



Bylaws of the BOARD OF GOVERNORS

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Effective Date: March 5, 2018

Legislative Sanction for NorQuest College

The Government of Alberta established NorQuest College in 1965.

- The Lieutenant Governor established a public college designated as Alberta Vocational College-Edmonton (by Order in Council 185/97 passed on the 14th day of May 1997, exercising the authority vested in him by Section 2 of the Colleges Act, RSA 1980 c. C-18).
- The Lieutenant Governor established the Board of Governors for Alberta Vocational College-Edmonton (by Order in Council 131/98 passed on the first day of April 1998, exercising the authority vested in him by Section 3(4) of the Colleges Act).
- The Lieutenant Governor designated the name of the college as "NorQuest College" (by Order in Council 330/99 passed on the 25th day of August 1999, exercising the authority vested in him by Sections 2, 3 and 21.2 of the Colleges Act).

(NOTE: Proclaimed in force March 18, 2004, except section 61(2) (b). Section 61(2) (b) proclaimed in force September 1, 2004.)

ARTICLE 1 INTERPRETATION

- 1.1 If there is any conflict between these Bylaws and legislation, legislation prevails.
- 1.2 When interpreting the Bylaws, readers must refer to relevant legislation. Words and expressions used and not otherwise defined in the Bylaws shall, insofar as the context does not otherwise require, have the same meanings as would be the case when used in legislation.
- 1.3 Throughout these Bylaws, unless the context otherwise requires, words imparting the singular number of 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.
- 1.4 The headings in the Bylaws are for ease of reference only and shall not affect in any way the meaning or interpretation of the Bylaws.
- 1.5 The Definitions set out in "Board Policy Definitions" are incorporated herein.

ARTICLE 2 BOARD MEETINGS

2.1 NOTICE

- 2.1.1 The Board will hold regular meetings on days and at times established. A schedule will be drafted before the end of each Fiscal Year When schedule changes are required every effort will be made to

achieve quorum and shall be noted in the consent agenda of the nearest board meeting.

- 2.1.2 Agendas of Board and standing committee meetings will be created in accordance to the work plan and in consultation with the Board Chair, and/or Committee Chair, and/or Vice-Chair and/or President.

2.2 **Regular Board Meetings**

- 2.2.1 The Board Chair of any regular or special meeting may, with the consent of the majority of Board members, adjourn the same from time to time and place to place. The Board will address unfinished items of business from the adjourned meeting at the next regular meeting.
- 2.2.2 The accidental omission to give notice of a Board Meeting to any Board member or the non-receipt by any member of such notice does not invalidate the proceedings at a regular or special meeting of members so long as a quorum is present.
- 2.2.3 Any person who is allowed to remain in attendance at a meeting of the Board of Governors of NorQuest College may only remain as long as he or she conducts him/herself with dignity and propriety and at the exclusive option of the Board Chair or Vice-Chair in absence of the Chair, may be expelled for improper conduct at the meeting.

2.3 **Public Session**

- 2.3.1 All Board meetings shall be considered open to observers from the public unless the matters under Board consideration pertain to article 2.4.2. No person shall be excluded from any meeting of the Board of Governors of NorQuest College unless, in the opinion of the Board Chair or Vice-Chair in absence of the Chair, the facilities and location of the meeting are such that they do not lend themselves well to attendance by non-Board members or for such other reason as the Board may deem, in its exclusive opinion, appropriate.
- 2.3.2 A non-Board member may participate only if:
- Such a person is invited by the Board Chair to participate in a specified manner; and
 - Arrangements have been made at least twenty (21) days in advance.

2.4 **Public Presentations**

- 2.4.1 Persons or groups wishing to make presentations to the Board shall give at least twenty-one (21) calendar days' written notice to the Board Chair via Board of Governors Office describing in sufficient detail the topic to be discussed and materials to be provided, if any, and shall require approval by the Board Chair.
- 2.4.2 Documentation or materials related to an approved presentation shall be received by the Board Office and included and distributed with the meeting agenda at least fourteen (14) days in advance of the meeting.
- 2.4.3 Groups and organizations must identify one individual as their spokesperson, and presentations will be limited to a maximum of fifteen minutes.

2.5 **Closed Session**

- 2.5.1 Notwithstanding the above provisions of this Article, at its discretion, the Board may schedule closed portions of any Board meetings or if the Board at any time feels that the nature of the material to be discussed is such that it is not in the interests of the Board, the College or the public to have third parties present, the Board, in its exclusive discretion, may order the meeting closed and all other parties in attendance shall forthwith leave the place of the meeting prior to the continuation of the meeting.
- 2.5.2 Subjects intended for closed discussion are explicitly identified on the agenda and accepted for such treatment at the time of agenda approval. If such approval is not obtained, then such matter is automatically removed from the agenda for that meeting. Subjects identified for closed discussion may include, but need not be limited to, the following:
- Matters relating to salaries, conditions of employment and collective bargaining;
 - Human resource issues including appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension and all other matters that may be considered personal by any person who is to be the subject of discussion;
 - Financial matters of the College, including financial reports and financial projections;

- Contracts and arrangements including proposed contracts and arrangements and tenders, capital acquisitions, real estate acquisitions and negotiations;
- Matters where Board liability may arise or where legal opinions respecting the liability or interest of the Board are expressed.
- Matters affecting competitive or business interests or that could divulge private business or personal matters of third parties.

2.5.3 In cases where a matter discussed in closed or in camera requires a formal motion for resolution by the Board, such motion must be reported in the public minutes except where the Board passes a deliberate motion to retain them in closed.

2.5.4 In the event that during public debate in a meeting of the Board it appears to any Board member that further debate on a matter may result in disclosure of information or matters referred to in subsection 2.9 or 2.11 of this Article 2, the Board may resolve to conduct its further proceedings regarding the matter in a closed session. A motion to proceed to a closed session must be debated and carried by a majority of the members present and voting.

2.5.5 Minutes of any part of a meeting held in a closed session shall be kept separately and made available for scrutiny only to members of the Board and to anyone who may be authorized by the Board to see them. Except as otherwise expressly provided herein, the proceedings of any meeting or part of a meeting of the Board or of any committee thereof that is conducted in a closed session, including the minutes or any records covering any such meeting in part thereof, must be kept in confidence by every member of the Board and by the Board Secretary and by any member of any committee and by any other person invited or permitted to attend any such meeting or part thereof.

2.5.6 Resource persons may be invited to closed Board meetings at the request of the Board Chair.

2.6 **In-Camera Session**

2.6.1 In-camera means a part of a Board meeting with or without administration or other parties present for which there is no agenda. The Board may move to an in-camera session to deal with confidential matters. Minutes of in-camera sessions shall not be taken, but agreed upon actions shall be brought into the minutes of the subsequent open or closed meeting.

2.6.2 The Finance & Audit Committee in-camera session with the Chief Financial Officer is documented and sealed with the committee minutes, to be opened by the Finance & Audit Committee Chair only.

2.7 **Special Meetings**

2.7.1 The Board Chair may call special meetings when she/he deems it expedient or upon the written request of at least three members of the Board.

2.7.2 At the time of notification for a special meeting, the Board Chair will indicate to each member so notified the location of the meeting and whether the member may attend in person, by teleconference or such other means as may be at that time prescribed.

2.7.3 Notice of a special meeting will be delivered:

- to each Board member not less than twenty-four hours before the time and date of such meeting; or
- by teleconference where unanimous consent for such a meeting is required.

2.8 **Emergency Meetings**

2.8.1 Where the Board Chair or the Vice Chair considers there to be an emergency, the Board Chair or Vice Chair, in the absence of the Board Chair, may call a special meeting without observing the time limit prescribed in paragraph 2.7.3, and will seek a motion to waive notice of meeting.

2.9 **Meetings without Notice**

2.9.1 A meeting of the Board of Governors may take place at any time without notice provided that all members are present, have signed a waiver or passed a motion to waive the notice of such meeting.

2.10 **Circulation of Minutes**

2.10.1 Minutes are kept of all public and closed Board meetings and of all committee meetings of the Board. Minutes of public board meetings will be publicly available.

2.10.2 Minutes that have not been approved by the Board of Governors will not be made public.

- 2.10.3 Upon adoption, the minutes will be signed by the Board Secretary and by the person who chaired the meeting at which they were adopted.
- 2.10.5 A resolution signed by all the members of the Board or approved electronically is as valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted and will be held to relate back to any date therein stated to be the date thereof.

2.11 **Board Member Engagement and Attendance**

- 2.11.1 **Active Participation:** Board members are required to be active participants in meetings and to consider their duty to the organization as a whole. Should a Board member be in attendance but not actively engage in organizational governance, the Board Chair will discuss the matter with the member.
- 2.11.2 **Attendance:** Members attend Board meetings and/or Committee meetings as set out in section 2.1 as required, and if there are more than three absences in a given academic year, the Board Chair will discuss the matter with the Board member and may request his or her resignation from the Board. The Board Chair may request a resolution of the Board, requesting the Minister to replace the Member.

2.12 **Confidentiality**

- 2.12.1 The details of any matter discussed at a closed, in-camera, or committee meeting of the Board shall be held in strict confidence by all those in attendance.

2.13 **Conference Meetings**

- 2.13.1 A member of the Board may participate in a meeting of the Board or of any committee of the Board by means of teleconference, video conference or other communication device by means of which all members participating in the meeting can hear each other. A member participating in accordance with this article shall be deemed to be present at the meeting and shall be counted in the quorum.

ARTICLE 3 QUORUM and VOTING

- 3.1 The Board Chair, when present and every Board member present may vote on every matter unless disqualified from voting by reason of pecuniary

interest or any other conflict of interest. In the event of a tie vote the resolution will be lost.

3.2 The proceedings of the Board or of any committee thereof are not invalidated by any vacancy among its members or by any defect in the appointment of any member or by the disqualification of any member, so long as a quorum has been present during the conduct of the business of the Meeting.

3.3 **Quorums:**

3.3.1 A majority of the members of the Board constitutes a quorum;

3.3.2 It will be assumed that the quorum verified at the beginning of the meeting is maintained throughout the meeting; however, any member may request that the quorum be verified again during the meeting. The official verification by the Board or Committee Chair that a quorum does not exist will bring the meeting to a close and invalidate further deliberations but will not affect decisions made before the lack of a quorum was verified.

3.3.3 When there is a vacancy on the Board, the remaining members may exercise all powers of the Board.

3.3.4 A member who has a conflict of interest may be counted for the purposes of quorum, and abstain/not be present for the vote on the issue in conflict.

3.3.5 No act of proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present or consented to in writing by all members of the Board. A resolution, Bylaw or regulation approved by a majority of members present at any duly constituted meeting of the Board at which a quorum is present or that is consented to in writing by all members, binds all members of the Board.

3.4 In compliance with or in addition to, the statutory requirements respecting conduct, members of the Board must avoid placing themselves in circumstances of real or potential Conflicts of Interest. Refer to the NorQuest College Code of Conduct and Conflict of Interest Policies.

3.5 When members of the Board are not entitled to vote because of any circumstance outlines in subsection 3.4, they must so declare their conflict of interest and the declaration will be recorded in the minutes. Before discussion of the question, such Board members will:

3.5.1 Absent themselves from the meeting room during the discussion;

- 3.5.2 Not be counted as present for the quorum and the majority vote requirements.
- 3.6 Where some doubt exists as to whether a member may be in Conflict of Interest, the Board may determine by majority vote or get expert advice whether the member is in Conflict of Interest.
- 3.7 **Voting:**
 - 3.7.1 Voting is by show of hands.
 - 3.7.2 A secret ballot on a specific exceptional issue may occur with the approval of the Board; the Board Secretary and one other person (i.e. Senior College Official) will be responsible for counting the ballots.
 - 3.7.3 No member may be represented at a Board meeting, nor vote, by proxy.
 - 3.7.4 Unless a ballot is requested, a declaration by the Board or Committee Chair that a resolution has been adopted or defeated and which is recorded as such in the minutes constitutes prima facie evidence of the adoption or defeat of such resolution without requiring evidence of the number or percentage of votes registered.
 - 3.7.5 Except upon a vote by secret ballot, any member present at a meeting is entitled to have his or her dissent as well as his or her name recorded in the minutes.

ARTICLE 4 BOARD DECISIONS

- 4.1 Decisions of the Board are taken by a simple majority of votes by the members present and entitled to vote. An abstention is deemed to be a refusal to express an opinion and not a negative vote. Abstentions are not to be taken into account when calculating the simple majority. Academic, Non-academic, and student board members shall not abstain unless true conflict is declared.

ARTICLE 5 PROTECTION OF BOARD MEMBERS, OFFICERS AND OTHERS

Further to 119(2) of the *Post-Secondary Learning Act* (Protection from liability):

- 5.1 NorQuest College deems it fit to provide indemnification for any person who has been, now is or shall become a member of the Board of Governors or its committees acting in the course of their duties, provided that the Board

member, officer or employee was acting in good faith (each such person being in this section referred to as an "Indemnitee").

- 5.2 NorQuest College indemnifies each of the Indemnitees as well as their agents, heirs, successors and legal representative, if any, from and against all costs, charges and expenses incurred by that person:
- 5.2.1 in respect of any action, lawsuit, legal proceeding or claim of a civil or administrative nature instituted by a third party against that person, in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of or as a result of holding office, including all sums of money paid in settlement of litigation or to execute a judgment, except in any case where that person has committed an act of gross negligence, an act of fault unrelated to the duties of office or fraud; NorQuest College shall be entitled to advance funds in relation to all costs, charges and expenses so incurred, subject to the obligation of that person to reimburse the same in the event that person has committed an act of gross negligence, an act unrelated to the duties of office or fraud; and
- 5.2.2 in respect of any action, lawsuit, legal proceeding or claim of a civil or administrative nature, instituted against that person by NorQuest College or by anyone acting for the latter and in its name in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of or as a result of holding office, unless NorQuest College is successful therein; in the event NorQuest College is successful only in part, the court or adjudicating body shall be entitled to establish the amount of costs, charges and expenses for which that person shall be indemnified;
- 5.2.3 in respect of any action, lawsuit, legal proceeding or claim of a penal or criminal nature, instituted against that person in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of or as a result of holding office if that person has been freed of charges or acquitted or if the Indemnitee had reasonable grounds for believing that his or her conduct was lawful.
- 5.3 This article constitutes an enforceable undertaking and its provisions are enacted for the benefit of Indemnitees who by the mere fact of acceptance of office are deemed to have consented hereto;
- 5.4 Any amendment or revocation of this article shall not have the effect of depriving any Indemnitees then in office of any benefit conferred by this article.

ARTICLE 6 COMMITTEES OF THE BOARD

- 6.2 Only members of the Board have a vote on standing committees. Voting privileges on ad hoc committees are granted to all members of the committee.
- 6.3 Committees have only those powers and authority explicitly delegated to them by the Board in their terms of reference. The Board may review, amend or revoke any Committee decision.
- 6.4 Typically, at the last Board meeting of the Fiscal Year, the Board Chair, working in cooperation with the President, shall present a slate of nominees for all standing committees and their chairs. The Board shall vote on each committee slate presented. In the event that a slate is not ratified, the Chair may nominate an alternate committee immediately or at a subsequent meeting.
- 6.5 Committees normally consist of three to five members in addition to ex-officio members.
- 6.6 The Chair and the President shall be ex officio and voting members of all Committees and shall have the same rights as other committee members, but are not obliged to attend meetings nor are they to be counted in determining the quorum for a given committee meeting.
- 6.7 The President designates, as required, appropriate members of management, faculty or staff to serve as resource persons to committees.
- 6.8 The quorum of a committee is a majority of the members of the Committee.
- 6.9 Meetings may be held by teleconference or other electronic means where all members can communicate each other, provided a majority of the members of the Committee agree to such a format.
- 6.10 The Chair of each committee is responsible for:
 - 7.10.1 Calling meetings, with consultation with members;
 - 6.10.2 Conducting committee work in accordance with the terms of reference approved by the Board;
 - 6.10.3 Ensuring that appropriate records and minutes of committee meetings are kept;
 - 6.10.4 Reporting to the Board on a regular basis.
 - 6.10.5 Setting agendas of Standing Committee meetings in accordance to the committee work plan and in consultation with the President.

- 6.11 In the event of a Board Chair's absence from a meeting, the Vice-Chair will assume Chair, if both are missing then the committee may select a temporary Chair for that meeting.
- 6.12 The Board Chair may recommend that the Board appoint, by resolution of the Board, additional members to committees as required at any time. Non-members act as advisors only and shall not be counted in determining quorum or carry a vote.
- 6.14 **Ad Hoc Committees**
 - 6.14.1 The Board may establish any standing or ad hoc committee consisting of one or more of its members and may delegate functions to any such committee. Members of such committees need not all be Board members.

ARTICLE 7 COMMUNICATIONS FROM AND TO THE BOARD

- 7.1 The official channel of communication on all matters for consideration of the Board shall be through the Office of the President. The President shall share all such matters in the discussion with the Board Chair as appropriate and may include placing on the agenda for the meeting of the Board and/or its Standing Committees.
- 7.2 The channel of communication to the Board for all matters raised by members of the public shall be the President, who shall, in consultation with the Chair, determine whether such matters should be placed on the agenda for the Board's attention.
- 7.3 The official spokesperson of the Board is the Board Chair or a Board member as delegated by the Board Chair. No other members shall speak on behalf of the Board.

ARTICLE 8 REMUNERATION OF BOARD MEMBERS

- 8.1 Excepting the President, Board members are entitled to honoraria at rates that the Board will establish by resolution.
- 8.2 Any member on leave of absence for a period of ninety days or more will not be entitled to receive honoraria for that period of absence.
- 8.3 All members are entitled to reimbursement for reasonable expenses incurred while engaged on Board business in accordance with college policies and procedures.
- 8.4 Through an annual review process, honoraria may be adjusted with the approval of the Board.

ARTICLE 9 PARLIAMENTARY AUTHORITY

- 9.1 Where no provision is made in these Bylaws, the Board meetings will generally follow the framework of Robert's Rules of Order, Newly Revised or any special rules of order the Board may adopt.

ARTICLE 10 CORPORATE SEAL AND SIGNING AUTHORITY

10.1 Corporate Seal

- 10.1.1 The seal of NorQuest College, an impression of which appears to the right of these words, shall, when required, be affixed to contracts, documents and instruments in writing and shall be the corporate seal of the Board.
- 10.1.2 The seal shall be in the custody of the Executive Officer having the duties and responsibilities of the Chief Financial Officer.

10.3 Signing Authority

- 10.3.1 In accordance with established policy, any contract, document or instrument in writing requiring execution under corporate seal on behalf of the Board may be signed by the Board Chair, Vice Chair or Acting Chair and the President; or one of these officers and one of the following:
- The Executive Officer having the duties and responsibilities of the Chief Financial Officer; or
 - An officer appointed by the Board with authority under Article 10 subsection 10.3.5.
- 10.3.2 All contracts, documents and instruments in writing so signed under seal shall be binding upon the Board without further authorization or formality.
- 10.3.3 The Board may from time to time by resolution appoint any member or any officer or any person on behalf of the Board to sign contracts, documents or instruments in writing generally or to sign specific classes of contracts, documents or instruments in writing.
- 10.3.4 The Executive Officer having the duties and responsibilities of Chief Financial Officer shall assume all applications of the corporate seal, which shall be recorded in a journal provided for this purpose. Each entry shall include the date of use, a title or brief description of the contract, document or instrument in writing being executed and a record of those persons signing on behalf of the College.

10.3.5 All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person in such manner as the Board may from time to time designate by resolution.

10.3.6 The Board may from time to time provide that signatures as set out in Article 11 subsection 10.3.5 may be reproduced in facsimile form as provided in such resolution.

POLICY MANAGEMENT AND POLICY QUALITY ASSURANCE CHART

Board Policy Name	Board Bylaws
Board Policy Number	10
Approval Date	October 26, 2015
Date Effective	March 5, 2018
Historical Review Dates	June 28, 2010 – New Policy Established May 7, 2012 March 9, 2015 – Reviewed and Approved: no change October 26, 2015 – Revised version, addition of item 2.21 March 5, 2018 – Reviewed and approved
Next Review Date	This policy will be reviewed at least once every 3 years to ensure compliance with legislation, Board policies and intended purpose.
Related Legislation	<ul style="list-style-type: none"> ▪ <i>Post-Secondary Learning Act 2003</i>
Related Policies and Procedures	<ul style="list-style-type: none"> ▪ Board policy definitions
Superseded Policies	<ul style="list-style-type: none"> ▪ previous Board Bylaws
Monitoring and Frequency	This policy will be reviewed at least once every 3 years to ensure compliance with legislation, Board policies and intended purpose.
Policy Custodian	Board Coordinator