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BY-LAW No. 1

A By-Law relating to the transaction and general conduct of the affairs of THE SAULT
COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BE IT ENACTED as a By-Law as follows:

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

- 1.1. In this By-Law, unless the context otherwise requires and other than as specifically defined in this Section, all terms contained in this By-Law that are defined in OCAATA or ONCA shall have the meanings given to the terms in OCAATA or ONCA. Words importing the singular shall include the plural and vice versa. References to persons shall include firms and corporations. Words importing one gender shall include all genders. Headings are used for convenience of reference and do not affect the

- (j) "Ministry" shall mean the Ministry of Colleges and Universities unless otherwise indicated.
- (k) "i b" shall mean the Not-For-Profit Corporations Act, 2010, and the regulations thereunder, as amended.
- (l) "e j ô 2" shall mean a person who is enrolled in a Course or Program of instruction in a College.
- (m) "Support staff member" shall mean a person who is employed full time by the College in roles including but not limited to clerical, technical, health care, maintenance, purchasing, and custodial.

ARTICLE 2 ~~2~~ NAME

The name of the College shall be The Sault College of Applied Arts and Technology and it will be managed legally by the Board and its legal powers flow from the Act and ONCA and its regulations thereunder.

ARTICLE 3 ~~3~~ - HEAD OFFICE

The registered office of the College shall be at 443 Northern Ave. E., in the City of Sault Ste. Marie, in the District of Algoma, and in the Province of Ontario, or at such place therein as the Board may from time to time determine.

ARTICLE 4 ~~4~~ SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in this By-Laws are inconsistent with those contained in the articles or any Act, the provisions contained in the articles or any Act, as the case may be, shall prevail.

ARTICLE 5 ~~5~~ CORPORATE SEAL

The seal of the College shall be in the form impressed

appointment for another successive term not to exceed four(4) years.

7.5. Appointment of external governors

7.5.3. Twelve (12) external governors shall be appointed, and such appointments shall be made by the following:

- (a) Four(4) appointments shall be made by the LGIC.
- (b) Seven(7) appointments shall be made locally; and
- (c) One(1) appointment shall be made by Indigenous Education Council

7.6. Role and Responsibilities of Appointed/Elected Members

7.6.3. Appointed/elected members of the Board shall serve:

- (a) in a voluntary capacity; and
- (b) in a voting capacity at Board meetings and on all standing committees of the Board to which they may be appointed.

7.6.4. Internal appointed/elected members may hold the position of Chair of the standing committees but only external members can hold the position of Chair or Vice Chair of the Board.

7.7. Nominations, Appointments Elections, Voting and Appeals Procedures for Internal Appointed/Elected Members

Nominations

7.7.3. Nominations for elections shall open twenty (20) working dates before the election and close ten (10) working days prior. If no nominations are received, the period extends for three working days.

7.7.4. Nominations require a completed form with a nominator and seconder from the relevant constituent group. Nominations for staff representatives must be delivered to the Vice President of Finance and Corporate Services and nominations for students must be delivered to the SCSU Executive Director for eligibility confirmation.

7.7.5. Completed nominations, along with a brief biography and Consent to Release Information to Third Party statement, are to be submitted to the Vice President of Finance and Corporate Services.

7.7.6. Campaigning starts after nominations close and ends ten hours before polls open for academic, administrative, and support staff constituents.

7.7.7. If only one person is nominated by the deadline, they are acclaimed without the need for an election.

Elections

7.7.8. All elections for constituent groups for academic, administrative and support staff shall be by secret ballot with voters identifying a first and second choice from the names on the ballot. Voting will be conducted via an electronic voting platform.

7.7.9. Student appointments shall be held within the provisions of the Constitution of the Student Administrative Council.

Candidate and Voter Eligibility

7.7.10. Actively employed members of constituent groups are eligible to both nominate and vote in elections pertaining to their constituency, unless otherwise restricted.

7.7.11. A voter/nomination list, comprising all employed and/or registered members of the constituency group, will be distributed electronically on the day nominations open. Any amendments or challenges to the voter/nomination list will be received and responded to by the Vice President of Finance and Corporate Services.

Polling Period

7.7.12. Polls are open on election days from 9:30am to 7:00pm. An advance poll is held from 11:00am to 2:00pm four working days before the election date or on a different day of the week prior.

Vote Tally

7.7.13. Votes are automatically tallied via the electronic voting system immediately after the closing of the main election poll.

7.7.14. Should a tie occur for first place, the candidate(s) receiving the least votes are disqualified, and their ballots are redistributed according to the voter's preference, if any. If a tie remains following the second count, the tie shall be broken by a coin toss by the Vice President, Finance and Corporate Services

in the presence of the candidates.

7.7.15. Any candidate can request a recount in writing to the Vice President, Finance and Corporate Services within 24 hours of the official count, and the recount shall be held within 48 hours of the request.

7.7.16. Within 48 hours of polls closing, or 24 hours after a recount is requested, the Vice President, Finance and Corporate Services shall:

- (a) Communicate election results internally and file the results with the Secretary of the Board.
- (b) File the name of the runner-up in the election with the Secretary of the Board for potential vacancies before the term expires.

7.8. Appeals Procedures

7.8.3. Appeals to any action or decision related to the nomination and/or election process shall be made in writing to the Chair of the Board or their designate.

7.8.4. The Chair of the Board shall establish an Appeal Committee comprised of three external members of the Board of Governors to rule on the complaint.

7.9. Calling of

7.10. Governor Consent to Serve as Governor

An individual elected or appointed to hold office as a Governor shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Governor has been re-elected or reappointed where there is no break in office. If an elected or appointed Governor consents in writing after the ten (10) day period referred to in this Section, the election or appointment is not valid.

7.11. Vacancies

The office of a Governor shall be vacated immediately if:

- (a) the Governor resigns office by written notice to the Board, which resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later.
- (b) the Governor becomes disqualified pursuant to Article 7.2; or
- (c) the Governor dies.

7.12. Filling Vacancies

7.12.1. Vacancies Among External Governors. Where a vacancy occurs among External Governors, the Governance Committee will meet to recruit and

7.12.4. Resignation Mid Term of Internal Appointed/Elected Governors. In the event an internal appointed/elected member resigns midterm, the following guidelines will follow:

- (a) If the Internal appointed/elected member resigns in the first six (6) months, the runner up will move into the position. If the member was acclaimed, an election will be held.
- (b) If the Internal appointed/elected member resigns after six (6) months, an election will be held, and the term of office will be determined by the College prior to a new election being called.
- (c) If the Internal appointed/elected member resigns in the last six (6) months of the term, the position will remain vacant until the next appointment or election as applicable.

7.12.5. Resignation Mid Term of External Governors. In the event an external member resigns mid-term, the Governance Committee will conduct a recruitment process and bring forward a recommendation to the Board for approval. If the external member referred to in this Section is appointed by the LGIC the same recruitment process will be followed as with other external members, but the Governance Committee shall endeavour to put forward up to three (3) nominees and submit the required documentation for each to the LGIC.

7.13. Leave of Absence

7.13.1. A Governor may make a request for a leave of absence in exceptional circumstances such as medical or other reasons. Such request may be granted by resolution of the Board.

7.13.2. A Governor who finds that he or she is unable to fulfill their responsibilities as a Board member for six (6) consecutive months or longer, may consider whether or not resigning from their position is the best course of action.

ARTICLE 8 - POWERS OF THE BOARD

8.1. The Board shall provide direction and oversight of

8.2. The Board may make, or cause to be made, in the College's name any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the College is authorized to exercise and do, as provided by any applicable statute or law.

8.3. The Board is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, lease, mortgage, hypothecate, convey, dispose of, or otherwise dispose of, shares, stocks, bonds, debentures, debenture warrants, debenture purchase rights, warrants, options and other securities, lands, buildings, and other property (or) 792 re W* n BT /F3 12 Tf 1 0 0 1pan n BT other property

- 10.4. All nominations require a seconder.
- 10.5. The Chair and Vice Chairs shall be selected on a majority vote, by secret ballot from a list of nominees at the final meeting.
- 10.6. The ballots shall be counted by the Treasurer and confirmed by the current Chair, if ineligible for re-election, or, if the current Chair is standing for re-election, or in the Chair's absence, by the Board Secretary

ARTICLE 11 - DUTIES OF OFFICERS

The duties of the Officers are as follows:

11.1. Chair. The Chair shall, when present, preside at all meetings of the Board. Together with the Secretary or other officer appointed for the purpose, the Chair shall sign all By-Laws and such contracts, documents, or instruments in writing. The Chair shall also be responsible for the incidental expenses of the President. The Chair or the person designated is the official spokesperson of the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the office. The Chair will not hold the position of Chair in their final year on the Board but will remain as a regular member providing guidance and support to the incoming Chair in relation to outstanding business. The Chair has the duty to preserve order and decorum at meetings of the Board and to decide all questions of order and privilege. The Chair shall speak for the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the office.

11.2. First Vice Chair

In the Chair's absence, inability, or refusal to act, the First Vice Chair upon approval of the Board, shall perform all of the duties and have all of the powers of the Chair.

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11.4. President

The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President full authority to manage and direct the business and affairs of the College, except such matters and duties as by law must be transacted or performed by the Board and subject to the executive constraints as may be imposed by the Board from time to time, and further to employ and discharge agents and employees of the College, to whom the President may delegate a lesser power. Any agent or employee appointed by the President shall be subject to discharge as set forth in the collective agreements or the terms of employment

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- (d) the Governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board.
- (e) the Governor has failed to observe and perform the Governor's fiduciary duty to the corporation in that the Governor has not acted with honesty, in good faith and the best interests of the corporation.
- (f) the Governor has knowingly failed to comply with OCAATA, ONCA, the Directives, Board policies, or any other College policies applicable to the Governor.
- (g) the Governor is a Student Governor who is no longer in good academic standing or who has received an academic integrity report or student conduct violation on their student file; and
- (h) the Governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such Governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of the College:
 - i. harassment (including activities that would constitute harassment under College policies or applicable laws)
 - ii. violence (including activities that would constitute violence under College policies or applicable laws)
 - iii. conviction

Council.

- 12.4. Prior to voting to remove a Governor, the Chair and Vice-Chair are to discuss the matter with the Governor in question to explain why the removal is being considered and to seek a satisfactory explanation or a solution to the alleged reasons for removal. If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in-camera session and the Board is to determine, by resolution passed

- 12.7.2. Notice of intention to pass any such resolution and the reasons therefore and the sanction sought shall be given in the notice calling the meeting.
- 12.7.3. The Governor whose conduct is the subject of sanction shall be offered an opportunity at the meeting to speak to the issue before withdrawing from discussion and vote on their removal or lesser sanction.
- 12.7.4. No sanction shall be imposed on any Governor for reasons other than those to which they were offered an opportunity to address the Board.
- 12.7.5. Where discussion or vote on a resolution for removal from office is deferred or adjourned, the Governor whose removal from office is in question shall be deemed to be in a perceived Conflict of Interest on all issues then coming before the Board and shall not take part in any discussion or vote on any matter until resolution of the motion to remove them from office, but such Governor shall be entitled to have the question of their removal called at the next ensuing meeting of the Board in order that the issue be finally

12.9.3. Removal of Internal Governor. The term of office of a Governor elected to the Board by their constituency comes to and end immediately upon such person ceasing, whether temporary or permanent, to be a Student, Academic Staff Member, Administrative Staff Member or Support Staff Member, but a student Governor who graduates prior to the expiration of the \ y.¿Q/ FAF5P \$îàw

ARTICLE14 - BOARDMEETINGS

14.1. Meetings of the Board

- 14.1.2. TheBoard may hold its meetings at such place or places as it may determine from time to time. No formal notice of any such meeting shall

be less than two (2) days before the meeting and mailed not less than five business (5) days before the meeting is to take place.

14.3. Error or Omission in Notice

14.3.1. No error or omission in giving notice of a meeting of Governors shall invalidate such meeting or invalidate or make void any proceeding taken at such meeting. Governors may thereafter at a properly constituted meeting ratify, approve, and confirm any or all proceedings taken or had at such meeting.

14.4. Agendas

14.4.1. The agenda shall be prepared and circulated by the President or designate at least 5 working days prior to the regular meeting.

14.4.2. Although notice of a meeting may include a draft agenda, Governors may conduct the meeting in any order and the agenda may be changed or modified at the opening of the meeting to be held.

14.4.3. Should a member of the Board require a new item that is not already on the agenda be discussed, or to be provided with additional information with respect to a Board matter (such as a legal opinion addressed to the Board) that member should speak with the Board Chair and the President in advance of the meeting. If the member, the Board Chair, and the President are not in agreement, then the member may, on notice to the Board Chair raise the request at the opening of the in-camera meeting during the call for other business or approval of the agenda and the matter shall be determined by the Board.

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- (a) individual students
 - (b) individual Governor or prospective Governors
 - (c) individual employees of the College
 - (d) all matters arising out of the employment, including hiring, evaluation, contract terms and termination
 - (e) any other matter where personal information about an identifiable individual will be disclosed
 - (f) strategic labour relations and matters pertaining to collective bargaining or terms of employment
 - (g) the security of the property of and the financial obligations of the Board, including business operations and obligations
 - (h) the acquisition, disposition, lease, exchange, or expropriation of real or personal property or improvements, if the Board considers that disclosure might be expected to harm the interests of the College
 - (i) litigation or potential affecting the Board or the College
 - (j) Board self-evaluation
 - (k) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose
 - (l) information that is prohibited from disclosure under the Freedom of Information and Protection of Privacy Act
 - (m) other matters that, in the opinion of the majority of Governors, the disclosure of which might be prejudicial to an individual or to the best interests of the College; and
 - (n) consideration about whether a matter or issue is to be discussed in camera
- 14.6.5. Notwithstanding a meeting or part of a meeting being held in camera, decisions may be reported in open session as information items.
- 14.6.6. The Board may conduct an in-camera meeting of the External Governors' only for matters that relate to items such as collective bargaining or President's contract.

responsibilities.

19.1.2. Internal Governor: for the purpose of this Section, the President of the College shall be deemed to be an Internal Governor.

19.1.3. Perceived Conflict of Interest: a situation where well-informed persons could properly have a reasonable belief that a Governor has an actual conflict of interest, even where that is not the case in fact.

19.1.4. Potential Conflict of Interest: a situation where a Governor has a private or personal interest that could influence the performance of the Governor's duties or responsibilities, provided that the Governor has not yet exercised that duty or responsibility.

19.2. Principles

(a) Governors are expected to act honestly and uphold the highest ethical standards.

(b) Governors are obligated to perform their official duties and conduct themselves in a manner that will meet the closest public scrutiny because Colleges are part of the broader public

is found by the Board to have an actual, perceived, or potential Conflict of Interest, the Vice-Chair will also chair that portion of the meeting dealing with the item in question.

19.6. Duty to Report

19.6.1. Any Governor who perceives another Governor of the Board to be in Conflict of Interest in a matter under consideration is to raise this concern with the Chair of the Board. The Chair, in turn, is to discuss the matter with the member of the Board who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting Governor.

19.6.2. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a Conflict of Interest exists. The Governor perceived to be in conflict is to refrain from voting.

19.7. Sanctions

19.7.1. Where there has been a failure on the part of a Governor to comply with the Conflict-of-Interest Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgement, the Board shall impose sanctions which will include any one or combination of the following:

- (a) issue a verbal reprimand; or
- (b) issue a written reprimand; and/or
- (c) request that a member of the Board resign; and/or
- (d) remove the member of the Board through processes established in Board By-Laws

19.8. Application

19.8.1. These provisions are applicable to all Governors of the Board, including officers and internal governors. Without limiting the general application of the COI Directive, the Board shall recognize the following circumstances as an actual Conflict of Interest requiring the affected Governor to conduct themselves with this Article.

- (a) President: The President has a Conflict of Interest in respect to agenda items relating either directly or

be of the general nature or relate to providing performance related information

preclude the president from participating in the evaluation or performance review process as the employee being evaluated.

- (b) Evaluation, Compensation, Perquisites, Benefits: All Internal Governors have a Conflict of Interest in respect to agenda items relating to the benefits. This does not prevent the Chair or Executive Committee asking for their input as part of a general information-gathering process in preparing the evaluation.
- (c) Compensation and Terms and Conditions of Employment of College Staff: All Internal Governors, except the president, have a Conflict of Interest in respect to agenda items relating to compensation and terms and conditions of employment of College staff.
- (d) Collective Bargaining. All Internal Governors, except the president, have a Conflict of Interest in respect to agenda items relating either directly or indirectly to collective bargaining.
- (e) Programs or Activities. All Internal Governors have a Conflict of Interest in respect to agenda items relating either directly or indirectly to programs or activities in which they are employed or a student.
- (f) Increase in Tuition Fees. A Student Governor has a Conflict of Interest in respect to agenda items relating to an increase in the tuition fees for the particular program in which the student is en

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required by the By-Laws of the College or by any applicable statute or law are regularly and kept in an orderly manner.

22.2. The Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.

22.3. This and any other By-Laws of the College shall be open to examination by the public during the normal office hours of the College and whenever possible, shall be available to the public on the College's website.

ARTICLE 23 - DEPOSITS OF SECURITIES FOR SAFEKEEPING

23.1. The securities of the College shall be deposited for safekeeping on behalf of the College with one or more bankers, trust companies or other financial institutions to be selected by the Board.

23.2. Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Board signed by such officer(s) or agent(s) of the College, and in such a manner, from time to time that shall be determined by resolution of the Board and such authority may be general or confined to specific instances.

ARTICLE 24 - BORROWING MONEY

24.1. Guidelines and Process

24.1.1. Subject to the obtaining of such approvals as may be required and compliance with all applicable laws, the Board may, by resolution:

(a) borrow money on the credit of the College in such amounts, on such terms and from such persons, firms, or corporations, including chartered banks, as may be determined by resolution of the Board.

(b) make, draw, and endorse promissory notes or bills of exchange.

(c) hypothecate, pledge, charge, or mortgage all or part of the property of the College to secure any money so borrowed or the fulfillment of the obligations incurred by under any promissory

(d) note or bill or exchange signed, made, drawn, or endorsed by it.

(e) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and as such prices as the Board may by resolution decide, mortgage, charge, hypothecate or pledge all or any part of the property of the

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Programs of Instruction, the Board shall ensure that Program Advisory Committee be established for each program, or cluster of programs, offered at the College. The structure, terms of reference and procedure for which are set out in Appendix B of this By-law.

ARTICLE 29 MISCELLANEOUS

29.1. Committee of the Whole

29.1.1. The Board may establish a Committee of the Whole, which shall be held in camera to receive informational or educational awareness presentations or to hear special presentations from invited guests.

29.2. Financial Year

29.2.1. The fiscal year of the College shall terminate on the 31st day of March in each year.

29.3. Health and Safety

29.3.1. The Board shall ensure compliance with health and safety legislation.

29.4. Amendments

29.4.1. The Board By-Law may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two thirds (2/3) of the Board members present and eligible to vote provided that a notice of motion of the proposed amendment or repeal is brought before the Board at a regular meeting, after which the motion shall

W. Mitchell

W. Mitchell

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- (b) Program Advisory Committee members, when acting in this role, are expected to consider and represent the interests of the College and its community as a whole in preference to any other interests which that Program Advisory Committee member may also have or represent.
- (c) Program Advisory Committee members must declare a conflict of interest with respect to their fiduciary responsibility at the earliest opportunity. Where a member has declared an interest or possible interest, the member shall withdraw from the discussion, leave the meeting, and withdraw from voting in respect of the conflict. The member is responsible for ensuring that their conflict is recorded in the minutes.
- (d) Should Program Advisory Committee member apply for or be considered for employment at the College, they must take a leave of absence and temporarily withdraw from PAC deliberation, voting and access to all applicable PAC information while the member is an active applicant in the employment process. Once the process is completed, a parttime employee may once again sit on the PAC.
- (e) A Program Advisory Committee member shall not divulge confidential information obtained as a result of their appointment or election, unless legally required to do so.