BYLAW #1

THE BOARD OF GOVERNORS OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BE IT ENACTED as a bylaw of THE BOARD OF GOVERNORS OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY (herein called the Corporation) for the general conduct of the affairs of the Corporation as follows:

1. INTERPRETATION

1.1 In this bylaw, the following terms shall have the indicated meanings:

1.1.1 "academic staff member", "administrative staff member", "support staff member" and "student" shall have the same meanings as defined in the Regulations;

1.1.2 "Act" shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time;

1.1.3 "Board" shall mean the Board of Governors of the Corporation;

1.1.4 "Regulations" shall mean the regulations made under the "Act";

1.1.5 "spouse" and "same sex partner" shall have the same meanings as defined in the Regulations.

1.2 In these bylaws and in all other bylaws and special resolutions of the Corporation 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.

2 **HEAD OFFICE:** The Head Office of the Corporation shall be in the City of Ottawa in the Province of Ontario and at such place therein as the governors may from time to time determine.

3 **SEAL**: The seal, an impression whereof is stamped at the end of this bylaw, shall be the corporate seal of the Corporation.

4 BOARD OF GOVERNORS

4.1 **Size and Constitution of Board:** Subject to the transition procedure set out in section 4(10) of the current Ontario Regulation 34/03 the Board shall consist of seventeen (17) governors of whom: twelve (12) governors, hereinafter referred to as "external" governors, shall be appointed in the manner provided in section 4.2 below; four (4) additional governors, hereinafter referred to as "internal" governors, shall be elected as provided in section 4.3 below; and the President of the Corporation (who shall for the purposes of the Regulations be regarded as "the President of the College") shall be appointed by the Board pursuant to section 11.5.4 hereof and who shall be a voting member of the Board by virtue of office.

4.2 **Appointment of External Governors:** The external governors shall be appointed as follows:

4.2.1 Four (4) governors are to be appointed by the Lieutenant Governor in Council ("LGIC"). For each governor to be appointed by the LGIC, the College shall forward to the Colleges Unit of the Ministry of Training, Colleges and Universities, up to three (3) nominees;

4.2.2 Eight (8) governors are to be appointed by the members of the Board holding office at the time of appointment;

4.2.3 A member of the Board appointed under sections 4.2.1 and 4.2.2 shall not participate in a vote of the Board relating to a renewal or extension of his or her appointment.

4.3 **Election of Internal Governors:** The internal governors shall comprise one student, one academic staff member, one administrative staff member, and one support staff member, each of whom shall be elected by the students, academic staff members, administrative staff members and support staff members, respectively, in accordance with the procedures established in Bylaw No. 3 of this Corporation.

4.4 **Eligibility Requirements of External Members:** No person shall be eligible for appointment as an external governor if such person is a student or an employee of a College of Applied Arts and Technology.

4.5 **Term and Term Limits:**

4.5.1 Each external governor and each internal governor (other than the student governor) shall be appointed or elected, as applicable, for a term not to exceed 3 years;

4.5.2 Each student governor shall be elected for a term of 1 year;

4.5.3 Each governor shall take office on the first day of September in the year of appointment or election;

4.5.4 Notwithstanding the length of the term to which an internal governor may be elected, such term shall immediately terminate upon such governor ceasing temporarily or permanently to be a student, academic staff member, administrative staff member or support staff member, as applicable. Provided that a student governor who graduates prior to the expiration of such student governor's term may continue to serve until the 31st day of August in such student's year of graduation;

4.5.5 No person shall serve as an external governor or internal governor (other than the student governor) for more than 6 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed 6 years;

4.5.6 No person shall serve as the student governor for more than 4 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election for successive terms not to exceed 4 years.

4.6 **Vacancies**:

4.6.1 Where a vacancy occurs among the external governors of the Board appointed by the LGIC pursuant to section 4.2.1, the College shall forward to the Colleges Unit of the Ministry of Training, Colleges and Universities (MTCU), up to three (3) nominees for each vacant position in accordance with the direction provided by MTCU in the October 12, 2010, memo from Nancy Naylor, Assistant Deputy Minister providing direction on the New Appointment Processes for Lieutenant Governor In Council-appointed College Governors;

4.6.2 Where a vacancy occurs among the external governors of the Board appointed by the Board pursuant to section 4.2.2, the Board shall appoint a person to fill the vacancy;

4.6.3 Where a vacancy occurs among the internal governors of the Board, such of the students, academic staff members, administrative staff members, or support staff members as originally appointed the governor whose position is vacant shall elect a person to fill the vacancy; such election to be conducted in accordance with the procedures set forth in Bylaw No. 3;

4.6.4 The term of the person appointed or elected pursuant to section 4.6.1 or 4.6.2 shall be for the remainder of the term of the governor whose position became vacant, and shall commence upon such appointment or election and shall terminate on August 31st in the year in which such term expires.

5 POWERS OF THE BOARD

5.1 The Board shall oversee the direction and management of the College.

5.2 The Board may make, or cause to be made, in the Corporation's name any kind of contract which the Corporation 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 Corporation is authorized to exercise and do, as provided by any applicable statute or law.

5.3 Without in any way derogating from the foregoing, the Board is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property movable or immovable, real or 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.

6 MEETINGS OF THE BOARD

6.1 **Calling of Meetings:** Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. Governors' meetings may be formally called by the Chair or Vice Chair or by the Secretary or Treasurer on the direction of the Chair, or of the Vice Chair or of any two (2) governors.

6.2 **Notice of Meetings:** The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named and in respect of such regular meetings no notice need be given to the governors but notice of the days and times so appointed shall be posted in the foyer of the main administration building. Where urgent conditions prevail, notice of a Board meeting shall be delivered, telephoned or sent by electronic mail 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 four (4) days before the meeting is to take place. Notice of all meetings of the Board shall be given to the public by posting of a notice in the foyer of the main administration building concurrent with the giving of notice to the governors. The certificate of the Secretary or Treasurer or Chair that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The governors may consider or transact any business, either special or general, at any meeting of the Board.

6.3 **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.

6.4 **Quorum:** Ten (10) governors shall form a quorum for the transaction of business at any meeting of the Board. No business shall be transacted at any meeting unless the requisite quorum shall be present.

6.5 **Meetings to be Public**: Subject to section 6.6 below, meetings of the Board shall be open to the public and no person shall be excluded from such a meeting except for improper conduct as determined and expressed by resolution of the Board.

6.6 **In Camera**: The Board may conduct that part of its meeting in camera as concerns:

6.6.1 Such items as individual personnel matters, strategic labour relations, real and personal property transactions, 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;

6.6.2 Matters of a personal nature concerning an individual unless such individual requests and the Board agree that the matter may be discussed in public.

All governors shall keep all information, discussions and proceedings at in camera sessions of the Board strictly confidential.

6.7 **Adjournments:** Any meeting 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. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be given in the same manner as provided in section 6.1.

6.8 **Errors in Notice:** No error or omission in giving such notice for a meeting of governors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any governor may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.9 **Voting**:

6.9.1 Except for votes to amend or adopt bylaws, questions arising at any meeting of governors shall be decided by a majority vote. Votes to amend or adopt bylaws shall require a two-thirds majority. In the case of an equality of votes, the Chair shall have a second or casting vote;

6.9.2 All votes at any such meeting shall be taken by ballot, if so demanded by any governors present; but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

6.93 Unless there is a demand for a recorded vote, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such

resolution. In the absence of the Chair, the Chair's duties may be performed by the Vice Chair or such other external governor as the Board may from time to time appoint for the purpose.

6.10 **Meetings by Electronic Means:** Meetings of the Board may be held by means of such telephone, electronic, or other communication facilities as will permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member of the Board participating by such means shall be deemed to be present at that meeting and shall be counted for the purposes of quorum.

7 COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS

The Board of Governors shall comply with the Minister's Binding Policy Directive on Conflict of Interest issued under the Act. Should any provision in this section be in conflict with this Policy Directive or any further Policy Directives issued by the Minister, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions of this section. Notwithstanding the above, any provisions of this section that exceed the minimum requirements contained in the aforementioned Policy Directive are not in conflict with such and shall remain in force.

7.1 **Definitions**:

7.1.1 **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 as a governor that it influences the exercise of these duties and responsibilities.

7.1.2 **Internal governor:** For the purpose of this section 7, the president of the college shall be deemed to be an internal governor.

7.1.3 **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.

7.1.4 **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.

7.2 **Principles**

7.2.1 Members of the Board are expected to act honestly and uphold the highest ethical standards.

7.2.2 Members of the Board are obligated to perform their official duties and conduct themselves in a manner that will bear the closest public scrutiny because colleges are part of the broader public sector and are subject to greater public scrutiny than private organizations.

7.2.3 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.

7.2.4 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.

7.2.5 Each governor (regardless of how the governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

7.2.6 All governors shall annually complete the Code of Ethical Conduct and Governor's Agreement being Appendix 1 to the Governor's Code of Ethics in which, among other things, they shall agree to comply with the Minister's Binding Policy Directive on Conflict of Interest issued under the Act and to comply with their obligations respecting the Governor's Code of Ethics and the Code of Ethical Conduct.

7.3 **Minister's Binding Policy Directive**

7.3.1 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.

7.3.2 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 in respect to any agenda item.

7.3.2.1 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 this 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

7.3.3 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.

7.3.4 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.

7.3.5 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.

7.3.6 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.

7.3.7 Where there has been a failure on the part of a member of the Board to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the Board is to:

7.3.7.1 Issue a verbal reprimand; or

7.3.7.2 Issue a written reprimand; and/or

7.3.7.3 Request that a member of the Board resign; and/or

7.3.7.4 Remove the member of the Board through processes established in Board bylaws.

7.4 Without limiting the general application of the Minister's Binding Policy Directive on conflict of interest, the Board shall recognize the following circumstances as an actual conflict of interest requiring the affected Board member to conduct themselves in accordance with s. 7.3.2.1. hereof:

7.4.1 President:

7.4.1.1 Agenda items relating either directly or indirectly to the President's compensation, perquisites, and/or benefits;

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

7.4.2 Internal Governors:

7.4.2.1 Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment and/or academic programs in relation to their constituent group;

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

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

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

7.4.3 Student Governor:

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

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

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

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

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

7.5 **Insignificant Conflicts**

The Minister's Binding Policy Directive does not apply where 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 (e.g., students, support staff, academic staff, administrative staff). This Binding Policy Directive does not apply where the issue is one of general or public information.

7.6 **Disclosure of Interests in Contracts**

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

7.6.2 If a governor has made a declaration of his or her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the resolution which awards the contract (or, in the case of a conflict declared in accordance with section 7.3.5 hereof, the governor has not voted on the resolution confirming the award of the contract), the governor is not accountable to the Corporation 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.

8 REMOVAL OF GOVERNORS

8.1 The Board may remove a governor (other than the President or members of the Board appointed by the Lieutenant Governor in Council) from the Board by a resolution of the governors (enacted pursuant to section 8.2 below) if:

8.1.1 The governor has failed to attend, without leave of the Board, at least 50% of the regular meetings of the Board in any 12 month period or 4 successive meetings of the Board;

8.1.2 The governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;

8.1.3 The governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest which is set forth in section 7 of this Bylaw;

8.1.4 The governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;

8.1.5 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;

8.1.6 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:

8.1.6.1 Harassment (including activities that would constitute harassment under College directives);

8.1.6.2 Violence (including activities that would constitute violence under College directives);

8.1.6.3 Conviction of a criminal offense;

8.1.6.4 Conduct unbecoming of a member of the Board;

8.1.6.5 Discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College directives).

8.1.7 The governor has refused or is unable to comply with the provisions of the Governor's Code of Ethics being Appendix A to this Bylaw #1; and,

8.1.8 The governor has failed to observe and comply with the provisions of the Governor's Code of Ethics being Appendix A to this Bylaw #1.

8.2 Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chair is to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the "Grounds"). If the discussions do not result in a

satisfactory explanation or solution, the matter is to be brought to the Board in an in camera session, and the Board is to determine by resolution, passed by at least two-thirds of the votes cast, whether the Subject Governor is to be removed. The notice for the in camera session is to specify the intention to pass a resolution removing the Subject Governor and the Grounds therefore. The Subject Governor is to be given an opportunity to respond to the Grounds by addressing the Board at the in camera session, but is to refrain from voting. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.

8.3 Any person who is removed as a governor from the Board may apply to the Executive Committee to review the decision to remove the person from the Board. As provided in the Regulations, the Executive Committee's review shall be subject to the following:

8.3.1 The Executive Committee's review is limited to determining whether the removal was for a reason set out in this Bylaw and in accordance with the procedure established in this Bylaw and does not include a review of whether the Board was correct in removing a governor of the Board;

8.3.2 The Chair of the Board and the President shall sign a written attestation that the removal process was carried out in accordance with this Bylaw;

8.3.3 The decision of the Executive Committee on whether the decision of the Board was made for a reason set out in this Bylaw and in accordance with the procedure established in this Bylaw is final and binding.

8.4 With respect to any member of the Board appointed by the Lieutenant Governor in Council pursuant to section 4.2.1 of this Bylaw, if the Board believes that there exist reasons for justifying the removal of such member from the Board, the Board may set those reasons out in a report to the Minister of Training, Colleges and Universities for referral to the Lieutenant Governor in Council.

9 REMUNERATION OF GOVERNORS AND COMMITTEE MEMBERS

9.1 The governors of the Corporation shall serve without remuneration and no governor shall directly or indirectly receive any profit from his position as such; provided that a governor may be paid reasonable travel and living expenses incurred by him in the performance of his duties.

9.2 The provisions of section 9.1 shall apply equally to all members of committees and subcommittees of the Board.

10 PROTECTION OF GOVERNORS AND OFFICERS

10.1 **Indemnification by Corporation:** 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:

10.1.1 All costs, charges and expenses whatsoever 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.

10.2 No governor or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such governor's or officer's own wrongful and wilful act or through such governor's or officer's own wrongful and wilful neglect or default.

10.3 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. Subject to compliance with the provisions of section 7 hereof, If any person who is a governor or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a governor or officer of the Corporation shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

11 OFFICERS OF THE CORPORATION

11.1 **Officers:** There shall be a Chair, a Vice Chair, a President, a Secretary and a Treasurer, and such other officers as the Board may determine by resolution from time to time. The Chair and Vice Chair shall be external governors of the Board. The other officers of the Corporation (excepting the President who is a member of the Board by virtue of office) need not be members of the Board.

11.2 **Appointment:** At the May or June meeting of the Board each year, the Nominating Committee shall bring forward a recommendation for appointment of the Officers and

Committee Chairs requiring annual appointment. Following their appointment by resolution of the Board, the Officers and Committee Chairs will assume their responsibilities on the 1st of September each year. If the Board shall fail to appoint any or all of such officers by September 1st, the incumbents for whom no replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice Chair whose term as governor has expired.

11.3 **Remuneration:** The governors may, in accordance with, and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration to be paid to Officers of the Corporation.

11.4 **Removal:** All Officers, in the absence of agreement to the contrary, shall be subject to the removal from that office of the Corporation by resolution of the Board at any time with or without cause.

11.5 **Duties of Officers:** The duties of the Officers are as follows:

11.5.1 **Chair.** The Chair shall be appointed annually and shall, when present, preside at all meetings of the Board. He or she shall, together with the Secretary or other officer appointed for the purpose, sign all bylaws of the Corporation; and he or she shall sign such contracts, documents or instruments in writing as require his or her signature. The Chair shall also have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incidental to his or her office and shall interpret the resolutions of the Board and the intent of the Bylaws.

11.5.2 **Vice Chair**. The Vice Chair shall be appointed annually and shall have such powers and perform such duties as may be assigned to him or her by the Board, and in the absence or inability to act of the Chair, shall perform all the duties and have all the powers of the Chair and if a Vice Chair, or such other external governor as the Board may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair shall be presumed with reference thereto.

11.5.3 **President**. The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President such authority to manage and direct the business and affairs of the Corporation, except such matters and duties as by law must be transacted or performed by the Board, and further to employ and discharge agents and employees of the Corporation as the President may from time to time decide. He or she shall conform to all lawful orders given to him or her by the Board of the Corporation and/or by the Chair thereof and shall at all reasonable times give to the governors or any of them all information they may require regarding the affairs of the Corporation.

11.5.4 **Secretary:** The Secretary shall be the President unless the Board shall otherwise determine in which event the Secretary shall be appointed annually. The Secretary shall:

11.5.4.1 Be ex-officio clerk of the Board;

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

11.5.4.3 Give, or cause to be given, all notices required to be given to governors;

11.5.4.4 Be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board to do so;

11.5.4.5 Perform such other duties as may from time to time be determined by the Board.

11.5.5 Treasurer. The Treasurer shall be the Vice President, Finance unless the Board shall otherwise determine in which event the Treasurer shall be appointed annually. The Treasurer shall:

11.5.5.1 Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;

11.5.5.2 Deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board;

11.5.5.3 Disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore;

11.5.5.4 Render to the Board at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation;

11.5.5.5 Co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation;

11.5.5.6 Perform such other duties as may from time to time be determined by the Board.

11.5.6 Other Officers. The duties of all other Officers of the Corporation shall, subject to the provisions of any applicable statute or regulation, be such as the terms of their engagement call for or the Board or the President require of them.

11.6 Vacancies

11.6.1 If the office of the Chair or Vice Chair, or one or more of them, shall become vacant by reason of death, resignation, and disqualification or otherwise, the Board shall appoint one of the external governors to fill such vacancy.

11.6.2 If the office of the Secretary, Treasurer or President, or one or more of them, shall become vacant, such vacancy shall be filled as the Board may appoint.

11.7 **Delegation of Duties of Officers.** In case of the absence or inability to act of the Chair, a Vice Chair or any other Officer of the Corporation or for any other reason that the governors may deem sufficient, the governors may delegate all or any of the powers of such Officer to any other Officer or to any external governor for the time being.

12 EXECUTION OF DOCUMENTS

12.1 **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, in such manner as the Board may from time to time designate by resolution.

12.2 **Contracts, documents or instruments in writing:**

12.2.1 Contracts, documents or instruments in writing, required to be signed by the Corporation, may be signed by any two of the Chair, the Vice Chair, the President, the Secretary (where the Secretary is someone other than the President), and the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality;

12.2.2 The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Officer or Officers, person or persons appointed by resolution of the Board pursuant to section 12.2.5 hereof;

12.2.3 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

12.2.4 In particular without limiting the generality of the foregoing, any two of the Chair, the Vice Chair, the President, the Secretary (where the Secretary is someone other than the President), and the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities;

12.2.5 Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, 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 Corporation may or shall be executed.

13 BOOKS AND RECORDS

13.1 The Board shall ensure that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

13.2 Without limiting the generality of section 13.1 immediately preceding, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.

13.3 The Bylaws of the Corporation:

13.3.1 Shall be open to examination by the public during the normal office hours of the Corporation; and

13.3.2 Whenever possible, shall be available to the public at no charge on the Corporation's website.

14 STANDING COMMITTEES

14.1 The Board may, from time to time, appoint committees, consisting of such persons as may from time to time be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of such committees. The members of such committees shall hold office during the pleasure of the Board, and the Chair and the President shall be ex-officio members of each such committee.

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

14.3 The Secretary shall record or cause to be recorded the minutes of the 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. Any such committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum for any such standing committee shall be a majority of the governors on the committee. Questions arising at any meeting of a committee shall be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

15 AUDIT COMMITTEE

15.1 The Audit Committee heretofore established by resolution of the Board is hereby confirmed and continued to assist the governors in connection with all matters that may be properly referred to it by the Board. The Audit Committee shall be composed of four external governors and the Chair of the Board. The President of the College shall be a non-voting member of the Audit Committee.

15.2 Each Audit Committee member shall be appointed by the Board for a term of one (1) year, and such term may be extended for one (1) year at a time while the Audit Committee member continues as a governor of the College. The Board shall fill a vacancy on the Audit Committee by appointing a new member to the Committee.

16 GOVERNANCE COMMITTEE

16.1 The Governance Committee is established to assist the governors in carrying on the affairs of the Corporation in connection with matters relating 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 as well as the management and assessment of the Board's continuing orientation, education and development activities, and all other matters that may be properly referred to it. The Governance Committee may also be responsible for the annual nomination of the Chair, Vice Chair, Secretary (if other than the President), Treasurer (if other than the Vice President, Finance), such other Officers as the Board may determine are to be appointed annually, Chair of the Audit Committee, Chair of the Governance Committee, Chair of any other standing committees which the Board may constitute and which require the annual appointment of a Chair. The Governance Committee shall be composed of up to five governors who shall be appointed by the Board, in addition to the Chair of the Board and the President who shall be ex officio members. The Chair of the Governance Committee shall be an external governor and a majority of members of the Governance Committee shall be external governors.

16.2 Each Governance Committee member shall be appointed for a two year term subject to an annual review, removal and renewal by the Board.

17. EXECUTIVE COMMITTEE

17.1 The Executive Committee, heretofore established by resolution of the Board is hereby confirmed and continued to assist the governors in carrying on the affairs of the Corporation in connection with all matters that may be properly referred to it by the Board. The Committee shall consist of the Chair, the Vice Chair, the Chair of the Audit Committee, the Chair of the Governance Committee, and the Past Chair, or in the event that there is no past Chair, this position shall remain vacant. In the event of any such offices other than the Past Chair being vacant, one other external governor will be appointed by the Board to fill such vacancy. In addition, the President shall be an ex-officio member of the Executive Committee by virtue of office. The Executive Committee is empowered to act on behalf of the Board during the summer as well as on other occasions when a quick decision is required and it is not possible to achieve the requisite quorum of Governors.

18. MEMBERS

18.1 The members of the Corporation shall consist of such persons as are from time to time appointed governors of the Corporation in accordance with the provisions of these Bylaws. The interest of a member is not transferable and lapses and ceases to exist when he or she ceases to be a member of the Board of the Corporation by his or her resignation, expiration of his or her term of office as a governor or otherwise in accordance with these Bylaws or as provided by any applicable statute or law.

19. MEETINGS OF MEMBERS

19.1 Annual and Other General Meetings.

19.1.1 The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the said governors shall appoint.

19.1.2 The annual meeting shall be the meeting at which the audited financial statements are received, in addition to any other business that may be transacted. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board or the Chair or Vice Chair shall have power to call at any time a general meeting of the members of the Corporation.

19.2 Notice of Meetings

19.2.1 Notice of the time and place of every annual or general meeting of members shall be made by sending notice of the time and place of any such meeting which

shall be delivered or telephoned not less than ten (10) days prior to the time fixed for the holding of any such meeting. Provided always that any meeting of members may be held for any purpose at any date and time and any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members waive notice thereof or otherwise signify in writing their consent to such meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting.

19.2.2 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

19.3 **Adjournments.** Any meeting of the members of the Corporation 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. Such adjournment may be made notwithstanding that no quorum is present. In the event of adjournment a notice of the re-scheduled meeting is required.

19.4 **Quorum.** Ten (10) governors shall form a quorum for the transaction of business at any meeting of the members. No business shall be transacted at any meeting unless the requisite quorum shall be present.

19.5 Voting

19.5.1 Except for votes to amend or adopt bylaws, questions arising at any meeting of members shall be decided by a majority vote. Votes to amend or adopt bylaws shall require a two-thirds majority. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

19.5.2 All votes at any meeting of members shall be taken by ballot, if so demanded by any members present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. Unless there is a demand for a recorded vote a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

19.6 **Chair.** In the absence of the Chair and the Vice Chair of the Board, the external members present at any meeting of members shall choose one of their members to be Chair of the meeting.

19.7 **Polls.** If at any meeting a poll is demanded on the election of a Chair of the meeting or

on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. FINANCIAL YEAR

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

Enacted this 12th day of June, 2012.

Chair

Secretary

Appendix A to Bylaw #1

GOVERNOR'S CODE OF ETHICS

BACKGROUND

Since public trust and confidence are vested in the Board of Governors, the Board and individual Governors have a commitment to discharge their responsibilities and duties in a manner that inspires respect and adheres to the highest standards of conduct. This Code of Ethics outlines the specific conduct required of Governors. It is closely linked with sections 7 and 8 of Algonquin College Bylaw #1 and Minister's Binding Policy Directive on Conflict of Interest issued April 1, 2003 under the provisions of the Ontario Colleges of Applied Arts and Technology Act as amended from time to time.

CODE OF ETHICS

1. Governors will consistently comply with the fiduciary duty of a college Governor to act honestly, in good faith, and in the best interest of the college.

2. As representatives of the citizens of Ontario, Governors must avoid conflict of interest with respect to their fiduciary responsibility. Specific provisions regarding conflict of interest are outlined in College Bylaw #1 section 7 and the Minister's Binding Policy Directive on Conflict of Interest issued under the Act.

3. Governors will respect the confidentiality appropriate to issues of a sensitive nature, and all information in-camera must be kept confidential. Subsequent discussions of confidential issues may only involve those participants who attended or who were eligible to attend the original confidential discussions.

   Issues determined to be confidential will remain confidential until they are released publicly through appropriate means.

4. Governors will promote Board policies and support Board decisions. Once a decision has been made, the Board will speak with one voice with respect to that decision. Governors will only speak on behalf of the Board when requested to act on behalf of the Chair.

5. Governors will respect each other and the democratic process.

6. Governors are volunteers and are expected to attend all regularly scheduled Board meetings and planning workshops. Notification for unavoidable absence should be provided to the Chair via the Board Secretary before the meeting.

The Chair is responsible for addressing attendance problems. Unacceptable attendance could result in the Chair requesting the Governor's resignation. The following attendance patterns are unacceptable and constitute a breach of the Governor's Code of Conduct:

- missing a total 50% of regular Board meetings in a year or 4 successive meetings of the Board without leave of the Board;

- frequent late arrivals at Board meetings or early departures, unless the reason for the late arrival is deemed justifiable.

Note: Under extenuating circumstances, Board members may submit a written request for a leave of absence which will be considered by the Board in the closed portion of the Board meeting.

7. Governors will not attempt to exercise individual authority within the College. Any interactions with the President or staff must occur in accordance with Board policy and the Role of the Governor. Governors who are approached about operational issues should refer the person/issue to the President.

8. Governors in their interactions with the public, press or other groups must recognize that an individual Governor cannot speak for or represent the Board on Board matters, College business, College administration or College governance without specific authority granted by the Board and that they have no legal or moral authority as an individual outside of Board meetings to represent the Board or comment on Board matters, College business, College administration or College governance except that authority as is specifically granted to the individual Governor by the Board.

9. Each Governor shall annually sign the Code of Ethical Conduct and Governors' Agreement (Attachment 1 hereto).

10. It is the responsibility of the Board Chair to ensure that Governors have had the opportunity to review the Code of Ethical Conduct before the first meeting of the Board in September and to secure their signatures on the Governors' Agreement included in Attachment 1 hereto at that meeting, or before the next scheduled meeting of the Board, at the latest.

Attachment 1 to Bylaw #1

Code of Ethical Conduct and Governors' Agreement

Algonquin College of Applied Arts and Technology has an outstanding reputation in the community for its integrity, loyalty, dedication and commitment as well as its high quality training and educational programs. In support of this positive image, it is expected and required that the Governors conduct themselves in a professional, respectful and collegial manner while carrying out their responsibilities as Board Members.

As a Governor of Algonquin College, I hereby commit myself to the highest ethical conduct as an individual and a member of the Board and will strive at all times to:

1. Comply with the Minister's Binding Policy Directive on Conflict of Interest issued under the Act , the Governor's Code of Conduct being Appendix A to Bylaw #1 and this Code of Ethical Conduct.

2. Work with fellow Governors and the College President in a co-operative and respectful manner, remembering that I am accountable to the community as a whole, and not any special interest group(s).

3. Support my fellow Governors in fulfilling ethical, fiscal and professional obligations.

4. Participate actively in Board and committee meetings, respecting the opinions of others.

5. Practice and uphold openness and transparency in the conduct of Board business as demanded by the legislation and regulations governing colleges in Ontario while respecting confidentiality when required by law, regulation or policy.

6. Honour and follow the rules of order and procedure adopted by the Board to facilitate meetings and decision-making.

7. Base my decisions on the facts of each situation, vote with honest conviction, unswayed by any special interests and honour and uphold all majority decisions taken by the Board.

8. Ensure the College's mission, values and strategic plan and objectives are achieved in a democratic and fiscally responsible manner which meets the needs of learners, enables staff to carry out their responsibilities competently and ethically and which enhance the College's public image.

9. Treat my fellow Governors, College staff, students and the general public in a fair and equitable manner, regardless of race, religion, gender, sexual orientation, disabilities, age or national origin.

10. Accept the consequences of any of my actions which violate this Code of Ethical Conduct, the Governors' Code of Conduct or the MTCU Minister's Binding Policy Directives on Conflict of Interest and abide by the resulting decisions.

11. Participate fully in any review conducted under this Code of Ethical Conduct, the Governors' Code of Conduct or the MTCU Minister's Binding Policy Directives on Conflict of Interest and any revisions decided upon.

12. Generally be guided by high ethical standards in my performance of Board responsibilities.

I, < > hereby acknowledge receipt of a copy of and agree to abide by this Algonquin College Code of Ethical Conduct, the Governors' Code of Conduct and the MTCU Minister's Binding Policy Directives on Conflict of Interest at all times in exercising my responsibilities as a Governor.

Signature of Governor:_____ Date:_____

To ensure that Governors have been duly informed of their obligation and that they understand this obligation and the consequences associated with violating the Code of Ethical Conduct and supporting policies and guidelines, the following written sign off is required:

This is to confirm that a copy of the Code of Ethical Conduct, Governors' Code of Conduct and the MTCU Minister's Binding Policy Directives on Conflict of Interest have been provided, reviewed and explained to < > who has pledged to honour all obligations under it, and has provided his/her signature as confirmation of that pledge.

Signature of Board Chair:_____

Date:_____

BYLAW #3

THE BOARD OF GOVERNORS OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BE IT ENACTED as a Bylaw of the Board of Governors of The Algonquin College of Applied Arts and Technology (the "College") for the Election of College Constituent Groups to the Board of Governors as follows:

1. **POLICY**

1.1 In accordance with the *Regulation* emanating from the Ontario Colleges of Applied Arts and Technology Act, all members of the constituent groups of the College (Academic Staff Members, Administrative Staff Members, Students and Support Staff Members) shall have an opportunity for effective participation in the nomination and election process for membership on the Board of Governors (the "Board") of the College.

1.2 In support of the *Regulation,* the following Bylaw has been developed after consultation with representatives of the constituent groups.

2. **DEFINITION**

There are four constituent groups at the College:

- Academic Staff Member means a person who is employed by the College as a teacher, counsellor or librarian;
- Administrative Staff Member means a person who is employed by the College and who is not an Academic Staff Member, a Support Staff or a Student;
- Student means a person who is enrolled in a course or program of instruction at the College;
- Support Staff Member means a person who is employed by the College as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or Early Learning Centre.

3. **ELECTORAL COMMITTEE**

3.1 The Board has established an Electoral Committee to ensure the observance of this bylaw and the implementation of the *Regulation*.

3.2 The Electoral Committee is composed of the presidents of the:

- Students' Association
- Support Staff Local
- Academic Staff Local
- Administrative Staff Association.

3.3 The presidents may each designate a member of their respective constituent groups to replace them on the Electoral Committee.

3.4 In addition, the Board will appoint the President of the College or his/her designate as the Chair of the Electoral Committee.

3.5 The Electoral Committee reports to the Chair of the Board.

3.6 The Electoral Committee recognizes the rights of part-time members of the constituent groups as defined in the *Regulation* and will endeavour to ensure their participation in the electoral process.

3.7 Should a conflict of interest arise concerning a member of the Electoral Committee, the affected member will declare such conflict, propose a replacement and withdraw from participation on the Electoral Committee.

4. PROCEDURE - NOMINATION PROCESS

4.1 The Electoral Committee will supervise a call for nominations addressed to the specific constituent group.

4.2 Information for each group will be available on the internet at www.algonquincollege.com/bog_elections and will provide details of the nomination/electoral process (including dates and deadlines). Candidates will be directed to the Board website at www.algonquincollege.com/board/manual where they can access this Board By-law #3 as well as other information pertaining to the Board.

4.3 The Electoral Committee will distribute an electronic call for nominations. The call will also be addressed to the part-time members of the constituent groups.

4.4 Nominees and nominators for a governor position on the Board from a constituent group must be members of that constituent group.

4.5 Nominations must be supported by at least ten (10) nominators for each nominee of the constituent groups.

4.6 The nomination paper must indicate the name, signature and student or employee number of each nominator as well as the name, signature, student or

employee number and contact information for the nominee.

4.7 A member of a constituent group may sign a nomination paper for more than one nominee of the constituent group.

4.8 The nomination paper must be submitted online and the official signed copy must be received by the Office of the Electoral Committee by the date and time specified by the Electoral Committee.

4.9 The Electoral Committee will review all nomination papers for conformity to this procedure.

4.10 The Electoral Committee will then post the list of candidates on *myAlgonquin* and the Learning Management System and an e-mail will be sent out notifying the constituent group(s) of the candidates.

5. PROCEDURE - CANVASSING PROCESS

5.1 Candidates may commence their campaign the day after the close of nominations and continue until the close of the election.

5.2 Candidates may use the College General Interest bulletin boards to display their posters in accordance with the posting rules of the College.

5.3 All candidates will be provided the opportunity to participate in one broadcast e-mail to be sent globally to their constituent group. The email will be sent by the College and the information for each candidate's message must be submitted to the Electoral Office by the deadline specified by the Electoral Committee. Should the candidate not submit his or her message by the date specified, the opportunity to have participated in the broadcast message will have passed, resulting in the candidate's message not being communicated to the constituent group.

5.4 The Board Office will reimburse each candidate up to $100 for the cost of their campaign. Receipts must be provided to the Board Office within four weeks following the election.

5.5 Complaints with regard to the conduct of nominees must be addressed in writing to the Electoral Committee.

6. PROCEDURE - ELECTION PROCESS

6.1 The elections will be supervised by the Electoral Committee which will determine supplementary procedures that are not addressed in this bylaw.

6.2 The Electoral Committee will work with Information Technology Services to ensure that information is posted in a timely manner.

6.3 All voting will be done electronically in a secure manner. The system will only allow one vote per person. If voters do not have access to a computer, they may contact the office of the Electoral Committee who will arrange for a computer to be available so they are able to vote.

6.4 Candidates will be informed of the results as soon as possible following the close of the election process. Candidates are to keep the results confidential until the official results are released.

6.5 Subject to Section 7 below, the Chair of the Electoral Committee will post the results of the election on *myAlgonquin* and the Learning Management System the day following the election.

6.6 Subject to Section 7 below, an e-mail will go out on behalf of the Chair of the Electoral Committee to the constituent group(s) informing them of their new representative on the Board the day following the election.

6.7 The electronic voting process and workflow will be validated by the College auditors to ensure the integrity and authenticity of the process.

7. PROCEDURE - DISPUTE RESOLUTION

7.1 Any individual who has a complaint relating to the application or breach of the procedures referred to in this Bylaw #3 has the right to address such complaint to the Chair of the Electoral Committee. This complaint must be received by the Chair of the Committee by no later than 12:00 p.m. on the day following the election.

7.2 The complaint must be in writing and must indicate the details of the alleged violation of procedure.

7.3 The Chair will forward the complaint to the Electoral Committee for review.

7.4 The Electoral Committee will investigate the complaint and attempt to resolve it.

7.5 Failing resolution by the Electoral Committee, the complaint may be referred by either the complainant or the Electoral Committee to the Chair of the Board who shall, within 5 days of such referral, appoint an independent third party to investigate the complaint.

7.6 The third party's mandate is restricted to a determination as to whether procedures of this bylaw have been correctly applied or adhered to and if not:

7.6.1 If the election has not yet been completed, that remedial measures be undertaken to remedy, so far as is reasonably possible, the impact of the acts or omissions upon which the complaint was based; and,

7.6.2 If the election has been completed, whether the will of the constituent group is nevertheless reflected in the election results and if not, whether the election must be repeated. An election will not be declared invalid by reason of an irregularity if it appears that the irregularity would not have materially affected the outcome of the election.

7.7 The third party will commence the dispute resolution process within ten (10) working days of appointment and shall complete the dispute resolution within 20 working days of the third party's appointment.

7.8 The third party will establish appropriate procedures and the College and representatives of the constituent groups will comply with all reasonable requests by the third party for information relating to the complaint.

7.9 The report of the third party will be binding on the College, the complainant, and the affected constituent group.

8. PROCEDURE - EQUALITY OF VOTES

8.1 In the event that the election shall result in a tie vote between two or more candidates, then the tie shall be resolved by the drawing of straws under the supervision of the Chair of the Electoral Committee. The winner of such drawing shall be declared to have been elected.

9. PROCEDURE - OTHER

9.1 In the event of a mid-term vacancy, the Electoral Committee will reconvene and supervise a nomination and election process for the constituent group affected by the vacancy.

9.2 The term of the member elected in Section 9.1 commences on the date of election and shall be for the remainder of the term of the governor whose position became vacant.

10. CODE OF CONDUCT

10.1 Throughout the election process, all candidates are expected to adhere to the College administrative policies related to conduct including Policy HR 18: *Employee Code of Conduct* and SA 07: *Student Conduct.*

Comment [H1]: A 21 has been rescinded during review of administrative policies

Enacted this 11 day of June, 2012.

_____	_____
Chair, Board of Governors	Secretary, Board of Governors

BYLAW #4

THE BOARD OF GOVERNORS OF THE ALGONQUINCOLLEGE OF APPLIED ARTS AND TECHNOLOGY

This bylaw is pursuant to the Minister of Training, Colleges and University (MTCU) Binding Policy Directive *Governance and Accountability Framework* made under the *Ontario Colleges of Applied Arts and Technologies Act, 2002* (*OCAAT Act*) regarding the establishment of an Advisory College Academic Council .

BE IT ENACTED as a bylaw of THE BOARD OF GOVERNORS OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY as follows:

1. ESTABLISHMENT of the ACADEMIC COLLEGE ADVISORY COUNCIL

In accordance with the Minister Binding Policy Directive, Algonquin College of Applied Arts and Technology shall establish an Advisory College Academic Council to be called the College Academic Council, hereinafter referred to as the "Academic Council".

2. DEFINITIONS

2.1 Academic Administrator means an Administrative Staff who is a Program Chair, Course Chair, Academic Manager or Dean.

2.2 Academic Staff means a person who is employed by the College as a teacher, counsellor or librarian.

2.3 Administrative Staff means a person who is employed by the College in a function other than as an academic or support staff.

2.4 Support Staff means a person who is employed by the College as a member of the office, clerical, technical, health services, maintenance, building service, shipping transportation, cafeteria or nursery staff.

2.5 Staff means Academic Staff, Administrative Staff and Support Staff, collectively.

2.6 Student means a person who is enrolled in a program of instruction on a full-time or part-time basis.

3. PURPOSE

The purpose of the Academic Council is to establish a forum for Students and Staff of the College to provide advice to the President on matters of importance to Students and Staff. The Academic Council acts in an advisory capacity to the President.

4. MANDATE

4.1 The Academic Council shall review, monitor and make recommendations to the President on such issues as:

a. pedagogy;
b. course and program evaluation;
c. teaching methodology and standards;
d. evaluation and promotion policies;
e. standards of student conduct and discipline;
f. admission policies and practices;
g. student awards and scholarships;
h. academic equivalencies.

4.2 Consistent with the consultative function of the Academic Council, its members shall endeavour to consult and report to their relevant constituency groups.

5. MEMBERS

5.1 The Academic Council shall consist of voting members from the following constituency groups:

Academic Staff -
one Academic Staff representative from each of the schools,institutes,or centres and one representative each from the librarians and counsellors.

Support Staff - 1 representative

Students - 3 representatives

Academic Administrators - 3 representatives

Chair/Past Chair- 2 representatives

The Academic Council shall also have the following non-voting members:

Ex-officio Non-Voting Members

- Vice President, Academic
- Vice President, Student Services
- Registrar

5.2. The Chair of Academic Council shall be elected by the members of the Academic Council from among themselves at its first meeting of the academic year, for a term of one year, renewable once. A vacancy in one of the constituency groups created with the appointment of the Chair of Academic Council will be filled as stated in article 6.6 below.

5.3 The Academic Council may appoint non-voting members to serve as resource persons, as required.

5.4 The Academic Council may appoint task forces as deemed necessary.

5.5 **Academic Staff Election**

5.5.1 The Faculty Union shall be responsible for the establishment of electoral procedures and the supervision of the election of the academic staff to sit on the Academic Council.

5.6 Support Staff Election

5.6.1 The Support Staff Union shall elect one support staff member to serve on the Academic Council.

5.7 Student Appointment

5.7.1 The Board of Directors of the Students' Association shall name three students to serve on the Academic Council.

5.8 Academic Administrators Selection

5.8.1 The Deans Academic Council shall request nominations from the academic administrators to sit on the Academic Council and select from the nominations received two academic administrators from different Schools to serve on the Academic Council.

6. TERMS OF OFFICE

6.1 The terms of office of Academic Council members shall commence September 1 of each year and continue for two years.

6.2 No member representing a constituency group shall serve more than four consecutive years but on the expiration of two years after having served on the Academic Council, a person shall again be eligible for election.

6.3 A member of the Academic Council may resign at any time by submitting a written resignation to the Chair of the Academic Council.

6.4 Where an Academic Council member is absent from two consecutive meetings without regrets to the Chair of the Academic Council or the Secretary, or three consecutive meetings with regrets, that position shall be declared vacant.

6.5 If an Academic Council member changes status and can no longer represent the group or constituency, the position shall be declared vacant.

6.6 Vacancies, however caused, shall be filled in the following manner:

6.6.1 After March 31, at the time of the next election.

6.6.2 Before March 31, by appointment by the Students' Association, Support Staff Union, Faculty Union, the Management Committee of the Vice President, Academic, as appropriate for the vacancy from their respective constituency group.

7. **MEETINGS**

7.1 The Academic Council shall meet at least twice each fall and winter term..

7.2 All meetings shall be open to College staff and students. .

7.3 Fifty percent (50%) of the members plus one excluding vacancies shall constitute a quorum.

8. EXECUTIVE COMMITTEE OF THE ACADEMIC COUNCIL

8.1 The Executive Committee of the Academic Council is composed of six members: the Chair, the past Chair and one Academic Council member representing the Academic Staff, the Support Staff, the Administrative Staff and Student constituency groups respectively.

8.2 The role of the Executive Committee is to:

- report to the President annually or sooner if needed;
- follow-up on Academic Council recommendations;
- prepare an annual report for submission to the President and the Board of Governors. The Academic Council annual report shall form part of the College annual report.

Enacted this 11th day of June, 2012

_____ _____

Chair Secretary

BYLAW #5

THE BOARD OF GOVERNORS OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

This bylaw is pursuant to Ministry of Training, Colleges and University (MTCU) Binding Policy Directive *Framework for Programs of Instruction* (the "MTCU Programs Framework Directive") made under the *Ontario Colleges of Applied Arts and Technologies Act, 2002* (*OCAAT Act*) regarding the establishment of Advisory Committees for Programs of Instruction.

BE IT ENACTED as a bylaw of THE BOARD OF GOVERNORS OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY as follows:

1. DEFINITIONS

1.1 **Program of Instruction:** A group of related courses leading to an bachelor's degree, diploma, certificate or other document awarded by the Board of Governors (the Board).

2. TERMS OF REFERENCE

2.1 In accordance with MTCU Programs Framework, the Board of Algonquin College (the College) has, through the President, directed that there shall be an Advisory Committee for each program, or cluster of programs, and that the Advisory Committees shall report annually to the Board through the Vice President, Academic.

2.2 Advisory Committees are to provide advice and assistance on Programs of Instruction relevant to the needs of the labour market and the community. The role of the Advisory Committees include a number of responsibilities on specific Programs of Instruction related areas, including:

2.2.1. Assist in defining and/or revising the learning outcomes of a Program of Instruction, including the specific skills needed by graduates for future employment;

2.2.2. Assist in the development of a Program of Instruction to meet the program learning outcomes;

2.2.3. Participate in the formal quality assurance processes of Programs of Instruction to ensure on-going relevance of curriculum and course materials;

2.2.4. Assist in identifying student field placements, co-op opportunities, and student international experiences where applicable;

2.2.5. Assist in identifying employment opportunities for graduates of Programs of Instruction;

2.2.6. Advise the College on the equipment required in labs, shops and other facilities;

2.2.7. Provide information on current industry trends, technological changes and skills

in the labour market which could affect the employment of graduates;

2.2.8. Advise on opportunities to introduce new Programs of Instruction;

2.2.9. Assist in establishing scholarships and bursaries for students;

2.2.10. Assist the College to develop partnerships and training opportunities.

2.3 New program proposals sent to the Board for approval must demonstrate Advisory Committee support. Where appropriate, an existing Advisory Committee may be used to advise regarding the development of a new Program of Instruction.

3. STRUCTURE AND MEMBERSHIP

3.1 Each Advisory Committee shall have between eight and fifteen members, external to the College. More members may be added if required, but an Advisory Committee should not have fewer than eight members.

3.2 To be eligible for appointment as an Advisory Committee member, a candidate must have knowledge, skills and experience related to the profession, industry, business, sector or service relevant to the Program(s) of Instruction. In addition, the candidate must meet one of the following:

3.2.1 the candidate's business or employer is within the region within which graduates will pursue employment;

3.2.2 the candidate, or the business he/she represents, has a positive and influential standing within the broader industry, business, sector or service;

3.2.3 represents the diversity of employers within the profession, industry, business, sector or service;

3.2.4 represents a school board or other post-secondary institution.

3.3 Each Advisory Committee shall have a Chair and Vice-Chair (the "Advisory Committee Chair" and "Advisory Committee Vice-Chair", respectively)who shall be elected from members of the Advisory Committees for a two year term, renewable at the discretion of the Chair of the respective Program of Instruction (the "Program Chair"). The past Chair of the Advisory Committee would support the new Chair of the Advisory Committee, where possible.

3.4 The term of office of an Advisory Committee member is for ***two*** years, and is renewable.

3.5 Membership on Advisory Committees should strive for gender and equity group representation.

3.6 Following consultation with the Advisory Committee Chair, the Program Chair will recommend to the Dean of the School the appointment of new members or the reappointment of existing members whose term is about to expire.

4. ADVISORY COMMITTEE OPERATING GUIDELINES AND PROCEDURES

4.1 Advisory Committees are to meet at least once per term, with the option of meeting more frequently at the request of the Advisory Committee Chair, the Program Chair or

the majority of Advisory Committee members. Meetings should be held in a location and at a time agreeable to Committee members.

4.2 Quorum shall consist of the majority of the voting members of the Advisory Committee. Quorum is required for matters that require a motion or vote, such as changes to programs of instruction or the creation for new programs.

4.3 Advisory Committee meetings may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other either simultaneously or asynchronously, and a member the Advisory Committee participating in such a meeting by such means is deemed for the purposes of this bylaw to be present at that meeting.

4.4 The President, through the Vice President Academic, will be responsible to ensure that the practices of the Advisory Committees as stipulated by this bylaw and the College administrative policy AA 01 *Advisory Committees* meet the requirements of the MTCU Programs Framework Directive .

4.5 The President shall present a summary of the Advisory Committee Annual Reports to the Board by the end of December of each year.

ENACTED BY THE BOARD OF GOVERNORS of Algonquin College of Applied Arts and Technology and sealed with the corporate seal the 11th day of June, 2012

Michael Dunlop	Robert C. Gillett
Chair	Secretary