BYLAWS RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF THE

COLLEGE OF NEW CALEDONIA

INCORPORATED UNDER THE
COLLEGE AND INSTITUTE ACT

APPROVED BY RESOLUTION OF THE BOARD OF GOVERNORS
COLLEGE OF NEW CALEDONIA

Approved by Gil Malfair	April 26, 2019
Chair, College Board	**Date**
Approved by Henry Reiser	April 26, 2019
President	**Date**

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Revised April 2019

General Bylaws

1. Purpose

In accordance with the Act, the Board may make bylaws for the orderly conduct of its affairs. These Bylaws address matters of Board operations and procedures.

2. Interpretation

2.1. Definitions

“Act” means the *College and Institute Act* (British Columbia) and the regulations promulgated thereunder;

“Board” means the Board of the College;

“Board Secretary” means the secretary of the Board;

“Bylaws” means these General Bylaws which address matters of Board operations and procedures;

“Chair” means the Chair of the Board;

“College” means the College of New Caledonia;

“Committee” means a standing or *ad hoc* committee established by the Board;

“Members” means a person appointed, elected or serving *ex officio* on the Board;

“President” means the President of the College; and

“Vice Chair” means the Vice Chair of the Board.

2.2. Interpretation

The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board on any question of interpretation shall be final and binding.

2.3. Invalidity

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of remaining provisions of these Bylaw.

2.4. Conflict with Bylaws

In the event of a conflict between the provisions of these Bylaws and the provisions of the Act, the provisions of the Act shall govern.

3. Formalities

3.1. Legal Address

The legal address of the College is 3330 – 22nd Avenue, Prince George, British Columbia, V2N 1P8.

3.2. Seal

The College has a corporate seal which shall be stored in the office of the President.

The President, the Chair or a delegate of any of the foregoing, is authorized to affix the corporate seal to official College documents.

4. The Board

Pursuant to the Act, the affairs of the College shall be managed by the Board.

4.1. Composition and Term of Office

The composition of the Board is prescribed by the Act as follows:

a) eight (8) or more persons appointed by the Lieutenant Governor in Council who shall also determine the length of their term and any renewals thereof;

b) one (1) person on the faculty of the College and elected by the faculty members who shall serve a three-year term and may be elected to further terms;

c) two (2) students elected by the students who shall each serve a one-year term and maybe elected to further terms;

d) one (1) person who is part of the operational staff and elected by the operational staff who shall serve a three-year term and may be elected to further terms;

e) the President; and

f) the chair of the Education Council.

The Board may determine term limits for elected Members by resolution and or through the establishment of applicable policy.

4.2. Chair and Vice-Chair(s)

The Board shall elect from among the appointed Members a Chair and Vice Chair. Where circumstances warrant, the Board may decide to elect a second Vice Chair.

The term of office shall be for two years from the date of election. Where circumstances warrant, a Chair or Vice Chair may be elected for a one-year term.

No person shall be permitted to be Chair or Vice Chair for more than six consecutive years, unless by unanimous approval of all Members of the Board.

4.2.1. Responsibilities of the Chair

The Chair shall carry out the following responsibilities and will have any additional powers and responsibilities assigned by the Board from time to time:

a) to call meetings of the Board, except as otherwise provided in these Bylaws or policies of the Board; and

b) to preside over meetings of the Board.

4.2.2. Responsibilities of the Vice-Chair(s)

The Vice-Chair(s) shall carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities and will have any additional powers and responsibilities assigned by the Board from time to time.

4.3. Committees

The Board shall establish standing committees with such responsibilities and authorities as it considers appropriate.

Except where otherwise specified in these Bylaws, the responsibilities, authorities, membership and operations of standing committees shall be set out in terms of reference approved by the Board.

The Board may also establish *ad-hoc* committees or task forces to work on specific issues relevant to the Board. On completion of a mandate, the respective *ad-hoc* committee or task force will be disbanded.

5. Meetings of the Board

5.1. Meetings General

The Board shall meet as often as necessary to transact the business of the Board, and in accordance with the Act, the Board must hold a minimum of four (4) meetings a year and the intervals between meetings should be approximately equal.

5.2. Regular Meetings

A schedule of regular meetings shall normally be approved by the Board at least four (4) months in advance of an upcoming academic year and notice of the upcoming regular meetings of the Board shall also be provided at each regularly scheduled Board meeting.

5.3. Special Meetings

The Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues.

Special meetings may also be called upon written request of a majority of Board members provided to the Chair.

Notice of any special meetings shall be provided at least two (2) days prior to such meeting or as soon as practicable in the circumstances. The notice shall specify the item of business to be transacted at the meeting and only that business for which the special meeting has been called may be dealt with at that meeting.

In exceptional circumstances where the Board cannot convene for a special meeting and a decision is required to be made on a time-sensitive matter, the Executive Committee is authorized to make a decision on behalf of the Board. Any decisions or recommendations made by the Executive Committee shall be communicated to the Board in a timely manner and, in any event shall be brought forward for the Board’s information at the next meeting of the Board, in open, closed or *in-camera* session, as appropriate.

5.4. Notice and Accidental Failure to Send Notice

Notice of any regular or special meeting of the Board shall be provided to all Board Members by written or electronic means and as otherwise provided in these Bylaws.

The accidental failure to send notice of a meeting to a Board Member, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the meeting.

5.5. Open, Closed and In Camera Meetings

The Board shall conduct its business at meetings that are open to the public, wherever possible, and may also hold closed and *in-camera* sessions or meetings in accordance with these Bylaws and other applicable laws.

Open meetings or sessions may be attended by the public, subject to limitations of space.

Closed meetings or sessions will be attended by Board Members, the Board Secretary and senior members of the executive who are invited to remain by the Chair of the meeting. Guests may also be specifically invited to attend a closed meeting or session or a portion thereof.

Matters which involve consideration of personal, confidential, competitive or commercially sensitive information shall be discussed in closed session. Without limiting the scope of such matters, the following is a non-exhaustive list of matters that will be considered in closed sessions or meetings:

a) matters relating to personnel, salaries, conditions of employment or collective bargaining;

b) the conduct, discipline, suspension and all other matters relating to individual students;

c) matters relating to the acquisition, disposition or security of real property;

d) matters of a contractual nature where it is in the interest of the College or the College is required to maintain confidentiality;

e) official tributes;

f) details of conflict of interest disclosures;

g) risk assessments;

h) matters relating to litigation, liability or legal advice or opinions;

i) budget discussions which involve development of the proposed budget to be presented, discussed and voted upon at an open session;

j) matters that must be handled confidentially in order to ensure compliance with applicable privacy legislation; and

k) any other topic that in the opinion of the majority of the Board is not appropriate to be held in an open session.

In-camera meetings or sessions of Board meetings will be attended by all Board Members in the first instance, and then all voting Board Members. The Board Secretary will attend, unless specifically excused by the Chair. Senior members of the executive or guests may also be specifically invited by the Chair to attend an *in-camera* meeting or session or a portion thereof.

Without limiting the full scope of such matters, the following matters shall normally be considered in *in camera* sessions or meetings of the Board:

a) President appointment, performance and compensation matters; and

b) internal governance matters.

Committee meetings are closed or *in camera*.

5.6. Agendas and Meeting Materials

Board meeting agendas are developed through a process facilitated by the Board Secretary, in dialogue with the Chair, the President and the Executive Committee. Board meeting agendas may be approved by the Executive Committee, or by the Chair, as applicable.

An agenda, together with all supporting documents, will be posted on an internal portal for the Board at least seven (7) days in advance of all meetings.

Agendas for open sessions of regular Board meetings will be publicly posted prior to each such meeting.

Request for presentations by individuals or groups who wish to address the Board at any meeting may be submitted to the Board Secretary for inclusion on the agenda and will be subject to the approval of the Executive Committee or Chair, as applicable. Presentations shall normally be limited to ten (10) minutes.

5.7. Quorum

In accordance with the Act, quorum for meetings of the Board shall be a majority of the Board Members holding office.

5.8. Chair

The Chair presides at meetings of the Board. In the event the Chair is unable to attend a meeting, the Vice-Chair will act as Chair for that meeting.

5.9. Procedure/Conduct at Meetings

Meetings of the Board will normally be conducted according to Roberts' Rules of Order and the Chair may consult the Board Secretary or other rules for guidance on the conduct of meetings. None of these sources shall be considered determinative and the Chair retains the discretion to make a final determination on the matter.

5.10. Participation by Teleconference or Videoconference

A member of the Board may participate in a meeting of the Board by means of teleconference, videoconference, or other technology and will be counted in the quorum and be entitled to speak and vote thereat.

The Chair may determine that a Board meeting be held entirely by means of a teleconference or videoconference where an urgent matter requires attention.

5.11. Voting

In accordance with the Act, each Board Member, with the exception of the President and Chair of the Education Council, has one vote.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Board Member's vote and is accepted by the Chair of the meeting. Voting by proxy is not permitted.

5.12. Votes to Govern

Matters arising a Board meeting will be decided by a majority of the votes of the Board Members entitled to vote and who are present at the meeting, except where another threshold is otherwise required.

In the case of a tie vote on a resolution, the motion is defeated and the Chair must so declare. The Chair does not have a second or casting vote.

5.13. Evidence of Vote Outcome

A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes will be evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Board Member may ask at the time of the vote that their individual vote or abstention be recorded in the minutes.

5.14. Resolutions Approved Electronically

A resolution of the Board may be approved electronically (via email or other means of electronic voting) and consented to by all Board Members entitled to vote on that resolution will have the same force and effect as if passed at a Board meeting. Approval of a resolution by electronic means will be used limited circumstances, normally to deal with a single and time sensitive matter requiring prompt attention by the Board.

5.15. Resolutions in Writing

A resolution consented to in writing by all Members entitled to vote on that resolution will/shall have the same force and effect as if passed at a meeting of the Board. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing.

5.16. Attendance

In accordance with the Act, where a Member of the Board has not attended three (3) consecutive regular meetings of the Board, they shall be deemed to be no longer a member of the Board unless excused by a resolution of the Board.

5.17. Actions of the Board

Actions of the Board upon any matter shall be recorded in the minutes whether required though by-law or by resolution decided at the meeting.

6. Minutes and Board Records

The Board Secretary ensures there are minutes of the proceedings of Board and committee meetings, and records of all decisions made outside of a Board or committee meeting. Such records shall be distributed and presented to the Board or the Committee for approval or information, as applicable, at a subsequent meeting.

Such records, as well as other records will be maintained by the office of the Board Secretary and are the official records of the Board. Access to the official records of the Board will be determined in accordance with applicable legislation and any policies in effect from time to time.

Minutes of open sessions are publicly posted.

7. Indemnification

The Board hereby agrees that every Member and officer of the Board shall be deemed to have assumed office on the express understanding, agreement and condition that every member and officer of the Board and the heirs, executors and administrators and estate and effects of every member respective, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the College from and against:

a) All costs, charges and expenses whatsoever sustained or incurred by a member or officer in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a member or officer, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by that member or officer, in or about the execution of the duties performed by that individual as a member of the Board, provided he/she shall have acted honestly and in good faith with a view to the best interest of the College and that he or she had reasonable grounds for believing that his or her conduct was lawful.

b) All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof except such costs, charges or expenses, as are occasioned by the Board member's own willful neglect or default.

8. Resignation of Member of the Board

The resignation of a Member of the Board shall be made by a notice in writing, addressed and delivered jointly to the appointing agency and the President and Chair, and such resignation shall be effective as of the date of the date of delivery.

In accordance with the Act, a vacancy on the Board does not impair the authority of the Board to act.

9. Honoraria and Expenses of Board Members

Each Member of the Board, other than a Member who is employed by the College, shall be entitled to receive, as an honorarium for their services, as determined by the Lieutenant Governor in Council and in accordance with applicable provincial remuneration guidelines.

In addition, each Member of the Board shall be reimbursed by the College for any reasonable expenses, including travelling and other out-of-pocket expenses, necessarily incurred in discharging duties as a Board Member and in accordance with applicable provincial guidelines and any policies adopted by the Board.

10. Powers, Duties and Benefits of the President

The Board shall appoint, by resolution, a President, who shall be the chief executive officer of the College. The duties of the President shall be as defined in the Act, and such other duties and responsibilities as directed by the Board.

In accordance with the Act, the President is a non-voting member of the Board.

The President shall be paid remuneration for services in an amount and manner determined by resolution of the Board and within applicable guidelines established by the government.

The President shall be reimbursed for reasonable travelling and out-of-pocket expenses incurred in the discharge of duties and in accordance with applicable Board approved policies. The President shall also receive such other entitlements of office as may be determined from time to time by resolution of the Board.

11. Secretary to the Board

The Manager, Executive Office shall be the Secretary of the Board and will be responsible for any duties set out herein, and in any policies approved by the Board, including those incorporated in the Board Governance Manual, as well as any other duties as assigned by the Board from time to time.

12. Tuition Fees and Charges to Students

Pursuant to the Act, the Board must make bylaws establishing fees and charges to be paid to the institution by students. Such fees and charges may include tuition fees for all students and all programs, distance education fees, international student fees, senior citizen fees, audit fees, plus other charges including but not limited to application fees, assessment fees, grade appeal feels, transcript fees or such other fees and charges as established by the Board.

The tuition fees prescribed in Schedule A shall remain in effect until revised by the Board, and in accordance with the provisions of these bylaws.

13. Amendment of the Bylaws

These Bylaws may be amended by resolution at a regular meeting of the Board, provided that written notice of the proposed amendment has been distributed at least fourteen (14) days prior to the date of the meeting.

Schedule A

[Current list of tuition fees and charges to students to be included]