



**BOARD OF GOVERNORS
BYLAWS
INDEX**

- 1.0 Definition of Terms
- 2.0 Duties of Board Members
- 3.0 Duties of the Chair
- 4.0 Duties of the Vice-Chair
- 5.0 Delegation of Authority
- 6.0 Procedures for the Conduct of Board Meetings
- 7.0 Preparation of Agenda
- 8.0 Order of Business
- 9.0 Voting Procedure
- 10.0 Amendments to Bylaws
- 11.0 Quorum
- 12.0 Minutes of the Meetings
- 13.0 Board Committees
- 14.0 Remuneration
- 15.0 Termination of Office of a Board Member
- 16.0 Board Attendance
- 17.0 Conflict of Interest
 - 17.1 Conflict of Interest defined
 - 17.2 Avoiding Conflict
 - 17.3 Declaration of Conflict
 - 17.4 Interpretation
- 18.0 Corporate Seal

BYLAWS OF YUKON COLLEGE

1.0 DEFINITION OF TERMS

In these Bylaws:

- 1.1 "Board" means the Board of Governors of Yukon College;
- 1.2 "Governor" and "member" are synonymous terms used when referring to a member of the Board of Governors;
- 1.3 "College" means Yukon College;
- 1.4 "Secretary" to the Board is the Secretary/Researcher to the Board and President.

2.0 DUTIES OF BOARD MEMBERS

In the discharge of responsibilities assigned to them by the College Act, the members of the Board shall

- 2.1 Promote the growth, accessibility and development of the College;
- 2.2 Seek public opinion and, specifically, consider the recommendations of the Community Campus Committees, concerning needs in post-secondary education, which might be accommodated by the College;
- 2.3 Inform the general public of the purposes and functions of the College.

3.0 DUTIES OF THE CHAIR

The Chair of the Board shall, in addition to his/her obligations as a member of the Board

- 3.1 Preside over regular and special meetings of the Board;
- 3.2 Act as the official spokesperson of the Board;
- 3.3 Be an ex-officio and voting member of all committees;
- 3.4 Represent the Board at all official functions sponsored by the Board, or at functions at which the Board is to be formally represented, except as s/he may designate otherwise;
- 3.5 Sign all bylaws, minutes and other documents as required;
- 3.6 Initiate annual review of the President.

4.0 DUTIES OF THE VICE CHAIR

The Vice Chair of the Board shall, in addition to his/her obligations as a member of the Board

- 4.1 Perform all duties and have all powers of the Chair in his/her absence or inability to act;
- 4.2 Be an ex-officio member on all Board committees.

5.0 DELEGATION OF AUTHORITY

- 5.1 The President, unless any other person or persons are directed by the Board, shall be the sole signing officer of the College, subject to the Board approved policies, guidelines and procedures of the College.
- 5.2 The Secretary of the Board shall sign all approved minutes, bylaws and directives, and maintain such records of the Board meetings as are necessary.

6.0 PROCEDURES FOR THE CONDUCT OF BOARD MEETINGS

- 6.1 Rules of Order
 - 6.1.1 Except as specifically provided in the Bylaws of the Board, the rules for conducting all regular and special meetings shall be those set out in Roberts' Rules of Order.
- 6.2 Calling of Meetings
 - 6.2.1 Regular meetings of the Board shall be held on days and at times established by the Board by simple resolution;
 - 6.2.2 Special meetings may be called by the Chair. If a request for a special meeting is made to the Chair by the majority of the members a special meeting shall be called within ten days;
 - 6.2.3 Notice of special meeting shall be conveyed to each member at their designated place of contact, at least five (5) calendar days before the meeting. If at least three-quarters of the members agree, the meeting may be held earlier;
 - 6.2.4 Only that business for which the special meeting has been called may be dealt with at the special meeting.
 - 6.2.5 A member of the public may attend any regular meeting of the Board or Committee meeting, except when in-camera.
 - 6.2.6 A member of the public may, with prior consent of the Board, participate in the discussion of a particular agenda item at any Board or Committee meeting.
 - 6.2.7 At the direction of the Chair, the Secretary shall make provision for Board meetings to be held by electronic means.
 - 6.2.8 The Board, at its discretion may have meetings or parts of meetings in camera.
 - 6.2.8.1 All in-camera items will usually be completed en bloc before or after public items.

7.0 PREPARATION OF AGENDA

- 7.1 The Board, as a whole, sets the agenda.

- 7.2 The Secretary receives material and circulates it in accordance with 7.3.
- 7.3 A proposed agenda with supporting material shall be transmitted to all members of the Board at least one week prior to a regular meeting.
- 7.4 Additional documents for discussion relevant to agenda items may be submitted before the adoption of the agenda and accepted by resolution.
- 7.5 The agenda shall be accepted by resolution at the commencement of each Board meeting, subject to Board members being able to add or delete items to the agenda.

8.0 ORDER OF BUSINESS

The order of business at any regular meeting of the Board shall be as follows, provided that the order may be varied with the agreement of the members:

- Acceptance/Adjustment of the Agenda - Declaration of Conflicts
- Approval of the Minutes
- Business Arising out
- Reports
- New Business, Policy Development
- Community Linkages
- Information, including comments and suggestions from each Board member
- Notices of Motion; agenda items; date, place, time of next meeting and attendance at such; amendments to the Bylaws
- Board Self-Appraisal
- Adjournment.

9.0 VOTING PROCEDURE

- 9.1 Members only may submit questions to the Board, and these are to be motions with a seconder required;
- 9.2 All decisions of the Board will be decided by consensus. Notwithstanding 9.1, the Board failing to achieve consensus on an item, the item will be tabled until the next meeting and if not then decided by consensus, the matter will be decided by majority vote.
- 9.3 In case of an equality of votes, the question shall be decided in the negative.

10.0 AMENDMENTS TO BYLAWS

- 10.1 No existing or new bylaw shall be amended or repealed except after one month's notice of motion has been given setting out the proposed amendment(s), together with reasons for the amendment(s) to or deletion of any bylaw.

11.0 QUORUM

- 11.1 A majority of the members of the Board shall constitute a quorum at any meeting.

- 11.2 No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- 11.3 A resolution or regulation approved by the members present at any duly constituted meeting of the Board at which a quorum is present binds all members of the Board.
- 11.4 If the Chair or Vice-Chair is not present, the members present shall appoint a chair for the meeting.

12.0 MINUTES OF THE MEETINGS

- 12.1 The minutes of all meetings of the Board shall note all reports, correspondence and presentations received, together with a record of all motions and their disposition.
- 12.2 Minutes of a meeting of the Board and its Committees shall be distributed to all members within seven days following each meeting.
- 12.3 Approved minutes of regular and special meetings of the Board, with the exception of in-camera sessions, shall be open to the public, and made available for examination in the office of the Board's secretary and Community Campuses during regular business hours of the College.

13.0 BOARD COMMITTEES

- 13.1 The Board may appoint committees.

14.0 REMUNERATION

- 14.1 A policy for payment of honoraria and travel expenses Community Campus Committee members shall be established by resolution of the Board.
- 14.2 Remuneration of the Board is established from time to time under the guidelines set out by the Commissioner-in-Executive Council. Refer to College Act Section 4 (6).
- 14.3 Board Members will be remunerated for board meetings, special board meetings and sub-committee meetings. Honoraria will be given and travel reimbursed for members participating in other activities where they are expressly representing the board. These situations should be reviewed on a case-by-case basis and approved in advance when possible, by the chair; or in the case of a sub-committee, the committee chair has such authority. An honorarium is not be received for volunteer participation in social and cultural events, or events not approved in advance by the chair. Reimbursement for anything beyond meals, childcare, accommodation and travel should be discussed and approved by the chair. College rates for travel and expenses apply.
- 14.4 All board members will be paid for the honorarium on regular college pay schedule. No rush or advance payments will be paid. In accordance with Order in Council 1988/166 (College Act), Board Members will be paid at a rate of \$200 per day and \$100 for a half-day (less than four hours) for regular and special board meetings. Board Members will be paid \$25.00 per hour for Board committee/subcommittee meetings and other Board sanctioned events. Board Members claiming honorarium for non Board meeting attendance will submit the date, activity and number of hours to the Board secretary. The Board Chair will approve all Board members' requests for honoraria; the President will approve the Board Chair's requests for honoraria.

- 14.5 In accordance with Schedule A, Section 2.5 (Explanatory Notes for Boards and Committees), the Board Chair will be paid at a rate of \$250 per day and \$125 for half-day (less than four hours) for regular and special Board meetings. Committee/subcommittee Chairs will be paid at a rate of \$31.25 per hour for Committee/subcommittee meetings.
- 14.6 All board members will be paid for the honorarium on regular college pay schedule. No rush or advance payments will be paid.

15.0 TERMINATION OF OFFICE OF A BOARD MEMBER

- 15.1 A member of the Board may tender his/her resignation by sending notice in writing to the Chair.
- 15.2 Upon receiving notice of resignation from a member, the Chair, on behalf of the Board, shall inform the Commissioner in Executive Council that a vacancy exists and request s/he appoint a successor.
- 15.3 The Chair shall also advise the Board members in writing where in his/her opinion a Board member has ceased to be a Board member for reasons set out in the College Act Section 4.7 (a), (b), (c), whereupon the Chair, after consultation at the next regular meeting with the Board, shall then proceed to inform the Commissioner-in-Executive Council that a vacancy exists and request that s/he appoint a successor.

16.0 BOARD ATTENDANCE

This policy is only to address regular Board meetings.

- 16.1 When a member is unable to attend a full meeting of the Board in person s/he may request, to the Chair, to be linked by electronic means and will be deemed in such cases to have been present.
- 16.2 When for any reason a Board member intends to be absent s/he must notify the Chair or the Secretary of such absence in advance of the meeting.
- 16.3 When for any reason a Board member intends to be absent for a prolonged period they may request a leave of absence by providing notice in writing to the Chair which absence may be granted by a majority vote of the Board.
- 16.4 A Board member is considered to have an attendance problem if:
- a) the Board member fails to provide notification as per 16.2 for two consecutive meetings of the Board or Committee of the Board
 - b) the Board member has three absences as per 16.2
 - c) the Board member misses one third of the total number of Board meetings in a 12 month period
- 16.5 In the event of an attendance problem as defined above, the following is to take place:

1. The Board Chair will promptly contact the member to discuss the problem. The member's response will be shared with the entire Board at the next Board meeting for a determination of follow-up action.
2. Follow-up action may include any option from remedial action, as determined by the Board, to acceptance of the breach of the policy as an automatic resignation and so advise the Commissioner-in-Executive Council to take the necessary steps to appoint a replacement.

17.0 CONFLICT OF INTEREST

17.1 - CONFLICT OF INTEREST DEFINED

A conflict of interest arises when:

- (a) a governor's personal and/or professional interests compete with or are in conflict with the interests of the institution; or when the governor's interests come into consideration in any matter where the interests of the institution are involved.
- (b) a governor uses information obtained as a result of serving on a board for personal benefit, or for the benefit of a related person.

17.2 - AVOIDING CONFLICT

- (a) Governors must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest or the appearance of a conflict of interest.
- (b) Governors who have an interest, direct or indirect, in any private company, firm, partnership or other entity that engages in business dealings with the College shall disclose their interests to the Board.
- (c) Governors shall not accept a gift, favour or service from any individual, corporation or organization other than normal exchange of small gifts between friends, normal exchange of hospitality, or normal presentations as part of protocol.
- (d) A Governor shall not hold full-time permanent employment with the College, except the staff representative appointed pursuant to the College Act and the President. Should he/she choose to be employed full-time by the College, he/she will forthwith resign from membership on the Board.
- (e) A Governor who is in part-time or casual employment with the College or providing services under contract shall declare potential conflict of interest and shall not participate or vote on matters affecting the program, unit, division or community campus he/she is attached to.

17.3 - DECLARATION OF CONFLICT

- (a) Where a governor declares a conflict of interest or is found by majority vote of the Board to have a conflict, that governor must absent him/herself during the discussion and vote on the issue in question.
- (b) At the discretion of the board, the board may invite that governor to state his or her position on the issue in question prior to absentsing him/herself.
- (c) Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the board or a person the board designates.
- (d) Any governor who perceives another governor to be in conflict of interest in a matter under consideration must disclose that conflict to the chairperson or a person the board designates, at the first opportunity.
- (e) Where a governor is in doubt that a conflict of interest exists, the governor must request the advice of the board or a person the board designates. If necessary, the board must determine by vote if a conflict exists.

17.4 INTERPRETATION

For the purpose of these guidelines the following situations are considered to be conflicts of interest.

Financial Conflict of Interest

Financial conflict of interest exists when a board is making decisions:

- (a) affecting a private company in which the governor, or a related person are a proprietor or shareholder;
- (b) affecting a public company in which the governor, or related person holds more than 1% of the shares issued;
- (c) affecting a partnership or firm in which the governor, or related persons are a member.
- (d) affecting a contract for the sale of goods, merchandise or services to which the governor, or related persons are parties and from which they will benefit directly or indirectly;
- (e) affecting the governor, or related person in selling or leasing land or an interest in land to the Board, or will benefit directly or indirectly from such a transaction;
- (f) affecting the governor, or related persons in a direct or indirect pecuniary interest except questions of a general benefit to a class to which the governor or members of the immediate family, are member by statute.

- (g) affecting the governor, or related person who, by virtue of a position held in a private society, crown corporation or other organization having significant dealings with the institution, could benefit directly or indirectly.

Other

Conflict exists for the identified groups when considering the following matters:

- (a) Instructional Program decisions
 - i) student governors enrolled in the program(s) affected by the decision
 - ii) employee governors employed in the program(s) affected by the decision
 - iii) governors with related persons enrolled in or employed in the program(s) affected by the decision.

- (b) Tuition fee increase/decreases
 - i) student governors
 - ii) governors with related persons registered at the institution

- (c) Labour negotiations - faculty and/or support staff
 - i) faculty and support staff governors
 - ii) governors with related persons who hold faculty and/or support staff positions at the institution.

18.0 CORPORATE SEAL

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