BRITISH COLUMBIA

INSTITUTE OF TECHNOLOGY

BOARD OF GOVERNORS

BYLAWS

Continued under the *College & Institute Act*
Approved by Resolution of the Board
October 6, 2026

EDUCATION
FOR A COMPLEX WORLD.

BCIT

Table of Contents

PART I – INTERPRETATION 3

1. Precedence 3
2. Definitions 3
3. Objects of the Institute 4

PART II – ADMINISTRATION 5

1. Registered Office 5
2. Seal 5
3. Execution of Documents 5
4. Books and Records 5

PART III – BOARD OF GOVERNORS 6

1. Board 6
2. The BOARD Chair and Vice Chair 6
4. Meetings 9
4. Indemnification 11
5. Remuneration and Expenses for Governors 11
6. GOVERNOR Resignation and rescindment 11
7. Board Committees 12

PART IV – OFFICERS 13

1. Officers of the Board 13
2. Officers of the Institute 13
3. President and Chief Executive Officer 13

PART V – CODE OF CONDUCT AND CONFLICT OF INTEREST 16

1. General 16
2. Code of Conduct 16
3. Conflict of Interest 17

PART VI – MEDIA, COMMUNICATION AND EXTERNAL RELATIONS 20

PART VII – AMENDMENT OF BYLAWS 22

PART I – INTERPRETATION

1. PRECEDENCE

Where the Bylaws of the Board are in variance with the *College & Institute Act* or its regulations, the *Act* and the regulations take precedence.

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

2. DEFINITIONS

"Act" means the *College and Institute Act, R.S.B.C. 1996, c.52*, of the province of British Columbia

"Appointed Governor" means an individual who is appointed to the Board by the Lieutenant Governor in Council (an OIC Governor) who is not elected

"Board" means the Board of Governors of the Institute

"Board Governor" means a duly elected, appointed, or ex officio Governor of BCIT's Board of Governors

"Bylaws" means these bylaws

"Closed Meeting" means not open to the public but may include employees, and external guests as necessary

"Conflict of Interest" or "Conflict" see *Part V (3) – Conflict of Interest*

"Employee" means an employee of the Institute

"Executive Assistant" means the Executive Assistant, Governance who is an employee of the Institute responsible directly to the Board to carry out specific duties as outlined in these Bylaws and the Governance Manual

"Executive Committee" means the Board's committee comprising the Board Chair, Vice Chair, and committee Chairs

"Governance Manual" means the document of that name approved and adopted by the Board for Governor orientation & Board practice guidance.

"Governor" or **"Governor"** means a Governor of the Board of Governors

"In Camera Meeting" means a meeting of only Governors, unless employees, external guests are invited by the Board of Governors

"Institute" means the British Columbia Institute of Technology

"Internal Governors" means an elected Board Governor, as distinct from appointed Governor and not appointed by the Lieutenant Governor in Council

"Minister" means the minister overseeing higher education in the government of British Columbia

"Officers of the Board" means the Board Chair and the Vice Chair

"Officers of the Institute" 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. The Officers of the Institute shall be the President; the Chief Financial Officer and Vice President, Administration; the Registrar, and others designated by the Board.

"Open or Regular Meeting" means open to the public

"Order in Council" means an order of the Lieutenant Governor in Council to appoint a Governor

"President" means the person appointed by the Board of Governors as the President and Chief Executive Officer of the Institute

"President's Executive" (Executive Team) means the employees directly reporting to the President

"Registrar" means the Registrar of the Institute. The Board shall appoint by resolution a Registrar

"Related person" means a spouse, child, parent, sibling, parent-in-law, sibling-in-law of that Governor, or being a person having some other relationship with the Governor, who, in the Board's opinion should be considered "related" for the purpose of this bylaw

"Student Association" means the BCIT Student Association (SA) operating as a non-profit organization and registered charity incorporated under British Columbia's *Societies Act* and recognized as a student society under the *College & Institute Act*. The SA's mission is to act as an advocate and to provide services for students.

"Vice Chair" means the Vice Chair of the Board

"Vice President" means a Vice President of the Institute reporting to the President (and is a Governor of the President's Executive)

3. OBJECTS OF THE INSTITUTE

The objects of a provincial Institute are to provide instruction and perform other functions designated by the minister, as set out in the *Act*.

PART II – ADMINISTRATION

1. REGISTERED OFFICE

The legal address of the Institute is:

The British Columbia Institute of Technology
3700 Willingdon Avenue
Burnaby, BC V5G 3H2

2. SEAL

The Board holds two corporate seals for the Institute and may by bylaw or resolution establish procedures for its use and custody.

The Board provides one (having the BCIT Coat of Arms symbol) of the two corporate seals to the Office of the Registrar used for certifying student diplomas and administrative or academic records. The second seal (with the BCIT logo) is held by the Board Office. A third academic seal is held by the Marine Campus.

The Seals are in accordance with Corporate Seal and Academic Seal – Policy #1004

3. EXECUTION OF DOCUMENTS

The Board may at any time, by resolution, direct how an instrument, contract, or obligation of the Institute shall be executed, including appointing an Officer, employee, or Governor to sign contracts or other documents on behalf of the Institute. Unless a resolution provides otherwise, the seal may be applied.

4. BOOKS AND RECORDS

The Board shall see that all books, meeting minutes, and records of the Institute required by the bylaws or by any applicable statute, law, or regulation are regularly and properly kept in the Board office and electronically by the Executive Assistant.

In performing any of its duties and responsibilities, each Board committee will have access to all books and records of the Institute required for the execution of its responsibilities and can discuss such records and other relevant matters with the appropriate staff of the Institute.

PART III – BOARD OF GOVERNORS

1. BOARD

The Board may exercise all such powers and duties permitted by the *Act* or other statute, subject to all laws affecting the Institute generally and these bylaws.

The Board may by resolution delegate to one or more of its committees or its Officers as it considers it necessary and appropriate for the orderly conduct and management of the business and affairs of the Institute.

The Oath of Office and the Code of Conduct Declaration shall be sworn, signed, and dated before the Board at the start of each Governor's first Board meeting. The Board Chair shall administer the Oath and Declaration as follows:

I have read and understood the BCIT Board of Governors Code of Conduct in the Board of Governors' Bylaws and the Governance Manual.

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 Governor of the British Columbia Institute of Technology. I confirm that I have read the Board of Governors' Bylaws and Governance Manual and further promise and affirm that I will at all times abide by them as they may be amended from time to time.

I agree to comply with all the terms of the Code of Conduct, including the Conflict-of-Interest provisions contained in the bylaws and manual, and promptly provide an updated Conflict of Interest Declaration annually and as may be required by changed circumstances.

2. THE BOARD CHAIR AND VICE CHAIR

Election

The election of the Board Chair and Vice Chair from appointed Governors shall be held during a Closed session of the regular June meeting of the Board or as soon thereafter as possible (the "election meeting"). Per the *Act,* the election shall be conducted by the Registrar.

Terms of References for a Nominating Committee have been adopted by the Board of Governors and shall be followed.

The Board Chair and Vice Chair shall take office at the end of the election in the Closed meeting and shall hold office for one year, until the next election meeting.

The Board Chair and Vice Chair will be elected for a period of one year and may be re-elected to that office for a period of one additional year, if consistent with the term of their Appointment.

If there is a vacancy in the office of the Board 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.

Any Governor may nominate an appointed Governor.

Role of the Chair

The Board Chair provides Board leadership and chairs Board meetings by ensuring proper process and procedure within the scope of the powers and duties of the Board. Duties and responsibilities of the Board Chair are included in the bylaws (Part III (2)). In the absence of the Board Chair, the Chair will pass to the Governors in the following order: Vice Chair, Chair of the Audit and Finance Committee, Chair of the Governance Committee, Chair of the Human Resources Committee.

As the presiding Board Governor, the Board Chair has ultimate formal authority and responsibility for the mandate and performance of the Institute.

The Board Chair leads and manages the affairs of the Board and, in this capacity, attends and follows up on Board and Committee meetings and leads the annual assessment of the Board's performance.

The Board Chair fosters effective relationships between Governors and the Board and the President's Executive, serving as the key communications link.

The Board Chair oversees the development and implementation of a clear vision and strategic direction for the Institute consistent with the public policy objectives and mandate set by the provincial government. The Chair ensures that the performance expectations for the Institute established by the Board and the provincial government are met. In this area, the Board Chair works primarily through the President.

Duties and Responsibilities of the Board Chair

Meetings and Committees:

- chairing all meetings of the Board;
- chairing the Executive Committee;
- serving as an ex officio Governor of all Board committees, and attending committee meetings as appropriate;
- delegating any of the Board Chair's duties or responsibilities, including the right to attend any committee meeting on behalf of the Board Chair;
- collaborating with the President to ensure Governors are apprised of significant matters between Board meetings and that the Board receives sufficient information to make informed governance-level decisions;
- encouraging a full deliberation of issues and the expression of all views from Governors at Board meetings;
- declaring results of a vote of the Board on all questions and motions;
- collaborating with the Executive Assistant to establish the annual Board calendar, frequency of Board meetings, and fulfill the requirements of the bylaws and the manual;
- collaborating with the Governance Committee, recommending committee Governorship and a committee Chair, to the Board for approval;
- reviewing with the President and the Executive Assistant, meeting agendas, and materials for Board meetings; and
- administering the Oath of Office for new Governors;

Signing Authority and Assignments:

- signing institutional financial statements and reports for submission to the minister;
- together with those people appointed by the Board for the purpose, signing all bylaws and meeting minutes of the Board approved by resolution; and
- carrying out special assignments on behalf of the Board and acting as spokesperson for the Board;

Spokesperson and Representation:

- advising and consulting with the President, and acting as primary contact between the Board and the President;
- consulting with the President, recommending appointments to the Boards of active subsidiaries and other entities; and
- collaborating closely and exchanging information with the President, including in respect of communication with government and other affected parties;

Leadership:

Governor

- demonstrating integrity and ethical leadership and upholding the values of the Institute;
- endeavouring to ensure Governors' respect and abiding by these bylaws, by resolutions, policies, and practices of the Board in carrying out their responsibilities as Governors;
- ensuring the Board has the knowledge of Institute business and affairs to make informed governance-level decisions and be alert to legal and provincial governmental obligations;
- ensuring Institute-level visions, strategies, plans, and reports are presented to the Board;
- overseeing conflict of interest issues raised by the Board;
- resolving conflicts and building solidarity and trust;
- ensuring cohesion of direction and purpose at the Board, and at the policy and strategic levels;
- Governor taking forward recommendations from the Human Resources Committee and the Board concerning changes in Governor remuneration to the provincial government for consideration; and
- liaising with and providing directions to the Executive Assistant

Board Composition and Planning:

- collaborating with the Governance Committee, leading an annual assessment of the performance of the Board, its committees, and individual Governors. The overall objective of the evaluation is continuous improvement in the Board's execution of its responsibilities;
- collaborating with the Governance Committee to provide a development program for existing Governors focused on increasing familiarity with the Institute, its business, and their responsibilities as Governors;
- providing advice to the Registrar respecting the rules for the election of elected Governors to the Board;
- in advance of appointed Governor term expirations, collaborating with the President and, liaising with CABRO, relating to new Order in Council appointments;
- collaborating with the President to develop and participate in the delivery of new Governor orientation;
- Governor conducting an exit interview at the request of departing Governors

President Relations:

- fostering effective relationships between the Board and the President's Executive and ensuring the President is aware of concerns from the Board, and vice versa;
- together with the Human Resources Committee Chair, initiating and leading an annual review of the President's performance;
- leading or delegating to the Vice Chair or the Chair of an appropriate standing committee of the Board, discussion relative to the compensation of the President;
- ensuring the President presents management succession and development plans to the Human Resources Committee and the Board, and implements those plans, at least annually;

Role of the Vice Chair

The Vice Chair provides additional leadership in guiding the Board and coordinating its activities in the absence of the Board Chair. If the Board Chair is incapacitated or unavailable, all duties and obligations of the Board Chair, as defined in these bylaws and the manual, are assumed by the Vice Chair. The Board Chair may request the Vice Chair represent the Institute at public gatherings or serve as a spokesperson for the Institute.

Duties and Responsibilities of the Vice Chair

- performing all duties and responsibilities of the Board Chair in their absence, including an unplanned vacancy until a successor is chosen by the Board;
- assisting the Board Chair in coordinating and providing leadership to the Board;
- assuming leadership responsibilities for key initiatives or activities, as assigned; and
- attending community and Institute events on behalf of the Board Chair, as assigned.

4. MEETINGS

(referenced in the manual, section 18 Board Meeting Guidelines)

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

Public (Open) Meetings

- The Board shall post the Open meeting agenda for its upcoming meeting at least three business days before the scheduled meeting. Open agenda materials can be made available.
- Public or Open meetings of the Board shall be held as often as necessary but not less than six times per year, to transact the business of the Board.
- The Board may by resolution adopt and post publicly a schedule of regular meetings. Further notice of such scheduled meetings is not required.

Governors may participate in a meeting of the Board either virtually, in person, or in any way all participating Governors can hear each other, provided that all Governors agree. A Governor participating in accordance with this article shall be deemed to be present, counted in the quorum, and be entitled to speak and vote as though physically present.

Closed or In Camera Meetings

Unless otherwise determined by the Board, the following shall be considered in a Closed or In Camera Session:

- all matters relating to salaries, conditions of employment and collective bargaining;
- employee changes, including appointments, transfers, resignations, promotions, demotions, conduct discipline or suspension, and all other matters relating to individual employees;
- any conduct, suspension, or discipline matters relating to individual students;
- discussions relating to the preliminary Institute budget and estimates;
- matters where Board liability may arise and legal opinion may be required respecting the liability or interest of the Board;
- matters relating to the acquisition, disposition, or security of real property;
- contractual matters where confidentiality is in the interest of the Institute;
- matters relating to the Honorary Awards policy; and
- matters referred to Closed or In Camera sessions by the Board or the Chair.

Special Meetings

Special (extraordinary) meetings of the Board may be called. Only that business for which the special meeting has been called may be dealt with at the special meeting, unless otherwise approved before the meeting. Special meetings may be designated as Open, Closed or In Camera at the Board Chair's discretion.

Confidentiality

No Governor will disclose or communicate to any other person, other than a Governor, any information pertaining to or arising from Board or Board committee meetings not open to the public, except as authorized by the Board or as otherwise approved in these bylaws. If in the Board Chair's opinion warranted, the Board Chair or designate may disclose officially the substance of Board decisions and resolutions.

Attendance

All Governors are expected to maintain strong attendance. In accordance with the *Act*, a Governor who misses three consecutive regular Board meetings ceases to be a Governor unless excused by Board resolution.

Attendance and participation in certain meetings of the Board shall be restricted to Governors (a "Closed Session"); however, at the discretion of the Board Chair such meetings may or may not include employees.

Agenda

The Board Chair in consultation with the Executive Assistant and President, shall prepare and submit an order of business ("agenda") for each Board meeting.

The Board may, by resolution, change the meeting agenda.

Actions of the Board

The action of the Board upon any matter coming before it shall be evidenced by resolution, unless otherwise required by these bylaws. The entry of resolutions in the minutes shall be *prima facie* evidence of the fact of the action taken without proof of the number or proportion of the votes in favour or against.

The Board may pass resolutions by unanimous written consent from all voting Governors without their meeting. Such resolutions should be as valid and effective as if passed at a regular meeting of the Board and be placed within the minutes of the Board.

The Executive Assistant is authorized to certify copies of resolutions passed by the Board and provide such copies upon request.

Quorum and Voting

A majority of the Governors shall constitute a quorum for the transaction of Board business.

At all Board meetings questions shall be decided by a majority of the votes of the Governors present and voting. In the event of an equality of votes, the Board Chair may cast the deciding vote.

At the request of a Governor, a secret ballot shall be held on any question or motion.

Meeting Notice

At least three business days' notice of regular Open and Closed meetings shall be given by the Board Chair or their designate, specifying the place, date, and hour of the meeting. Special meetings shall be called upon the written request of three or more Governors given to the Board Chair or the Vice Chair, in which case the required notice of meeting shall be given by the Board Chair along with an agenda for the meeting.

Presentations to the Board

The Board shall endeavour to conduct its business to the greatest extent possible at meetings open to the public. The Board welcomes presentations at public meetings from parties on matters of interest. Individuals or groups wishing to make presentations should contact the Executive Assistant within time frames established by Board policies and procedures.

Submissions and delegations to the Board will be received and heard by the Board. The Board Chair may in their discretion, limit the number and length of such presentations at any Board meeting. All persons (including Governors) wishing to present to the Board must make a request in writing to the Executive Assistant at least seven calendar days before the relevant meeting, together with a brief description of the topic of the presentation.

Circulation of Meeting Minutes

Open, Closed and In Camera Board meeting minutes will be reviewed by the Executive and the Board Chair and approved at a regularly scheduled Board meeting. Approved Open Board meeting minutes will be published on the BCIT Board of Governors webpage (Meeting & minutes).

4. INDEMNIFICATION

Every Governor and Officer of the Institute, including their heirs, executors, administrators, and estate, shall be indemnified and saved harmless, out of funds of the Institute, against:

All proper costs or expenses incurred because of any action or proceeding against them for any act or thing done or permitted by them in the good faith execution of their duties (in accordance with these bylaws or for any resolution of the Board), except those arising because of their own willful negligence or default.

5. REMUNERATION AND EXPENSES FOR GOVERNORS

Elected students and appointed Governors are entitled to receive an honorarium as per the Lieutenant Governor in Council (1995). An honorarium is not given to elected employee Governors (internal Governors).

Governors shall be reimbursed by the Institute for eligible expenses as per, *Travel and Professional Development Expense Reimbursement - Policy #2005*

6. GOVERNOR RESIGNATION AND RESCINDMENT

A Governor's position on the Board will end:

- With respect to appointed Governors, on the revocation or expiry of the term set out in the applicable Order-in-Council.
- With respect to internal Governors, on the revocation or expiry of their term as determined by the appointing body or the *Act,* as applicable.

- If a Governor delivers to the Board Chair or the Executive Assistant a written resignation. If resigning before the end of the Governor's term, the governor is expected to provide this communication as soon as possible. The Board Chair or the Executive Assistant will notify the Board and the appropriate representative body of the resignation.

- Per section 59(7) of the *Act*, if a Governor fails to attend three consecutive regular meetings of the Board, unless excused by resolution of the Board.

- If a Governor breaches the provisions of these bylaws, the Board may, in addition to any other remedies which may be available:
  - by resolution of the Board, request that the Governor resign; and
  - by a resolution passed by at least two-thirds of the Governors, request the appointing body to rescind or cancel the Governor's appointment, subject to the *Act.*

7. BOARD COMMITTEES

- the Board's Executive Committee is comprised of the Board Chair, Vice Chair, and Chairs of the Audit and Finance, Human Resources, and Governance committees as voting appointed Governors. The Board Chair will be the committee Chair;
- the Executive Committee shall address issues referred to the Board;
- subject to these bylaws, the Board may establish committees as it deems necessary;
- the Board may appoint non-Governors as non-voting committee Governors, unless otherwise specified in the committee's terms of reference;
- the Board Chair is an ex officio Governor (non-voting) on all Board committees and may delegate this position as required;
- these bylaws apply to the conduct and proceedings of all committees created by the Board; and
- subject to these bylaws, the Board may determine the number of Governors on each committee and establish committee terms of reference.

PART IV – OFFICERS

1. OFFICERS OF THE BOARD

The Board Chair and Vice Chair shall be the Officers of the Board.

2. OFFICERS OF THE INSTITUTE

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

Bank Signing Officers

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

- President;
- Chief Financial Officer and Vice President, Administration;
- Associate Director, Accounting and Reporting; and
- Manager, Accounting Services.

3. PRESIDENT AND CHIEF EXECUTIVE OFFICER

The *Act* gives the Board the power to appoint the President as the Chief Executive Officer. The President is accountable to the Board.

The President shall be remunerated by the Institute for their services in an amount determined by resolution of the Board, within provincial government guidelines, and receive other compensation and entitlements of office as may be determined by resolution.

Where the President is unable to act by reason of absence, illness, or otherwise, the Board may approve persons to assume temporarily the functions of the President. Such persons shall be designated as “acting President” and, when so acting, have all the powers and duties of the President under the *Act* and these bylaws.

The President shall exercise such powers and perform duties as assigned by the *Act* and by these bylaws:

- ensure that all bylaws, resolutions, and directions of the Board are carried out into effect;

- acting as an ex officio Governor on all Board committees and attending Board meetings (including In Camera sessions) and its committees as required by the Board;

- annually establishing and maintaining a Board-approved plan for the President’s Executive development and succession, and a critical resources plan identifying how to address an unexpected incapacitation of a member of the President’s Executive or other critical staff;

- per the *Act,* bringing forward for Board approval all proposed new educational and training programs, as well as any changes of significance to existing programs and any proposed program cancellations;

- communicating to the Board matters and policy suggestions that support the strategic direction, good reputation, welfare, and mandate of the Institute;
- identifying and reporting to the Board the principal risks of the Institute and ensuring the implementation of systems to manage those risks;
- reporting Institute operations and the President's activities at each regular Board meeting, making an annual report, and generally advising and making recommendations on all matters that should be brought to the Board's attention;
- working with the President's Executive and the Board in developing the vision and strategic direction of the Institute: bringing forward for recommendation to the Board, the Institutional Accountability Plan and Report, and the strategic, business, capital, and operational plans; ensuring the plans align with the mandate and public policy responsibilities assigned by provincial government;
- implementing the approved strategic, capital, and operational plans, ensuring Institute goals and objectives are met efficiently, effectively, and complying fully with governing statutes and public policy guidelines;
- collaborating closely and rigorously exchange information with the Board Chair;
- reviewing material issues and ensuring the Board Chair and other Governors are provided with relevant and timely information;
- under the direction of the Board, leading, supervising, managing, and directing the instructional, administrative, and business affairs of the Institute and exercising 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;
- undertaking proper and active management of the business of the Institute including ensuring the effective management and integrity of the Institute's human, technical, and physical resources, and its administrative, information management, and financial systems and internal controls;
- ensuring the respective duties of all other officers, employees, and agents of the Institute are properly performed;
- ensure the adequate staffing levels are in place to carry out the purposes of the Institute;
- appointing employees considered necessary to conduct business and operations of the Institute, defining their duties and tenure, determining remuneration, and approving an organizational structure;
- ensuring the Institute achieves and maintains a high standard in its educational and training programs, student services, and employment practices;
- developing and implementing operational policies to guide the Institute within limits prescribed by the framework of strategic directions adopted by the Board;
- directing and monitoring the Institute's activities to ensure Institute assets are safeguarded and optimized;

- planning, directing and supervising the delivery of educational programs, institutional services, professional and support staff relations, student relations, management of physical plant, properties, information systems, and external relations;

- suspending students at the Institute for just cause and dealing summarily with matters of student discipline;

- ensuring accountability through accurate and timely financial and performance reporting to the Board and the provincial government;

- seeking Board approval for expenditures, revenue measures, leases, or other actions or transactions falling outside the plans approved by the Board, where such actions or transactions exceed the levels of authority delegated to the President by the Board;

- ensuring that strategies and performance of the Institute's subsidiaries, related entities, and not-for-profit organizations are reported to the Board;

- fostering a corporate culture that promotes ethical conduct, practices and encourages integrity, and upholds BCIT values and commitments to Reconciliation;

- maintaining a close liaison regarding communication strategies with the government, rights holders, partners and interested parties;

- when considering any significant public service commitments or accepting outside Board appointments, seeking pre-approval from the Board; and

- As required by the *Sexual Violence and Misconduct Act*, each year, the president of a post-secondary institution must report to the governing body on the implementation of the post-secondary institution's sexual misconduct policy.

PART V – CODE OF CONDUCT AND CONFLICT OF INTEREST

1. GENERAL

The Board is responsible for the overall stewardship of the Institute, ensuring the Institute complies with governing policies, bylaws, and procedures. The Board is expected to comply with all applicable laws and regulations, and to align with the highest ethical and moral standards.

The Board will promote a culture of integrity at the Institute directly, through its own actions, and indirectly, through its interactions with the Institute's administration, Education Council, employees, and students. Governors must refrain from any conduct that calls into question the integrity of the Institute, the Board, or themselves.

Fiduciary Duty

Governors owe a fiduciary duty to the Institute: they are required to act honestly and in good faith, with a view to the best interests of the Institute. Governors must therefore:

- not place self-interest or the interests of others ahead of the Institute's best interests;
- not take personal advantage of opportunities coming before a Governor while performing their duties unless the opportunity and interest are disclosed, and the Institute expressly permits it;
- avoid conflicts and disclose to the Board any facts or situations which may create a conflict or perception of a conflict; and
- not disclose confidential or non-public information relating to the Institute or its affairs (including its employees, or students), or discussions that occurred in an In Camera meeting of the Board or its committees.

Internal Governors who are elected due to their position as employees or students at the Institute are not delegates. While internal Governors may express and consider those interests and concerns, internal Governors have the same duty as appointed Governors to always act in the best interests of the Institute.

2. CODE OF CONDUCT

Duty of Care

Governors also owe a duty of care to the Institute to exercise the degree of care, skill, and diligence that would be reasonably expected of a Governor on a board of a comparable organization. This means that Governors should:

- attend all regularly scheduled Board meetings (including Board retreats or planning sessions), and Board committees on which the Governor serves;
- diligently review all material provided in advance of Board meetings and where appropriate, request information that would allow the Governor to properly participate in the Board's deliberations, make informed judgments, and exercise meaningful oversight;
- participate fully and frankly in the deliberations and discussions of the Board and its committees, applying reasoned judgment to each issue; and

- be generally knowledgeable about the academic, business, and political contexts affecting the Institute.

Given the Board best fulfills its obligations to the Institute if the diverse views of its Governors are voiced, Governors are expected to present their views in a respectful and tolerant manner and to be unbiased when considering other approaches or perspectives. However, once debate on issues is over and Board decisions are made, Governors are expected to support the Board's position.

When the Board becomes aware of serious allegations against a Governor, the Governance Committee will be called to consider the matter and may make recommendations to the Board Chair for a decision. If required, the Governance Committee may seek assistance of the HR Committee. This process may arise whether the allegations involve an alleged violation of BCIT policies or conduct away from or within BCIT that could create a conflict with the Governor's fiduciary duty to the Institute or put the reputation of the Institute or the Board at risk.

If the Governor who is the subject of the allegations is a Governor of the Governance Committee, they shall recuse themselves from the meeting and shall not vote on any decisions on the matter. The Governance Committee shall consider steps including but not limited to the following:

- requesting a response from the Governor in question;
- seeking advice from counsel;
- arranging for mediation between the complainant, if applicable, and the Governor;
- engaging an external investigator if the matter is not already subject to investigation; and
- temporary suspension from the Board, or a reduction in Board duties and/or participation, until the investigation is complete.

Any action taken will be subject to Board Chair approval

3. CONFLICT OF INTEREST

"conflict of interest" or "conflict" means any situation in which:

- a Governor or a related person has a direct or indirect personal interest in an existing or proposed transaction, contract, agreement, or arrangement with the Institute;
- a Governor's or related person's personal, financial, corporate or other organizational duties influence, or reasonably appear to influence, the Governor's obligations to the Board;
- Board discussions involve labour negotiations, grievances or other labour relations activities involving a related person who holds, or is expected to hold, a faculty, support, or management staff position;
- a related person holds a position with another institute or organization that could benefit from confidential Board information; or
- the Board determines that the circumstances constitute actual, potential, or perceived conflict of interest.

Governors must avoid:

- using their Institute position to advance personal interests or the interests of any related person, business associate, partnership, corporation, union, or person to whom the Governor owes an obligation;

- benefiting, directly or indirectly from an Institute transaction over which the Governor can influence decisions;

- taking personal advantage of an opportunity available to the Institute unless the Institute has clearly and irrevocably declined it and the opportunity is also available to the public;

- using their Institute position to solicit clients for the Governor's business, or for a business connected to a related person, close friend, business associate, partnership, corporation, union, or a person to whom the Governor owes an obligation; and

- any situation that creates, or may appear to create, a conflict that could interfere with the Governor's judgment in acting in the Institute's best interests.

No Limitation

No contract, constitution, bylaw, governorship, appointment, election, or other circumstance relieves a Governor from the duties described above or from a liability imposed by law for negligence, breach of duty, or breach of trust.

Disclosure of Conflict

For matters considered, or to be considered, by the Board, every Governor must disclose actual or potential conflicts and any relationship with another who has such a conflict. *Refer to the Board Governance Manual for the full process.*

The Governor must disclose the conflict at or before the first meeting after becoming aware of it.

Disclosure may be made in writing or verbally at the meeting and must be recorded in the minutes by the Executive Assistant.

- Any Governor who believes that another Governor or related person has an actual or potential conflict regarding a matter before the Board must identify the concern to the other Governor at the first opportunity. If the Governor does not declare the conflict, the matter must be brought without delay to the Board Chair in writing.

- If the concern involves the Board Chair, the matter must be referred to the Vice Chair, who will act as Board Chair and bring it to the Board to determine whether a conflict exists.

- A Governor uncertain whether they have an actual or potential conflict must fully disclose the nature and extent of the interest and ask the Board to determine whether a conflict exists.

- In either case, the Board will determine by majority vote of Governors present and be entitled to vote whether a conflict exists. A Governor whose conflict is at issue must not vote.

- A student or employee may raise a possible conflict with the Board Chair by providing a written description and any relevant documents. The Board Chair will determine whether a conflict exists or refers the matter to the Board. If the concern involves the Board Chair, the matter must be referred to the Vice Chair, who will act as Board Chair.

- If a conflict is disclosed or discovered after a decision, the Board will determine whether the conflicted Governor influenced the decision. If so, The Governor must be recused and the Board will reconsider, confirm, rescind, or vary the decision.

A Governor with a conflict in relation to a matter before the Board will:

- not vote on that matter, but be counted for quorum whether excluded from the meeting in respect of the matter; and

- withdraw from any Closed, In Camera or Open session during discussion and voting on the matter, unless the Board Chair asks the Governor to remain only to state a position or answer questions, at the Governor's discretion.

If a Governor votes despite the above provisions, that vote will not be counted.

Specific Conflicts

A conflict of interest exists for elected Governors when discussions or decisions:

- directly affects a specific educational program or service in which a Governor, whether as a student, faculty or support staff member, or related person, is or is expected to be enrolled or employed;

- relate to labour negotiations, grievances or other labour relations matters involving elected Governors or their constituency; or

- directly or indirectly affect, or could affect, the Institute's dealings with an organization in which the Governor or related person has a financial interest or position of influence;

    - for these discussions or decisions, a conflict exists when the Governor or related person is a shareholder, director, officer, owner, or limited or general partner of a corporation, society, partnership, association, or group;

    - however, a Governor is not considered a shareholder, owner, partner, or financially interested solely because they hold units in managed investment funds.

Committees

Conflict of Interest provisions apply to all Board committee proceedings and to any person the committee Chair considers a committee Governor, principal advisor, or employee.

Office

A Governor may also hold office with the Institute and is not disqualified from contracting with the Institute, provided they comply with these Conflict-of-Interest provisions.

Board Action

If a Governor breaches these bylaws, the Board may take any of the following actions:

- censure;
- requesting the Governor's resignation from the Board;
- for an appointed Governor, recommending rescission of the appointment; and
- other actions determined appropriately by the Board, including legal remedies.

PART VI – MEDIA, COMMUNICATION AND EXTERNAL RELATIONS

Communication to the Board can be done through the Institute's public website via a single email address, (Board_of_Governors@bcit.ca). If Governors directly receive unsolicited correspondence, it can be redirected through this email address for triage and assignment.

Correspondence on behalf of the Board will be sent under the Board Chair's signature, and in their absence, by the Vice Chair. Each committee Chair may sign correspondence on behalf of their respective committee. A Governor may use the designation "Governor of the Board" or "Governor" in correspondence or other communication if the Governor has been requested by the Board Chair, Board, or committee Chair to act on their behalf. Governors' communication should then state "on behalf" or "for" the Board, or words to that effect.

The Executive Assistant may sign correspondence of a general nature, such as acknowledging receipt and cover letters for Board-related materials.

Except for the Auditor General of British Columbia in relation to the Audit and Finance Committee, as a cybersecurity strategy per *Information Security - Policy #3502*, materials for all meetings and meeting invitations will not be distributed to non-BCIT email addresses. User access is limited to Governors and appropriate employees only, using their BCIT email addresses.

BCIT has the responsibility to ensure effective and appropriate BCIT communications with governments, rights-holders, stakeholders, the public, and BCIT community Governors (e.g., employees, both current and prospective students - alumni, student association, faculty and staff unions).

The Board has the responsibility to:

- ensure the Institute has appropriate protocols and policies to enable BCIT to communicate effectively;
- conduct its business, to the greatest extent possible, at meetings open to the public;
- ensure that the reporting of financial performance is adequately and promptly reported as required by law and in accordance with policy set by the provincial government;
- ensure financial results are reported fairly and in accordance with generally accepted accounting principles;
- ensure timely reporting of any other developments that have a significant and material effect on the performance of the Institute; and
- report annually to the provincial government on the Board's stewardship for the preceding fiscal year through both its Institutional Accountability Plan and Report.

The primary spokesperson for the Institute is the President or their designate. The Board Chair will assume the lead role only for all Board-related matters and can, in consultation with the President, assume the lead role to address other issues when required.

All media requests received by a Governor will be referred to the President.

Unless permission has been granted by the President or Board Chair, Governors will not speak publicly on behalf of the Board or the Institute and will exercise discretion in any comments made publicly. Unless permission has been granted by the President or Board Chair, Governors are not permitted to publish meeting material or meeting proceedings on social media platforms or external websites.

Upon approval by the President or Board Chair, the Executive Assistant may post the summary of actions and decisions taken by the Board for publication on BCIT's intranet; decisions taken by the Board during Closed and In Camera meetings must not be included.

Only the President or Board Chair may release Board decisions to the news media through the Institute's media relations department in the VP, External office.

Requests for information by Governors shall be made to the Board Chair or to the Executive Assistant. The Board Chair may place the request before the Board for a decision as to whether or not the information should be provided.

External Relations

The Board Chair has the responsibility to:

- act as a primary spokesperson for the Institute on matters directly involving:
    - the Board, such as resignations and Board activities; and
    - the President, such as appointment, resignation, and remuneration.
- in consultation with the President:
    - undertake speaking events, official functions, and other public engagements in connection with the Institute's activities; and
    - represent the Institute in its interactions with government, and other sponsors or rights-holders.

PART VII – AMENDMENT OF BYLAWS

The Board will make bylaws consistent with the Act and on other matters where it is deemed necessary.

Bylaws may be amended at a meeting of the Board provided that written notice of a proposed amendment has been submitted to the Board at least two weeks prior to the regular Board meeting at which the amendment will be considered.

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
April 21, 2021	Board of Governors
June 29, 2022	Board of Governors
October 2, 2024	Board of Governors
June 23, 2025	Board of Governors
October 6, 2026	Board of Governors