



BY-LAW NUMBER 1

THE GEORGE BROWN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

ENACTED BY THE BOARD OF GOVERNORS:

BOARD MEETING FEBRUARY 11, 2015; MOTION: 15-01-02

TABLE OF CONTENTS

	<u>Page No.</u>
ARTICLE 1 INTERPRETATION.....	1
1.1 INTERPRETATION	1
1.2 NOT-FOR-PROFIT CORPORATIONS ACT, 2010.....	2
ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE COLLEGE	2
2.1 REGISTERED AND HEAD OFFICE	2
2.2 SEAL	2
2.3 EXECUTION OF DOCUMENTS.....	3
2.4 FINANCIAL YEAR.....	3
2.5 CHEQUES, ETC.....	3
2.6 DEPOSIT OF SECURITIES FOR SAFEKEEPING	4
2.7 BOOKS AND RECORDS	4
2.8 VACANCY OF AUDITOR.....	4
ARTICLE 3 BOARD OF GOVERNORS	5
3.1 NUMBER OF GOVERNORS.....	5
3.2 QUALIFICATIONS	5
3.3 CONSENT	5
3.4 QUORUM.....	5
3.5 TERM.....	6
3.6 REMOVAL OF GOVERNORS	6
3.7 VACANCIES ON THE BOARD OF GOVERNORS.....	8
3.8 ROLE OF THE BOARD	9

3.9	ELECTION OF CHAIR AND VICE-CHAIR	9
3.10	DUTIES OF THE CHAIR AND VICE-CHAIR	10
3.11	MEETINGS OF THE BOARD OF GOVERNORS	10
3.12	REGULAR MEETINGS	10
3.13	ATTENDANCE AT MEETINGS.....	11
3.14	MEETINGS BY TELEPHONE.....	11
3.15	MEETINGS BY OTHER ELECTRONIC MEANS.....	11
3.16	WRITTEN RESOLUTIONS	11
3.17	ERRORS IN NOTICE.....	11
3.18	VOTING	12
3.19	RECORDS AND MINUTES OF MEETINGS.....	12
3.20	BORROWING	12
3.21	CONFLICT OF INTEREST	12
3.22	COMPLIANCE WITH MINISTER’S DIRECTIVES.....	13
3.23	REMUNERATION.....	13
ARTICLE 4 OFFICERS.....		13
4.1	APPOINTMENT OF PRESIDENT	13
4.2	APPOINTMENT OF OTHER OFFICERS	13
4.3	PRESIDENT.....	13
4.4	CHANCELLOR.....	14
4.5	SECRETARY	14
4.6	DUTIES OF ALL OTHER OFFICERS AND STAFF OF THE COLLEGE	14
4.7	RESIGNATION	14
ARTICLE 5 PROTECTION OF GOVERNORS AND OFFICERS		15
5.1	FOR THE PROTECTION OF GOVERNORS AND OFFICERS.....	15

5.2	OCA PROVISIONS	15
5.3	ONCA PROVISIONS	16
5.4	INSURANCE	17
ARTICLE 6 NOTICES		17
6.1	METHOD OF GIVING NOTICE	17
6.2	COMPUTATION OF TIME.....	17
6.3	OMISSIONS AND ERRORS.....	17
6.4	WAIVER OF NOTICE	18
ARTICLE 7 AUDITORS		18
7.1	APPOINTMENT AND REMUNERATION	18
ARTICLE 8 COMMITTEES		18
8.1	COMMITTEES.....	18
8.2	EXECUTIVE COMMITTEE	19
8.3	ACADEMIC AND STUDENT AFFAIRS COMMITTEE.....	19
8.4	FINANCE AND PROPERTY COMMITTEE.....	19
8.5	AUDIT COMMITTEE.....	20
8.6	DELEGATION TO A COMMITTEE	20
8.7	OTHER COMMITTEES GOVERNED BY THE BOARD.....	21
ARTICLE 9 RULES AND REGULATIONS.....		21
9.1	GENERAL.....	21
9.2	RULES OF ORDER	21
ARTICLE 10 BY-LAWS		21
10.1	AMENDMENT.....	21
10.2	RATIFICATION.....	22
10.3	REPEAL	22

BY-LAW NO. 1

A by-law relating generally to the organization

and the transaction of the affairs of

The George Brown College of Applied Arts and Technology

BE IT ENACTED as a by-law of The George Brown College of Applied Arts and Technology (hereinafter called the "College") as follows:

ARTICLE 1 INTERPRETATION

1.1 INTERPRETATION

In this by-law and all other by-laws of the College, unless the context otherwise requires:

- (a) "Academic Staff Employee" means a person who is employed full-time by the College as a professor, instructor, counsellor or librarian;
- (b) "Administrative Staff Employee" means a person who is employed full-time by the College and who is not an Academic Staff Employee or a Support Staff Employee;
- (c) "Articles" means the original or restated letters patent or articles of incorporation or the amended letters patent, or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the College;
- (d) "Board of Governors" or "Board" means the board of governors of the College;
- (e) "Council" means the College Employer Council established pursuant to the provisions of clause 7(1) of the OCAATA (as hereinafter defined);
- (f) "External Governor" has the meaning specified in section 3.1;
- (g) "Internal Governor" has the meaning specified in section 3.1;
- (h) "Governor" means a member of the Board of Governors;
- (i) "LGIC" means the Lieutenant Governor in Council;
- (j) "Minister" means the Minister of Training, Colleges and Universities or such other member of the Executive Council to whom the administration of the OCAATA be assigned under the *Executive Council Act*, 2002 c.8 Schedule F, s.1;
- (k) "OCA" shall mean the *Corporations Act* (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations;

- (l) “**OCAATA**” means the *Ontario Colleges of Applied Arts and Technology Act, 2002 S.O. 2002, Chapter 8, Schedule F* and the regulations thereto, as amended from time to time, and any successor legislation that may hereafter be substituted therefor, as from time to time amended;
- (m) “**ONCA**” shall mean the *Not-for-profit Corporations Act, 2010 (Ontario)* and all regulations made thereunder and any amendments made to the act or the regulations;
- (n) “**program of instruction**” means a group of related courses leading to a diploma, degree, certificate or other document awarded by the Board of Governors;
- (o) “**Support Staff Employee**” means a person who is employed full-time by the College in the office, clerical, technical, health care, maintenance, building, service, shipping, transportation, cafeteria or day care staff;
- (p) “**student**” means a person who is enrolled in a program of instruction at the College on a full-time basis;
- (q) words importing the singular number include the plural and *vice versa*;
- (r) words importing the masculine gender include the feminine and neuter gender;
- (s) words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and

1.2 NOT-FOR-PROFIT CORPORATIONS ACT, 2010

References in this by-law to the ONCA shall take effect only upon the proclamation of the ONCA. The OCA shall apply until the ONCA is declared in force.

ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE COLLEGE

2.1 REGISTERED AND HEAD OFFICE

Until changed in accordance with the OCA or ONCA (as applicable), the registered and head office of the College shall be in the City of Toronto, in the Province of Ontario and at such place therein as the Board of Governors may from time to time determine.

2.2 SEAL

The corporate seal of the College shall be in the form impressed hereon and shall be in the custody of the Secretary of the College.

2.3 EXECUTION OF DOCUMENTS

Subject to section 4.3, and other than the documents listed in sections 2.5 and 3.10, all deeds, transfers, licenses, contracts, obligations, assignments, certificates and other instruments and engagements may be signed on behalf of the College by any two of the Chair, the Vice-Chair, the President, the Secretary or any other Officer or individual appointed by the Board of Governors, and they shall affix the seal of the College to such instruments as require the same provided that any such contracts or other instruments which are in the ordinary course of the College's operations may be entered into on behalf of the College by either the Chair or President or any person authorized by the Board of Governors. All documents so signed are binding upon the College without any further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may certify a copy of any instrument, resolution, By Law or other document of the College to be a true copy thereof.

Any two of the Chair, the Vice-Chair, the President, or the Secretary or any person or persons from time to time designated by the Board of Governors may transfer any and all shares, bonds or other securities from time to time standing in the name of the College in his or her own or in any other capacity, or as a trustee or otherwise, and may accept in the name and on behalf of the College transfers of shares, bonds or other securities from time to time transferred to the College, and may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the College, the Board of Governors may at any time, and from time to time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the College may or shall be executed. Any person so authorized to sign an instrument, contract or obligation on behalf of the College may affix the College seal thereto.

2.4 FINANCIAL YEAR

Unless otherwise determined by the Board of Governors by resolution, the fiscal year of the College shall terminate on the 31st day of March in each year.

2.5 CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College shall be signed by such officer or officers, agent or agents of the College, and in such manner as shall from time to time be determined by resolution of the Board of Governors, and any one of such

officers or agents may alone endorse notes and drafts for collection on account of the College through its bankers, and endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed "for collection" or "for deposit" with the bankers of the College by using the College's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the College and the College's bankers, and may receive all paid cheques and vouchers and sign all the bank's forms for settlement of the balances and release or verification slips.

2.6 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the College shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Governors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such officer or officers, agent or agents of the College, and in such manner that shall from time to time be determined by resolution of the Board of Governors, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Governors shall be fully protected in acting in accordance with the Governors of the Board of Governors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

2.7 BOOKS AND RECORDS

The Secretary shall ensure that all necessary books and records of the College required by the OCA or the ONCA (as applicable) or the OCAATA, the by-laws of the College, or by any other applicable statute or law, are regularly and properly kept. The minutes of meetings of the Board of Governors or of committees of the Board of Governors, all by-laws and resolutions of the College, the register of Governors of the College with the several dates on which each became or ceased to be a Governor, and all other records of the College required to be open to the public for inspection shall, during normal office hours, be available to the public for inspection. Where possible, the by-laws of the Board of Governors shall be available to the public at no charge on a website on the internet. Each Governor shall be provided with a copy of the minutes of meetings of the Board of Governors and of committees of the Board of Governors and of such documents or records of the College as her or she may reasonably request.

2.8 VACANCY OF AUDITOR

The Board shall immediately fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement.

**ARTICLE 3
BOARD OF GOVERNORS**

3.1 NUMBER OF GOVERNORS

The affairs of the College shall be managed by its Board of Governors. The Board of Governors shall consist of seventeen Governors being:

- (a) the President of the College, who shall be an ex-officio Governor with the right to vote;
- (b) one student, one Academic Staff Employee, one Administrative Staff Employee and one Support Staff Employee, each of whom shall be elected in accordance with the policy and procedures established by the Board of Governors (hereinafter referred to as the “**Internal Governor(s)**”); and
- (c) twelve other Governors (such Governors hereinafter referred to as “**External Governor(s)**”), four of whom shall be appointed by the LGIC and eight of whom shall be appointed by the members of the Board holding office at the time of the appointment; provided that none of the Governors appointed under this subsection shall be an employee or a student of a college of applied arts and technology.

3.2 QUALIFICATIONS

Upon proclamation of the ONCA, every Governor shall be an individual who:

- (a) is 18 or more years of age;
- (b) is not an undischarged bankrupt;
- (c) has not been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (d) has not been found to be incapable by any court in Canada or elsewhere; and
- (e) has not been declared an ineligible individual under the *Income Tax Act* (Canada).

3.3 CONSENT

Upon proclamation of the ONCA, a Governor who is elected or appointed must consent to hold office as a director before or within ten (10) days after the election or appointment.

3.4 QUORUM

A quorum for a Board meeting shall be equal to the majority of the number of Governors, plus one.

3.5 TERM

External Governors shall take office on the 1st day of September in the year of their appointment and shall hold office for such terms as are stipulated in their terms of appointment. External Governors shall not serve for more than three (3) years consecutively in one term, and shall not serve for more than six (6) years consecutively, but are eligible for reappointment after two years absence from the Board of Governors for successive terms not to exceed six years in total.

Internal Governors, other than a Governor elected by the students, shall hold office for a term of three years commencing on the 1st day of September in the year of their election. Internal Governors, other than a Governor elected by the students shall not serve for more than three years consecutively in one term, and shall not serve for more than six years consecutively, but are eligible for re-election after two years absence from the Board of Governors for successive terms not to exceed six years in total.

Internal Governors who are elected by the students shall hold office for a term of one year, commencing on the 1st day of September in the year of their election. Internal Governors who are elected by the students shall not serve for more than four years consecutively but are eligible for re-election after two years absence from the Board of Governors for successive terms not to exceed four years in total.

The terms of all Governors shall in all respects be governed by the OCAATA.

3.6 REMOVAL OF GOVERNORS

- (a) The Board may remove a Governor from the Board in accordance with the provisions of this Section, except for:
 - (i) a member of the Board appointed by the LGIC; and
 - (ii) the President who is a member of the Board by virtue of office.
- (b) With respect to any Governor appointed by the LGIC if the Board believes there is a reason justifying the removal of the Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the LGIC.
- (c) The Governors may remove a Governor (other than one appointed by the LGIC) from the Board by ordinary resolution before the expiration of his or her term if:
 - (i) the Governor has failed to attend at least 50% of the meetings of the Board during a twelve (12) month period or four (4) consecutive meetings of the Board;
 - (ii) the Governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;

- (iii) the Governor has failed to comply with the conflict of interest requirements in the OCA or ONCA (as applicable) or the Minister's Binding Policy Directive on Conflict of Interest and any conflict of interest policy or code of conduct approved by the Board;
 - (iv) the Governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;
 - (v) the Governor has failed to observe and perform the Governor's fiduciary duty to the College; or
 - (vi) the Governor demonstrates conduct unbecoming of a Board member including but not limited to activities that are illegal, that are in breach of established Board policies, that demonstrate a lack of respect for Governors or Board decisions, or that constitute or demonstrate harassment, violence or discrimination.
- (d) The following procedures shall be followed in removing a Governor from the Board:
- (i) Meetings of the Board regarding the removal of a Governor may be formally called by the Chair, Vice-Chair, or by the Secretary on the direction in writing of any two Governors.
 - (ii) The Governor which is the subject of the removal shall be given an opportunity to address the said meeting prior to the vote on said resolution.
 - (iii) The Board's declaration that a Governor's membership on the Board is vacated shall be made by ordinary resolution of the Board.
 - (iv) Subject to the written attestation required pursuant to Section 3.6(e)(iii), the resolution declaring the vacancy on the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.
- (e) Every decision of the Board to remove a Governor from the Board shall be reviewed by the Chair and the President, provided that such review procedure shall:
- (i) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a Governor were in compliance with this By-law;
 - (ii) not include a review of whether the decision of the Board was correct; and

- (iii) require the Chair and the President to sign a written attestation that the removal process was carried out in accordance with this By-law.
- (f) If any of the events of Section 3.6(c) have occurred, the Board shall, as an alternative to removing a Governor, have the option of imposing any one or a combination of the following sanctions:
 - (i) issuing a verbal reprimand; or
 - (ii) issuing a written reprimand; or
 - (iii) suspending the Governor for a period or term set by the Board; or
 - (iv) requesting that the Governor resign.

3.7 VACANCIES ON THE BOARD OF GOVERNORS

- (a) The office of a Governor shall be automatically vacated:
 - (i) if a Governor dies;
 - (ii) if a Governor resigns;
 - (iii) if the Governor is no longer qualified as outlined in Section 3.2;
 - (iv) if the Governor is removed for reasons outlined in Section 3.6(c);
 - (v) if an External Governor becomes an employee of, or a full-time student of, a college of applied arts and technology; or
 - (vi) if an Internal Governor ceases temporarily or permanently to be a student, Academic Staff Employee, Administrative Staff Employee or Support Staff Employee, as applicable.
- (b) A resignation of a Governor becomes effective at the time the resignation is received by the College or at the time specified in the resignation, whatever is later.
- (c) Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.
- (d) Vacancies on the Board shall be filled as provided in Section 7 of the regulations of the OCAATA.

3.8 ROLE OF THE BOARD

The Board of Governors shall establish the overall goals, objectives and strategic direction of the College and shall, through its oversight and stewardship, ensure that the College operates efficiently and effectively and is developing in ways that are congruent with the above stated goals, objectives and strategic direction. The Board of Governors will ensure continuity of high quality leadership by its attention to succession planning.

The Board of Governors shall administer the affairs of the College in all things, and make or cause to be made for the College, in its name, any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the College is authorized to exercise and do.

Without limiting the role of the Board of Governors described above, the Board of Governors shall annually do or cause to be done the following:

- (a) preparation and approval of the strategic plan of the College;
- (b) preparation and approval of the business plan of the College;
- (c) preparation and approval of the budget of the College;
- (d) preparation and approval of the annual report of the College;
- (e) approval of the auditors' report and the audited financial statements of the College;
- (f) appointment of the auditors of the College; and
- (g) designation of persons to act on behalf of the College under section 2.3 of this By law pertaining to "Execution of Documents" and section 3.20 of this by-law pertaining to "Borrowing of Money".

3.9 ELECTION OF CHAIR AND VICE-CHAIR

The Board of Governors shall, by resolution, elect annually from among its External Governors, a Chair and a Vice-Chair, each of whom shall be eligible for reappointment to their respective offices. In the event of absence, illness or vacancy which may occur from time to time in the office of the Chair or Vice-Chair, the Board of Governors may appoint such other of its External Governors to act as Chair or Vice-Chair for the time being and the External Governor so appointed shall act and have all the powers of the Chair or Vice-Chair, as the case may be.

3.10 DUTIES OF THE CHAIR AND VICE-CHAIR

The Chair shall, when present, preside at all meetings of the Board of Governors. The Chair, with the Secretary or other Officer appointed by the Board of Governors for the purpose, shall sign all by-laws. During the absence or inability of the Chair to act, his or her duties and powers shall be exercised by the Vice-Chair and during the absence or inability of the Vice-Chair to act, his or her duties and powers shall be exercised by such other Governor as the Board of Governors may from time to time appoint for such purpose; if the Vice-Chairman or other Governor so appointed exercised any duty or power of the Chair, the absence or inability of the Chair shall be presumed with reference thereto.

3.11 MEETINGS OF THE BOARD OF GOVERNORS

Subject to the provisions of the OCAATA and the OCA or ONCA (as applicable), the Board of Governors may hold its meetings at such time or times and at such place or places as it may from time to time determine. Meetings may be formally called by the Chair, Vice-Chair or by the Secretary on the direction in writing of any two Governors. Notice of such meeting shall be delivered, telephoned, telecopied or by such other means of electronic communication to each Governor not less than one day before the meeting is to take place, or shall be mailed to each Governor not less than two days before the meeting is to take place. No formal notice to each Governor of any such meeting shall be necessary if all the Governors are present at such meeting or if those absent have signified their consent to the meeting being held in their absence.

The Board of Governors may consider or transact any business, either special or general, at any meeting of the Board of Governors. Any meetings of the Board 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. Notice as aforesaid shall be required of any such adjournment. Such adjournment may be made notwithstanding the absence of a quorum at such adjourned meeting.

The Chair, the President and the Secretary shall set the agenda for each meeting of the Board. Each meeting of the Board shall be terminated after four hours from its commencement or on completion of the business before the Board at the meeting, whichever is earlier, unless the Board agrees to extend the time of termination.

3.12 REGULAR MEETINGS

The Board of Governors may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the Board of Governors fixing the place and time of regular meetings of the Board of Governors shall be sent to each Governor forthwith after being passed, and shall be published at least once in a newspaper or newspapers circulated at the College and on the website

maintained by the College. No other notice shall be required for any such regular meeting.

3.13 ATTENDANCE AT MEETINGS

All meetings of the Board of Governors shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the Board of Governors, provided that where a matter determined by the Board of Governors to be confidential to the College is to be considered, the part of the meeting concerning such confidential matter may be closed to the public, or where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual may 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.

3.14 MEETINGS BY TELEPHONE

Where all the Governors have consented thereto, any Governor may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A Governor participating in a meeting pursuant to this paragraph shall be deemed to be present in person at the meeting.

3.15 MEETINGS BY OTHER ELECTRONIC MEANS

The Board of Governors may meet by other electronic means that permits each Governor to communicate adequately with each other, provided that:

- (a) the Board of Governors has passed a resolution addressing the mechanics of holding such meetings and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Governor has equal access to the specific means of communication to be used; and
- (c) each Governor has consented to meetings by electronic means.

3.16 WRITTEN RESOLUTIONS

A written resolution signed by all of the Governors shall have the same force and effect as if it had been passed at a duly called meeting of the Governors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

3.17 ERRORS IN NOTICE

No error or omission in the giving of notice to a Governor or to the public of a meeting of the Board of Governors 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.

3.18 VOTING

At each meeting of the Board of Governors, each Governor who is personally present shall be entitled to one vote and every question arising at any meeting of the Board of Governors shall be determined by a majority of votes cast on the question. The Chair shall have a second or casting vote in the case of an equality of votes, in addition to his/her initial vote on any question. All votes taken at any meeting of the Board of Governors shall be taken by ballot if so demanded by any Governor present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried 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 the votes recorded in favour of or against such resolution; provided that any Governor present may require the number or proportion of votes recorded in favour of or against such resolution to be recorded in the minutes of such meeting.

3.19 RECORDS AND MINUTES OF MEETINGS

The Board of Governors shall keep records and minutes of its proceedings that accurately reflect the proceedings of the Board of Governors and the Board of Governors shall submit to the Minister such minutes and records with respect to the business of the Board of Governors as may be requested by the Minister.

3.20 BORROWING

The Board of Governors may from time to time:

- (a) borrow money on the credit of the College;
- (b) issue, reissue, sell, hypothecate, or pledge securities of the College;
- (c) give a guarantee on behalf of the College to secure performance of an obligation of any person; or
- (d) charge, mortgage, hypothecate, or pledge all or any of the personal property of the College, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the College.

3.21 CONFLICT OF INTEREST

Every Governor shall comply with the requirements in the OCA or ONCA (as applicable) regarding conflict of interest. Every Governor shall also comply with any conflict of interest policy or code of conduct approved by the Board.

3.22 COMPLIANCE WITH MINISTER'S DIRECTIVES

Governors will comply with all of the Minister's Binding Policy Directives which define the expectations of the Ministry of Training, Colleges and Universities regarding the College's compliance with the OCAATA.

3.23 REMUNERATION

The Governors, other than a Governor by virtue of office, shall receive no remuneration for acting as such, but they shall be reimbursed by the College for reasonable expenses properly incurred by them in connection with meetings of the Board of Governors or other business of the College. If any Governor or Officer of the College shall be employed by, or shall perform services for the College otherwise than as a Governor or Officer, or shall be a member or partner of a firm or a shareholder, director or officer of a company which is employed by or performs services for the College, the fact of his or her being a director or officer of the company shall not disentitle such Governor or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 4 OFFICERS

4.1 APPOINTMENT OF PRESIDENT

From time to time, the Board of Governors shall appoint a president who shall serve as President, at the pleasure of the Board of Governors, at such salary and wage rates and according to such terms and conditions as the Board of Governors shall determine.

4.2 APPOINTMENT OF OTHER OFFICERS

The Board of Governors shall appoint a Chancellor, a Secretary and such other officers as the Board of Governors may determine, all of whom shall serve during the pleasure of the Board of Governors. The officers so appointed may, but need not be, Governors and one person may hold more than one office.

4.3 PRESIDENT

The Board of Governors hereby delegates to the President the full authority to manage and direct the business and affairs of the College, and to employ and discharge agents and employees of the College, subject to any lesser powers the Board of Governors may delegate, from time to time, as they shall determine; provided, however, that the Board of Governors shall not delegate to the President such matters and duties as by law must be transacted or performed by the Board of Governors. Without limiting the foregoing, the Board of Governors hereby delegates to the President the power, within the limits of the annually approved budget, to make or to authorize the making of disbursements on behalf of the College. The President shall conform to all lawful orders given to him or her by the Board of Governors and/or by the Chair thereof, and shall, at all times, give to the Board

of Governors, or any Governor, all information which may be required by the Board of Governors regarding the affairs of the College. The terms and conditions of employment of the President shall be secured in a contract drawn between the President and the College.

4.4 CHANCELLOR

The Chancellor is the ceremonial and titular head of the College, whose role includes presiding over convocations to confer degrees and diplomas, acting as an ambassador on behalf of the college and its graduates, and advancing institutional interests in public and political arenas. The Chancellor is appointed by the GBC Board of Governors, upon the recommendation of a search sub-committee chosen by the Board, for a three year renewable term.

4.5 SECRETARY

The Secretary or his or her delegate shall attend all meetings of the Board of Governors and record all facts and minutes of all proceedings thereof in the books kept for that purpose. He or she shall be the custodian of the corporate seal of the College, and of all books, papers, records, correspondence, contracts and other documents belonging to the College, which he or she shall deliver up when authorized to do so by the President or by a resolution of the Board of Governors, and to such person or persons as may be named in the resolution; and he or she shall perform such other duties as may from time to time be determined by the Board of Governors.

4.6 DUTIES OF ALL OTHER OFFICERS AND STAFF OF THE COLLEGE

The duties of all other officers of the College shall be such as the terms of their engagement call for, or the Board of Governors and/or the President may require of them, subject to the provision of any applicable statute or regulation governing the terms of their engagement.

The duties of all other staff of the College (other than officers), and the terms and conditions of their employment, shall be as determined from time to time by the various union agreements covering the employment of such staff or shall be guided by the terms and conditions recommended from time to time by the Council.

4.7 RESIGNATION

Any Officer may resign from such office by delivering a written resignation to the Board of Governors.

**ARTICLE 5
PROTECTION OF GOVERNORS AND OFFICERS**

5.1 FOR THE PROTECTION OF GOVERNORS AND OFFICERS

Except as otherwise provided in the OCA or the ONCA (as applicable), no Governor or officer for the time being of the College 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 College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the College shall be placed out 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 College 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 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 College, provided that nothing herein shall relieve any Governor or officer of any liability imposed by statute.

5.2 OCA PROVISIONS

Until the ONCA is proclaimed in force, the following shall apply:

Every Governor and officer of the College, and their heirs, executors, administrators, legal representatives, estates and effects, respectively, 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 such Governor or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and/or
- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the College;
- (c) except such costs, charges and expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the College.

5.3 ONCA PROVISIONS

Upon proclamation of the ONCA, the following provisions shall apply:

- (a) Every Governor and officer of the College, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the College and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Governor and officer of the College shall comply with the ONCA, the OCAATA, the Articles and this By-law.
- (b) Provided that the standard of care required of the Governor under the ONCA has been satisfied, which includes relying in good faith on financial statements of the College presented by an officer, reports of the auditor or person conducting a review engagement, financial reports of the College presented by an officer, a report or advice of an officer or Employee of the College, or a report of a professional, no Governor shall be liable for money or property distributed or paid by the College contrary to the ONCA.
- (c) Every Governor, officer or former Governor or officer, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the College, 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 College.
- (d) The College shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the College; and if the matter is criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (e) The College shall also indemnify any Governor in such circumstances as the ONCA or law requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.
- (f) With respect to the defence by a Governor or officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the College is liable to indemnify a Governor or officer or other individual pursuant to the terms of the ONCA and this By-law, the Board shall authorize the College to advance to the Governor or officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Governor or officer to the College disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance provided the Governor or officer fulfills

the conditions of Section 46(3) of the ONCA. The Governor or officer shall repay the money advanced if the Governor or officer does not fulfill the conditions of Section 46(3) of the ONCA.

5.4 INSURANCE

Subject to applicable laws, including the *Charities Accounting Act* and the regulations made thereunder, the College 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 College, or, in the individual's capacity as a Governor or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the College's request.

ARTICLE 6 NOTICES

6.1 METHOD OF GIVING NOTICE

Whenever, under the provisions of the by-laws of the College or pursuant to the provisions of the OCA or ONCA (as applicable) or the OCAATA, notice is required to be given, such notice may be given either in person, by commercial courier, by telecopier or other means of electric communication, or by prepaid mail, in each case addressed to the Governor or Officer at his or her last address as recorded in the books of the College or by publishing a notice thereof in the official newspaper of the College circulated within the College population at least once a week for two consecutive weeks next preceding the proposed meeting. The Secretary may change the address on the College's books of any Governor or Officer in accordance with any information believed by him or her to be reliable. A notice or other document so sent by post shall be deemed to have been sent at the time when the same was mailed as aforesaid, or, if sent by electronic communication, shall be deemed to be sent when transmitted.

6.2 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving a notice shall be excluded and the date of the meeting or of her event shall be included.

6.3 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Governor or Officer of the College or any other person entitled thereto or the non-receipt of any notice by any Governor or Officer or any other person entitled thereto, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

6.4 WAIVER OF NOTICE

Any Governor, Officer or any other person entitled thereto may waive any notice required to be given to him or her under any provision of the OCA or ONCA (as applicable) or the OCAATA or the by-laws of the College, and such waiver, whether given before or after the meeting or other event of which notices required to be given, shall cure any default in giving such notice.

ARTICLE 7 AUDITORS

7.1 APPOINTMENT AND REMUNERATION

The Board of Governors shall annually appoint an auditor licensed under the *Public Accounting Act, 2004* to audit the accounts and transactions of the College. Such auditor shall be instructed to prepare for submission to the Minister, not later than the 30th day of June in each year, an audited financial statement for the preceding fiscal year. The remuneration to be paid to the auditor shall be fixed by the Board of Governors.

ARTICLE 8 COMMITTEES

8.1 COMMITTEES

The Board of Governors shall on an annual basis, appoint or provide for the appointment of committees of the Board of Governors, in such number and with such duties as the Board of Governors may from time to time prescribe by resolution. Subject to the provisions of this section, the number of members of each committee shall be determined from time to time by the Board of Governors. Subject to the provision of this section, a quorum for meetings of the committees shall be a majority of the committee members thereof. All committees (other than specially provided) shall be subject to the authority of the Board of Governors, and no decision of the committees (save as specifically provided) shall be binding upon the Board of Governors or the College unless and until ratified by the Board of Governors. It shall be the duty of the secretary of each committee to file minutes of committee meetings with the Chair of the Board of Governors. The Secretary of the College shall, subject to any other direction from time to time by the Board of Governors, be the secretary of each committee. Each committee shall choose one of its number to be Chair of that committee, except as herein otherwise specifically provided. The members of such committees shall hold office at the pleasure of the Board of Governors, and the Chair, the Vice-Chair, and the President shall be an *ex-officio* member of each such committee.

Without limitation, the committees shall include the Executive Committee, the Academic and Student Affairs Committee, the Finance and Property Committee, and the Audit Committee

8.2 EXECUTIVE COMMITTEE

The members of Executive Committee shall include the Chair and Vice-Chair of the Board of Governors, the Chair of the Academic and Student Affairs Committee, the Chair of the Finance and Property Committee, the President and such other person or persons as the Board of Governors shall appoint. The Executive Committee shall, between meetings of the Board of Governors, have and exercise all the powers of the Board of Governors in respect of the management and direction of the affairs of the College, other than the powers which the *Not-for-Profit Corporations Act, 2010* (Ontario) prohibits the Board of Governors from delegating as set out in the by-law of the College.

A quorum for a meeting of the Executive Committee shall not be less than a majority of its members. The Chair shall act as chair of the Executive Committee. The members of the Executive Committee shall appoint a secretary of the Executive Committee. The chair alone or any two members of the Executive Committee shall have the authority to call a meeting of the Executive Committee at any time on forty-eight hours written notice or on such shorter notice as a majority of the Executive Committee may agree. The Secretary shall maintain minutes of all meetings of the Executive Committee and shall ensure that the minutes are circulated to all members of the Board of Governors as soon as reasonably possible after each such meeting, but, in any case, prior to the next meeting of the Board of Governors. The Secretary shall ensure that the minutes of the meeting of the Executive Committee are available for inspection by the Board of Governors at all times.

8.3 ACADEMIC AND STUDENT AFFAIRS COMMITTEE

The Academic and Student Affairs Committee shall examine the policies of the College with respect to program development, program review, new course proposals, academic standards, student recruitment and graduation, other issues directly relating to students and the services provided to students by the College, and any other matters regarding the educational activity and student affairs of the College, and shall make such recommendations with respect thereto to the Board of Governors as it deems appropriate, all in accordance with the overall academic plan and mission statement of the College. All recommendations made by the Academic and Student Affairs Committee shall be reported to the Board of Governors at its next meeting.

8.4 FINANCE AND PROPERTY COMMITTEE

The Finance and Property Committee shall examine the monthly statements of accounts and the budget of the College and make recommendations with respect thereto to the Board of Governors as it deems appropriate and shall examine the policies of the College with respect to the acquisition, renovation and maintenance of all capital assets owned by the College, and shall make recommendations with respect thereto to the Board of Governors as it deems appropriate, all in accordance with the mission statement and strategic plan of the College. All recommendations made by the Finance and Property Committee shall be reported to the Board of Governors at its next meeting.

8.5 AUDIT COMMITTEE

The members of the Audit Committee shall be independent of management of the College and shall consist of a minimum of three (3) members, at least two (2) of which must be Governors, to be appointed by the Board of Governors. The Chair of the Audit Committee shall be elected by the Committee membership from among the External Governors who are members of the Audit Committee.

Members of the Audit Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from management and of the College. Internal Governors of the Board are deemed to be independent from management for the purposes of the Audit Committee.

All such Committee members shall be financially literate as determined by the Board of Governors, or shall become financially literate within a reasonable time after appointment to the said Committee, and at least one member shall have accounting or related financial management expertise. The definition of, and criteria for, financial literacy is the ability to read and understand a balance sheet, an income statement, and a cash flow statement, and the notes. An acceptable definition of accounting or related financial management expertise is the ability to analyze and interpret a full set of financial statements, including the notes, in accordance with Canadian Generally Accepted Accounting Principles (CGAAP).

The Board of Governors may, from time to time, appoint former Governors to serve on the Audit Committee, as it deems appropriate.

The Audit Committee shall operate as per its Terms of Reference and any other guidelines as established by the Board of Governors from time to time.

8.6 DELEGATION TO A COMMITTEE

The Governors may delegate to any committee, any of the powers of the Governors other than the following powers:

- (a) to fill a vacancy among the Governors or in the position of auditor or of a person appointed to conduct a review engagement of the College;
- (b) to appoint additional Governors;
- (c) to issue debt obligations except as authorized by the Governors;
- (d) to approve any annual financial statements; or
- (e) to adopt, amend or repeal by-laws.

8.7 OTHER COMMITTEES GOVERNED BY THE BOARD

(a) Advisory College Council

The Board of Governors shall establish, in accordance with guidelines established by the Minister, an Advisory College Council through which the staff and students of the College may provide advice to the President of the College.

(b) Program Advisory Committees

The Board of Governors shall ensure that program advisory committees are established for each program of instruction or related program cluster, consistent with the requirements of the Ministry of Training, Colleges and Universities. Committee members are external leaders in their fields with a diversity of program-related experience and expertise. The Program Advisory Committees report to the Board of Governors through the College President, and operate consistent with Board-established policy.

ARTICLE 9 RULES AND REGULATIONS

9.1 GENERAL

The Board of Governors may prescribe such rules and regulations not inconsistent with the by-laws of the College relating to the management and operation of the College as it deems expedient.

9.2 RULES OF ORDER

In all instances not provided for in this by-law, the provisions of Roberts Rules of Order shall be applicable to all procedures of the College.

ARTICLE 10 BY-LAWS

10.1 AMENDMENT

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-law that regulate the activities or affairs of the College.

Upon the enactment of this by-law, all previous by-laws of the College shall be repealed. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the College obtained pursuant to, any such by-law pursuant to its repeal. All directors, officers, and person acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Board with

continuing effect passed under any repealed by-law shall continue as good and valid except to the extent inconsistent with this by-law and until amended or repealed.

The by-laws of the College shall be open to examination by the public during the normal office hours of the College.

10.2 RATIFICATION

Save as provided in section 10.3, all by-laws, contracts, and proceedings of the Board of Governors enacted, made, done, or taken since the creation of the College are hereby approved, ratified, and confirmed.

10.3 REPEAL

All other by-laws of the College inconsistent herewith are, and the same are hereby, repealed. Such repeal shall not affect the previous operation of any such by-law or affect the validity of any act done or right or privilege, obligation or liability required or incurred under, or the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Board of Governors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

We hereby certify that the foregoing by-law was enacted by the Board of Governors on the 11th day of February, 2015.

Original Signed by:

Chair



Secretary

