

Bylaws of the Board of Governors

This document is the parent policy for any College or Divisional procedures. Questions regarding this policy are to be directed to the identified Policy Administrator.

Board Policy No.	10
Functional category	Board of Governors
Approval date	March 6, 2025
Effective date	March 6, 2025
Policy owner	Board of Governors
Policy Administrator	Board Coordinator

Table of Contents

Table of Contents	2
Legislative Sanction for NorQuest College	3
Article 1 Interpretation	3
Article 2 Board Meetings	4
2.1 Notice	4
2.2 Regular Board Meetings	4
2.3 Public Session.....	5
2.4 Public Presentations.....	6
2.5 Closed Session.....	6
2.6 In-Camera Session	8
2.7 Special Meetings.....	9
2.8 Emergency Meetings	10
2.9 Meetings without Notice.....	10
2.10 Circulation of Minutes.....	10
2.11 Board Member Engagement and Attendance.....	11
2.12 Confidentiality	11
2.13 Meeting by Telephone or Electronic Means	11
Article 3 Quorum and Voting	12
3.3 Quorum	12
3.7 Voting	13
Article 4 Board Decisions	14
Article 5 Protection of Board Members, Officers and others	14
Article 6 Committees of the Board	16
6.12 Ad Hoc Committees.....	17
Article 7 Communications from and to the Board	17
Article 8 Remuneration of Board members	18
Article 9 Parliamentary Authority	18
Article 10 Corporate Seal and Signing Authority	19
10.1 Corporate Seal.....	19
10.2 Signing Authority.....	19
Next Review Date	20
Revision History	20

Legislative Sanction for NorQuest College

The Government of Alberta established Alberta Vocation Centre on February 17, 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*).
- The *Colleges Act* was repealed on the proclamation of the *Post-Secondary Learning Act*, SA 2003, c. P-19.5, on September 1, 2004.
- NorQuest College was continued as a public college, and its Board of Governors was continued as the board of a public college, under the *Post-Secondary Learning Act*.

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 Schedule A - Board 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 in the Board Meeting Calendar. The Board Meeting Calendar for the upcoming year 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 Committee meetings will be created in accordance with their work plan and in consultation with the Board Chair, and/or Committee Chair, and/or Board Vice Chair and/or President and CEO.

2.2 Regular Board Meetings

- 2.2.1 The Board Chair shall act as the chairperson at all meetings of the Board. In the absence of, or inability to act by, the Chair, the Board Vice Chair shall act as the chairperson at all meetings of the Board and shall be vested with all of the powers typically reserved to a chairperson, or as specifically provided for to the Board Chair herein, outside of Board meetings. If both the Board Chair and Board Vice Chair are absent or unable to act, then the Board may appoint an acting chair from among its Public members for a specific meeting, event or purpose. Such an acting chair, in addition to his or her obligations as a Member, shall act with the powers normally exercised by the Board Chair with respect to the

specific meeting, event or purpose for which such person was appointed.

2.2.2 The Board Chair of any regular or special Board 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 or special meeting, as the case may be.

2.2.3 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.

2.2.4 Any person who is allowed to attend a Board meeting may only remain as long as he or she conducts him/herself with dignity and propriety. The Board Chair has the right to expel any person for improper conduct at the meeting, and such a determination of improper conduct is solely within the Board Chair's discretion.

2.3 Public Session

2.3.1 All Board meetings shall be considered open for attendance by observers from the general public unless the matters under Board consideration pertain to section 2.5. herein. No person shall be excluded from any such public meeting of the Board unless, in the opinion of the Board Chair, the facilities and location of the meeting are such that they do not lend themselves well to attendance by public observers or for such other reason as the Board may deem relevant.

2.3.2 A public observer may participate in a Board meeting only if:

- A. That person is invited by the Board Chair to participate in a specified manner; and

- B. Arrangements to attend the Board meeting have been made at least 21 days in advance with the Board Coordinator.

2.4 Public Presentations

- 2.4.1 Persons or groups from the public wishing to make presentations to the Board at a scheduled Board meeting shall give at least 21 calendar days' written notice of that request to the Board Chair via the Board Coordinator describing in sufficient detail the topic to be discussed and materials to be provided, if any. The Board Chair has the right to approve or deny the presentation request in his or her unfettered discretion.
- 2.4.2 Documentation or materials related to an approved public presentation shall be received by the Board Coordinator at least 14 days in advance of the Board meeting and shall be distributed with the meeting agenda at least seven days in advance of the Board meeting. Failure to provide such presentation materials in the specified manner provides the Board Chair with the right to strike the requested public presentation from the agenda for the Board meeting in question.
- 2.4.3 Public groups and organizations must identify one individual as their spokesperson, and presentations will be limited to a maximum of 15 minutes, including time for discussion.

2.5 Closed Session

- 2.5.1 Notwithstanding any other section of this Article 2, in its sole and unfettered discretion, the Board may designate certain portions of any Board meeting as being closed to public observers. During such closed sessions, all individuals in attendance other than Board members and permitted guests shall forthwith leave the place of the meeting prior to the continuation of the Board meeting.

2.5.2 Subjects intended for discussion during closed sessions shall be explicitly identified on the meeting agenda and accepted for treatment as a closed session at the time of agenda approval. If such approval is not obtained, then such matter is automatically removed from the agenda for that meeting. Without limitation, subjects identified for discussion during a closed session may include:

- A. Matters relating to salaries, conditions of employment and collective bargaining;
- B. Human resource issues including appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension and all other matters that may be considered personal or confidential by a reasonable person and in accordance with the Board's obligations under any Legislation.;
- C. Financial matters of the College, including financial reports and financial projections;
- D. Contracts and arrangements including proposed contracts and arrangements and tenders, capital acquisitions, real estate acquisitions and negotiations;
- E. Matters where Board liability may arise or where legal opinions respecting the liability or interest of the Board are expressed.
- F. 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 a closed session or In Camera requires a formal motion for approval by the Board, such motion must be reported in the publicly available minutes of the Board meeting except where such a motion is passed with wording indicating that it is

not to be included in the publicly available minutes of the Board meeting.

2.5.4 If during a public debate in a meeting of the Board it appears to any Board member that further debate on the matter may result in the disclosure of information or matters referred to in subsections 2.5.2 or 2.6.2 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 Coordinator 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 sessions of Board meetings at the request of the Board Chair.

2.6 In Camera Session

2.6.1 During a Board meeting, the Board may make and pass a motion to move to an In Camera session. Specifically, the In Camera session:

- A. Is typically initiated when the Board needs to discuss confidential matters, but is not limited to this reason;
- B. May occur with or without College employees or other parties present;

C. Does not require an agenda to be prepared and circulated prior to its commencement; and

D. Does not require minutes to be taken of its proceedings.

2.6.2 Notwithstanding that an In Camera session does not require minutes to be taken of its proceedings:

A. Any decisions made, or any other agreed upon actions arising from an In Camera session shall be passed by a motion made upon the termination of the In Camera session and resumption of the relevant Board meeting; and

B. The terms of reference for any Committee may provide that certain types of In Camera sessions that take place during that Standing Committee's meetings are to have minutes taken of their proceedings and dealt with in a specified manner.

2.7 Special Meetings

2.7.1 The Board Chair may call special meetings when deemed 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 Coordinator will indicate to each Board member of the location of the meeting and whether the member may attend in person, virtually, or by 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 in writing by electronic means to the last known contact details of each Board member not less than 24 hours before the time and date of such meeting.

2.8 Emergency Meetings

2.8.1 Where the Board Chair considers there to be an emergency, the Board Chair may call a special meeting without observing the notice period prescribed in paragraph 2.7.3, and will seek a motion at the commencement of such an emergency meeting to waive notice of the meeting.

2.9 Meetings Without Proper Notice

2.9.1 A meeting of the Board may take place at any time without proper notice provided that all Board members are present and have passed a motion to waive 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 made publicly available in electronic form.

2.10.2 Minutes that have not been approved by the Board will not be made publicly available.

2.10.3 Upon approval, the minutes of Board meetings will be signed by the Recorder and by the person who chaired the meeting at which such minutes were approved.

2.10.4 A resolution in writing, signed by all the members of the Board or otherwise approved electronically by all Board members, is as valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted. Such a resolution shall be deemed effective as of the date specified within the resolution.

2.11 Board Member Engagement and Attendance

2.11.1 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 Members are to 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 Fiscal Year without valid justification, the Board Chair will discuss the matter with the Board member and may request his or her resignation from the Board. If the matter remains unresolved, the Board Chair may request the Board to approve a formal request to the Minister to appoint a replacement for the member.

2.12 Confidentiality

2.12.1 The details of any matter discussed: (i) at a Board meeting during a closed session or an In Camera session; or (ii) at a Committee meeting, shall be held in strict confidence by all those in attendance.

2.13 Meeting by Telephone or Electronic Means

2.13.1 A member of the Board may participate in a Board meeting or Committee meeting 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 subsection 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 and every Board member present at a Board meeting may vote on every matter being considered unless disqualified from voting by reason of any real, potential or apparent conflict of interest as defined in the Policies.
- 3.2** In the event of a tie vote, the motion presented is defeated.
- 3.3** The proceedings of the Board or any Committee are not invalidated by any: (i) vacancy among its members; (ii) defect in the appointment of any member; or (iii) disqualification of any member, as long as a quorum has been present during the conduct of the business of the meeting.

3.4 Quorum

- 3.4.1 A majority of the members of the Board constitutes a quorum, and it is the responsibility of the Board Chair or the Committee Chair to verify that quorum has been achieved at the beginning of every meeting.
- 3.4.2 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, or the Board Chair or Committee Chair, as the case may be, may note that quorum has been lost during the course of a meeting. The official verification by the Board Chair or Committee Chair that a quorum no longer exists must be recorded in the minutes of the meeting and such a loss of quorum will invalidate further decision making, but it will not affect decisions made before the loss of quorum was verified.
- 3.4.3 When there is a vacancy on the Board, the remaining members may exercise all powers of the Board, but the vacant position will not be counted as one of the total number of Board members when determining quorum.

3.4.4 A Board member who has a Conflict of Interest shall be counted for the purposes of quorum, but that member must abstain and not be present for the vote on the issue in conflict.

3.4.5 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 or consented to in writing by all members of the Board. A resolution passed 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.

3.5 In compliance with or in addition to requirements under Legislation or Policies respecting conduct, members of the Board must avoid placing themselves in circumstances of a Conflict of Interest.

3.6 When members of the Board are not entitled to vote because of a Conflict of Interest, they must declare their Conflict of Interest and the declaration will be recorded in the minutes. Before discussion of the question, such Board members will:

3.6.1 Remove themselves from the meeting room during the discussion;

3.6.2 Not be counted for the majority vote requirements.

3.7 Where some doubt exists as to whether a Board member may have a Conflict of Interest, the Board Chair may call for a majority vote or get expert advice whether that member has a Conflict of Interest.

3.8 Voting

3.8.1 Voting is by show of hands.

3.8.2 A secret ballot on a specific issue may occur with the approval of the Board; the Board Coordinator and one other person will be responsible for counting the ballots.

3.8.3 No member may be represented at a Board meeting, nor vote, by proxy.

3.8.4 Unless a ballot is requested, a declaration by the Chair that a motion has been adopted or defeated and which is recorded as such in the minutes constitutes prima facie evidence of the adoption or defeat of that motion without requiring evidence of the number or percentage of votes registered.

3.8.5 Except upon a vote by secret ballot, any Board member present at a meeting is entitled to have his or her dissent attributed to 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.

Article 5 Protection of Board Members, Officers and Others

Further to Section 119 of the *Post-Secondary Learning Act*:

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 The College indemnifies every Indemnitee as well as his/her agents, heirs, successors and legal representatives, 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; the 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 the 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 the College is successful therein; in the event the 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 Indemnatee 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

- 6.1** Committees will normally consist of three to five public members in addition to ex-officio members.
- 6.2** Typically, at the last Board meeting of the Fiscal Year, the Board Chair, working in cooperation with the Governance Committee and President and CEO, shall present a slate of nominees for all Committees, as well as recommendations for the c Committee Chairs and for the Vice Board Chair. The Board shall vote on the slate of presented nominees. If a proposed slate is not approved, the Board Chair may present an alternative slate of nominees for approval either immediately or at a subsequent meeting.
- 6.3** Only members of the Board have a vote on Standing Committees. Voting privileges on Ad Hoc Committees are defined in their associated terms of reference.
- 6.4** Where not specified as a Committee member in the Committee terms of reference, the Board Chair and the President and CEO shall be non-voting ex-officio members of all Committees but are not obliged to attend Committee meetings, nor are they to be counted in determining the quorum for a given Committee meeting.
- 6.5** 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.

- 6.6** The President and CEO designates, as required, appropriate members of the College's management, faculty or other staff to serve as resource persons to the Committees.
- 6.7** Meetings may be held virtually by any electronic means provided that all members can communicate with each other and provided that a majority of the members of the Committee agree to such a format.
- 6.8** The Chair of each Committee is responsible for:
- 6.8.1 Calling meetings, with consultation with members.
 - 6.8.2 Conducting Committee work in accordance with the terms of reference approved by the Board.
 - 6.8.3 Ensuring that appropriate records and minutes of Committee meetings are kept.
 - 6.8.4 Reporting to the Board on a regular basis.
 - 6.8.5 Setting agendas of Standing Committee meetings in accordance to the Committee work plan and in consultation with the President and CEO.
- 6.9** The Board Chair may recommend that the Board appoint 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.
- 6.10 Ad Hoc Committees**
- 6.10.1 The Board may establish terms of reference for any Ad Hoc Committee consisting of one or more of its members. Members of Ad Hoc 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 and CEO shall share all such matters with the Board Chair as appropriate and will collaboratively work with the Chair to develop agendas for meetings of the Board.

- 7.2** The channel of communication to the Board for all matters raised by members of the public shall be through the President and CEO, who shall, in consultation with the Board Chair, determine whether such matters should be placed on an agenda for a future Board meeting.
- 7.3** The official spokesperson of the Board is the Board Chair, or a Board member as designated 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 and CEO, Board members are entitled to honoraria at rates that the Board has approved.
- 8.2** Any member on leave of absence for a period of 90 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 the College's Policies and Procedures.
- 8.4** Board member honoraria may be adjusted with the approval of the Board, in accordance with the review process outlined in the Board Member Compensation Procedure.

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 that the Board may adopt.

Article 10 Corporate Seal and Signing Authority

10.1 Corporate Seal

10.1.1 The corporate 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 corporate seal shall be in the custody of the College's employee having the duties and responsibilities normally associated with the role of Chief Financial Officer.

10.2 Signing Authority

10.2.1 In accordance with the College's Policies, any contract, document or instrument in writing requiring execution under corporate seal on behalf of the Board may be signed by: (i) the Board Chair, Vice Board Chair, or acting Chair (if applicable); and (ii) the President and CEO. Alternatively, any one of the aforementioned individuals and one of the following individuals may also sign any contract, document or instrument requiring execution under corporate seal:

- A. The College's employee having the duties and responsibilities normally associated with the role of Chief Financial Officer; or
- B. An individual appointed by the Board with authority under Article 10 subsection 10.2.3.

10.2.2 All contracts, documents and instruments in writing so signed under seal shall be binding upon the Board without further authorization or formality.

10.2.3 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.

10.2.4 The College's employee having the duties and responsibilities normally associated with the role 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.

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

Next Review Date

March 2029

This policy will be reviewed at least once every 4 years to ensure compliance with legislation, Board policies and intended purpose.

Revision History

Date	Version	Action
June 2010	V1	New policy is established.
May 2012	V2	Reviewed
March 2015	V3	Reviewed and approved: no change
October 2015	V4	Revised version, addition of item 2.21
March 2018	V5	Reviewed and approved
June 2021	V6	Revised version, changes to section 6
March 2025	V7	Reviewed, updated template and revised sections for clarity