

**THE HUMBER COLLEGE INSTITUTE  
OF TECHNOLOGY & ADVANCED LEARNING**

**BY-LAWS**

**FOR THE BOARD OF GOVERNORS**

**January 2016**

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**THE HUMBER COLLEGE INSITUTE  
OF TECHNOLOGY AND ADVANCED LEARNING**

**BY-LAW NO. 1**

being a By-law related generally to the conduct of  
the affairs of the Board of Governors of  
The Humber College Institute of Technology and Advanced Learning

BE IT ENACTED as a By-law of the Humber College Institute of Technology and Advanced Learning as follows:

**ARTICLE 1**  
**DEFINITIONS, HEAD OFFICE AND CORPORATE SEAL**

**1.1 DEFINITIONS**

In this By-law, the following terms have the following meanings:

- (a) **“Act”** shall mean the *Ontario Colleges of Applied Arts and Technology Act*, S.O. 2002, c. 8, Sched. F, as amended and the regulations made pursuant thereto.
- (b) **“Appointed Governor(s)”**, who cannot be employees or Students of a college of applied arts and technology, shall be:
  - a. the four (4) members of the Board who shall be voting members and who are appointed by the Lieutenant Governor in Council; and
  - b. the eight (8) members of the Board who shall be voting members and who are appointed by the members of the Board holding office at the time of the appointment and whom such individuals replace.
- (c) **“Board”** shall mean The Board of Governors of the College.
- (d) **“By-laws”** shall mean this By-law (as amended from time to time) and all other by-laws of the College in effect from time to time.
- (e) **“Chair”** shall mean the elected Chairperson of the Board.
- (f) **“College”** shall mean The Humber College Institute of Technology and Advanced Learning.
- (g) **“Elected Governor(s)”** shall mean
  - a. the academic staff member, the administrative staff member, and the support staff member, each of whom are voting members of the Board, and each of whom is elected by the relevant academic, administrative, or support staff group, and who typically serve a three (3) year term; and

- b. a Student representative elected by the student body who shall hold office for a one (1) year term.
- (h) **“Ex-officio”** shall mean membership “by virtue of office” and means that the individual shall have all rights and responsibilities of a Governor or a member, as applicable, and shall count for quorum and shall have the power to vote, unless otherwise specified.
- (i) **“Governor”** shall mean an Appointed Governor and/or an Elected Governor of the Board.
- (j) **“OCA”** shall mean the *Corporations Act* (Ontario) and all regulations made thereunder and any amendments made thereto.
- (k) **“Officer”** shall mean any of the persons described in section 4.1 below.
- (l) **“ONCA”** means the *Not-for-Profit Corporations Act, 2010* and all regulations made thereunder and any amendments made thereto.
- (m) **“Regular meetings”** shall mean those meetings of the Board, or members as applicable, which are regularly scheduled by Board ratification prior to the beginning of each academic year, and as modified as needed throughout the year.
- (n) **“Related to a Governor”** shall mean a spouse or same-sex partner, child, parent, sister, brother, parent-in-law, sister-in-law, brother-in-law of that member, or being a person having some other relationship with the Governor which, in the Board’s opinion should be considered “related” for the purpose of this By-law.
- (o) **“Special meetings”** shall mean any meetings of the Board or of the members, as applicable, called outside the regular meeting schedule.
- (p) **“Student”** shall mean a person enrolled at the College and enrolled in a full-time program as described by the full-time program calendar.
- (q) **“Vice Chair”** shall mean the elected Vice Chairperson of the Board.

## 1.2 HEAD AND REGISTERED OFFICE

The head and registered office of the College shall be in the City of Toronto in the Province of Ontario or at such place therein as the Board may from time to time determine.

## 1.3 SEAL

The corporate seal of the College impressed in the margin of this By-law is hereby adopted as the corporate seal of the College.

#### **1.4 NOT-FOR-PROFIT CORPORATIONS ACT, 2010**

References in this By-law to the ONCA shall take effect upon the proclamation of the ONCA. The OCA shall apply until the ONCA is declared in force.

#### **1.5 ELECTRONIC COMMUNICATION**

Except where specifically stated otherwise, references to “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include email address. It is the intent of the College to use electronic communication whenever possible.

### **ARTICLE 2** **GOVERNORS**

#### **2.1 BOARD**

The Board shall be comprised of seventeen (17) Governors, all of whom shall be voting members as provided for in the Act.

Twelve (12) of the seventeen (17) Governors shall be duly qualified and appointed as provided for in the Act.

Four (4) of the seventeen (17) Governors, namely one Student, one academic staff member, one administrative staff member and one support staff member, shall be elected as provided for in the Act and in guidelines, rules and procedures established by the Board from time to time.

The President of the College shall be an Ex-officio voting member of the Board.

#### **2.2 QUALIFICATIONS OF GOVERNORS**

Every Governor shall be an individual who:

- (a) is eighteen (18) or more years of age;
- (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)*.

### **2.3 CHAIR AND VICE CHAIR**

The Board shall elect annually from among its Appointed Governors, a Chair and a Vice Chair who shall be eligible for re-election once. The Board shall fill any vacancy which may occur from time to time in the office of Chair or Vice Chair.

### **2.4 MEMBERS**

The members of the College shall consist of such persons as are from time to time elected or appointed as Governors of the College, in accordance with the provisions of the By-laws and any other guidelines, rules and procedures established by the Board from time to time. The interest of a member shall not be transferable, and shall lapse and cease to exist when he or she ceases to be a Governor in accordance with the By-laws, or as provided in any applicable statute or regulation.

### **2.5 ROLE OF THE BOARD**

The Board shall establish the overall goals, objectives and strategic direction of the College and shall, through its oversight and stewardship, ensure that the College operates efficiently and effectively and is developing in ways that are congruent with the above stated goals, objectives and strategic direction.

The Board will ensure continuity of high quality leadership by its attention to succession planning.

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

Without limiting the role of the Board described above, the Board shall annually do or cause to be done the following:

- (a) preparation and approval of the business plan of the College;
- (b) preparation and approval of the budget of the College;
- (c) preparation and approval of the annual report of the College;
- (d) approval of the auditors' report and the audited financial statements of the College;
- (e) appointment of the auditors of the College;
- (f) advancement of the College;
- (g) periodic assessment of the effectiveness of the Board;
- (h) annual assessment of the performance of the President/Chief Executive Officer (CEO); and

- (i) designation of persons to act on behalf of the College under section 6.3 of this By-law pertaining to "Execution of Documents" and the provision below pertaining to "Borrowing of Money".

The Board may from time to time:

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

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

## **2.6 INDEMNITIES**

Every Governor and former Governor and every member or former member of any committee of the Board, and each of his or her heirs, legal personal representatives, and the estate and effects of each of them respectively, shall from time to time and at all times be indemnified and held harmless out of the funds of the College provided he/she has acted honestly and in good faith, in the best interest of the College, and had reasonable ground to believe the action(s) was lawful, from and against:

- (a) all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgment and fines and other monetary penalties) that he or she sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by his or her willful neglect or willful default.



## **2.7 PROTECTION OF GOVERNORS AND OTHERS**

No Governor, Officer or member of a committee of the Board shall, if he or she complied with his or her statutory duties and exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, be liable for the acts, receipts, neglects or defaults of any other such person or any employee of the College or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the College shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or corporation with whom, or which, any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his/her own wrongful and willful neglect or willful default.

A Governor, Officer, and a member of a committee of the Board shall be indemnified from liability if:

- (a) that person acted honestly and in good faith with a view to the best interests of the College; and
- (b) in the case of criminal action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing her/his conduct was lawful.

## **2.8 CONFLICT OF INTEREST**

- (a) Every Governor shall comply with the requirements in the OCA or ONCA (as applicable) regarding conflict of interest. The Governors must comply with the Minister's Binding Policy Directive on Conflict of Interest and any Conflict of Interest Policy approved by the Board of Governors.
- (b) A Governor, or member of a committee of the Board, or an Officer of the College, who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board or such committee created by it shall:
  - (i) declare the nature and extent of the interest as soon as possible and no later than the meeting at which the matter is to be considered; and
  - (ii) refrain from taking part in any discussion or vote related to the matter.
- (c) At the beginning of every Board meeting the Chair is to ask and have recorded in the minutes whether any member has an interest to declare with respect to any agenda item. The said Governor must refrain from voting on whether or not a conflict of interest exists.

- (d) A Governor who is a Student, or whose spouse or same-sex partner, as defined in section 29 of the *Family Law Act*, or relative is a Student, may take part in discussions and vote on all matters relating generally to the operations of the College, except for those matters which deal with the circumstances of the particular Student as an isolated issue, separate and apart from consideration of the other students of the College.
- (e) A Governor who is an employee of the College, or whose spouse or same-sex partner, as defined in section 29 of the *Family Law Act*, or relative is an employee of the College, may take part in discussions and vote on all matters relating generally to the operations of the College including, without limitations, issues concerning general conditions of employment for employees of the College, unless the discussion and voting deal with the circumstances of the particular employee as an isolated issue, separate and apart from consideration of the other employees of the College.
- (f) Any Governor who believes that another Governor or person related to that Governor has a conflict of interest regarding a matter to be, or which has been, considered by the Board, must identify the perceived conflict to the Chair of the Board at the first opportunity. The chair, in turn, is to discuss the matter with the Governor 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 Governor perceived to be in conflict is to absent him or herself from the meeting room and to refrain from voting.
- (g) A Governor or of a committee created by it who has declared an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board or such committee created by it and who has not voted in respect thereof, shall not be accountable to the College, or its 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.

## 2.9 REMUNERATION OF GOVERNORS

The Governors shall receive no remuneration for acting as such, but they shall be reimbursed by the College for reasonable expenses properly incurred by them in connection with meetings of the Board or other business of the College. Without limiting the foregoing, all allowances for travelling on College business by any Governor shall be subject to the prior approval of the Chair of the Board or the President.

## **2.10 TERMS OF OFFICE**

Governors shall have a three-year term, renewable once, except the Student Governor, who shall have an one-year term, renewable once. Following a lapse of two years, a former Governor may be eligible for appointment or election to the Board.

## **2.11 REMOVAL OF GOVERNORS**

- (a) The Board may remove a Governor from the Board in accordance with the provisions of this section, except for:
  - (i) a member of the Board appointed by the Lieutenant Governor in Council; and
  - (ii) the President of the College who is a member of the Board by virtue of office.
- (b) With respect to any Governor appointed by the Lieutenant Governor in Council if the Board believes there is a reason justifying the removal of the Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.
- (c) The Governors may remove a Governor from the Board by ordinary resolution before the expiration of his or her term if:
  - (i) the Governor has failed to attend at least 50% of the meetings of the Board during a twelve (12) month period or four (4) consecutive meetings of the Board without being granted a leave of absence by the Board;
  - (ii) the Governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;
  - (iii) the Governor has failed to comply with the conflict of interest requirements in the OCA or ONCA (as applicable) or the Minister's Binding Policy Directive on Conflict of Interest and any conflict of interest policy or code of conduct approved by the Board;
  - (iv) the Governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;
  - (v) 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 College; or

- (vi) the Governor demonstrates conduct unbecoming of a Board member including but not limited to activities that are illegal, that are in breach of established Board policies, that demonstrate a lack of respect for Governors or Board decisions, or that constitute or demonstrate harassment, violence or discrimination.
- (d) The following procedures shall be followed in removing a Governor from the Board:
  - (i) Meetings of the Board regarding the removal of a Governor may be formally called by the Chair or Vice-Chair, or on the direction in writing of five Governors.
  - (ii) The Governor which is the subject of the removal shall be given an opportunity to address the said meeting prior to the vote on said resolution.
  - (iii) The Board's declaration that a Governor's membership on the Board is vacated shall be made by ordinary resolution of the Board.
  - (iv) Subject to the written attestation required pursuant to this section, the resolution declaring the vacancy on the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.
- (e) Every decision of the Board to remove a Governor from the Board shall be reviewed by the Chair and the President, provided that such review procedure shall:
  - (i) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a Governor were in compliance with this By-law;
  - (ii) not include a review of whether the decision of the Board was correct; and
  - (iii) require the Chair and the President to sign a written attestation that the removal process was carried out in accordance with this By-law.
- (f) The Board shall, as an alternative to removing a Governor, have the option of imposing any one or a combination of the following sanctions:
  - (i) issuing a verbal reprimand; or
  - (ii) issuing a written reprimand; or
  - (iii) suspending the Governor for a period or term set by the Board; or
  - (iv) requesting that the Governor resign.

## 2.12 VACANCIES

- (a) The office of a Governor shall be automatically vacated:
  - (i) if a Governor dies;
  - (ii) if a Governor resigns;
  - (iii) if the Governor is no longer qualified as outlined in section 2.2;
  - (iv) if the Governor is removed for reasons outlined in section 2.11(c); or
  - (v) if an Elected Governor ceases temporarily or permanently to be a Student, academic staff member, administrative staff member or support staff member, as applicable.
- (b) A resignation of a Governor becomes effective at the time the resignation is received by the College or at the time specified in the resignation, whatever is later.
- (c) Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.
- (d) Where a vacancy occurs among the Governors appointed by the Lieutenant Governor in Council, 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 Lieutenant Governor in Council, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- (e) Where a vacancy occurs among Governors that are not Elected Governors or appointed by the Lieutenant Governor in Council, the Board shall appoint a person to fill the vacancy for a term up to three (3) years, commencing on the date of appointment and terminating on August 31<sup>st</sup> in the year in which such term expires.
- (f) Where a vacancy occurs among the Elected Governors of the Board, the Student or relevant staff group shall, in accordance with the Act, elect a person to fill the vacancy for a term up to three (3) years, or if a Student for a term of one year, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- (g) Where an Elected Governor ceases, temporarily or permanently, to be a Student or employee, that Elected Governor ceases to be a member of the Board.
- (h) A Student elected as an Elected Governor who graduates prior to the expiration of the Student's term on the Board may remain a member of the Board until August 31st in the year of his or her graduation.

## **2.13 STANDARD OF CONDUCT**

Governors shall be expected:

- (a) to use their knowledge and expertise in dealing with the affairs of the college;
- (b) to meet the standard of conduct applicable to Governors of the College including, without limitation, the duty to exercise all powers and carry out all functions diligently, honestly, in good faith and in the best interests of the College, consistent with its objects, mission and By-laws, rather than in the interests of any other person, entity or constituency;
- (c) to comply with any other duties imposed on them by law; and
- (d) to respect their duty of confidentiality with respect to Board matters.

### **ARTICLE 3** **MEETINGS**

#### **3.1 MEETINGS OF THE BOARD**

Except as otherwise required by law, the Board may hold its meetings at such time or times and at such place or places as it may from time to time determine. Board meetings may be formally called by the Board, the Chair, or the Vice-Chair. The President or the Secretary shall, on the direction in writing of two Governors, call a meeting of the Board.

Notice of such meeting shall be given to the public by posting on one or more notice boards on campus and delivered, telephoned, or sent electronically to each Governor not less than seven days before the meeting is to take place in the case of regular meetings and not less than two days before the meeting is to take place in the case of special meetings. (In either case, the day of the meeting shall not be counted.) The written declaration of the Secretary or the Chair that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and, in respect of such regular meetings, no notice need be sent. The Governors may consider or transact any business, either special or general, at any meeting of the Board provided that advance notice of any such special business is given in accordance with the OCA or ONCA (as applicable) and the policies and procedures approved by the Board. Other than as required under the OCA or ONCA (as applicable), no formal notice (except for the said notice to the public) of any such meeting shall be necessary if all of the Governors are present or if those absent have signified their consent to the meeting being held in their absence. Such consent may be given either before or after the meeting.

The Chair, the President and the Secretary shall set the agenda for each meeting of the Board. Each meeting of the Board shall be terminated after four hours from its commencement or on completion of the business before the Board at the meeting, whichever is earlier, unless the Board agrees to extend the time of termination.

### **3.2 PUBLIC MEETINGS**

Subject to sections 3.3 hereof, all regular meetings of the Board shall be open to the public as observers and no person shall be excluded from a meeting except for improper conduct as determined by the Board or by the Chair acting on behalf of the Board, as the case may be.

### **3.3 IN CAMERA MEETINGS**

Where a matter, determined by the Chair, the President and/or the Secretary, or by the Board, to be confidential, is to be considered (including without limitation, property, financial, personal, legal and contractual matters), the part of the meeting concerning such confidential matter shall be held "in camera".

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 held in camera unless such individual requests, and the Board agrees, that such part of the meeting be open to the public.

### **3.4 ADJOURNMENT**

Any meeting of the Board may be adjourned at any time and from time to time, and such business may be transacted at such adjournment meeting as might have been transacted at the original meeting from which such adjournment occurred. Such adjournment may be made notwithstanding that no quorum is present.

### **3.5 CHAIR**

In the absence of the Chair and the Vice Chair of the Board, the members present at any meeting shall choose one of the Appointed Governors to be Chair of the meeting.

### **3.6 QUORUM**

For meetings of the Board a majority of the number of Governors plus one shall constitute quorum for the transaction of business.

Governors who participate in Board meetings by electronic means, such as telephone, or video conferencing, shall be deemed to be present and shall count towards quorum.

### **3.7 VOTING**

Questions arising at any meeting of the Board shall be determined by a majority of votes cast by Board members. 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, dissent or abstention. The Chair shall have the right to a casting vote in the case of an equality of votes. 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 the votes

recorded in favour of or against such resolution; provided that any Governor present may require a roll-call of votes recorded in favour of, or against, such resolution to be recorded in the minutes of such meeting.

### **3.8 ERRORS IN NOTICE**

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

## **ARTICLE 4** **OFFICERS**

### **4.1 OFFICERS**

In addition to a Chair and a Vice Chair, there shall be a President and Secretary, and such other Officers as the Board may determine from time to time. The Chair and Vice Chair shall be elected by the Board at the first meeting of the Board after the annual appointments to the Board, as herein before provided. In default of such election, the then incumbents, provided that they continue to be members of the Board, shall hold office until their successors are elected.

### **4.2 CHAIR**

The Chair shall, when present, preside at all meetings of the Board. The Chair shall, together with the Secretary or other Officer appointed for the purpose, sign all By-laws of the College and such contracts, documents or instruments in writing as required his/her signature. The Chair shall also have such other powers and duties as may from time to time be assigned to him or her by the Board.

### **4.3 VICE CHAIR**

The Vice Chair shall have such powers and perform such duties as may be assigned him or her by the Board, 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 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.

### **4.4 PRESIDENT**

The Board shall appoint a President who, as Chief Executive Officer, shall:

- (a) oversee the implementation of all policies and procedures established by the Board and by the Ministry of Training, Colleges and Universities;



- (b) be responsible and accountable to the Board for all phases of the operation, administration, supervision, maintenance and promotion of the College;
- (c) at all times, act in the best interests of the College in securing and promoting its educational, community, administrative and financial objectives.

#### **4.5 SECRETARY**

The President shall, on behalf of the Board, appoint a Secretary who shall attend all meetings of the Board and record or delegate to be recorded all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall be responsible for giving all notices required to be given to the Governors. The Secretary shall be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College which the Secretary shall deliver up only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Board.

#### **4.6 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 College, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Governor for the time being.

#### **4.7 VACANCIES**

If the office of the Chair, Vice Chair, Secretary, or President, or one or more of them, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board, or the President, on behalf of the Board, in the case of the Secretary, shall elect or appoint a qualified person to fill such vacancy.

### **ARTICLE 5** **COMMITTEES**

#### **5.1 COMMITTEES AND SUB-COMMITTEES OF THE BOARD**

From time to time, the Board shall appoint or provide for the appointment of committees of the Board, in such number and with such duties as the Board may from time to time prescribe by resolution. Subject to the provisions of this section, the number of members of each committee shall be determined from time to time by the Board. Subject to the provisions of this section, a quorum of each committee of the Board shall consist of a majority of the members of that committee. Subject to Section 5.2, all committees shall be subject to the authority of the Board, and no decisions of the committees shall be binding upon the Board or the College, unless and until ratified by the Board. It shall be the duty of the Secretary of each committee to file minutes of committee meetings with the Chair of the Board. The Secretary of the Board shall, subject to any other direction from time to time by the Board, be the Secretary of each committee.

The members of such committees shall hold office during the pleasure of the Board, and the Chair of the Board shall be an Ex-officio member of each such committee, and the President of the Board shall be an Ex-officio voting member of each such committee except the Audit Committee. Without limitation, the permanent committees shall include an Audit Committee.

## **5.2 EXECUTIVE GOVERNANCE COMMITTEE**

The Executive Governance Committee shall operate in accordance with its Terms of Reference and any other guidelines as are established by the Board from time to time. The Executive Governance Committee shall consist of a minimum of five (5) members and a maximum of seven (7) members, as determined by the Board from time to time. The Vice Chair of the Board of Governors shall be the Chair of the Executive Governance Committee.

The Executive Governance Committee is empowered to make decisions on behalf of the Board and have all authority vested in the Board only in those circumstances where in the opinion of the Chair of the Board of Governors it is not reasonably practicable for the Board to make such decisions or exercise such authority, including as a result of force majeure or imminent risk of substantial loss or damage to the College.

## **5.3 AUDIT & FINANCE COMMITTEE**

The members of the Audit & Finance Committee shall be independent of management of the College and shall consist of a minimum of three (3) members, at least two (2) of which must be members of the Board and a majority of whom must not be Officers, to be appointed by the Board. The Chair of the Audit & Finance Committee shall be elected by the Committee membership from among the external Governors who are members of the Audit & Finance Committee.

Members of the Audit & Finance Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from management and of the College. Internal Elected Governors are deemed to be independent from management for the purpose of the Audit & Finance Committee provided they do not hold an office.

All such Committee members shall be financially literate as determined by the Board, or shall become financially literate within a reasonable time after appointment to the said Committee, and at least one member shall have accounting or related financial management expertise. The definition of, and criteria for, financial literacy is the ability to read and understand a balance sheet, an income statement, and a cash flow statement, and the notes. An acceptable definition of accounting or related financial management expertise is the ability to analyze and interpret a full set of financial statements, including the notes, in accordance with applicable financial standards.

The Board may, from time to time, appoint former members of the Board to serve on the Audit & Finance Committee, as it deems appropriate.

The Audit & Finance Committee shall operate as per its terms of reference and any other guidelines as established by the Board from time to time.

#### **5.4 PROGRAM ADVISORY COMMITTEES**

The Board shall establish Program Advisory Committees. The Program Advisory Committees shall operate as per the By-laws and any other procedures and guidelines as approved by the Board from time to time.

The Program Advisory Committees shall be advisory to the Board through the President, or his designate, and shall assist in the educational planning of the College by providing advice on the academic content of programs and program clusters.

The mandate of the Program Advisory Committees includes providing advice on:

- (a) Curriculum;
- (b) Academic program review;
- (c) Technological implications;
- (d) Employment prospects;
- (e) Cooperative training and field placement;
- (f) Public relations with professional and local; communities;
- (g) Student awards;
- (h) Other special tasks;

The President, or his or her designate, will appoint the members of the Advisory Committees. Appointments will be normally three academic years, renewable once. Appointed Advisory Committee members shall be voting members of the Program Advisory Committee to which they are appointed.

Each Program Advisory Committee shall have a Chair of the Committee elected from the members of the Advisory Committee for a term of two years, renewable once. The Chair of the Committee will be responsible for calling meetings, setting meeting agenda, facilitating meetings and representing a Program Advisory Committee at College functions.

Ex-officio members shall include the Dean of the School responsible for the program or program cluster, and/or designate, and a faculty representative.

A Recorder will be provided by the Dean of the School to assist the Chair of each Program Advisory Committee in his or her role. The Recorder will be an employee of the College.

Each Program Advisory Committee may establish subcommittees as necessary.

Every academic program, or cluster of similar academic programs, will have an active, voluntary program advisory committee of about eight (8) to twelve (12) members.

The President shall establish a procedure for monitoring the effectiveness of the Program Advisory Committees and for maintaining the appropriate records.

## **5.5 COLLEGE COUNCIL**

The Board shall provide for the establishment of an College Council to operate as per the Terms of Reference for the College Council and any other guidelines as approved by the Board from time to time.

## **ARTICLE 6** **GENERAL**

### **6.1 AUDITORS**

Annually, the Board shall appoint auditors to review and audit the accounts and financial records of the College and to report the findings to the Board. The Board shall fix the remuneration to be paid to the auditors so appointed.

### **6.2 BOOKS AND RECORDS**

The Board shall see that all necessary minutes and records of the College required by the By-laws, or by any applicable statute or regulation, are regularly and properly kept, and that the By-laws are accessible to the public.

### **6.3 EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the College shall be signed by any two persons designated by the Board, and they shall affix the seal of the College to such instruments as require the same.

Any two persons designated from time to time by the Board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the College in his or her own or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the College, transfers or shares, bonds or other securities from time to time transferred to the College, and may affix the corporate seal to any such transfers or acceptances or transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of powers of attorney to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

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 obligations of the College may or shall be executed.

**6.4 FINANCIAL YEAR**

Unless otherwise ordered by the Board, the fiscal year of the College shall terminate on the 31<sup>st</sup> of March in each year.

**6.5 RULES OF ORDER**

In all instances not provided for in these By-laws the provisions of Robert’s Rules of Order shall be applicable to all procedures of the Board and its committees and subcommittees.

**6.6 AMENDMENTS**

Unless otherwise required under the OCA or ONCA (as applicable), the terms of these By-laws may be amended from time to time by ordinary resolution of the Board.

**6.7 REPEAL**

By-Law No. 1 and any other By-laws of the College inconsistent herewith are, hereby, repealed and replace with this By-law. Such repeal shall not affect the previous operation of any such By-law or affect the validity of any act done or right or privilege, obligation or liability required or incurred under, or the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the members of the Board with continuing effect passed under any repealed By-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

We hereby certify that the foregoing By-law was enacted by the Board on the 26<sup>th</sup> day of January, 2016.

Witness the corporate seal of the College.



Signed:

*Andrew D. [Signature]*  
Chair

*A. Green*  
Corporate Secretary of the Board