



**SAULT
COLLEGE**

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

BY-LAW 1

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BE IT ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE SAULT COLLEGE OF APPLIED ARTS AND TECHNOLOGY for the general conduct of the affairs of the College as follows:

PART 1 – DEFINITIONS & INTERPRETATION

1.1 In this by-law, the following terms shall have the indicated meanings:

- a) “Academic staff member” shall mean a person who is employed by the Board as a teacher, counsellor or librarian as per Reg. 34/03.
- b) “Act” shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time.
- c) “Actively employed” shall mean an individual who is employed by the College and who is: (1) reporting for work at the individual’s usual place of employment or at another location to which the individual is required to travel for employment purposes; and (2) is able to perform all the usual and customary duties of the individual’s employment on the individual’s regular work schedule.
- d) “Administrative staff member” shall mean a person who is employed by the Board who is not an Academic staff member, a Support staff member or a Student as per Reg. 34/03.
- e) “Board” shall mean the Board of Governors of the College.
- f) “College” shall mean The Sault College of Applied Arts and Technology.
- g) “College Council” shall mean the body known as The Advisory College Council of Sault College that shall be established by the Board under Part XXIV of this by-law.
- h) “Internal appointed/elected members” means one student, one academic staff member, one administrative staff member, each of whom shall be appointed by the students or elected by the relevant staff group.
- i) “Minister” shall mean the Minister of Training, Colleges and Universities or such other member of the Executive Council to whom the administration of the Act may be assigned under the *Executive Council Act*.
- j) “Ministry” shall mean the Ministry of Training, Colleges and Universities unless otherwise indicated.
- k) “Regulations” shall mean the regulations which are made under the Act or by the Minister and which are in effect from time to time.

- l) "Student" shall mean a person who is enrolled in a course or program of instruction in a college.
 - m) "Support staff member" shall mean a person who is employed by the board of governors as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, and cafeteria or nursery staff.
- 1.2** In any by-law or resolution of the College hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 1.3** Officers of The Sault College of Applied Arts and Technology shall include the Chair, First Vice Chair, Second Vice Chair, the President and the Secretary-Treasurer.

PART II – NAME

- 2.1** The name of the College shall be The Sault College of Applied Arts and Technology and it will be managed legally by the Board and its legal powers flow from and are pursuant to O. Reg. 34/03.

PART III – HEAD OFFICE

- 3.1** The head office of the College is in the City of Sault Ste. Marie in the District of Algoma in the Province of Ontario and at such place therein as the governors may from time to time determine.
- 3.2** The College operations shall be carried on without purpose of gain for its members and any profits or other gains to the College shall be used in promoting its objectives.

PART IV – BOARD MANDATE

- 4.1** The Board shall facilitate, uphold and support the mission, vision and values of the College.
- 4.2** The Board shall establish appropriate education policies and practices that adhere to the standards expected of a postsecondary institution of its kind in the Province of Ontario.
- 4.3** The Board cannot act outside of its mandate as established by applicable law.

PART V – BOARD OF GOVERNORS

- 5.1 Members of the Board are appointed/elected in accordance with provisions of the Act, O. Reg. 34/03 this by-law.
- 5.2 The Ministry has established a document entitled “Protocol for Board Nominations and Appointments” as part of the Ministry’s policy framework, through which it sets out the roles and responsibilities of colleges in more detail than in the Act and O. Reg. 34/03.
- 5.3 Size and Composition of the Board**
- 5.3.1 An even number of members and shall be composed of not less than twelve (12) and not more than twenty (20) members exclusive of the President and members elected under Article 5.3.3;
- 5.3.2 The President of the College, by virtue of office, as a voting member; and
- 5.3.3 The Internal appointed/elected members.
- 5.3.4 Notwithstanding anything to the contrary hereunder, the following shall apply to the Internal appointed/elected members:
- (a) an academic staff member is a person who is employed by the College as full-time faculty;
 - (b) a support staff member is a person who is employed by the College as full-time support;
 - (c) an administrative staff member is a person who is employed full-time by the College who does not fit within definition of a support staff member or an Academic staff member or Support staff member;
 - (d) a student is a person who is enrolled in a program of instruction in the College including a person enrolled on a full-time or part-time basis in a “postsecondary” or “adult training” program who pays in full the ancillary fees approved by the College and the Board; and
 - (e) a program of instruction means a group of related courses leading to a diploma, certificate or other document awarded by the College.
- 5.4 Persons Disqualified from being a Governor**
- 5.4.1 The following persons are disqualified from being a governor:
- i) a person who is less than eighteen (18) years of age;
 - ii) a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing

property or who has been found incapable by a court of Canada or elsewhere; and a person who has the status of bankrupt.

5.5 Term of Office

- 5.5.1** Each external member and each Internal appointed/elected member (other than the student governor) shall be appointed or elected, as applicable, for a term of three (3) years.
- 5.5.2** Each student member shall be elected for a term of one (1) year.
- 5.5.3** Members of the Board shall take office on September 1 in the year of their appointment or election and will serve until August 31 of the year of expiry of their term. Notwithstanding the length of the term to which an internal governor may be elected/appointed, such term shall immediately terminate upon such governor ceasing to be a student, academic staff member, administrative staff member or support staff member.
- 5.5.4** No person shall serve as an external governor or Internal appointed/elected governor (other than a student governor) for more than six (6) consecutive years provided that after an absence of two (2) years such person shall be eligible for re-election or re-appointment for another successive term not to exceed six (6) years.
- 5.5.5** No person shall serve as a student governor for more than four (4) consecutive years provided that after an absence of two (2) years such person shall be eligible for re-election or re-appointment for another successive term not to exceed four (4) years.
- 5.5.6** When an Internal appointed/elected governor ceases to be a student, academic staff member, administrative staff member or support staff member, as the case may be, the person ceases to be a member of the Board and the Board shall seek to have them replaced. Notwithstanding, a student governor who graduates prior to the expiry of his/her term of a student governor, may remain a member of the Board until expiry of such term.
- 5.5.7** In the event an internal appointed/elected member resigns mid-term, the following guidelines will follow:
 - 5.5.7.1** If the Internal appointed/elected member resigns in the first six (6) months, the runner up will move into the position. If the member was acclaimed, an election will be held.
 - 5.5.7.2** If the Internal appointed/elected member resigns after six (6) months, an election will be held and the term of office will

be determined by the College prior to a new election being called.

5.5.7.3 If the Internal appointed/elected member resigns in the last six (6) months of the term, the position will remain vacant until the next appointment or election as applicable.

5.5.8 In the event an external member resigns mid-term, the Nominating Committee will conduct a recruitment process and bring forward a recommendation to the Board for approval.

5.5.9 If the external member referred to in section 5.5.8 is appointed by the Lieutenant Governor in Council the same recruitment process will be followed as with other external members, but the Nominating Committee shall endeavour to put forward up to three (3) nominees and submit the required documentation for each to the Manager of the Colleges Unit of the Ministry.

5.6 Appointment of external governors

5.6.1 Twelve (12) external governors shall be appointed and such appointments shall be made by the following:

5.6.1.1 Four (4) appointments shall be made by the Lieutenant Governor in Council; and

5.6.1.2 Seven (7) appointments shall be made locally

5.6.1.3 One (1) appointment shall be made by Indigenous Circle on Education (ICE).

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5.7 Eligibility requirements of external governors

5.7.1 No external governor appointed under section 5.4 shall be:

(a) an employee of a college of applied arts and technology;

(b) a Student; or

(c) the opposite/same-sex married spouse or common-law partner of an individual referred to in (a) or (b).

5.8 Role and Responsibilities of Appointed/Elected Members

- 5.8.1 Appointed/elected members of the Board shall serve in a voluntary capacity as members and are bound by established legislation, all applicable provincial regulations, local Board by-laws, standing resolutions and conflict of interest guidelines as established for public Boards in the Province of Ontario;
- 5.8.2 Appointed/elected members shall serve in a voting capacity at Board meetings;
- 5.8.3 Appointed/elected members shall serve in a voting capacity on all standing committees of the Board to which they may be appointed; and
- 5.8.4 Internal appointed/elected members may hold the position of Chair of the standing committees but only external members can hold the position of Chair or Vice Chair of the Board.

5.9 Nominations, Appointments Elections, Voting and Appeals Procedures for Internal Appointed/Elected Members

5.9.1 Nominations

- 5.9.1.1 Nominations shall open twenty (20) working days and close ten (10) working days prior to the scheduled date of the election. If no nominations are received, the nomination period shall be extended for three working days.
- 5.9.1.2 Nominations shall be submitted on the appropriate nomination form with a nominator and a seconder from the appropriate constituent group and delivered to the Vice President of corporate and student services who will confirm eligibility of academic, administrative and support staff constituencies or the Director of Student Life, who will confirm eligibility of the student constituency.
- 5.9.1.3 Copies of all completed nomination forms including a brief biography and a Consent to Release Information to Third Party statement shall be submitted to the Vice President, Corporate and Student Services.
- 5.9.1.4 Campaigning shall begin with the closing of nominations and end ten hours prior to the opening of polls for academic, administrative, and support staff constituents.
- 5.9.1.5 In the event there is only one person nominated at the close of nominations, that person is acclaimed.

5.9.2 Elections

5.9.2.1 All elections for constituent groups for academic, administrative and support staff shall be by secret preferential ballot with voters identifying a first and second choice from the names on the ballot.

5.9.2.2 Elections shall be held on or about April 15th annually for the academic, administrative and support staff constituencies.

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

5.9.3 Candidate and Voter Eligibility

5.9.3.1 Subject to any applicable eligibility restrictions set out herein, Actively employed members of constituent groups are eligible to be a candidate and/or voter in any election related to their constituency.

5.9.3.2 A voter/nomination list shall be posted on the day nominations open and shall include all employed and/or registered members of the constituency group.

5.9.3.3 Amendments and challenges to the Voters List shall be received and responded to by the Vice President, Corporate and Student Services.

5.9.4 Polling Period

5.9.4.1 Polls shall be open on election days from 9:30 am to 7:00pm. In the case where there may be a satellite campus of the College, a ballot shall be sent by registered mail to each employee with a return envelope and a date of return indicated on the ballot.

5.9.4.2 An advance poll shall be held from 11:00am to 2:00pm four (4) working days or on a different day of the week prior to the election date.

5.9.4.3 Potential voters may be asked for proof of employment and/or student registration, and for suitable identification to ensure eligibility for voting.

5.9.4.4 Voters shall be asked to sign the voter/nomination list at the time of voting.

5.9.4.5 An identified voter shall be given an appropriate ballot. The voter will then mark the ballot and return it to the polling officer who will deposit the ballot in a sealed container.

5.9.5 Vote Tally

5.9.5.1 The counting of votes shall be done at a time and place set by the Vice-President, Corporate and Student Services and notification of the counting of votes shall be posted at each poll during the polling period. A candidate or representative of the candidate may be present at the counting.

5.9.5.2 All ballots shall be sorted by preference as indicated by a number or other mark such as (*) or (x) etc. that indicates identifiable preference.

5.9.5.3 A ballot, where a preference for only one candidate, or a preference for less than the maximum number of candidates is identified, shall be a valid ballot.

5.9.5.4 Should a tie occur for first place, the candidate(s) receiving the least number of votes shall be disqualified and the ballots for the disqualified candidates distributed according to the voter's preference, if any, as indicated by a number 2, 3 or any other mark, such as (*) or (x) etc. that indicates identifiable preference to the other candidates with "2" being the first choice in the second count.

5.9.5.5 If a tie remains after the second count following the vote counting, the candidate elimination process identified in 5.9.5.4, the tie shall be broken by a toss of the coin by the Vice President, Corporate and Student Services in the presence of the candidates.

5.9.5.6 Recount: a recount may be requested by any candidate. Such a request must be made in writing to the Vice-President, Corporate and Student Services within 24 hours of the official count, and the recount shall be held within 48 hours of the request.

5.9.5.7 The number of ballots printed shall be recorded and a procedure established such that all ballots be destroyed within five (5) days following the posting of the results.

5.9.5.8 Election Results: The Vice-President of Corporate and Student Services shall communicate and post internally the results of the elections to all Staff and advise the Recording Secretary of the

Board within 48 hours following the closing of the polls, or where a recount has been requested, within 24 hours of the recount.

5.9.5.9 The Vice-President, Corporate and Student Services will file with the Secretary to the Board of Governors within 48 hours following the closing of polls, or where a recount has been requested, within 24 hours of the recount.

5.9.5.10 The Vice-President, Corporate and Student Services will file with the Secretary of the Board, the name of the runner up in the election for use in filling a vacancy, should one occur in that constituency group, before the expiration of the constituency term.

5.9.6 Appeals Procedures

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

5.9.6.2 The Chair of the Board shall establish a Board of Complaint comprised of three members of the Board of Governors, to rule on the complaint.

5.9.7 Calling of Elections

5.9.7.1 The Board, at their February meeting, shall identify the position eligible for election, and issue an invitation for nominations.

5.9.7.2 The Vice-President, Corporate and Student Services shall be responsible for the following:

5.9.7.2.1 Ensuring that the nomination and election procedures for constituent representatives on the Sault College Board of Governors are followed;

5.9.7.2.2 Ensuring all potentially interested nominees are informed of and have access to the roles and responsibilities of members of the Board;

5.9.7.2.3 Ensuring election dates and locations of polling booths are published throughout the College community; and

5.9.7.2.4 Ensuring the eligibility of all candidates nominated.

5.10 Vacancies

5.10.1 Where a vacancy occurs among external governors, the Nominating and Reappointment Committee will meet to recruit and make recommendations to the Lieutenant Governor in Council/Board of Governors who shall appoint a person to fill the vacancy.

5.10.2 Where a vacancy occurs among internal governors, the Student or relevant staff group shall, in accordance with the Act, elect a person to fill the vacancy or in the case of the student representative, as per the student constitution.

5.10.3 The term of the person appointed or elected pursuant to Article 5.8.1 or 5.8.2 shall be for the same term as is provided in Article 5.7.1 and 5.7.2, as applicable, and shall commence upon such appointment or election and shall terminate on August 31 in the year in which such term expires.

5.11 Leave of Absence

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

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

PART VI – POWERS OF THE BOARD

6.1 The Board shall provide direction and oversight of the College.

6.2 The Board may make, or cause to be made, in the College's name any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the College is authorized to exercise and do, as provided by any applicable statute or law.

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

PART VII – OFFICERS OF THE CORPORATION

7.1 The Board shall have the following officers in accordance with this by-law:

- i) a Chair
- ii) a First Vice Chair
- iii) a Second Vice Chair
- iv) a President
- v) a Secretary-Treasurer
- vi) such other officers as the members of the Board may establish and appoint from time to time

PART VIII – ELECTION OF THE CHAIR AND VICE CHAIRS

- 8.1** The Board shall annually or every two (2) years elect a Chair and Vice-Chairs from among its external members and the Chair and Vice Chairs shall be eligible for re-election
- 8.2** The Chair and Vice Chairs shall be elected on a majority vote, by secret ballot from a list of candidates. The list of candidates will be established by nominations from the floor at the April meeting.
- 8.3** The nominator shall ensure the candidates selected are prepared to stand for office.
- 8.4** All nominations require a seconder.
- 8.5** Elections shall be held at the May meeting.
- 8.6** The ballots shall be counted by the President and confirmed by the current Chair, if ineligible for re-election, or, if the current Chair is standing for re-election, or in the Chair's absence, by the Secretary-Treasurer.

PART IX – DUTIES OF OFFICERS

- 9.1 Chair**
 - 9.1.1** The Chair shall, when present, preside at all meetings of the Board of Governors.
 - 9.1.2** The Chair shall, together with the Secretary-Treasurer, sign all by-laws of the College and the Chair shall sign such contracts, documents or instruments in writing.
 - 9.1.3** The Chair shall also have such other powers and duties as may from time to time be assigned by the Board of Governors (including the signing authority for the President's expense account) or as are incidental to his office and shall interpret the resolutions of the Board and the intent of the by-laws.

9.1.4 The Chair will not hold the position of Chair in their final year on the Board but will remain as a regular member providing guidance and support to the incoming Chair in relation to outstanding business.

9.2 First Vice Chair

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

9.3 Second Vice Chair

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

9.4 President

9.4.1 The Board shall appoint a President and delegate full authority to manage and direct the business and affairs of the corporation (except as such matters and duties as by law must be transacted or performed by the Board) and to employ and discharge agents and employees of the corporation or may delegate any lesser power.

9.4.2 The President shall conform to all lawful orders given to them by the Board and/or by the Chair thereof and shall at all reasonable times give to the governors or any of them, as authorized by the Board, all information they may require regarding the affairs of the College.

9.4.3 Any agent or employee appointed by the President shall be subject to discharge as set forth in the collective agreements or the terms of employment for administrative staff.

9.5 Secretary-Treasurer

The College's Chief Financial Officer shall be automatically appointed as Secretary-Treasurer at the commencement of his or her employment. The Secretary-Treasurer shall:

9.5.1 attend all meetings of the Board and ensure all facts and minutes of all proceedings are recorded in the books kept for such purpose;

9.5.2 give all notices required to be given to governors;

9.5.3 be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College which they shall deliver only when authorized by Resolution

of the to do so and to perform such other duties as may be determined from time to time by the Board;

- 9.5.4 prepare and submit annual budgets for approval;
- 9.5.5 keep full and accurate accounts of all receipts and disbursements of the College in proper books;
- 9.5.6 deposit all monies or other valuable effects in the name and to the credit of the College in such banks or other financial institutions as from time to time may be designated by the Board;
- 9.5.7 disburse the funds of the College under the direction of the Board while taking proper vouchers and shall render to the Board an account of all transactions, and the financial positions of the College upon request;
- 9.5.8 co-operate with the auditors during any audit of the accounts of the College; and
- 9.5.9 perform such other duties that may from time to time be determined by the Board.

9.6 Other Officers

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

9.10 Vacancies

If the office of the Chair, First and Second Vice Chair, President, or Secretary-Treasurer, becomes vacant by reason of death, resignation, disqualification or otherwise, the Board shall appoint one of the external governors to fill such vacancy without undue delay.

9.11 Delegation of Duties

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

PART X – REMOVAL OF GOVERNORS

10.1 The Board may remove any member of the Board other than:

- (a) the members of the Board appointed by the Lieutenant Governor in Council under paragraph 1 of subsection 4(2) of O. Reg. 34/03; and
- (b) the President.

10.2 The reasons that may justify the removal of a member of the Board include:

- 10.2.1** the governor has failed to attend, without leave of the Board, at least 50% of the regular meetings in any twelve (12) month period or four (4) successive meetings;
- 10.2.2** the governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making of the Board;
- 10.2.3** the governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest;
- 10.2.4** the governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;
- 10.2.5** the governor has failed to observe and perform the governor's fiduciary duty to the corporation in that the governor has not acted with honesty, in good faith and in the best interests of the corporation; and
- 10.2.6** the governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of the College:
 - 10.2.6.1** harassment (including activities that would constitute harassment under College directives);
 - 10.2.6.2** violence (including activities that would constitute violence under College directives);
 - 10.2.6.3** conviction of a criminal offence;
 - 10.2.6.4** conduct unbecoming of the Board member; or
 - 10.2.6.5** discrimination as defined under the *Ontario Human Rights Code*.

10.3 Prior to voting to remove a governor, the Chair and Vice-Chair are to discuss the matter with the governor in question to explain why the removal is being

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

- 10.4** Every decision of the Board to remove a governor shall be reviewed by the Chair and the President. Such review shall:
- (a) only relate to the issues of whether the reasons for the removal and the procedure followed in removing the member were in compliance with this By-law;
 - (b) not include a review of whether the decision of the Board was correct; and
 - (c) require the Chair and the President to sign a written attestation that the removal process was carried out in accordance with this By-law.
- 10.5** With respect to any member of the Board appointed by the Lieutenant Governor in Council under paragraph 1 of subsection 4(2) of O. Reg. 34/03, if the Board believes there exist reasons justifying the removal of the member from the Board, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

PART XI – REMUNERATION OF GOVERNORS AND COMMITTEE MEMBERS

- 11.1** The governors of the Corporation shall serve without remuneration and no governor shall directly or indirectly receive any profit from their position with the exception of reasonable travel and living expenses incurred during the performance of their duties.
- 11.2** The provisions of section 11.1 shall apply to all members of committees and subcommittees of the Board.

PART XII – BOARD MEETINGS

- 12.1** The Board may hold its meetings at such place or places as it may determine from time to time. No formal notice of any such meeting shall be necessary if all the governors are present or if those absent waive notice or otherwise signify in

writing their consent to the meeting being held in their absence. Such waiver or consent should be given before the meeting.

12.2 Governors meetings may be formally called by the Chair or Vice-Chair(s), by the Secretary-Treasurer on the direction of the Chair or Vice-Chair(s), or a majority of the Board.

12.3 Notice of Meetings

12.3.1 The Board shall ensure that the appropriate public media are notified of the day or days in any month or months that regular meetings will be held.

12.3.2 Where the Board, by agreement, deviates from the regularly appointed meeting day or days, it shall notify the appropriate public media not less than two days before the meeting is to take place.

12.3.3 Should urgent conditions arise, and the Board must deviate from the regularly appointed meeting date(s), the Board shall:

12.3.3.1 provide notice to each governor by mail, fax, e-mail or telephone; and

12.3.3.2 e-mail and fax notice must be not less than two (2) days before the meeting is to take place and mailed not less than five (5) days before the meeting is to take place.

12.3.4 Errors in Notice

No error or omission in giving notice of a meeting of governors shall invalidate such meeting or invalidate or make void any proceeding taken.

12.4 Agendas

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

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

12.4.2.1 Open agendas should keep confidential those matters to be discussed in closed session.

12.4.3 Consent Agendas

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

12.4.3.1.1 It is non-controversial or routine/recurring in nature;

12.4.3.1.2 It is not anticipated to require discussion or debate; or

12.4.3.1.3 It is recommended for inclusion on the consent agenda by one of the board standing committees.

12.4.3.2 Items to be on the consent agenda are provided in advance of the meeting as part of the monthly board package.

12.4.3.3 Upon review of the board package, if any board member has a question about an item listed on the consent agenda, he/she is encouraged to request the item be removed from the consent agenda for further discussion. This request may be done prior to the meeting or at the meeting when the consent motion is presented for approval.

12.4.3.4 Approval of the consent agenda by the board constitutes approval of each of the items listed under the consent agenda portion. No separate motions are required to approve the individual items that are within the consent agenda section.

12.5 Public Meetings

Subject to section 12.4, all meetings of the Board shall be open to the public and no person shall be excluded from such meeting except for improper conduct as determined and expressed by resolution of the Board.

12.6 Closed Meetings

12.6.1 Where a matter to be considered by the Board is determined to be confidential to the College, that part of the meeting concerning such confidential matter may be held in camera.

12.6.2 For the purposes of section 12.6.1, the following matters are confidential to the College:

12.6.2.1 such items as individual personnel matters, strategic labour relations, real and personal property transaction, litigation in which the corporation is involved and other matters which by their nature require confidentiality so as to preserve the legitimate interests of the corporation; or

12.6.3 A meeting or the part of a meeting concerning the following matters shall be held in camera:

12.6.3.1 matters of personal nature concerning an individual unless the individual requests and the Board agrees that that part of the meeting be open to the public; and

12.6.3.2 matters which in the reasonable opinion of the Board would negatively impact the College's interests or damage the College's reputation if publicly disclosed.

12.6.4 A meeting or part of a meeting concerning sensitive matters or contentious issues may be held in camera. Such matters and issues generally include, but are not limited to:

- (a) the security of the property of and the financial obligations of the Board, including, without limiting the generality of the foregoing, business operations and obligations;
- (b) the acquisition, renovation or disposal of a College site;
- (c) litigation affecting the Board or the College;
- (d) Board self-evaluation;
- (e) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (f) information that shall not be disclosed under FIPPA; and
- (g) consideration about whether a matter or issue is to be discussed in camera.

12.6.5 Notwithstanding a meeting or part of a meeting being held in camera, decisions may be reported in open session as information items.

12.6.6 The Board may conduct an in camera meeting of the external governors' only for matters that relate to items such as collective bargaining or President's contract,

12.6.7 Subject to section 12.6.4, all governors shall keep all information, discussions and proceedings at in camera sessions of the Board strictly confidential.

12.7 Quorum

- 12.7.1 A quorum at any meeting of the Board shall be a majority of the members that are required under section 4 of O. Reg. 34/03 and under this By-law, plus one.
- 12.7.2 Governors shall form a quorum for the transaction of business.
- 12.7.3 No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.
- 12.7.4 Notwithstanding the foregoing, if quorum is present at the beginning of a meeting, the members present may proceed a member 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 may be counted to determine the presence of a quorum.

12.8 Voting

- 12.8.1 Except for votes to amend or adopt by-laws, questions arising at any governor's meeting shall be decided by a majority vote.
- 12.8.2 Votes to amend or adopt by-laws shall require a two-thirds majority.
- 12.8.3 In the case of equality of votes, the Chair shall cast the deciding vote.
- 12.8.4 All votes at any such meetings shall be taken on a show of hands of the members present.
- 12.8.5 A declaration by the Chair that a resolution has been carried and an entry in the minutes to that effect shall be admissible in evidence as prima facie proof of the fact without proof of the number of the votes recorded in favour of or against such resolution.
- 12.8.6 In the absence of the Chair, their duties may be performed by the Vice Chair, or such other governors as the Board may appoint for such purpose from time to time.
- 12.8.7 A motion passed or defeated shall be recorded in the minutes.
- 12.8.8 Any governor may request a roll call vote and such roll call vote shall be taken only on the approval of at least 1/3 of those present.
- 12.8.9 Any governor may request that his or her vote or abstention be recorded.

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

12.9 Disclosure of Conflict of Interest

At the opening of each meeting, the Chair shall ask for disclosures of any actual, potential, or perceived conflicts of interest of any governor relating to any agenda item. Any such declared conflicts shall be recorded in the minutes.

12.10 Adjournments

12.10.1 Any meeting of the members of the Board may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

12.10.2 Such adjournment may be made notwithstanding that no quorum is present.

12.10.3 In the event of an adjournment to a future date, notice of the rescheduled meeting shall be provided by the Board.

PART XIII – STANDING COMMITTEES

13.1 The Board may establish committees, consisting of such persons as may from time to time be appointed by the Board to act in an advisory capacity to the Board in connection with the particular field of activity of each such committee.

13.2 Members of such committees shall hold office at the pleasure of the Board and Chair, and/or Vice Chair, with the President

13.3 The Board may fill any vacancies occurring from time to time in such committees and may abolish and re-appoint such committee.

13.4 The secretary shall record or cause to be recorded the minutes of proceedings of any such standing committee which shall be confirmed under the signature of the Chair of that meeting and a report shall be forwarded to the Board.

13.5 Any such committee so appointed may meet for the transaction of business, adjourn or otherwise regulate its meetings as it sees fit.

13.6 The quorum for any such standing committee shall be a majority of the governors on the committee.

- 13.7 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.
- 13.8 The structure and terms of reference for the standing committees of: Audit Committee, Building and Finance Committee, Nominating and Reappointment Committee, Advocacy Committee, Executive Committee and Governance Committee are outlined in the attached Appendix "A".

PART XIV – OTHER COMMITTEES

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

PART XV – POLICIES

- 15.1 The Board shall have the power to set policies as provided by the *Corporations Act* and regulations thereunder, the *Ontario Colleges of Applied Arts and Technology Act* and any regulations thereunder, and any other applicable statute or law within these limits, subject to the policy guidelines of the Ministry, the Council, and to the Terms and Conditions of Employment for College employees.

PART XVI – INDEMNIFICATION OF BOARD MEMBERS

- 16.1 Every governor of the corporation and such governor's heirs, estate trustees, and estate and effects, respectively, and all senior officers who report directly to the President shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the corporation from and against:
- 16.1.1 All costs, charges and expenses which such governor or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such governor or officer in respect of any act, deed, matter or thing whatsoever made, done or permitted by such governor or officer in or about the execution of the duties of such governor's or officer's office.
- 16.2 No governor or officer of the corporation for the time being shall be liable for the acts, receipts, neglect or default of any other member of the Board or officer, or for the joining in of any receipt of act, for conformity, or for any loss, damage or

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

- 16.3 The governors for the time being of the corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the corporation except such as shall have been submitted to and authorized or approved by the Board.
- 16.4 Subject to compliance with section 16 hereof, where a Board member is employed or performs services for the College other than as a Board member, or is a member of a firm or shareholder, director or officer of a corporation that is employed by or performs services for the College, the fact of such person being a Board member shall not disentitle such person or such firm or corporation, as the case may be, from receiving proper remuneration for such services.

PART XVII – CONFLICT OF INTEREST OBLIGATIONS

17.1 Definitions (based on Conflict of Interest Minister's Binding Policy Directive issued April 1, 2003)

- 17.1.1 **Actual conflict of interest:** a situation where a governor has a private or personal interest that is sufficiently connected to the governor's duties and responsibilities that it influences the exercise of these duties and responsibilities.
- 17.1.2 **Internal governor:** for the purpose of this section, the President of the College shall be deemed to be an internal governor.
- 17.1.3 **Perceived conflict of interest:** a situation where reasonably well-informed persons could properly have a reasonable belief that a governor has an actual conflict of interest, even where that is not the case in fact.
- 17.1.4 **Potential conflict of interest:** a situation where a governor has a private or personal interest that could influence the performance of the governor's duties or responsibilities, provided that the governor has not yet exercised that duty or responsibility.

17.2 Principles

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

17.3 Minister's Binding Policy Directive

- 17.3.1 A conflict of interest arises when a governor's private or personal interest supersedes or competes with that governor's duties and responsibilities as a member of a Board. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- 17.3.2 At the beginning of every Board meeting, the Chair of the Board is to ask and have recorded in the minutes whether any member of the Board has a conflict to declare with respect to any agenda item.
- 17.3.2.1 When the agenda item arises in the open portion of the Board meeting, the member(s) of the Board with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on the item. The minutes are to record that the member(s) of the Board in conflict of interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the in camera portion of a meeting, the member(s) of the Board shall withdraw while the matter is being discussed or voted on and the minutes should reflect this.
- 17.3.2.2 When the conflict of interest is perceived or potential, the Board will determine whether the member or members of

the Board remain for the discussion and vote on agenda items. The minutes should reflect what takes place.

- 17.3.3 In cases where a conflict cannot be avoided, a Board member is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a Board meeting, the declaration is to be made to the Chair of the Board and the Board is to be informed.
- 17.3.4 Where a Board member is unsure whether the member is in conflict, the said member is to raise the perceived potential conflict with the Board, and the Board is to determine by majority vote whether or not a conflict of interest exists, the said Board member must refrain from voting on whether or not a conflict of interest exists.
- 17.3.5 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said member of the Board influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary or confirm its decision.
- 17.3.6 Any member of the Board who perceives another member of the Board to be in conflict of interest in a matter under consideration is to raise this concern with the chair of the Board. The chair, in turn, is to discuss the matter with the member of the Board who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting governor. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a conflict of interest exists. The member of the Board perceived to be in conflict is to refrain from voting.
- 17.3.7 Where there has been a failure on the part of a member of the Board to comply with the Conflict of Interest Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgement, the Board is to:
 - 17.3.7.1 issue a verbal reprimand; or
 - 17.3.7.2 issue a written reprimand; and/or
 - 17.3.7.3 request that a member of the Board resign; and/or
 - 17.3.6.4 remove the member of the Board through processes established in Board by-laws.

17.4 Circumstances recognized as actual conflicts of interest

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 17.3.2.1, hereof:

17.4.1 President

17.4.1.1 Agenda items relating either directly or indirectly to the President's compensation, prerequisites, and/or benefits.

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

17.4.2 Internal Elected Governors

17.4.2.1 Agenda items relating directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment and/or academic programs in relation to the constituent group. 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;

17.4.2.2 Agenda items relating to the President's evaluation or performance review.

17.4.3 Student Governors

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

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

17.4.3.3 Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment for College staff. 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.

17.5 Insignificant Conflicts

17.5.1 The Conflict of Interest Minister's Binding Policy Directive does not apply where:

- (a) the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member or where a pecuniary or other interest is in common with a broad group of which the governor is a member; or
- (b) the issue is one of general or public information.

17.6 Disclosure of Interests in Contracts

17.6.1 Each governor who is in any way directly or indirectly interested in a proposed contract or a contract with the College or any subsidiary of the College shall declare the governor's interest and conflict in accordance with the Minister's Binding Policy Directive.

17.6.2 If a governor has made a declaration of his or her interest in a proposed contractor contract in compliance with this section and has not voted in respect of the resolution which awards the contract, the governor is not accountable to the College or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the governor's holding that office or of the fiduciary relationship established thereby.

PART XVIII – EXECUTION OF DOCUMENTS

18.1 Cheques, Drafts, Notes etc.

All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers, and in such manner as the from time to time may designate by resolution.

18.2 Contracts

18.2.1 The corporate 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 or person or persons appointed by resolution of the Board.

18.2.2 The terms "contracts", "documents" or "instruments in writing" as used herein shall include deeds, mortgages hypothecs, charges, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

18.2.3 Notwithstanding any provisions to the contrary contained in the by-laws of the College, the Board may at any time by resolution direct the manner in

which, and the person or persons by whom, any particular instrument, contract or obligations of the College may or shall be executed.

PART XIX – COLLEGE BANK

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

PART XX – BOOKS & RECORDS

- 20.1 The Board shall ensure that all necessary books and records of the College required by the by-laws of the College or by any applicable statute or law are regularly and properly kept.
- 20.2 Without limiting the generality of section 19.1, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.
- 20.3 This and any other by-laws of the College:

20.3.1 shall be open to examination by the public during the normal office hours of the College; and

20.3.2 whenever possible, shall be available to the public on the College's website.

PART XXI – DEPOSITS OF SECURITIES FOR SAFEKEEPING

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

PART XXII – BORROWING MONEY

- 22.1 Guidelines and Process

- 22.1.1 Subject to the obtaining of such approvals as may be required and compliance with all applicable laws, the Board may, by resolution:
- 22.1.1.1 borrow money on the credit of the College in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
 - 22.1.1.2 make, draw and endorse promissory notes or bills of exchange;
 - 22.1.1.3 hypothecate, pledge, charge or mortgage all or part of the property of the College to secure any money so borrowed or the fulfillment of the obligations incurred by it under any promissory note or bill or exchange signed, made, drawn or endorsed by it;
 - 22.1.1.4 issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and as such prices as the Board may by resolution decide, mortgage, charge, hypothecate or pledge all or any part of the property of the College to secure any such bonds, debentures and obligations.

22.2 Delegation of Authority

- 22.2.1 The Board may by resolution, to the extent permissible by law, delegate to officers of the Board all or any powers necessary for the purpose of borrowing and giving security by the College to such extent and in such manner as the Board may determine.
- 22.2.2 This by-law shall remain in force and be binding upon the Board as regards any party acting on the faith thereof, until a copy, certified by the Secretary-Treasurer of the Board under the corporate seal, of a by-law repealing or replacing this By-law shall have been received by such party and duly acknowledged in writing.

PART XXIII – BUDGETS

- 23.1 The Board shall ensure that the College balances its budget every year.
- 23.2 If it appears that the College will not balance its budget in a year and that an accumulated deficit will occur, the Board shall seek the Minister's approval in

respect of the budget and shall provide the Minister with an appropriate recovery plan as directed by the Minister.

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

PART XXIV – AUDITORS AND REPORTING

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

PART XXV – ADVISORY COLLEGE COUNCIL

25.1 Name

The Board shall establish a body known as The Advisory College Council of Sault College herein referred to as the "College Council."

25.2 Structure

25.2.1 The College Council will be a voluntary college committee representing students, faculty, and staff who provide advice to the College President.

25.2.2 The President shall attend the first meeting of each academic year to comment and discuss the composition and by-laws.

25.2.3 The College Council may make recommendations or reports to the President with respect to such matters:

25.2.3.1 As the President may refer to College Council.

25.2.4 All recommendations and reports of College Council shall be communicated to the President, in writing, with appropriate documentation.

25.2.5 The President shall receive copies of College Council minutes.

25.3 Composition

25.3.1 Membership on the College Council shall consist of:

25.3.1.1 Vice President, Academic and Research, or a designate as a non-voting ex-officio member

- 25.3.1.2 Vice President, Corporate and Student Services, or a designate as a non-voting ex-officio member
 - 25.3.1.3 President, Sault College Students' Union as a non-voting ex-officio member
 - 25.3.1.4 Eight (8) representatives from the Academic Division with a cross section of representation
 - 25.3.1.5 Eight (8) student representatives with a cross-section from areas of study/programs
 - 25.3.1.6 Four (4) staff representatives from the Corporate and Student Services division with a cross-section of representation
- 25.3.2 Total membership is 23.
- 25.3.3 Members of College Council shall be responsible for attending all meetings of College Council and the sub-committees on which they serve.
- 25.3.4 Student representative s on College Council must maintain a minimum overall grade point average of 2.5.
- 25.3.5 Participation on the College Council and its sub-committees is on a voluntary basis.
- 25.3.6 College staff and students, other than College Council members, may participate on a task specific, time-limited basis as adjunct resource(s) at the request of College Council through and with the approval of their respective supervisor/manager.
- 25.3.7 The Board recommends that the College Council allow for the appointment of alternates to fulfill attendance requirements of the selected member should the selected member not be able to attend.
- 25.3.8 The selected member from the groups outlined above appoints an alternate. Details of the appointment must be communicated to the Chair and Secretary of the College Council.
- 25.3.9 Alternates attending in the capacity of a member would have full participation privileges for that particular member the same as if the selected member were present. (Note: Alternates, as observers, would be able to attend.

25.4 Terms of Reference

The terms of reference for the College Council will consist of, but not be limited to the following:

25.4.1 Academic and Student Affairs:

- Student admissions and program prerequisites.
- Evaluation, grading, promotion.
- Graduation.
- Scholarships, bursaries, and awards.
- Discipline and appeal process.
- Student rights and responsibilities.
- Student services.
- Quality of student life.

25.4.2 Human Resources:

To consider and recommend policies, procedures, and guidelines respecting:

- Professional development.
- Performance evaluation.
- Academic support/resource needs and distribution.
- Professional rights and responsibilities.

25.4.3 Program Affairs:

- Curriculum and program development.
- Program evaluation.
- Academic year structure.
- General education and electives.
- Developmental education.
- Co-operative education.
- Distance education.
- Experiential learning.
- Retention/attrition.
- Program initiation, termination, and suspension.

25.5 Officers

The College Council shall elect annually a Chair and a Vice Chair from among the members.

25.5.1 Duties of the Chair

- (a) Act as official spokesperson of the College Council.

- (b) Preside over all meetings of the College Council.
- (c) Serve as an ex-officio member of all sub-committees of the College Council.
- (d) Relinquish the position of Chair when participating in debate.
- (e) Respond to correspondence on behalf of the College Council.
- (f) Together with the Secretary, prepare meeting agendas following input from the membership.

25.5.2 Duties of the Vice Chair

- (a) Carry out the duties of the Chair in his/her absence.
- (b) Assume the office of Chair should the position become vacant.

25.5.3 Secretarial Support and Record Keeping

Duties of the Secretary include:

- a) Preparing and circulating the agenda for regular monthly meetings and special meetings in consultation with the Chair as to priority of agenda item.
- b) Preparation of the minutes of regular and special College Council meetings.
- c) Typing of policies, procedures, documents, correspondence, and all agenda appendices.
- d) Maintaining all files, records, and a policy manual for the College Council.
- e) Informing the appropriate individual and/or constituency groups of motions made at College Council meetings.

25.6 Terms of Office

25.6.1 Terms of office for the College Council members shall be:

25.6.2 For staff members: Two (2) academic years. Members will be eligible for re-selection to the College Council for one additional two-year term.

25.6.3 For student members: One (1) academic year. Students are eligible for re-selection to the College Council for an additional one-year term.

25.6.4 Duties for all members shall commence in September.

25.7 Resignations

25.7.1 Any member may resign from the College Council by giving the Chair notice in writing of not less than one (1) month. The Chair will inform all other members of the member's resignation at the next regular meeting of College Council.

25.7.2 In the event of a vacancy, the College Council shall request the area from which the member has resigned to fill the vacancy as soon as possible. A member who has been designated to fill a vacancy shall serve for the remainder of the term of the member who has resigned.

25.7.3 A member who is selected to fill an expired term of less than one year may be eligible for re-selection as though the member had not served on the College Council.

25.7.4 When the College creates a new structure in such a way that a new school results, new College Council positions for staff and students may be added.

25.8 Membership Attendance

25.8.1 Should a designated member not represent an area for three (3) meetings (either consecutive or otherwise) within an academic year, the position shall be considered vacant.

25.8.2 In the event of a vacancy, the Chair shall notify the area in writing and request that another member be selected.

25.9 Selection Process

25.9.1 Each vice president will seek staff volunteers to serve on the College Council from within their division. Representation will be given to faculty, support and administrative staff from a cross-section of departments. Each division may name alternates who would attend a College Council meeting in the absence of a member in accordance with clause 24.3.10.

25.9.3 Sault College Students' Union will seek volunteers to serve on the College Council from a cross-section of areas of study. Student selections shall be made prior to the first College Council meeting of the academic year. Sault College Students' Union may name an alternate(s) who would attend the College Council in the absence of the member.

24.9.4 An ex-officio member will chair the first regular meeting of the College Council each academic year. The first item of business shall be the election of the Chair and Vice Chair by majority vote. The vote shall be held by secret ballot. The ex-officio member shall then cede the chair to the newly elected Chairperson.

25.10 Operational Procedures

25.10.1 *Roberts Rules of Order – Revised* shall govern all proceedings of the College Council.

- 25.10.2 The agenda for all College Council meetings shall be prepared and distributed to College Council members by the Secretary at least seven (7) working days prior to the regular meeting.
- 25.10.3 All pertinent data relating to matters being discussed should be circulated with the agenda.
- 25.10.4 Each meeting shall begin with:
 - 25.10.4.1 Acceptance of the agenda as it stands or with approved changes.
 - 25.10.4.3 Setting of an adjournment time, no later than two (2) hours after the commencement of the meeting.
 - 25.10.4.4
 - 25.10.4.5 The agenda prepared by the Chair shall be subject to the approval of the College Council and any matter not on the approved agenda may not be considered by the meeting unless two-thirds of the members present agree.

25.11 Meetings

- 25.11.1 The first regular meeting of College Council shall take place not later than the third (3rd) Thursday of October each year. At the first meeting in October, College Council will set the schedule of meetings for the academic year. Meetings will be held at least once each month, from November to April inclusive.
- 25.11.2 Special meetings may be held by College Council as deemed necessary by the Chair upon giving written notice to College Council members not less than fourteen (14) days prior to the special meeting.
- 25.11.3 Minutes and Agendas for all meetings will be distributed to all College Council members, the Board, the President, the President's Executive Committee, and posted on the Sault College Intranet.

PART XXVI – ADVISORY COMMITTEE STRUCTURE AND MANDATE

26.1 Terms of Reference

- 26.1.1 Advisory committees have an important role in the educational process.

26.1.2 Advisory committee members will directly participate in the development of programs to meet labour market requirements. Generally speaking, these are the ways that advisory committees contribute to Sault College:

- 26.1.2.1 Contribute to the continuing relevance of course materials to the evolving needs of the market place.
- 26.1.2.2 Provide assurance that programs meet the needs of employers without being so narrowly directed that job mobility is impaired.
- 26.1.2.3 Monitor the continuing suitability of College facilities and equipment.
- 26.1.2.4 Participate in the College's program review process.
- 26.1.2.5 Form a valuable link between the College and the community.
- 26.1.2.6 Encourage programs to reflect the changing roles and needs of our society.
- 26.1.2.7 Provide written reports to the Board as warranted; advisory committees issue an annual report to the Board.

26.1.3 In addition to normal advisory committee business, some suggested agenda topics for review and recommendation are listed on this and the following page. Most of these topics are researched and developed by the College prior to committee review in order that committee discussion can be focused and expedient. These topics are based on a schedule of one or two meetings per academic semester.

26.2 Fall Semester (1 or 2 meetings)

26.2.1 Suggested topics

- Instructional development
- Academic preparation of students
- Labour market trends
- Student life activities/orientation
- Impact of provincial and legislative changes
- New programs
- Planning and budgeting
- Facilities requirements
- Equipment requirements: new and replacement

- Outcomes learning
- Prior Learning Assessment
- College standards & accreditation

26.3 Winter Semester (1 or 2 meetings)

26.3.1 Suggested Topics

- Curriculum development/review
- Marketing
- General education/generic education
- Admissions
- Achievement levels
- Attrition
- Placement
- Work performance of graduates
- Program review criteria
- Requirements for industrial/commercial support
- Distance education
- International education
- Continuing Education & Contract Training

26.4 Reporting Relationship

Advisory Committees report to the Vice President Academic. Membership on the committees/councils will be upon the approval of the Vice President, Academic.

26.6 Code of Conduct

26.6.1 In accordance with the College Values Statement, the advisory committees expect of themselves and their members ethical, businesslike, and lawful conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as members of Advisory Committees.

26.6.1.1 Advisory committee members, when acting in this role, are expected to consider and represent the interests of the College and its community as a whole in preference to any other interests which that Advisory Committee member may also have or represent.

26.6.1.2 Advisory committee members must declare a conflict-of-interest with respect to their fiduciary responsibility at the earliest opportunity. Where an Advisory Committee member has declared an interest or possible interest, the member shall withdraw from the discussion, leave the meeting, and withdraw from voting in respect of the conflict. The

Advisory Committee member is responsible for ensuring that his/her conflict is recorded in the minutes.

26.6.1.2.1 The advisory committee member and the College, except as procedurally controlled to assure openness, competitive opportunity, and equal access to “inside” information.

26.6.1.2.2 Advisory Committee members must not use their positions to obtain for themselves, family members, or close associates employment within the organization.

26.6.1.2.3 Should an Advisory Committee member apply for or be considered for full-time or non-full-time employment, he/she must take a leave of absence and temporarily withdraw from Advisory Committee deliberation, voting and access to applicable Advisory Committee information while the Advisory Committee member is an active applicant in the employment process.

Once the process is completed, a part-time employee may once again sit on the Advisory Committee.

26.6.1.2.4 Conflict of interest normally relates, but is not limited to, a direct pecuniary interest of the member, either personally or through a member’s family or close associates.

26.6.1.3 An Advisory Committee member shall not divulge confidential information obtained as a result of his/her appointment or election, unless legally required to do so.

26.7 Serving the Community

26.7.1 The work of an Advisory Committee member is important to the College and the communities it serves.

26.7.2 Member contributions will help the College grow and continue to respond to the needs of our area.

26.7.3 The College and the communities it serves will be benefit from that work.

26.8 Advisory Councils

25.8.1 Advisory Councils are similar to Advisory Committees in most functional areas.

25.8.2 Advisory Councils typically possess a broader span of influence and review under their terms of reference.

PART XXVII – MISCELLANEOUS

27.1 Committee of the Whole

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

27.2 Financial Year

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

27.3 Health and Safety

The Board shall ensure compliance with health and safety legislation.

27.5 Amendments

The Board by-law may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two thirds (2/3) of the Board members present and eligible to vote provided that a notice of motion of the proposed amendment or repeal is brought before the Board at a regular meeting, after which the motion shall be presented at the next regular meeting of the Board, to be read, discussed and voted again.

27.6 Repeals

By-Laws 1-5 of the College shall hereby be repealed and any by-laws of the College which are inconsistent with this by-law shall hereby be repealed.

27.7 General

26.7.1 If any provision of this by-law is declared invalid for any reason, the remainder of the by-law shall continue in force.

26.7.2 This by-law shall come into force and effect only upon the repeal of by-laws 1-5 of the College.

26.7.3 This by-law shall come into full force and effect immediately upon the passing thereof.

Enacted this 25th day of April 2019.



CHAIR



SECRETARY-TREASURER

BOARD OF GOVERNORS – AUDIT COMMITTEE COMPOSITION

The external members of the Building and Finance Committee will act as the Audit Committee of the Board of Governors. The President, The Chief Financial Officer and the Director, Financial Services will serve as resources to the Committee.

MEETINGS

The Committee shall meet at least twice a year, and shall meet on other occasions at the call of the Chair, or on written request of any two members of the Committee, or on the written request of the Auditors.

DUTIES AND RESPONSIBILITIES

1. Review the audited financial statements with management and the external auditor before making recommendations to the Board.
2. Review changes in accounting principles and practices followed by the College.
3. Establish a tendering process for auditing services to be administered every five years. Review and recommend appointment and contract terms of external auditors.
- 4.
5. On appointment by the Board, discuss with external auditors an overall plan for the audit, the scope and timing of audit work and, prior to appointment, estimated audit fees.
6. Review with external auditors any problems encountered, any restrictions on the auditor's work, cooperation received and their findings.
7. Review with the auditors their evaluations of the College's internal control systems, any significant recommendations to management and management's responses.
8. Review actual audit fees.
9. Report to the Board on Committee activities and findings.

BOARD OF GOVERNORS – BUILDING AND FINANCE COMMITTEE

The Building and finance committee, established by resolution of the Board of Governors, shall meet In Camera to advise and assist the Board of Governors in carrying on the affairs of the Corporation in connection with the following matters as set out herein.

1. The Building and Finance Committee shall, subject to the overriding authority of the Board of Governors, have general responsibility for all property and financial matters including but without limitation to the generality of the foregoing, to the following matters:
 - a) Long term rental accommodation;
 - b) Major renovations and alterations including the tendering and selection of consulting services for each project.
 - c) Permanent building site or sites and building plans;
 - d) Recommend financial policy and monitor and review of approved budget.
 - e) Ensure protection of capital assets.
 - f) Resolutions and other documents to be forwarded from time to time to the College Compensation and Appointments Council for Colleges of Applied Arts and Technology; and
 - g) Establish a tendering process for banking services to be administered not to exceed five years. Review and recommend approval to the Board of Governors. Periodically review the College's investment policies and procedures.
2. The Building and Finance Committee shall also perform such other duties as may from time to time be assigned to it by the Board of Governors.

BOARD OF GOVERNORS

NOMINATING AND REAPPOINTMENT COMMITTEE

The Board of Governors establish a Nominating and Reappointment Committee as a committee of the Board of Governors.

Terms of Reference for the Nominating and Reappointment Committee

1. The Nominating Committee shall be responsible for recommending Board replacement nominees for full Board approval based on the needs of the Board Protocol.
2. The Nominating Committee shall consist of three members and shall include the past chair of the board of Governors plus two current governors.
3. It is intended that the current Chair of the Board is responsible for securing the participation of the Past Chair on the Nominating Committee and recommending two current governors to the full Board for their approval. In the event the past chair is unavailable, the current Chair of the Board will recommend three current governors.
4. Appointments to the Nominating Committee will be for a one-year term, the term being established to meet the College Compensation and Appointment Council's submission requirements. The committee will be established in September of each year.
5. The Committee will establish the schedule for the nominating process in accordance with the College Compensation and Appointments Council requirements.
6. The Committee will review the current Board Protocol established by the Board, identify priorities and recommend to the Board changes as required. On completion, the Committee shall establish the requirements and criteria for nominations.
7. The Committee will receive and solicit nominations from all governors, advisory committees/councils, College personnel, advertisements in local newspapers and community weekly newspapers, community groups and organizations.
8. The committee will establish a nomination evaluation process to ensure they are in accordance with Board Protocol and representative of the community. The Committee will establish short listing criteria for interviewing applicants. Through the interview process the Committee will establish the best candidates for recommendation to the Board. The evaluation process may include contacting references.
9. The Committee, upon finalizing the list of nominees to be recommended to the Board, will:
 - a. Ensure the necessary documentation including biographical sketches and the Lieutenant Governor in Council self-identification forms are obtained.
 - b. Through an interview process will:
 - i. Ensure the nominee has a good understanding of the involvement required to serve.

- ii. Ensure the nominee has the time available to serve.
 - iii. Ensure the nominee understands the nomination process and that final approval rests with either the full board or the Lieutenant Governor in Council.
 - iv. Ensure the nominee meets the protocol requirements established by the Board.
 - v. Lieutenant Governor in Council candidates may be required to undergo a criminal reference check prior to being appointed. The cost will be covered under the Board budget.
 - vi. New Appointments must meet the requirements outlined in By-Law 1, Part 5,7,1.
10. The Committee will submit a report to the full Board prior to the lieutenant Governor in Council submission date, recommending the names of the new members. For local appointments, the committee will submit a report in the in-camera portion of the agenda package. The report will include resumes, biographical sketches, self-identification form and such documentation deemed necessary to provide governors with the information on which to base their decisions. The report shall also include the complete list of names of all qualified eligible candidates. The full Board will conduct a vote for local appointments and/or those to be submitted to the Lieutenant Governor in Council.
11. Recommend to the Board revisions to the nomination process, schedule and documentation format as required, and in keeping with the requirement of the Ministry directive.
12. When a vacancy occurs for any reason among the external members of the Board and a governor fails to complete their term, the Nominating Committee will deal with the vacancy. (By-Law 1, Part 5.5.8 and 5.5.9)
13. The Reappointment Committee shall be responsible for coordinating Board reappointments. The following process will be used for the re-appointment of Governors for a second three-year term.
- a. The committee will be struck at the annual meeting.
 - b. A letter from the Chair will be sent to the Governor asking for written confirmation of their intention to stand for reappointment.
 - c. The Governor will be invited to meet with the Nominating and Reappointment Committee to discuss their past/future role and goals on the Board.
 - d. The committee will review the performance during the first term on the basis of :
 - i. Attendance
 - ii. Participation within the committees
 - iii. Overall contribution to the Board and the College
 - iv. If the evaluation cannot support a recommendation for re-appointment of a governor appointed by the local board the committee will, through an interview process, discuss the evaluation with the Governor.
 - v. The Lieutenant Governors in Council reappointments are at its discretion.

BOARD OF GOVERNORS - ADVOCACY COMMITTEE

1. The Advocacy committee of the Board will contribute to the growth, Advancement and fiscal well-being of Sault College by:
 - a. Assisting in the implementation of an annual advocacy plan that builds financial strength and provides other forms of institutional support locally, provincially, nationally and internationally.
 - b. Identifying and facilitating innovative strategic alliances, partnerships, and initiatives that offer program development/diversification and revenue-generating opportunities.
2. The Committee will consist of Governors appointed by the Chair of the Board of Governors. The Chair of the Board will appoint a committee chair annually.

The President will serve as an ex-officio member of the Committee. The Director of Marketing and Communications will be the prime staff resource.

3. Management will prepare an annual Advocacy Plan for review and approval by the Committee. The plan will include: goals, objectives, planned outcomes, supportive actions and measurement criteria.
4. The Committee will meet as required to review progress against the annual plan and identify new/emerging opportunities.

The Committee will report to the full Board on a regular basis.

Advocacy

Advocacy is based on the principle that no organization exists without public consent and support. A related corollary emphasized that an organization's relative well-being depends on the extent to which public consent and support are fostered.

Advocacy activities will represent the interests of Sault College to all levels of government and foster awareness/support among key constituencies. They include: the taxpaying public, elected officials, community leaders, major community organizations, employers of graduates, students, alumni, advisory committee/council members and First nations communities and related organizations.

Sault College activities will complement college system advocacy centralized through Colleges Ontario and focus independently on the local/regional and national environments unique to Sault College.

BOARD OF GOVERNORS – EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the Chair, 1st Vice-Chair, 2nd Vice-Chair and the President as a non-voting member

1. The responsibilities of the Executive Committee are:
 - a. To receive, evaluate and recommend to the Board appropriate action on any matter referred to the Committee by the Board or the President.
 - b. In the event that quorum cannot be achieved by way of a special meeting or electronic vote during intervals between regular meetings of the Board; to take such action as the committee deems necessary upon significant matters that cannot reasonably be delayed until the next scheduled meeting of the Board, and to report such action to the Board not later than the date of the next scheduled meeting of the Board.
 - c. To facilitate the President's annual performance evaluation process.
2. Recommendations from the Executive Committee shall be brought to the Board of Governors at the next scheduled meeting for consideration.
3. The Executive Committee shall be comprised of the Chair, 1st Vice-Chair, 2nd Vice-Chair and the President as a non-voting member

BOARD OF GOVERNORS – GOVERNANCE COMMITTEE

The Governance Committee will make recommendations to the Sault College Board of Governors that support its efforts to continuously improve governance effectiveness at Sault College.

DUTIES AND RESPONSIBILITIES

The Governance Committee carries out the following functions:

1. Solicit input from the Board of Governors and annually present its governance work plan priorities for approval.
2. Establish and conduct reviews of By-laws, policies, processes and administrative practices that support the Board of Governors.
3. Studies and provides recommendations on all matters relating to governance principles, structures, processes, best practices and related changes pertinent to the effective governance of Sault College.
4. Nominates Governors and Officers for election in accordance with Sault College By-Laws, policies and applicable legislation.
5. Provides advice on annual review process and tool for Board evaluation.
6. Advises the Board on best practices related to governance and provides recommended changes.
7. Provides practical advice relating to policies, processes, information for informed decision-making.
8. Reports regularly to the Board, through the Committee Chair, the results of Governance Committee activities in such manner approved by the Board.

Membership

1. The Committee has a minimum of three (3) voting members, including the Committee Chair.
2. A quorum for Committee meetings consist of a majority of voting members of the Committee.
3. The majority of members are familiar with best practices in corporate governance and have previous relevant board experience.
4. The Board Chair, Vice Chair and President are ex-officio members of the Committee.
5. On behalf of the committee, the Committee Chair may invite internal or external persons to attend meetings, in a non-voting capacity, to provide advice and assistance where necessary.

Meetings

The Governance Committee shall meet at least three times per year, in accordance with its Work Plan and Board Schedule and Cycle.

Minutes

The Board Secretary will prepare agendas and issue notices for Committee meetings, ensuring all necessary documents requiring discussion or comment are included with the agenda.

Meeting minutes will be reviewed and accepted by Committee members as a true and accurate record at the commencement of the next meeting.

Amendments

The Terms of Reference shall be reviewed annually.