



Board of Governors

BY-LAW #1

BOARD COMPOSITION AND GOVERNANCE

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BY-LAW #1

Be it enacted as follows:

DEFINITIONS

“Act” means the *Ontario Colleges of Applied Arts and Technology Act, 2002*.

“Academic staff member” means a person who is employed by the College as a teacher, counsellor or librarian, whether employed full-time or part-time.

“Administrative staff member” means a person who is employed by the College and who is not an academic staff member, a support staff member or a student, whether employed full-time or part-time.

“Board” means the Board of Governors of the College.

“Code of Conduct for Governors” is set out in Schedule “A” to this by-law.

“College” means The Confederation College of Applied Arts and Technology.

“Conflict of Interest Guidelines for Governors” are set out in Schedule “A” to this by-law.

“External Governor” shall have the meaning given that expression in section 1(a).

“Ex-officio” means holding a position on the Board or on a committee by virtue of the office held by the individual and includes, unless specifically provided otherwise, all rights, responsibilities and powers of any other member of the Board or the committee including counting for quorum and the right to vote, subject to specific terms of reference.

“Governor” means a member of the Board.

“Impugned Governor” means a Governor challenged as having created for himself or herself the grounds for removal set out in subsection 8(1).

“Internal Governor” shall have the meaning given that expression in section 1(b).

“Member” shall have a meaning that varies according to the context. The College as a statutory corporation does not issue memberships. In the event memberships are required to be issued under the *Corporations Act*, the only such members of the College shall be the Governors.

“Minister” means the Minister of the Ontario government. Ministry tasked with regulating Ontario public colleges.

“Objects” means the objects of the College are set out in section 2(2) and 2(3) of the Act and set out as Schedule B.

“Officer” means an officer of the College elected or appointed by the Board, unless otherwise specified or the context otherwise implies.

“Program of instruction” means a group of related courses leading to a diploma, certificate or other document awarded by the College.

“Referenced Group” shall have the meaning given that expression in section 1(b).

“Regular meeting” means one of a series of meetings scheduled, in sequence, at stated intervals as opposed to a meeting called for a special purpose.

“Regulation” means Regulation 34/03 under the Act.

“Student” means a person who is enrolled in a course or program of instruction in a college, including “Post-secondary” and “Adult Training” programs, whether full-time or part-time.

“Support staff member” means a person who is employed by the College as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff whether full-time or part-time.

HEAD OFFICE

The head office of the College shall be in the City of Thunder Bay in the District of Thunder Bay in the Province of Ontario.

SEAL

The seal, an impression of which is stamped in the margin of this by-law, shall be the corporate seal of the College.

GOVERNORS

1. BOARD OF GOVERNORS

The Board shall be comprised of seventeen (17) Governors:

- (a) twelve (12) individuals (the “External Governors”) of whom four (4) shall be appointed by the Lieutenant Governor in Council and the remainder by the then sitting Governors all pursuant to the Regulation;
- (b) four (4) individuals (the “Internal Governors”) who shall be elected, one each from the relevant groups referenced in the Regulation, being the students, the academic staff members, the administrative staff members and the support staff members (the “Referenced Groups”), which election shall be held according to the procedure for elections set out in the Appendix and the Regulation; and
- (c) the President of the College.

2. ELIGIBILITY, NOMINATION, TERM OF OFFICE, ELECTION, APPROVAL, APPOINTMENT AND VACANCY

Eligibility, the need to maintain eligibility throughout a term of office, nomination, length of term of office, election, approval and appointment of Governors as well as matters concerning vacancies on the Board, however caused, are governed by the Act and the Regulation but, in particular:

- a. External Governors and Internal Governors appointed or elected shall ordinarily take office on the first day of September.
- b. Each External Governor shall be elected or appointed for a term not to exceed three (3) years. No person shall serve as an External Governor for more than six (6) consecutive years, provided that, after an absence of two (2) years from the Board, such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed six (6) years.
- c. The term of office and other rules governing the election of Internal Governors, including the procedure to be followed in the event of a vacancy, are set out in the Appendix to this Bylaw.
- d. The Board of Governors shall have a Protocol for Board Nominations and Appointments/Re-appointments for External Governors.
- e. The term of a Governor filling a vacancy shall commence on the date of the election or appointment, as the case may be and be for a term of the same length as provided for in section 2(b) [above] for an External Governor or section 6 of the Appendix for an Internal Governor, which term shall extend until renewal or replacement or to August 31 of the year in which the term expires.
- f. Notwithstanding the above, an Internal Governor shall become ineligible upon ceasing to be a member of the Referenced Group by which that individual was elected whereupon the term of that Internal Governor shall be deemed to have expired, except that if the Student Governor graduates prior to the expiration of what is otherwise the Student Governor's term, he or she may remain on the Board until August 31 in the year of the graduation.
- g. New Governors, as a condition precedent to their appointment or acceptance of their election, at the start of their first term of office or as soon as practicable, shall sign the following commitments to the Board regarding the by-laws, Code of Conduct and Conflict of Interest Guidelines and all governance process policies of the College.

"I, _____, have read and understand my obligations as a Governor under Conflict of Interest Guidelines and Code of Conduct and the by-laws of the College, in particular By-law #1 including:

- the Code of Conduct and Conflict of Interest Guidelines for Governors incorporated as Schedule A thereto, and
- all governance process policies of the College,

and I hereby agree to abide by them at all times in exercising my responsibilities as a Governor.

Dated this _____ day of _____, 20____."

3. POWERS OF THE BOARD OF GOVERNORS

- a. The College shall be managed to carry out its Objects and in doing so shall always be in compliance with:
- the Act and the Regulation, and
 - where applicable, the *Corporations Act*, R.S.O. 1990, c. C.38, as amended.

The Board shall manage the College in all things and make or cause to be made for the College in its name any kind of contract which the College may lawfully enter into and, save as provided in this by-law, 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 including without limitation:

- select sites for the College; and
- appoint, classify, promote, suspend, transfer, reclassify or remove the President of the College and administrative, teaching and non-teaching personnel subject to applicable law and the enforceable terms of any contract of employment.

Without in any way derogating from the foregoing, and subject always to the Regulation, including without limitation any requirement for the prior written approval of the Minister and the recommendation of the Lieutenant Governor in Council in respect of any real property transactions, 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, real or personal, or any right or interest therein owned by the College for such consideration and upon such terms and conditions as it may deem advisable.

- b. In addition, the Board shall ensure compliance with the Act, the Regulation, and the Minister's binding policy directives including, in particular, but without limitation:
- preparation of a strategic plan, a business plan and an annual report to the Minister as the Minister directs under the Regulation);
 - ensuring that the College's by-laws are open to inspection by the public (s. 5(4)(a) and (b) of the Regulation);
 - approving a budget for the College that is acceptable to the Minister;

- appointing auditors under the *Public Accounting Act* of the accounts and transactions of the College annually;
- keeping records and minutes of the proceedings of the Board (s. 5(3) of the Regulation);
- recommending nominees for consideration by the Lieutenant Governor in Council in making of their appointments to the Board;
- ensuring approval of the Minister for the categories of diplomas, certificates or other documents awarded by the Board (s. 12 of the Regulation);
- establishing according to Ministry Guidelines an advisory committee for each program of instruction or cluster of related programs to advise the Board on existing programs and in the development of new programs; and
- establishing according to Ministry Guidelines a College Council through which staff and student may provide advice to the President.

4. REMUNERATION OF GOVERNORS

Governors of the College shall serve without remuneration and no Governor shall directly or indirectly receive any profit from this position as such; provided that a Governor may be paid reasonable expenses incurred in the performance of duties of a Governor; and further provided that it is understood that Internal Governors and the President receive employment compensation from the College for services other than services as Governors.

5. INDEMNITIES TO GOVERNORS

Every officer of the College and every Governor, and their heirs, executors and administrators shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the College, from and against:

- a. all costs, charges and expenses whatsoever which such officer or Governor sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Governor for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Governor in or about the execution of duties as officer of the College or Governor; and
- b. all other costs, charges and expenses which the officer or the Governor sustains or incurs acting as an officer or as a Governor except such costs, charges or expenses as are occasioned by the officer's or the Governor's own wrongful act, willful damage, breach of trust or fraud.

6. PROTECTION OF GOVERNORS AND OFFICERS

Subject always to any provision in the by-laws of the College or any applicable statutory provisions to the contrary, no Governor or officer for the time being of the College shall be liable to the College for:

- a. the acts, receipts, neglects or defaults of any other Governor or officer or employee,

- b. joining in any receipt or act for conformity,
- c. any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College, or for or on behalf of the College, the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the College shall be placed out or invested,
- d. any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities, or effects shall be lodged or deposited, or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or trust or in relation thereto unless the same shall happen by or through the wrongful act or willful damage, breach of trust or fraud of the Governor or the officer.

Governors for the time being of the College 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 College, except such as shall have been submitted to and authorized or approved by the Board.

7. CODE OF CONDUCT AND DISCLOSURE OF CONFLICT OF INTEREST

The Board and each individual Governor shall at all times comply with the Code of Conduct and the Conflict of Interest Guidelines for Governors set out in Schedule A, of this by-law.

8. REMOVAL OF A GOVERNOR FROM THE BOARD

Other than the President of the College and the Governors appointed by the Lieutenant Governor in Council, the Board may remove any Governor from the Board, thereby ending that individual's term as Governor, by a resolution of the Board if any of the following grounds exist and in accordance with the following procedure:

1. Grounds for such removal are as follows:
 - a. a Governor, without a leave of absence granted by the Board, has attended fewer than fifty percent (50%) of the regular meetings of the Board in any twelve (12) month period or has failed to attend three (3) consecutive meetings of the Board, or
 - b. a Governor, to an extent that, in their sole, absolute and unfettered discretion the majority of the other Governors deems to be material, and whether intentionally or by inadvertence, has violated the by-law of the College, Code of Conduct or any of the Conflict of Interest Guidelines for Governors as set out in Schedule A hereto and incorporated by reference into this by-law, or any other applicable law.

2. The procedure for such removal is as follows:
 - a. A Governor who has not maintained the required attendance at meetings, or who is alleged to have violated either the Conflict of Interest Guidelines in Schedule A or the Code of Conduct for Governors provisions in Schedule A will be informed, in writing, of the nature and particulars of the alleged violation no fewer than three (3) days prior to the meeting of the Board at which the allegation is to be considered (the "Notice of Complaint").
 - b. The complaining party must be identified in the Notice of Complaint. In a matter of the Impugned Governor's attendance, the complaining party shall be deemed to be an administrative person informed on matters of attendance but not a Governor. In a matter having to do with a violation of either the Conflict of Interest Guidelines or the Code of Conduct for Governors, the complaining party may be any Governor or any person who is not a Governor but whom the Chair deems to be acting fairly and reasonably in making the complaint.
 - c. In the event that the Chair, in the Chair's sole, absolute and unfettered discretion, deems that a person who is not a Governor, but who is making the allegation of violation of the Conflict of Interest Guidelines or of the Code of Conduct, is not acting fairly and reasonably in making the complaint, the Chair may declare that the person so complaining lacks the status necessary to take the complaint further, at which point, unless the matter complained of is taken up by a Governor against the Impugned Governor, the complaint shall not be placed before the Board.
 - d. Both the Impugned Governor and the complaining party will be allowed to present their views of the alleged breach at the next Board meeting.
 - e. The Board, absent the Chair and the President save as to quorum, shall hear the complaint raised in the Notice of Complaint.
 - i. If the Impugned Governor is found by the Board to have failed to have met the level of attendance required or to have violated The Conflict of Interest Guidelines or the Code of Conduct for Governors, the Board, by a majority of at least two-thirds (2/3) of the votes cast by those eligible to vote, may choose to implement one of the following sanctions:
 - issue an oral reprimand;
 - issue a written reprimand;
 - request that the Impugned Governor resign;
 - remove the Governor from the Board causing his or her term otherwise remaining to be deemed to have expired.
 - j. If the complaining party is a Governor, both he or she and the Impugned Governor, along with the Chair and the President will absent themselves from any final discussion that the acting chair of the meeting may direct as well as from any vote upon a resolution of censure, or other action that may be decided upon by the Board as then constituted.

- k. Absence of the complaining Governor, if any, and of the Impugned Governor as well as the Chair and the President from any portion of a meeting shall not affect quorum once achieved.

3. Review

Any person who is removed as a Governor from the Board under this Section may apply to the Board Chair and the President to review the decision to remove the person from the Board. As provided in sections 6(4) to 6(6) of the Regulation:

- a. The review is limited to determining whether the removal was for a reason set out in this by-law and was in accordance with the procedure established in this by-law and does not include a review of whether the Board was correct in removing an individual from his or her position on the Board.
- b. The finding on whether the decision of the Board was made for a reason set out in this by-law and was made in accordance with the procedure established in this by-law is final and binding.
- c. Following the review, the Board Chair and the President shall sign a written attestation that the removal process was carried out in accordance with the by-law.

If the Board believes that there exist reasons justifying the removal of a Governor appointed by the Lieutenant Governor in Council, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

OFFICERS

9. CHAIR

The Board shall elect a Chair from among its External Governors annually at the regular June meeting, effective September 1st. The Chair shall, when present, preside at all meetings of the Board. The Chair shall also be charged with overseeing the general management and supervision of the affairs and operations of the College according to the directions of the Board; and the Chair shall have the authority to sign such contracts, documents or instruments in writing as require the specific authority of the Board. The Chair shall also have such other powers and duties as may from time to time be assigned to the Chair by the Board or as are incident to the Chair's office.

The Chair shall be an ex-officio member of all committees to which he/she has not been named a member.

The Chair shall hold office until a successor has been elected, provided he or she continues both to be an External Governor and to be eligible under the Regulation for re-election.

More detailed guidelines for those holding the role of Chair are provided in Governance Process policy GP4 – Role of the Chair and Vice-Chair.

10. VICE-CHAIRS

The Board shall elect annually at the regular June meeting, effective September 1st each year, a First Vice-Chair and a Second Vice-Chair from among its External Governors. The Vice-Chairs shall have such powers and perform such duties as may be assigned to them by the Board, and, in the absence or inability or refusal to act of the Chair, the First Vice-Chair, or alternatively the Second Vice-Chair, shall perform all the duties and have all the powers of the Chair and, if a Vice-Chair, or such other external Governor as the Board 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.

Each Vice Chair shall hold office until a successor has been elected, provided he or she continues both to be an External Governor and to be eligible under the Regulation for re-election.

More detailed guidelines for those holding the role of Chair are provided in Governance Process policy GP4 – Role of the Chair and Vice-Chair.

11. MEMBER(S) AT LARGE

The Board shall elect annually at the regular June meeting, effective September 1st, at least one Member at Large from among its External Governors. The primary activity of the Member at Large is to serve as a member of the Board Coordinating Committee. In the event that in a given year there is no Past Chair to serve on the Coordinating Committee, a second Member at Large shall be elected. The Member at Large shall hold office until a successor has been elected, provided he or she continues both to be an External Governor and to be eligible under the Regulation for re-election.

12. PRESIDENT

The President is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President. The President shall have such authority to manage and direct the business and affairs of the College as the Board may delegate.

One of the President's primary responsibilities is to:

- a. appoint,
- b. classify,
- c. promote,
- d. suspend,
- e. transfer,
- f. reclassify, or
- g. remove,

subject to the salary and wage rates, and according to the terms and conditions established by the College Employer Council, the enforceable terms of any employment contract, and the specific requirements, if any, of the Minister, all administrative, teaching and non-teaching personnel of Confederation College.

The President's authority cannot include such matters and duties as by law must be transacted or performed by the Board. More generally, the President shall conform to and carry out all lawful orders given by the Board of the College, or by the Chair acting on behalf of the Board, and shall at all reasonable times give to the Governors or any of them all information they may require regarding the affairs of the College.

Regarding officers of the Board, the President shall recommend the appointment of two members of the Executive staff to the Board: the Secretary and the Treasurer.

13. SECRETARY

The Secretary of the Board shall also be the Executive Assistant to the President, whose purpose is to ensure the integrity of the Board's documents and shall:

- a. Ensure the integrity of the Board's documents and that they accurately reflect the decisions of the Board and are provided to the Board in a timely manner, including letters of incorporation, By-laws Board minutes, monitoring reports and Board attendance reports;
- b. record all facts and minutes of all proceedings in the books kept for that purpose;
- c. ensure that all notices required be given to Governors;
- d. be the custodian of all books, papers, records, correspondence and other documents belonging to the College which shall be delivered up only when authorized by a resolution of the Board to do so; and
- e. provide access to up-to-date policies, procedures, minutes and other information to the Board of Governors that are pertinent to their role;
- f. the regular agenda, including all documentation will be distributed to the Board one week before each Board meeting;
- g. perform such other duties as may from time to time be determined by the Board.

The Board will ensure that it clarifies its expectations (format, level of detail, timeliness, etc.) for the preparation of Board documents (policies, minutes, etc.) and communicates this to the Board Secretary.

The authority of the Secretary is access to and control over Board documents, and the use of a reasonable amount of staff time.

14. TREASURER

The Treasurer-of the Board, shall also be the college's Chief Financial Officer, and shall:

- a. keep full and accurate accounts of all receipts and disbursements of the College in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the college in such banks as may from time to time be designated by the Board;
- b. disburse the funds of the College under the direction of the Board, taking proper vouchers;
- c. provide reports on the financial position of the college as the Board or Audit Committee shall determine from time to time.
- d. cooperate with the auditors of the college during any audit of the accounts of the college; and
- e. perform other duties as may be determined by the Board.

15. OTHER OFFICERS

The duties of all other officers of the College shall be such as the terms of their engagement call for or the Board requires of them.

16. VACANCIES

If the office of the Chair, either Vice-Chair, Member at Large, Secretary, or Treasurer, 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 a duly qualified officer to fill such vacancy.

17. DELEGATION OF DUTIES OF OFFICERS

In case of the absence or inability to act of any officer other than the Chair, or a Vice-Chair 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.

18. REMOVAL OF OFFICERS

Notwithstanding any other provisions in the by-laws, all officers, in absence of agreement to the contrary, shall be subject to removal from office by resolution of the majority of the Governors at any time with or without cause.

The President, subject to any agreement, shall be subject to removal from office by resolution of 2/3 of the Governors with or without cause.

MEETINGS

19. MEETINGS OF MEMBERS OF THE BOARD OF GOVERNORS

The meetings of the Board must comply with the Regulation.

1. Quorum

Ten (10) Governors shall form a quorum for a meeting of the Board as provided in subsection 5(1) of the Regulation.

2. Call of Meeting

The call, organization and conduct of meetings of the Board shall be carried out by the Chair or, in the absence or illness of the Chair, the First Vice-Chair, or, in the First Vice-Chair's absence or illness, the Second Vice-Chair, or, in the Second Vice-Chair's absence or illness, any other external Governor appointed by the Board for such purpose.

The Board may appoint a day or days in any month or months for regular meetings of the Governors at a prescribed hour, and, in respect of such regular meetings, except as specifically set forth in this by-law, no notice need be given.

3. Special Meeting

Any special meeting of the Board may be formally called by the Chair, or by a Vice Chair, or any other External Governor appointed by the Board. Alternatively, a special meeting shall be called by the Secretary on the direction of any two Governors.

4. Place of Meeting

The meetings of the Board shall be held at the Head Office on the College's Thunder Bay campus, or at such other place or places as the Board may from time to time determine.

5. Notice of Meetings

Once established by the Board, the schedule of regular meetings shall be sent to all Governors and shall be posted on the College's website and publicized by whatever media are deemed appropriate by the Board.

Where urgent conditions prevail, notice of a special Board meeting shall be delivered, telephoned, or sent by electronic mail not less than twenty-four (24) hours before the meeting is to take place or shall be mailed to each Governor not less than five (5) days before the meeting is to take place. Wherever possible, notice of special meetings of the Board will be posted on the College's website as soon as possible after they are called.

The statutory declaration of the Secretary, the Chair, or a Vice-Chair, that notice has been given pursuant to this by-law, and the roster of those in attendance, and those absent, shall be sufficient and conclusive evidence of the giving of such notice and attendance respectively.

6. Business to be Considered

The Board may consider or transact any business, either special or general, at any meeting of the Board.

7. Adjournment of Meeting

Any meetings of the Governors may be adjourned to any time and from time to 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. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

8. Meetings Open to Public

Subject to provisions for *in camera* meetings, all meetings of the Board shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined at the sole discretion of the Chair of the meeting.

All standing and ad-hoc committee meetings of the Board are *in camera* unless they have been determined not to be confidential by the chair of the relevant standing committee or ad-hoc committee or by the Board.

9. Minutes of Meetings

Board meeting minutes will be taken at all official Board meetings. Draft minutes will be sent to the Chair, or designate, for review and feedback and presented at the following Board of Governors meeting for approval. Approved minutes will be signed by the Board Chair and Board Secretary and posted on the Board of Governors' website. Signed minutes will be placed in the official Board file and available for the auditor's review.

Minutes of In Camera sessions of the Board shall be recorded by the Secretary or designate or if the Secretary or designate is not present, by a Governor designated by the Chair of the Board.

All minutes of In Camera sessions of the Board shall be marked confidential and shall be handled in a secure manner.

Minutes will be taken at all standing and ad-hoc committee meetings. Draft minutes will be distributed to the committee chair for review and feedback and presented at the next committee meeting for approval. Approved standing and ad-hoc committee meeting minutes will be presented at the next Board of Governors (In Camera) meeting, for information.

All minutes of meetings of standing and ad-hoc committees and task forces of the Board shall be marked confidential and shall be handled in a secure manner.

10. In Camera Meetings

A matter may be determined by the Board to be confidential to the College or to an individual and, if so, shall require discussion and voting during an in camera meeting or portion of a meeting. Guests or counsel may remain during an in camera session with the permission of the Chair or the consent of the meeting. The Board should consider if a discussion of a matter concerning any of the following should be held in camera:

- a. the security of property of the College, the financial obligations of the College, including business operations and obligations;
- b. any matters pertaining to an identifiable individual, unless the individual requests and the Board agrees that the meeting or part of the meeting dealing with the matter be open to the public;
- c. human resource and labour relations matters including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- d. litigation or potential litigation including administrative tribunal matters;
- e. receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- f. a matter concerning the selection, engagement or compensation of auditors for the College;
- g. any deliberation related in any way to the Conflict of Interest Guidelines (Schedule A) or the Code of Conduct for Governors (Schedule A);
- h. information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
- i. Board, committee, and Governor self-evaluation
- j. For the purpose of educating or training the members.

Any Governor may request a matter to be dealt with in camera in which case the Board will immediately move in camera and a vote will be taken and if a majority of the Board so decides the matter shall be dealt with in *camera*.

11. Majority of Votes

Each Governor shall only be entitled to one vote. Every question submitted to any meeting of the Board shall be decided by a majority of votes cast by the Governors present and entitled to vote. The Chair shall not cast his or her vote except in the case of an equality of votes, provided that this condition shall not apply where the vote is held by secret ballot or another secret procedure. A secret ballot must be held by Governors upon the request of any Governor. Governors who are present at the meeting through telephonic or other electronic means may vote through telephonic or electronic means, as directed by the Chair.

At any meeting, unless a recorded vote is demanded, a declaration of the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Board shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12. Attendance by Electronic Means

With the permission of the Chair sought and obtained prior to a meeting, in sufficient time for appropriate arrangements to be made, a Governor may attend a meeting of the Board by telephonic or other electronic means in which the Governor participating in this way and each other Governor attending the meeting may hear and be heard simultaneously so that each Governor attending is able to hear the entire proceedings of the meeting.

13. Meetings Held by Electronic Means

Except as otherwise required by law, meetings of the Board or the Board's committees may be held by telephonic or electronic communication facilities as would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Board or of the committee, as the case may be, participating in such a meeting by such means is deemed, for the purposes of this by-law to be present at that meeting. If a meeting held by means of telephonic or electronic communication facilities is one that must be open to the public, such means must enable the level of participation by the public as otherwise required by this by-law or applicable law.

14. Procedural Manual

The text Procedures for Meetings and Organizations by M. Kaye Kerr and Hubert W. King, Third Edition (Carswell Thomson Professional Publishing, Toronto 1996 shall govern the meetings of the Board in all procedural matters not otherwise covered by the by-laws or policies of the College or by other applicable law.

20. ERRORS IN NOTICE

No error or omission in giving notice of a meeting of the 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 any or all proceedings taken or had thereat.

COMMITTEES

21. EXECUTIVE COMMITTEE

The Executive Committee shall be a standing committee, comprised of:

- Chair;
- 1st Vice Chair;
- 2nd Vice Chair;
- Member at Large; and
- Past Chair or if there is no Past Chair, a 2nd Member-at-Large.

The products of the Executive Committee are:

- Develop the annual agenda cycle and governance priorities,
- Finalize the Board agenda, ensuring compliance with policies and processes identified conflicts of interest;
- Attend to such matters as may from time to time be delegated to the Executive by the Board of Governors;
- Exercise the full powers of the Board in an emergency, where a Board decision is required in a timely manner, and where a quorum of the full Board cannot be obtained for special meeting or requiring such immediate attention that it is not practical to convene a special meeting of the Board; or
- Act on behalf of the Board during periods when a quorum of the Board cannot be obtained;
- Advice to the president, upon request;
- Review monthly meeting feedback and annual evaluation;
- Identification and design of Board opportunities (e.g. events, training, retreats);
- Responses to emerging trends;
- A completed Annual Performance Review of the President and a recommendation to the Board for review and approval that will include a rating of performance and level of compensation;
- Complaints brought against a governor; and
- A review of other related matters that may arise.

22. NOMINATING COMMITTEE

The Nominating Committee shall be comprised of the following individuals appointed annually:

- three External Governors who are not members of the Executive with preference being given to longer term/experienced Governors; and
- the past Chair of the Board (if still a Governor) or current Chair who will act as the chair of the committee; and
- one external, non-Board, voting member, who counts for quorum, appointed at the discretion of the Board.

To prevent a conflict of interest, paid employees, including professional officers, are not to serve, advise, or attend meetings of the Nominating Committee. (Section 132 of the Board's procedural manual, Procedures for Meetings and Organizations by M. Kaye Kerr and Hubert W. King, Third Edition, Carswell Thomson Professional Publishing, Toronto 1996.)

The Secretary of the Board or alternate paid staff will be permitted to serve or attend meetings of the Nominating Committee to provide administrative support.

The products of the Nominating Committee are:

- A gap analysis that identifies the needs of the Board against the existing profile of merit and diversity;
- Recommendations of candidates for external Board and LGIC appointments and reappointments no later than June of each year in accordance with Board-stated needs and subject to section 4(2) of the Regulation;
- Recommendations of candidates for positions on the Executive, in particular the Chair, First Vice- Chair and Second Vice-Chair;
- Recommendations for the composition of Board Committees; and
- Any other products requested of the Board of Governors.

Guidelines for the appointment and re-appointment of external Governors are outlined in the Protocol for Board Nominations and Appointments/Re-appointments for External Governors.

23. AUDIT COMMITTEE

The Audit Committee shall consist of:

- three External Governors appointed annually by the Board; and
- one External Governor who holds a professional designation in accounting, finance, or business, or, if such an External Governor is not available for the Audit Committee,
- a person who is not a Board member. Such a person would be a voting member of the Audit Committee and count for quorum.

Neither the President nor any other Internal Governor, nor any employee of the College, including the Vice President – Finance and Administration nor the Senior Director – Financial Services shall be a member of the Audit Committee.

The products of the Audit Committee are:

- Recommendations on the selection of external auditors and the terms/fees of the contract;
- Recommendations on the scope of the audit including special audit procedures that meet Board, Ministry and legal requirements prior to the commencement of the audit, and no later than the first quarter of each calendar year;
- Comments to management on the key planning assumptions, changes to accounting policy, and financial risks to be used in developing the annual operating budget and multi-year financial plan.
- Verification that management has not restricted the external auditors' review; and
- A report no later than June of each year that contains audited financial statements, results of any special audit procedures, management letter and the Audit Committee's recommendations.

24. GOVERNANCE COMMITTEE

The Governance Committee shall be comprised of up to five Governors, of which the majority shall be External Governors, appointed annually by the Board

The products of the Governance Committee are:

- Modifications of existing Board policies, where appropriate, or By-laws;
- New Board policies, where appropriate, or By-laws; and
- Adjustments to the Board's self-evaluation processes.

25. PROGRAM ADVISORY COMMITTEES

The Regulation of the Act requires that there shall be an advisory committee for each program of instruction or cluster of related programs offered by the college. These committees shall report through the President, to the Board of Governors, and play an instrumental role in the monitoring of existing programs and in the development of new programs. They shall be 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.

The "Framework for Programs of Instruction" of the Minister's Binding Policy Directive specifies that the Board of Governors is responsible for establishing the structure, terms of reference, and procedures for program advisory committees. This detail is set out in Schedule C, which schedule forms an integral part of this by-law.

26. ADVISORY COLLEGE COUNCIL

Governors appointed under the Regulation of the Act are to ensure that the college is effectively and appropriately managed. The "Governance and Accountability Framework" of the Binding Policy Directive requires the establishment of an advisory college council, the purpose of which is to provide a means for students and staff of the college to advise the President on matters of importance to students and staff. The Board is to ensure that the structure, composition, terms of reference and procedures for the council are established in by-law and a report from the advisory council shall be included in each college's annual report.

The structure, composition, terms of reference and procedures for the council are set out in Schedule D, which schedule forms an integral part of this by-law.

27. OTHER COMMITTEES

In addition to the committees specifically provided for in this by-law the Board may, from time to time, establish and appoint individuals to committees to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of such committees. The members of all committees shall hold office at the pleasure of the Board. As with all committees provided for in this by-law, the Board Chair, or designate, shall be an ex-officio member of any other committees constituted by the Board.

The Board may fill any vacancies occurring from time to time in such committees and, subject to any requirements of the Regulation, may abolish and from time to time re-establish any such committee.

If required by the Board, minutes of the proceedings of any 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 a committee shall be read at the following

meeting and confirmed under the signature of the chair of the meeting and shall, unless otherwise specified by the Board, be adopted at the next Board meeting.

Any committee so established may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. 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 deciding vote only if the Chair has not already cast a vote on the question. In all other matters of procedure, the rules of procedure adopted by the Board shall, in turn, be used in conduct of the meetings of any committee.

Any committee so established is a Committee of the Board, the duties of any such committee are those that have been assigned to it by the Regulation, this by-law or by a resolution of the Board. No such committee has any authority to act in any matter independently of the Board but may make recommendations to the Board as to decisions or actions that the Board may take.

All committee members shall comply with the Code of Conduct and the Conflict of Interest Guidelines in Schedule A attached to this by-law with necessary modifications.

29. FINANCIAL YEAR

Unless otherwise specified by the Board, the fiscal year of the College shall terminate on the 31st day of March in each year.

30. BORROWING

On behalf of the College, the Board may:

- Borrow money on the credit of the College;
- Issue, sell or pledge securities of the College; or
- Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the College.

The Board may authorize any Governor, officer or employee of the College or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the College as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the College. The Board may authorize any Governor together with the President, or any other officer of the College to execute any loan agreement, charge, mortgage, hypothecation, security agreement or other documents or instruments as may be required from time to time with respect to such borrowings and security therefor.

31. EXECUTION OF DOCUMENTS

All cheque, drafts, order for the payment of money and all notes and acceptances and bills of exchange, and also contracts, documents or instruments in writing required to be signed by the College may be signed by the Chair or a Vice-Chair or the President signing with the Vice President – Finance and Administration and Treasurer or the Senior Director – Financial Services, and all contracts, documents or instruments in writing so signed shall be binding upon the College without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the College 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 College may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or by officers, person or persons, appointed as aforesaid by resolution of the Board.

“Contracts, documents or instruments in writing” include deeds, mortgages, hypothecs, charges, leases, conveyances, transfer and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings and shall include electronic versions of such documents.

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

immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings and shall include electronic versions of such documents.

32. INTERPRETATION

In this by-law and in all other by-laws and special resolutions of the College, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

CERTIFICATE

This By-law No. 1 shall be effective when enacted by the Board previously enacted by-laws of the College are repealed upon the enactment of this by-law.

Dated this 5 day of January, 2022.

A stylized, cursive handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

Chair's Signature

A handwritten signature in blue ink, appearing to read "Barbara" followed by a cursive flourish.

Secretary's Signature

SCHEDULE A

CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES FOR GOVERNORS

This Schedule containing the Code of Conduct and Conflict of Interest Guidelines is an integral part of By-law #1.

STATEMENT OF PURPOSE

Governors must be independent, impartial and responsible in order to effectively participate in decisions of the Board. It is the duty of each Governor to maintain the Board's integrity and the confidence of the community served by the College. The Code of Conduct and the Conflict of Interest Guidelines that follow are intended to assist each Governor in ensuring that his or her integrity is beyond reproach.

In addition, the Code and the Guidelines are intended to protect the integrity of the Board by:

- (a) assisting the Board in determining whether a Governor should be considered for reappointment; and
- (b) being a standard which can form a basis for removal of a Governor from the Board pursuant to subsection 8(1)(b) of this by-law.

CODE OF CONDUCT

The level of conduct deemed to be necessary in order for an individual to fill properly the role of a Governor includes, without limitation, the standard set out in this section.

- (a) Board members' legal and ethical obligation is to represent the entire moral ownership, not specifically the constituent groups from which they may have been selected or appointed. A full range of views of the moral ownership as to purpose and cost of the organization must be incorporated into Board deliberations, not just those points of view held personally by Board members or their constituent groups.
- (b) Governors will be ethical and business-like. This includes proper use of authority and appropriate decorum when acting as Governors. Governors will treat one another, students and staff with respect, co-operation and openness.
- (c) Governors are accountable to exercise the powers and discharge the duties of their office honestly, in good faith and in the best interest of the College.
- (d) Governors acknowledge that properly authorized Board actions must be supported by all Governors. The Board speaks with one voice. Those Governors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Governors.
- (e) The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
- (f) Governors will recognize that they have no individual authority and that all decisions are made by the Board; Governors therefore will not attempt to exercise individual influence over the organization except as explicitly set forth in Board policies. A Governor who is

opposed to a Board decision that has been validly taken has a duty to respect and adhere to that decision.

- i. A Governor's interaction with the President or with staff will recognize that any individual Governor or group of Governors does not have authority other than that explicitly stated in Board policies or directed by the Board.
 - ii. A Governor's interaction with the public, press or other entities will recognize the same limitation and the similar inability of any Governor or Governors to speak for the Board unless authorized to do so.
 - iii. Governors will make no evaluations of the President or staff performance except as that performance is assessed against explicit Board policies by the official process. Governors must appreciate that attempts to exercise influence over, or meddle in administration of the affairs of, the College will undermine the authority the Board has delegated to the President of the College.
 - iv. Governors will encourage employees to utilize reporting lines within the administration to bring attention to their concerns.
 - v. Governors will not solicit information or opinions except through processes approved by the Board.
- (g) Governors will be familiar with the *Ontario Colleges of Applied Arts and Technology Act, 2002*, the regulations under that Act, in particular Regulation 34/03, the by-laws of the College, the policies and organizational structure of the College, as well as the general rules of procedure and proper conduct of a meeting according to the adopted procedural text so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
- (h) Governors will be well prepared for each meeting and for the discussion of any item. Governors will appreciate that a failure in the obligation to be prepared for meetings, including without limitation the reading of pre-circulated materials before meetings and the taking part in educational and in-service training for Governors can be the cause of extensive unnecessary and protracted discussion or motions, or notices of motion, that are not relevant to the Objects of the College.
- (i) Governors will take part in educational activities and in-service training designed to assist them in carrying out their responsibilities. Appropriate broad-based input from the moral ownership will be sought for Board education and linkage.
- (j) Governors will attend meetings on a regular and punctual basis being attentive to the minimum requirements set out in section 8(1)(a) of this by-law.
- (k) The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

RECEIPT OF COMPLAINTS

- (l) If a governor is concerned about an operational issue that could be a violation of Board policy (usually a violation of an Executive Limitation policy) the governor should contact the Board Chair who will decide if the issue can be clarified simply, or if it needs to get onto a Board meeting agenda. The issue should not be raised by a governor at a board meeting, unless the Chair has included it on the agenda in advance.
- (m) If a governor receives a complaint from anyone who is not a governor, the governor should first ask the complainant if they have fully pursued the internal grievance or complaint processes. If the governor is assured that the internal process has been fully completed without satisfaction to the complainant, then the governor should either contact the Board Chair directly, or advise the complainant to contact the Board Chair who will decide if the issue needs to get onto a Board meeting agenda. The issue should not be raised by a governor at a Board meeting, unless the Chair has included it on the agenda in advance.

A Board Process for Handling Complaints Flow Chart can be acquired from the Secretary to the Board.

CONFIDENTIALITY

- (n) The Governors owe to the College a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the college received in their capacity as Governors unless otherwise authorized by the Board. Every Governor shall ensure that no statement not authorized by the Board is made by him or her to the press or public.
- (o) All matters that are the subject of *in camera* sessions of the Board are confidential until disclosed in a public session of the Board.
- (p) All matters that are before a committee or task force of the Board are confidential unless they have been determined not to be confidential by the chair of the relevant committee or task force or by the Board.
- (q) All matters that are the subject of public sessions of the Board are not confidential.
- (r) Minutes of *in camera* sessions of the Board shall be recorded by the Secretary or designate or if the Secretary or designate is not present, by a Governor designated by the Chair of the Board.
- (s) All minutes of *in camera* sessions of the Board shall be marked confidential and shall be handled in a secure manner.
- (t) All minutes of meetings of committees and task forces of the Board shall be marked confidential and shall be handled in a secure manner.
- (u) Notwithstanding that information disclosed or matters dealt with in a public session of the Board are not confidential, no Governor shall make any statement to the press or the public in his or her capacity as a Governor unless such statement has been authorized by the Board.

- (v) A Governor's duty of confidentiality survives such Governor's time on the Board and continues with respect to all confidential matters until such matters are disclosed or authorized to be disclosed in accordance with the by-law, this Code of Conduct, and other applicable law.
- (w) Governors and committee members will respect the confidentiality appropriate to issues of a sensitive nature, and will annually sign a Confidentiality Pledge.

CONFLICT OF INTEREST GUIDELINES

Definitions

"Non-Pecuniary Interest" has the meaning given that expression in subsection (d) below.

"Pecuniary Interest" has the meaning given that expression in subsection (c) below.

"Private or Personal Interests" includes both Non-Pecuniary Interest as well as Pecuniary Interest.

"Related Person" means a spouse, same sex partner, child, parent or sibling of a Governor.

In addition to these Conflict of Interest Guidelines, the Minister's Binding Policy Directive on Conflict of Interest (the "Conflict Directive") applies to each Governor. Where the provisions of these Guidelines conflict with the provisions of the Conflict Directive, the provisions of the Conflict Directive shall prevail, but only to the extent of such conflict.

(a) Conflict of Interest Defined

A conflict of interest arises when a Governor's Private or Personal Interests supersede or compete with his or her official duties and responsibilities as a Governor. This could arise from Real, Potential or Apparent Conflict of Interest of a financial or other nature:

- i. A "Real Conflict of Interest" exists when a Governor has a Private or Personal Interest that is sufficiently material and connected to his or her duties and responsibilities as a Governor that it does, or in the judgment of a reasonable person is likely to, influence, or have influenced, the exercise of these duties and responsibilities.
- ii. A "Potential Conflict of Interest" exists, provided that a Governor has not yet exercised a duty or responsibility in relation to it, when a Governor has a Private or Personal Interest that could influence, or in the judgment of a reasonable person would be likely to influence, the performance of a Governor's duty or responsibility.
- iii. An "Apparent Conflict of Interest" exists when informed persons could reasonably have a belief that a Governor has a Real Conflict of Interest, even where, upon full and complete disclosure of all material information, no Real Conflict of Interest actually exists.

In these Guidelines a reference to "conflict of interest" can mean a Real, Potential or Apparent Conflict of Interest.

(b) Why Conflicts are of Special Concern

It is important to note that the College is part of the broader public sector and, therefore, is subject to a greater level of public scrutiny than private organizations. This is not to say that private organizations do not aspire to and achieve high ethical standards. Rather, they tend to be less exposed to intense public scrutiny.

The public's perception of the College is important. Although the issue of Apparent Conflict of Interest will often seem more onerous than the issue of Real or Potential Conflict of Interest, trust and confidence in the College can only be sustained if all forms of conflict of interest are identified, disclosed and resolved.

(c) Pecuniary Interests

A Governor's Private or Personal Interest include Pecuniary Interests. A Governor's "Pecuniary Interests" include but are not limited to situations in which a contract or other matter of a monetary nature before the Board affects:

- a non-offering corporation in which such Governor or his or her Related Person is a shareholder or paid director or paid officer;
- an offering corporation in which such Governor or his or her Related Person is a director or officer or holds more than 10% of the issued shares of that offering corporation; or
- a partnership or sole proprietorship in which such Governor or his or her Related Person is a partner or owner.

Generally, Pecuniary Interest leads to conflict of interest when a Governor or his or her Related Person is in a position to, either directly or indirectly:

- personally benefit financially or avoid financial loss as result of a contract or other matter of monetary nature in which the College is involved; or
- use, for personal benefit, information that has been obtained as a result of being the Governor's position as a Governor.

Pecuniary Interests may not be relevant or significant. A Pecuniary Interest conflict shall be deemed to not exist where:

- a pecuniary interest is so remote or insignificant in nature that it cannot reasonably be regarded as likely to influence the Governor; or
- the pecuniary interest of the Governor is in common with a broad group of College stakeholders of which the Governor is a member.

(d) Non-Pecuniary Interests

A Governor's Private or Personal Interests include Non-Pecuniary Interests. "Non-Pecuniary Interests" include non-economic interests such as religious, political, corporate, or institutional interests which supersede or compete with his or her duties and responsibilities as Governor.

- (i) A Governor's ability to serve the objects of the College without impediment may come into question in situations where the Governor holds a position of influence in another organization which has taken positions on issues related to ones under discussion by the Board. In such situations, a Governor's loyalties may be divided between serving the best interests of two different organizations.

(ii) Non-Pecuniary Interests may not be relevant or significant when:

- A Governor who is a government appointee should be deemed not to have a conflict of interest when there are matters before the Board that are related to his or her governmental position solely as a result of such government position.
- A Governor may have certain political, religious or professional predispositions, but, if he or she is able to act in the best interests of the College and fulfil his or her fiduciary obligations and duty of loyalty to the College in an unbiased way, he or she shall be deemed to not be in a conflict of interest solely for reason of such predispositions.

Regarding the last mentioned point, all people have predispositions, but these biases do not necessarily in themselves prevent even-handed decisions. A Governor can admit having a predisposition or bias, yet make decisions that are unbiased and independent of them. Where, however, a Governor holds a position or belief on an issue and dismisses opposing views as being without substance or merit as a result of such predisposition or bias, he or she is more likely to be in a conflict of interest.

(e) Interests in Relation to Internal Governors

While Internal Governors are subject to the same guidelines as External Governors, the following are some examples of what may be considered a conflict of interest specific to Internal Governors.

i. The General Rule:

In general, where the matter under consideration by the Board has an effect on a broad group of persons, a Governor who is a member of the broad group shall not be automatically considered to be in a conflict of interest. For example, a general increase in tuition fees for all students of the College would not cause a conflict of interest for the student Governor. On the other hand, an increase in tuition fees only for the program the Student Governor is enrolled in would cause a situation of conflict of interest for the Student Governor. Students, support staff members, academic staff members, and administrative staff members are broad groups.

ii. Exceptions to the General Rule:

Conflict of interest would be deemed to exist, however, in the following situations:

- I. For an Internal Governor, decisions affecting a specific instructional program in which:
 - the Internal Governor or his or her Related Person is enrolled; or
 - the Internal Governor or his or her Related Person is employed;
- II. for an Internal Governor, decisions related to labour negotiations and:
 - the Internal Governor or his or her Related Person is an employee of the College, excluding the President; or

- the Internal Governor or his or her Related Person holds a position at another institution which could be seen to gain benefit from information divulged, or such decisions;

III. for the President, decisions related to the President's performance rating and related determination of pay for the President.

For clarity, Student Governors shall be permitted to vote on issues related to student fees which apply to student fees generally and not specifically to the Student Governor's program or a specific group of programs containing the Student Governor's program.

(f) Declaration of Conflict

Governors are expected to arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. Where conflict cannot be avoided, however, the following guidelines on declaration of conflict should be followed.

i. Administrative Steps to Elicit Declarations as to Conflicts of Interest

At the beginning of every meeting of the Board or a committee of the Board, the chair must ask and have recorded in the minutes whether any Governor has a conflict to declare, whether it is a Real, Potential or Apparent Conflict of Interest in respect to any agenda item.

- I. When the agenda item arises in the open portion of the Board meeting, the Governor with a Real 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 Governor 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 Governor should withdraw while the matter is being discussed or voted on and the minutes should reflect this.
- II. When the conflict of interest is a Potential or Apparent Conflict of Interest, the Board will determine whether the Governor with the conflict of interest remains for the discussion and vote on agenda items. The minutes should reflect what takes place.

ii. Disclosure by a Governor in a Conflict of Interest Situation

In cases where a conflict of interest cannot be avoided, a Governor must not wait for the request for disclosure at a meeting but instead must declare the conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where the conflict of interest is declared prior to a Board or a committee meeting, the declaration should be made to the Chair of the Board or the chair of the committee, as applicable.

Where a Governor is unsure whether he or she is in conflict, that Governor should raise the question with the Board, and the Board must determine by majority vote whether or not a conflict of interest exists. The Governor raising the question must withdraw from the meeting while the matter is deliberated on

by the Board and refrain from voting on the issue of whether or not there is a conflict of interest.

Where a conflict of interest is discovered after consideration of a matter, it must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said Governor influenced the decision of the matter, the Board must re-examine the matter and may rescind, vary or confirm its decision.

iii. Assertion by a Governor that another Governor is in Conflict of Interest

Any Governor who perceives another Governor to be in conflict of interest in a matter under consideration must raise this concern with the Chair of the Board. The Chair, in turn, must discuss the matter with the Governor who is thought to be in conflict and, as appropriate, hold further discussions with the Governor who is questioning whether a conflict exists. If the discussions do not lead to a resolution, the matter must be brought to the Board and the Board must determine by majority vote whether or not a conflict of interest exists. In such a vote both the Governor who is thought to be in conflict and the Governor raising the question must refrain from voting on the issue of whether or not there is a conflict of interest.

(g) Board Operating Procedures Where Conflict Exists

- i. The Chair should ensure that the minutes of the meeting record any declared conflict of interest on the part of a Governor and if relevant, that the Governor withdrew from the discussion and did not vote.
- ii. Where a Governor has declared or has been found to be in conflict of interest, the Governor must comply with the following obligations.
 - I. In all cases, the affected Governor must:
 - not attempt in any way, whether before, during or after the meeting, to influence the voting on the matter related to the conflict; and
 - not vote on the matter related to the conflict.
 - II. In the public portion of the meeting the affected Governor must:
 - refrain from participating in any discussions of the matter related to the conflict, whether by the Board or a committee of the Board; and
 - refrain from voting on any motion involving the matter related to the conflict.

The affected Governor may withdraw from such public portion of the meeting, but is not required to do so.

SCHEDULE B

OBJECTS

The objects of the College are set out in sections 2(2) and 2(3) of the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as follows:

“Objects

- (2) The objects of the college are to offer a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment and to support the economic and social development of their local and diverse communities. 2002, c.8, Sched. F, S. 2 (2).

Carrying out its objects

- (3) In carrying out its objects, a college may undertake a range of education-related and training-related activities, including but not limited to,
 - (a) entering into partnerships with business, industry and other educational institutions;
 - (b) offering its courses in the French language where the college is authorized to do so by regulations;
 - (c) adult vocational education and training;
 - (d) basic skills and literacy training;
 - (e) apprenticeship in-school training; and
 - (f) applied research. 2002, c. 8, Sched. F, s. 2(3).”

SCHEDULE C

STRUCTURE, TERMS OF REFERENCE, AND PROCEDURES FOR PROGRAM ADVISORY COMMITTEES

This schedule containing the Structure, Terms of Reference, and Procedures for program Advisory committees is an integral part of By-law #1.

ROLES and RESPONSIBILITIES

Program advisory committees assist the Board of Governors to oversee the operations of the College.

Reporting through the President of the College, program advisory committees (PAC's) are responsible to the Board of Governors. The College recognizes the importance of establishing and maintaining close linkages and effective working relationships with business, industry, education, government, labour, and other sectors of the community.

The primary responsibilities of PAC's are to:

- advise college staff in defining graduate profiles and program learning outcomes;
- provide input into the development and evaluation of the curriculum;
- recommend and assist the College in developing new programs of study by providing information on the needs of specific industries/professions or developments in the community;
- advise the College on the availability and suitability of community resources
- and industry support for work experience components of programs (e.g. co-op, clinical experience, field placement, summer employment and/or apprenticeship), and assist in recruitment of the placements for students, where possible;
- provide input regarding community and industry trends that impact program outcomes and placements;
- advise the College on suitability of resources such as facilities, laboratories and equipment as they relate to the learning process;
- review program KPI results, enrolment statistics and the results of external exams students may have to complete at the end of a program in order to practice in their profession.
- maintain an active public relations profile for the program and the college within industry and the community and ensure there is an ongoing public awareness of current and emerging career opportunities;
- advise the College on changes in the labour market which may affect the employment of graduates;
- support the marketing of the program and recruitment of students through testimonials, career fairs, trade fairs, etc.;
- identify emerging trends and potential areas for growth relevant to the industries they serve;
- assist with the establishment of student prizes, scholarships and bursaries.

GOVERNANCE

The full-time and part-time programs covered by this directive are those that are ongoing, including post-secondary, non-post-secondary, apprenticeship, and advanced graduate certificate programs. This includes those programs offered at all Confederation College campuses.

An advisory committee will be established for each program or program cluster within a school.

There will be one advisory committee for each program regardless of deliver format or location. Recommendations of the committee will apply to all locations at which the program is offered.

While advisory committees are appointed by the Board of Governors, their reporting relationship will be through the appropriate college school. Communications intended for the Board of Governors will be channeled through the Vice President - Academic. The College officials who work most closely with the advisory committee will be the Dean responsible for the program as well as the coordinator and faculty of the program.

MEMBERSHIP

Program advisory committees are normally comprised of six (6) to a maximum of twelve (12) voting members on each committee. A balanced and diversified composition of members reflective of northwestern Ontario in the following categories:

- A minimum of five members who are employers, specialists, professionals, community representatives, or recent graduates and are selected for their expertise, potential as employers, respect, enjoyed in their field, and influence related to the purposes of the program.
- Representatives of Aboriginal communities, business, industry, education, service agencies and other organizations served by the program or used by the program for field placement.
- Representatives of key segments of the population served by the program including visible minorities and people with disabilities.
- A regional representative if the program is offered at one or more regional campuses.
- Up to four students, preferably one from each year of study and from various demographics.
- A minimum of one Coordinator and the program Dean or program Chair.
- External or internal resource persons as needed.

Only those members as defined in a, b, c, and d, will have voting membership on the committee.

- a. The Program Coordinator will be in attendance at all meetings of the committee. The Dean will attend at least one meeting per year. College employees will serve as resource persons to the committee and will be non-voting members.
- b. Individuals who are recommended for committee membership may be identified by college staff, existing advisory committee members or by the Board of Governors.
- c. Multiple representatives from an organization, business or industry may sit on an advisory committee; however, only one will be identified as a member for the purposes of quorum.
- d. Members are encouraged to send designates if they are unable to attend a meeting.
- e. The term of appointment for external advisory committee members shall be three years. Members may be recommended for reappointment for one further term only. Student appointments will normally be for a one-year term. In situations where the replacement of

an individual advisory committee member may not be reasonable, exceptions to the policy of two consecutive terms must be approved by the College President. When an exception is approved, an additional member must also be added to the advisory committee.

- f. Additional members may be appointed from time to time on an ad hoc basis for a term of less than three years in order to provide special expertise to the committee.
- g. The chair/co-chair of each program advisory committee shall be elected by the voting members of that committee for a two-year term and shall not be a member of the college staff.
- h. All advisory committee appointments and reappointments will be processed to take effect by October 1st of each year.
- i. Members who do not attend two consecutive meetings will be contacted to confirm continuation on the committee.
- j. The Dean and Program Coordinator will be responsible for orienting each new advisory committee member to the role and responsibilities of the advisory committee and providing them with the link to the Orientation Package.
- k. Consistent with Confederation College Board of Governors By-Law #1, regular attendance and/or participation of advisory committee members is necessary for continued membership.

FREQUENCY OF MEETINGS

The Program Coordinator will schedule the advisory committee meetings at least once a year.

Greater than 50% of the committee voting membership in attendance at a meeting shall constitute quorum. A quorum is required for any formal recommendations.

Committee meetings shall be conducted according to the Advisory Committee Operating Practice.

Annual agenda items include: emerging trends (e.g. technology, legislation), curriculum, student enrollment, program effectiveness and efficiency, employment statistics, co-op/field work placements, bursary opportunities, program outcomes, and Key Performance Indicators (KPI).

MINUTES

Minutes shall be recorded for all meetings according to the format and content guidelines outlined in Program Advisory Committee Operating Practice.

The minutes shall be reviewed by the Dean and the Vice President - Academic and distributed to the Board of Governors, for information. The final copy shall normally be signed by the committee Chair.

Copies of the minutes shall be distributed as follows:

- one copy to each committee member
- one copy to the Vice President Academic
- one copy to the academic school office file
- one copy to the Executive Assistant to the Board of Governors for posting.

CONFLICT OF INTEREST

Colleges, as part of the broader public sector, must be subject to a significant level of public scrutiny. The perception of the public of colleges is important and its trust and confidence in colleges can only be sustained if all forms of conflict of interest are identified, disclosed and resolved.

Advisory committee members are expected to arrange their private matters and conduct themselves in a manner to avoid a conflict of interest.

Where an advisory committee member has an interest in college business involving potential monetary or non-monetary effect that may compete with or supersede the duties and responsibilities of the member, a conflict of interest must be declared – be it real, potential or perceived. This would include any access to and the direct gain or indirect benefit that might accrue from “inside” or confidential information.

Careful consideration should be given to whether other private/personal interests place a member in conflict of interest, especially when there are matters before the committee which affect any other organization in which the member holds a position of influence.

Where conflict cannot be avoided, a member must declare a conflict of interest at the earliest opportunity to the chair of the advisory committee and raise it at the meeting. If the member is unsure whether or not he/she is in conflict, that member should raise the perceived potential conflict with the committee and the committee should determine by majority vote whether or not a conflict exists.

A member in conflict must refrain from speaking to the issue at the meeting, discussing it with members outside the meeting and participating in the vote. Leaving the meeting for the item in question is preferable.

Members of advisory committees are permitted to carry out business with the College that is controlled by College procedure to ensure openness, competitive opportunity and equal access to information. If one suspects any possibility of business with the College as a result of advisory committee recommendations, one should declare a conflict at the meeting.

Where a conflict exists, the chair should record in the minutes any declared conflict of interest on the part of the member and if relevant, that the member withdrew from the discussion and did not vote.

This guideline is provided to protect, in a preventative fashion, both the College and members of advisory committees. It will also ensure that Confederation College is able to attract qualified advisory committee members to assist in providing input to the College.

SCHEDULE D

STRUCTURE, TERMS OF REFERENCE, AND PROCEDURES FOR THE ADVISORY COLLEGE COUNCIL

This schedule containing the Structure, Composition, Terms of Reference, and Procedures for the Advisory College Council is an integral part of By-law #1.

STRUCTURE AND COMPOSITION

The Advisory College Council membership will consist of the following members:

- President
- Members of Senior Team:
- Vice President - Academic
- Vice President - Centre for Policy and Research in Indigenous Learning
- Vice President – Finance and Administration
- Executive Director – Organizational Effectiveness
- OASA President (or designated alternate)
- OCASA Member (or designated alternate)
- OPSEU 732 President for Faculty (or designated alternate)
- OPSEU 731 President for Support Staff (or designated alternate)
- SUCCI President (or designated alternate)
- Meeting Co-ordinator and Recorder

TERMS OF REFERENCE

The Advisory College Council will:

- aim to develop and support a culture of continuous dialogue, collaboration and consensus building to improve communication and college-wide development;
- aim to foster the inclusion of staff and students with disabilities, diversity, indigenous perspective in research and learning outcomes, and other creative activities;
- act as communication channel and opportunity to inform the President about what is happening in the college;
- provide the President an opportunity to disseminate information to constituents through their college leaders; and
- submit a report of its priorities and activities to the Board of Governors annually.

PROCEDURES

Regular meetings will be scheduled monthly between September and June for 90 minutes or as required based on agenda items. One week prior to each meeting, the meeting coordinator will send out a call to the Council for agenda items with electronic agenda packages to follow. The effectiveness of the Council (number and length of meetings, agenda topics), will be reviewed at the end of each meeting and on a biannual basis in January and June. The Council will keep proper records and minutes of its proceedings and ensure that a summary of its activities is included in the College annual report.

APPENDIX

PROCEDURE FOR ELECTION OF INTERNAL GOVERNORS

1. INTERPRETATION

All terms defined in By-law #1 which are also used, but not redefined in this by-law shall have the meanings assigned to such terms in By-law #1.

2. ELECTION STATEMENT

- (a) Elections within each Referenced Group shall be held in accordance with the Regulation and with procedures and conditions established in this by-law after consultation with the Referenced Groups.
- (b) The Board will not be improperly constituted solely because a Referenced Group choose not to exercise the right to elect a candidate for appointment.

3. DEFINITION OF THOSE WHO QUALIFY AS MEMBERS OF THE REFERENCED GROUPS

The following are the four (4) Referenced Groups from among each of whom one (1) candidate for appointment to the Board may be elected following the procedures set out in this by-law:

- (a) academic staff members, as defined under Definitions;
- (b) administrative staff members, as defined in By-law #1;
- (c) support staff members, as defined in By-law #1; and
- (d) students, as defined in By-law #1.

4. RETURNING OFFICERS

- (a) The Board shall appoint a Chief Returning Officer to oversee the election process.
- (b) Each Referenced Group shall constitute an electoral group and the Chief Returning Officer shall appoint a Deputy Electoral Returning Officer for each electoral group.
- (c) After consultation with the Deputy Electoral Returning Officers, the Chief Returning Officer shall appoint one Area Deputy Returning Officer for each campus of the College.

5. VOTER AND CANDIDATE QUALIFICATIONS

Qualified voters and candidates are eligible to vote and run for election in the appropriate Referenced Group.

Membership in a Referenced Group is determined through an individual's main affiliation with the College. For example, a full-time student who works part-time for the College is eligible to vote and run for election in the student Referenced Group but not in the applicable staff Referenced Group. A full-time employee who is registered as a student is eligible to vote and run for election in the appropriate employee Referenced Group but not in the student Referenced Group. A part-time student who is also employed by the College on a part-time basis shall choose one of the two relevant Referenced Groups for the purpose of election.

6. TERMS OF OFFICE:

- (a) Internal Governors elected by academic staff members, administrative staff members, and support staff (the "Staff Governors") shall be elected for a term not to exceed three (3) years. No person shall serve as a Staff Governor of the Board for more than six (6) consecutive years, provided that, after an absence of two (2) years from the Board, such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed six (6) years.
- (b) The Internal Governor elected by students shall be elected for a one (1) year term, and is eligible for re-election for up to two (2) further one (1) year terms.
- (c) Terms of office of Internal Governors commence on September 1.

7. MID-TERM VACANCIES

If an elected Internal Governor is, for any reason, is unable to complete the designated term of office, the Board may, in the absolute discretion of the Board, either offer the position to the second place candidate or require a new election.

In the event a Student Member is unable to finish their term of office and there are two months or less to the end of the term of office, the Student Member position will remain vacant.

8. NOMINATION/CANVASSING PROCEDURES

Nominations are to be filed on a form authorized by the Board during a specified ten (10) calendar day period.

The nomination form shall contain the name of the nominee and the signatures of at least ten (10) members of the relevant Referenced Group in support of the nomination. The nominee shall sign the form to signify that he or she is aware of the nomination and is willing to accept the role and responsibilities if elected.

The nominee's signature shall be witnessed. Persons duly nominated have twenty-four (24) hours after the close of the nomination period to reconsider their nomination. The Chief Returning Officer shall verify the eligibility of the nominees and shall be responsible for advising the candidates and the Secretary to the Board of required elections.

Canvassing shall occur during a fifteen (15) calendar day period commencing on the close of nominations and ending twenty-four (24) hours prior to the opening of the election polls.

9. VOTER LISTS

The Chief Returning Officer shall prepare the following Electoral Lists prior to the opening of nominations:

- (a) Lists for each of the Referenced Groups of employees, by campus, in alphabetical order, using employee last name with first name and department. The lists show total number of voters.
- (b) List of students, by campus, in alphabetical order, using last name with first name and program name. The lists show total number of voters for each area campus.

10. SECRET BALLOT

The elections shall be conducted by an electronic voting process.

11. DISPUTE RESOLUTION

The decision of Chief Returning Officer on any dispute during or following an election is final.

12. REVIEW PROCESS

This procedure may be reviewed at the discretion of the Chair of the Board upon any request.