7.12.5. Resignation Mid Term of External Governors.** In the event an external member resigns mid-term, the Governance Committee will conduct a recruitment process and bring forward a recommendation to the Board for approval. If the external member referred to in this Section is appointed by the LGIC the same recruitment process will be followed as with other external members, but the Governance Committee shall endeavour to put forward up to three (3) nominees and submit the required documentation for each to the LGIC.

### **7.13. Leave of Absence**

**7.13.1.** A Governor may make a request for a leave of absence in exceptional circumstances such as medical or other reasons. Such request may be granted by resolution of the Board.

**7.13.2.** A Governor who finds that he or she is unable to fulfill their responsibilities as a Board member for six (6) consecutive months or longer, may consider whether or not resigning from their position is the best course of action.

## **ARTICLE 8 - POWERS OF THE BOARD**

**8.1.** The Board shall provide direction and oversight of the College.

**8.2.** The Board may make, or cause to be made, in the College's 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.

**8.3.** The Board is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property moveable or immovable, real or personal, or any right or interest therein owned by the corporation for such consideration and upon such terms and conditions as it may deem advisable.

## **ARTICLE 9 - OFFICERS OF THE CORPORATION**

9.1. The Board shall have the following officers in accordance with this By-Law:

- (a) Chair
- (b) First Vice Chair
- (c) Second Vice Chair
- (d) President
- (e) Treasurer
- (f) Board Secretary
- (g) such other officers as the members of the Board may establish and appoint from time to time.

## **ARTICLE 10 - ELECTION OF THE CHAIR AND VICE CHAIRS**

**10.1.** The Board shall annually elect from among its External Governors, a Chair, a 1<sup>st</sup> Vice-Chair and a 2<sup>nd</sup> Vice-Chair. The Chair and Vice-Chairs shall be eligible for re-election, once, for a maximum term of two (2) years.

**10.2.** In the month prior to the final meeting, the nomination period will open for three weeks. The Board Secretary shall send, via email, the electronic nomination form and process.

**10.3.** The nominator shall ensure the candidates selected are prepared to stand for office.

- 10.4.** All nominations require a seconder.
- 10.5.** The Chair and Vice Chairs shall be elected on a majority vote, by secret ballot from a list of nominees at the final meeting.
- 10.6.** The ballots shall be counted by the Treasurer and confirmed by the current Chair, if ineligible for re-election, or, if the current Chair is standing for re-election, or in the Chair's absence, by the Board Secretary.

## **ARTICLE 11 - DUTIES OF OFFICERS**

The duties of the Officers are as follows:

**11.1. Chair.** The Chair shall, when present, preside at all meetings of the Board. Together with the Secretary or other officer appointed for the purpose, the Chair shall sign all By-Laws and such contracts, documents, or instruments in writing as require the Chair's signature. The Chair shall approve the incidental expenses of the President. The Chair or the Chair's designate is the official spokesperson of the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the office. The Chair will not hold the position of Chair in their final year on the Board but will remain as a regular member providing guidance and support to the incoming Chair in relation to outstanding business. The Chair has the duty to preserve order and decorum at meetings of the Board and to decide all questions of order and privilege. The Chair shall speak for the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incident to the office.

### **11.2. First Vice Chair**

In the Chair's absence, inability, or refusal to act, the First Vice Chair, upon approval of the Board, shall perform all of the duties and have all of the powers of the Chair.

### **11.3. Second Vice Chair**

In the First Vice Chair's absence, inability, or refusal to act, the Second Vice Chair, upon approval of the Board, shall perform all of the duties and have all of the powers of the Chair.

#### **11.4. President**

The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President full authority to manage and direct the business and affairs of the College, except such matters and duties as by law must be transacted or performed by the Board and subject to the executive constraints as may be imposed by the Board from time to time, and further to employ and discharge agents and employees of the College, to whom the President may delegate any lesser power. Any agent or employee appointed by the President shall be subject to discharge as set forth in the collective agreements or the terms of employment for administrative staff.

#### **11.5. Treasurer**

The Vice President responsible for finance shall be automatically appointed as Treasurer at the commencement of his or her employment. Treasurer shall:

- (a) prepare and submit annual budgets for approval.
- (b) keep full and accurate accounts of all receipts and disbursements of the College in proper books.
- (c) deposit all monies or other valuable effects in the name and to the credit of the College in such banks or other financial institutions as from time to time may be designated by the Board.
- (d) disburse the funds of the College under the direction of the Board while taking proper vouchers and shall render to the Board an account of all transactions, and the financial positions of the College upon request.
- (e) co-operate with the auditors during any audit of the accounts of the College; and

#### **11.6. Board Secretary**

The Executive Administrator shall be automatically appointed as Board Secretary at the commencement of his or her employment. The Board Secretary shall:

- (a) attend all meetings of the Board and ensure minutes of all proceedings are recorded in the books kept for such purpose.
- (b) give all notices required to be given to Governors.

- (c) be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College which they shall deliver only when authorized by Resolution of the Board to do so and to perform such other duties as may be determined from time to time by the Board.
- (d) perform such other duties that may from time to time be determined by the Board.

### **11.7. Other Officers**

The duties of all other Officers of the corporation shall, subject to the provisions of any applicable statute or By-Law, be such as the terms of their engagement call for or the Board or the President require of them.

### **11.8. Vacancies**

If the office of the Chair, First and Second Vice Chair, becomes vacant by reason of death, resignation, disqualification or otherwise, the Board shall appoint one of the External Governors to fill such vacancy without undue delay.

### **11.9. Delegation of Duties**

In the absence of or inability of any Board officer to act or any other reason that the Board members deem sufficient, the Board may delegate, by resolution, any of the powers of such officer to any other eligible appointed Governor who has served on the Board for a period of time as the Board may deem appropriate.

## **ARTICLE 12 - REMOVAL OF GOVERNORS**

**12.1. Removal of Governor.** The Board may remove a Governor, other than the President, or Governors appointed by the LGIC, from the Board before the expiration of their term if:

- (a) the Governor has failed to attend, without leave of the Board, two (2) consecutive regular Board meetings in an Academic Year (September to June)
- (b) the Governor has failed to attend, without leave of the Board, three (3) consecutive Board sub-committee meetings in an Academic Year (September to June).
- (c) the Governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest.

- (d) the Governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board.
- (e) the Governor has failed to observe and perform the Governor's fiduciary duty to the corporation in that the Governor has not acted with honesty, in good faith and in the best interests of the corporation.
- (f) the Governor has knowingly failed to comply with OCAATA, ONCA, the Directives, Board policies, or any other College policies applicable to the Governor.
- (g) the Governor is a Student Governor who is no longer in good academic standing or who has received an academic integrity alert or student conduct violation on their student file; and
- (h) the Governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such Governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of the College:
  - i. harassment (including activities that would constitute harassment under College policies or applicable laws)
  - ii. violence (including activities that would constitute violence under College policies or applicable laws)
  - iii. conviction of a criminal offence
  - iv. conduct unbecoming of the Board member, including but not limited to, improper use of authority or position, improper use of privileged or confidential information, and conduct that is deemed to be detrimental to or contrary to the mandate, interest, and welfare of the College; or
  - v. discrimination as defined under the *Ontario Human Rights Code*, including activities that would constitute discrimination under other College policies or applicable laws).

**12.2.** A bona fide error in judgment on the part of a Governor who has met any of the grounds in Article 12.1 may be considered in mitigation of application of sanctions, but such would not in and of itself require application of a lesser sanction.

**12.3.** With respect to any Governor appointed by the LGIC, if the Board believes there exists reasons justifying the removal of the Governor, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in



Council.

**12.4.** Prior to voting to remove a Governor, the Chair and Vice-Chair are to discuss the matter with the Governor in question to explain why the removal is being considered and to seek a satisfactory explanation or a solution to the alleged reasons for removal. If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in-camera session and the Board is to determine, by resolution passed by at least 2/3 of the votes cast, whether the Governor in question should be removed. The notice for the in-camera session shall specify the intention to pass a resolution to remove the Governor in question and the reasons justifying the removal. The Governor in question is to be clearly notified of the final decision of the Board and any action that will be taken.

**12.5.** Every decision of the Board to remove a Governor shall be reviewed by the Chair and the President. Such review shall:

- (a) only relate to the issues of whether the reasons for the removal and the procedure followed in removing the member were following this By-Law
- (b) not include a review of whether the decision of the Board was correct; and
- (c) require the Chair and the President to sign a written attestation that the removal process was carried out in accordance with this By-Law

**12.6.** Except with the consent of the Board, a Governor may be removed from office where their attendance level is considered unacceptable. Attendance shall be sufficiently demonstrated where a member participates at meetings and contributes to effective discussion and decision-making in person or by telephone or by any other means of telecommunications. Absence from a meeting will be considered deliberate if a Governor fails to attend meetings without acceptable reasons following written notification from the Chair that his/her attendance is an issue. Any Governor who is named by the Chair to withdraw from a meeting or who is suspended from meetings for unparliamentary language or other improper conduct shall be deemed to be absent from the outset of the meeting.

**12.7. Procedure for Removal**

**12.7.1.** Any two Governors may, in writing delivered to the Chair within the time frames allowed for agenda planning, requisition inclusion of a motion to remove or sanction a Governor as a first order of business on the agenda of the next regularly scheduled meeting of the Board.

- 12.7.2.** Notice of intention to pass any such resolution and the reasons therefore and the sanction sought shall be given in the notice calling the meeting.
- 12.7.3.** The Governor whose conduct is the subject of sanction shall be offered an opportunity at the meeting to speak to the issue before withdrawing from discussion and vote on their removal or lesser sanction.
- 12.7.4.** No sanction shall be imposed on any Governor for reasons other than those to which they were offered an opportunity to address the Board.
- 12.7.5.** Where discussion or vote on a resolution for removal from office is deferred or adjourned, the Governor whose removal from office is in question shall be deemed to be in a perceived Conflict of Interest on all issues then coming before the Board and shall not take part in any discussion or vote on any matter until resolution of the motion to remove them from office, but such Governor shall be entitled to have the question of their removal called at the next ensuing meeting of the Board in order that the issue be finally resolved. The Governor whose conduct is in question shall be notified of the decision of the Board when such a decision is made.

## **12.8. Sanctions**

In addition to any other rights the Board has, including the right to remove External Governors, the Board may apply any one or more of the following sanctions against any Governor who breaches any of the grounds for removal:

- (a) Oral reprimand.
- (b) Written reprimand.
- (c) Request for resignation.

## **12.9. Early Removal**

- 12.9.1. General Removal.** The term of office of a Governor ends upon their death or permanent disability where such disability prevents the Governor from fulfilling the duties of office. Other than the President, the term of office of any Governor ends when such a Governor resigns, vacates, or is removed from office. A student Governor who graduates prior to the expiry of their term of Student Governor, may remain a member of the Board until expiry of such term.
- 12.9.2. Removal of President.** The President ceases to hold office of Governor upon ceasing to be President.

**12.9.3. Removal of Internal Governor.** The term of office of a Governor elected to the Board by their constituency comes to and end immediately upon such person ceasing, whether temporary or permanent, to be a Student, Academic Staff Member, Administrative Staff Member or Support Staff Member, but a student Governor who graduates prior to the expiration of the student's term may remain a Governor until the last day of August in the year of their graduation

**12.10. Review of Decision to Remove Governor**

**12.10.1.** Any decision by the Board to remove a Governor from the Board, other than a Governor appointed by the LGIC, shall, at the request of any current Governor or at the request of the removed Governor, be subject to review. Such request may be made verbally in session or in writing to the President within 30 days of notification to the subject Governor of their removal from the Board. Upon notice of such a request, the Board shall at its first meeting following this request appoint an *ad hoc* Review Committee made up of a representative selection of seven current Governors, including the President. The Review Committee will elect from among themselves a chair, who shall be entitled to vote in the event of a tie, and who will report the Committee's findings to an *in-camera* session of the Board. The Review Committee's review will be restricted to whether reasons for the subject removal and the procedure followed in removing the subject Governor were following this By-Law.

**12.10.2.** The Review Committee's review shall not include a review of whether the decision of the Board in removing the subject Governor was correct. Once the Review Committee's report has been received, the Board shall resolve whether to accept the Review Committee's findings, and to dissolve the Review Committee. Upon the Board accepting a positive finding, the President and the Board Chair shall sign a written attestation that the removal process was carried out in accordance with the By-Law.

**ARTICLE 13 - REMUNERATION OF GOVERNORS AND COMMITTEEMEMBERS**

The Governors shall serve without remuneration and no Governor shall directly or indirectly receive any profit from their position with the exception of reasonable travel expenses incurred for Board purposes. This provision shall apply to all members of committees and subcommittees of the Board. An exception to this provision is those Governors with regular salaries who are employed by the College. The Board has the discretion to decide if travel expenses to and from Board meetings will be reimbursed or not.

## **ARTICLE 14 - BOARD MEETINGS**

### **14.1. Meetings of the Board**

- 14.1.2.** The Board may hold its meetings at such place or places as it may determine from time to time. No formal notice of any such meeting shall be necessary if all the Governors are present or if those absent waive notice or otherwise signify in writing their consent to the meeting being held in their absence. Such waiver or consent should be given before the meeting.
- 14.1.3.** Governors meetings may be formally called by the Chair or Vice-Chair(s), by the Secretary-Treasurer on the direction of the Chair or Vice-Chair(s), or a majority of the Board.
- 14.1.4.** Except as provided otherwise in this By-Law, all meetings of the Board shall be open to the public. No person shall be excluded from an open meeting except for improper conduct as may be determined by the Board.
- 14.1.5.** Subject to the provisions of the articles, if any, a meeting of Governors may be held entirely by one or more telephone or electronic means or by any combination of in-person attendance and by one or more telephone or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephone or electronic means, attends a meeting of Governors is deemed for the purposes of the Act to be present at the meeting and counted towards quorum.

### **14.2. Notice of Meetings**

- 14.2.1.** Notice to the Governors shall sufficiently be given by telephone or by other means of telecommunication, or, if mailed, five business (5) days in advance of the meeting.
- 14.2.2.** The Board shall ensure that the appropriate public media are notified of the day or days in any month or months that regular meetings will be held.
- 14.2.3.** Where the Board, by agreement, deviates from the regularly appointed meeting day or days, it shall notify the appropriate public media not less than two days before the meeting is to take place.
- 14.2.4.** In the event an urgent meeting is required, and the Board must deviate from the regularly appointed meeting date(s), the Board shall provide notice to each Governor by mail, fax, email or telephone and email. Email and fax notice must not

be less than two (2) days before the meeting and mailed not less than five business (5) days before the meeting is to take place.

### **14.3. Error or Omission in Notice**

**14.3.1.** No error or omission in giving notice of a meeting of Governors shall invalidate such meeting or invalidate or make void any proceeding taken at such meeting. Governors may thereafter at a properly constituted meeting ratify, approve, and confirm any or all proceedings taken or had at such meeting.

### **14.4. Agendas**

**14.4.1.** The agenda shall be prepared and circulated by the President or designate at least 5 working days prior to the regular meeting.

**14.4.2.** Although notice of a meeting may include a draft agenda, Governors may conduct the meeting in any order and the agenda may be changed or modified at the opening of the meeting to be held.

**14.4.3.** Should a member of the Board require a new item that is not already on the agenda be discussed, or to be provided with additional information with respect to a Board matter (such as a legal opinion addressed to the Board) that member should speak with the Board Chair and the President in advance of the meeting. If the member, the Board Chair, and the President are not in agreement, then the member may, on notice to the Board Chair raise the request at the opening of the in-camera meeting during the call for other business or approval of the agenda and the matter shall be determined by the Board.

**14.4.4.** Open agendas shall keep confidential those matters to be discussed in closed session.

### **14.5. Consent Agendas**

**14.5.1.** In order for an item to be included on the consent agenda, it must meet one or more of the following criteria:

- a) It is non-controversial or routine/recurring in nature.
- b) It is not anticipated to require discussion or debate; or
- c) It is recommended for inclusion on the consent agenda by one of the Board standing committees.

**14.5.2.** Items to be on the consent agenda are provided in advance of the meeting as part

of the Board package.

- 14.5.3.** Upon review of the Board package, if any Board member has a question about an item listed on the consent agenda, he/she is encouraged to request the item be removed from the consent agenda for further discussion. This request may be done prior to the meeting or at the meeting when the consent motion is presented for approval.
- 14.5.4.** Approval of the consent agenda by the Board constitutes approval of each of the items listed under the consent agenda portion. No separate motions are required to approve the individual items that are within the consent agenda Section.

#### **14.6. Closed Meetings**

- 14.6.1.** Where a matter to be considered by the Board is determined to be confidential to the College, that part of the meeting concerning such confidential matter may be held in camera.
- 14.6.2.** For the purposes of this article, the following matters are confidential to the College:
- (a) Individual personal matters.
  - (b) Strategic labour relations.
  - (c) Real and personal property transactions.
  - (d) Litigation which the corporation is involved.
  - (e) Other matters which by their nature require confidentiality so as to preserve legitimate interests of the corporation.
- 14.6.3.** A meeting or the part of a meeting concerning the following matters shall be held in camera:
- (a) Matters of personal nature concerning an individual unless the individual requests, and the Board agrees, that that part of the meeting be open to the public.
  - (b) Matters which in the reasonable opinion of the Board would negatively impact the College's interests or damage the College's reputation if publicly disclosed.
- 14.6.4.** A meeting or part of a meeting concerning sensitive matters or contentious issues maybe held in camera. Such matters and issues include, but are not limited to:

- (a) individual students
  - (b) individual Governors or prospective Governors
  - (c) individual employees of the College
  - (d) all matters arising out of the President's employment, including hiring, evaluation, contract terms and termination
  - (e) any other matter where personal information about an identifiable individual will be disclosed
  - (f) strategic labour relations and matters pertaining to collective bargaining or terms of employment
  - (g) the security of the property of and the financial obligations of the Board, including business operations and obligations
  - (h) the acquisition, disposition, lease, exchange, or expropriation of real or personal property or improvements, if the Board considers that disclosure might be expected to harm the interests of the College
  - (i) litigation or potential affecting the Board or the College
  - (j) Board self-evaluation
  - (k) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose
  - (l) information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*
  - (m) other matters that, in the opinion of the majority of Governors, the disclosure of which might be prejudicial to an individual or to the best interests of the College;  
and
  - (n) consideration about whether a matter or issue is to be discussed in camera
- 14.6.5.** Notwithstanding a meeting or part of a meeting being held in camera, decisions may be reported in open session as information items.
- 14.6.6.** The Board may conduct an in-camera meeting of the External Governors' only for matters that relate to items such as collective bargaining or President's contract.

**14.6.7.** All Governors and other persons attending the in-camera meetings shall keep all information, discussions, and proceedings at in camera sessions of the Board strictly confidential. Even when the resulting decision is made public, all discussions and all information provided at an in-camera session shall remain confidential unless the Board decides, by resolution, to make the information public.

**14.7. Quorum**

**14.7.1.** Fifty percent (50%) of Board members, plus one, shall form a quorum for the transaction of business. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

**14.7.2.** If a member declares a conflict of interest or is found to be in a conflict of interest with respect to an agenda item, but is present at the beginning of the meeting, the meeting may continue as the member is counted in the determining of quorum.

**14.8. Voting**

**14.8.1.** Business arising at any meeting shall be decided by a majority of votes unless otherwise required by the Act or this By-Law.

**14.8.2.** Votes to amend or adopt By-Laws shall require a two-thirds majority.

**14.8.3.** If there is a tie vote, the Chair shall cast the deciding vote.

**14.8.4.** All votes at any such meetings shall be taken on a show of hands of the members present.

**14.8.5.** Whenever a vote by show of hands is taken on a question, unless a recorded vote is requested, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**14.8.6.** Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Governor may require, a recorded vote. A recorded vote so required shall be taken in such manner as the Chair of the meeting shall direct.

**14.8.7.** In the absence of the Chair, their duties may be performed by the Vice Chair, or such other Governors as the Board may appoint for such purpose from time to time.

**14.8.8.** A motion passed or defeated shall be recorded in the minutes.



**14.8.9.** Any Governor may request a recorded vote and such recorded vote shall be taken and approved with a majority of Governors.

**14.8.10.** Any Governor may request that his or her vote or abstention be recorded.

**14.8.11.** The Chair or his or her delegates may conduct a poll of Governors and such poll shall be confirmed for the record at the next regular meeting.

#### **14.9. Dissent**

**14.9.1.** A Governor who is present at a meeting of the Board or of a Committee of Governors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

(a) the Governor's dissent is entered in the meeting minutes.

(b) the Governor requests that their dissent be entered in the meeting minutes.

(c) the Governor gives their dissent to the meeting secretary before the meeting is terminated; or

(d) the Governor submits their written dissent immediately after the meeting is terminated to the College.

**14.9.2.** A Governor who votes for or consents to a resolution is not entitled to dissent under this Section.

**14.9.3.** A Governor who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Governor has:

(a) caused their written dissent to be placed with the meeting minutes; or

(b) submitted their written dissent to the College.

#### **14.10. Disclosure of Conflict of Interest**

**14.10.1.** At the opening of each meeting, the Chair shall ask for disclosures of any actual, potential, or perceived conflicts of interest of any Governor relating to any agenda item. Any such declared conflicts shall be recorded in the minutes. In addition to the Board's Conflict of Interest Declaration Policy, all Governors must comply with the *Minister's Binding Policy Directive: Conflict of Interest*, which is intended to protect the integrity of College boards, and the integrity of

Governors who may face a conflict.

#### **14.11. Adjournments**

- 14.11.1.** Any meeting of the members of the Board may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be provided by the Board.
- 14.11.2.** If a meeting of the members of the Board that is adjourned, notice is not required for a subsequent meeting that will continue the adjourned meeting if all three of the following items have been communicated during the adjourned meeting:
- a) the time of the continued meeting,
  - b) the place of the continued meeting, and
  - c) instructions for attending and participating electronically in the continued meeting.

#### **ARTICLE 15 - STANDING COMMITTEES**

- 15.1.** The Board may establish committees, consisting of such persons as may from time to time be appointed by the Board to act in an advisory capacity to the Board in connection with the particular field of activity of each such committee. Standing Committees are permanent committees of the Board, and their composition and mandate are defined in the By-Laws.
- 15.2.** Each Standing Committee member shall be appointed by the Board for a term of one (1) year, and such term may be extended for one (1) year at a time while the Standing Committee member continues as a Governor. The Chair of the Board shall be an ex-officio member of each such committee, unless otherwise stipulated.
- 15.3.** Members of such committees shall hold office at the pleasure of the Board and Chair, and/or Vice Chair, with the President.
- 15.4.** The Board may fill any vacancies occurring from time to time in such committees and may abolish and re-appoint such committee.
- 15.5.** The secretary shall record or cause to be recorded the minutes of proceedings of any such standing committee which shall be confirmed under the signature of the

Chair of that meeting and a report shall be forwarded to the Board.

- 15.6. Any such committee so appointed may meet for the transaction of business, adjourn, or otherwise regulate its meetings as it sees fit.
- 15.7. The quorum for any such standing committee shall be a majority of the Governors on the committee.
- 15.8. Questions arising at any meeting of a committee shall be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

#### **ARTICLE 16 - OTHER COMMITTEES**

- 16.1. As required, the Board may appoint committees that are not standing committees. These committees consist of such persons as the Board may, from time to time, appoint in an advisory capacity.
- 16.2. Membership on a Board committee shall not be limited to Board members only, but in all cases the majority of committee members must be members of the Board.
- 16.3. The members of such committees shall hold office at the pleasure of the Board, and the Chair and President shall be ex-officio members of such committee.

#### **ARTICLE 17 – POLICIES**

The Board may issue governance policies to define its responsibilities and its relationship with other officers of the College in accordance with ONCA and the Act and any regulations thereunder.

#### **ARTICLE 18- INDEMNIFICATION OF BOARD MEMBERS**

- 18.1. Every Governor or officer of the corporation and such Governor's heirs, estate trustees, and estate and effects, respectively, and all senior officers who report directly to the President shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the College and in the execution of their duties of Governor.
- 18.2. No Governor or officer of the corporation for the time being shall be liable for the

acts, receipts, neglect or default of any other member of the Board or officer, or for the joining in of any receipt of act, for conformity, or for any loss, damage or expense happening to the Board or College, through the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to, the Board or College shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Governors or officers respective office or trustor in relation thereto unless the same shall happen by or through such governs or officers own wrongful and willful neglect or default.

18.3. The Governors for the time being of the corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the corporation except such as shall have been submitted to and authorized or approved by the Board.

18.4. Subject to compliance with this Section, where a Board member is employed or performs services for the College other than as a Board member, or is a member of a firm or shareholder, director or officer of a corporation that is employed by or performs services for the College, the fact of such person being a Board member shall not disentitle such person or such firm or corporation, as the case may be, from receiving proper remuneration for such services.

18.5. The College shall not indemnify an individual under Article 18 unless:

- (a) the individual acted honestly and in good faith with a view of the College's best interests or acted at the College's request as a director or officer, or in a similar capacity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

## **ARTICLE 19 - CONFLICT OF INTEREST OBLIGATIONS**

**19.1.** The Board and its Governors shall comply with the Minister's Binding Policy Directive on Conflict of Interest issued April 1, 2003, and as updated. The definitions contained in this Section are based on those found within the directive.

**19.1.1. Actual Conflict of Interest:** a situation where a Governor has a private or personal interest that is sufficiently connected to the Governor's duties and responsibilities that it influences the exercise of these duties and

responsibilities.

**19.1.2. Internal Governor:** for the purpose of this Section, the President of the College shall be deemed to be an Internal Governor.

**19.1.3. Perceived Conflict of Interest:** a situation where well-informed persons could properly have a reasonable belief that a Governor has an actual conflict of interest, even where that is not the case in fact.

**19.1.4. Potential Conflict of Interest:** a situation where a Governor has a private or personal interest that could influence the performance of the Governor's duties or responsibilities, provided that the Governor has not yet exercised that duty or responsibility.

## **19.2. Principles**

- (a) Governors are expected to act honestly and uphold the highest ethical standards.
- (b) Governors are obligated to perform their official duties and conduct themselves in a manner that will meet the closest public scrutiny because Colleges are part of the broader public sector and are subject to greater public scrutiny than private organizations.
- (c) Governors shall not have private interests (other than those permitted pursuant to the Minister's Binding Policy Directive, or applicable laws, or statutes) that would be affected particularly or significantly by College decisions or actions in which they participate as Governors.
- (d) When appointed, members of the Board must arrange their private interests to prevent conflicts of interest. If a conflict does arise between the private interests of a Governor and the official duties of that individual, the conflict shall be resolved in favour of the public interest.
- (e) Each Governor has a responsibility first to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

## **19.3. Conflict of Interest**

**19.3.1.** A Conflict of Interest arises when a Governor's private or personal interest supersedes, or competes with that Governor's duties and responsibilities as a member of a Board. This could arise from an actual, potential, or perceived Conflict of Interest of a financial or other nature.

**19.4. Meeting Procedure**

- 19.4.1.** At the beginning of every Board meeting, the Chair of the Board is to ask and have recorded in the minutes whether any member of the Board has a conflict to declare with respect to any agenda item.
- 19.4.2.** When the agenda item arises in the open portion of the Board meeting, the member(s) of the Board with an actual Conflict of Interest may remain in the room for the duration of the discussion and not participate in the vote on the item. The minutes are to record that the member(s) of the Board in Conflict of Interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the in-camera portion of a meeting, the member(s) of the Board shall withdraw while the matter is being discussed or voted on and the minutes should reflect this.
- 19.4.3.** When the Conflict of Interest is perceived or potential, the Board will determine whether the member or members of the Board remain for the discussion and vote on agenda items. The minutes should reflect what takes place.

**19.5. Duty to Declare**

- 19.5.1.** In cases where a conflict cannot be avoided, a Governor is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a Conflict of Interest is declared prior to a Board meeting, the declaration is to be made to the Chair of the Board and the Board is to be informed.
- 19.5.2.** Where a Board member is unsure whether the member is in conflict, the said member is to raise the perceived potential conflict with the Board, and the Board is to determine by majority vote whether or not a Conflict of Interest exists, the Governor must refrain from voting on whether or not a Conflict of Interest exists.
- 19.5.3.** Where a Conflict of Interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of the Governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision.
- 19.5.4.** Where the Governor in conflict, or with a perceived or potential conflict, is the Chair of the Board, the Vice-Chair will act as Chair for the purposes of this Section. The Vice-Chair will also act as Chair of the meeting for that portion of the meeting dealing with the conflict. If the Chair has declared or

is found by the Board to have an actual, perceived, or potential Conflict of Interest, the Vice-Chair will also chair that portion of the meeting dealing with the item in question.

#### **19.6. Duty to Report**

- 19.6.1.** Any Governor who perceives another Governor of the Board to be in Conflict of Interest in a matter under consideration is to raise this concern with the Chair of the Board. The Chair, in turn, is to discuss the matter with the member of the Board who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting Governor.
- 19.6.2.** If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a Conflict of Interest exists. The Governor perceived to be in conflict is to refrain from voting.

#### **19.7. Sanctions**

**19.7.1.** Where there has been a failure on the part of a Governor to comply with the Conflict-of-Interest Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgement, the Board shall impose sanctions which will include any one or combination of the following:

- (a) issue a verbal reprimand; or
- (b) issue a written reprimand; and/or
- (c) request that a member of the Board resign; and/or
- (d) remove the member of the Board through processes established in Board By-Laws

#### **19.8. Application**

**19.8.1.** These provisions are applicable to all Governors of the Board, including officers and internal governors. Without limiting the general application of the COI Directive, the Board shall recognize the following circumstances as an actual Conflict of Interest requiring the affected Governor to conduct themselves with this Article.

- (a) **President:** The President has a Conflict of Interest in respect to agenda items relating either directly or indirectly to the president's evaluation or performance review, compensation, perquisites, and/or benefits. The Board may require certain information from the President to assist their deliberations, but these queries must

be of the general nature or relate to providing performance related information concerning the president's success in meeting agreed to objectives. This does not preclude the president from participating in the evaluation or performance review process as the employee being evaluated.

- (b) **President's Evaluation, Compensation, Perquisites, Benefits:** All Internal Governors have a Conflict of Interest in respect to agenda items relating to the President's evaluation or performance review, compensation, perquisites, and/or benefits. This does not prevent the Chair or Executive Committee asking for their input as part of a general information-gathering process in preparing the president's evaluation.
- (c) **Compensation and Terms and Conditions of Employment of College Staff:** All Internal Governors, except the president, have a Conflict of Interest in respect to agenda items relating to compensation and terms and conditions of employment of College staff.
- (d) **Collective Bargaining.** All Internal Governors, except the president, have a Conflict of Interest in respect to agenda items relating either directly or indirectly to collective bargaining.
- (e) **Programs or Activities.** All Internal Governors have a Conflict of Interest in respect to agenda items relating either directly or indirectly to programs or activities in which they are employed or a student.
- (f) **Increase in Tuition Fees.** A Student Governor has a Conflict of Interest in respect to agenda items relating to an increase in the tuition fees for the particular program in which the student is enrolled.
- (g) **Reappointment or Removal of Governor.** A Governor has a Conflict of Interest with respect to their own reappointment or removal.
- (h) **Insignificant Conflicts:** The Conflict of Interest Directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Governor or where a pecuniary or other interest is in common with a broad group of which the Governor is a member (e.g., students, support staff, academic staff, administrative staff). The Conflict-of-Interest Directive does not apply where the issue is one of general or public information.
- (i) **Disclosure of Interests in Contracts:** Every Governor who is in anyway directly or indirectly interested in a proposed contract or a contract with the College or any subsidiary of the College shall declare the Governor's interest and conflict in accordance with the Directive. Where the Board, by majority vote, approves the award of a contract to an entity in which a Governor or a member of a Governor's



immediate family has a material interest and where a Governor has made a declaration of their interest in the proposed contract in compliance with this Section and has not voted in respect of the resolution which awards the contract, the Governor is not accountable to the College or to any of its members or creditors for any profit realized from the contract; and the contract is not voidable by reason only of the Governor's holding that office or of the fiduciary relationship established thereby.

- (j) **Quorum:** Fifty percent (50%) of Board members, plus one, shall form a quorum for the transaction of business. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.
- (k) If a member declares a conflict of interest or is found to be in a conflict of interest with respect to an agenda item, but is present at the beginning of the meeting, the meeting may continue as the member is counted in determining quorum.

## **ARTICLE 20 - EXECUTION OF DOCUMENTS**

- 20.1. Negotiable Instrument.** All cheques, drafts, or orders for payment of money, and all notes and acceptances and bills of exchange shall be signed by any two of its Governors and officers, or by such other persons and in such manner as may fromtime to time be authorized by the Board.
- 20.2. Deeds and Contracts.** Contracts, documents or instruments in writing, which include but are not limited to, all deeds, transfers, mortgages, charges, hypothecs, conveyances, and transfers and assignments of shares, bonds, debentures, rights, warrants, and other securities, powers of attorney, obligations, and any other thing in writing may be signed by any two of its Governors and officers, or by such other persons and in such manner as may from time to time be authorized by the Board.
- 20.3.** The corporate seal of the College may be affixed to contracts, documents, and instruments in writing by any of those persons authorized to sign for and on behalf of the College.

## **ARTICLE 21 - COLLEGE BANK**

The Board shall, by resolution, designate a chartered bank with which accounts shall be maintained in the name of the Board.

## **ARTICLE 22 - BOOKS & RECORDS**

- 22.1.** The Board shall ensure that all necessary books and records of the College

required by the By-Laws of the College or by any applicable statute or law are regularly and kept in an orderly manner.

- 22.2.** The Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.
- 22.3.** This and any other By-Laws of the College shall be open to examination by the public during the normal office hours of the College and whenever possible, shall be available to the public on the College's website.

### **ARTICLE 23 - DEPOSITS OF SECURITIES FOR SAFEKEEPING**

- 23.1.** The securities of the College shall be deposited for safekeeping on behalf of the College with one or more bankers, trust companies or other financial institutions to be selected by the Board.
- 23.2.** Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Board signed by such officer(s) or agent(s) of the College, and in such a manner, from time to time that shall be determined by resolution of the Board and such authority may be general or confined to specific instances.

### **ARTICLE 24 - BORROWING MONEY**

#### **24.1. Guidelines and Process**

**24.1.1.** Subject to the obtaining of such approvals as may be required and compliance with all applicable laws, the Board may, by resolution:

- (a)** borrow money on the credit of the College in such amounts, on such terms and from such persons, firms, or corporations, including chartered banks, as may be determined by resolution of the Board.
- (b)** make, draw, and endorse promissory notes or bills of exchange.
- (c)** hypothecate, pledge, charge, or mortgage all or part of the property of the College to secure any money so borrowed or the fulfillment of the obligations incurred by it under any promissory
- (d)** note or bill or exchange signed, made, drawn, or endorsed by it.
- (e)** issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and as such prices as the Board may by resolution decide, mortgage, charge, hypothecate or pledge all or any part of the property of the

College to secure any such bonds, debentures and obligations.

## **24.2. Delegation of Authority**

**24.2.1.** The Board may by resolution, to the extent permissible by law, delegate to officers of the Board all or any powers necessary for the purpose of borrowing and giving security by the College to such extent and in such manner as the Board may determine.

**24.1.2.** This By-Law shall remain in force and be binding upon the Board as regards any party acting on the faith thereof, until a copy, certified by the Secretary-Treasurer of the Board under the corporate seal, of a By-Law repealing or replacing this By-Law shall have been received by such party and duly acknowledged in writing.

## **ARTICLE 25 – BUDGETS**

25.1. The Board shall ensure that the College balances its budget every year. If the College will not balance its budget in a year and that an accumulated deficit will occur, the Board shall seek the Minister's approval in respect of the budget and shall provide the Minister with an appropriate recovery plan as directed by the Minister.

25.2. Unless otherwise prescribed by law, the operating year of the College shall commence on April 1 and shall end on March 31.

## **ARTICLE 26 - AUDITORS AND REPORTING**

The Board shall appoint, at each annual meeting, an auditor licensed under Ontario's *Public Accounting Act, 2004* or any successor legislation, who shall be instructed to prepare audited financial statements of the College for the preceding fiscal year for submission to the Ministry, and such other agencies as required by legislation, as well as such other reports as required.

## **ARTICLE 27 - ADVISORY COLLEGE COUNCIL**

In accordance with the OCAATA and the *Ministers Binding Policy Directive: Governance and Accountability Framework*, there shall be an Advisory College Council, the structure, composition, terms of reference and procedures for which are set out in Appendix "A" of this By-law.

## **ARTICLE 28 - PROGRAM ADVISORY COMMITTEES**

In accordance with the OCATTA and the *Minister's Binding Policy Directive: Framework for*

*Programs of Instruction*, the Board shall ensure that Program Advisory Committee be established for each program, or cluster of programs, offered at the College. The structure, terms of reference and procedure for which are set out in Appendix “B” of this By-law.

## **ARTICLE 29 – MISCELLANEOUS**

### **29.1. Committee of the Whole**

**29.1.1.** The Board may establish a Committee of the Whole, which shall be held in camera to receive informational or educational awareness presentations or to hear special presentations from invited guests.

### **29.2. Financial Year**

**29.2.1.** The fiscal year of the College shall terminate on the 31st day of March in each year.

### **29.3. Health and Safety**

**29.3.1.** The Board shall ensure compliance with health and safety legislation.

### **29.4. Amendments**

**29.4.1.** The Board By-Law may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two thirds (2/3) 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 again.

### **29.5. Repeals**

**29.5.1.** The prior By-Law of the College shall hereby be repealed and any By-Laws of the College which are inconsistent with this By-Law shall hereby be repealed.

## **General**

**29.6.** If any provision of this By-Law is declared invalid for any reason, the remainder of the By-Law shall continue in force.

**29.6.1.** This By-Law shall come into force and effect only upon the repeal of the prior By-Law of the College.

**29.6.2.** This By-Law shall come into full force and effect immediately upon the passing thereof.

Enacted by the Sault College Board of Governors this 4<sup>th</sup> day of July 2024.



\_\_\_\_\_  
Don Mitchell  
Chair

AND



\_\_\_\_\_  
David Oraziotti  
President, Sault College

## **APPENDIX A – ADVISORY COLLEGE COUNCIL**

- 1. Purpose:** To provide a means for Students and Employees of the College to offer advice to the President on college matters of importance to students and employees.
- 2. Scope:** Matters that may be dealt with by the Advisory College Council may include, but will not be limited to the following:
  - (a) Academic and Student life/Services
  - (b) College Services;
  - (c) Technology integration;
  - (d) Campus environmental matters;
  - (e) College system issues;
  - (f) College promotion; and
  - (g) Educational services
- 3. Membership:** Advisory College Council membership must represent Students and Employees. Participation on the Advisory College Council is voluntary. The Advisory College Council shall keep proper records and minutes of its proceedings and shall submit a report of its priorities and activities to the Board annually. The Advisory College Council shall adhere to its mandate as established by the Board.

A report from the Advisory College Council shall be included in the College's annual report.

## **APPENDIX B – PROGRAM ADVISORY COMMITTEES**

- 1. Purpose:** To establish and oversee the activities of Program Advisory Committees in accordance with the Minister’s Binding Policy Director: Framework for Programs of Instruction.
- 2. Scope:** All programs, or program clusters, of instruction offered at the College.
- 3. Mandate:** Members of Program Advisory Committees:
  - (a) Contribute to program review and requirements for new programs, including resource and facility requirements, to ensure the needs of business, industry and society are met;
  - (b) Form a valuable link between the College and the community/industry;
  - (c) Aid the College in facilitating student work placements and securing full-time positions for graduates;
  - (d) Advise on specialized facilities and;
  - (e) Provide an annual report to the Board as well as ongoing written reports as warranted.
- 4. Membership:** All programs, or program clusters, are required to have a Program Advisory Committee.
  - (a) Program Advisory Committees report to the Vice President, Academics, Innovation, and Student Services. Membership in the committees will be upon the approval of the Vice President, Academics, Innovation, and Student Services
  - (b) The College shall seek community members who possess the knowledge, skills and experience related to the profession, industry, business, sector, or service specific to the programs or program clusters served by the Program Advisory Committee and include representation from employers, professional and trade organizations other education institutions, social and government agencies, among other areas; recent graduates of the College should be included.
  - (c) College representation should include:
    - (i) Student representatives, one for each level of the program;
    - (ii) the program coordinator and Faculty;

(iii) the Dean and;

(iv) other College Employees as the agenda topics or issues warrant.

**5. Meeting Procedure:**

- (a) All Program Advisory Committees (PAC) should meet at least twice a year (ideally once per semester).
- (b) A committee chair is elected on an annual basis from the membership. In the event, the chair is unable to lead a PAC meeting, the chair appoints a designate to act in their place.
- (c) Meeting schedules shall be set at the beginning of the fall and/or winter semesters.
- (d) A common template is used for agendas as well as minutes. Standing items required for meetings are outlined on the agenda template.
- (e) Agendas, including pertinent attachments such as past minutes, are issued to PAC members one week prior to the scheduled meeting.
- (f) Approved minutes are made available to PAC members and provided the Administrative Assistant to the Vice President, Academics, Innovation, and Student Services.
- (g) At a minimum, one meeting per year includes a review of the program curriculum and delivery.
- (h) A Program Advisory Committee report is presented to the Board annually.

**Code of Conduct:**

- (a) All Program Advisory Committee members shall act in an ethical, businesslike, and lawful manner. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as members of the committee.



- (b) Program Advisory Committee members, when acting in this role, are expected to consider and represent the interests of the College and its community as a whole in preference to any other interests which that Program Advisory Committee member may also have or represent.
- (c) Program Advisory Committee members must declare a conflict of interest with respect to their fiduciary responsibility at the earliest opportunity. Where a member has declared an interest or possible interest, the member shall withdraw from the discussion, leave the meeting, and withdraw from voting in respect of the conflict. The member is responsible for ensuring that their conflict is recorded in the minutes.
- (d) Should Program Advisory Committee member apply for or be considered for employment at the College, they must take a leave of absence and temporarily withdraw from PAC deliberation, voting and access to all applicable PAC information while the member is an active applicant in the employment process. Once the process is completed, a part-time employee may once again sit on the PAC.
- (e) A Program Advisory Committee member shall not divulge confidential information obtained as a result of their appointment or election, unless legally required to do so.