



**THE BOARD OF GOVERNORS OF THE
LOYALIST COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW 1
[General Governance]**

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Approved by the Board of Governors May 30, 2024



THE BOARD OF GOVERNORS
OF
THE LOYALIST COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW 1
GENERAL GOVERNANCE

BE IT ENACTED as a by-law of The Loyalist College of Applied Arts and Technology as follows:

1. INTERPRETATION

- 1.1 In this By-Law and in all other by-laws, policies and special resolutions of the College, the following terms shall have the indicated meanings:
- 1.1.1 “**academic staff member**” means a person who is employed by the College as a teacher, counsellor or librarian, and includes a person employed full time, sessional, partial-load or part time;
 - 1.1.2 “**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 and includes a person employed full-time or part-time;
 - 1.1.3 “**Board**” means the board of governors of the College;
 - 1.1.4 “**By-Law**” means this by-law and the appendices attached hereto (as amended from time to time) and “**By-Laws**” means this By-Law and all other by-laws of the College in effect from time to time;
 - 1.1.5 “**College**” means The Loyalist College of Applied Arts and Technology;
 - 1.1.6 “**Council**” means the advisory college council of the College established in accordance with section 15 of, and Appendix 3 to, this By-Law;
 - 1.1.7 “**constituency**” means any one of the following four (4) groups of persons: the group of persons which includes all academic staff members, the group

of persons which includes all administrative staff members, the group of persons which includes all students and the group of persons which includes all support staff members;

- 1.1.8 “**employee**” means an academic staff member, administrative staff member or support staff member;
- 1.1.9 “**External Governor**” means a governor appointed in accordance with section 4.2;
- 1.1.10 “**Governor**” means a member of the Board;
- 1.1.11 “**in-camera session**” has the meaning attributed to that term in section 6.7;
- 1.1.12 “**Internal Governor**” means a governor elected in accordance with section 4.3;
- 1.1.13 “**LGIC**” means the Lieutenant Governor in Council;
- 1.1.14 “**Minister**” means the Minister of Colleges and Universities (Ontario);
- 1.1.15 “**Ministry**” means the Ministry of Colleges and Universities (Ontario);
- 1.1.16 “**OCAAT Act**” means the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time;
- 1.1.17 “**Officer**” means an officer of the College;
- 1.1.18 “**ONCA**” means the *Ontario Not-for-Profit Corporations Act, 2010*, as amended from time to time;
- 1.1.19 “**person**” means an individual, firm, trust, partnership, limited partnership, company or corporation (with or without share capital), joint venture, sole proprietorship, governmental authority or any entity of any kind;
- 1.1.20 “**Policy Directives**” means the Minister’s binding policy directives issued under section 4 of the *OCAAT Act*;
- 1.1.21 “**President**” means the individual holding the office of President of the College
- 1.1.22 “**program of instruction**” means a group of related courses leading to a diploma, certificate or other document awarded by the Board;
- 1.1.23 “**Regulations**” means the regulations made under the *OCAAT Act*;
- 1.1.24 “**Standing Committee**” means a permanent committee of the Board;
- 1.1.25 “**student**” means a person who is enrolled in a course or program of

instruction in the College, and includes a person enrolled on a full-time or a part-time basis and a person enrolled in a “post-secondary” or “adult-training” program;

1.1.26 “**Student Governor**” means the Internal Governor elected by the students; and

1.1.27 “**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, and includes a person employed full-time or part-time.

1.2 In this By-Law and in all other by-laws, policies and special resolutions of the College, unless the context otherwise requires:

1.2.1 words importing the singular number or a gender shall include the plural number or all genders, as the case may be, and vice-versa;

1.2.2 the use of “including (or includes)” shall mean “including (or includes) without limitation”; and

1.2.3 headings are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. REGISTERED OFFICE

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

3. SEAL

The seal, an impression of which is stamped at the end of this By-Law, shall be the corporate seal of the College.

4. BOARD OF GOVERNORS

4.1 Size and Constitution of Board: The Board shall consist of the following seventeen (17) individuals, provided that the Board shall not be improperly constituted solely because of a failure to elect one or more Internal Governors:

4.1.1 Twelve (12) External Governors;

4.1.2 Four (4) Internal Governors; and

4.1.3 the President, who shall be a voting member of the Board by virtue of office.

- 4.2 Qualifications of Governors: Every Governor shall be an individual who:**
- 4.2.1 is eighteen (18) or more years of age;
 - 4.2.2 is not an undischarged bankrupt;
 - 4.2.3 has not been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - 4.2.4 has not been found to be incapable by any court in Canada or elsewhere; and
 - 4.2.5 has not been declared an ineligible individual under the *Income Tax Act* (Canada).
- 4.3 Appointment of External Governors: The External Governors shall consist of the following twelve (12) individuals:**
- 4.3.1 Four (4) individuals appointed by the LGIC as set out in the Regulations; and
 - 4.3.2 Eight (8) individuals appointed by the Governors, provided that no such individual shall participate in a vote of the Board relating to a renewal or extension of their own appointment.
- 4.4 Election of Internal Governors: The Internal Governors shall consist of the following four (4) individuals:**
- 4.4.1 one (1) student,
 - 4.4.2 one (1) academic staff member,
 - 4.4.3 one (1) administrative staff member, and
 - 4.4.4 one (1) support staff member,
- each of whom shall be elected by their respective constituency in accordance with the procedures set out in Appendix 1.
- 4.5 Eligibility Requirements of External Governors:** No individual shall be eligible for appointment as an External Governor if such individual is a student or an employee of a college of applied arts and technology. If an External Governor appointed by the Board ceases to meet the eligibility requirements set out in this section 4.5, they automatically cease to be a Governor and their seat automatically becomes vacant. The Board may issue policies governing the nomination and appointment process for External Governors appointed by the Board.
- 4.6 Governor Consent:** A Governor who is elected or appointed must consent in writing to hold office as a Governor before or within ten (10) days after the election or appointment.
- 4.7 Term and Term Limits:**
- 4.7.1 Each External Governor and each Internal Governor, other than the Student Governor, shall be appointed or elected, as applicable, for a term not to exceed three (3) years.

- 4.7.2 Each Student Governor shall be elected for a term of one (1) year. The Student Governor may serve a second consecutive year on the Board if they are re-elected by the student constituency group.
- 4.7.3 Each External Governor and each Internal Governor shall take office on the first day of September in the year of appointment or election.
- 4.7.4 If an individual elected as an Internal Governor ceases temporarily or permanently to be a student, academic staff member, administrative staff member or support staff member, as the case may be, such individual automatically ceases to be a Governor and their seat on the Board automatically becomes vacant, provided that a Student Governor who graduates prior to the expiration of such Student Governor's term may continue to serve as a Student Governor until the 31st day of August in such Student Governor's year of graduation.
- 4.7.5 No individual shall serve as an External Governor or Internal Governor, other than a Student Governor, for more than six (6) consecutive years, provided that, after an absence of two (2) years from the Board, such individual shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed six (6) years.
- 4.7.6 The Chair of the Board of Governors is allowed to continue to serve up to two years beyond the usual six-year term limit, but only if (1) the Board passes a resolution to allow this, and (2) the member continues to serve as Chair. If the member ceases to be the Chair, they cannot continue to serve on the Board as they will have surpassed the six-year term limit.
- 4.7.7 No individual shall serve as the Student Governor for more than four (4) consecutive years, provided that, after an absence of two (2) years from the Board, such individual shall again be eligible for re-election for successive terms not to exceed four (4) years.

4.8 Vacancies:

- 4.8.1 Where a vacancy occurs among the External Governors appointed by the Board, the Board shall appoint an individual to fill the vacancy.
- 4.8.2 Where a vacancy occurs among the Internal Governors, such vacancy shall be filled in accordance with the procedures set forth in Appendix 1 to By-Law 1, Election of Internal Governors.
- 4.8.3 The term of the individual appointed or elected to fill a vacancy pursuant to section 4.7.1 or 4.7.2 shall be for the same term as is provided in sections 4.5.1 and 4.5.2, as applicable, shall commence upon such appointment or election and shall automatically expire on August 31 in the year in which such term ends.
- 4.8.4 Where a vacancy occurs among the External Governors appointed by the LGIC, the Board shall notify the LGIC of such vacancy and such vacancy shall be filled in

accordance with the applicable Board policy and applicable law.

- 4.8.5 In the event that the LGIC has not appointed one (1) or more Governors pursuant to section 4.3.1 such that there will be or were one (1) or more vacancies in the LGIC's appointees as of September 1st, the Governors may, in their discretion, at their June meeting and effective September 1st or at a meeting after September 1st:
- (a) increase the number of Governors to be appointed pursuant to section 4.3.2 to eleven (11), thereby increasing the number of Governors to be appointed by the LGIC pursuant to section 4.3.1 to five (5) in accordance with the Regulations; and
 - (b) appoint one (1) or more of the nominees submitted by the College to the LGIC for appointment pursuant to section 4.3.1 as Governor(s) pursuant to section 4.3.2.

If the Board exercises its discretion in accordance with the preceding section, the Governor(s) so appointed pursuant to section 4.3.2 shall hold office pursuant to that paragraph until such time as the LGIC appoints them as Governors pursuant to section 4.3.1 at which time they shall hold office pursuant to section 4.3.1 and the number of Governors to be appointed pursuant to section 4.3.2 shall revert to eight (8) and the number of Governors to be appointed by the LGIC pursuant to section 4.3.1 shall revert to four (4).

5. POWERS OF THE BOARD

- 5.1 The Board shall manage or supervise the management of the activities and affairs of the College.
- 5.2 The Board may enter into, or cause another individual or individuals to enter into, in the College's name, any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the College is authorized to exercise and do, as provided by any applicable law, in accordance with and subject to the obtaining of such approvals as may be required by applicable law.
- 5.3 Without in any way derogating from the foregoing, and subject to the obtaining of such approvals as may be required by law, the Board is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property movable or immovable, real or individual, or any right or interest therein owned by the College for such consideration and upon such terms and conditions as it may deem advisable. The Board may approve the ownership of other businesses, the creation of wholly owned or partially owned subsidiary corporations, or a College foundation, in accordance with legislative requirements and the provisions of the *OCAAT Act*, the Regulations and the Policy Directives.

- 5.4 **Board Policies:** The Board may issue governance policies to define its responsibilities and its relationship with the Officers. New Board policies and amendments made to existing Board policies require a 50% plus one majority of the votes cast by the Governors present.

6. MEETINGS OF THE BOARD

6.1 Calling of Meetings:

- 6.1.1 Except as otherwise required by law, the Board may hold its meetings at such place or places, or by such means, as it may from time to time determine.
- 6.1.2 Except as otherwise required by law, meetings of the Board or its committees may be held by means of such telephone, electronic or other communication facilities as would permit all individuals 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 telephone, electronic or other 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.
- 6.1.3 The Board shall determine an annual schedule of regular meetings by September 1st of each year. Board meetings may be formally called by the Chair or a Vice-Chair, by the President, the Secretary, or the Treasurer, on the direction of the Chair, or of a Vice-Chair or of any two (2) Governors.
- 6.1.4 The Governors may consider or transact any business, either special or general, at any meeting of the Board.

6.2 Notice of Meetings:

- 6.2.1 Once established by the Board, the schedule of regular meetings shall be sent to all Governors and shall be shared with the public via whichever medium is deemed appropriate by the Board, including posting the schedule on the College's website, in respect of such regular meetings, and no further notice need be given to the Governors or the public of such meetings.
- 6.2.2 Notice of an unscheduled Board meeting shall be delivered, telephoned or sent by electronic mail to each Governor not less than one (1) business day preceding the day of the meeting, or shall be mailed to each Governor not less than four (4) days preceding the day of the meeting. Wherever possible, notice of an unscheduled meeting of the Board shall be shared with the public via whichever medium is deemed appropriate by the

- Board, including posting the notice on the College’s website, as soon as practicable after the meeting is called.
- 6.2.3 The certificate of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- 6.2.4 Notice of a meeting of Governors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:
- 6.2.4.1 to appoint or fill a vacancy among the Governors or in the position of auditor;
- 6.2.4.2 to issue debt obligations except as authorized by the Governors;
- 6.2.4.3 to consider and approve any annual financial statements; or
- 6.2.4.4 to adopt, amend or repeal By-Laws.
- 6.2.5 No accidental error or omission in the giving of any notice for a meeting of Governors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, except for notice of business not usually conducted at such meeting, provided that any Governor may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.
- 6.3 **Quorum:** A quorum at any meeting of the Board shall be ten (10) Governors. No business shall be transacted at any meeting of the Board unless the requisite quorum is present at the start of such meeting.
- 6.4 A Governor who has declared or is found to be in a conflict of interest with respect to an agenda item, but was present at the beginning of the meeting, shall be counted to determine the presence of quorum.
- 6.5 **Decision Making:** If a specific matter arises that is not addressed in the By-Laws, the policies of the Board or other applicable law, practice shall be determined by reference to a current edition of the Robert’s Rules of Order.
- 6.5 **Meetings to be Public:** Subject to section 6.7 below, meetings of the Board shall be open to the public and no individual shall be excluded from such a meeting except for improper conduct as determined by resolution of the Board. All Standing Committee meetings are open only to Governors and such individuals requested to act as a resource to that committee from time to time.
- 6.6 **In-Camera:** Where a matter to be considered at a Board meeting is determined by the majority of the Governors present, in accordance with the criteria established below, to be confidential to the College, the part of the meeting concerning such confidential matter may be held in-camera (the “in-camera session”).
- 6.6.1 In-camera sessions may be held to discuss sensitive matters pertaining to

the following:

- 6.6.1.1 individual students;
- 6.6.1.2 individual Governors or prospective Governors in relation to intimate, personal, or financial information;
- 6.6.1.3 individual employees;
- 6.6.1.4 all matters arising out of the President's terms of employment, including hiring, evaluation, contract terms and termination;
- 6.6.1.5 any other matter where personal information about an identifiable individual will be disclosed;
- 6.6.1.6 strategic labour relations and matters pertaining to collective bargaining or terms of employment;
- 6.6.1.7 the security of property of the College, the financial obligations of the College, including business operations and obligations;
- 6.6.1.8 the acquisition, disposition, lease, exchange or expropriation of real or personal property or improvements, if the Board considers that disclosure might reasonably be expected to harm the interests of the College;
- 6.6.1.9 Board self-evaluation;
- 6.6.1.10 litigation or potential litigation affecting the College;
- 6.6.1.11 the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- 6.6.1.12 information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
- 6.6.1.13 other matters the disclosure of which, in the opinion of the majority of Governors, might be prejudicial to an individual or to the best interests of the College; and
- 6.6.1.14 consideration of whether an item is to be discussed in-camera;

unless the matter is of a personal nature concerning an individual and such individual requests and the Board agrees that the part of the meeting during which such matter is discussed be open to the public.

- 6.7 The Board may convene in-camera only by proper resolution of the Board, to be recorded in the minutes. The items to be discussed in-camera shall be identified on the in-camera agenda. A Governor may question the appropriateness of any matter

being restricted to the in-camera agenda only in the in-camera session. During the in-camera session, the Board shall discuss only the matter that gave rise to the in-camera session. The Board shall not vote on any amendment to or adoption of any By-Laws in the in-camera session.

6.7.1 Governors who are in conflict of interest with respect to the subject matter to be discussed shall be excluded from the in-camera session, including from any discussions and voting during the in-camera session.

6.7.2 Any Governor may request that the Chair permit their presence during the relevant portion of the in-camera session of any person to provide assistance to the Board. The decision of the Chair granting or denying such request shall, if any objection is raised, be put to the Board to be determined by a majority vote.

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

6.7.4 Where in-camera discussions lead to the passing of resolutions, the Board shall make every effort to make public such decisions as soon as practicable after the meeting, taking into consideration any need or requirement for continued confidentiality. Where the in-camera discussions lead to a general policy decision or a decision that may have immediate impact on the College community, the Board shall determine whether or not there is any immediate impact and the need for information to be made public and, if so, the means by which the information will be released. The decision of the Board on the matters in this section shall be final and binding.

6.7.5 The Board may, at any time, determine that the College shall hold a Governors' retreat, planning session, information session, orientation for new members, or any other such events as it deems appropriate. No business shall be conducted at such events and sessions. Such events and sessions shall not be open to the public.

6.8 **Adjournments:** Any meeting of Governors may be adjourned at 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. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be given in the same manner as provided in section 6.2.

6.9 **Voting**

6.9.1 Except for votes to amend or adopt By-Laws, questions arising at any meeting of Governors shall be decided by the majority of the votes cast,

excluding the Chair, on that question. In the case of an equality of votes, the Chair shall have a casting vote. Amendments to or adoption of By-Laws shall require a majority vote of 50% plus one of the votes cast at a duly constituted meeting of Governors.

6.9.2 All votes at any meeting of Governors shall be taken by ballot, if so demanded by any Governors present; however, if no demand is made, the vote shall be taken by show of hands or another method at the discretion of the Chair.

6.9.3 Unless there is a demand for a recorded vote, a declaration by the Chair 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 shall be deemed to be prima facie evidence of the number or proportion of votes recorded in favour of or against such resolution.

6.9.4 A Governor is deemed to have consented to a resolution passed or action taken at a Board meeting or of a committee of Governors if:

6.9.4.1 the Governor was present at the meeting, unless,

- (a) the Governor's dissent is entered in the meeting minutes;
- (b) the Governor requests that their dissent be entered in the meeting minutes;
- (c) the Governor gives their dissent to the meeting secretary before the meeting is terminated;
- (d) the Governor submits their written dissent immediately after the meeting is terminated to the College; or

6.9.4.2 the Governor was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Governor has not,

- (a) caused their written dissent to be placed with the meeting minutes; or
- (b) submitted their written dissent to the College.

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

6.10 Chair. In the absence of the Chair and the Vice-Chair(s) of the Board, the External Governors present at any meeting shall choose one (1) of their number to act as Chair.

7. CONFLICT OF INTEREST

7.1 Policy Directive

The Board and its Governors shall comply with the Conflict of Interest Minister's Binding Policy Directive. Should any provisions in this section 7 be in conflict with

this Policy Directive or any further Policy Directives issued by the Minister, the conflicting provisions of this section 7 shall be ineffective to the extent of such conflict without invalidating the remaining provisions of this section.

7.2 Definitions

- 7.2.1 “**Actual Conflict of Interest**” means a situation where a Governor has a private or personal interest that is connected to the Governor’s duties and responsibilities as a Governor to the extent that it influences the exercise of these duties and responsibilities.
- 7.2.2 “**Conflict of interest**” means a situation where a Governor’s private or personal interest supersedes or competes with that Governor’s duties and responsibilities as a member of a Board and includes an Actual Conflict of Interest, a Perceived Conflict of Interest and a Potential Conflict of Interest.
- 7.2.3 “**Perceived Conflict of Interest**” means a situation where reasonably well-informed individuals could properly have a reasonable belief that a Governor has an Actual Conflict of Interest, even where that is not the case in fact.
- 7.2.4 “**Potential Conflict of Interest**” means a situation where a Governor has a private or personal interest that could influence the performance of the Governor’s duties or responsibilities, provided that the Governor has not yet exercised that duty or responsibility.

7.3 Principles

- 7.3.1 Governors are expected to act honestly, lawfully and uphold the highest ethical standards.
- 7.3.2 Governors must perform their official duties and conduct themselves in a manner that will bear the closest public scrutiny because colleges are part of the broader public sector and are subject to greater public scrutiny than private organizations.
- 7.3.3 Governors shall not have private interests (other than those permitted pursuant to this By-Law, subject to the Policy Directives and other applicable laws) that would be affected particularly or significantly by College decisions or actions in which they participate as Governors.
- 7.3.4 When appointed, Governors must arrange their private interests to prevent conflicts of interest. If a conflict does arise between the private interests of a Governor and the official duties of that individual, the conflict shall be resolved in favour of the public interest.
- 7.3.5 Each Governor (regardless of how the Governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the College

and must function primarily as a member of the Board, not as a member of any particular constituency or other stakeholder group.

Without limiting the general application of the Conflict of Interest Minister's Binding Policy Directive, the Board shall recognize the following circumstances as an actual conflict of interest requiring the affected Board member to conduct themselves in accordance with 7.5.1 hereof:

7.4 Regarding the President:

7.4.1 Any agenda items relating either directly or indirectly to the President's compensation, perquisites, and/or benefits;

Note: the Board may require certain information from the President to assist their deliberations, but these queries must be of the general nature or relate to providing performance related information concerning the President's success in meeting agreed to objectives and must not in any way, either directly or indirectly, influence decisions on their compensation, perquisites, and/or benefits.

7.5 Regarding Internal Governors:

7.5.1 Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment:

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

7.5.2 Agenda items relating to the President's evaluation or performance review;

Note: this does not prevent the Chair or evaluation committee asking for their input as part of a general information-gathering process in preparing the President's evaluation.

7.6 Regarding the Student Governor:

7.6.1 Agenda items relating to an increase in the tuition fees for the particular program in which the student is enrolled;

7.6.2 Agenda items relating to the President's evaluation or performance review;

Note: this does not prevent the Chair or evaluation committee asking for their input as part of a general information-gathering process in preparing the President's evaluation;

7.6.3 Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment for college

staff.

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

7.7 Meeting Procedure

7.7.1 At the beginning of every Board meeting, the Chair of the Board shall ask and have recorded in the minutes whether any Governor has a conflict of interest to declare in respect of any agenda item. A Governor who has a conflict of interest shall declare the conflict of interest and the general nature of the conflict of interest.

7.7.2 When the agenda item arises in the open portion of the Board meeting, the Governor(s) with an Actual Conflict of Interest may remain in the room for the duration of the discussion but shall not participate in the discussion or vote on this item. The minutes are to record whether the Governor(s) with an Actual Conflict of Interest remained in the room, whether they participated in the discussion and whether they voted on the item. Should the matter occur in an in-camera session, the Governor(s) shall withdraw from the room while the matter is being discussed or voted on. Such Governor(s) shall not be informed of the results of the in-camera session until and unless the Board has determined that such results are to be made public.

7.7.3 When the conflict of interest is a conflict of interest other than an Actual Conflict of Interest, the Board shall determine whether the Governor(s) may remain for the discussion and vote on agenda items. The minutes shall reflect the ruling of the Board and whether such Governor(s) remained in the room, participated in the discussion or voted on the item.

7.8 Duty to Declare

7.8.1 Internal Governors and the President must declare that their actions in their capacities as Governors will be independent and unbiased.

7.8.2 **Annual Declaration:** All Governors must complete a Conflict of Interest Disclosure Statement before being appointed. Thereafter, each Governor shall complete a Conflict of Interest Declaration form, in which the Governor shall agree to comply with the Conflict of Interest Minister's Binding Policy Directive, on an annual basis. Each year, the completed Conflict of Interest Declaration form will be sent to the Ministry of Colleges and University by a specified date.

7.8.3 A Governor shall declare a conflict of interest at the earliest opportunity and, at the same time, declare the general nature of the conflict. Where a conflict of interest is declared prior to a Board meeting, the declaration shall be made to the Chair and the Board shall be so informed by the Chair.

- 7.8.4 Where a Governor is unsure whether they have a conflict of interest, they shall raise the issue with the Board, and the Board shall determine by a majority vote whether or not the conflict of interest exists. The said Governor may participate in the discussion but shall not vote on whether or not a conflict of interest exists.
- 7.9 **Duty to Report:** Any Governor who believes another Governor (the “Potentially Conflicted Governor”) may have a conflict of interest in a matter under consideration shall, without delay, inform the Chair. The Chair shall discuss the matter with the Potentially Conflicted Governor and, as appropriate, hold further discussions with the reporting Governor. If the discussions do not lead to a resolution, the matter shall be brought to the Board and the Board shall determine by a majority vote whether or not a conflict of interest exists. The Potentially Conflicted Governor may participate in the discussion but shall not vote on the issue of whether they have a conflict of interest.
- 7.10 Whether a Governor has a conflict of interest shall be determined on an individual case by case basis.
- 7.11 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board had reached a decision on the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision, without participation by the Governor(s) with the conflict of interest in any related discussions or in any related vote.
- 7.12 Notwithstanding anything in section 7, where the Governor with a conflict of interest is the Chair of the Board, a Vice-Chair shall act as Chair for the purposes of this section. The Vice-Chair shall also act as Chair of the meeting for that portion of the meeting dealing with the Chair’s conflict of interest. If the Chair has declared or is found by the Board to have a conflict of interest with respect to an agenda item, the Vice-Chair shall also act as Chair at the portion of the meeting dealing with that agenda item.
- 7.13 **Sanctions:** Where there has been a failure on the part of a Governor to comply with section 7 and/or the Conflict of Interest Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgment, the Board shall impose sanctions as set out in section 8.2.
- 7.14 **Insignificant Conflicts:** Where the interest of a Governor is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member or where a pecuniary or other interest is in common with a broad group of which the Governor is a member (e.g., students, support staff, academic staff, administrative staff), such interest shall be deemed to not, in and of itself, put such Governor in a conflict of interest with the College for the purposes of section 7. Similarly, where the issue is one of general or public information, a Governor shall be deemed to not be in a conflict of interest for the purposes of section 7 with respect to such issue, in and of itself.

- 7.15 Every Governor shall also comply with the requirements in the ONCA regarding conflict of interest.

8. REMOVAL OF A GOVERNOR

- 8.1 Subject to this section 8, the Board may vote in accordance with section 8.3 to remove a Governor from the Board, other than the President and members of the Board appointed by the LGIC, before the expiration of their term, if the Board determines by majority vote that:
- 8.1.1 the Governor has failed to attend at least 75% of the regular meetings of the Board during a twelve (12) month period, or three (3) consecutive regular meetings of the Board, without having been granted a leave of absence by the Board;
 - 8.1.2 the Governor has failed to comply with the provisions on conflict of interest which are set forth in section 7 of this By-Law;
 - 8.1.3 the Governor has failed to maintain the confidentiality of any information obtained at, discussions at, or proceedings of in-camera sessions of the Board;
 - 8.1.4 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 or in the best interests of the College;
 - 8.1.5 the Governor has, in the opinion of the Board, committed one of the following acts and, as a result of such act, would, if such Governor were to continue to be a member of the Board, adversely affect the image or operations of the Board or of the College:
 - 8.1.5.1 harassment (including activities that would constitute harassment under the By-Laws, policies of the College or applicable laws);
 - 8.1.5.2 violence (including activities that would constitute violence under the By-Laws, policies of the College or applicable laws);
 - 8.1.5.3 conviction of a criminal offence; or
 - 8.1.5.4 discrimination as defined under the *Ontario Human Rights Code* (including activities that would constitute discrimination under the By-Laws, policies of the College or applicable laws);or
 - 8.1.6 the Governor has, in the opinion of the Board, engaged in conduct unbecoming of a member of the Board, including improper use of authority or position, improper use of privileged or confidential

information, conduct that is deemed to be detrimental to or is generally contrary to the mandate, interest and welfare of the College. Additional standards of conduct for Governors are contained in the *Code of Conduct for Governors* policy (BGP 6).

8.2 If the Board determined that any of the events of section 8.1 have occurred, the Board may, as an alternative to removing a Governor, impose any one or a combination of the following sanctions:

- (a) issuing a verbal reprimand;
- (b) issuing a written reprimand;
- (c) suspending the Governor for a period or term set by the Board; or
- (d) requesting that the Governor resign.

8.3 Prior to the Board voting to remove a Governor (the “Subject Governor”) or if a Governor objects to the grounds for their automatic removal the Chair or a Vice-Chair shall discuss the matter with the Subject Governor to explain why the removal is being considered or why the Governor was removed automatically and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the “**Grounds**”). If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board in an in-camera session and the Board shall determine by resolution passed by at least two-thirds (2/3) of the votes cast, whether the Subject Governor is to be removed. The notice for the in-camera session shall specify the intention to pass a resolution removing the Subject Governor and the Grounds therefor. The Subject Governor is to be given an opportunity to respond to the Grounds by addressing the Board at the in-camera session, but shall withdraw from the meeting while the matter is being discussed or voted on by the other members of the Board. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.

8.4 Within ten (10) days of the decision by the Board to remove a Governor, the Executive and Governance Committee shall review the decision. The review by the Executive and Governance Committee shall be limited to the following:

- 8.4.1 whether the Governor was removed for a reason established in this By-Law; and
- 8.4.2 whether the procedure used to remove the Governor was in compliance with this By-Law.

The review shall not include a review of whether the decision of the Board was correct.

8.5 The Executive and Governance Committee shall issue a written report to the Board and the Subject Governor who has been removed no later than thirty (30) days following the completion of the review. The Chair and the President shall sign a written attestation that the removal process was carried out in accordance with this

By-Law.

- 8.6 In the event that any Governor (the “**Accusing Governor**”) believes that another Governor (the “**Offending Governor**”) has engaged in conduct warranting the Offending Governor’s removal from the Board under this section, the Accusing Governor shall bring the matter to the attention of the Chair, or, if the Chair is the Offending Governor, to a Vice-Chair. The Chair or Vice-Chair and the Board shall follow the procedure outlined in section 8 with respect to such conduct. Misuse of this provision by an Accusing Governor shall be deemed to be conduct unbecoming of a Governor as defined under section 8.1.6 and may result in the removal of the Accusing Governor.
- 8.7 If the Board believes that reasons exist justifying the removal of a Governor appointed by the LGIC, the Board may set out those reasons in a report to the Minister for referral to the LGIC.

9. REMUNERATION OF GOVERNORS AND COMMITTEE MEMBERS

- 9.1 The Governors and members of committees and subcommittees of the Board shall serve without remuneration and shall not, directly or indirectly, receive any profit from their positions as Governors or members of committees and subcommittees of the Board, provided that they may be reimbursed reasonable travel and other expenses properly incurred by them in the performance of their duties in accordance with College policies.
- 9.2 Subject to compliance with the provisions of section 7 hereof, where a Governor or a member of a committee or a subcommittee of the Board is:
- 9.2.1 employed by or performs services for the College other than as a Governor or a member of a committee or a subcommittee of the Board, or
 - 9.2.2 a member of a firm or shareholder, director or officer of a firm which performs services for the College,

the fact of such individual being a Governor or a member of a committee or a subcommittee of the Board shall not disentitle such individual or such firm or company, as the case may be, from receiving proper remuneration for such services.

10. PROTECTION OF GOVERNORS AND OFFICERS

- 10.1 Liability: Except as otherwise provided in the ONCA, no Governor or Officer for the time being of the College shall be liable for the acts, receipts, neglects or defaults of any other Governor or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the College shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom or

which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the College or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the persons's respective office or trust or in relation thereto unless the same shall happen by or through the person's own wilful, neglect or default or failure to act honestly and in good faith with a view to the best interests of the College, provided that nothing herein shall relieve any Governor or Officer of any liability imposed by statute.

10.2 Indemnification

10.2.1 Every Governor or Officer or former Governor or Officer of the College or an individual who acts or acted at the College's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the College's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the College or other entity.

10.2.2 The College may advance money to an individual referred to in section 10.2.1 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 10.2.3.

10.2.3 The College shall not indemnify an individual under section 10.2.1 unless:

10.2.3.1 the individual acted honestly and in good faith with a view to the College's best interests or other entity for which the individual acts or acted at the College's request as a director or officer, or in a similar capacity, as the case may be; and

10.2.3.2 if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.3 Insurance: Subject to applicable laws, including OCAATA and the *Charities Accounting Act* and the regulations made thereunder, the College may purchase and maintain insurance for the benefit of a Governor or an Officer, against any liability incurred by that individual in the individual's capacity as a Governor or an Officer of the College, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the College's request.

11. OFFICERS OF THE COLLEGE

11.1 Officers:

11.1.1 The Board shall elect the following Officers:

11.1.1.1 a Chair; and

- 11.1.1.2 two (2) Vice-Chairs.
- 11.1.2 Subject to section 11.4.5 and 11.4.6, the Board shall appoint a President and such other Officers as the Board may determine by resolution from time to time.
- 11.1.3 The College shall also have the following Officers, which shall automatically be filled by specific individuals or upon the occurrence of specific events as provided in this By-Law:
 - 11.1.3.1 an Electoral Officer; and
 - 11.1.3.2 a Past Chair.
- 11.1.4 Unless otherwise specified in this By-Law, the Officers need not be members of the Board.
- 11.2 Elections: At the June meeting of the Board, a Chair, the two (2) Vice-Chairs, the Chair of the Audit and Risk Committee each of whom shall be eligible for re-election, shall be elected annually or every two (2) years by the Board, as provided herein, provided that, in default of such election, the incumbents shall hold office until their successors are elected.
- 11.3 Removal: All Officers, in the absence of agreement to the contrary, shall be subject to the removal from their respective offices by resolution of the Board at any time with or without cause.
- 11.4 Duties of Officers: The duties of the Officers are as follows:
 - 11.4.1 **Chair:** The Chair shall be elected by the Board from among the External Governors annually or every two years. The Chair shall, when present, preside at all meetings of the Board. Together with the Secretary or Treasurer, or other Officers appointed for the purpose, the Chair shall sign all By-Laws of the College and such contracts, documents or instruments in writing as require the Chair's signature. The Chair or the Chair's designate is the official spokesperson of the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the office. Upon expiry of the Chair's term, if the Chair is not re-elected as Chair, the Chair shall automatically become the Past Chair.
 - 11.4.2 **Vice-Chair(s):** The two (2) Vice-Chairs shall be elected by the Board from among the External Governors annually or every two (2) years. The Vice-Chairs shall have such powers and perform such duties as may be assigned by the Board. In the Chair's absence or inability or refusal to act as the Chair, either Vice-Chair shall perform all the duties and have all the powers of the Chair. If a Vice-Chair, or such other External Governor of the Board as may from time to time be appointed for such purpose, performs any such duty or exercises any such power, the Chair's absence,

inability or refusal to act as the Chair shall be presumed.

11.4.3 **Past Chair:** The Past Chair shall assist the Chair in the performance of the Chair's duties as required and perform such other duties as may be assigned from time to time by the Chair. The Past Chair need not be a member of the Board and shall serve as the Past Chair until they are replaced in accordance with section 11.4.1.

11.4.4 **President**

11.4.4.1 The Board shall appoint a President for such term as the Board may consider appropriate from time to time.

11.4.4.2 The President shall not be an Internal Governor or an External Governor. The President shall conform to all policies issued by the Board and lawful orders given by the Board and shall at all reasonable times give to the Board all information it may require regarding the affairs of the College.

11.4.4.3 The President shall be the official spokesperson for the College.

11.4.5 **Delegation to President**

The Board shall delegate to the President, as chief executive officer, full authority to direct the business and affairs of the College (except such matters and duties that by law must be transacted or performed by the Board) and to appoint, classify, promote, suspend, transfer, reclassify or remove administrative, teaching and non-teaching personnel of College, or, may delegate to any such personnel any lesser power. The President shall comply with all lawful orders given by the Board and shall at all reasonable times provide to the Governors all information they may require regarding the affairs of the College. The President shall not attend a part of the meeting of the Board during which the remuneration of the President is discussed (except to answer questions with respect to policy discussions) and shall not vote on any matter relating to their remuneration. The President shall be an *ex officio* member of all committees of the Board with the exception of the Audit and Risk Committee which they are an *ex officio* non-voting member.

11.4.6 **Secretary:** Unless the Board appoints an individual other than the President to the office of Secretary, that office shall be held by the President. The Secretary shall:

11.4.6.1 be *ex officio* the clerk of the Board;

11.4.6.2 attend meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;

- 11.4.6.3 give, or cause to be given, all notices required to be given to Governors;
 - 11.4.6.4 be the custodian of all books, papers, records, correspondence, contracts 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
 - 11.4.6.5 perform such other duties as may from time to time be determined by the Board.
- 11.4.7 **Treasurer:** Unless the Board appoints an individual other than the Vice-President Responsible for Corporate and Financial Services to the office of Treasurer, that office shall be held by the Vice-President Responsible for Corporate and Financial Services. The Treasurer shall:
- 11.4.7.1 keep full and accurate accounts of all receipts and disbursements of the College in proper books of account;
 - 11.4.7.2 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;
 - 11.4.7.3 disburse funds of the College under the direction of the Board, taking proper vouchers therefor;
 - 11.4.7.4 render to the Board at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the College;
 - 11.4.7.5 co-operate with the auditors of the College during any audit of the accounts of the College;
 - 11.4.7.6 be the custodian of the corporate seal of the College; and
 - 11.4.7.7 perform such other duties as may from time to time be determined by the Board.
- 11.5 Electoral Officer: The Electoral Officer shall be the executive assistant to the Board of Governors and shall perform such duties as set out in Appendix 1 to this By-Law.
- 11.6 Other Officers: Subject to the provisions of any applicable statute or regulation, the Board may determine the requirement for and the duties of any and all other Officers.
- 11.7 Vacancies:
- 11.7.1 If the office of the Chair or a Vice-Chair, or one or more of them, becomes vacant by any reason, the Board shall appoint one (1) of the External Governors to fill such vacancy for a time to be determined by the Board,

which will not exceed the term of the individual who held such office immediately prior to such vacancy.

11.7.2 If the office of the Secretary or Treasurer or President, or one or more of them, becomes vacant, such vacancy shall be filled at the discretion of the Board in accordance with this By-Law and applicable laws.

11.8 Delegation of Duties of Officers: In case of the absence or inability to act of the Chair, either Vice-Chair or any other Officer or for any other reason that the Board deems sufficient, the Board may, for a specified period of time, delegate all or any of the powers of such Officer to any other Officer or to any External Governor.

12. EXECUTION OF DOCUMENTS

12.1 Cheques, Drafts, Notes, Etc.: All cheques, drafts, bills of exchange or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the College shall be signed by such Officer or Officers or agent or agents, whether or not Officers, and in such manner as the Board may from time to time designate by resolution.

12.2 Contracts, Documents or Instruments in Writing:

12.2.1 Contracts, documents or instruments in writing, required to be signed by the College, may be signed by any two (2) of the Chair, a Vice-Chair, the President, the Secretary (where the Secretary is someone other than the President), the Vice-President Responsible for Corporate and Financial Services and the Treasurer (where the Treasurer is someone other than the Vice-President Responsible for Corporate and Financial Services) and all contracts, documents or instruments in writing so signed shall be binding upon the College without any further authorization or formality.

12.2.2 It is the responsibility of the signing officers to ensure that the transaction is in accordance with all the By-Laws, Board policies and all applicable laws, and to obtain Board approval when required.

12.2.3 The seal of the College may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Officer or Officers, individual or individuals appointed by resolution of the Board pursuant to section 12.2.6.

12.2.4 The term “contracts, documents or instruments in writing” as used in this By-Law includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

12.2.5 Any two of the Chair, a Vice-Chair, the President, the Secretary (where the Secretary is someone other than the President), the Vice-President

Responsible for Corporate and Financial Services, and the Treasurer (where the Treasurer is someone other than the Vice-President Responsible for Corporate and Financial Services) are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the College in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the College or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

- 12.2.6 The Board may at any time by resolution direct the manner in which, any particular instrument, contract or obligations of the College shall be executed.

13. BOOKS AND RECORDS

- 13.1 The Board shall ensure that all necessary books and records of the College required by the By-Laws or by any applicable statute or law are regularly and properly kept.
- 13.2 Without limiting the generality of section 13.1, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.

14. BY-LAWS OPEN TO PUBLIC

The By-Laws shall be open to examination by the public during the normal office hours of the College and, wherever possible, available to the public at no charge on the College's website.

15. COMMITTEES

- 15.1 The Board may, from time to time, establish committees, consisting of such individuals as may from time to time be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with the particular fields of activity referred to such committees.
- 15.2 The Board may also, from time to time, establish ad hoc committees, consisting of such individuals as may be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with particular issues referred to them. Unless otherwise specified, an ad hoc committee shall have a term of the lesser of one year or the time required until its assigned mandate has been completed, which term is renewable if required by the Board.
- 15.3 Unless otherwise specified, each member of a Standing Committee shall be appointed by the Board for a term of one (1) year, and such term may be extended for one (1) year, provided that such Standing Committee member continues to be a Governor during such time. Unless otherwise specified, each Standing Committee

shall develop terms of reference not inconsistent with this By-Law and shall review its terms of reference on an annual basis and make any recommendations for change to the Board.

- 15.4 Unless otherwise specified, the Chair and the President shall be ex officio voting members of each committee of the Board. The Board may fill any vacancies occurring from time to time in any committee of the Board and may, from time to time, abolish, combine or re-establish any such committee.
- 15.5 Governors who wish to attend a meeting of a committee of which they are not members may do so as observers at the discretion of the chair of such committee.
- 15.6 If required by the Board, minutes of the proceedings of any committee shall be recorded by, or caused to be recorded by, the Secretary, who shall have the right to attend meetings of any such committee for such purpose. Unless otherwise specified, each committee shall report to the Board and may be required to provide a written report to the Board on its business and discussions.
- 15.7 Any committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Unless otherwise specified, the quorum for any committee shall be a majority of the individuals on the committee with at least one Governor present. When an individual declares a conflict of interest at a committee meeting, the quorum shall be a majority of the remaining members of the committee with at least one Governor present who is not in a conflict of interest. Unless otherwise specified, the Chair and the President, if present, shall be counted toward the determination of a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 15.8 The Governors may delegate to any committee, any of the powers of the Governors other than the powers set out in section 6.2.4.

15.9 Standing Committees

- 15.9.1 **Audit and Risk Committee: The Audit and Risk Committee is a Standing Committee** established to assist the Board in connection with all matters that may be referred to it by the Board. The Audit and Risk Committee shall be composed of: (a) at least four (4) External Governors, one of whom shall be elected by the Board as chair of the committee and shall, for the purposes of such committee and the meetings of such committee, perform the function of Chair (b) the Vice-President Responsible for Corporate and Financial Services and the Treasurer (where the Treasurer is someone other than the Vice-President Responsible for Corporate and Financial Services), who shall be non-voting members of the committee; and (c) the President who shall be a non-voting member of the committee. In accordance with the ONCA;

15.9.1.1 a majority of the Audit and Risk Committee members must not be Officers or employees of the College or of any of its affiliates;

15.9.1.2 the Audit and Risk Committee shall review the College's financial statements before they are approved by the Governors; and

15.9.1.3 the auditor is entitled to notice of the time and place of any Audit and Risk Committee meeting.

15.9.2 **Executive and Governance Committee:** The Executive and Governance Committee is a Standing Committee established to assist the Board in connection with the annual search for new Board nominees and to assist the Board in carrying on the affairs of the College in connection with all matters that may be properly referred to it by the Board. The Executive and Governance Committee shall consist of the Chair, the Past Chair, the Vice-Chairs, the President, the chairs of the other Standing Committees and up to two (2) additional External Governors.

Subject to Section 15.9, the Executive and Governance Committee is empowered to act on behalf of the Board during the summer as well as on other occasions when a quick decision is required and it is not practicable to achieve the requisite quorum of Governors.

15.10 **Program Advisory Committees.** In accordance with the OCAAT Act and the "Framework for Programs of Instruction" Policy Directive, the Board shall establish a Program Advisory Committee for each program of instruction or cluster of related programs offered at the College, as more specifically set out in Appendix 2 to this By-Law, which Program Advisory Committees shall be committees of the Board.

16. LOYALIST COLLEGE COUNCIL

In accordance with the *OCAAT Act* and the "Governance and Accountability Framework" Policy Directive, the College hereby establishes the Loyalist College Council, the mandate, composition, membership and structure of which is established in Appendix 3 to this By-Law. The Council is not a committee of the Board.

17. COMPLIANCE WITH OTHER LEGISLATION

17.1 **Place of Annual and Other General Meetings:** Notwithstanding anything in these By-Laws to the contrary, to the extent that there is a requirement for a meeting of members of the College under any legislation other than the OCAAT Act or the Regulations:

17.1.1 the members of the Board are the members of the College (the "**Members**");

17.1.2 the annual or any other general meeting of the Members may be held at

- the registered office of the College or elsewhere in Ontario as the Board may determine;
- 17.1.3 the meeting of the Board at which the audited financial statements are received shall be deemed to also be the annual meeting of the Members;
 - 17.1.4 the Members may consider and transact any business, either special or general, at any meeting of the Members;
 - 17.1.5 the Board or the Chair or Vice-Chair shall have the power to call at any time a general meeting of the Members;
 - 17.1.6 Members shall be notified not less than ten (10) days prior to the time fixed for the holding of any meeting of Members, provided that any meeting of Members may be held for any purpose at any date and time and at any place within Ontario without notice if all Members are present at the meeting or if all Members waive notice thereof either before or after the meeting or otherwise signify in writing their consent to such meeting being held in their absence;
 - 17.1.7 no error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat, and any Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat;
 - 17.1.8 if at any meeting a ballot is demanded on any issue by any Member then present, then the vote at such meeting on such issue shall be taken by ballot;
 - 17.1.9 if there is a request for a secret ballot, the determination of whether the ballot shall be a recorded vote or a secret ballot shall be at the decision of a majority of the Members at such meeting;
 - 17.1.10 any ballots shall be taken in such manner as the chair of the meeting directs and either during the meeting or at such other times as the chair of the meeting directs;
 - 17.1.11 the Members shall appoint at the annual meeting an auditor licensed under the *Public Accounting Act* (Ontario) or its successor act, who shall not be a member of the Board or a partner or an employee of a member of the Board, to audit the accounts and transactions of the College at least once per year, provided that if an appointment is not so made, the auditor in office shall continue to serve until a successor is appointed; and
 - 17.1.12 any meeting of the Board where a vote is taken to approve an amendment to or enact a By-law under article 19 shall be deemed to be a meeting of the Members and any members of the Board who vote on such amendment

shall be deemed to also be voting on such amendment in their capacity as Members.

18. FINANCIAL MATTERS

- 18.1 Fiscal Year:** The fiscal year of the College shall terminate on the 31st day of March in each year. The Board may change such fiscal year-end by resolution.
- 18.2 Budget:** In accordance with the *OCAAT Act*, the Board of Governors shall not approve a budget projecting an accumulated deficit without the written approval of the Minister.
- 18.3 Auditors:** The Board shall appoint at the meeting of the Board at which financial statements are received an auditor licensed under the *Public Accounting Act* (Ontario) or its successor act, who shall not be a member of the Board or a partner or an employee of a member of the Board, to audit the accounts and transactions of the College at least once per year. If an appointment is not so made, the auditor in office shall continue to serve until a successor is appointed.
- 18.4 Reporting:** The Board shall prepare those plans required of it under the provisions of the *OCAAT Act* and the Regulations and Policy Directives issued under the *OCAAT Act*. In accordance with the *OCAAT ACT* and the Policy Directives, the Board shall prepare a strategic plan, an annual business plan and an annual report, including audited financial statements. These reports shall be made available to the public and submitted to the Minister in accordance with and by the dates specified in the applicable Policy Directives. The Board shall compile key performance indicators and provide such indicators to the Minister in accordance with the *OCAAT Act* and the Policy Directives.

19. AMENDMENTS TO BY-LAWS

By-Laws may be amended and new by-laws of the College enacted at a meeting of the Board called for that purpose. A 50% plus one majority vote of the members of the Board present at such meeting shall be required to pass the amendment to By-Laws or the enactment of new by-laws of the College. Amendments so made shall be effective when approved by the Board.

20. CONFLICT

The Board and each Governor shall comply with the *OCAAT Act*, the Regulations, the Policy Directives and any other laws applicable to the College. Should any provisions in the By-Laws be in conflict with the *OCAAT Act*, the Regulations, the Policy Directives or any other laws applicable to the College, the conflicting provision of the By-Laws shall be ineffective to the extent of such conflict without invalidating the remaining provisions of the By-Laws.

Enacted and sealed with the corporate seal this 30th of May 2024

*Original was signed by Jennifer May-Anderson,
2023-2024 Chair, Loyalist College Board of
Governors*

*Original was signed by Mark Kirkpatrick,
President and CEO, Loyalist College and
Secretary, Loyalist College Board of Governors*

APPENDIX 1 TO BY-LAW 1

ELECTION OF INTERNAL GOVERNORS

The following are the procedures for the election of the Internal Governors established by the Board in consultation with students, academic staff members, administrative staff members, and support staff members of the College and in accordance with section 4(5) of the Regulations:

1.0 Eligibility

Nominations for a position of Internal Governor are open to all employees and students in each of the respective constituencies. Probationary employees are not eligible for consideration as an Internal Governor.

Employees may let their names stand in nomination to represent one constituency.

2.0 Election Dates

The Board shall establish dates for the election of Internal Governors (each an “**Election Day**”) which are to be no later than April 30th with the exception of the Student Governor for whom the Election Day shall be no later than February 15th.

3.0 Nominations

Nominations must be submitted to the Electoral Officer at a time no later than 12:00 noon on the day that is fourteen (14) days prior to an Election Day (the “**Nomination Day**”). The list of nominees for each constituency shall be posted on Nomination Day. A list of electors for each constituency shall be shared via email twenty-one (21) days in advance of the Election Day.. The list of nominees of each constituency shall also be posted on the College’s electronic voting site and forwarded electronically to all members of the constituency.

At least seven days prior to each Nomination Day, notice of the date and times for filing nominations shall be posted by the Electoral Officer. In order to run for membership on the Board, individuals must be nominated by six (6) colleagues who qualify as electors. The nominations must be in the form attached hereto as Schedule A.

4.0 Canvassing

Canvassing shall only take place from the day immediately after Nomination Day up to and until 6:00 pm on the day immediately preceding Election Day. Canvassing shall not interfere with normal College schedules and responsibilities. (See Rules of Canvassing attached hereto as Schedule B).

5.0 Election Process Procedure

The elections for Internal Governors may be run by the Board office in conjunction with the relevant Loyalist Student Government, Ontario Public Service Employees Union Locals, and Loyalist College Administrative Staff Association representatives.

The election for each constituency shall be carried out and managed through a secure electronic voting service. The election period, to be determined each year, shall run for three (3) days to allow voters sufficient time to vote.

Election results shall be communicated via email as soon as practicable after polls close.

6.0 Student Election Process Procedure

To be eligible to seek office for the position of Student Governor and to maintain their eligibility if elected, the candidate must:

1. be registered as a full/part-time student at the College;
2. not have any past due financial obligations to the College; and
3. unless they are a first semester student, have an average of 60 percent (or 65 percent if enrolled in a degree program), with no course failures for the prior semester and no “incomplete” courses, provided that switching programs during the academic year shall not cause the student to become ineligible.

Any person meeting the above eligibility requirements who seeks to run in the election for the said position shall first submit to the Electoral Officer a completed “Loyalist Board Elections Eligibility Requirements Form” (the form attached hereto as Schedule C). If such person, in the opinion of the Electoral Officer after consultation with the Registrar of the College meets the eligibility requirements to run for the office of Student Governor, the Electoral Officer shall so inform such person that they qualify as a candidate. No person shall campaign for election to the said office until the person has received notice from the Electoral Officer of their qualification as a candidate in the election.

Eligibility must be maintained at all times by the Student Governor and by candidates to the office of Student Governor.

7.0 Dispute Resolution Mechanism

- A. The Electoral Officer or any group of twenty (20) or more electors may bring any dispute regarding the election process or any allegations of contravention of this Appendix 1 to the Executive and Governance Committee, which shall review all such matters and contraventions and resolve such dispute at its discretion, imposing any reasonable penalties it sees fit. The decision of the Executive and Governance Committee is final and binding on all parties.

- B. A recount may be requested by any nominee within 24 hours of the election. Where an electronic voting platform is used, a report outlining a list of votes and time and date that the votes were entered would constitute an electronic re-count.

8.0 Vacancy

When an Internal Governor is removed or does not complete their designated term, the Board may:

1. call an election to elect a replacement member to the Board for the balance of the term and the election shall be held in accordance with this Appendix 1 except that the restrictions in section 2 of this Appendix 1 shall not apply;
2. appoint a replacement member giving first priority to any elected member in waiting for such constituency group whose elected term is to commence the following September and second priority to any runner-up in the election of the vacating member; or
3. leave the position open for the balance of the term.

The replacement member will serve for the balance of the original term, determined on the basis of a full term, and will not exceed in total, counting the replacement term as a term, the total length of service allowed under sections 4.7.4 and 4.7.6 of By-Law 1 or any replacement thereof.

SCHEDULE A TO APPENDIX 1:

NOMINATION PAPER FOR MEMBERS OF THE BOARD OF LOYALIST COLLEGE

Note that this nomination paper may only be signed by electors entitled to vote for the office mentioned within.

CONSENT OF NOMINEE

I, _____ (the “**Nominee**”), do hereby consent to be nominated for the position of Internal Governor representing: _____ (the “**Constituency Group**”).

Name of Nominee as it is to appear on the electronic voting site: _____

Signature of Nominee: _____

We, the undersigned electors, whose names and constituency appear opposite our signatures, who are members of the Constituency Group, and who are entitled to vote for the office mentioned herein, hereby nominate the Nominee for the position of Internal Governor reserved for a member of our Constituency Group, at the elections to be held at this College.

	NAMES OF NOMINATORS	CONSTITUENCY GROUP	SIGNATURES OF NOMINATORS
1.			
2.			
3.			
4.			
5.			
6.			

CERTIFICATE

I do hereby certify that I have examined the nomination paper of the aforesaid nominee filed with me and am satisfied that the requisite number of nominators appear and that they are electors entitled to vote for the office mentioned within.

(Signature of the Chief Returning Officer)

(Date Certified)

SCHEDULE B TO APPENDIX 1:

RULES OF CANVASSING

ELECTION – ACADEMIC MEMBER, BOARD OF GOVERNORS

1. Canvassing shall only take place from 8:00 a.m. the day immediately after Nomination Day up to and until 6:00 p.m. on the day immediately preceding the first Election Day.
2. Canvassing is an individual process. Team canvassing is not permitted.
3. Canvassing shall not interfere with normal College schedules and responsibilities.
4. Posting notices within the College will be in accordance with PHY 302 and the candidate will be responsible for removing posters, flyers, notices, at the end of the day proceeding the first Election Day.

Canvassing via social media such as Facebook, Twitter or any other form of electronic means must cease as of 6:00 p.m. on the day proceeding Election Day.

5. The College’s policy on acceptable computer use prohibits distribution of mass e-mails without prior approval from the Vice-President Corporate Services and Chief Financial Officer.
6. Each candidate will be entitled to one free internal mailing (max 250 copies) for canvassing purposes. Campaign material such as posters, notices and flyers must be approved by the Electoral Officer before being distributed. Use of the College Facebook link for canvassing is permitted. Use of social media channels and any other form of electronic means will be monitored to ensure compliance with the Rules of Canvassing.

If you have any questions or uncertainties regarding canvassing procedures, please contact the Electoral Officer, Executive Assistant to the Board at ext. 2201 or by Loyalist College email.

This is to acknowledge that I have read the Rules of Canvassing and that I understand and will adhere to these rules. I also understand that any contraventions of these rules during any stage of the election process will be cause for potential penalty.

Name of Candidate

Date

SCHEDULE C TO APPENDIX 1:

**LOYALIST STUDENT BOARD OF GOVERNORS
ELECTIONS ELIGIBILITY REQUIREMENTS FORM**

IMPORTANT:

"Loyalist Student Board of Governors Elections Eligibility Requirements Form" will be submitted to the Electoral Officer (the Executive Assistant to the President), so that they can consult with the College's Registrar to determine candidates' eligibility to run for office in the Loyalist Student Board of Governors Elections. Upon the College Registrar's confirmation of the candidate's eligibility to run for office in the Loyalist Board of Governors Elections, the Electoral Officer, will then advise the candidate that their nomination papers are approved. Board of Governors By-Law 1 Article 4.0 states that campaigning shall only take place from 8 am the day immediately after Nomination Days and up to, and until, 6:00 pm on the day immediately preceding Election Day. CAMPAIGNING PRIOR TO THE APPROVED START DATE IS A CONTRAVENTION OF THE ELECTORAL BY-LAW RESULTING IN INELIGIBILITY TO RUN FOR THE POSTION OF STUDENT GOVERNOR MEMBER ON THE BOARD OF GOVERNOR.

In order to run for office in the Loyalist College Student Board of Governors Elections for the term 20__ - 20__ (September 1, 20__ to August 31, 20__), this is to verify that,

_____ ; **(PRINT NAME NEATLY)**

is registered in _____,

(PRINT STUDENT NUMBER NEATLY)

(PROGRAM NAME AND YEAR)

has an average of 60 percent (or 65 percent if enrolled in a degree program) with no course failures for the prior semester, unless they are a first semester student; is registered as a full- or part-time student and has paid their Student Activity Fee and tuition, to initially seek office and to maintain office. Eligibility will also be checked at the beginning of the fall and winter semesters and at the end of the winter semester. Switching programs throughout the academic year does not re-qualify a student. Students who have an incomplete course or transfer to Learning Transitions are not eligible to run or hold office. If a current Loyalist Student Board member has an incomplete course, they will not be allowed to remain on the Board of Governors until the incomplete is complete. The Student Board member will be suspended from the position pending academic appeal or other academic recourse.

Loyalist College Registrar

Date

I hereby authorize the Electoral Officer, to access my transcript for the purpose of determining eligibility to run for office in the Loyalist College Student Board of Governors Elections.

Candidate's Signature: _____

Date: _____

APPENDIX 2 TO BY-LAW 1

PROGRAM ADVISORY COMMITTEES

The following are the structure, terms of reference and procedures for Program Advisory Committees (“PACs”), established in accordance with the “Framework for Programs of Instruction” Policy Directive:

1. PROGRAM ADVISORY COMMITTEES

1.1 Terms of Reference

1.1.1 PACs will support the mission, vision and values of the College and advise the President, Deans, Program Chairs and other College officials on:

- (a) maintaining and enhancing the relevance of the College's program offerings;
- (b) maintaining and enhancing program standards; and
- (c) maintaining and enhancing the experience of students within the College's programs.

1.1.2 PACs will:

- (a) assist the College to develop, monitor, assess and change programs of studies;
- (b) assist the College to validate measurable learning outcomes of a program of studies;
- (c) assist the College to identify skills and characteristics of graduates required by particular professions, industries, businesses, sectors or services;
- (d) advise the College on developments, trends and future directions of particular professions, industries, businesses, sectors or services;
- (e) advise the College on the state of equipment, labs, shops and other facilities and assist, as appropriate, in their renewal;
- (f) assist the College to forecast demand for graduates;
- (g) assist the College to identify student work placements and co-op opportunities; and
- (h) assist the College to develop partnerships and training opportunities.

1.2 Structure and Composition

- 1.2.1 A PAC will be established for every program of study at the College, provided that one PAC may serve the needs of multiple programs of studies in a functional or career area.
- 1.2.2 The Board, on the recommendation of the President, shall establish each PAC and confirm its membership as part of the approval process for certificates, diplomas and degrees. Thereafter, members will be appointed or re-appointed by the President on behalf of the Board. On the recommendation of the President, the Board may amalgamate or eliminate PACs.

2. Membership:

2.1 Voting Members

- 2.1.1 Each PAC will consist of a minimum of five (5) members external to the College who have a direct interest, and a diversity of experience and expertise related to, the particular occupational area addressed by the program.
- 2.1.2 The Board shall make its best efforts to appoint at least one (1) graduate from the program and a representative of a Quinte Region school board on each PAC as voting members.
- 2.1.3 Nominations for membership may be made by the PAC, individual committee members, or the Board.
- 2.1.4 Appointments to the PAC will be made by the Board through the President on the recommendation of the appropriate dean following consultation with the Vice-President Responsible for Academic Affairs and Enrolment Management.
- 2.1.5 Appointments to the PACs are for a period of two (2) years and can be renewed for a maximum of six (6) consecutive years. Exceptions may be made where specific contributions are to the advantage of the program and College.
- 2.1.6 PACs will be expected to review membership annually.

2.2 Ex officio and Resource Members: (Non-voting Members)

- 2.2.1 The President, Vice-President Responsible for Academic Programs, and Vice-President Responsible for Enrolment Management and Student Services are *ex officio* members of each PAC. The College dean who has jurisdiction over a program for which a PAC is responsible shall be an *ex officio* member of that PAC (the “**Dean Member**”). The Dean Member

shall make their best efforts to attend PAC meetings but shall not be entitled to vote and must not attempt to influence the discussion.

- 2.2.2 A student representative from each program year will be invited to attend and participate in PAC discussions as a non-voting member.
- 2.2.3 The program coordinator or a full-time program team member will serve as PAC secretary (the “**PAC Secretary**”) and as a non-voting resource to the PAC.
- 2.2.4 Other program staff are invited to attend and may be asked by the chair of the PAC (the “**PAC Chair**”) to participate as non-voting resource personnel.
- 2.2.5 Other students or other College/community resource people may be invited to attend and participate as non-voting resource personnel by the Dean Member acting in concert with the PAC Chair.

3. Program Advisory Committee Guidelines and Operations:

- 3.1 A PAC Chair will be elected from the voting members of each PAC by the voting members of the PAC for a two (2) year term and may be re-elected for one (1) additional term.
- 3.2 The full-time program faculty member or coordinator performing the function of the PAC Secretary will be supported by the resources of the Secretary.
- 3.3 Each PAC will meet at least twice each academic year. Additional meetings will be arranged as required.
- 3.4 A quorum will consist of a simple majority of the voting members of the PAC.
- 3.5 A notice of meeting will be issued to voting and non-voting members of the PAC a minimum of thirty (30) days prior to the meeting. External members will be sent a response/confirmation card by the College office.
- 3.6 An agenda, authorized by the PAC Chair and the Dean Member, will be sent by the PAC Secretary through the College office at least one week prior to the meeting date with supporting documentation, if any.
- 3.7 Reports, briefs or special requests for consideration by the PAC will be submitted in writing to the Dean Member for approval of the PAC Chair a minimum of two weeks prior to a scheduled meeting for possible inclusion on the agenda.
- 3.8 The PAC Secretary and the Secretary will ensure that the Vice-President Responsible for Academic Affairs and Enrolment Management, and the President are provided with updates of membership information, copies of agendas, minutes, and other relevant materials.

3.9 Within two weeks of each meeting, the PAC Secretary will provide a copy of the minutes for review by the PAC Chair and Dean Member, and ensure distribution of the minutes to all members, *ex officio* members and resource personnel within four weeks of the meeting date.

4. Recommendations/Communications

4.1 Recommendations of PACs are to be directed to the appropriate Dean Member as follows:

4.1.1 if a recommendation is introduced at a meeting of the PAC, a resolution of the PAC is to be moved, seconded, and, if approved, recorded in the minutes; and

4.1.2 if a need for a recommendation arises between formal meetings of the PAC, it should be conveyed to the Dean Member by the PAC Chair.

4.2 Within two weeks of the receipt of a recorded recommendation, the Dean Member will send an acknowledgment to the PAC Chair, with copies to the Vice-President Responsible for Academic Affairs and Enrolment Management and the President. This will include a statement of action taken or planned (with estimated completion dates), or reasons why action appears inadvisable or unfeasible.

4.3 If action appears advisable but is beyond the authority of the Dean Member, a recommendation will be made to the Vice-President Responsible for Academic Affairs and Enrolment Management, and the PAC Chair will be advised (with copies to the President) when further reports may be expected.

4.4 The recommendations will continue as an agenda item of the PAC until resolved, and the Dean Member will provide continuing progress reports.

4.5 If a recommended action requires capital or operating funds, reference to the PAC recommendation will be made in the appropriate budget and planning documents.

4.6 Official College positions or communications can only be issued by the Board or a specific designate, and any matters requiring formal external communication must be recommended to the Board through minutes of meetings. This limitation should not affect external contact associated with program delivery or program planning unless potential contentious issues are involved.

5. ADDITIONAL ADVISORY COMMITTEES:

5.1 Purpose:

The Board or the College administration may create: (a) additional special purpose PACs to advise the Board on specific issues related to College services, learner or community needs; and (b) *ad-hoc* PACs to advise on the exploration of development of new programs.

Normally, these PACs will dissolve when their specific task is complete, and in any case, will be subject to annual review and renewal.

5.2 Terms of Reference:

Each special purpose or *ad-hoc* PAC will be provided with a draft mandate including a statement of the specific area or issue for which advice is being sought and the expected date of completion of the task.

In the case of continuing PACs, the specific terms of reference may be approved by the Board when appropriate, and will be subject to the membership, appointment and general operation guidelines set out for PACs.

6. RECOGNITION OF ADVISORY COMMITTEE MEMBERS

In acknowledgment of their service to the College and its students, each external member of a PAC, upon appointment, will receive a framed certificate from the President indicating the PAC membership and the specific two-year term of such member. Should a reappointment take place, an update for the certificate will be issued with the letter of re-appointment.

APPENDIX 3 TO BY-LAW 1
LOYALIST COLLEGE COUNCIL

1. Introduction

In the Ministry Policy Binding Directive - Governance and Accountability Framework, under Advisory College Council, the Board of Governors is to ensure that an advisory college council is established, the purpose of which is to provide means for students and staff of the college to provide advice to the president on matters of importance to students and staff. The Board of Governors is to ensure that the structure, composition, terms of reference and procedures for the council are established in a By-Law. A report from this advisory council shall be included in each college's annual report.

By-Law 1, section article 16 states, "In accordance with the OCAAT Act and the "Governance and Accountability Framework" Policy Directive, the College hereby establishes the Loyalist College Council, the mandate, composition, membership and structure of which is established in Appendix 3 to this By-Law. The Council is not a committee of the Board."

2. Mandate

The mandate of the Council is to represent the college community in providing timely advice to the President on issues that are of college-wide significance.

The Council, which is not a decision-making body will advise on:

- means to strengthen the College's Key Performance Indicators; and
- identify operational policy gaps.

3. Composition

The position of a Council member is recognized as important and beneficial to the growth and development of the College. The position is voluntary, and members may not receive remuneration for their participation, although reasonable travel expenses will be reimbursed. Meetings will be scheduled to accommodate members' schedules to the extent possible.

- 3.1 the chair of the Council (the "Council Chair") who shall be elected in accordance with the procedures established in Appendix 3 By-Law 1 and once elected, shall serve as an ex officio non-voting member of the Council save and except for the right to exercise a casting vote;
- 3.2 the person who was Council Chair immediately prior to the current Council Chair (the "Past Council Chair");
- 3.3 members of the College's Executive Team who shall be ex officio non-voting members;

- 3.4 two (2) full-time student representatives who are members of the Board of Directors of the Student Government and are appointed by that Board of Directors to be members of the Loyalist College Council;
- 3.5 one (1) part-time student appointed by the Council Chair as recommended by the Senior Vice-President Academic and Chief Learning Officer;
- 3.6 two (2) full-time faculty representatives elected by faculty from each academic school as represented by a Member Dean where such two (2) representatives representing different academic schools;
- 3.7 one (1) part-time faculty representative elected from amongst the part time faculty members by the part time faculty members;
- 3.8 four (4) full-time support staff representatives elected from amongst all full-time support staff by the full-time support staff;
- 3.9 one (1) part-time support staff representative elected from amongst the part time support staff by the part-time support staff;
- 3.10 two (2) administrative staff appointed by the Council Chair based on the recommendation of the College's Executive Team;
- 3.11 one (1) counselor appointed by the Council Chair based on the recommendation of the Senior Vice-President Academic and Chief Learning Officer; and

4. Election Process

4.1 Election Dates

The Board shall establish dates for the election of Internal Governors (each a “**Council Election Day**”) which are to be no later than April 30th each year.

4.2 Nominations

Nomination forms will be circulated by the Electoral Officer to all eligible voters by March 1st each year. Signed nomination forms will be received by the Electoral Officer up to March 15th each year (“**Council Nomination Day**”). The nomination form shall indicate the candidate's willingness to stand for election and stipulate that, if elected, the nominee will act in a voluntary capacity for a period of two (2) years.

The list of nominees for each constituent group shall be posted on the College's electronic voting site and forwarded electronically to all members of that constituent group.

In the event that no nominations are received by the Council Nomination Day, members may be appointed to the Council by the Council Chair from members of the respective constituent groups. Such appointments will be ratified by the Council.

4.3 Canvassing

Canvassing shall only take place from Council Nomination Day up to and until 6:00 p.m. on the day immediately preceding Election Day. Canvassing shall not interfere with normal College schedules and responsibilities.

4.4 Election Process Procedure

The election for each constituent group will be fully managed through a secure electronic voting service. The election period, to be determined each year, will run for a period of 3 days to allow voters sufficient time to vote.

Election results will be posted immediately after the polls close.

4.5 Electoral Officer

The Electoral Officer for all elections of the Council will be the executive assistant to the President.

5. Term of Office

5.1 Terms will be two years in length beginning September 1 and ending August 31.

5.2 May serve a maximum of two, two-year terms.

5.3 The Council membership will be structured so that 50% of the Council will be refreshed annually.

5.4 Following a hiatus of one two-year term, a former member may run for election be appointed for another two-year term.

5.5 If a Council member ceases to be a student or a member of the constituent group from which they are elected or appointed, such person ceases to be a member of the Loyalist College Council, provided that a student who graduates prior the expiration of the student's term may remain a member of the Council until August 31st in the year of their graduation.

5.6 Vacancies, however caused, shall be filled at the next election or at a time determined by the Council.

6. Responsibilities of Members

6.1 Except for *ex officio* members of Council, participation on the Council shall be on a voluntary basis. All reasonable arrangements will be made to make participation on the Council as accessible as practicable.

6.2 Council members shall participate fully in all meetings of the Council.

6.3 Council members shall make themselves available to their constituent groups and will keep their peers informed of major issues before the Council.

6.4 Every member of the Council in discharging their duties shall:

- work with the College staff and committees as required;
- encourage and maintain student/client focus;
- strive for effective communications, fiscal responsibility, continuous improvement, accountability and teamwork; and
- act honestly and in good faith with a view to the best interests of the College.

7. **Structure of the Council**

The Council Chair

7.1 The Council Chair will be elected by members of the Council at the first meeting of the Council in September. The Council Chair is elected by ballot for a two-year term.

Nominations for the Council Chair may be made from the floor by at least two (2) members of the Council.

7.2 No individual may stand for election as Council Chair unless such individual has been a member of the Council for at least one (1) year. No member of the Council may serve as Council Chair for longer than two (2) consecutive terms.

The Council Chair shall:

- preside over and conduct all meetings according to conventional rules of order;
- liaise with the President to determine the agenda and call the meetings;
- prepare material and reports for the Council;
- collaboration with the President and the College Executive Team on Council matters;
- oversee the distinction awards process;
- address attendance issues with members;
- prepare the annual report of activities for inclusion in the College's annual report; and
- perform such other duties as may from time to time be determined by the Council

In the absence of the Council Chair, the Past Council Chair will preside over the Council and perform the duties of the Council Chair.

7.3 The Past Council Chair of the College Council shall act as an advisor to the Council Chair.

7.4 Secretary

7.4.1 A Secretary of the Council shall be appointed by the President. The Secretary of the Council shall not be a member of the Council and shall not vote at meetings of the Council.

7.4.2 The Secretary of the Council shall:

- (a) attend meetings of the Council;
- (b) ensure that a record of the minutes of all the Council meetings are kept; and

- (c) perform such other duties as the Council may direct, subject to the President's approval.

8. Meetings

The Council shall meet at least twice each fall and winter term, with the agenda, time and location to be posted at least ten days in advance of any such meeting.

- All meetings shall be open to the College community.
- Fifty percent (50%) of the members of Council plus one (1), excluding vacancies, shall constitute a quorum.
- In the event that the Council Chair or another member of the Council believes that a meeting should be cancelled or re-scheduled, such change in schedule will only take place after approval by a majority of the members of Council, which may be determined by a telephone or e-mail poll.
- The Council may appoint special Council committees as deemed necessary by the membership. The mandate of such special Council committees shall expire with the completion of the tasks assigned.
- If a specific matter arises that is not addressed in the By-Laws, the policies of the Board or other applicable law, practice shall be determined by reference to a current edition of the Robert's Rules of Order.

9. Voting

- 9.1 Business arising at any meeting of the Council or any Council committee shall be decided by a majority of votes cast unless otherwise required by applicable law, provided that:
- each member of a Council committee shall be entitled to one vote at any meeting of the Council committee; and
 - no member of the Council or of a Council committee shall be entitled to vote by proxy at any meeting of the Council or of a Council committee.
- 9.2 Except as otherwise provided in Appendix 3, all Council members must attend each meeting of the Council in person in order to be eligible to vote.
- 9.3 Votes shall be taken in the usual way, by show of hands among all members of the Council or Council committee members, as applicable, present and, in the event of a tie, the chair of the meeting shall be entitled to a casting vote.
- 9.4 Any question of procedure at or for any meeting of the Council or of any Council committee which has not been provided for in Appendix 3 shall be determined by the Council Chair in accordance with the By-Laws, Board policies and applicable law.

Approved by the Board of Governors May 30, 2024