



BOARD OF GOVERNORS BYLAWS

EFFECTIVE: September 2004
REVIEWED: April 2011
REVISED: April 2011

A. FORMALITIES

A.1 Head Office 11401 – 8th Street
Dawson Creek BC V1G 4G2

A.2 Seal

- 2.1 The Seal, an impression whereof is stamped in the margin hereon, shall be the corporate seal of the College.
- 2.2 The Seal shall be in the custody of the President.
- 2.3 The Seal shall be affixed only in the presence of the President or by resolution of the Board.

A.3 Books and Records

The Board shall ensure that all necessary books and records of the College required by the Bylaws of the College or by any applicable statute or law are regularly and properly kept. Such books and records shall be kept in the safekeeping of the President

B. THE BOARD

B.1 Board

The affairs of the College shall be governed by the Board, the members of which shall be appointed or elected in the manner provided in the College and Institute Act (hereinafter the "Act").

B.2 Officers

The Board shall elect annually (or when the position is vacated) from among its members a Chief Governance Officer/Chair and a Vice-Chair who shall be eligible for re-election.

B.3 Meetings

3.1 Regular Meetings

Regular meetings of the Board shall be held as often as necessary to transact the business of the Board and in any event not less than once every quarter.

3.2 Special Meetings

Special meetings of the Board may be called by the Chief Governance Officer/Chair or by a majority of the members of the Board in writing to the Chief Governance Officer/Chair to deal with a particular issue. Only that

business for which the special meeting has been called may be dealt with at the special meeting.

3.3 Open and In-Camera Sessions

All Board meetings shall be considered as open to observers from the public. However, the following specific matters shall be considered as matters to be discussed at in-camera sessions of the Board only, and not for discussion at open meetings of the Board:

3.3.1 Matters relating to personnel, legal, and land; official tributes; and matters relating to conflict of interest.

3.4 Alternate Methods of Meeting Participation

A member of the Board may participate in a meeting of the Board or of any committee of the Board by means of conference telephones or other communications facilities by means of which all members participating in the meeting can hear each other. A member participating in this manner shall be deemed to be present at the meeting and counted in the quorum.

3.4.1 For Special Meetings with single emerging issues members may vote by email.

B.4 Voting

The meetings of the Board shall be conducted on the basis of Rules of Order.

B.5 Quorum

5.1 A majority of the voting members of the Board constitutes a quorum at meetings of the Board.

5.2 If there should be no quorum present, then the meeting shall stand adjourned to a date fixed by the Chief Governance Officer/Chair. The names of the members present at said meeting shall be recorded.

B.6 Meeting Notice

Written notice, with agenda, shall be given to each Board member at the place designated in writing by such member for notice at least forty-eight hours prior to each regular (or adjourned) meeting of the Board. Special meetings with reasonable notice as determined by the Chief Governance Officer/Chair.

B.7 Actions of the Board

Unless required to be exercised by Bylaw, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.

B.8 Bylaw Amendments

Bylaws may be amended at any regular or special meeting of the Board by a two-thirds majority vote, provided that a notice of the motion has been posted at all

campuses and learning centres at least ten days prior to the amendment being considered by the Board.

B.9 Circulation of Minutes

Refer to the EL-7 9.1 Policy.

B.10 Indemnification

Every member and officer of the Board shall be deemed to have assumed office on the express understanding, agreement and condition that every member and officer of the Board and the heirs, executors, administrators and estates of every member and officer, 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:

- 10.1 All costs, charges and expenses whatsoever sustained or incurred by a member or officer in or about any action, suit or proceeding which is brought, commenced, or prosecuted against such a member or officer, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by that member or officer in or about the execution of the duties performed by that individual as a member or officer of the Board, except in the case of the member's or officer's own wilful neglect or default. If a board member is found grossly negligent he/she will not be indemnified.
- 10.2 All other costs, charges and expenses sustained or incurred in connection with the discharge of the duties of the member or officer as a member or officer of the Board, except in the case of the member's or officer's own wilful neglect or default.

B.11 Resignation of Members of the Board

- 11.1 No member of the Board may resign as a member of the Board except in accordance with the procedure provided in the Bylaws.
- 11.2 The resignation of a member of the Board shall be made by notice in writing, addressed and delivered to the Chief Governance Officer/Chair, who shall notify the appointing or electing agencies (as applicable).
- 11.3 A member of the Board, who has not attended three consecutive, or four per twelve month period, regular meetings of the Board, will no longer be a member of the Board unless excused by a resolution of the Board.

B.12 Remuneration and Expenses of Board Members

- 12.1 Each member of the Board shall be paid such remuneration as may be established by the Lieutenant Governor in Council from time to time.
- 12.2 Each member of the Board shall be reimbursed by the college for any reasonable traveling and other out-of-pocket expenses necessarily incurred by him/her in discharging his/her duties on the basis of guidelines established by the Minister of Advanced Education (hereafter the Minister) and by the Board.

B.13 Conflict of Interest or Duty

A member of the College Board holds a position of trust. As such there is a general obligation on him/her to avoid situations of conflict of interest. Each member, regardless of how he/she becomes a member, has a responsibility first and foremost to the welfare of the College and must function primarily as a member of the Board, not as a member of any particular constituency.

Given the nature of Board activities, internal members of the Board as provided for in the Act will occasionally find themselves in potential conflict of interest situations dissimilar to most appointed members. The conflict of interest and other associated sections outlined in this document are intended to clarify both general areas of conflict for all Board members as well as address situations in which internal members could expect to find themselves in conflict. The constituent specific guidelines are intended to be parallel to the historical nature of interest conflicts. That is, those of primarily a pecuniary interest.

Definitions c In this statement:

"Board" means the governing board and associated committees of the College;

"Chief Governance Officer" means a specifically empowered member of the board who ensures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties;

"Member" means a person either appointed to the Board by the Lieutenant Governor in Council, a person elected by a constituency as provided in the Act, or a person who is on the Board because of a position held (i.e., President, Chief Governance Officer/Chair of Education Council);

"Internal Member" means a faculty, support staff or student Member elected by their respective constituency;

"External Member" means a community Member appointed by the Lieutenant Governor in Council;

"Related Person" means a spouse, child, parent, or sibling of a Member;

"Adjudicator" means a person identified by the Ministry of Advanced Education to assist in determining a declaration of conflict of interest.

13.1 Conflict of Interest Defined

A conflict of interest arises when a Board Member's private interests supersede or compete with his/her dedication to the interests of the College. This could arise from a Real, Potential or Apparent Conflict of Interest for a Board Member or Related Persons and may be financial or otherwise. For this purpose:

13.1.1 A "Real Conflict of Interest" occurs when a Board Member exercises an official power or performs an official duty or function and, at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.

13.1.2 A "Potential Conflict of Interest" occurs when there exists some private interest that could influence the performance of a Board Member's duty or function or in the exercise of power provided that he or she has not yet performed that duty or function or exercised that power.

13.1.3 An "Apparent Conflict of Interest" exists when there is a reasonable apprehension which reasonably well-informed persons could properly have that a Real Conflict of Interest exists on the part of a Board Member.

13.2 Declaration of Conflict

13.2.1 Board Members must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases where conflict cannot be avoided, a Board Member has an obligation to declare the conflict of interest prior to discussion or decision of an issue. Upon declaration of a conflict the person recording the events of the meeting should duly note the declaration and the Board Member must:

- i) in a provide or in-camera session or committee meeting, absent him/herself from the proceedings during discussion and voting on that particular matter, contract or arrangement;
- ii) in a public session, refrain from discussion or voting on that particular matter, contract or arrangement.

13.2.2 Where a Board Member is unsure of whether he/she is in conflict that Member should raise the perceived potential conflict with the Board and the Board should determine by majority vote whether or not a conflict of interest exists. The Member perceived to be in conflict should refrain from voting on the issue.

13.2.3 Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board and appropriately recorded at first opportunity. If the Board determines that involvement of said Member influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision, and the said Member shall proceed in accordance with section B.13.2.1 above.

13.2.4 Any Board Member who perceives another Member to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Board at the first opportunity. The Board should determine by majority vote whether or not a conflict of interest exists and the member perceived to be in conflict should refrain from voting on the issue.

13.2.5 Where a Board Member has been declared by vote to be in conflict of interest, and that Member is in disagreement with the decision of the Board, he/she may appeal the decision through the steps outlined in section B.13.3. Until the appeal process is completed, the Board Member perceived to be in conflict either proceeds as if he/she is in conflict on the given issue or continues at risk of acting in conflict and being subject to the associated penalty(ies).

13.2.6 At the discretion of the Board, the Board may invite the Member in conflict to state his or her position on the issue in question prior to absentsing him/herself.

13.3 Appeal of Declaration of Conflict

13.3.1 If the Board has exhausted all possible means of resolving a conflict of interest declaration and the Board Member(s) in question and the Board are still at an impasse, then unless the parties agree otherwise in writing, the determination of conflict shall be referred to, and finally resolved by, one or more Adjudicators. The Minister of Advanced Education will maintain a roster of potential individuals who can be called upon to review conflict of interest disputes and make determinations on the dispute. The parties will select one or more individuals from the roster, and if the parties are not able to agree on the number or the individual(s), the Minister will identify one or more Adjudicators from the roster to review and make the determination. Any costs associated with this appeal process will be the responsibility of the College.

13.3.2 The process for appealing a declaration of conflict will require the following:

- i) The Board shall request in writing that the Minister identify one or more Adjudicators from the roster to review and make a determination on a perceived conflict of interest;
- ii) The Board shall submit a report to the Adjudicator(s) and a copy to the Member(s) in question within seven days of the request for adjudication documenting the nature of the perceived conflict, and the background leading to the impasse;
- iii) The Board Member(s) perceived to be in conflict shall submit a report to the Adjudicator(s) and a copy to the Board within seven days of the request for adjudication documenting the nature of the perceived conflict, the rationale for not being in conflict, and the background leading to the impasse;
- iv) The Adjudicator(s) shall review the documentation, gather any other additional information required to make an informed decision, and provide the Board with a written determination on the declaration of conflict of interest within two weeks of receiving the request for adjudication or, if further review is necessary, request an extension from the parties involved.

13.4 Punitive Action Associated with Conflict of Interest

A second role for the Adjudicator(s) is (are) to recommend to the Board any punitive action to be directed to a Board Member deemed to be in conflict. The Board shall have the power and ability to impose punitive action including one or more of the following:

13.4.1 letter of reprimand;

13.4.2 recommendation that a Board Member(s) resign from the Board;

13.4.3 for External Members, recommendation that the appointment be rescinded;

13.4.4 accounting of profits or other consideration received by the Board Member in respect of the matter giving rise to the conflict of interest; and/or

13.4.5 other remedies available in law or equity for breach of fiduciary duty.

**13.5 General Guidelines for Declaring Conflict of Interest
(under section B.13.2)**

The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict as described in Section B.13.1 should be used as the ultimate measure of conflict.

13.5.1 A pecuniary interest exists when a contract or other matter of a monetary nature is before the Board which:

- i) affects a private company in which a Member or a Related Person is a principal or shareholder;
- ii) affects a public company in which a Member or a Related Person holds more than ten percent of the issued shares of that public company;
- iii) affects a partnership or firm in which a Member or a Related Person is a member;
- iv) affects a corporation in which a Member is a director,
- v) affects an organization in which a Member is a senior officer or employee;
- vi) affects a private society, crown corporation or other organization in which the member by virtue of office holds a position of material influence.

13.5.2 A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e. students, staff, faculty) by a member of that group is not considered a conflict of interest. Conflict could reasonably be considered to exist, however, for the following identified groups when considering these matters:

- i) decisions directly affecting a specific instructional program:
 - a. for student Board Members enrolled in the program;
 - b. for faculty or support staff Board Members employed in the program;
 - c. for Members with Related Persons enrolled or employed in the program.
- ii) decisions related to labour negotiations and labour relations:
 - a. for faculty and support staff Board Members;
 - b. for Board Members with Related Persons who hold faculty and/or support staff positions at the College;
 - c. for Board members with Related Persons who hold positions at other institutions who could be seen to

gain benefit from information divulged on these matters.

For purpose of clarification, these guidelines recommend that student Members be permitted to vote on issues related to tuition and fees.

B. 14 Code of Conduct

- 14.1 The effective governance of the College is contingent on Board members fulfilling their roles and responsibilities with the highest of standards of conduct. The following outlines the duties demanded of Board Members:
- 14.1.1 Duty of Integrity - to act honestly and in good faith.
 - 14.1.2 Duty of Loyalty - to give his or her loyalty to the College when acting on behalf of or as a Member of the Board.
 - 14.1.3 Duty of Care - to act in a prudent and diligent manner, keeping himself or herself informed as to the policies, business and affairs of the College.
 - 14.1.4 Duty of Confidentiality - notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, Members are to ensure that information which is normally considered confidential (i.e. financial and personnel issues) remains so.
 - 14.1.5 Duty of Skill - to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the College.
- 14.2 Conduct of Members contrary to the above duties may be subject to review by the Board, and subsequent punitive action similar to Section B.13.4 of the conflict of interest bylaw may be imposed. Likewise the appeal process outlined in Section B.13.3 of the conflict of interest bylaw will be made available to any party in dispute.

B.15 Oath of Office

An Oath of Office recognizing Sections B.13. and B.14 of these bylaws will be sworn, signed and dated before the Board at the commencement of all Members' first meeting with the Board.

C. OFFICERS

The Board shall appoint a President who shall be the President of the College and who shall, under the direction of the Board, conduct all the affairs of the College as delegated by the Board, and exercise such powers and perform such duties as are prescribed in and consistent with the Act.

D. FEES & CHARGES

The Board shall, by bylaw, establish fees and charges to be paid to the College by students.

The Board of Northern Lights College (the College) resolves that the fees and charges to be paid to the College by students shall be these fees and charges as referred to: <http://www.nlc.bc.ca/programs.tuition.php> to this bylaw.

Each fee and charge shall be in effect and remain in effect until it is revised and replaced by a new fee schedule.