



BY-LAW NUMBER 1

THE GEORGE BROWN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

**Table of Contents**

	<b>Page</b>
<b>ARTICLE 1 INTERPRETATION.....</b>	<b>1</b>
1.1 INTERPRETATION.....	1
<b>ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE COLLEGE.....</b>	<b>2</b>
2.1 NAME.....	2
2.2 REGISTERED OFFICE .....	3
2.3 SEAL.....	3
2.4 EXECUTION OF DOCUMENTS.....	3
2.5 FINANCIAL YEAR .....	3
2.6 CHEQUES, ETC.....	4
2.7 DEPOSIT OF SECURITIES FOR SAFEKEEPING.....	4
2.8 BOOKS AND RECORDS .....	4
<b>ARTICLE 3 BOARD OF GOVERNORS .....</b>	<b>4</b>
3.1 ROLE OF THE BOARD .....	4
3.2 ELECTION OF CHAIR AND VICE-CHAIR.....	5
3.3 DUTIES OF THE CHAIR AND VICE-CHAIR .....	5
3.4 NUMBER OF GOVERNORS .....	5
3.5 QUALIFICATIONS .....	6
3.6 CONSENT .....	6
3.7 QUORUM.....	6
3.8 ABSENT GOVERNORS .....	6
3.9 TERM .....	7
3.10 REMOVAL OF GOVERNORS .....	7
3.11 VACANCIES ON THE BOARD OF GOVERNORS.....	9
3.12 MEETINGS OF THE BOARD OF GOVERNORS.....	9
3.13 REGULAR MEETINGS .....	10
3.14 ATTENDANCE AT MEETINGS .....	10
3.15 MEETINGS BY TELEPHONIC OR ELECTRONIC MEANS.....	10
3.16 WRITTEN RESOLUTIONS .....	11
3.17 VOTING .....	11
3.18 RECORDS AND MINUTES OF MEETINGS .....	12
3.19 BORROWING .....	12

3.20	CONFLICT OF INTEREST .....	12
3.21	COMPLIANCE WITH MINISTER’S DIRECTIVES .....	12
3.22	REMUNERATION.....	12
<b>ARTICLE 4 OFFICERS .....</b>		<b>13</b>
4.1	APPOINTMENT OF PRESIDENT .....	13
4.2	APPOINTMENT OF OTHER OFFICERS .....	13
4.3	PRESIDENT .....	13
4.4	CHANCELLOR.....	13
4.5	SECRETARY .....	13
4.6	DUTIES OF ALL OTHER OFFICERS AND STAFF OF THE COLLEGE.....	14
4.7	RESIGNATION.....	14
<b>ARTICLE 5 PROTECTION OF GOVERNORS AND OFFICERS .....</b>		<b>14</b>
5.1	FOR THE PROTECTION OF GOVERNORS AND OFFICERS .....	14
5.2	INDEMNITIES.....	14
5.3	INSURANCE.....	15
<b>ARTICLE 6 NOTICES .....</b>		<b>15</b>
6.1	METHOD OF GIVING NOTICE .....	15
6.2	COMPUTATION OF TIME.....	15
6.3	OMISSIONS AND ERRORS.....	16
6.4	WAIVER OF NOTICE.....	16
<b>ARTICLE 7 AUDITORS .....</b>		<b>16</b>
7.1	APPOINTMENT AND REMUNERATION.....	16
<b>ARTICLE 8 COMMITTEES .....</b>		<b>16</b>
8.1	COMMITTEES.....	16
8.2	EXECUTIVE COMMITTEE .....	17
8.3	ACADEMIC AND STUDENT AFFAIRS COMMITTEE .....	17
8.4	FINANCE AND PROPERTY COMMITTEE .....	18
8.5	AUDIT COMMITTEE .....	18
8.6	GOVERNANCE AND NOMINATION COMMITTEE .....	19
8.7	DELEGATION TO A COMMITTEE .....	19
8.8	OTHER COMMITTEES GOVERNED BY THE BOARD.....	19
<b>ARTICLE 9 RULES AND REGULATIONS.....</b>		<b>20</b>
9.1	GENERAL .....	20
9.2	RULES OF ORDER .....	20

<b>ARTICLE 10 BY-LAWS.....</b>	<b>20</b>
10.1 AMENDMENT.....	20
10.2 RATIFICATION.....	20
10.3 REPEAL .....	21

## BY-LAW NO.1

### A by-law relating generally to the organization and the transaction of the affairs of

### The George Brown College of Applied Arts and Technology

BE IT ENACTED as a by-law of The George Brown College of Applied Arts and Technology (hereinafter called the “College”) as follows:

#### ARTICLE 1 INTERPRETATION

##### 1.1 INTERPRETATION

In this by-law and all other by-laws of the College, unless the context otherwise requires:

- (a) “**Academic Staff Employee**” means a person who is employed full-time by the College as a professor, instructor, counsellor or librarian;
- (b) “**Administrative Staff Employee**” means a person who is employed full-time by the College and who is not an Academic Staff Employee or a Support Staff Employee;
- (c) “**Board of Governors**” or “**Board**” means the board of governors of the College;
- (d) “**Council**” means the College Employer Council established pursuant to the provisions of clause 7(1) of the OCAATA (as hereinafter defined);
- (e) “**External Governor**” has the meaning specified in Section 3.4(c);
- (f) “**Governor**” means a member of the Board of Governors;
- (g) “**Internal Governor**” has the meaning specified in Section 3.4(b);
- (h) “**LGIC**” means the Lieutenant Governor in Council;
- (i) “**Minister**” means the Minister of Colleges and Universities or such other member of the Executive Council to whom the administration of the OCAATA may be assigned under the *Executive Council Act, 2002* c.8 Sched. F, s. 1;
- (j) “**OCAATA**” means the *Ontario Colleges of Applied Arts and Technology Act, 2002*, S.O. 2002, c. 8, Sched. F and the regulations thereto, as amended from time to time, and any successor legislation that may hereafter be substituted therefor, as from time to time amended;

- (k) “**ONCA**” shall mean the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 and all regulations made thereunder, and any amendments made to the act or the regulations;
- (l) “**President**” means President of the College;
- (m) “**program of instruction**” means a group of related courses leading to a diploma, degree, certificate or other document awarded by the Board of Governors;
- (n) “**regular meeting**” shall mean those meetings of the Board which are regularly scheduled prior to the beginning of each academic year and modified as needed throughout the year;
- (o) “**special meeting**” shall mean any meetings of the Board or the members, as applicable, called outside the regular meeting schedule;
- (p) “**student**” means a person who is enrolled in a program of instruction at the College on a full-time basis;
- (q) “**Support Staff Employee**” means a person who is employed full-time by the College in the office, clerical, technical, health care, maintenance, building, service, shipping, transportation, cafeteria or day care staff;
- (r) words importing the singular number include the plural and vice versa;
- (s) words importing one gender include all genders;
- (t) words importing persons include individuals, corporations, partnerships, trusts; and unincorporated organizations;
- (u) except where specifically stated otherwise, or as otherwise required by the applicable law, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the College to use electronic communication whenever possible.

## **ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE COLLEGE**

### **2.1 NAME**

The College may be known as “The George Brown College of Applied Arts and Technology.

## **2.2 REGISTERED OFFICE**

Until changed in accordance with the ONCA, the registered office of the College shall be in the City of Toronto, in the Province of Ontario and at such place therein as the Board of Governors may from time to time determine.

## **2.3 SEAL**

The corporate seal of the College shall be in the form impressed hereon and shall be in the custody of the Secretary of the Board.

## **2.4 EXECUTION OF DOCUMENTS**

Other than the documents listed in Section 2.6, all deeds, transfers, licenses, contracts, obligations, assignments, certificates and other instruments and engagements may be signed on behalf of the College by any two of the Chair, the Vice-Chair, the President, the Secretary or any other officer or individual appointed by the Board of Governors, and they may affix the seal of the College to such instruments as require the same provided that any such contracts or other instruments which are in the ordinary course of the College's operations may be entered into on behalf of the College by either the Chair or President or any person authorized by the Board of Governors. All documents so signed are binding upon the College without any further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the College to be a true copy thereof.

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

Notwithstanding any provisions to the contrary contained in the by-laws of the College, the Board of Governors may at any time, and from time to time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the College may or shall be executed. Any person so authorized to sign an instrument, contract or obligation on behalf of the College may affix the College seal thereto.

## **2.5 FINANCIAL YEAR**

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

## **2.6 CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College shall be signed by such officer or officers, agent or agents of the College, and in such manner as shall from time to time be determined by resolution of the Board of Governors, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the College through its bankers, and endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed for collection or for deposit with the bankers of the College by using the College's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the College and the College's bankers, and may receive all paid cheques and vouchers and sign all the bank's forms for settlement of the balances and release or verification slips.

## **2.7 DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the College shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Governors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such officer or officers, agent or agents of the College, and in such manner that shall from time to time be determined by resolution of the Board of Governors, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Governors shall be fully protected in acting in accordance with the Governors of the Board of Governors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **2.8 BOOKS AND RECORDS**

The Secretary shall ensure that all necessary books and records of the College required by the ONCA or the OCAATA, the by-laws of the College, or by any other applicable statute or law, are regularly and properly kept. The minutes of meetings of the Board of Governors or of committees of the Board of Governors, all by-laws and resolutions of the College, the register of Governors of the College with the several dates on which each became or ceased to be a Governor, and all other records of the College required to be open to the public for inspection shall, during normal office hours, be available to the public for inspection. Where possible, the by-laws of the Board of Governors shall be available to the public at no charge on a website on the internet. Each Governor shall be provided with a copy of the minutes of meetings of the Board of Governors and of committees of the Board of Governors and of such documents or records of the College as they may reasonably request.

# **ARTICLE 3 BOARD OF GOVERNORS**

## **3.1 ROLE OF THE BOARD**

The Board of Governors shall manage or supervise the management of the activities and affairs of the College and exercise all powers and do all such acts and things as the Board is authorized to exercise and do pursuant to the ONCA and the OCAATA. Every Governor in exercising their

powers and discharging their duties to the College shall act honestly and in good faith with a view to the College's best interests; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

- (a) preparation and approval of the strategic plan of the College;
- (b) preparation and approval of the business plan of the College;
- (c) preparation and approval of the budget of the College;
- (d) preparation and approval of the annual report of the College;
- (e) approval of the auditors' report and the audited financial statements of the College;
- (f) appointment of the auditors of the College; and
- (g) designation of persons to act on behalf of the College under Section 2.4 of this By law pertaining to "Execution of Documents" and Section 3.19 of this by-law pertaining to "Borrowing of Money".

### **3.2 ELECTION OF CHAIR AND VICE-CHAIR**

The Board of Governors shall, by resolution, elect annually from among its External Governors, a Chair and a Vice-Chair, each of whom shall be eligible for reappointment to their respective offices. In the event of absence, illness or vacancy which may occur from time to time in the office of the Chair or Vice-Chair, the Board of Governors may appoint such other of its External Governors to act as Chair or Vice-Chair for the time being and the External Governor so appointed shall act and have all the powers of the Chair or Vice-Chair, as the case may be.

### **3.3 DUTIES OF THE CHAIR AND VICE-CHAIR**

The Chair shall, when present, preside at all meetings of the Board of Governors. The Chair, with the Secretary or other officer appointed by the Board of Governors for the purpose, shall sign all by-laws. During the absence or inability of the Chair to act, their duties and powers shall be exercised by the Vice-Chair and during the absence or inability of the Vice-Chair to act, their duties and powers shall be exercised by such other Governor as the Board of Governors may from time to time appoint for such purpose; if the Vice-Chairman or other Governor so appointed exercised any duty or power of the Chair, the absence or inability of the Chair shall be presumed with reference thereto.

### **3.4 NUMBER OF GOVERNORS**

The affairs of the College shall be managed by its Board of Governors. The Board of Governors shall consist of seventeen Governors being:

- (a) the President of the College, who shall be an ex-officio Governor with the right to vote;
- (b) one student, one Academic Staff Employee, one Administrative Staff Employee and one Support Staff Employee, each of whom shall be elected in accordance with the policy and procedures established by the Board of Governors (hereinafter referred to as the “**Internal Governor(s)**”); and
- (c) twelve other Governors (such Governors hereinafter referred to as “**External Governor(s)**”), four of whom shall be appointed by the LGIC and eight of whom shall be appointed by the members of the Board holding office at the time of the appointment; provided that none of the Governors appointed under this subsection shall be an employee or a student of a college of applied arts and technology.

### 3.5 QUALIFICATIONS

Upon proclamation of the ONCA, every Governor shall be an individual who:

- (a) is 18 or more years of age;
- (b) is not an undischarged bankrupt;
- (c) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) has not been found to be incapable by any court in Canada or elsewhere;
- (e) has not been declared an ineligible individual under the *Income Tax Act (Canada)*; and
- (f) is not a governor of another postsecondary institution in Ontario.

### 3.6 CONSENT

Upon proclamation of the ONCA, a Governor who is elected or appointed must consent to hold office as a director before or within ten (10) days after the election or appointment.

### 3.7 QUORUM

A quorum for a Board meeting shall be equal to the majority of the number of Governors, plus one.

### 3.8 ABSENT GOVERNORS

No person shall act for an absent Governor at a meeting of the Board of Governors.

### **3.9 TERM**

- (a) External Governors shall take office on the 1st day of September in the year of their appointment, or at which time the Order-in-Council becomes effective for Governors appointed by the LGIC, and shall hold office for such terms as are stipulated in their terms of appointment. External Governors shall not serve for more than three (3) years consecutively in one term, and shall not serve for more than six (6) years consecutively, but are eligible for reappointment after two years absence from the Board of Governors for successive terms not to exceed six years in total.
- (b) Internal Governors, other than a Governor elected by the students, shall hold office for a term of three years commencing on the 1st day of September in the year of their election. Internal Governors, other than a Governor elected by the students shall not serve for more than three years consecutively in one term, and shall not serve for more than six years consecutively, but are eligible for re-election after two years absence from the Board of Governors for successive terms not to exceed six years in total.
- (c) Internal Governors who are elected by the students shall hold office for a term of one year, commencing on the 1st day of September in the year of their election. Internal Governors who are elected by the students shall not serve for more than four years consecutively but are eligible for re-election after two years absence from the Board of Governors for successive terms not to exceed four years in total.
- (d) The terms of all Governors shall in all respects be governed by the OCAATA.

### **3.10 REMOVAL OF GOVERNORS**

- (a) The Board may remove a Governor from the Board in accordance with the provisions of this Section, except for:
  - (i) a member of the Board appointed by the LGIC; and
  - (ii) the President who is a member of the Board by virtue of office.
- (b) With respect to any Governor appointed by the LGIC if the Board believes there is a reason justifying the removal of the Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the LGIC.
- (c) The Governors may remove a Governor (other than one appointed by the LGIC) from the Board by ordinary resolution before the expiration of their term if:
  - (i) the Governor has failed to attend at least 50% of the meetings of the Board during a twelve (12) month period or four (4) consecutive meetings of the Board;

- (ii) the Governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;
  - (iii) the Governor has failed to comply with the conflict of interest requirements in the ONCA or the Minister's Binding Policy Directive on Conflict of Interest and any conflict of interest policy or code of conduct approved by the Board;
  - (iv) the Governor has failed to maintain the confidentiality of any information, discussions, or proceedings at in camera sessions of the Board;
  - (v) without limiting the above, the Governor has failed to observe and perform the Governor's fiduciary duty to the College; or
  - (vi) the Governor demonstrates conduct unbecoming of a Board member including but not limited to activities that are illegal, that are in breach of established Board policies, including the Governor's Code of Conduct, that demonstrate a lack of respect for Governors or Board decisions, or that constitute or demonstrate harassment, violence or discrimination.
- (d) The following procedures shall be followed in removing a Governor from the Board:
- (i) Meetings of the Board regarding the request for removal of a Governor may be formally called by the Chair, Vice-Chair, or by the Secretary on the request in writing of any two Governors.
  - (ii) The Governor who is the subject of the request for removal shall be given an opportunity to address the said meeting prior to the vote on said resolution.
  - (iii) The Board's declaration that a Governor's membership on the Board is vacated shall be made by ordinary resolution of the Board.
  - (iv) Subject to the written attestation required pursuant to Section 3.10(e)(iii), the resolution declaring the vacancy on the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.
- (e) Every decision of the Board to remove a Governor from the Board shall be reviewed by the Chair and the President, provided that such review procedure shall:
- (i) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a Governor were in compliance with this by-law;
  - (ii) not include a review of whether the decision of the Board was correct; and

- (iii) require the Chair and the President to sign a written attestation that the removal process was carried out in accordance with this by-law.
- (f) If any of the events of Section 3.10(c) have occurred, the Board shall, as an alternative to removing a Governor, have the option of imposing any one or a combination of the following sanctions:
  - (i) issuing a verbal reprimand; or
  - (ii) issuing a written reprimand; or
  - (iii) suspending the Governor for a period or term set by the Board; or
  - (iv) requesting that the Governor resign.

### **3.11 VACANCIES ON THE BOARD OF GOVERNORS**

- (a) The office of a Governor shall be automatically vacated:
  - (i) if a Governor dies;
  - (ii) if a Governor resigns;
  - (iii) if the Governor is no longer qualified as outlined in Section 3.5;
  - (iv) if the Governor is removed for reasons outlined in 3.10(c);
  - (v) if an External Governor becomes an employee of, or a full-time student of, a college of applied arts and technology; or
  - (vi) if an Internal Governor ceases temporarily or permanently to be a student, Academic Staff Employee, Administrative Staff Employee or Support Staff Employee, as applicable.
- (b) A resignation of a Governor becomes effective at the time the resignation is received by the College or at the time specified in the resignation, whatever is later.
- (c) Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.
- (d) Vacancies on the Board shall be filled as provided in Section 7 of the regulations of the OCAATA.

### **3.12 MEETINGS OF THE BOARD OF GOVERNORS**

Subject to the provisions of the OCAATA and the ONCA, the Board of Governors may hold its meetings at such time or times and at such place or places as it may from time to time determine. Meetings may be formally called by the Chair, Vice-Chair or by the Secretary on the direction in writing of any two (2) Governors. Notice of such meeting shall be given in accordance with Section

6.1 to each Governor not less than one (1) day before the meeting is to take place, or shall be mailed to each Governor not less than two days before the meeting is to take place. No formal notice to each Governor of any such meeting shall be necessary if all the Governors are present at such meeting or if those absent have signified their consent to the meeting being held in their absence.

The Board of Governors may consider or transact any business, either special or regular, at any meeting of the Board of Governors. Any meetings of the Board of Governors may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice as aforesaid shall be required of any such adjournment. Such adjournment may be made notwithstanding the absence of a quorum at such adjourned meeting.

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

### **3.13 REGULAR MEETINGS**

The Board of Governors may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the Board of Governors fixing the place and time of regular meetings of the Board of Governors shall be sent to each Governor forthwith after being passed, and shall be published on the College website maintained by the College. No other notice shall be required for any such regular meeting.

### **3.14 ATTENDANCE AT MEETINGS**

All meetings of the Board of Governors shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the Board of Governors, provided that where a matter determined by the Board of Governors to be confidential to the College is to be considered, the part of the meeting concerning such confidential matter may be closed to the public, or where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual may be closed to the public unless such individual requests, and the Board of Governors agrees, that that part of the meeting be open to the public.

### **3.15 MEETINGS BY TELEPHONIC OR ELECTRONIC MEANS**

Where all the Governors have consented thereto, any meeting of the Board of Governors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Governor participating in the meeting by those means is deemed to be present at the meeting.

The Board of Governors shall pass a resolution addressing the mechanics of holding such meetings and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes.

### **3.16 WRITTEN RESOLUTIONS**

A written resolution signed by all of the Governors shall have the same force and effect as if it had been passed at a duly called meeting of the Governors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

### **3.17 VOTING**

At each meeting of the Board of Governors, each Governor who is present shall be entitled to one vote and every question arising at any meeting of the Board of Governors shall be determined by a majority of votes cast on the question.

In the case of an equality of votes, a tie vote fails.

All votes taken at any meeting of the Board of Governors shall be taken by ballot if so demanded by any Governor present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima fade proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution; provided that any Governor present may require the number or proportion of votes recorded in favour of or against such resolution to be recorded in the minutes of such meeting.

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

- (a) the Governor was present at the meeting, unless,
  - (i) the Governors' dissent is entered in the meeting minutes;
  - (ii) the Governor requests that their dissent be entered in the meeting minutes;
  - (iii) the Governor gives their dissent to the meeting secretary before the meeting is terminated;
  - (iv) the Governor submits their written dissent immediately after the meeting is terminated to the College; or
- (b) the Governor was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Governor has not,
  - (i) caused their written dissent to be placed with the meeting minutes; or
  - (ii) 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.

### **3.18 RECORDS AND MINUTES OF MEETINGS**

The Board of Governors shall keep records and minutes of its proceedings that accurately reflect the proceedings of the Board of Governors and the Board of Governors shall submit to the Minister such minutes and records with respect to the business of the Board of Governors as may be requested by the Minister.

### **3.19 BORROWING**

The Board of Governors may from time to time:

- (a) borrow money on the credit of the College;
- (b) issue, reissue, sell, hypothecate, or pledge securities of the College;
- (c) give a guarantee on behalf of the College to secure performance of an obligation of any person; or
- (d) charge, mortgage, hypothecate, or pledge all or any of the personal property of the College, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the College.

### **3.20 CONFLICT OF INTEREST**

Every Governor shall comply with the requirements in the ONCA (as applicable) regarding conflict of interest. Every Governor shall also comply with any conflict of interest policy or code of conduct approved by the Board, including the Minister's Binding Policy Directive on Conflict of Interest.

### **3.21 COMPLIANCE WITH MINISTER'S DIRECTIVES**

Governors will comply with all of the Minister's Binding Policy Directives which define the expectations of the Ministry of Colleges and Universities regarding the College's compliance with the OCAATA.

### **3.22 REMUNERATION**

The Governors, other than a Governor by virtue of office, shall receive no remuneration for acting as such, but they shall be reimbursed by the College for reasonable expenses properly incurred by them in connection with meetings of the Board of Governors or other business of the College. A Governor may be compensated for services other than as a Governor pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

## **ARTICLE 4 OFFICERS**

### **4.1 APPOINTMENT OF PRESIDENT**

From time to time, the Board of Governors shall appoint a president who shall serve as President, at the pleasure of the Board of Governors, at such compensation and according to such terms and conditions as the Board of Governors shall determine.

### **4.2 APPOINTMENT OF OTHER OFFICERS**

The Board of Governors shall appoint a Chancellor, a Secretary and such other officers as the Board of Governors may determine, all of whom shall serve during the pleasure of the Board of Governors. The officers so appointed may, but need not be, Governors and one person may hold more than one office.

### **4.3 PRESIDENT**

The Board of Governors hereby delegates to the President the full authority to manage and direct the day-to-day business and affairs of the College, and to employ and discharge agents and employees of the College, subject to any lesser powers the Board of Governors may delegate, from time to time, as they shall determine; provided, however, that the Board of Governors shall not delegate to the President such matters and duties as by law must be transacted or performed by the Board of Governors. Without limiting the foregoing, the Board of Governors hereby delegates to the President the power, within the limits of the annually approved budget, to make or to authorize the making of disbursements on behalf of the College. The President shall conform to all lawful orders given to them by the Board of Governors and/or by the Chair thereof, and shall, at all times, give to the Board of Governors, or any Governor, all information which may be required by the Board of Governors regarding the affairs of the College. The terms and conditions of employment of the President shall be secured in a contract drawn between the President and the College.

### **4.4 CHANCELLOR**

The Chancellor is the ceremonial and titular head of the College, whose role includes presiding over convocations to confer degrees and diplomas, acting as an ambassador on behalf of the College and its graduates, and advancing institutional interests in public and political arenas. The Chancellor is appointed by the Board of Governors, upon the recommendation of a search subcommittee chosen by the Board, for a three year renewable term.

### **4.5 SECRETARY**

The Secretary or their delegate shall attend all meetings of the Board of Governors and record all facts and minutes of all proceedings thereof in the Board records kept for that purpose. They shall be the custodian of the corporate seal of the College, and of all books, papers, records, correspondence, contracts and other documents belonging to the College, which they shall deliver up when authorized to do so by the President or by a resolution of the Board of Governors, and to such person or persons as may be named in the resolution; and they shall perform such other duties as may from time to time be determined by the Board of Governors.

#### **4.6 DUTIES OF ALL OTHER OFFICERS AND STAFF OF THE COLLEGE**

The duties of all other officers of the College shall be such as the terms of their engagement call for, or the Board of Governors and/or the President may require of them, subject to the provision of any applicable statute or regulation governing the terms of their engagement.

The duties of all other staff of the College (other than officers), and the terms and conditions of their employment, shall be as determined from time to time by the various union agreements covering the employment of such staff or shall be guided by the terms and conditions recommended from time to time by the Council.

#### **4.7 RESIGNATION**

The President shall notify the Board of Governors upon the resignation of any officer of the College.

### **ARTICLE 5 PROTECTION OF GOVERNORS AND OFFICERS**

#### **5.1 FOR THE PROTECTION OF GOVERNORS AND OFFICERS**

No Governors or officers 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 of 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 money 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties their representative office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through the wrongful or wilful neglect or default of such Governor or officer 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.

#### **5.2 INDEMNITIES**

- (a) 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.
- (b) The College may advance money to an individual referred to in subsection 5.2(a) 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 subsection 5.2(c).

- (c) The College shall not indemnify an individual under subsection 5.2(a) unless: (i) 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 (ii) 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.

### **5.3 INSURANCE**

Subject to applicable laws, including 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.

## **ARTICLE 6 NOTICES**

### **6.1 METHOD OF GIVING NOTICE**

Whenever under the provisions of the by-laws of the College notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to: (i) each Governor at their latest address as shown in the College's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; (ii) to each officer, or committee member at their latest address as shown in the College's records; or (iii) to the College's auditor or the person appointed to conduct a review engagement of the College at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the ONCA and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The Secretary may change or cause to be changed the recorded address of any Governor, officer, auditor or committee member in accordance with any information believed by them to be reliable.

### **6.2 COMPUTATION OF TIME**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving a notice shall be excluded and the date of the meeting or of the event shall be included.

### **6.3 OMISSIONS AND ERRORS**

The accidental omission to give any notice to any Governor or officer of the College or to the public or any other person entitled thereto or the non-receipt of any notice by any Governor or officer or the public or any other person entitled thereto, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### **6.4 WAIVER OF NOTICE**

Any Governor, officer or any other person entitled thereto may waive any notice required to be given to them under any provision of the ONCA (as applicable) or the OCAATA or the by-laws of the College, and such waiver, whether given before or after the meeting or other event of which notices required to be given, shall cure any default in giving such notice.

## **ARTICLE 7 AUDITORS**

### **7.1 APPOINTMENT AND REMUNERATION**

The Board of Governors shall annually appoint an auditor licensed under the *Public Accounting Act, 2004* to audit the accounts and transactions of the College. Such auditor shall be instructed to prepare for submission to the Minister, not later than the 30th day of June in each year, an audited financial statement for the preceding fiscal year. The remuneration to be paid to the auditor shall be fixed by the Board of Governors. The Board shall immediately fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement.

## **ARTICLE 8 COMMITTEES**

### **8.1 COMMITTEES**

The Board of Governors shall, on the recommendation of the Governance and Nomination Committee, on an annual basis, appoint Governors to serve on committees of the Board of Governors, in such number and with such duties as the Board of Governors may from time to time prescribe by resolution.

Subject to the provisions of this section, the number of members of each committee shall be determined from time to time by the Board of Governors. Subject to the provision of this section, a quorum for meetings of the committees shall be a majority of the committee members thereof. All committees (other than specially provided) shall be subject to the authority of the Board of Governors, and no recommendation of the committees (save as specifically provided) shall be binding upon the Board of Governors or the College unless and until ratified by the Board of Governors. It shall be the duty of the Chair of each committee to file minutes of committee meetings with the Secretary of the Board of Governors. The Secretary of the Board shall, subject

to any other direction from time to time by the Board of Governors, be the secretary of each committee.

The Governance and Nomination Committee shall also be responsible for the annual nomination of the Chair, Vice Chair, and chairs of the committees of the Board, as well as committee membership, to the Board of Governors for approval. The members of such committees shall hold office at the pleasure of the Board of Governors. The Chair, the Vice-Chair, and the President shall be an ex-officio member of each such committee. Other persons invited to assist Board committees, as approved by the Board, will adhere to the Code of Conduct and shall review the Code with their respective committee chairs and sign the same attestation as Board members.

Without limitation, the committees shall include the Executive Committee, the Academic and Student Affairs Committee, the Finance and Property Committee, the Audit Committee, and the Governance and Nomination Committee.

## **8.2 EXECUTIVE COMMITTEE**

The members of Executive Committee shall include the Chair and Vice-Chair of the Board of Governors, the Chair of the Academic and Student Affairs Committee, the Chair of the Finance and Property Committee, the President and such other person or persons as the Board of Governors shall appoint. The Executive Committee shall, between meetings of the Board of Governors, have and exercise all the powers of the Board of Governors in respect of the management and direction of the affairs of the College, other than the powers which the ONCA prohibits the Board of Governors from delegating as set out in the by-law of the College.

A quorum for a meeting of the Executive Committee shall not be less than a majority of its members. The Chair shall act as chair of the Executive Committee. The chair alone or any two members of the Executive Committee shall have the authority to call a meeting of the Executive Committee at any time on forty-eight hours written notice or on such shorter notice as a majority of the Executive Committee may agree. The Secretary shall maintain minutes of all meetings of the Executive Committee and shall ensure that the minutes are circulated to all members of the Board of Governors as soon as reasonably possible after each such meeting, but, in any case, prior to the next meeting of the Board of Governors. The Secretary shall ensure that the minutes of the meeting of the Executive Committee are available for inspection by the Board of Governors at all times.

The committee shall operate as per its Terms of Reference and any other guidelines as established by the Board from time to time.

## **8.3 ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

The Academic and Student Affairs Committee shall examine the policies of the College with respect to program development, program review, new course proposals, academic standards, student recruitment and graduation, other issues directly relating to students and the services provided to students by the College, and any other matters regarding the educational activity and student affairs of the College, and shall make such recommendations with respect thereto to the Board of Governors as it deems appropriate, all in accordance with the overall academic plan and

mission statement of the College. All recommendations made by the Academic and Student Affairs Committee shall be reported to the Board of Governors at its next meeting.

The committee shall operate as per its Terms of Reference and any other guidelines as established by the Board from time to time.

#### **8.4 FINANCE AND PROPERTY COMMITTEE**

The Finance and Property Committee shall examine the monthly statements of accounts and the budget of the College and make recommendations with respect thereto to the Board of Governors as it deems appropriate and shall examine the policies of the College with respect to the acquisition, renovation and maintenance of all capital assets owned by the College, and shall make recommendations with respect thereto to the Board of Governors as it deems appropriate, all in accordance with the mission statement and strategic plan of the College. All recommendations made by the Finance and Property Committee shall be reported to the Board of Governors at its next meeting.

The committee shall operate as per its Terms of Reference and any other guidelines as established by the Board from time to time.

#### **8.5 AUDIT COMMITTEE**

The members of the Audit Committee shall be independent of management of the College and shall consist of a minimum of three (3) members, at least two (2) of which must be Governors, to be appointed by the Board of Governors. The Chair of the Audit Committee shall be named by the Board of Governors, on the recommendation of the Governance and Nomination Committee, from among the External Governors who are members of the Audit Committee. The auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any audit committee meeting.

Members of the Audit Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from management and of the College. Internal Governors of the Board are deemed to be independent from management for the purposes of the Audit Committee.

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

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

In accordance with the ONCA, a majority of the audit committee members must not be officers or employees of the College or of any of its affiliates and the Audit Committee shall review the College's financial statements before they are approved by the Board of Governors.

The Audit Committee shall operate as per its Terms of Reference and any other guidelines as established by the Board of Governors from time to time.

## **8.6 GOVERNANCE AND NOMINATION COMMITTEE**

The Governance and Nomination Committee is established to assist the Governors in carrying out the affairs of the College in connection with matters related to governance performance, the review and assessment of Board governance practices, the recommendation of measures to employ in assessing governance performance, the nomination for vacancies in the Board and the development of selection criteria and profiles for the nomination and performance of Board members, the annual nomination of the Chair, Vice Chair, and chairs of the committees, committees' membership, as well as matters that may be referred to it.

The membership of the committee shall consist of at least three (3) voting members, including the Chair, who shall be appointed by the Board. The Chair of the Governance and Nomination Committee shall be an External Governor. The Board shall fill a vacancy on the Governance and Nomination Committee by appointing a new member to the committee.

The committee shall operate as per its Terms of Reference and any other guidelines as established by the Board from time to time.

## **8.7 DELEGATION TO A COMMITTEE**

The Board of Governors may delegate to any committee, any of the powers of the Governors other than the following powers:

- (a) to fill a vacancy among the Governors or in the position of auditor or of a person appointed to conduct a review engagement of the College;
- (b) to appoint additional Governors;
- (c) to issue debt obligations except as authorized by the Governors;
- (d) to approve any annual financial statements; or
- (e) to adopt, amend or repeal by-laws.

## **8.8 OTHER COMMITTEES GOVERNED BY THE BOARD**

- (a) Advisory College Council

The Board of Governors shall establish, in accordance with guidelines established by the Minister, an Advisory College Council through which the staff and students of the College may provide advice to the President of the College.

(b) Program Advisory Committees

The Board of Governors shall ensure that program advisory committees are established for each program of instruction or related program cluster, consistent with the requirements of the Ministry of Colleges and Universities. Committee members are external leaders in their fields with a diversity of program-related experience and expertise. The Program Advisory Committees report to the Board of Governors through the College President, and operate consistent with Board-established policy.

**ARTICLE 9  
RULES AND REGULATIONS**

**9.1 GENERAL**

The Board of Governors may prescribe such rules and regulations not inconsistent with the by-laws of the College relating to the management and operation of the College as it deems expedient.

**9.2 RULES OF ORDER**

In all instances not provided for in this by-law, the provisions of Roberts Rules of Order shall be applicable to all meeting procedures of the College.

**ARTICLE 10  
BY-LAWS**

**10.1 AMENDMENT**

The Board may, by resolution, make, amend or repeal any by-law that regulate the activities or affairs of the College.

All previous by-laws of the College related to the subject matter of this by-law are repealed upon the enactment of this by-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Governors with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

The by-laws of the College shall be open to examination by the public during the normal office hours of the College and available to the public on the website of the College.

**10.2 RATIFICATION**

Save as provided in Section 10.3, all by-laws, contracts, and proceedings of the Board of Governors enacted, made, done, or taken since the creation of the College are hereby approved, ratified, and confirmed.

### 10.3 REPEAL

All other by-laws of the College inconsistent herewith are, and the same are hereby, repealed. Such repeal shall not affect the previous operation of any such by-law or affect the validity of any act done or right or privilege, obligation or liability required or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Board of Governors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

We hereby certify that the foregoing by-law was enacted by the Board of Governors on **June 7, 2023**.



---

Chair



---

Secretary