



**PROCEDURAL BY-LAWS OF THE
BOARD OF GOVERNORS OF
THE CANADORE COLLEGE OF APPLIED ARTS AND
TECHNOLOGY**

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**PROCEDURAL BY-LAWS OF THE BOARD OF GOVERNORS OF THE
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A by-law relating generally to the conduct of the affairs of THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY.

WHEREAS the governing body of the Corporation deems it expedient that the Procedural By-laws of the Board of Governors of The Canadore College of Applied Arts and Technology heretofore enacted be cancelled and revoked and that the following By-laws be adopted;

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

- 1.1.1 “**Academic Staff Member**” means a person who is employed as a teacher, counselor, or librarian;
- 1.1.2 “**Administrative Staff Member**” means a person who is a member of management and is not an Academic Staff Member, a Support Staff Member, or a Student;
- 1.1.3 “**Appointed Governors**” means the Governors appointed in accordance with Section 4.2.1;
- 1.1.4 “**Associates**” includes the parents, siblings, spouse or common law partner of the Governor as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Governor;
- 1.1.5 “**Board of Governors**” means the Board of Governors of The Canadore College of Applied Arts and Technology;
- 1.1.6 “**Board Membership**” means the number of sitting Governors appointed to the Board;
- 1.1.7 “**By-laws**” means the procedural by-laws of the Board of Governors of The Canadore College of Applied Arts and Technology;
- 1.1.8 “**Chair**” means the elected chair of the Board of any committee thereof, as the case may be;
- 1.1.9 “**College**” means The Canadore College of Applied Arts and Technology;
- 1.1.10 “**Corporation**” means The Canadore College of Applied Arts and Technology;
- 1.1.11 “**Conflict of Interest**” means:

- (a) any situation in which another interest or relationship impairs the ability of a Governor to carry out the duties and responsibilities of a Governor in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Governors of the Corporation, namely:
- (i) *pecuniary or financial interest* – a Governor is said to have a pecuniary or financial interest in a decision when the Governor (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *undue influence* – interests that impede a Governor in their duty to promote the greater interest of the whole community served by the Corporation – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Governor’s entrusted responsibility to the community at large; or
 - (iii) *adverse interest* – A Governor is said to have an adverse interest to the Corporation when that Governor is a party to a claim, application or proceeding against the Corporation.
- (b) For the purpose of Article 6, the following shall mean:
- (i) “Actual Conflict of Interest” means a situation where a Governor has a private or personal interest that is sufficiently connected to the Governor's duties and responsibilities as a Governor that it influences the exercise of these duties and responsibilities.
 - (ii) “Internal Governor” means the president of the college shall be deemed to be an internal Governor.
 - (iii) “Perceived Conflict of Interest” means a situation where reasonably 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.
 - (iv) “Potential Conflict of Interest” means 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.
- 1.1.12 “**Elected Governors**” means the Governors elected in accordance with Section 4.2.1 (b) through (e);
- 1.1.13 “**Employee**” means an Academic Staff Member, Administrative Staff Member of Support Staff Member;

- 1.1.14 “**Ex Officio**” means membership “by virtue of the office” and includes all rights, responsibilities and power to vote unless otherwise specified;
- 1.1.15 “**Governor**” means an Appointed Governor and/or an Elected Governor of the Board;
- 1.1.16 “**Head and Registered Office**” has the meaning ascribed thereto in Section 2 hereof;
- 1.1.17 “**LGIC**” means the Lieutenant Governor in Council;
- 1.1.18 “**Minister**” means the Minister of Colleges and Universities;
- 1.1.19 “**Ministry**” means the Ministry of Colleges and Universities;
- 1.1.20 “**President**” means the President of The Canadore College of Applied Arts and Technology;
- 1.1.21 “**Student**” means a person who is enrolled in a course or program of instruction in a College’
- 1.1.22 “**Support Staff Member**” means a person who is employed as a member of the office, clerical, technical, health care, maintenance, building services, shipping, transportation, cafeteria, or nursery staff;
- 1.1.23 “**Spouse**” has the meaning ascribed in the *Family Law Act*;
- 1.1.24 “**Telephone or Electronic Means**” means any means, other than direct speech or writing by which information or data is transmitted, including telephone, fax, email, automated touch-tone telephone system and computer;
- 1.1.25 “**Vice Chair**” means the vice chair of the Board or any committee thereof, as the case may be.

1.2 Interpretation.

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

2. HEAD AND REGISTERED OFFICE

The head and registered office of the Corporation shall be in North Bay in the District of Nipissing in the province of Ontario (and at such place therein as the Governors may from time to time determine).

3. SEAL

The seal, an impression whereof is stamped immediately to the right hereof, shall be the corporate seal of the Corporation.

4. GOVERNORS

4.1 Board of Governors.

The affairs of the Corporation shall be managed by a board of seventeen (17) Governors.

4.2 Composition

4.2.1 The Board of Governors shall be composed as follows:

- (a) Twelve (12) external members; one-third of which are to be appointed by the Lieutenant Governor in Council (LGIC) and two-thirds by the Board of Governors subject to section 4.4.2.
- (b) One (1) student, if any, duly elected by the students of the Corporation, if the students exercise their right to do so;
- (c) One (1) academic staff member, if any, duly elected by the academic staff group of the Corporation, if the academic staff exercise their right to do so;
- (d) One (1) administrative staff member, if any, duly elected by the administrative staff group of the Corporation, if the administrative staff exercise their right to do so;
- (e) One (1) support staff member, if any, duly elected by the support staff group of the Corporation, if the support staff exercise their right to do so;
- (f) The President of the Corporation, *Ex Officio*;
- (g) Not more than one-third of members may be employees of the College or any of its affiliates;

4.2.2 The Board is not improperly constituted solely because any individuals elected pursuant to subsection 4.2.1 (b) through (e) choose not to exercise their right to elect such a Governor.

4.3 Eligibility

4.3.1 Every Governor shall be an individual who:

- (a) is eighteen (18) years of age or older;
 - (b) is not an undischarged bankrupt;
 - (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 court in Canada or elsewhere; and
 - (e) has not been declared an ineligible individual under the *Income Tax Act (Canada)*.**
- 4.3.2 No person elected pursuant to subsection 4.2.1 (b) through (e), shall be an employee or a Student or a Spouse of an employee of a college of applied arts and technology;
- 4.3.3 Where a person elected to the Board under 4.2.1 (b) through (e) ceases to temporarily or permanently be a Student, Academic Staff Member, Administrative Staff Member, or Support Staff Member, as the case may be, the person ceases to be a member of the Board;
- 4.3.4 Where a Student elected pursuant to subsection 4.2.1 (b) graduates prior to the expiration of the student's term, the student may remain a member of the Board until August 31 in the year of their graduation.

4.4 Election of Governors.

- 4.4.1 The Governors set out in 4.2.1 (a) shall be appointed by the Lieutenant Governor in Council pursuant to Regulations made under the *Ontario Colleges of Applied Arts and Technology Act, 2002 as follows:*
- (i) If, under the board's by-laws, the total number of members to be appointed under clause (1) (a) is 12, four of the members shall be appointed by the Lieutenant Governor in Council.
 - (ii) If, under the board's by-laws, the total number of members appointed under clause (1) (a) is established at 14 or 16, five of the members shall be appointed by the Lieutenant Governor in Council.
 - (iii) If, under the board's by-laws, the total number of members appointed under clause (1) (a) is established at 18, six of the members shall be appointed by the Lieutenant Governor in Council.
 - (iv) If, under the board's by-laws, the total number of members appointed under clause (1) (a) is established at 20, seven of the members shall be appointed by the Lieutenant Governor in Council.
- 4.4.2 The Governors listed section 4.2.1 (b) to (f) shall be elected by their constituent group in accordance with procedures established by the Board of Governors, which shall be set out in a By-law of the Board of Governors.

4.5 Governor Consent

A Governor who is elected or appointed must consent in writing to hold office as a Governor before or within ten (10) days after the election or appointment.

4.6 Term

- 4.6.1 The members of the Board of Governors appointed or elected as the case may be pursuant to subsections 4.2.1 (a), (c), (d) and (e) shall hold office for a term not to exceed three years and shall not serve for more than six years consecutively, but is eligible for reappointment or re-election, as the case may be, after two years absence from the Board for successive terms not to exceed six years in total.
- 4.6.2 The student who is elected to the Board by the students shall hold office for a term not to exceed two years and shall not serve for more than four years consecutively but is eligible for re-election after two years absence from the board for successive terms not to exceed four years in total.
- 4.6.3 The members of the Board shall take office on the 1st day of September in the year of their appointment or election, as the case may be.

4.7 Remuneration of Governors.

The Governors of the Corporation shall serve without remuneration and no Governor shall directly or indirectly receive any profit from his position as such; provided that a Governor may be paid reasonable expenses incurred by him/her in the performance of their duties.

4.8 Vacancies.

- 4.8.1 Where a vacancy occurs among the members of the Board appointed pursuant to subsection 4.2.1 (a), the Lieutenant Governor in Council shall appoint a person to fill the vacancy for a term of up to three (3) years, at the discretion of the LGIC, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- 4.8.2 Where a vacancy occurs among the members of the Board elected pursuant to subsection 4.2.1 (b) to (e), the students or staff referenced, as the case may be, shall elect a person in accordance with the by-law established under subsection 4.3.2 of this By-law to fill the vacancy for a term of up to two (2) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.

4.9 Removal of Governors.

- 4.9.1 The Board may remove a Governor (other than the President and members of the board appointed by the Lieutenant Governor in Council under 4.4.1) from the Board by a resolution of the Governors passed pursuant to paragraph 19.1 below) if:

- (a) the Governor has failed to attend, without a leave of absence granted by the Board of Governors, at least fifty percent (50%) of the regular meetings of the Board of Governors in any twelve (12) month period or four (4) consecutive meetings of the Board of Governors;
- (b) a Governor becomes a mentally incompetent person as defined in section 29 of the Interpretations Act as amended from time to time or any successor legislation;
- (c) the Governor has neglected or refused to participate on committees of the Board of Governors and/or to contribute to effective discussion and decision-making at the Board of Governors;
- (d) the Governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest;
- (e) the Governor has failed to maintain the confidentiality of any and all information, discussions or proceedings at meetings of the Board of Governors that were closed to the public;
- (f) the Governor has failed to observe and perform the Governor's fiduciary duty to the college in that the Governor has not acted with honesty, in good faith and in the best interests of the Corporation;
- (g) the Governor has, in the opinion of the Board of Governors, committed one of the following grounds of misconduct and in consequence would, if such Governor were to continue as a Governor, adversely affect the image and/or operations of the Board of Governors or of the college:
 - (i) harassment (including activities that would constitute harassment under college policies);
 - (ii) violence (including activities that would constitute violence under college policies);
 - (iii) conviction of a criminal offence;
 - (iv) conduct unbecoming of a Governor; or
 - (v) discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under college policies).
- (h) With respect to any member of the board appointed by the Lieutenant Governor in Council under 4.4.1., if the board of governors believes that there exist reasons justifying the removal of the member from the board of governors, the board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council. O. Reg. 169/10, s. 3.

4.10 Procedure for Removal.

- 4.9.1 Prior to the Board of Governors voting to remove a Governor, the Chair or a Vice-Chair shall discuss the matter with such Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board of Governors at a meeting which is closed to the public, and the Board of Governors shall determine by resolution, passed by at least two-thirds (2/3) of the votes cast, whether such Governor is to be removed. The notice for such meeting shall specify the intention to pass a resolution removing such Governor and the grounds for removal. Such Governor shall be given an opportunity to respond to the grounds for removal by addressing the Board of Governors at such meeting, but is to refrain from voting. Such Governors shall be clearly notified in writing of the final consideration and decision of the Board of Governors and any action that will be taken.
- 4.9.2 The decision to remove a Governor, other than a Governor appointed by the Lieutenant Governor in Council, shall be subject to review at the request of the removed Governor. Within ten (10) days of the decision by the Board to remove a Governor, the Review Committee shall review the decision. The review shall be limited to the following:
- (a) whether the Governor was removed for a reason established in this by-law; and
 - (b) whether the procedure used to remove the Governor was in compliance with this by-law. The review shall not include a review of whether the decision of the Board was correct.
- 4.9.3 The Review Committee shall issue a written report to the Board and the Governor who has been removed no later than thirty (30) days following the completion of the review. The Chair (or designate) and the President shall sign a written attestation that the removal process was carried out in accordance with this by-law.

5. MEETINGS.

5.1 Regular Meetings

- 5.1.1 Regular meetings of the Board of Governors will normally convene at 6:00 p.m. and will adjourn by 10:00 p.m. unless a motion is passed to extend the meeting, or at such other time on the same terms. Except as otherwise required by law, the Board of Governors may hold its meeting at such place or places as it may from time to time determine.
- 5.1.2 On special occasions, the Chair, in consultation with Vice Chairs or President, may elect to conduct the regular meeting of the Board of Governors at an alternate time.
- 5.1.3 The date of the next regular meeting of the Board of Governors will be announced by the Chair at each meeting of the Board of Governors.

5.1.4 Members of the Board of Governors will be given as much advance notice as possible, but never less than 48 hours if the date and/or time of the regular Board of Governors meeting must be changed.

5.2 Notice of Regular Meetings.

5.2.1 Written or printed notice of all meetings of the Board of Governors, together with the agenda and reports to be considered by the Board of Governors, shall be transmitted by the Secretary to the e-mail address of each member of the Board of Governors at least 48 hours before the time of the meeting.

5.2.2 Regular items on the agenda for each regular meeting shall be:

- a) The Chair's Report;
- b) The President's Report;
- c) Requests for Future Agenda Items for presentation to the Board of Governors at a later date;
- d) Acceptance of previous Board of Governors minutes subject to 5.8.2 below; and
- e) Acceptance of agenda.

5.2.3 Notice of a special meeting of the Board of Governors shall be given to the public by posting the schedule of meeting dates on the college website concurrent with the giving of such notice to the Governors.

5.3 Special Meeting

5.3.1 Special meetings of the Board of Governors shall be held at the call of the Chair, or by the written request of four members of the Board of Governors made to the Chair, or, in the Chair's absence, to a Vice Chair, or the President.

5.4 Notice of Special Meeting

5.4.1 Notice of special meetings may be affected by telephone to the place of business or residence of all members of the Board of Governors.

5.4.2 Notice of a special meeting of the Board of Governors shall be given to the public by posting the schedule of meeting dates on the Corporation's website concurrent with the giving of such notice to the Governors.

5.5 Errors in Notice.

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

5.6 Quorum.

The quorum required for a meeting of a board of governors shall be equal to the majority of the number of board members that is required under 4.2.1, plus one.

5.7 Voting.

Questions arising at any meeting of Governors shall be decided by a majority vote. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be 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. In the absence of the Chair their duties may be performed by a Vice Chair or such other Governor as the Board of Governors may from time to time appoint for the purpose.

5.8 In-Camera Meetings

5.8.1 Where a matter to be considered at a Board or committee meeting is determined by a majority of the Governors present, in accordance with the criteria established below, to be confidential to the Corporation, the part of the meeting concerning such confidential matter may be closed to the public.

5.8.2 Minutes of all in-camera meetings shall be recorded, sealed and attached to the minutes of the regular or special meeting. All minutes of in-camera meetings shall be accepted in-camera.

5.8.3 In camera meetings will generally be held to discuss sensitive matters pertaining to the following:

- (a) The security of the property and the financial obligations of the Board, including, without limiting the generality of the foregoing, business operations and obligations;
- (b) The disclosure of intimate, personal or financial information in respect of a Governor or a committee of the Board, an employee, or prospective employees of the Board, or a student;
- (c) The acquisition, renovation or disposal of a site of the Corporation;
- (d) Discussions and decisions in respect of individual or collective negotiations with employees of the Board and or their representatives;
- (e) Litigation affective the Board;
- (f) All matters arising out of the President's terms of employment, including hiring, evaluation, contract terms and termination;

- (g) Board self evaluation;
- (h) The receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (i) Information that is prohibited from disclosure pursuant to relevant legislation;
- (j) Other matter that, in the opinion of the majority of the Governors, the disclosure of which might be prejudicial to an individual or to the best interests of the Corporation; and/or
- (k) Consideration of whether an item is to be discussed in camera.

5.8.4 Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the Board agrees that that part of the meeting be held open to the public.

5.9 Electronic Meetings

5.9.1 If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

5.10 Delegations to Board of Governors.

Delegations will be heard by the Board of Governors at any of its regular meetings, subject to the following:

5.10.1 Delegations to the Board of Governors must make their request, in writing, to the Secretary of the Board, at least 7 days prior to the meeting. The request shall contain a statement with respect to the facts to be put forth. The Secretary, after consultation with the Chair, or a Vice Chair, and President, shall respond to the delegation prior to the meeting. Exceptions to the 7 day notice may be made if agreed to by the Chair, a Vice Chair, and the President.

5.10.2 Delegations will be limited to a maximum of forty-five minutes each.

5.10.3 A delegation may make an oral or written presentation to the Board and may be questioned by the Board of Governors in regard to the presentation.

5.10.4 Individuals or groups appearing before the Board shall be welcomed by the Chair, informed as to availability of time, and permitted to make the presentation without interruption. Following the presentation, the Chair shall invite the Governors to ask questions for further clarification. As soon as all points have been clarified, the Chair

shall close the presentation by thanking the delegation and indicating that the matter will be considered by the Board. Through a spokesperson or someone named by the delegation, the delegation will be informed of any action taken by the Board pertinent to the presentation. The matter shall thereafter be directed to the appropriate committee for further consideration.

5.11 Rules of Order.

5.11.1 The Chair and the President both have the same voting privileges as other members of the Board of Governors.

5.11.2 A motion to reconsider a motion is acceptable under the following conditions:

- (a) A notice to reconsider a motion shall be moved by any member who voted in favour of the motion and shall be presented at the committee or regular Board of Governors meeting at which the original motion was discussed and shall be given at least one meeting in advance of its discussion.
- (b) The motion to reconsider is not debatable.
- (c) Once notice to move to reconsider is given, no action will be taken on the original motion.
- (d) No motion may be reconsidered more than once.
- (e) The motion to reconsider cannot be reconsidered.

5.11.3 Upon the request of any member made prior to the taking of a vote, a recorded vote shall be taken on any motion.

5.11.4 In instances where rules and procedures are not specifically designated within this by-law, reference shall be made to “Parliamentary Procedure at a Glance” by O. Garfield Jones.

5.12 Duties and Responsibilities

The responsibilities of the Board of Governors shall include at a minimum:

- (a) Establishing governance practices to enable the achievement of expected institutional outcomes;
- (b) Setting the college vision, strategic directions, and overall goals and outcomes within the context of the appropriate laws, government policy, and local need;
- (c) Hiring the CEO (i.e., president), delegating to the CEO accountability for the operation of the college and evaluating the CEO’s performance and compensation;
- (d) Approving the college’s annual business plan, budget, and annual report;

- (e) Assessing regularly the attainment by the CEO of corporate goals and outcomes, and the effectiveness of the board with respect to governance;
- (f) Taking appropriate corrective action, as necessary, where expected outcomes or quality of performance are not achieved;
- (g) Establishing specific policies which will provide the general framework within which the President will establish procedures for the management of the day-to-day processes within the Corporation;
- (h) Establishing the selection process for the appointment of the President and appoint the President in accordance with the process and ensure the ongoing evaluation of the President;
- (i) Annually reviewing the functioning of the Corporation in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-Laws, and demonstrate accountability for its responsibility to the Corporation;
- (j) Establishing and providing for the operation of an Occupational Health and Safety program for the Corporation; and
- (k) The Board of Governors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation 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 Corporation is authorized to exercise and do, as provided by any applicable statute or law.
- (l) Without in any way derogating from the foregoing, the Board of Governors 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 movable 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.

6. CONFLICT OF INTEREST

6.1 Conflict of Interest

- 6.1.1 The Governors must comply with the Minister's Binding Policy Directive on Conflict of Interest or required by law. 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 in accordance with the Minister's Binding Policy Directive on Conflict of Interest. Any such declared conflicts shall be recorded in the Minutes.

- 6.1.2 Every Governor who, either directly or through one of their Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board.
- 6.1.3 A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Governor.
- 6.1.4 Governors must avoid actual or potential conflict of interest, including but not limited to those identified in the definition of “Conflict of Interest” in this By-law.
- 6.1.5 The declaration of an actual or potential conflict of interest shall be disclosed at the commencement of the nomination process by the individual who is being put forth for Governor of the Board of Governors.
- 6.1.6 The declaration of actual or potential conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- 6.1.7 If the Governor (or their Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Governor shall make, in the case of an existing contract, transaction, matter or decision the declaration at the first meeting of the Board or when the interest comes into being.
- 6.1.8 After making such a declaration no interested Governor shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Governors) nor shall the Governor be counted in any required quorum with respect to the vote.
- 6.1.9 If a Governor has made a declaration of interest in compliance with this By-law, the Governor is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.
- 6.1.10 If the Governor fails to make a declaration of their interest in a contract, transaction, matter or decision as required by this By-law, this shall be considered grounds for termination of their position as a Governor of the Corporation.
- 6.1.11 The failure of any Governor to comply with the Conflict of Interest By-law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- 6.1.12 If a Governor believes that any other Governor is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Governor shall have the concern recorded in the minutes. Thereafter, at the request of the Governor who recorded the initial concern, the Board shall, after the Governor alleged to have a conflict has absented himself or herself from the room, vote on whether the Governor alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself during any subsequent discussion or voting process relating to or pertaining to

the conflict. The question of whether or not a Governor has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.

- 6.1.13 If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Governor shall be recorded.
- 6.1.14 Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.

6.2 Principles

- 6.2.1 Members of the Board are expected to act honestly and uphold the highest ethical standards.
- 6.2.2 Members of the Board are obligated to perform their official duties and conduct themselves in a manner that will bear the closest public scrutiny because colleges are part of the broader public sector and are subject to greater public scrutiny than private organizations.
- 6.2.3 Members of the Board 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.
- 6.2.4 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.
- 6.2.5 Each Governor (regardless of how the Governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

6.3 Minister's Binding Policy Directive

- 6.3.1 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.
- 6.3.2 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 in respect to any agenda item.
 - (a) 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 this 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.

(b) 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.

6.3.3 In cases where a conflict cannot be avoided, a Board member 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.

6.3.4 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 said Board member must refrain from voting on whether or not a conflict of interest exists.

6.3.5 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 said member of the Board influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision.

6.3.6 Any member of the Board who perceives another member 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. 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 member of the Board perceived to be in conflict is to refrain from voting.

6.3.7 Where there has been a failure on the part of a member of the Board to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the Board is to:

(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.

6.4 Actual Conflicts of Interest

6.4.1 Without limiting the general application of the Minister's Binding Policy Directive on conflict of interest, the Board shall recognize the following circumstances as an actual conflict of interest requiring the affected Board member to conduct themselves in accordance with s. 6.3.2 hereof:

(a) President:

- (i) agenda items relating either directly or indirectly to the President's compensation, perquisites, and/or benefits.

Note: 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 and must not in anyway, either directly or indirectly, influence decisions on their compensation, perquisites, and/or benefits.

(b) Internal Governors:

- (i) agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment in relation to their constituent group; and/or agenda items relating to their particular academic programs or service areas;

(c) Student Governor:

- (i) agenda items relating to an increase in the tuition fees for the particular program in which the student is enrolled;
- (ii) agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment for college staff.

Note: this would not apply to agenda items that are of a general nature occurring in the open to the public portion of the Board meeting.

6.5 Insignificant conflicts

6.5.1 The Minister's Binding Policy Directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member 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). This Binding Policy Directive does not apply where the issue is one of general or public information.

6.6 Disclosure of Interests in Contracts

- 6.6.1 Every Governor who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation or any subsidiary of the Corporation shall declare the Governor's interest and conflict in accordance with the Minister's Binding Policy Directive.
- 6.6.2 If a Governor has made a declaration of their interest in a proposed contract or contract in compliance with this section and has not voted in respect of the resolution which awards the contract (or, in the case of a conflict declared in accordance with section 6.3.2 hereof, the Governor has not voted on the resolution confirming the award of the contract), the Governor is not accountable to the Corporation 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.

7. INDEMNITIES

7.1 Protection of Governors and Officers

Except as otherwise provided in any legislation or law, no Governor or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of the Governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Governor's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other willful neglect or default.

7.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 7.3, or purchasing insurance provided in section 1.1, the Board shall consider:

- 7.2.1 The degree of risk to which the Governor or officer is or may be exposed;
- 7.2.2 Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 7.2.3 Whether the amount or cost of the insurance is reasonable in relation to the risk;

- 7.2.4 Whether the cost of the insurance is reasonable in relation to the revenue available; and
- 7.2.5 Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

7.3 Indemnification of Officers and Governors

7.3.1 A corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or an individual who acts or acted at the corporation's request as a director or officer, or in a similar capacity, of another entity, 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 corporation or other entity. ONCA 2010, c. 15, s. 46 (1)

7.3.2 Advance of costs

A corporation may advance money to a director, officer or other individual referred to in Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)] for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 7.3.3 [ONCA 2010, c. 15, s. 46 (3)]. ONCA 2010, c. 15, s. 46 (2).

7.3.3 Limitation

A corporation shall not indemnify an individual under Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)] unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful. ONCA 2010, c. 15, s. 46 (3).

7.3.4 Derivative actions

A corporation may, with the approval of the court, indemnify an individual referred to in Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)], or advance money under Section 7.3.2 [ONCA 2010, c. 15, s. 46 (2)], in respect of an action by or on behalf of the corporation or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described in Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)], against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 7.3.3 [ONCA 2010, c. 15, s. 46 (3)]. ONCA 2010, c. 15, s. 46 (4).

7.3.5 Right to indemnity

Despite Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)], an individual referred to in that subsection is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described in Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)], if the individual,

- (a) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
- (b) fulfils the conditions set out in Section 7.3.3 [ONCA 2010, c. 15, s. 46 (3)].

7.3.6 Insurance

A corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 7.3.1 [ONCA 2010, c. 15, s. 46 (1)] against any liability incurred by the individual,

- (a) in the individual's capacity as a director or officer of the corporation; or
- (b) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request. ONCA 2010, c. 15, s. 46 (6)

7.3.7 Exception — charitable corporation

A charitable corporation may not purchase insurance described in subsection (6) unless,

- (a) the corporation complies with the *Charities Accounting Act* or a regulation made under that Act that permits the purchase; or
- (b) the corporation or a director or officer of the corporation obtains an order of the court authorizing the purchase. ONCA 2010, c. 15, s. 46 (7)

7.3.8 Application to court

A corporation or an individual referred to in Section 7.3.1 may apply to the court for an order approving an indemnity under this section and the court may so order and make any further order it thinks fit. ONCA 2010, c. 15, s. 46 (8)

7.3.9 Upon an application under Section 7.3.8, the court may order notice to be given to any interested person and that person is entitled to appear and be heard in person or by counsel. ONCA 2010, c. 15, s. 46 (9)

8. STANDARD OF CARE

Every Governor and Officer of the Corporation in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith, loyal to the Corporation and with a view to the best interests of the Corporation;
- (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) adhere to the College's mission, vision and values;
- (d) respect and abide by decisions of the Board;
- (e) keep informed about,
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (iv) other educational services provided in the region;
- (f) participate in the initial orientation as a new Governor and in ongoing Board education;
- (g) participate in the annual evaluation of overall Board effectiveness; and
- (h) represent the Board, when requested.

9. COMMITTEES

9.1 Committee of the Whole.

9.1.1 The Board of Governors will undertake its committee work through a single Committee of the Whole. The Committee of the Whole will meet once a month through the period September to June and may meet at other times at the call of the Chair of the Board.

The Chair of the Board of Governors shall chair the Committee of the Whole or may delegate that role to a member of the Executive Committee.

All rules of the Board shall be observed in Committee of the Whole so far as applicable.

Items for consideration in Committee of the Whole shall be identified as such in regular meetings of the Board or by the Executive Committee. The focus of work in Committee

of the Whole will be to discuss, scope and frame issues prior to topics being moved forward to Board meetings for review and decision.

9.1.2 The proceedings of the Committee of the Whole shall be recorded and made public except for those items designated as “in camera”. “In camera” items are such items as individual personnel matters, strategic labour relations, real and personal property transactions, litigation in which the Corporation is involved and other matters which by their nature require confidentiality so as to preserve the legitimate interests of the Corporation. Matters of a personal nature concerning an individual will normally be considered “in camera” unless such individual requests and the Board agrees that the matter may be discussed in public. The decision to move items “in camera”, other than those dealing with the traditional categories of legal, personnel and property listed above, shall require the support of two-thirds of the present quorum. All Governors shall keep all information, discussions and proceedings at “in camera” sessions of the Board strictly confidential.

9.1.3 The number of times of speaking on any question shall not be limited.

In Committee of the Whole, a member may move that the Committee rise and report progress by way of recommendations to the Board. A resolution to rise and report shall be decided without debate.

A report or recommendation from the Committee of the Whole may, before its adoption, be amended by a majority of the Board without going back into Committee of the Whole for that purpose.

9.2 Executive Committee.

9.2.1 The Executive Committee shall be comprised of:

- (a) the Board Chair,
- (b) the two Vice Chairs,
- (c) two Members at Large, and
- (d) the President of the Corporation.

The external members shall be elected at the last meeting of each year by the Board, or where there is no last meeting of the year, the first meeting in the following year, in which case, the external members shall act until the election has taken place.

9.2.2 The Executive Committee shall:

- (a) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and

- (b) study and advise or make recommendations to the Board on any matter as directed by the Board.

9.3 Other Committees.

9.3.1 The Board of Governors may, from time to time, appoint committees, consisting of such persons as may from time to time be appointed members thereof by the Board, to study and recommend on particular topics of strategic importance. These committees may include individuals who are not members of the Board of Governors.

The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time reappoint any such committee.

9.3.2 If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books for that purpose, which shall always be open for the inspection of any Governor. The minutes of each meeting of any such committee shall be read and approved, or amended, at the following Board meeting.

Any such committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it thinks fit. The Chair or a Vice Chair of the Board shall be a member of each committee and a quorum shall constitute a simple majority of the members. Questions arising at any meeting of a committee shall be decided by a majority of votes.

10. ADVISORY COMMITTEES

10.1 College Council.

The Board of Governors shall establish an advisory college council called the “College Council” for the purpose of providing a means for students and staff of the college to provide advice to the President of the college on matters of importance to students and staff. The Board of Governors shall pass a By-law that shall establish the structure, composition, terms of reference and procedures for the College Council.

10.2 Program and Other Advisory Committees.

The Board of Governors shall appoint advisory committees for each program of instruction offered by the college and such other advisory committees as it deems advisable from time to time. Each such advisory committee shall elect its own chair for a term of one (2) years and he/she shall be eligible for reappointment. Each advisory committee shall make recommendations to the Board of Governors regarding programs of instruction and the introduction of new programs of instruction. The Board of Governors will pass a By-law that will establish the structure, terms of reference and procedures for program advisory committees.

11. OFFICERS

11.1 Officers.

There shall be a Chair, two Vice Chairs, two Members at Large, a President, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Governors may determine by resolution from time to time. Only the offices of Secretary and Treasurer may be combined. In default of an election of a Chair and two Vice Chairs, as provided for under Section 11.2, the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and, in the absence of written agreement to the contrary; the employment of all officers shall be settled from time to time by the Board.

11.2 Election of Chair, Vice Chairs and Members at Large

The Board of Governors at its last regular meeting of the appointment year, shall elect annually, from among those members of the Board appointed by the Lieutenant Governor in Council and the Board as defined by the *Ontario Colleges of Applied Arts and Technology Act, 2002*, a Chair, two Vice Chairs, and two Members at Large. The new Chair, Vice Chairs, and Members at Large will assume these duties at the beginning of the new appointment year. A member of the Board of Governors is limited to four successive terms of one year each as Chair of the Board of Governors.

11.3 Chair

11.3.1 The Chair shall preside over and preserve order at all meetings, whether meetings of the Board, or meetings of Committee of the Whole Board. He/she shall decide all questions of order, subject to a challenge of their ruling of the Board.

11.3.2 The Chair shall submit the challenge to the Board as follows: “Shall the decision of the Chair be sustained,” and the decision of the Chair shall be deemed to be sustained unless overruled by a two-thirds vote of the members present.

11.3.3 The Chair shall not take part in any debate unless he/she first leaves the chair and shall not resume the chair until that debate is concluded.

11.4 Vice Chair.

The Vice Chair, or if there be more than one Vice Chair, the Vice Chair designated by the Board of Governors for that purpose, shall have such powers and perform such duties as may be assigned to him/her by the Board of Governors, and in the absence or inability or refusal to act of the Chair, shall perform all the duties and have all the powers of the Chair and if a Vice Chair, or such other Governor as the Board of Governors may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair, shall be presumed with reference thereto.

11.5 Member at Large.

The Member at Large, or if there be more than one Member at Large, the Member at Large designated by the Board of Governors for that purpose, shall have such powers and perform such duties as may be assigned to him/her by the Board of Governors, and in the absence or inability or refusal to act of the Chair or Vice Chair, shall perform all the duties and have all the powers of the Chair or Vice Chair, or such other Governor as the Board of Governors may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair or Vice Chair, shall be presumed with reference thereto.

11.6 Secretary.

The Secretary shall be ex-officio clerk of the Board of Governors. He/she shall attend all meetings of the Board of Governors and committees thereof and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to Governors. He/she shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Governors or by-law, to do so and to perform such other duties as may from time to time be determined by the Board of Governors.

11.7 Treasurer.

The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board of Governors. He/she shall disburse the funds of the Corporation under the direction of the Board of Governors, taking proper vouchers therefore and shall render to the Board of Governors at the regular meetings thereof or whenever required of him/her, an account of all their transactions as Treasurer, and of the financial position of the Corporation. He/she shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and shall also perform such other duties as may from time to time be determined by the Board of Governors.

11.8 President.

The Board of Governors shall appoint a President and may delegate to him/her full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Governors) and to employ and discharge agents and employees of the Corporation or may delegate to him/her any lesser power. He/she shall conform to all lawful orders given to him/her by the Board of Governors of the Corporation and/or by the Chair thereof and shall at all reasonable times give to the Governors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the President shall be subject to discharge by the Board of Governors.

11.9 Other Officers.

The duties of all other officers of the Corporation shall, subject to the provisions of any applicable statute or regulation, be such as the terms of their engagement call for or the Board of Governors requires of them.

11.10 Delegation of Duties of Officers.

In case of the absence or inability to act of the Chair, a Vice Chair or any other officer of the Corporation or for any other reason that the Governors may deem sufficient, the Governors may delegate all or any of the powers of such officer to any other officer or to any Governor for the time being, where the Governor is eligible as defined by the *Ontario Colleges of Applied Arts and Technology Act, 2002*.

11.11 Remuneration and Removal of Officers.

The Governors may, in accordance with, and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration (if any) to be paid to the officers of the Corporation. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Governors at any time with or without cause.

11.12 Vacancies.

If the office of the Chair, Vice Chairs, Secretary, Treasurer, or President, or one or more of them, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Governors may elect or appoint an officer to fill each vacancy.

12. FINANCIAL

12.1 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Governors may from time to time designate by resolution.

12.2 Execution of Contracts, etc.

Contracts, documents or instruments in writing required to be signed by the Corporation may be signed by the Chair or a Vice Chair together with the President or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Governors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Governors.

The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of the property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing, the Chair or a Vice Chair together with the President or the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

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

12.3 Books and Records.

The Governors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. By-laws of the Board of Governors will be available to the public through the College website.

13. AMENDMENT TO THE BY-LAW.

No amendment to this By-Law shall be made unless due notice thereof, in writing, setting forth the proposed amendment, shall have been given at a meeting previous to that at which the same is considered and a two-thirds majority of all members of the Board of Governors vote therefor.

THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BE IT ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY (herein called the Corporation) for the general conduct of the affairs of the Corporation as follows:

POLICY

In accordance with the Minister's Binding Policy Directive on Governance and Accountability, The Canadore College of Applied Arts and Technology shall establish an Advisory College Council, known as the "College Council of Canadore College".

1. NAME

1.1 The Board of Governors shall establish a body, known as the College Council of Canadore College, hereinafter referred to as the "Council".

2. MANDATE

2.1 In support of Canadore College's vision, mission, values and 5 Pillars, Canadore College Council will:

- Promote a collaborative college culture;
- Contribute positively to planning and decision-making processes;
- Provide a forum for stakeholder discussion of policy, strategic directions, and planning issues; and
- Propose, review and/or recommend policies, procedures and practices.

2.2 Canadore College Council is established to provide a means for students and staff of the College to provide advice to the president on matters of importance to students and staff. The Board of Governors will ensure that the structure, composition, terms of reference, and procedures for the Council are established in by-law. These matters include, but are not limited to:

- Educational opportunities and services;
- The learning and working environment;
- The quality of college life;
- Educational resources and equipment;
- Technology integration;
- Campus environmental matters;
- Broad college system issues;
- College promotion; and
- Educational services.

A report from this advisory Council shall be included in each college's annual report.

3. MEMBERSHIP

3.1 The Council shall consist of 15 elected voting members as follows:

3.1.1 Academic Staff: 8 (elected by the Academic union);

3.1.2 Support Staff: 4 (elected by the Support Staff union);

3.1.3 Students: 3 (elected by Student Government); and

3.1.4 Administrative Staff: 2 (elected by Administrative staff).

3.1.5 To maintain communication with the Office of the President, at the request of the Chair, the President or a designate will address the Council at the beginning of each meeting and receive advice from the Council.

4. STRUCTURE AND COMPOSITION

4.1 The size, structure and composition of the Council is determined upon consideration of the following:

4.1.1 representation across campuses, academic divisions and reporting levels;

4.1.2 representation from post-secondary and adult training students, both full-time and part-time; and

4.1.3 representation from designated groups, i.e., Francophone, women, visible and ethnic minorities, native persons and persons with disabilities.

5. TERMS OF OFFICE

5.1 The Executive of the Council will consist of Chair, Chair-Elect, Past Chair and Secretary.

5.1.1 The term of the Chair, Chair-Elect and Past Chair will be for two years. The term of the Secretary will be for one year.

5.1.2 A member of the Executive may be removed from office by a two-thirds majority vote of the Council (excluding ex officio members).

5.2 A member's term will normally be two academic years. If a member is elected Chair-Elect, the term will be extended by one or two academic years. This allows the Chair-Elect to continue serving in their capacity as Chair and Past Chair.

5.2.1 The term of a student member will be one academic year.

5.2.2 If a member cannot complete a term, a replacement will be selected by the affected constituent group to complete the balance of the term.

5.2.3 A member may be removed from the Council by their constituent group.

6. RESPONSIBILITIES OF MEMBERS

6.1 Except for ex-officio members, participation on the Council and its Task Groups shall be on a voluntary basis. All reasonable arrangements will be made to make participation on the Council as accessible as possible.

6.2 Members shall participate fully in all meetings of the Council as well as on any Task Group to which the Chair names them.

6.3 Members will attend all Council meetings or send an alternate when this is not possible. The alternate must be from the represented constituent group. If a member misses two or more consecutive meetings, the constituent group represented will be informed and the Council Executive will review their membership standing. The Executive, at its discretion, may request that an alternate replace the member.

6.4 Members will endeavour to inform and consult with their constituent groups on issues and developments at the Council, as required.

6.5 The primary responsibility of a Council member is to fulfill the stated mandate of the Council.

7. RESPONSIBILITIES OF THE CHAIR

7.1 The Chair will preside over all general and Executive meetings of the Council.

7.2 The Chair, in conjunction with the Executive, will determine monthly agendas for the Council.

7.3 The Chair may receive an agenda item from the College community but should redirect said person to their Council representative for inclusion of the item on the agenda.

7.4 The Chair may be required to represent the Council at special functions.

8. MEETINGS

8.1 General meetings will be held during the third week of every month, the date and time to be established at the first meeting in May.

8.2 Executive meetings will be held at least once a month at the call of the Chair.

- 8.3 A workshop will be arranged annually, preferably in May or June, to allow orientation of new members, including the newly elected student government representative, to build and develop collegiality and to discuss long-term planning. The Council Executive will arrange this workshop with the assistance of the Office of the President.
- 8.4 All meetings will be conducted according to conventional rules of order.
- 8.5 All meetings will be conducted according to the agenda issued by the Chair. At the opening of a meeting, additional items may be presented to the Chair for inclusion on the agenda. A majority vote by the members will allow inclusion of an item on the agenda.
- 8.6 All meetings will be presided over by the Chair, or in their absence, by the Chair-Elect.
- 8.7 All meetings shall be open to the College community.
- 8.8 Fifty percent plus one of the voting members of the Council will represent a quorum. During the months of May to August, the Council will consist of support, academic and administrative staff members. At this time, a quorum will be based on these members only. All resolutions made during this period will be subject to ratification in September when student members are able to attend.

9. TASK GROUPS

- 9.1 From time to time, Task Groups will be formed.
- 9.2 A Task Group will be comprised of a minimum of four members from the Council, with at least one representative from faculty, students, administration and support staff, if possible. Other members from the College may be invited to participate and contribute their expertise once an issue is assigned.
- 9.3 Task Groups will be formed by the Executive and will exist until the Task Group has met its objective.
- 9.4 Task Groups will elect a facilitator who will facilitate the work of the Group and will also record salient points and recommendations. The facilitator or another nominee may also be invited to attend Executive meetings.

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

BE IT ENACTED as a By-law of the Board of Governors of The Canadore College of Applied Arts and Technology for the Election of College Constituent Groups to the Board of Governors as follows:

1. POLICY

- 1.1 In accordance with the Regulation emanating from the Ontario Colleges of Applied Arts and Technology Act, all members of the constituent groups of the College (Academic, Administrative, Student and Support Staff) shall have an opportunity for effective participation in the nomination and election process for membership on the Board.
- 1.2 In support of this policy the following procedures have been developed after consultation with representatives of the constituent groups.

2. DEFINITION

There are four constituent groups at the College:

- o academic staff member means a person who is employed by the Board of Governors as a teacher, counsellor or librarian;
- o administrative staff member means a person who is employed by the Board of Governors and who is not an academic staff member, a support staff member or a student;
- o student means a person who is enrolled in a course or program of instruction in a college;
- o support staff member means a person who is employed by the Board of Governors as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff.

It is understood that, for the purpose of this by-law, a person can only belong to one group.

3. ELECTORAL COMMITTEE

- 3.1 The Board has established an Electoral Committee to ensure the observance of this policy and the implementation of the Regulation.

3. Electoral Committee (continued)

- 3.2 The Electoral Committee is composed of the presidents of:
- Student Government Representative
 - Support Staff Local
 - Academic Employees Local
 - Administrative Staff Local Association.
- 3.3 The presidents may each designate a member of their respective constituent groups to replace them on the Electoral Committee.
- 3.4 In addition, the Board will appoint the Secretary of the Board, or his/her designate, as Chair of the Electoral Committee.
- 3.5 The Electoral Committee reports to the Chair of the Board of Governors.
- 3.6 The Electoral Committee recognizes the rights of part-time members of the constituent groups as defined in the Regulation and will endeavour to ensure their participation in the electoral process.
- 3.7 The members of the Electoral Committee recognize that should a conflict of interest arise, the affected member will declare such conflict, propose a replacement and withdraw from participation on the Committee.

4. PROCEDURE - NOMINATION PROCESS

- 4.1 The Electoral Committee will supervise a call for nominations addressed to the specific constituency group.
- 4.2 The information sent to each group will provide details of
- a) the nomination/election process (including dates and deadlines)
 - b) the Regulation in summary form
 - c) Governor Roles and Responsibilities
- 4.3 The Electoral Committee will distribute a call for nominations. The call will be addressed also to the part-time members of the constituent groups.
- 4.4 The call for nominations will inform the constituent group where the information in 4.2 can be obtained.
- 4.5 Nominations must be supported by at least ten (10) nominators for each nominee of the constituent groups.
- 4.6 The nomination paper must indicate the name, signature and student/employee number of each nominator.

- 4.7 A member of a constituent group may sign the nomination paper for more than one candidate of the group for nomination.
- 4.8 Nomination papers will be returned to the Electoral Committee. Papers received after the deadline will be rejected.
- 4.9 The Electoral Committee will review all nomination papers for conformity to this procedure.
- 4.10 The Electoral Committee will publish the list of nominees.

5. PROCEDURE - CANVASSING PROCESS

- 5.1 Between the establishing and publishing of the slate of candidates and the date of election there will be a period during which individuals may canvas their respective groups.
- 5.2 Complaints with regard to the conduct of nominees must be addressed to the Electoral Committee.

6. PROCEDURE - ELECTION PROCESS

- 6.1 The elections will be supervised by the Electoral Committee which will determine supplementary procedures that are not addressed in this policy.
- 6.2 The election for each constituent group shall be carried out and managed through a secure online voting program. The election date, to be determined each year, shall run for one (1) day, from 8:00 am to 8:00 pm, to allow voters sufficient time to vote.
- 6.3 The most current employee lists will be provided by the college department responsible for maintaining employee lists and by the College Registrar for students.
- 6.4 Votes will be tabulated by the secure online voting program.
- 6.4 The Electoral Committee will announce the results of the election and will forward the results of the election to the Chair of the Board.
- 6.5 The successful candidate for each constituent group is the candidate with the most votes of the appropriate group.
- 6.6 In the event of technical difficulties (such as an infrastructure or power failure) on Voting Day that prevent voters from casting their votes prior to 8:00 pm, the Electoral Committee shall determine if Voting Day should be extended. If Voting Day is extended, all votes cast on Voting Day shall be added to additional votes received on the extended Voting Day.

7. PROCEDURE - DISPUTE RESOLUTION

- 7.1 Any individual who has a complaint as to the application of this policy through its procedures has the right to address such complaint to the Chair of the Electoral Committee.
- 7.2 The complaint must be in writing and must indicate the details of the alleged violation of policy and procedure.
- 7.3 The Chair will forward the complaint to the Electoral Committee for review.
- 7.4 The Electoral Committee will investigate the complaint and attempt to resolve it.
- 7.5 Failing resolution by the Electoral Committee, the complaint may be referred by either the complainant or the Electoral Committee to the Chair of the Board who shall, within 5 days of such referral, appoint an independent third party to investigate the complaint.
- 7.6 The third party's mandate is restricted to a determination as to whether the policy and procedures of this by-law have been correctly applied and if not:
 - 7.6.1 if the election has not yet been completed, what remedial measures should be undertaken to remedy, so far as is reasonably possible, the impact of the acts or omissions upon which the complaint was based; and
 - 7.6.2 if the election has been completed, whether the will of the constituent group is nevertheless reflected in the election results and if not whether the election must be repeated.
- 7.7 The third party will commence the dispute resolution process within ten (10) working days of appointment and shall complete the dispute resolution within 20 days of the third party's appointment.
- 7.8 The third party will establish appropriate procedures and the College and representatives of the constituent groups will comply with all reasonable requests by the third party for information relating to the complaint
- 7.9 The report of the third party will be binding on the College, the complainant, and the affected constituent group.

8. PROCEDURE - EQUALITY OF VOTES

- 8.1 In the event that the election results in a tie vote between two or more candidates, the Electoral Committee shall extend the voting for an additional day to allow for a run-off election. If the votes remain tied, the election shall be extended one day each time until the tie is broken.

9. PROCEDURE – OTHER

- 9.1 In the event of a mid-term vacancy the Electoral Committee will reconvene and supervise a nomination and election process for the constituent group affected by the vacancy.
- 9.2 The term of the member elected commences on the date of election and shall be of same length as the person originally elected and shall terminate on August 31st of the year in which the terms ends.

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

BE IT ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY (herein called the Corporation) for the general conduct of the affairs of the Corporation as follows:

POLICY

In accordance with the Minister’s Binding Policy Directive, Canadore College of Applied Arts and Technology shall establish Program Advisory Committees, known as “Program Advisory Committees of Canadore College”.

1. STRUCTURE

Advisory Committees will be established for each program of instruction or cluster of related programs offered at the college and are made up of a cross-section of persons external to the college who have a direct interest in and a diversity of experience and expertise related to the particular occupational area addressed by the program.

Advisory Committees provide liaison and contact between the college and business, industry, government and other employing sectors of the community.

2. TERMS OF REFERENCE

2.1 Advisory Committees are expected, in an advisory capacity, to:

2.1.1 recommend and assist in development of new programs responsive to the needs of a specific profession, industry or sector,

2.1.2 identify knowledge, skills and characteristics required of graduates in an area of study,

2.1.3 identify future directions and potential areas of growth relevant to a program and the sector served,

2.1.4 estimate industry/professional demand for graduates,

2.1.5 monitor the educational currency and needs of specific programs, and

2.1.6 participate in program review/revitalization.

2.2 Consistent with the role of Advisory Committees in providing advice on program development and review, they may also be expected to:

- 2.2.1 help maintain good college relationships with business, industry, professional associations and the community by disseminating information about programs and graduate success,
- 2.2.2 assist with the establishment of scholarships and bursaries,
- 2.2.3 advise the college on facilities and equipment,
- 2.2.4 assist in student recruitment and student placement, and
- 2.2.5 advise on external certification requirements.

3. MEMBERSHIP

- 3.1 Ideally, Advisory Committees are comprised of eight to ten members from outside the college who are appointed by the Board of Governors on the recommendation of the President. Members are selected from labour, employers, professional and trade organizations, other educational institutions, and social and government agencies.

All members will have background and experience relevant to the program area. Gender and cultural balance will be maintained, where possible, as appropriate to the program of instruction.

Membership must include at least one recent alumnus of the program.

- 3.2 Each Advisory Committee will have two current students from the program area. One of these students will be in their final year of study.

4. PROCEDURES

- 4.1 Members normally serve a term of three academic years. A member may be appointed to a second term. An individual may be recommended for another tenure on an Advisory Committee upon application to the President.
- 4.2 Each Advisory Committee will elect its Chair, who conducts the meeting according to a mutually agreed upon procedure. The term of office for the Chair of an Advisory Committee is two years.
- 4.3 Appointments will be arranged so that one-third of the Advisory Committee changes every two years. Since the successful function of Advisory Committees depends greatly on the contributions and participation of members at meetings, regular attendance is required. If a member misses more than two consecutive meetings, or the majority of meetings during their term, the Advisory Committee Chair will review the member's continuation on the Advisory Committee.

- 4.4 College staff provide information and resources to Advisory Committees. College staff may not vote or make motions at Advisory Committee meetings.
- 4.5 Advisory Committees will normally meet twice or more per year, but must meet at least once per year, usually in the fall semester. Additional meetings may be scheduled as required.
- 4.6 Meetings require a quorum defined as 50 % of the voting members.
- 4.7 College staff will record minutes, prepare the agenda under the direction of the Chair, distribute information and notify members of scheduled meetings.
- 4.8 Minutes of Advisory Committees are distributed to members for approval and then sent to the Office of the Vice-President, Academic for presentation of all recommendations/motions in an annual report to the Board of Governors. The Vice-President, Academic will respond to Advisory Committees with the Board's response to specific recommendations/motions.
- 4.9 A schedule of Advisory Committee meetings will be provided to the Board of Governors at its November meeting. Inactive advisory committees will be flagged for the Board of Governors.