



# Bylaws

relating generally to the conduct of the affairs of

## College of the Rockies

Incorporated under the

*College and Institute Act*

**Approved by Resolution**

of the  
College of the Rockies Board of Governors

December 12, 2002 and

**Amended by Resolution**

of the  
College of the Rockies Board of Governors

March 13, 2003

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Janice Bradshaw  
Chair, Board of Governors

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Dr. Nicholas A. Rubidge  
President and CEO

## TABLE OF CONTENTS

1. PRECEDENCE	1
2. INTERPRETATION	1
3. NAME OF THE COLLEGE	1
4. HEAD OFFICE	1
5. SEAL	1
6. REGION	1
7. BOARD	2
8. POWERS AND DUTIES OF THE BOARD	2
9. RULES AND REGULATIONS OF THE BOARD	2
10. APPEAL OF SUSPENSIONS	2
11. EMPLOYEES OF THE COLLEGE	2
12. BOARD COMMITTEES	2
13. COLLEGE ORGANIZATIONS	2
14. OFFICERS OF THE BOARD	3
15. RESOLUTIONS OF THE BOARD	3
16. OFFICERS OF THE COLLEGE	3
17. REMUNERATION OF BOARD MEMBERS	4
18. BOARD OF GOVERNORS' CODE OF CONDUCT	4
19. CONFLICT OF INTEREST GUIDELINES	6
20. OATH OF OFFICE	10
21. INDEMNITIES TO BOARD MEMBERS AND OFFICERS	11
22. SIGNING AUTHORITIES	11
23. SPECIAL AND TRUST FUNDS	11
24. FEES AND CHARGES FOR INSTRUCTION	11
25. AMENDMENT OF BYLAWS	11
APPENDIX A – TUITION AND MANDATORY FEES AND CHARGES (Domestic Students)	
APPENDIX B – CEO COMPENSATION REPORT	
APPENDIX C - SIGNING MATRIX	

## **BOARD BYLAWS**

### **1. PRECEDENCE**

Where the Bylaws of the Board of Governors of the College of the Rockies (“the College”) are at variance with the *College and Institute Act* (“the Act”) and/or at variance with regulations promulgated pursuant to the Act, the Act and/or the regulations shall take precedence.

### **2. INTERPRETATION**

In these Bylaws and in all other bylaws, rules and regulations of the College hereafter passed, unless the context otherwise requires, words importing the singular number or the 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.

### **3. NAME OF THE COLLEGE**

The name of the College shall be “College of the Rockies” as per Order-in-Council No. 1329 dated November 2, 1995.

### **4. HEAD OFFICE**

The head office of the College shall be within the region of the College as defined herein under, in the Province of British Columbia, and at such place therein as the Board may from time-to-time determine.

### **5. SEAL**

The Seal, an impression whereof is stamped herein under, shall be the corporate seal of the College.

### **6. REGION**

The region of the College shall be School Districts: No. 5 South East Kootenay, No. 6 Rocky Mountain, and that southern portion of No. 8 Kootenay Lake.

## **7. BOARD**

The affairs of the College shall be governed by a Board, the members of which shall be appointed and elected in the manner provided in the Act.

## **8. POWERS AND DUTIES OF THE BOARD**

The Board shall govern the affairs of the College pursuant to the Act.

## **9. RULES AND REGULATIONS OF THE BOARD**

- a) The Board shall establish, by resolution, rules to regulate the conduct of its meetings and proceedings not inconsistent with the Act.
- b) The Board shall elect, from among its members, a Chair from among the eight or more appointed members and a Vice Chair; such elections shall be held annually during the regular Board meeting following September 1<sup>st</sup> or such other regular Board meeting fixed by resolution of the Board.

## **10. APPEAL OF SUSPENSIONS**

A person placed under suspensory order by the College President, pursuant to the Act, shall have the right of appeal to the Board.

## **11. EMPLOYEES OF THE COLLEGE**

Subject to the Bylaws, rules and regulations established by the Board, the College President or such person as he may designate, may appoint and define the duties and tenure of such employees as are necessary to carry on the business and operations of the institution subject to the resources of the College.

## **12. BOARD COMMITTEES**

Pursuant to Part 4, Section 19 1(c) of the Act, the Board may establish committees it considers necessary and advisable to carry out the work of the Board and these committees shall be guided by policy of the Board.

## **13. COLLEGE ORGANIZATIONS**

The Board, by resolution, may create and/or support other College bodies or organizations such as a foundation established to support the attainment of the College's Mission and

Policies. When creating such organizations, the Board may establish the terms and conditions for the organization and the conditions under which support will be provided.

#### **14. OFFICERS OF THE BOARD**

The Officers of the Board shall be the Chair and the Vice Chair.

- a) The Chair shall preside, when present, at all meetings of the Board and generally shall fulfill all duties usually performed by a Chair.
- b) The Vice Chair, in the absence of the Chair, shall preside at meetings of the Board.
- c) In the absence of both the Chair and Vice Chair from a meeting of the Board, the members present shall elect one of its members to act as Chair of the meeting.
- d) The Chair has the same right of voting as the other members of the Board.

#### **15. RESOLUTIONS OF THE BOARD**

- a) A resolution of the Board requires the affirmative votes of a majority of voting members present at a meeting of the Board at which a quorum is present.
- b) In the case of an equality of votes for and against a motion, the question is resolved in the negative and the Chair shall so declare.
- c) A majority of the voting members of the Board holding office constitute a quorum at meetings of the Board.
- d) Notwithstanding the foregoing, the members present at a regular meeting of the Board where a quorum is not present may determine to continue the meeting; however, all resolutions reached at said meeting must be ratified at the next regular Board meeting where a quorum is present.

#### **16. OFFICERS OF THE COLLEGE**

- a) Officers  
The Officers of the College shall be the President, and such other officers as the Board may from time-to-time determine by resolution.
- b) President
  - i) The Board shall appoint by resolution a President who shall be the Chief Executive Officer of the College.
  - ii) The President shall conform to all lawful orders of the Board, shall at all reasonable times give to the Board all information it may require regarding the affairs of the College and shall exercise such powers and perform such duties as are assigned him by the Act and regulations there under, by any other enactment and by resolution and Bylaws of the Board.

- iii) The President shall be paid by the College remuneration for his services in an amount determined annually by resolution of the Board and shall receive such other entitlements of office as may be determined from time-to-time by resolution of the Board, such remuneration and entitlements to be in accordance with any guidelines established by the provincial government. The remuneration paid to the President by the College in effect from time to time shall be contained in Appendix “B” of these Bylaws.
- c) Other Officers  
The duties of all other officers of the College shall, subject to the provisions of any applicable statute or regulation, be such as required by the Board or called for by the terms of their engagement.

## 17. REMUNERATION OF BOARD MEMBERS

- a) Members of the Board shall be reimbursed by the College for reasonable and accountable traveling and other out-of-pocket expenses necessarily incurred by them in the discharge of their duties.
- b) Each member of the Board, with the exception of elected employee representatives of the College, may be paid by the College and may accept as an honorarium a sum or sums to be set by the Lieutenant-Governor-in-Council.

## 18. BOARD OF GOVERNORS’ CODE OF CONDUCT

### 18.1 PURPOSE/RATIONALE

Members of the Board must avoid any conflict of interest that might impair or impugn the independence, integrity or impartiality of their Board. There must be no apprehension of bias based on what a reasonable person might perceive.

Members of the Board who are in any doubt must disclose their circumstances and consult with the Chair.

### 18.2 SCOPE

All Board members, appointed or elected, voting or non-voting and ex officio.

### 18.3 DEFINITIONS

- a) **Board** means the governing Board as defined in the College and Institute Act.
- b) **External member** means a community member appointed by Order in Council.
- c) **Internal employee member** means a member of the faculty or support staff working at the College, elected by his or her peers to the Board as allowed under the College and Institute Act (including the ex officio position of Chair of Education Council).

- d) **Student member** means a student elected to the Board by his or her peers as allowed under the College and Institute Act.
- e) **Board employee member** means the President of the College who is named in the College and Institute Act as a non-voting member of the Board.
- f) **Board Chair** means an external member elected annually to the position of the Chair from among the voting Board members by a majority vote.

#### 18.4 CODE OF ETHICS

- a) Each member, regardless of whether he or she is elected or appointed or is an ex officio member of the Board, has the responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.
- b) Members of specific constituency groups such as faculty, staff or students may bring forward to the Board discussions on the views of their respective constituency; however, in deliberations and voting they shall always act in accordance with the best interest of the College as a whole.
- c) Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members.
- d) Board members will make no judgment of the President or staff performance except as that performance is assessed against explicit Board policies and decisions by the official process.
- e) Board members are expected to act at all times in good faith and with honesty and due diligence.
- f) Board members are expected to regularly attend meetings and to adequately prepare for the duties expected of them:

*“If a member of the Board has not attended three (3) consecutive regular meetings of the Board, the member is no longer a member of the Board unless excused by resolution of the Board.” The College and Institute Act, [6, 59.7].*

- g) Board members shall use their level of knowledge and expertise effectively in dealing with the affairs of the institution.
- h) Board members shall stand by and uphold Board policies, College policies, and decisions of the Board.
- i) The conduct and language of Board members must be free from any discrimination or harassment prohibited by the Human Rights Code.
- j) Board members' conduct shall reflect social standards of courtesy, respect and dignity.
- k) Board members must not reveal or divulge confidential information received in the course of their duties.
- l) Confidential information must not be used for any purpose outside that of undertaking the work of the Board. To this end each member of the Board shall take due care to ensure that confidential information of the Board is not made public.

- m) The Board speaks as with one voice. The Board Chair or someone designated by the Chair represents the Board in the public. All Board members must refer to the Chair for public comments about the Board and its decisions.
- n) Performance of Board duties shall not result in any personal or private financial or other substantive gain for its members. (Private gain does not include honoraria for service on the Board.)

## 19. CONFLICT OF INTEREST GUIDELINES

- 19.1 A conflict of interest arises when a Board member's private interest supersedes or competes with his/her dedication to the interests of the institution. This could arise from Real, Potential or Apparent Conflict of Interest for a Board member or related persons and may be financial or otherwise.

For this purpose:

- 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.
  - b) A "Potential Conflict of Interest" occurs when there exists some private interest that could influence the performance of a member's duty or function or in the exercise of power provided that he or she has not yet exercised that duty or function.
  - c) 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 the member.
- 19.2 Actions taken in the course of performing duties as a member of the Board shall neither cause nor suggest the reality or perception that the member's ability to perform or exercise those duties has been or could be affected by private gain or interest. All Board members shall ensure that:
- a) Personal financial interests, assets or holdings are not in conflict with any decision, information or other matter that may be heard by or acted upon by the Board.
  - b) Activities undertaken as a private citizen are not in conflict with any responsibilities held as a member of the Board.
  - c) Activities undertaken as a member of the Board are not in conflict with any activities undertaken as a private citizen.
  - d) They remain impartial at all times toward individuals who deal with the Board and, as a member, avoid taking any action that may result in preferential treatment for any individual.
  - e) Personal employment is not dependent on any decision, information or other matter that may be heard by or acted upon by the Board.

- f) Other memberships, directorships, voluntary or paid positions or affiliations, are not in conflict with work undertaken in the course of performing their duties as a member of the Board.
- 19.3 Student members are not considered to be in conflict on issues related to fees and charges paid to the institution by students, and may engage in the full debate and vote on these issues.
- 19.4 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 affect 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 decisions directly affecting a specific instructional program in which:
- a) student Board members are enrolled in the program;
  - b) faculty or support staff Board members are employed in the program or service area;
  - c) members with related persons are enrolled in or employed in the program or service area.
- 19.5 **GUIDELINES TO IDENTIFY A CONFLICT OF INTEREST**
- a) The following guidelines are intended to assist the members of the Board and the Board Chair to resolve or handle situations where a real, potential or apparent conflict of interest exists or the code of ethics has been breached.
  - b) Each member, regardless of how he or she becomes a member, has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of a particular constituency. While it is not possible to define all real, potential or apparent conflicts of interest there are general guidelines to assist members of the Board in considering their individual situations.
  - c) In general, voting on matters which have an affect on a broad group (i.e. students, staff, faculty) by a member of that group is not considered a conflict of interest. However conflict could reasonably be considered to exist for the following identified groups when considering these matters:
    - i) Decisions directly affecting a specific instructional program in which:
      - a) Student Board members are enrolled in the program
      - b) Faculty or support staff Board members are employed in the program
      - c) Members with related persons are enrolled in or employed in the program
    - ii) Decisions related to labour negotiations for:
      - a) Faculty and support staff Board members
      - b) Board members with related persons who hold faculty and/or support staff positions at the institution
      - c) Board members with related persons who hold positions at other institutions who can be seen to gain from information divulged on these matters

- d) Conflict may also be reasonably thought to occur when a Board member has a pecuniary interest with the institution. A pecuniary interest exists when a contract or other matter of a monetary nature is before the Board which affects:
- i) a private company in which a member or related persons are a proprietor or shareholder
  - ii) a public company in which the member, or related persons hold more than 10% of the shares issued of that public company
  - iii) a partnership or firm in which the member or related persons are a member
  - iv) a corporation in which the member is a director
  - v) an organization in which the member is a senior officer
  - v) a private society, crown corporation or other organization in which the member by virtue of office holds a position of influence
- e) With respect to any in camera meeting, the Board Chair will ensure the agenda for the meeting is distributed to all members with enough time to allow a member to declare a conflict of interest prior to the distribution of supporting documents.
- f) Determining the Existence of a Conflict of Interest:
- i) All Board members, appointed, elected and ex officio, have a responsibility to be aware of real, potential or apparent conflicts of interest.
  - ii) Should a Board member become aware of any conflict of interest, the Board member is obliged to declare the conflict to the Board Chair and absent him or herself from any discussions or vote on the issue where the conflict occurs. Ideally the notification of the conflict would be given prior to a meeting.
  - iii) Board members are expected to notify each other if they believe there is a conflict for one of their fellow Board members. This notification will be done in a respectful way, preferably prior to the meeting at which the issue will be discussed. If the Board member agrees he or she is in conflict, he or she absent him or herself from the discussion or vote.
  - iv) If the Board member does not agree he or she is in conflict, then the two Board members are expected to seek the advice of the Board Chair who will make a decision or alternately ask the Board as a whole to make a decision on the conflict of interest.
  - v) In any situation where a Board member is not sure if he or she is conflict, the Board member is should seek the advice of the Board Chair. Ideally this consultation will occur prior to the meeting. The Board Chair also has the prerogative to discuss the potential conflict with the Board as a whole.
  - vi) The Board Chair will examine the agenda with a view to determining potential or real conflict of interest. If the Board Chair believes there is a conflict of interest for any member of the Board, the Chair will advise the individual involved of the real or potential conflict of interest.
  - vii) If the Board member agrees, then he or she will declare the conflict at the commencement of the meeting to which the topic of conflict is scheduled and absent him or herself from the discussion and any vote with regard to the issue.

- viii) If a Board member does not agree he or she is in conflict, the Board Chair will:
  - a) Call an in-camera meeting prior to the meeting of at which the topic of conflict is scheduled.
  - b) Put the question to the full Board for a decision at that in-camera meeting.
  - c) The Board's decision will be final.

#### 19.6 PROCESS FOR HANDLING A BREACH TO THE CODE OF ETHICS, CONFLICT OF INTEREST PRINCIPLES, GOVERNANCE POLICIES AND COTR POLICIES AND PRINCIPLES

##### a) Action of the Chair:

When a breach to the Code of Ethics, Conflict of Interest, Governance policies or College of the Rockies Policies and Procedures has been identified, the Board Chair will investigate the issue. The Chair may seek information or advice from whomever he or she feels appropriate. If in this investigation the Chair determines there is a breach, the Chair will take whatever action he or she believes appropriate based on the nature and severity of the violation of this Bylaw. Such action may include in order of preference but not be limited to:

- i) verbal warning
- ii) written reprimand
- iii) other actions as may be determined to be appropriate such as: removal from a Board activity including a Board meeting, suspension from activities other than regular Board meetings for a period of time, suspension for up to two consecutive regular Board meetings (incamera sessions are considered part of the regular Board meeting), reprimand, warning, forfeiture of stipend and other sanctions. Any suspension imposed must not exceed two consecutive Board meetings based on the limit noted in Section 59(7) of the College and Institute Act.
- iv) request for resignation from member of the Board.

b) If the member accepts the decision of the Board Chair, the penalty is imposed and the Board Chair must report on his or her actions at the next in-camera meeting of the Board.

#### 19.7 ACTION OF RESPONDENT

- a) If the member accepts the decision of the Board Chair, the penalty imposed and the Board Chair must report on his or her actions at the next in-camera meeting of the Board.

## 19.8 APPEAL PROCESS

- a) If the member rejects the decision of the Board Chair, he or she may appeal to the Board in writing. The appeal must be filed within five business days of the imposition of the penalty.
- b) The penalty will remain imposed until such time as the Board hears the appeal.
- c) The Board will make every effort to hear the appeal within one month of its imposition.
- d) The appeal, heard in camera, will be Chaired by the Vice Chair of the Board. The Chair will present the circumstances for the disciplinary action and his or her reasoning for this action. The respondent will be asked to present his or her appeal with accompanying reasoning. The Board may ask questions of both the Chair and the respondent. The Chair and respondent will be asked to leave the meeting while the Board deliberates on the appeal and makes its decision.
- e) On hearing the appeal, the Board may allow whatever evidence it considers appropriate, without regard to the rules of evidence.
- f) After hearing the appeal, the Board may:
  - i) allow the appeal, or
  - ii) confirm the decision of the Chair in terms of the penalty imposed or
  - iii) impose any of the penalties listed in Section 6.1.
- g) The Chair and respondent are invited to return to the meeting and receive the decision of the Board.
- h) The decision of the Board is final.

## 20. OATH OF OFFICE

The following Oath of Office shall be sworn, signed and dated before the Board at the commencement of all members' first meeting with the Board. The Board Chair, or a Commissioner of Oaths, shall be the administrator of the Oath(s).

*I, \_\_\_\_\_, sincerely promise and swear/affirm that I will truly, faithfully, and impartially, to the best of my ability, execute the duties and responsibilities of my position as a member of the Board of the College of the Rockies. I have read and agreed to abide by Section 18: Code of Conduct and Section 19: Conflict of Interest or Duty contained in the By-laws of the College of the Rockies.*

## **21. INDEMNITIES TO BOARD MEMBERS AND OFFICERS**

Every member of the Board and officer of the College and his heirs, executors, administrators and estate, 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 which such member of the Board or officer of the College sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the lawful execution of the duties of his office; and
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own gross willful neglect or default.

## **22. SIGNING AUTHORITIES**

- a) The Board, by resolution, shall determine the signing officers of the College. Contracts, documents or instruments in writing of significance required to be signed by the College will be signed by two authorized signatories. The signing Authority Matrix shall be contained in Appendix “C” of these Bylaws.
- b) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange will be signed by two authorized signatories.

## **23. SPECIAL AND TRUST FUNDS**

The Board, by resolution, may from time-to-time establish special and trust funds. The Board shall determine the purposes of said funds and their anticipated sources of revenues. The Board may establish such other terms of reference as it deems necessary to the operation of the fund.

## **24. FEES AND CHARGES FOR INSTRUCTION**

- a) Pursuant to the Act, the fees and charges to be paid to the College by the students shall be determined by resolution of the Board. The fee and charges amounts in effect from time-to-time shall be contained in Appendix A of these Bylaws.
- b) From time-to-time the schedule of fees and charges for instruction may be revised by a resolution of the Board.

## **25. AMENDMENT OF BYLAWS**

By giving notice of motion in writing at a regular meeting of the Board the terms of these Bylaws may be amended at a subsequent regular meeting of the Board, subject to the Act.