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BY-LAW NO. 1

**CONDUCT OF THE AFFAIRS OF
THE BOARD OF GOVERNORS**

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A by-law relating generally to the conduct of the affairs of The Board of Governors of The Northern College of Applied Arts and Technology.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE NORTHERN COLLEGE OF APPLIED ARTS AND TECHNOLOGY (hereinafter called the “Corporation”) as follows:

1 INTERPRETATION

1.1 In this by-law, the following terms shall have the indicated meanings:

1.1.1 “OCAAT Act” shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time;

1.1.2 “Board” shall mean of the Board of Governors of the Corporation;

1.1.3 “Council” shall mean the College Employer Council;

1.1.4 “Regulations” shall mean the regulations made under the “OCAAT ACT”, *Ontario Regulation 34/03*;

1.2 In these by-laws and all other by-laws and special resolution of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number *of the masculine gender* shall include the plural number *or the feminine gender, as the case may be, and vice-versa*, and references to persons shall include firms and corporations.

1.3 Electronic Communication

Except where specifically stated otherwise, references to “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include email address. It is the intent of the College to use electronic communication whenever possible.

2 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Timmins in the District of Cochrane in the Province of Ontario and at such place therein as the governors may from time to time determine.



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3 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4 BOARD OF GOVERNORS

4.1 Governor Qualifications

A governor must be an individual who:

- 4.1.1 is eighteen or more years of age;
- 4.1.2 is not an undischarged bankrupt;
- 4.1.3 has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- 4.1.4 has not been found to be incapable by any court in Canada or elsewhere; and
- 4.1.5 has not been declared an ineligible individual under the *Income Tax Act* (Canada).

4.2 Size and Constitution of Board

Each such governor shall also be a member of the Corporation. The Board shall consist of seventeen (17) governors of whom: twelve (12) governors, hereinafter referred to as “appointed” governors, shall be appointed in the manner provided in subsection 4.3 **Appointed Governors** below; four (4) additional governors, hereinafter referred to as “elected” governors, shall be elected as provided in subsection 4.4 **Elected Governors** below; and the President of the Corporation (who shall for the purposes of the Regulations be regarded as “the President of the College”) shall be appointed by the Board pursuant to subsection 11.5 **Vacancies** hereof and who shall be a voting member of the Board by virtue of office. The Board shall not be improperly constituted should an internal stakeholder group chose not to exercise the right to elect a member. Of the twelve (12) appointed governors, one shall be the Chair, from time to time, of the Northern College Indigenous Council on Education (“NCICE”).



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4.3 Appointed Governors

The appointed governors shall be appointed pursuant to *Ontario Regulation 169/10*.

4.4 Elected Governors

The elected governors, as defined in the Regulations, shall be elected in accordance with the procedures established by the Corporation, specifically, allowing for one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by the students or by the relevant staff group. No member of the Internal Elections Committee shall, at the same time, be a candidate for election to the Board of Governors.

The Board of Governors of Northern College of Applied Arts and Technology will ensure that elections for internal Board members be conducted under the supervision of a committee which shall be called the Internal Elections Committee (IEC). This committee shall be composed of the following:

- 4.4.1 One member of OPSEU Local 653, as selected by OPSEU Local 653;
- 4.4.2 One member of OPSEU Local 654, as selected by OPSEU Local 654;
- 4.4.3 One member of the Administrative Staff Association, as selected by the Administrative Staff Association;
- 4.4.4 The Executive Assistant to the Board of Governors, as Chief Returning Officer.

4.5 Eligibility Requirements of External Members

No person shall be eligible for appointment as an appointed governor if such person is a student or an employee of a college of applied arts and technology.



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4.6 Terms and Limits

- 4.6.1 each appointed governor and each elected governor (other than the student governor) shall be appointed or elected, as applicable, for a term of 3 years;
- 4.6.2 each student governor shall be elected for a term of 1 year;
- 4.6.3 each governor shall take office on the first day of September in the year of appointment or election;
- 4.6.4 Notwithstanding the length of the term to which an elected governor may be elected, such term shall immediately terminate upon such governor ceasing to be a student, academic staff member, administrative staff member, or support staff member, as applicable. Provided that a student governor who graduates prior to the expiration of such student governor's term may continue to serve until the 31st day of August in such student's year of graduation; in the case of the governor appointed in their capacity as Chair of the Northern College Indigenous Council on Education (NCICE), their term shall immediately terminate upon such governor ceasing to be Chair of the NCICE.
- 4.6.5 No person shall serve as an appointed governor or an elected governor (other than the student governor) for more than six (6) consecutive years provided that after an absence of two (2) years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed six (6) years.
- 4.6.6 No person shall serve as the student governor for more than four (4) consecutive years provided that after an absence of two (2) years such person shall again be eligible for re-election for successive terms not to exceed four (4) years.



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- 4.6.7 Notwithstanding subsection 4.6.5 No person shall serve as an appointed governor or an elected governor (other than the student governor) for more than six (6) consecutive years provided that after an absence of two (2) years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed six (6) years., a member serving as Board Chair shall immediately be eligible for reappointment or re-election to another term of office, provided that the member continues to serve as chair.
- 4.6.8 A member who continues to serve as chair pursuant to subsection 4.6.7 Notwithstanding subsection 4.6.5 No person shall serve as an appointed governor or an elected governor (other than the student governor) for more than six (6) consecutive years provided that after an absence of two (2) years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed six (6) years., a member serving as Board Chair shall immediately be eligible for reappointment or re-election to another term of office, provided that the member continues to serve as chair. may not be a member of the board for more than eight consecutive years and subsequently is not eligible for reappointment or re-election to the board.



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4.7 Vacancies

- 4.7.1 where a vacancy occurs among the appointed governors of the Board, a new member shall be appointed to fill the vacancy, pursuant to procedures set forth in current legislation (*O. Reg 34/03*).
- 4.7.2 where a vacancy occurs among the elected governors of the Board, such vacancy shall be filled by the procedures set forth by the Corporation (*Board Policy B-6 Election of Internal Members*).
- 4.7.3 The term of the person appointed or elected to fill a vacancy pursuant to subsection 4.7.1 where a vacancy occurs among the appointed governors of the Board, a new member shall be appointed to fill the vacancy, pursuant to procedures set forth in current legislation (*O. Reg 34/03*), or 4.7.2 where a vacancy occurs among the elected governors of the Board, such vacancy shall be filled by the procedures set forth by the Corporation (*Board Policy B-6 Election of Internal Members*). shall be for the same term as is provided in 4.6.1 each appointed governor and each elected governor (other than the student governor) shall be appointed or elected, as applicable, for a term of 3 years; and 4.6.2 each student governor shall be elected for a term of 1 year, as applicable, and shall commence upon such appointment or election and shall terminate on August 31st in the year in which such term expires.

4.8 Consent

In compliance with the *Ontario Not-for-profit Corporations Act* (“ONCA”), all governors must consent to hold office before or within ten (10) days after the election or appointment (See Appendix A – Governor Consent). Consents shall be maintained by the college.

5 POWERS OF THE BOARD

The Board shall manage or supervise the management of the activities and affairs of the Corporation and exercise all powers and do all such acts and things as the Board is authorized to exercise and do pursuant to the ONCA and the OCAATA.



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6 MEETINGS OF THE BOARD

6.1 Calling of Meetings

- 6.1.1 Except as otherwise required by law, the Board may hold its meetings at such place or places or by such means, as it may from time to time determine.
- 6.1.2 Meetings of the Board or its committees may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Board or of the committee, as the case may be, participating in such a meeting by such means is deemed for the purposes of this by-law to be present at the meeting.
- 6.1.3 The Board shall determine each year an annual schedule of regular meetings. Board meetings may be formally called by the Chair or Vice-Chair or by the Secretary or Treasurer on the direction of the Chair, or of the Vice-Chair or by any four (4) governors.
- 6.1.4 The governors may consider or transact any business, either special or general, at any meeting of the Board.

6.2 Notice of Meetings

- 6.2.1 Once established by the Board, the schedule of regular meetings shall be sent to all governors and shall be posted on the Corporations website and publicized via whatever medium deemed appropriate by the Board.
- 6.2.2 Where urgent conditions prevail, notice of an unscheduled Board meeting shall be delivered, telephoned or sent by electronic mail to each governor not less than one (1) day before the meeting is to take place or shall be mailed to each governor not less than four (4) days before the meeting is to take place. Wherever possible, notice of unscheduled meetings of the Board will be posted on the Corporation's website as soon as possible after they are called.
 - 6.2.2.1 The purpose of the meeting is not required to be stated in the notice, unless the purpose includes non-delegable business, as described in section 15.



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6.2.3 The certificate of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

6.2.4 No accidental error or omission in the giving of notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any governor may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.

6.3 Disclosure of Conflict of Interest

At the opening of each meeting, the Chair shall ask for disclosures of any actual, potential, or perceived conflicts of interest of any governor relating to any agenda item. Any such declared conflicts shall be recorded in the minutes.

6.4 Quorum

The quorum required for a meeting of a Board of Governors shall be equal to the majority of the number of Board members, plus one. (*O. Reg. 34/03*). No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

6.5 Meetings to be Public

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

6.6 In Camera

Where a matter to be considered at a Board or committee meeting is determined by the majority of the governors present, in accordance with the criteria established below, to be confidential to the Corporation, the part of the meeting concerning such confidential matter may be closed to the public (in-camera).

6.6.1 In-camera meetings will generally be held to discuss sensitive matters pertaining to the following:

6.6.1.1 individual students;

6.6.1.2 individual governors or prospective governors;



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- 6.6.1.3 individual employees;
- 6.6.1.4 all matters arising out of the President's Terms of Employment, including hiring, evaluation, professional development, contract terms and termination;
- 6.6.1.5 any other matter where personal information about an identifiable individual will be disclosed;
- 6.6.1.6 strategic labour relations and matters pertaining to collective bargaining or terms of employment;
- 6.6.1.7 the security of property of the Corporation;
- 6.6.1.8 the acquisition, disposition, lease, exchange or expropriation of real or personal property or improvements, if the Board considers that disclosure might reasonably be expected to harm the interests of the Corporation;
- 6.6.1.9 Board self evaluation;
- 6.6.1.10 litigation or potential litigation affecting the Corporation;
- 6.6.1.11 the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- 6.6.1.12 information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
- 6.6.1.13 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 Corporation;
- 6.6.1.14 consideration of whether an item is to be discussed in-camera.
- 6.6.2 Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the Board of Governors agrees that that part of the meeting be open to the public.
- 6.6.3 The Board may convene in-camera only by proper resolution of the Board. Such resolution shall be recorded in the minutes of the Board. The items to be discussed in camera will be identified on the In-Camera



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Agenda. Board members may question the appropriateness of any agenda item on the In-Camera Agenda. During the in-camera meeting the Board shall discuss only the matter that gave rise to the closed meeting and shall not vote on any amendment or adoption of a by-law.

- 6.6.4 Governors who are in conflict of interest with respect to the subject matter to be discussed shall be excluded during the in-camera portion of the meeting. The Chair, the President or any Board member may request the presence of appropriate administrators or other persons as a resource to address specific issues. Members will direct such requests to the Chair. Such resource people will be present at Board discussion or debates unless an objection is raised and a vote taken by the Board. While meeting “in-camera” the Board may request certain persons to appear for the purpose of providing information to the Board on the topic(s) under discussion.
- 6.6.5 All governors and other persons attending the in-camera meetings shall keep all information, discussions and proceedings at in camera sessions of the Board strictly confidential. Even when the resulting decision is made public, all discussions and all information provided at an in-camera session shall remain confidential unless the Board decides, by resolution, to make the information public.
- 6.6.6 Where in-camera discussions lead to the passing of resolutions, the Board will make every effort to make public such decisions as soon as possible after the meeting, taking into consideration the need or requirement for continued confidentiality. Where the in-camera discussions lead to a general policy decision or a decision that may have immediate impact on the College community, the Board will establish the date for the information to be made public and means by which the information will be released. Minutes will be recorded of any resolutions passed during the in-camera session.
- 6.6.7 The Board may, at any time, declare a governors’ retreat, planning session, information session, orientation for new members or any other such events as it deems appropriate. No resolutions shall be passed during these sessions. Such events shall not be open to the public.



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6.7 Adjournments

Any meeting of governors may be adjourned to any time, and from time to time; and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be given in the same manner as provided in subsection 6.2 **Notice of Meetings.**

6.8 Voting

- 6.8.1 Except for votes to amend or adopt by-laws or to remove a governor pursuant to section 8 **REMOVAL OF GOVERNORS**, questions arising at any meeting of governors shall be decided by a majority vote. Votes to amend or adopt by-laws or to remove a governor pursuant to section 8 **REMOVAL OF GOVERNORS** shall require a two-thirds majority. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 6.8.2 All votes at any such meeting shall be taken by ballot, if so demanded by any governors present; but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 6.8.3 Unless there is a demand for a recorded vote, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the Chair, the Chair's duties may be performed by the Vice-Chair or such other external governor as the Board may from time to time appoint for the purpose.
- 6.8.4 A governor present at a meeting is deemed to have consented to any resolution passed, *unless*:
- 6.8.4.1 Their dissent is recorded in the minutes;
 - 6.8.4.2 They request that their dissent be entered into the minutes;



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6.8.4.3 They give their dissent to the secretary of the meeting before it ends;
or

6.8.4.4 They submit their dissent immediately after the meeting ends.

6.8.5 If a governor votes or consents to a resolution, they are not entitled to enter a dissent. If a governor is not present at a meeting, the governor is deemed to have consented to any resolution or action at that meeting, unless they dissent within seven (7) days of becoming aware of the resolution.

6.8.6 A resolution in writing signed by a quorum of the Board is as valid as if it had been passed at a meeting of the Board, provided that the resolution was sent to all governors and that governors were given at least two (2) business days to respond. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board.

6.9 Chair

In the absence of the Chair and the Vice-Chair of the Board, the appointed members present at any meeting of members shall choose one of their number to be Chair of the meeting.

7 COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS

7.1 Minister's Binding Policy Directive

The Board and its governors shall comply with the Minister's Binding Policy Directive on Conflict of Interest, issued under the *OCAAT Act* (See Appendix B – Conflict of Interest Declaration Form). Should any provisions in this section be in conflict with this Policy Directive or any further Policy Directives issued by the Minister, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions of this section.

Notwithstanding the above, any provisions of this section that exceed the minimum requirements contained in the aforementioned Policy Directive are not in conflict with such and shall remain in force.



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7.2 Definitions

7.2.1 Actual Conflict of Interest

A situation where a governor has a private or personal interest that is sufficiently connected to the governor's duties and responsibilities as a governor that it influences the exercise of these duties and responsibilities.

7.2.2 Elected Governor

A member elected to the Board pursuant to subsection 4.4 **Elected Governors**. For the purpose of section 7 **COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS**, the President of the college shall be deemed to be an elected governor.

7.2.3 Perceived Conflict of Interest

A situation where reasonably well-informed persons could properly have a reasonable belief that a governor has an actual conflict of interest, even where that is not the case in fact.

7.2.4 Potential Conflict of Interest

A situation where a governor has a private or personal interest that could influence the performance of the governor's duties or responsibilities, provided that the governor has not yet exercised that duty or responsibility.

7.3 Principles

7.3.1 Governors are expected to act honestly, in good faith, lawfully, with a view to the best interest of the corporation and uphold the highest ethical standards. This commitment includes proper use of authorization and appropriate decorum in group and individual behaviour when acting as governors. The Board shall institute standards and procedures as well as endorse sanctions in its endeavour to govern with excellence. Governors will be subject to further policies regarding code of conduct as may be adopted by the Board.

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



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- 7.3.3 Governors shall not have private interests (other than those permitted pursuant to the Minister's binding policy directive, or applicable laws, or statutes) that would be affected particularly or significantly by college decisions or actions in which they participate as governors.
- 7.3.4 When appointed, governors must arrange their private interests to prevent conflicts of interest. If a conflict does arise between the private interests of a governor and the official duties of that individual, the conflict shall be resolved in favour of the public interest.
- 7.3.5 Each governor (regardless of how the governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

7.4 Conflict of Interest Situation

- 7.4.1 A conflict of interest arises when a governor's private or personal interest supersedes or competes with that governor's duties and responsibilities as a member of a Board. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- 7.4.2 Meeting Procedure: At the beginning of every Board/Committee meeting, the Chair of the Board/Committee is to ask and have recorded in the minutes whether any governor has a conflict to declare in respect to any agenda item. A governor who has a conflict of interest is to declare the conflict and the general nature of the conflict.
- 7.4.3 When the agenda item arises in the open portion of the Board meeting, the governor(s) with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on this item. The minutes are to record whether the governor(s) in conflict of interest remained in the room for the discussion and that they did not vote on this item. Should the matter occur in the in-camera portion of a meeting, the governor(s) shall leave the room while the matter is being discussed or voted on and the minutes should reflect this. Such governor(s) shall not be informed of the results of the in camera session until and unless the Board has determined that such results are to be made public.



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7.4.4 When the conflict of interest is perceived or potential, the Board will determine whether the governor(s) remain for the discussion and vote on agenda items. The minutes are to reflect the ruling of the Board and whether said governor(s) remained in the room, participated in the discussion or voted on the item.

7.5 Duty to Declare

7.5.1 In cases where a conflict cannot be avoided, a governor is to declare a conflict of interest at the earliest opportunity and, at the same time, is to declare the general nature of the conflict. Where a conflict of interest is declared prior to a Board meeting, the declaration is to be made to the Chair of the Board and the Board is to be informed.

7.5.2 Where a governor is unsure whether a conflict exists, the said governor is to raise the perceived or potential conflict with the Board, and the Board is to determine by majority vote whether or not a conflict of interest exists. The said governor must refrain from voting on whether or not a conflict of interest exists.

7.5.3 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision.

7.5.4 Where the governor in conflict, or with a perceived or potential conflict, is the Chair of the Board, the Vice-Chair will act as Chair for the purposes of this section. The Vice-Chair will also act as Chair of the meeting for that portion of the meeting dealing with the conflict. If the Chair has declared or 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.

7.6 Duty to Report

Any governor who perceives another governor 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 governor who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting



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

7.7 Sanctions

Where there has been a failure on the part of a governor to comply with this section and/or the Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgment, the Board shall impose sanctions which will include any one or combination of the following:

- 7.7.1 issuing a verbal reprimand; or
- 7.7.2 issuing a written reprimand; and/or
- 7.7.3 requesting that the governor resign; and/or
- 7.7.4 removing the governor through processes established in section 8

REMOVAL OF GOVERNORS.

7.8 Application

These provisions are applicable to all governors of the Board, including officers and elected governors. Without limiting the general application of the Minister's Binding Policy Directive on conflict of interest, the Board shall recognize the following circumstances as an actual conflict of interest requiring the affected governor to conduct themselves in accordance with subsection 7.4 **Conflict of Interest Situation** hereof:

7.8.1 President

The President has a conflict of interest in respect to agenda items relating either directly or indirectly to the President's evaluation or performance review, compensation, perquisites, and/or benefits;

Note: The Board may require certain information from the President to assist their deliberations, but these queries must be of the general nature or relate to providing performance related information concerning the President's success in meeting agreed-to objectives. This does not preclude the President from participating in the evaluation or performance review process as the employee being evaluated.



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7.8.2 President's Evaluation, Compensation, Perquisites, Benefits

All elected governors have a conflict of interest in respect to agenda items relating to the President's evaluation or performance review, compensation, perquisites, and/or benefits;

7.8.3 Compensation and Terms and Conditions of Employment of College Staff

All elected 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;

7.8.4 Collective Bargaining

All elected governors, except the President, have a conflict of interest in respect to agenda items relating either directly or indirectly to collective bargaining;

7.8.5 Programs or Activities

All elected governors, except the President, 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;

7.8.6 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 enrolled.

7.9 **Insignificant Conflicts**

The Minister's Binding Policy Directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member or where a pecuniary or other interest is in common with a broad group of which the governor is a member (e.g., students, support staff, academic staff, administrative staff). This Binding Policy Directive does not apply where the issue is one of general or public information.

7.10 **Disclosure of Interests in Contracts**

7.10.1 Every governor who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation or any subsidiary of



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the Corporation shall declare the governor's interest and conflict in accordance with the Minister's Binding Policy Directive.

7.10.2 Where the Board, by majority vote, approves the award of a contract to an entity in which a governor or a member of a governor's immediate family has a material interest and where a governor has made a declaration of their interest in the proposed contract in compliance with this section and has not voted in respect of the resolution which awards the contract (or, in the case of a conflict declared in accordance with subsection 7.5.3 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision. hereof, the governor has not voted on the resolution confirming the award of the contract),

7.10.2.1 the governor is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract; and

7.10.2.2 the contract is not voidable by reason only of the governor's holding that office or of the fiduciary relationship established thereby.

7.11 Quorum

A governor who has declared or is found to be in conflict of interest with respect to an agenda item, but was present at the beginning of the meeting, may be counted to determine the presence of a quorum.

8 REMOVAL OF GOVERNORS

8.1 The Board may remove a governor from the Board, other than the president, before the expiration of their term by a resolution of the Board (enacted pursuant to section 8.4 Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chair is to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the "Grounds"). If the discussions do not result in a satisfactory explanation or solution, the matter is to be



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

- 8.1.1 the governor does not attend three (3) consecutive meetings or fifty per cent (50%) of the regular meetings of the Board during a twelve (12) month period, without having been granted a Leave of Absence by the Board;
- 8.1.2 the governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision-making at the Board;
- 8.1.3 the governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest which is set forth in section 7

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of this by-law;

- 8.1.4 the governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in-camera sessions of the Board;
- 8.1.5 the governor has failed to observe and perform the governor's fiduciary duty to the Corporation in that the governor has not acted with honesty, in good faith and in the best interests of the Corporation;
- 8.1.6 the governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of the College:
 - 8.1.6.1 harassment (including activities that would constitute harassment under College policies and directives);



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- 8.1.6.2 violence (including activities that would constitute violence under College policies and directives);
 - 8.1.6.3 conviction of a criminal offence;
 - 8.1.6.4 conduct unbecoming of a member of the Board, including but not limited to, improper use of authority or position, improper use of privileged or confidential information, conduct that is deemed to be detrimental to, or generally contrary to the mandate, interest and welfare of the College;
 - 8.1.6.5 discrimination or harassment as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College policies and directives).
- 8.2** An appointed governor becomes disqualified under subsection 4(3) of *Ontario Regulation 34/03* which precludes a person appointed to a Board of Governors of a college from being an employee or a student of a college of applied arts and technology. Should an appointed governor become disqualified under these provisions, their seat will automatically become vacant without the need of a resolution. Any dispute regarding the facts of such a governor's relationship to a college shall be dealt with by the Board in accordance with the procedure outlined in this section.
- 8.3** An elected governor becomes disqualified under subsection 7(4) of *Ontario Regulation 34/03* when such a person ceases temporarily or permanently to be a student, academic staff member, administrative staff member or support staff member, as the case may be. A student who graduates prior to the expiration of the student's term may remain a member of the Board until August 31 in the year of their graduation. Should an elected governor become disqualified under these provisions, their seat will automatically become vacant without the need for a resolution, and a new member will be selected in accordance with established procedure.
- 8.4** Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chair is to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal



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(the "Grounds"). If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in-camera session, and the Board is to determine by resolution, passed by at least two-thirds of the votes cast, whether the Subject Governor is to be removed. The notice for the in-camera session is to specify the intention to pass a resolution removing the Subject Governor and the Grounds therefore. The Subject Governor is to be given an opportunity to respond to the grounds by addressing the Board at the in-camera session, but is to refrain from voting. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.

- 8.5** In the event any governor perceives that another governor has engaged in conduct warranting their removal from the Board under this section, they shall bring the matter to the attention of the Chair of the Board, or if the Chair's conduct is in question, to the Vice-Chair of the Board. The Chair or Vice-Chair will follow the procedure outlined in subsection 8.4

Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chair is to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the "Grounds"). If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in-camera session, and the Board is to determine by resolution, passed by at least two-thirds of the votes cast, whether the Subject Governor is to be removed. The notice for the in-camera session is to specify the intention to pass a resolution removing the Subject Governor and the Grounds therefore. The Subject Governor is to be given an opportunity to respond to the grounds by addressing the Board at the in-camera session, but is to refrain from voting. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.. Misuse of this provision by a governor is considered conduct unbecoming of a governor defined under subsection 8.1.6.4 conduct unbecoming of a member of the Board, including but not limited to, improper use of authority or position, improper use of privileged or confidential information, conduct that is deemed to be



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detrimental to, or generally contrary to the mandate, interest and welfare of the College; and may result in the removal of the offending governor.

- 8.6** Any person who is removed as a governor from the Board, other than a Governor appointed by the Lieutenant Governor in Council, may apply for the decision to be reviewed. Such request may be made verbally or in writing to the President within thirty (30) days of notification to the Subject Governor of their removal from the Board. Upon notice of such a request, the Board of Governors shall at its first meeting following this request, appoint an ad hoc Review Committee made up of a representative selection of seven current Governors, including the President. The committee will report its findings at an in-camera session of the Board.
- 8.7** The review process is limited to determining whether the removal was for a reason set out in this by-law and in accordance with the procedure established in this by-law and does not include a review of whether the Board was correct in removing a governor of the Board. The Chair of the Board and the President of the College will sign a written attestation that the removal process was carried out in accordance with the by-law (*O. Reg. 34/03 s.6*).
- 8.8** The decision of the Review Committee on whether the decision of the Board was made for a reason set out in this by-law and in accordance with the procedure established in this by-law is final and binding.
- 8.9** With respect to any member appointed by the Lieutenant Governor in Council, if the Board believes that there exist reasons justifying the removal of the member from the Board of Governors, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

9 REMUNERATION OF GOVERNORS AND COMMITTEE MEMBERS

- 9.1** The governors of the Corporation shall serve without remuneration and shall not, directly or indirectly, receive any profit from their position as



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governors, provided that they may be paid reasonable travel and living expenses incurred in the performance of their duties.

9.2 The provisions of subsection 9.1 The governors of the Corporation shall serve without remuneration and shall not, directly or indirectly, receive any profit from their position as governors, provided that they may be paid reasonable travel and living expenses incurred in the performance of their duties. shall apply equally to all members of committees and subcommittees of the Board.

9.3 Subject to compliance with the provisions of section 7 **COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS** hereof, where a governor is employed by or performs services for the Corporation other than as a governor, or is a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a governor of the Corporation shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

10 PROTECTION OF GOVERNORS AND OFFICERS

10.1 Except as otherwise provided in the ONCA, no governor or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be deposited or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the person's respective office or trust or in relation thereto unless the same



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shall happen by or through the person's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation, provided that nothing herein shall relieve any governor or officer of any liability imposed by statute.

- 10.2** Every governor or officer or former governor or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- 10.3** The Corporation may advance money to an individual referred to in Section 10.2 Every governor or officer or former governor or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity. for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 10.4 The Corporation shall not indemnify an individual under Section 10.2 Every governor or officer or former governor or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association



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with the Corporation or other entity. unless: (a) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity for which the individual acts or acted at the Corporation's request as a director or officer, or in a similar capacity, as the case may be; and (b) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful..

10.4 The Corporation shall not indemnify an individual under Section 10.2

Every governor or officer or former governor or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity. unless: (a) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity for which the individual acts or acted at the Corporation's request as a director or officer, or in a similar capacity, as the case may be; and (b) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.5 Subject to applicable laws, including the OCAATA, the ONCA and the *Charities Accounting Act* and the regulations made thereunder, the Corporation may purchase and maintain insurance for the benefit of a governor or an officer, against any liability incurred by that individual in the individual's capacity as a governor or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar



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capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

11 OFFICERS OF THE CORPORATION

11.1 Officers

The elected officers shall be the Chair and First Vice-Chair. The appointed officers shall be the President, the Secretary, the Treasurer, the Senior Vice-President Corporate Services, and the Senior Vice-President Academic and such other officers as the Board may determine by resolution from time to time. The Chair and Vice-Chair shall be appointed governors of the Board. The other officers of the Corporation (excepting the President who is a member of the Board by virtue of office) need not be members of the Board. An individual may hold more than one office at the same time.

11.2 Election

At the May or June meeting of the Board each year, the Board shall elect a Chair, First Vice-Chair, Second Vice-Chair and Governor at Large from its appointed members. The President shall be responsible for the nomination process; the Secretary of the Board, as defined in subsection 11.4.4

Secretary, shall perform the duties of Chief Returning Officer and as such shall be responsible for conducting the election. Following their election, the Officers will assume their responsibilities on the 1st of September each year.

If the Board shall fail to appoint any or all of such officers by September 1, the incumbents for whom no replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice-Chair whose term as governor has expired.

11.3 Removal

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



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11.4 Duties of Officers

The duties of the Officers are as follows:

11.4.1 Chair

The Chair shall be elected annually and 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 of the Corporation and such contracts, documents or instruments in writing as require the Chair's signature. The Chair shall approve the incidental expenses of the President. The Chair or the Chair's designate 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.

In the absence or inability or refusal to act of the Chair and the Vice-Chair as Chair of a committee meeting, the other committee members shall elect a Chair from amongst themselves.

11.4.2 Vice-Chair

The Vice-Chair shall be elected annually and shall have such powers and perform such duties as may be assigned by the Board. In the absence or inability or refusal to act of the Chair, the Vice-Chair shall perform all the duties and have all the powers of the Chair. Where the Vice-Chair, or such other appointed governor as the Board may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair shall be presumed with reference thereto.

11.4.3 President

The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President full authority to manage and direct the business and affairs of the Corporation, except such matters and duties as by law must be transacted or performed by the Board and 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 Corporation, to whom the President may delegate any lesser power.



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11.4.4 Secretary

The President shall, on behalf of the Board, appoint a Secretary of the Corporation. The Secretary shall:

- 11.4.4.1 be ex-officio clerk of the Board;
- 11.4.4.2 attend all meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
- 11.4.4.3 give, or cause to be given, all notices required to be given to governors and to the public;
- 11.4.4.4 be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board;
- 11.4.4.5 perform the duties of Chief Returning Officer for the election of Officers and Committee Chairs in accordance with subsection 11.2;
- 11.4.4.6 perform such other duties as may from time to time be determined by the Board.

11.4.5 Treasurer

The Treasurer shall be the senior administrator responsible for the Corporation's finances. The Treasurer shall:

- 11.4.5.1 in accordance with regulations and policy directives made under the *OCAAT Act* and any other applicable statute or regulation, keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- 11.4.5.2 deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board;
- 11.4.5.3 disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore;
- 11.4.5.4 provide whenever required by the Board an account of the financial position of the Corporation;



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11.4.5.5 co-operate with the auditors appointed by the Board during any audit of the accounts of the Corporation;

11.4.5.6 perform such other duties as may from time to time be determined by the Board.

11.4.6 Other Officers

Subject to the provisions of any applicable statute or regulation, the Board will determine the requirement for and the duties of any and all other Officers of the Corporation.

11.5 Vacancies

11.5.1 If the office of the Chair or Vice-Chair, or one or more of them, becomes vacant by any reason, the Board shall appoint one of the appointed governors to fill such vacancy.

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

11.6 Delegation of Duties of Officers

In case of the absence or inability to act of the Chair, the Vice-Chair or any other Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may, for the time being, delegate all or any of the powers of such Officer to any other Officer or to any appointed governor.

12 EXECUTION OF DOCUMENTS

12.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts, bills of exchange or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents, whether or not Officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.



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12.2 Contracts, Documents or Instruments in Writing

12.2.1 Contracts, documents or instruments in writing, required to be signed by the Corporation, shall be signed by the Treasurer and the President, or, in the absence of the Treasurer or the President, by any one of them and one of the members of the President's Executive Team. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed, subject to the corporate policy on Signing Authority.

12.2.2 It is the responsibility of the signing officer as defined in subsection 12.2.1 Contracts, documents or instruments in writing, required to be signed by the Corporation, shall be signed by the Treasurer and the President, or, in the absence of the Treasurer or the President, by any one of them and one of the members of the President's Executive Team. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed, subject to the corporate policy on Signing Authority. hereof, to ensure that the transaction is in accordance with all statutory regulations, Board Policies and directives, and to obtain Board approval when required.

12.2.3 The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed by signing officers as defined in subsection 12.2.1 Contracts, documents or instruments in writing, required to be signed by the Corporation, shall be signed by the Treasurer and the President, or, in the absence of the Treasurer or the President, by any one of them and one of the members of the President's Executive Team. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any



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further authorization or formality. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed, subject to the corporate policy on Signing Authority. hereof.

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

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

13 BOOKS AND RECORDS

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

13.2 Without limiting the generality of subsection 13.1 The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. above, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.

13.3 The by-laws of the Corporation:



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

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

14 COMMITTEES

The Board may, from time to time, appoint committees, consisting of such persons as may from time to time be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of such committees. Standing Committees are permanent committees of the Board and their composition and mandate are defined in the bylaws.

The Board may also, from time to time, appoint ad hoc committees, consisting of such persons as may from time to time be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with a particular issue referred to it. Ad hoc committees have a term of the lesser of one year or until its assigned mandate has been completed, and is renewable for a further term if required by the Board.

Each Standing Committee member shall be appointed by the Board for a term of one (1) year, and such term may be extended for one (1) year at a time while the Standing Committee member continues as a governor. The Chair of the Board and the President shall be an ex-officio member of each such committee, unless otherwise stipulated.

Any member of the Board may attend any Standing Committee meeting, whether public or in-camera, except where a conflict of interest exists, and may participate in the discussion but may not vote unless a duly appointed or ex-officio member of the Standing Committee.

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

Minutes of the proceedings of any such committee shall be recorded by, or caused to be recorded by, the Secretary. Such committees shall report to the Board and may be required to provide a report to the Board on its deliberations.

Any such committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum for any such standing committee shall be a majority of the governors on the committee, plus one. Questions



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arising at any meeting of a committee shall be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

14.1 Standing Committees

14.1.1 Audit Review Committee

The Audit Committee shall be comprised of the Board Chair, the President, and at least three (3) other governors. The majority of members of the Audit Review Committee shall not be officers or employees of the corporation or any of its affiliates.

The Audit Review Committee shall be entrusted to:

- 14.1.1.1 advise and assist the Board on matters relating to the Corporation's financial affairs;
- 14.1.1.2 work with the external auditors and the Treasurer of the Corporation to ensure that the Corporation's financial systems and controls are adequate, operating satisfactorily and producing accurate financial statements;
- 14.1.1.3 recommend to the Board the appointment of the Corporation's auditors;
- 14.1.1.4 evaluate and make recommendations to the Board regarding the fees charged by the auditors;
- 14.1.1.5 give notice of meetings to the auditor who is entitled to attend the meeting at the expense of the corporation and entitled to be heard at the meeting
- 14.1.1.6 review the annual report submitted by the President, including the financial statements, and make recommendations to the Board regarding its acceptance or rejection;
- 14.1.1.7 examine the auditors' recommendations, if any, and discuss any areas of concern with the auditors, the President and the Treasurer and make appropriate recommendations to the Board;
- 14.1.1.8 ensure the Treasurer has appropriate risk management strategies, particularly with respect to entrepreneurial activities;



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14.1.2 Board Vacancy Nominating Committee

The Board Vacancy Nominating Committee shall be composed of no less than three (3) governors appointed by the Board, and the President who shall be an ex-officio member.

The Board Vacancy Nominating Committee shall be entrusted to:

- 14.1.2.1 develop the annual candidate search profile and process;
- 14.1.2.2 undertake and complete a candidate search as per the process established above, including seeking recommendations from the appropriate stakeholders;
- 14.1.2.3 establish an annual evaluation and re-appointment process for Board members;
- 14.1.2.4 report to the Board on work-in-progress;
- 14.1.2.5 prepare a final report on nominations for the approval of the Board and submission to the Ministry, as required.

14.1.3 Presidential Evaluation Committee

The Presidential Evaluation Committee shall be composed of the appointed members of the Board Executive Committee. The Chair of the Board shall be the Committee Chair. Elected governors may not be appointed to the Presidential Evaluation Committee.

The Presidential Evaluation Committee shall be entrusted to:

- 14.1.3.1 prepare, for Board approval, the evaluation of the President's performance in accordance with Board Policies;
- 14.1.3.2 negotiate with the President for contract renewal or with the new President on terms of employment, for approval by the Board – the Committee shall be empowered to seek support/advice from a legal firm when deemed necessary.

14.1.4 Board Policy Review Committee

The Board Policy Review Committee shall be composed of no less than three (3) governors appointed by the Board, and the President who shall be an ex-officio member.



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The Board Policy Review Committee shall be entrusted to:

- 14.1.4.1 to review or introduce new Board policies, for Board approval;
- 14.1.4.2 implement an annual review schedule;
- 14.1.4.3 ensure each Board policy is reviewed every 3 years, or sooner if required.

15 EXECUTIVE COMMITTEE

The Executive Committee, heretofore established by resolution of the Board is hereby confirmed and continued to assist the governors in carrying on the affairs of the Corporation in connection with all matters that may be properly referred to it by the Board.

- 15.1 The Committee shall be chaired by the Chair of the Board and shall be composed of the Chair, the Vice-Chair, Second Vice-Chair and Governor at Large. In addition, the President shall be a member of the Executive Committee by virtue of office.
- 15.2 The Board may, by resolution, delegate to such Executive Committee any powers of the Board subject to such restrictions, if any, as may be imposed by an applicable statutory provision or as may be imposed from time to time by the Board.
- 15.3 Non-delegable powers that must be exercised by the full Board:
 - 15.3.1 Filling board vacancies/auditor vacancies
 - 15.3.2 Issuing debt obligations (except as specifically authorized by governors)
 - 15.3.3 Approving financial statements
 - 15.3.4 Adopting, amending and repealing by-laws
- 15.4 Given the responsibilities of the Executive Committee delegated by the Board and to avoid conflict of interest situations, an internal governor may not be a member of the Executive Committee and as such, not eligible to be elected Governor at Large.
- 15.5 The Executive Committee is empowered to act on behalf of the Board during the summer as well as on other occasions when a quick decision



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is required and it is not possible to achieve the requisite quorum of Governors.

16 MEMBERS

This section was removed upon revision by the Board of Governors on March 18, 2025.

17 MEETINGS OF MEMBERS

This section was removed upon revision by the Board of Governors on March 18, 2025.

18 FINANCIAL MATTERS

18.1 Fiscal Year

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

18.2 Budget

In accordance with the *OCAAT Act*, the Board of Governors shall not approve a budget projecting an accumulated deficit without the written approval of the Minister responsible for administering the *OCAAT Act*.

18.3 Auditors

The Board of Governors shall appoint an auditor licensed under the Public Accountancy Act or its successor Act, who shall not be a member of the Board or a partner or an employee of a member of the Board, to audit the accounts and transactions of the Corporation, for a five-year period. If an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

18.4 Reporting

In accordance with Regulations and Policy Directives made under the *OCAAT Act*, the Board shall prepare a strategic plan, an annual business plan and an annual report, including audited financial statements. These reports may be combined into one document and shall be made available to the public and



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submitted to the Minister in accordance with and by the dates specified in the applicable Policy Directives. The Board of Governors shall compile key performance indicators and provide such indicators to the Minister in accordance with Regulations and Policy Directives made under the *OCAAT Act*.

19 AMENDMENTS TO BY-LAWS

All by-laws may be amended after notice is given at any meeting of the Board of Governors. The proposed amendment may then be presented at the meeting following such notice of motion and a two-thirds majority of the governors present shall be required to pass the amendment. Amendments so made shall be effective when approved by the Board of Governors.

20 CONFLICT

20.1 The Corporation having been established pursuant to the *OCAAT Act*, this by-law is in addition to the said Act and the Regulations and Policy Directives made there under. Should any provision in this by-law or any further by-laws enacted by the Board of Governors conflict with the said *OCAAT Act*, Regulations and Policy Directives, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said by-laws.

20.2 The *OCAAT Act* identifies each college as a Crown agency and as a corporation without share capital and with a Board of Governors under the authority of the ONCA. As such, the Corporation is considered a public benefit corporation and is subject to the provisions of the *ONCA*, except where limited by the *OCAAT Act*, its Regulations, and the Minister's Binding Policy Directives. The Corporation is also subject to provincial legislation such as, but not limited to, the *Financial Administration Act*, *Ombudsman Act* and *Freedom of Information and Protection of Privacy Act* and any other provincial and federal legislation and regulations applicable to public benefit corporations and agencies of the Crown. Should any provision in this by-law or any further by-laws enacted by the Board of Governors conflict with any legislation or regulations judged to be applicable to the Corporation, the conflicting



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provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said by-laws.

[Signature page follows]



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We hereby certify that the foregoing by-law was enacted by the Board of Governors on the 12th day of February, 1992, amended April 13, 1993, January 10, 1995, January 14, 1995, March 10, 1998, March 14, 2000, April 11, 2000, June 13, 2000, November 14, 2000, March 12, 2002, November 12, 2002, January 8, 2008, January 11, 2011, September 14, 2012, May 1, 2013, June 10, 2014; January 12, 2016, and further amended March 18, 2025.

Chair, Board of Governors

Secretary, Board of Governors

Northern College of Applied Arts and Technology
P.O. Box 3211, Timmins, Ontario P4N 8R6
(705) 235-3211

Appendix A – Governor Consent Form



Board Member Consent and Commitment Pledge 2024-25

I, _____, ^(print name) CONSENT TO ACT AS A GOVERNOR OF NORTHERN COLLEGE (THE "COLLEGE") AS OF SEPTEMBER 1, 2024. MY CONSENT WILL CONTINUE TO BE EFFECTIVE UNTIL I RESIGN AS A GOVERNOR OR AM REMOVED AS A GOVERNOR OF THE COLLEGE.

I hereby acknowledge that I am not disqualified from acting as a governor of the College:

- (a) I am an individual.
- (b) I am 18 years of age or older.
- (c) I do not have the status of bankrupt.
- (d) I have not been found, under the laws of Ontario, to be unable to manage my property or declared incapable by any court in a jurisdiction outside Canada.
- (e) I am not a person who is an "ineligible individual" under the Income Tax Act (Canada) or any regulations made under it.
- (f) I meet any relevant requirements under the *Ontario Colleges of Applied Arts and Technology Act, 2002*.

If I become disqualified to act as a governor, I will notify the College accordingly and understand that I will automatically cease to be a governor as soon as I am no longer qualified to act as a governor. I acknowledge that the College is relying upon this certificate for the purpose of ensuring compliance by the College with the provisions of the *Not-for-Profit Corporations Act, 2010* (Ontario).

I agree to act with honesty and integrity in the best interests of the College and to comply with the Board policies, the by-laws of the College, the Binding Policy Directives of the Ministry of Colleges and Universities and such other policies of the College that are applicable to the board.

I consent to the participation by any governor in a meeting of the board of governors, or of a committee of the board of governors, by means of such telephonic, electronic, or other communications facilities that permit all participants to communicate adequately with each other during the meeting, such consent to continue in effect unless revoked by an instrument in writing delivered to the College.

I consent to accepting information or documents by electronic means at the email address below, such consent to continue in effect unless revoked by an instrument in writing delivered to the College. I agree to notify the College of any change in my address or email address no later than 15 days from the date of such change.

Address: _____

Email Address: _____

I, _____, WILL EXERCISE THE DUTIES AND RESPONSIBILITIES OF THIS
(print name)
OFFICE WITH INTEGRITY, COLLEGIALLY AND CARE. I PLEDGE:

1. To establish as a high priority my attendance at all meetings of the Board and committees on which I serve.
2. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and relevant background material.
3. To work with and respect the opinion of my peers who serve this Board, and to leave my personal prejudices out of all Board discussions.
4. To always act for the good of Northern College.
5. To represent the college in a positive and supportive manner at all times and in all places.
6. To observe the parliamentary procedures and display courteous conduct in all Board and committee meetings.
7. To refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and prohibit methods that conflict with Board policy.
8. To avoid conflicts of interest between my position as a Board member and my professional and personal life. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have a conflict.
9. To support in a positive manner all actions taken by the Board of Governors even when I am in a minority position on such actions.
10. To participate in:
 - i. The annual planning retreat
 - ii. Board self-evaluation programs
 - iii. Board development or educational events which enhance my skills.
 - iv. Program Advisory Committees as a representative of the Board and to report back to the Board on committee meetings.

☪

Signature

Date

Please read this document, sign and return to the Board Secretary. Feel free to consult the Board Chair or President for clarification on any of the responsibilities you will be assuming.

Appendix B – Conflict of Interest Declaration Form

To be completed by all board members on an annual basis.

A conflict of interest arises where you have a private or personal interest that conflicts, might conflict, or may be perceived to conflict with the interests of the college. A conflict of interest could arise in relation to private or personal matters including:

- directorships or other employment;
- interests in business enterprises or professional practices;
- share ownership;
- beneficial interests in trusts;
- existing professional or personal associations with the college;
- professional associations or relationships with other organizations; and
- personal associations with other groups or organizations, or family relationships.

1. A direct or indirect conflict with my duty as a member of this board may arise because

a) I hold the following office(s) (appointed or elected):

b) I, or any trustee or any nominee on my behalf, own or possess, directly or indirectly, the following interest(s):

2. The nature and extent of the conflicting office, duty or interest is:

3. A real or perceived conflict of interest with my duty as a member of this board could arise because I receive financial remuneration (either for services performed by me as an owner or part owner, trustee, or employee or otherwise) from the following source(s):

4. Other than disclosed above, do you have any relationships or interests that could compromise, or be perceived to compromise, your ability to exercise judgment or decision-making independently and objectively with a view to the best interests of the college?

Yes No

If yes, describe:

Board Member		Board Chair	
Name:		Name:	
Signature:		Signature:	
Date:		Date Reviewed:	

Comments from the Board Chair:

This section is intended to provide space for the Board Chair's remarks (if applicable).

Example: if there is a conflict of interest, the Chair can use this space to discuss mitigating action that will be taken with the board member.