



Southeast College

Board of Governors By-Laws

1. Definitions, in these by-laws:

- 1.1 “Board” or “Board of Governors” shall mean the Board of Southeast College as provided for in the Regional Colleges Act of the Statutes of Saskatchewan, Chapter R-8.1.
- 1.2 “The College” shall mean Southeast College as provided for in the Regional Colleges Act.
- 1.3 “By-laws” shall refer to new or additional by-laws, deleted or repealed by-laws, and revised or reworded by-laws of the Board.
- 1.4 “Minister” shall mean the Minister responsible for administering the Regional Colleges Act.
- 1.5 “President/CEO” shall mean the Chief Executive Officer of Southeast College.

2. Members

- 2.1 Membership on the Board is prescribed in Section 7 of *The Regional Colleges Act*. In addition to Section 7 of *The Regional Colleges Act*:
 - 2.1.1 No employee other than the President/CEO is eligible to be a Board member as per Article 2.3;
 - 2.1.2 No former employee is eligible to be a Board member for a period of thirty six (36) months from the date they ceased being an employee of the College.
- 2.2 Each Member of the Board of Governors holds office as per Section 7 of *The Regional Colleges Act*.
- 2.3 The President is an *ex officio* member of the Board with a voice but no vote.

3. Fiscal Year

- 3.1 The fiscal year of Southeast College shall be the period from July 1st to June 30th as stated in section 20 (twenty) of the *Regional Colleges Act*.

4. The Officers of the Board, in accordance with Sections 3 and 4 of the Regional Colleges Regulations, shall be:

- 4.1 The Chairperson appointed by the Minister.
- 4.2 The Vice-Chairperson is elected by the Board at an Annual Meeting.

5. Officers of the Board (Duties, Terms of Office)

- 5.1 The Chairperson shall:
 - 5.1.1 Preside at all meetings of the Board.
 - 5.1.2 Act as the official spokesperson for the Board.
 - 5.1.3 Serve as the signing officer of the Board on all matters required by the *Regional Colleges Act* except those duties duly delegated by the Board.

- 5.1.4 Be an ex-officio member of all Board committees.
- 5.1.5 Hold office in accordance with Ministerial appointment.
- 5.1.6 Consult with the CEO on the preparation of the Board meeting agenda.
- 5.1.7 Liaise with the CEO on behalf of the Board.
- 5.1.8 Ensure the Board adheres to relevant legislation as well as Board bylaws, policies and practices.
- 5.1.9 Ensure that vision, mission and values are established.
- 5.1.10 Keep vision, mission and values up-to-date and shared and understood by all.
- 5.1.11 Ensure that regular evaluations are conducted on how effectively the organization is achieving its mission.
- 5.1.12 Ensure meeting discussion focuses on issues that belong to the Board.
- 5.1.13 Ensure deliberations are timely, fair, orderly and thorough, efficient and kept to the point.
- 5.1.14 Ensure Board meetings will be conducted in accordance with parliamentary procedures.
- 5.1.15 Orientate newly appointed Board members in consultation with the CEO.
- 5.1.16 Facilitate regular performance appraisals of the Board, Board Chairperson and the CEO.

5.2 The Vice-Chairperson shall:

- 5.2.1 In the absence of the Chairperson or in the event that the Chairperson is unable to act, carry out all of the responsibilities normally exercised by the Chairperson.
- 5.2.2 Assist the Chairperson in his/her duties.
- 5.2.3 Hold office until a successor is elected and takes office.

5.3 In the absence or the inability to act of both the Chairperson and the Vice-Chairperson, the remaining members shall elect one of themselves as Acting Chairperson to assume the responsibilities of Chairperson until such time that either the Chairperson or the Vice-Chairperson can resume his/her responsibilities.

6. Quorum

- 6.1 When there is a vacancy on the Board, the remaining members may exercise all the powers of the Board.
- 6.2 A majority of the Board members in office shall constitute a quorum.
- 6.3 A quorum shall be required at all times during the meeting.
- 6.4 No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- 6.5 A motion or a by-law approved by a majority of the members present at any duly constituted meeting of the Board at which a quorum is present, binds all members of the Board.
- 6.6 A member may participate in a meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and member participating in a meeting by those means is deemed for the purpose of a quorum to be present at that meeting.

7. Meetings (Regular, Special, Annual)

- 7.1 Meetings of the College Board shall be conducted in an open, orderly, purposeful, respectful and efficient manner.
- 7.2 Regular meetings of the Board shall be held on days and at times established at an Annual meeting of the Board that is to be held within thirty (30) days of the beginning of each fiscal year; particular date(s) may be changed by the Board.
- 7.3 An annual meeting of the Board shall be held in accordance with the Act. At the Annual Meeting the Board shall :
 - 7.3.1 Elect the Vice-Chairperson.
 - 7.3.2 Designate the signing officers.
 - 7.3.3 Designate the College's bank.
 - 7.3.4 Establish Board representation to external agencies, Boards, and committees.
 - 7.3.5 Establish the schedule of regular Board meetings.
 - 7.3.6 Appoint, for a term of one year, such standing committees, as it deems advisable.

- 7.4 Special Board Meetings may be called by the Chair or upon the written request of three members being delivered to the Chair or as determined at a Regular meeting of the Board through Board resolution
- 7.4.1 Every member shall be notified of a Special Meeting with the provision that three (3) days' notice may be required.
 - 7.4.2 No business other than that named in the Notice of Meeting shall be conducted at a Special Board meeting.
 - 7.4.3 Special Board meetings shall be open to the public.
 - 7.4.4 The Board may, through resolution, hold a portion of a Special Board meeting *in camera*.
 - 7.4.5 There shall be two documented attempts to reach each Board member.
 - 7.4.6 Special Telephone meetings shall not be open to the public.
 - 7.4.6.1 Special Telephone meetings require a quorum of the Board.
 - 7.4.6.2 When a motion is made, the Chairperson will name each Board member in turn asking for their response to the motion. The Chairperson will declare whether the motion has passed and such results shall be recorded in the minutes in the usual manner.
 - 7.4.6.3 There shall be a record of participating Board members, the beginning and end time of the meeting, as well as any direction given.
 - 7.4.6.4 The minutes of the Special Telephone meeting shall be approved at the next Regular Board meeting.
- 7.5 Board meetings shall not be deemed to be public meetings, but the Board may invite such persons or make such press releases as it deems fit.
- 7.6 Scheduled delegations and presentations to the Board shall be allowed.
- 7.6.1 Scheduled presentations shall be included as agenda items, complete with background information and any recommended action.
 - 7.6.2 Delegations and presentations shall normally be limited to a maximum of ten (10) minutes and be subject to the authority of the Chair.
 - 7.6.3 At the pleasure of the Board, discussion and action by the Board may occur following the presentation.

7.7 The Board may hold any regular or special (but not Annual) meeting by telephone conference call, or other suitable electronic devices.

7.8 The Board may conduct *in-camera* meetings and may make recommendations to the Board for consideration. The Board shall move from the *in camera* part of a meeting back to the public portion of the regular meeting through resolution.

7.9 The Board shall not normally meet in the absence of the CEO, except to discuss specific issues in-camera.

7.10 A Board member unable to attend any meetings of the Board is required to advise in advance stating the reason of their non-attendance.

8. Participation in Meetings

8.1 Non-members of the Board may participate in meetings with the permission of the Board.

8.2 Only full members of the Board have a vote on motions of the Board.

8.3 The President, or designate, shall attend all meetings of the Board.

8.4 The Board may invite individuals to attend all or a portion of any meeting of the Board.

9. Postponing and Cancelling Meetings

9.1 The Chairperson may cancel or postpone a Regular Meeting of the Board.

10. Voting Procedures

10.1 The Board believes in the active participation of all Board members striving to make decisions through consensus prior to taking a vote.

10.2 Any member of the Board may submit a motion through the Chairperson. A seconder is required before the Chairperson is required to entertain the motion.

10.3 A member shall not vote on any motion that presents a conflict of interest.

10.4 Any member, without requiring a recorded vote, may have his own vote recorded on any motion decided by the Board.

The following voting model shall be adopted:

- Each Board member, including the Chair, shall have one vote at a meeting of the College.
- Each Board member must exercise their right to vote on all motions unless a conflict of interest has been declared.
- In the event of a tie, a resolution is lost.
- All resolutions and other matters before a meeting of the Board members shall be determined by a show of hands, unless a secret ballot is requested by resolution.
- The declaration by the Chair that a resolution has been carried or defeated is conclusive.

11. By-laws

- 11.1 Notice to propose amendments to the bylaws must be circulated to the Board members at least thirty (30) days prior to the meeting of the Board at which the amendments will be proposed.
- 11.2 By-laws shall be read two (2) times before they are approved.
- 11.3 No more than two (2) readings of any by-law shall be given at any meeting except by unanimous consent and then only if all Board members are present.
- 11.4 By-laws shall be signed by the Chairperson and Recording Secretary when passed.
- 11.5 By-laws that have finally passed shall in due course be incorporated into a consolidated document with all other by-laws of the Board in effect at the time; and the consolidated document shall be available for examination by the public and shall be forwarded to the Minister for his/her information.
- 11.6 Bylaws will be reviewed at least every three (3) years.

12. Agenda

- 12.1 The agenda for a meeting shall be prepared by the President in consultation with the Chairperson.

Copies of the agenda, together with supporting information for the conduct of the Board's regular meeting shall be circulated to the members so as to be received at least three (3) days prior to such a meeting. Special Board meetings may not be able to meet this timeline requirement.

- 12.2 The schedule and agenda of the regular meeting shall be:
 - posted on the College's website
 - posted on the College's intranet for all staff
 - provided to members of the public at large, on request.
- 12.3 The agenda together with amendments proposed by Board members or staff present shall be subject to adoption by a motion at the commencement of each Board meeting.
- 12.4 The schedule and agenda of Regular Board meetings shall be provided to Board members.
- 12.5 Notwithstanding 10.2, agenda and supporting information for Special meetings may be distributed to members at the beginning of such meetings.

13. Minutes

- 13.1 Minutes of any Regular, Special, or Annual meeting shall be provided prior to the next Regular Board meeting.
- 13.2 Copies of the official minutes, once adopted, of any Board meeting not held in Committee will be made available to a member of the public by the CEO upon written request.
- 13.3 Minutes of any Board meeting shall be adopted (as corrected, if necessary) at the next Regular Board meeting.
- 13.4 Minutes, when adopted, shall be signed by the Chairperson and the Recording Secretary.
- 13.5 The official minutes shall be retained in the corporate office of the College.

14. Committees

- 14.1 The Board may appoint special or standing committees consisting of one (1) or more of its members and delegate to it for consideration and recommendation to the Board any topic or matter under the jurisdiction of the Board.
- 14.2 The Committee will establish Terms of Reference to be submitted for Board approval.
- 14.3 The agenda of each regular Board meeting shall provide for reports from each committee of the Board, and any recommendation from a committee shall be deemed to be an agenda item to be dealt with at the meeting where the Board receives such recommendations.

15. Communications to the Board

- 15.1 The official channel of communications on all matters for consideration of the Board shall be through the office of the CEO, who shall, subject to Section 10 of these by-laws, include all such matters on the agenda for the next meeting of the Board subsequent to the receipt of the communication.
- 15.2 Any member of the public may petition the Board on matters under its jurisdiction by submitting a written brief, with the necessary background information, to the CEO and/or to the Chairperson of the Board. A place shall be provided on a future agenda.

16. Inactive Members

- 16.1 Where a member of the Board has failed to attend three (3) consecutive Regular meetings of the Board, the Board shall, by resolution during the third such meeting, prepare a recommendation to the Minister as to whether or not, and for what reasons, that member should or should not continue as a member of the Board.

17. Board Member Expenses and Remuneration

- 17.1 The College shall reimburse Board members for expenses incurred in the performance of their duties and provide remuneration as prescribed by the Lieutenant Governor in Council of Saskatchewan or Canada Revenue Agency rates prescribed for Saskatchewan.

18. Auditors

18.1 Auditors for the College shall be appointed in accordance with the Regional Colleges Act.

19. The Seal

19.1 The seal may be affixed to all documents of the College requiring its seal in the presence of the CEO and/or VP Corporate Services, and/or the VP Strategic Development.

20. Rules of Order

20.1 Board meetings shall be conducted in accordance with parliamentary procedures.

20.2 **Duties and Powers of the Board** The duties and powers of the Board shall be as prescribed in the Regional Colleges Act (Chapter R-8.1 of the Statutes of Saskatchewan 1986-87-88 (effective January 1, 1988) as amended by the Statues of Saskatchewan, 1989-90, c.15; and 1991, c.T-1.1; and 1998, c.P-42.1) and in particular, but not restricted, to Section 11, Section 12, Section 14 and Section 15 of the Act: and as prescribed in regulations pursuant to the Act as enacted from time to time by the Lieutenant Governor.

21. Policies of the Board

21.1 The policies of the Board as established by motion of the Board shall be published and distributed for the information of staff, students and public.

22. Mission of the College

22.1 The Mission Statement of Southeast College shall be reviewed from time to time by the Board, and shall be, when approved by three (3) readings of the Board, appended hereto and shall be considered to be an integral part of these by-laws.

Mission Statement: To provide access to learning experiences and information that enable people and communities to meet the realities of today and create opportunities for tomorrow.

Board of Governors Chairperson

Date

Recording Secretary

Date