

**BRITISH COLUMBIA  
INSTITUTE OF TECHNOLOGY**

**GENERAL BYLAWS**

—  
EDUCATION  
FOR A COMPLEX WORLD.



# BRITISH COLUMBIA INSTITUTE OF TECHNOLOGY

## GENERAL BYLAWS

### A. INTERPRETATION

In these bylaws, unless the context otherwise requires:

1. **“Act”** or **“College and Institute Act”** means the College and Institute Act, R.S.B.C. 1996, c.52, and amendments thereto, of the province of British Columbia from time to time in force and all amendments thereto
2. **“Board”** means the Board of Governors of the Institute
3. **“Chair”** means the Chair of the Board
4. **“Employee”** means an employee of the Institute
5. **“External member”** means a member appointed by the Lieutenant Governor in Council
6. **“Governor”** or **“member”** means a member of the Board of Governors
7. **“Institute”** means the British Columbia Institute of Technology
8. **“Internal member”** means a member, other than the President, not appointed by the Lieutenant Governor in Council
9. **“Officers”** means persons designated by the Board as Officers of the Institute for the period of such designations, or positions which the Board determines will carry the rank of Officer for the incumbent in such positions
10. **“President”** means the person appointed by the Board of Governors as the President and Chief Executive Officer of the Institute
11. **“related to a member”** means being a spouse, child, parent, sister, brother, parent-in-law, sister-in-law, or brother-in-law of that member, or being a person having some other relationship with the member which, in the Board’s opinion should be considered “related” for the purpose of this bylaw
12. **“Student Association”** means a non-profit student services and advocacy organization at BCIT with a mandate to enhance student life
13. **“Vice Chair”** means the Vice Chair of the Board
14. **“Vice President”** means a Vice President of the Institute

### B. PRECEDENCE

Where these bylaws are at a variance with the Act, the Act shall take precedence.

## **C. REGISTERED HEAD OFFICE**

3700 Willingdon Avenue, Burnaby BC V5G 3H2

## **D. OBJECTS OF THE INSTITUTE**

1. The objects of the Institute are as set out in the Act, to act as a polytechnic institution for British Columbia as follows:
  - a) by providing courses of instruction in technological and vocational matters and subjects
  - b) by providing courses of instruction at the baccalaureate and applied Masters Degree levels
  - c) by performing other functions designated by the minister

## **E. POWERS AND DUTIES OF THE BOARD**

1. The Board may exercise all such powers and duties as are permitted or authorized by the Act or other statute, subject to all laws affecting the Institute generally and subject to these bylaws as amended from time to time by the Board.
2. The Board may by resolution delegate to one or more of its committees or Officers such of its powers as it considers necessary and appropriate for the orderly conduct and management of the business and affairs of the Institute.

## **F. EXECUTION OF DOCUMENTS AND SEAL OF THE INSTITUTE**

1. The Board may provide a common seal for the Institute and may from time to time by bylaw or resolution establish procedures for the use and custody of such seal.
2. The Board may also provide a Registrar's seal to be used for the purpose of certifying students' diplomas, administrative and academic records. Such seal shall be affixed by the Registrar or the Registrar's delegate or as directed by the Board.
3. The Board may at any time, by resolution, direct the manner in which any particular instrument, contract or obligation of the institute may or shall be executed, and may appoint any Officer or Employee or any Board member or members, to sign contracts, documents or instruments in writing on behalf of the Institute. In the absence of a resolution providing otherwise, the seal may be affixed in the presence of the Chair and the President.

## **G. CONFLICT OF INTEREST**

### **Duty:**

1. All members of the Board must act in the best interests of the Institute and:
  - a) act honestly, loyally and in good faith

- b) act with care and in a prudent and diligent manner, and keep themselves informed of the policies, business and affairs of the Institute
- c) use their knowledge and expertise in dealing with the affairs of the Institute
- d) maintain confidentiality as set out in this bylaw
- e) comply with any other duties imposed on them bylaw

**No Limitation:**

- 2. No contract, constitution, bylaw, membership in any organization, or circumstance of a member's election or appointment will relieve a member from the duty to act in accordance with the obligations specified in 1. above, or from any liability imposed bylaw for any negligence, breach of duty or breach of trust.

**Definition:**

- 3. For the purpose of this bylaw these definitions apply:
  - a) “**conflict of interest**” or “**conflict**” includes any situation in which:
    - i a member or a person related to a member has a personal interest of any nature in a transaction, contract, agreement or arrangement with the Institute, existing or proposed, by which the member or a person related to a member might benefit or be affected, directly or indirectly
    - ii the personal, financial, corporate or other organizational duties of a member, or of a person related to a member, do, or might reasonably be seen to, influence the discharge of the member's obligations as a member of the Board
    - iii discussions take place relating to labour negotiations, grievances or other labour relations or activities involving a person who is related to a member who holds, or is expected to hold, a faculty or support staff position, or a person who is related to a member who holds a position at any other institution or other organization which could benefit from information disclosed on these matters
    - iv any other circumstances which the Board decides are, or would be, a conflict of interest whether the conflict is actual, potential or perceived
  - b) A Board member shall not use his or her position with the Institute to pursue or advance the Board member's personal interests, the interests of a person related to the member, the Board member's business associate, corporation, union or partnership, or the interests of a person to whom the Board member owes an obligation.
  - c) A Board member shall not directly or indirectly benefit from a transaction with the Institute over which a Board member can influence decisions made by the Institute.
  - d) A Board member shall not take personal advantage of any opportunity available to the Institute unless the Institute has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.

- e) A Board member shall not use his/her position with the Institute to solicit clients for the Board member's business, or a business operated by a person related to the Board member, close friend, business associate, corporation, union or partnership of the Board member, or a person to whom the Board member owes an obligation.
- f) A Board member shall avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the Board member's judgment in making decisions in the best interest of the Institute.

**Disclosure of Conflict:**

- 4. a) Every member who has a potential or actual conflict of interest or who is related to a person that has a potential or actual conflict of interest regarding any matter to be, or which has been, considered by the Board, must disclose the nature and extent of that conflict.
  - b) Disclosure must be made by the member at the first meeting:
    - i At which the matter is first considered
    - ii After which the conflict has arisen
    - iii After the member becomes aware of the conflict
  - c) Disclosure is to be made either in writing and read to the meeting, or orally at the meeting, and will be entered into the minutes of the meeting by the Executive Assistant, Governance.
    - i Any member who believes that another member or a person related to that member has a potential or actual conflict of interest regarding a matter to be, or which has been, considered by the Board, must identify the perceived conflict to the Board member at the first opportunity. If the other Board member refuses to declare the conflict, the Board member shall immediately bring their concern to the attention of the Board Chair by providing a written description of the potential or actual conflict.
    - ii A member who is uncertain whether he or she has a potential or actual conflict must make full disclosure of the nature and extent of the member's interest in the matter and ask the Board to decide whether a conflict exists.
    - iii In either of the cases in i and ii above, the Board will consider the matter and decide by a majority vote of the members present and entitled to vote whether or not, in its opinion, a conflict does exist as to that member, and that member will not vote on that issue.
  - d) If there is a concern that the Board Chair has a potential or actual conflict, then the matter shall be referred to the Vice Chair, and the Vice Chair will make a determination whether a conflict exists, acting for that purpose, as the Chair.
  - e) Any student or employee of the Institute may bring a concern that a Board member is in a conflict of interest to the attention of the Board Chair by providing a written description of the potential conflict of interest along with any documents related to the concern to the Board Chair. If a student or employee has a concern that the Board Chair has a conflict then the matter shall be referred to the Vice Chair and the Vice Chair will make a determination of whether a conflict exists acting, for that purpose, as the Chair.

- f) If a conflict is disclosed or discovered about a decision already made by the Board, the Board will decide whether or not the involvement of the member with the conflict influenced that decision. If the Board decides it did, the Board will reconsider the decision and either confirm it, or it may rescind or vary it so long as that does not adversely affect any other interested person other than the member.
5. a) A member who has a conflict of interest in relation to a matter to be considered by the Board, will:
- i Not vote on that matter but will be included in determining whether there is a quorum for the meeting, whether or not the member is excluded from taking part in the meeting.
  - ii Withdraw from the meeting or meetings, whether in-camera or in public session, for the periods of discussion of the matter and voting on any resolution relating to the matter, except to the extent the member is requested by the Chair to remain at the meeting or meetings to state a position and answer questions of other members, and the member may or may not comply with the request at the member's discretion.
- b) If the member, notwithstanding the above provisions, does vote on the matter that vote will not be counted.

**No Liability:**

6. If a member has a conflict of interest, either disclosed by the member or determined by the Board, and the member complies with the procedures set out in this bylaw, that member will not be required to account to the Institute for any profit or benefit accruing to the member, nor will the matter in which the member's interest was disclosed be void or voidable at the instance of the Institute by reason only of the member's interest in it, except as permitted in section 4(f) above.

**Committees:**

7. Bylaw G applies to all proceedings of committees of the Board and applies to other persons who are considered by the Chair of the committee to be either members of the committee or principal advisors or staff to the committee.

**Specific Conflicts:**

8. A conflict of interest will exist for internal members when discussions or decisions take place:
- a) Directly affecting a specific educational program in which a member, whether a student or a member of the faculty or support staff, or a person related to any member, is, or is expected to become, enrolled or employed
  - b) Relating to any labour negotiations, grievances or other labour relations or activities involving faculty or support staff members

- c) A conflict of interest will exist to any member when discussions or decisions of the Board take place which, directly or indirectly, affect or could affect the Institute's dealings, with any organization, (including, without limitation, a corporation, society, partnership, limited partnership, association or group) with respect to which the member, or any person related to the member, is a shareholder, director, officer, owner, partner (limited or general), or member or is otherwise financially interested, or is a person who holds a position of influence within the organization. For the purposes of this clause, a member shall not be considered to be a shareholder, owner, partner, or financially interested by reason only of holding units in managed investment funds which may acquire such interests from time to time.

**Office:**

- 9. In addition to being a member of the Board, a member may hold office or place of profit with the Institute. No person will be disqualified as a member of the Board from contracting with the Institute.

**Board Action:**

- 10. If any member breaches this bylaw, the Board may, in respect of that member, take any action permitted bylaw, including:
  - a) censure
  - b) request that the member resign from the Board
  - c) for external members, recommend that the member's appointment be rescinded
  - d) other actions as determined appropriate by the Board

**H. BCIT BOARD OF GOVERNORS OATH OF OFFICE**

The oath of office will be sworn, signed and dated before the Board at the commencement of each member's first meeting with the Board. The Board Chair shall administer the oath of office as follows:

*I \_\_\_\_\_, sincerely promise and affirm that I will truly, faithfully and impartially, to the best of my ability, execute the duties and responsibilities of my position as a Member of the Board of Governors of the British Columbia Institute of Technology. I confirm that I have read the BCIT General Bylaws and further promise and affirm that I will at all times abide by the General Bylaws, as they may be amended from time to time.*

**I. INDEMNIFICATION**

Every Board member and Officer of the Institute, including their heirs, executors and administrators, and estate and effects, respectively, shall from time-to-time, and at all times, be indemnified and saved harmless, out of funds of the Institute, from and against:

All proper costs, charges and expenses whatsoever which a Board member or Officer sustains or incurs as a result of any action, suit or proceeding which is brought, commenced or

prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution in good faith and in accordance with these bylaws and resolutions of the Board or the duties of their office, save and except such costs, charges or expenses as are occasioned by their own willful neglect or default.

## **J. OFFICERS**

### **1. Officers of the Board**

- a) The Board shall elect from among its external members a Chair, and a Vice Chair.
- b) The Board may appoint an Executive Assistant, Governance, who need not be a member of the Board.

### **2. Duties and Responsibilities of the Chair**

The duties and responsibilities of the Chair shall be:

- a) to preside at all meetings of the Board
- b) to declare the result of the vote of the Board on all questions
- c) to appoint members of the Board committees, and recommend committee Chairs
- d) to chair the Executive committee
- e) to serve as an ex-officio member of all Board committees, and attend committee meetings as appropriate
- f) to advise and consult with the President, and act as primary contact between the Board and the President
- g) to initiate and lead an annual review of the performance of the President
- h) to carry out special assignments on behalf of the Board and to act as spokesperson for the Board
- i) to endeavour to ensure that Board members respect and abide by these bylaws, resolutions, policies and practices of the Board and carry out their responsibilities as members of the Board
- j) to oversee any issues raised regarding conflict of interest on the Board
- k) to sign institutional financial statements and reports for submission to the Minister
- l) to represent the Board at functions, events and meetings
- m) together with those persons appointed by the Board for the purpose, to sign all bylaws of the Institute and minutes of the Board approved by resolution



- n) to lead or to delegate to a Vice Chair or the Chair of an appropriate Standing Committee of the Board discussion relative to the compensation of the President

### **3. Duties of the Vice Chair**

The Vice Chair:

- a) shall assist the Chair in carrying out the Chair's responsibilities as requested from time to time
- b) shall stand in for the Chair as may be required from time to time

### **4. Delegation of Duties**

The Chair may, but shall not be required to, delegate any of the Chair's duties or responsibilities, including the right to attend at any committee meeting for and on behalf of the Chair.

### **5. The Executive Assistant, Governance**

- a) The Board may appoint an Employee of the Institute as its Executive Assistant, Governance, who shall be responsible directly to the Board, as an Officer thereof, for carrying out the following duties:
  - i prepare orders of business as directed by the Chair and/or Vice Chair
  - ii act as secretary as required at all meetings of the Board, including recording the attendance of Board members at meets of the Board
  - iii prepare minutes of meetings
  - iv maintain a permanent record of the activities of the Board including minutes of meetings of the Board and reports of any committees of the Board
  - v maintain a record of all communications to/from the Board
- b) In the absence of the Executive Assistant, Governance, the President in consultation with the Board Chair, shall name an Acting Secretary.

### **6. Committees of the Board**

#### **Executive Committee**

- a) The Executive Committee of the Board shall be comprised of the Chair, the Vice Chair and committee Chairs of the Audit & Finance, Human Resources, and Governance Committees.
- b) The Executive Committee shall deal with such matters as may be referred to it by the Board from time to time.

### **7. Other Committees**

- a) Subject to these bylaws, the Board may establish such committees as may be determined by the Board from time to time.

- b) The Board may appoint non-members to any committee.
- c) The Chair is an ex-officio member of every Board committee and the Chair may delegate this position to either Vice Chair from time to time.
- d) These bylaws shall apply to the conduct and proceedings of all committees created by the Board.
- e) Subject to these bylaws, the Board may determine the number of members on each committee, and establish terms of reference for each committee.

## **8. Ceasing to be a Member**

Any person's position on the Board will terminate:

- a) With respect to external members, on the revocation or expiry of the term set out in the Order-in-Council appointing that member.
- b) With respect to internal members, on the revocation or expiry of their term as determined by the appointing body or the Act (as may be applicable).
- c) In any event, upon the member delivering to the Chair or the Executive Assistant, Governance a resignation in writing. Should such resignation be prior to the expiry of a member's term, the member shall provide the Chair with reasonable notice of resignation. The Board Chair or the Executive Assistant, Governance will notify the appropriate government body of the resignation.
- d) If a member fails to attend three consecutive regular meetings of the Board, unless excused by resolution of the Board.

## **9. Failure to Observe These Bylaws**

In the event that any member breaches the provisions of these bylaws, then the Board may, in addition to any other remedies which may be available:

- a) By resolution of the Board, request that member to resign from the Board
- b) By a resolution passed by not less than 2/3 of the members, request the body that appointed the member to rescind or cancel that appointment, subject to the Act

## **10. Election of Chair and Vice Chair**

- a) The election of the Chair and Vice Chair from those members who are appointed by the Lieutenant Governor in Council shall be held during a closed session of the regular meeting of the Board in June or as soon thereafter as possible (the "election meeting").
- b) A Nominating Committee shall be appointed by the Chair at least 60 days prior to the date of the election.

- c) The Nominating Committee shall make its report and recommendation to the Chair not less than 30 days prior to the election.
- d) The Nominating Committee's report to the Chair shall consist of:
  - i a nominee for each of the positions of Chair, Vice Chair
  - ii the consent of each of the nominees
- e) The Chair shall ensure that the report of the Nominating Committee is distributed to the members together with their agenda materials for the meeting at which the election is to take place.
- f) At the election meeting, the Chair shall ask for further nominations for the position of Chair. If there are no further nominations, then the nominee of the Nominating Committee shall be declared to be the Chair. If there is one or more further nominations, then the Chair shall conduct an election as set out below. Once the position of Chair has been determined – either by acclamation or by election, the Chair shall proceed in a like manner for each of the offices of Vice Chair.
- g) The Chair, Vice Chair shall take office at the end of the election meeting and shall hold office until they are replaced at the next election meeting.
- h) Each of the Chair, Vice Chair will be elected for a period of one year, and may be re-elected in that same office for a period of one year only.
- i) If there is a vacancy in the office of the Chair or the Vice Chair, an election to fill that vacancy may be held during the closed session of any meeting of the Board where quorum is present.
- j) Any member of the Board may nominate an appointed member of the Board.

## **K. Election Procedure**

1. In the event that an election is required, then the election shall be conducted by show of hands at a meeting where quorum is present, with each member being entitled to one vote. If any member shall object to the election being conducted by a show of hands, then the election shall be by secret ballot.
2. The candidate receiving the greatest number of votes shall be declared the winner. In the event of a tie vote:
  - a) If there shall have been only two candidates, then the winner shall be determined by a draw of lots
  - b) If there shall have been more than two candidates and one or more of the candidates received less than the number of votes by those who are tied, then that candidate or candidates shall be deleted from the ballot, and a second election will be conducted among only the candidates who were tied on the first election.

## **L. Remuneration and Expenses For Board Members**

1. Members of the Board may be entitled to receive an honorarium to be fixed by resolution of the Board based on an amount set by the Lieutenant Governor in Council, from time to time. The Board may fix different honoraria for its members, including the Chair.
2. Members of the Board shall be reimbursed by the Institute as per Policy #2005 and Procedures #2005-PR1 Travel and Professional Development Expense Reimbursement.

## **M. Meetings of the Board**

The Chair shall call a meeting in accordance with a pre-determined schedule of meetings or upon the request of at least three members of the Board.

### **1. Regular Meetings**

- a) Regular meetings of the Board shall be held as often as necessary to transact the business of the Board, and, in any event, not less than once every three months.
- b) The Board may by resolution adopt a schedule of regular meetings. No further notice of regular meetings scheduled by such resolution shall be required nor deemed to be required.
- c) A member of the Board may participate in a meeting of the Board by means of conference telephones or other communication facilities by which all members participating in the meeting can hear each other and provided that all such members agree to such participation. A member participating in accordance with this article shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore, and be entitled to speak and vote as though physically present.

### **2. Notice of Meetings**

Except as may be scheduled under 1(b), at least forty-eight (48) hours' notice of regular meetings shall be given by the Chair or their designate, specifying the place, date and hour of meeting. A special meeting shall be called upon the written request of three or more members for such a meeting, given to the Chair or either of the Vice Chair, in which case the required notice of meeting shall be given by the Chair along with an agenda for the meeting.

### **3. Scope of Special Meetings**

Special meetings of the Board may be called to deal with a particular issue. Only that business for which the special meeting has been called may be dealt with at the special meeting, unless otherwise approved prior to the commencement of the meeting. Special meetings may be designated as open or in-camera at the discretion of the Chair.

### **4. Confidentiality**

No member will disclose or communicate to any other person, other than a member, any information pertaining to or arising out of any meetings of the Board or any committee of the Board which are not open to the public, except as authorized by the Board or as specifically otherwise approved in these bylaws. The Chair or anyone designated by the Chair may

disclose on an official basis the substance of decisions of, and resolutions passed by, the Board when, in the Chair's opinion, the circumstances warrant disclosure.

## 5. Resolutions

- a) Unless required to be exercised by these bylaws, the action of the Board upon any matter coming before it shall be evidenced by resolution. The entry thereof in the Minutes shall be prima facie evidence of the fact and of the action taken without proof of the number or proportion of the votes in favour of, or against, such resolutions.
- b) A resolution consented to in writing by all of the members entitled to vote thereon without their meeting together and placed with the minutes of the Board shall be valid and effective as if properly passed at a regular meeting of the Board.

## 6. Quorum and Voting

- a) A majority of the members of the Board shall constitute a quorum for the transaction of business.
- b) At all meetings of the Board all questions shall be decided by a majority of the votes of the members present and voting. In the event of an equality of votes, the Chair may cast the deciding vote.
- c) At the request of any member of the Board, a secret ballot shall be held on any question or resolution.

## 7. Interpretation

Parliamentary procedure shall be followed at all Board meetings in accordance with the latest edition of Robert's Rules of Order unless these bylaws differ, in which case these bylaws have precedence.

## 8. Closed and In Camera Sessions

- a) Subject to subsections 8(c), and unless the Board shall otherwise determine by resolution, all Board meetings shall be open to the public.
- b) Attendance and participation in certain meetings of the Board shall be restricted to members and, at the discretion of the Chair, may or may not include Staff (a "Closed Session").
- c) Unless otherwise determined by the Board, the following shall be considered in Closed Session:
  - i all matters relating to salaries, conditions of employment and collective bargaining
  - ii staff changes, including appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension and all other matters relating to individual Employees
  - iii any conduct, suspension or discipline matters relating to individual students;

- iv the Institute budget and preliminary estimates
- v matters where Board liability may arise and legal opinions may be required respecting the liability or interest of the Board
- vi matters relating to the acquisition, disposition or security of real property
- vii matters of a contractual nature where it is in the interest of the Institute to maintain confidentiality
- viii official tributes
- ix such matters as may be referred to the closed sessions by the Board or the Chair

## 9. Staff, Student and Public Access to the Board

- a) The Board shall endeavour to conduct its business, to the greatest extent possible, at meetings which are open to the public.
- b) The Board shall post the agenda for its upcoming meetings not less than three days prior to the scheduled meeting, and copies of the agenda will be available electronically or by hard copy from the Executive Assistant, Governance upon request. Materials in support of the agenda will be available for inspection at the office of the Board.
- c) Submissions and delegations to the Board will be received and heard by the Board. The Chair will have the discretion to limit the number and length of such presentations at each meeting of the Board. In order to be heard, all persons willing to make presentations to the Board must make a request, in writing, to the Executive Assistant, Governance, not less than seven days prior to the meeting where that person wishes to make a presentation, together with a brief description of the issue adequate to describe the topic of the presentation.

## 10. Circulation of Minutes

Board meeting minutes will be reviewed by the Senior Team and Chair or Vice Chair and approved at a regularly scheduled Board meetings.

The approved minutes of open Board meetings will be published on the [BCIT Board of Governors website](#).

## N. Officers of the Institute

The Officers of the Institute shall be the President, the Chief Financial Officer and Vice President, Finance and Corporate Services, and the Registrar, and others so designated by the Board.

- 1. The Board shall, from time to time and as required, implement a search for a candidate for the role of President of the Institute. In conducting such search, the Board may appoint a committee which, in any event, shall be comprised of at least as many external members as internal members. The chair of any such committee shall be an external member.
- 2. Upon receiving the report of the results of the search for a President, the Board may, by resolution, appoint a President who shall be the Chief Executive Officer of the Institute to hold office for such period as may be determined by the Board.

3. The President shall be paid by the Institute remuneration for services in an amount to be determined by the Board, subject to any required government approval and/or consultation.

## **O. Powers and Duties of the President**

1. The President shall, under the direction of the Board, lead, supervise, manage and direct the instructional, administrative and business affairs of the Institute and exercise such powers and perform such duties as are assigned by the Act, by any other enactment and by the resolutions, bylaws and directions of the Board.
2. The President shall have the following powers and duties in addition to those otherwise prescribed:
  - a) undertake a proper and active management of the business of the Institute
  - b) ensure that the respective duties of all other Officers of the Institute, agents and employees thereof are properly performed
  - c) appointing the employees they considers necessary to carry on the business and operations of the Institute and defining their duties and tenure, determining their remuneration and providing an organization to carry out the purposes of the Institute
  - d) plan, direct and supervise the delivery of educational programs, institutional services, professional and support staff relations, student relations, management of physical plant, properties, information systems and external relations
  - e) communicate to the Board such matters and policy suggestions as may tend to promote the welfare and increase the usefulness of the Institute
  - f) suspending a student of the Institute for just cause and dealing summarily with matters of student discipline
  - g) ensuring that all bylaws, resolutions and directions of the Board are carried into effect
  - h) submitting a report of the operations of the Institute to the Board at each regular meeting of the Board, and an annual report thereof to the Board, and from time to time reporting to the Board all matters within the President's knowledge that should be brought to the Board's attention
  - i) act as an ex-officio member of all Board committees, and attending meetings of the Board and its committees as required by the Board
3. The Board, may from time to time, approve persons who may assume, on a temporary basis, the functions of the President where the President is unable by reason of absence, illness or otherwise, to act, and such persons shall be designated as acting and, when so acting, shall have all the powers and duties of a President under the Act and these bylaws.

## **P. The Registrar**

The Board shall appoint, by resolution, a Registrar who, in addition to such other duties as may be contained in these bylaws or may be determined from time to time, shall be ex-officio clerk to the Board.

## **Q. The Corporate Seal**

For purposes of legal documents, the corporate seal (two) of the Institute is retained by the Executive Assistant, Governance and the Office of the Registrar and may be affixed by:

1. The Chair or Vice Chair of the Board, together with one of either the President, Vice President or Registrar of the Institute;
2. The Executive Assistant, Governance and the Office of the Registrar shall make the necessary arrangements for the security of the corporate seal and for the maintenance of a log of the uses of the seals.
3. Such person(s) as may be designated by resolution of the Board.

## **R. Bank Signing Officers**

Any two of the following individuals are authorized by the Board of Governors as the signing officers for any banking transactions of the Institute:

1. President;
2. Vice President, Academic
3. Vice President, Students
4. Chief Financial Officer and Vice President, Finance and Corporate Services
5. Vice President, Human Resources and People Development
6. Senior Director, Financial Services
7. Associate Director, Financial Services, Accounting and Reporting
8. Manager, Accounting Services, Financial Services
9. Manager, Capital Accounting, Financial Services

## **S. Certification of Board Resolutions**

The Executive Assistant, Governance to the Board or the Registrar is authorized to certify copies of resolutions passed by the Board and to provide such certified copies as may be requested from time to time.



## **T. Tuition Fees and Charges to Students**

1. Pursuant to the Act, the Institute's Board must make bylaws establishing the fees and charges to be paid to the Institute by students. Such fees and charges may include tuition fees for all students and all programs, distance education fees, international student fees, senior citizen fees, audit fees, plus other charges such as application fees, assessment fees, grade appeal fees, transcript fees, calendar fees, credential replacement fees, development fees, educational technology fees, co-operative education fees, or other fees and charges as established by the Board pursuant to the Act.

Pursuant to the Act, the fees and charges paid to the Institute by students shall be reviewed annually. The fees established by the Board shall remain in effect until revised by the Board. From time to time, the Board will establish fees by resolution and may indicate the reasons for the establishment of such fees.

2. The Board directs the Institute to collect student fees on behalf of the Student Association. The amount of those fees is changed only by majority vote of the Student Association itself, not at the direction of the Board. The only exception to that would be if the Student Association failed to provide audited financial statements in accordance with the Societies Act or if the Student Association was struck off the register in accordance with the Societies Act.

## **U. Release of Information**

### **1. Official News Release**

Unless otherwise determined by the Board, any decision of the Board may be released to the news media only through the Board Chair or President, or through the Institute media relations department.

### **2. Communications and Correspondence of the Board**

#### **a) Requests for Information**

Requests for information by members of the Board shall be made to the Chair or to the Executive Assistant, Governance. The Chair may at any time decide that the request shall be placed before the Board for decision as to whether the information should be provided.

#### **b) Communication with Outside Agencies**

- i Correspondence on behalf of the Board shall be sent under the signature of the Chair. The designation "Member of the Board" on any communication with agencies outside the Institute shall be used only if, prior to the communication taking place, a member is:

- (1) requested by the Board to act on its behalf, or
- (2) requested by a committee of the Board to act on its behalf, or
- (3) given permission by the Chair to use such designation.

- ii. Written communications sent on behalf of the Board or a committee of the Board shall be sent through the office of the Executive Assistant, Governance and a copy of all such communications shall be filed with the Executive Assistant, Governance.

## **V. Destruction of Documents**

Board members are responsible for maintaining the confidentiality of the proceedings or closed sessions and for ensuring the security of confidential information and documents. The Executive Assistant, Governance will arrange for proper destruction of confidential material upon request.

## **W. Records**

The Board shall see that all books and records of the Institute required by the bylaws of the Institute or by any applicable statute, law or regulation are regularly and properly kept.

## **X. Amendments of Bylaws**

By giving notice of motion at a regular meeting, the terms of the bylaws may be amended at a subsequent regular meeting of the Board, subject to any approval required by the Act.

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### **Approved Revisions to Bylaws**

|                   |                    |
|-------------------|--------------------|
| May 29, 2018      | Board of Governors |
| November 20, 2018 | Board of Governors |
| January 29, 2019  | Board of Governors |
| May 16, 2019      | Board of Governors |
| February 17, 2021 | Board of Governors |

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