

BRITISH COLUMBIA
INSTITUTE OF TECHNOLOGY
BOARD OF GOVERNORS' BYLAWS

Continued under the *College & Institute Act*
Approved by Resolution of the Board
October 2024

—
EDUCATION
FOR A COMPLEX WORLD.



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 Chair and Vice Chair	6
4. Meetings	9
4. Indemnification	12
5. Remuneration and Expenses for Governors	12
6. GOVERNOR Resignation	12
7. Board Committees	12
PART IV – CODE OF CONDUCT AND CONFLICT OF INTEREST	14
1. General	14
2. Code of Conduct	14
3. Conflict of Interest	15
PART V – OFFICERS OF THE INSTITUTE	19
1. Officers of the Board	19
2. President and Chief Executive Officer	19
PART VI – MEDIA, COMMUNICATION AND EXTERNAL RELATIONS	22
PART VII – AMENDMENT OF BYLAWS	24



PART I – INTERPRETATION

1. PRECEDENCE

Where the Bylaws of the Board are at 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 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 member)

“**Board**” means the Board of Governors of the Institute

“**Board Member**” means a duly elected, appointed, or ex officio member of BCIT's Board of Governors

“**Bylaws**” means these bylaws

“**Chair**” means the Chair of the Board

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

“**Conflict of Interest**” or “**Conflict**” see *Part IV – 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 composed of the Board Chair, Vice Chair, and committee Chairs

“**Governor**” or “**member**” means a member of the Board of Governors

“**In Camera Meeting**” means a meeting of only Governors, unless employees, external guests are invited

“**Institute**” means the British Columbia Institute of Technology

“**Internal Governors**” means a member that is elected 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 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 member, or being a person having some other relationship with the member, 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 member 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 of the two corporate seals to the Office of the Registrar used for certifying student diplomas and administrative or academic records. The Executive Assistant (in the Board office) holds the second seal.

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 by the Executive Assistant.

In performing any of its duties and responsibilities, each committee will have access to all books and records of the Institute required for the execution of the committee's responsibilities and, as necessary, will have the ability to 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 such of its powers as it considers necessary and appropriate for the orderly conduct and management of the business and affairs of the Institute.

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

I _____, sincerely promise and affirm that I shall 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 shall honour the Institute's values, adhere to relevant policies, and conduct myself in a respectful manner.

I confirm that I have read the Board of Governors' Bylaws and the Governance Manual and further promise and affirm that I shall always abide by them.

2. THE CHAIR AND VICE CHAIR

Election

The election of the 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 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 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 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 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 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 member of the Board, the Chair has ultimate formal authority and responsibility for the performance of the Institute.

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

The Chair oversees the development and implementation of a clear vision and strategic agenda for the Institute consistent with the public policy objectives 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 Chair works primarily through the President.

Duties and Responsibilities of the Chair

- presiding at all meetings of the Board;
- declaring results of a vote of the Board on all questions and motions;
- collaborating with the Governance Committee, recommending committee membership including a committee Chair, to the Board for approval;
- chairing the Executive Committee;
- serving as an ex officio member of all Board committees, and attending committee meetings as appropriate;
- advising and consulting with the President, and acting as primary contact between the Board and the President;
- carrying out special assignments on behalf of the Board and acting as spokesperson for the Board;
- 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;
- overseeing conflict of interest issues raised by the Board;
- signing institutional financial statements and reports for submission to the minister;
- together with those persons appointed by the Board for the purpose, signing all bylaws of the Institute and minutes of the Board approved by resolution;
- 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 Board has full knowledge of Institute business and affairs in order to making informed governance-level decisions and be alert to legal and provincial government obligations;
- demonstrating integrity and ethical leadership and upholding the values of the Institute;
- encouraging a full debate of issues and the expression of all views from Governors at Board meetings;



- resolving conflicts and build Board solidarity and trust;
- ensuring there is cohesion of direction and purpose at the Board, and at the policy and strategic levels;
- collaborating with the Executive Assistant to establishing the annual Board calendar, frequency of Board meetings, and fulfill the requirements of the bylaws and the manual;
- reviewing with the President and the Executive Assistant, meeting agendas, and materials for Board meetings;
- collaborating with the President to ensure Governors are apprised of significant matters between Board meetings and receive sufficient information to make informed governance-level decisions;
- serving as an ex officio, non-voting member of each Committee (with the exception of the Executive Committee) and attending Committee meetings as appropriate;
- consulting with the President, recommending appointments to the Boards of active subsidiaries and other entities;
- taking forward recommendations from the Human Resources Committee and the Board concerning changes in Governor remuneration to the provincial government for consideration;
- administering the Oath of Office for new Governors;
- undertaking special assignments at the request of the Board, on its behalf;
- 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; and
- conducting an exit interview at the request of departing Governors
- collaborating with the President, liaising with CABRO concerning new Order in Council appointments, and the desired number of members and their skillset, in advance of appointed term expirations;
- providing advice to the Registrar respecting the rules for the election of elected members to the Board;
- collaborating with the President to develop and participate in the delivery of new Governor orientation;
- collaborating with the Governance Committee, ensure there is a development program for existing Governors focused at increasing the Governors' familiarity with the Institute, its business, and their responsibilities as Governors;
- collaborating closely and exchanging information with the President, including maintaining a close liaison regarding communication with government, and other affected parties;
- ensuring Institute-level visions, strategies, plans, and reports are presented to the Board;
- 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;
- ensuring the President presents management succession and development plans to the Human Resources Committee and the Board, and implements those plans, at least annually;
- liaising with and providing direction to the Executive Assistant; and
- delegating any of the Chair's duties or responsibilities, including the right to attend any committee meeting on behalf of the Chair.

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 Chair is incapacitated, all duties and obligations of the Chair, as defined in these bylaws and the manual, are assumed by the Vice Chair. The 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

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

4. MEETINGS

(referenced in the manual section 18 Board Meeting Guidelines)

The Chair shall call a meeting in accordance with a pre-determined schedule of meetings or upon 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 and In Camera Meetings

Unless otherwise determined by the Board, the following shall be considered in Closed 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;
- the Institute budget and preliminary 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 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 Chair's discretion.

Confidentiality

No Board member will disclose or communicate to any other person, other than a Board member, 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. When, in the Chair's opinion warranted, the Chair or designate may disclose officially the substance of Board decisions and resolutions.

Attendance

Governors are expected to maintain an excellent attendance record. In accordance with [the Act](#), if a member of the Board has not attended three consecutive regular meetings of the Board, the member is no longer a member of the Board unless excused by a resolution of the Board.

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

Agenda

The Chair in consultation with the Executive Assistant and President shall prepare and submit an Order of



Business (“Agenda”) for each meeting of the Board.

The Board may, by resolution, change or specify the order of the 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 shall be as valid and effective as if passed at a regular meeting of the Board and be placed with 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 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 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 Chair or the Vice Chair, in which case the required notice of meeting shall be given by the 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 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 and closed Board meeting minutes will be reviewed by the Executive and the Chair and approved at a regularly scheduled Board meeting. Approved open Board meeting minutes will be published on the BCIT Board of Governors website.



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 student 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

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.
- Deliver to the Chair or the Executive Assistant a written resignation. If resigning before the end of the Governor's term, provide this communication as soon as possible. The Chair or the Executive Assistant will notify the appropriate body of the resignation.
- 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 member's Appointment, subject to the *Act*.

7. BOARD COMMITTEES

- The Board's Executive Committee comprises the Chair, Vice Chair, and committee Chairs from the Audit and Finance, Human Resources, and Governance Committees.
- The Executive Committee shall deal with the matters referred to it by 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 members, unless otherwise specified in the committee's terms of reference.
- The Chair is an ex officio member (non-voting) on all Board committees and may delegate this position as required.
- These bylaws shall apply to the conduct and proceedings of all committees created by the Board.
- Subject to these bylaws, the Board may determine the number of Governors on each committee and establish committee terms of reference.

PART IV – 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. Board Governors must refrain from any conduct that calls into question the integrity of the Institute, the Board, or the member.

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 put self-interest or the interests of others ahead of the best interests of the Institute;
- 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 any confidential or non-public information relating to the Institute or its affairs (including its employees, or students), or any discussions that occurred in any in camera meetings of the Board or its committees.

Internal Governors who are elected due to their position as employees, or students of the Institute are not delegates of that group. 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 of a board of a comparable organization. This means that Governors should:

- attend all regularly scheduled meetings of the Board (including the annual Board retreat or planning session), and of the 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 member 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 that 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 open-minded when considering other approaches. However, once debate on issues is over and Board decisions are made, Governors are expected to support the Board's position.

3. CONFLICT OF INTEREST

“conflict of interest” or “conflict” includes any situation in which:

- a member or a related person has a personal interest of any nature in an existing or proposed transaction, contract, agreement, or arrangement with the Institute affecting or benefiting the member or related person directly or indirectly;
- the personal, financial, corporate or other organizational duties of a member or related person influence or might reasonably be seen to influence the member's obligations to the Board;
- discussions relating to labour negotiations, grievances or other labour relations or activities involve a related person who holds or is expected to hold a faculty or support staff position;
- a related person holds a position at another institution or organization that could benefit from information on labour relations or other confidential matters; or,
- the Board decides the circumstances constitute actual, potential, or perceived conflict of interest.

Governors must avoid:

- using their position with the Institute to advance their personal interests or the interests of any related person, business associate or partnership, related corporation or union, or person to whom the member owes an obligation;
- directly or indirectly benefiting from a transaction with the Institute over which the member can influence decisions made by the Institute;
- taking personal advantage of an 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;
- using their position with the Institute to solicit clients for the member's business, or for a business operated by or employing a related person, close friend, business associate or partnership, related corporation or union, or a person to whom the member owes an obligation; and,
- any situation in which there is, or may appear to be, potential conflict which could interfere with the member's judgment in making decisions in the Institute's best interests.

Duty

All Governors must act in the best interests of the Institute and:

- act honestly, loyally, and in good faith;



- act with care and in a prudent and diligent manner, and keep themselves informed of the policies, business, and affairs of the Institute;
- use their knowledge and expertise in dealing with the matters before the Board of Governors;
- maintain confidentiality as set out in this bylaw; and,
- comply with all other duties imposed on them by law.

No Limitation

No contract, constitution, bylaw, membership in an organization, or circumstance of a member's election or Appointment will relieve a member from the duties specified above, or from a liability imposed by law for negligence, breach of duty, or breach of trust.

Disclosure of Conflict

In matters considered or to be considered by the Board, every member must disclose potential or actual conflicts of interest and any relationship to ~~any~~ another person having such a conflict. Refer to the process in the Board Governance Manual, section 8.

The member must disclose the conflict at the first meeting after becoming aware it.

Disclosure is to be made either in writing and read to the meeting, or orally, and entered into the meeting minutes by the Executive Assistant.

- Any member who believes that another member or related person has a potential or actual conflict of interest regarding a matter considered or to be considered by the Board, must identify the perceived conflict to the other member at the first opportunity. If the other member declines to declare the conflict, the first member shall without delay bring their concern to the attention of the Board Chair by providing a written description of the potential or actual conflict.
- A member who is uncertain whether they have 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.
- In either of the cases above, the Board will consider the matter and decide by a majority vote of the Governors present and entitled to vote whether, in its opinion, a conflict does exist in the matter. Governors whose actual or potential conflict is at issue must not vote.
- If the Governor's concern is in regard to a potential conflict of the Chair, then the matter shall be referred to the Vice Chair, and the Vice Chair, acting as Chair, will bring the matter to the Board to consider and determine whether a conflict exists in the same manner as above.
- Any student or employee of the Institute may bring a concern that a member is in conflict to the Chair's attention by providing a written description of the potential conflict of interest along with any relevant documents. The Chair will determine if a conflict exists or refer the matter to the Board. If a student or employee is concerned that the Board Chair may have a conflict then the matter shall be referred to the Vice Chair and the Vice Chair, acting as Chair, will determine if a conflict exists or refer the matter to the Board.
- If a member conflict is disclosed or discovered about a decision already made by the Board, the Board will decide whether the involvement of the member with the conflict influenced that decision. If the Board



decides it did, the conflicted member shall be recused and the Board will reconsider the decision and either confirm it, rescind, or vary it.

A member who has a conflict of interest in relation to a matter to be considered by the Board, will:

- not vote on that matter but will be included in determining quorum for the meeting, whether or not the member is excluded from taking part in the meeting in respect of the matter; and,
- withdraw from the meeting or meetings, whether in camera or in an open session, for the periods of discussion of the matter and voting on any resolution relating to the matter. The Chair may request the member to remain at the meeting or meetings only to state a position and answer questions, and the member may or may not comply with the request, at their discretion.

If the member votes on the matter despite the above provisions, that vote will not be counted.

Specific Conflicts

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

- directly affect a specific educational program or service in which a Governor, whether a student or a member of the faculty or support staff, or a related person, is or is expected to be enrolled or employed;
- relate to any labour negotiations, grievances or other labour relations matters or activities involving internal Governors; or,
- directly or indirectly affect or could affect the Institute's dealings with an organization in which the member or a related person has a financial interest or holds a position of influence;
 - with respect to such Board discussions or decisions, a conflict of interest exists when the member or related person is a shareholder, director, officer, owner, or limited or general partner of a corporation, society, limited or general partnership, association, or group;
 - however, a member is not considered a shareholder, owner, partner, or to be financially interested by reason only of holding units in managed investment funds.

Committees

Conflict of Interest provisions apply to all proceedings of Board committees and apply to other persons who are considered by the committee Chair to be either Governors of the committee or principal advisors or employees to the committee.

Office

In addition to being a Governor, a member may hold office with the Institute. No person will be disqualified as a Governor from contracting with the Institute but must adhere to these Conflict of Interest provisions.



Board Action

If a member breaches these bylaws, the Board may take actions in respect of that member, including:

- censure;
- requesting that the member resign from the Board;
- if an Appointed Member, recommending that the member's Appointment be rescinded; and
- other actions determined appropriate by the Board, including legal remedies.

PART V – OFFICERS OF THE INSTITUTE

1. OFFICERS OF THE BOARD

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

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.

2. 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:

- undertaking proper and active management of the business of the Institute;
- ensuring the respective duties of all other officers, employees, and agents of the Institute are properly performed;
- appointing employees considered necessary to conduct business and operations of the Institute, defining their duties and tenure, determining remuneration, and approving an organizational structure;
- 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;



- communicating to the Board matters and policy suggestions to promote the welfare and mandate of the Institute;
- suspending students of the Institute for just cause and dealing summarily with matters of student discipline;
- ensuring that all bylaws, resolutions, policies, and directions of the Board are carried into effect;
- 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;
- acting as an ex officio member of all Board committees and attending Board meetings and its committees as required by the Board;
- under the direction of the Board, leading, supervising, managing, and directing 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;
- ensure that all bylaws, resolutions, and directions of the Board are affected;
- ensure the adequate staffing levels are in place to carry out the purposes of the Institute;
- work 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. Ensure the plans align with the mandate and public policy responsibilities assigned by provincial government;
- developing and implementing operational policies to guide the Institute within limits prescribed by the framework of strategic directions adopted by the Board;
- 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;
- submitting a report of the operations of the Institute to the Board at each regular meeting of the Board, and an annual report, and from time-to-time report all matters within the President's knowledge that should be brought to the Board's attention;
- ensuring the Institute achieves and maintains a high standard in its educational and training programs, student services, and employment practice;
- 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;
- undertaking a 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;
- directing and monitoring the Institute's activities to ensure Institute assets are safeguarded and optimized;

- communicating to the Board such matters and policy suggestions that support the strategic direction and reputation 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;
- ensuring that strategies and performance of the Institute's subsidiaries, related entities, and not-for-profit organizations are reported to the Board;
- 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;
- 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 member of staff;
- fostering a corporate culture that promotes ethical conduct, practices and encourages integrity, and upholds BCIT values and commitments to Reconciliation;
- when considering any significant public service commitments or accepting outside Board appointments, seeking pre-approval from the Board;
- collaborating closely and rigorously exchange information with the Chair:
 - maintaining a close liaison regarding communication strategies with the government, rights-holders, and other stakeholders; and
 - reviewing material issues and to ensure the Chair and other Governors are provided with relevant and timely information.

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 "Member 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 prevention strategy materials for all meetings and meeting invitations will not be distributed to non-BCIT email addresses as per the [Information Security - Policy #3502](#). User access is limited to Governors and appropriate employees only, via 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 members (e.g., employees, students both current and prospective), 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 and Annual 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.

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

Correspondence on behalf of the Board shall be sent under the signature of the Chair. The designation "Board Member" on communication with agencies outside the Institute shall be used only if a member is:

- requested by the Board to act on its behalf; or
- requested by a Board committee to act on its behalf; or
- given permission by the Chair to use the designation.

Written communication on behalf of the Board shall be sent from the Executive Assistant and a copy filed.

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.

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



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

