

**A by-law relating generally to the conduct of the affairs of  
THE CAMBRIAN COLLEGE OF APPLIED ARTS AND TECHNOLOGY**

BE IT ENACTED AND IT IS HEREBY ENACTED as the general by-law of THE CAMBRIAN COLLEGE OF APPLIED ARTS AND TECHNOLOGY (the “College”) as follows:

**HEAD OFFICE:**

1. **Head Office.** The Head Office of the College shall be 1400 Barrydowne Road, in the City of Greater Sudbury, in the District of Sudbury, and Province of Ontario, or at such place therein as the Board of Governors may from time to time determine.

**CORPORATE SEAL:**

2. **Corporate Seal.** The seal of the College shall be in the form impressed in the margin of this page.

**EXECUTION OF DOCUMENTS:**

3. **Negotiable Instruments.** All cheques, drafts, and orders for the payment of money, and all notes and acceptances and bills of exchange shall be signed by any two of the Chair, Vice-Chair, President, and Treasurer, or by such other persons and in such manner as may from time to time be authorized by the Board of Governors.
4. **Deeds and Contracts:** Contracts, documents and instruments in writing (including, without limiting the generality of the foregoing, all deeds, transfers, mortgages, charges, hypothecs, conveyances, and transfers and assignments of shares, bonds, debentures, rights, warrants, and other securities, powers of attorney, obligations, and any other thing in writing) required to be signed by the College may be signed by any two of the Chair, Vice-Chair, President, and Treasurer, or by such other persons and in such manner as the Board of Governors may from time to time require and all contracts, documents and instruments in writing so signed shall be binding upon the College without further authorization or formality.
5. The corporate seal of the College may be affixed to contracts, documents and instruments in writing by any of those persons authorized to sign for and on behalf of the College.

**FINANCIAL YEAR:**

6. The fiscal year of the College shall terminate on the last day of March in each year.

## **BOOKS, RECORDS, PLANS, AND REPORTS:**

7. **Books and Records.** All necessary and proper books and records of the College required to be kept by law and by this By-law shall be regularly and properly kept.
8. **Plans and Reports.** All strategic plans, business plans and annual reports and any combination of them shall be prepared, submitted, and made available to the Minister and the public as may be required by law and this By-law. Key performance indicators shall be compiled, provided, and published as may be required by law and this By-law. Where required to do so, the College shall enter into an accountability agreement relating to its strategic plan to address such aspects of its operations, including differentiation in college mandates or roles, as may be identified by the Minister.

## **BOARD OF GOVERNORS:**

9. **Board Composition.** The Board of Governors is a non-share corporation. The affairs of the College shall be governed by its Board of Governors (“Board”) composed of:
  - a) twelve persons appointed by the College Compensation and Appointments Council (“Council”), none of whom shall be an employee or student or a spouse or same-sex partner of an employee or student of the College;
  - b) the President of the College, by virtue of office;
  - c) one student, if any, elected in accordance with this By-law by those persons enrolled in a course or program of instruction in the College;
  - d) one academic staff member, if any, elected in accordance with this By-law by employees of the College who serve as teachers, counsellors, and librarians;
  - e) one administrative staff member, if any, elected in accordance with this By-law by employees of the College who are not academic staff, support staff, or students; and
  - f) one support staff member, if any, elected in accordance with this By-law by employees of the College who serve as office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria, or nursery staff.
10. **Board Responsibilities.** The Board shall fulfil its objects of offering a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, of meeting the needs of employers and the changing work environment and in supporting the economic and social development of the College’s local and diverse communities. It shall govern and manage the affairs of the College by delegating responsibility and concomitant authority to the President of the College for its management and operation. The Board shall develop and regularly review its mission, vision, policies, and strategic plan, business plan and budget and it shall ensure that the College is operating within and adhering to those parameters as the same may be established from time to time. It shall ensure accountability of its President through a regular evaluation process, and, without limiting the nature of that accountability, it will approve a balanced budget every year, or, failing that, where an accumulated deficit is anticipated, the Board shall seek approval of the Minister in respect of the budget and shall provide the Minister with an appropriate recovery plan as directed by the Minister.

11. **Appointed Governors.** The Membership Committee shall propose to the Board, for its consideration and recommendation to Council, those nominees for appointment as Governors equal in number to the vacancies to be filled on the Board.
12. **Elected Governors.** Elections of Governors by academic, administrative, and support staff and by students shall be conducted in accordance with this By-law.
13. **Governors.** Except where expressly limited by law or this By-law, all Governors shall have the same rights and responsibilities to act honestly and in good faith with a view to the best interests of the College and to exercise the care, diligence, and skill in carrying out those responsibilities that reasonably prudent persons would exercise in comparable circumstances.
14. **Term of Office.** Except in the case of filling mid-term vacancies, Governors appointed by Council and those elected as academic, administrative, and support staff members shall take office on the first day of September in the year of their appointment or election, as the case may be and shall hold office for a term not to exceed three years and shall not serve for more than six years consecutively but are eligible for reappointment or re-election, as the case may be, after a two-year absence from the Board for successive terms not to exceed six years in total. The student member shall hold office for a term not to exceed one year and shall not serve for more than two years consecutively but is eligible for re-election after a two-year absence from the Board for successive terms not to exceed two years in total.
15. **Early Termination.** The term of office of a Governor ends upon his or her death or permanent disability where such disability prevents the Governor from fulfilling the duties of office. Other than the President, the term of office of any Governor ends when such Governor resigns, vacates, or is removed from office. The President ceases to hold the office of Governor upon ceasing to be President. The term of office of a Governor elected to the Board by his or her constituent group comes to an end immediately upon such person ceasing, whether temporarily or permanently, to be a student, academic staff member, administrative staff member or support staff member, as the case may be, but a student Governor who graduates prior to the expiration of the student's term may remain a member of the Board until the last day of August in the year of his or her graduation.
16. **Vacancies.** Mid-term vacancies on the Board, howsoever caused, shall be filled in the manner provided by law and this By-law. Where a vacancy occurs for the office of an elected Governor, the students or the staff of that constituent group as the case may be, shall elect a new member in the manner provided in this By-law. Where a vacancy occurs in the office of an appointed Governor, the appointment process shall be followed as provided in this By-law for Council to appoint a person to fill the vacancy for the remainder of the original term. Governors elected or appointed to fill the remainder of a term shall hold office from the date of election or appointment, as the case may be until the last day of August in the year in which the term ends.

## MEETINGS:

17. **Meetings of the Board.** Except as is expressly otherwise provided in this By-law, all meetings of the Board shall be open to the public. Meetings of the Board shall be held in the Boardroom at the Head Office of the College or elsewhere as may from time to time be determined by the Board. The Board may in its discretion consider and transact at properly constituted meetings all business, either special or general, without notice. No person shall be excluded from an open meeting except for improper conduct as may be determined by the Board.
18. ***In-camera* Meetings.** Where a matter is to be considered which is determined by the Board to be confidential to the College in accordance with criteria established in this By-law, that part of the meeting concerning such confidential matter may be closed to the public. Where a matter of a personal nature concerning an individual may be considered at a meeting, that part of the meeting concerning such individual shall be closed to the public unless such individual requests and the Board agrees that such part of the meeting will remain open to the public. Notwithstanding the generality of the foregoing, all matters concerning identification of a potential or perceived conflict of interest and consideration of sanctions against and removal of a Governor shall be decided at a meeting closed to the public. Decisions taken at an *in camera* meeting may, in the discretion of the Board, be reported at a subsequent general Board meeting.
19. **Committee Meetings.** The procedure and practice relating to meetings of the Board applies in like manner to meetings of its committees and sub-committees, with appropriate changes in detail.
20. **Calling of Meetings.** The Chair or the Vice-Chair or any four Governors may at any time call a meeting of the Board.
21. **Agenda Planning.** Meeting agendas are coordinated by the Secretary in consultation with the person or persons calling the meeting and the President. Requests by Governors to have items considered by the Board must be brought to the attention of the Secretary, or any of the persons with whom the Secretary must consult, at least 10 working days in advance of a meeting. Requests to have items considered by the Board must be accompanied by supplementary information as specified in the *Board of Governors' Resource Manual*. The Board shall annually review and receive for approval its financial statements and it shall receive for approval the presentation of its auditor's report or reports and the Board shall appoint auditors for each ensuing year.
22. **Notice of Meetings.** Notice of the time, date, and place and the proposed agenda of meetings of the Board shall be given not less than three days prior to the time fixed for the holding of any such meeting; provided always that any meeting of the Board may be held for any purpose at any time, date, and place without notice if all the members are present at the meeting or if all absent members waive (whether before, during, or after the meeting) notice of such meeting and consent to it being held in their absence. Notice shall be sufficiently given by telephone or by other means of telecommunication, or, if mailed six days in advance of the meeting.

23. **Error or Omission in Notice.** No error or omission in giving notice of any meeting or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting and Governors may thereafter at a properly constituted meeting ratify, approve and confirm any or all proceedings taken or had at such meeting.
24. **Quorum.** A quorum for a meeting of the Board is two-thirds of the total Board membership. Quorum for committee meetings shall be a majority of committee members. When a declaration of conflict of interest has been made, the Chair shall ensure that a quorum remains to consider and decide any question, and if a quorum does not remain, the Chair shall refer the matter to a subsequent meeting for consideration by a properly constituted meeting.
25. **Chair.** The Chair, when present and available to take the chair, will preside at meetings of the Board and will not participate in debate. Committee chairs, when present and available to take the chair, will preside at meetings of Committees and may participate in committee deliberations.
26. **Agenda.** Approval of a duly circulated agenda requires a simple majority vote.
27. **New Matters.** A motion to introduce new matters shall not be presented without notice unless the Board, without debate, dispenses with such notice by a two-thirds majority vote.
28. **Voting.** Except for those matters expressly requiring more than a simple majority vote, questions arising at any meeting of Governors shall be decided by simple majority vote cast on a question. Unless a ballot is demanded, voting shall be conducted by a show of hands and the Chair shall not have a vote except to break a tie. Where a Governor demands a ballot, the Chair shall have a vote and if there is an equality of votes, the motion is lost. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of that fact and without proof of the number or proportion of votes recorded in favour of or against such resolution.
29. **Rules of Order.** Board meetings shall be conducted according to parliamentary procedure and, where not expressly provided for by law or by these By-laws, shall be guided by *Robert's Rules of Order and/or Procedures for Meetings and Organizations*.
30. **Rulings by the Chair.** A ruling by the Chair is defeated by a two-thirds majority vote cast in support of the challenge.
31. **Adjournments.** A meeting of the Board of Governors may be adjourned to any time, date, and place and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. An adjournment may be made notwithstanding that no quorum is present.
32. **Adjournment Time.** Where an adjournment time has been fixed, the Board of Governors shall adjourn at that hour, unless otherwise determined by two-thirds majority vote of the members present.
33. **Records.** The Board and its committees shall keep records and minutes of its and their proceedings and deliberations.

34. **Confidentiality.** No Governor shall use for his or her own benefit confidential information obtained from College sources or divulge the same to others unless legally compelled or specifically authorized so to do. Confidential matters include all information which is not generally available to or known by the public and includes those matters which, if known, would give a member of the public an advantage for profit or benefit, including, without limiting the generality of the foregoing, tendering processes, contractual terms, intended purchases, tips, and similar information concerning acquisitions and dispositions of equipment and goods, inventory, debts, accounts, claims, demands, and documents of title in all personal property and real property, and patents, trade-marks, copyrights, industrial designs, rights, topographies, trade-names, goodwill, trade secrets and know-how, including environmental technology and bio-technology, software and any registrations and applications for registration of the foregoing and all other intellectual and industrial property and contractual rights, licenses and all other choses in action of every kind which now are, or which may at any time be due or owing, and all other intangible property. Further, unless compelled by law to do so, no Governor shall disclose to any person information obtained from College sources that might result in prosecution by any person of a civil or criminal proceeding against the College, its servants, employees, and agents for any loss or claim for damages or restitution or compensation or penalty howsoever arising.
35. **Publication.** These By-laws shall be open to examination by the public during normal office hours of the College and shall be available to the public at no charge on the College's Internet web-site.
36. **Communications from the Board.** Unless by resolution expressly providing otherwise, the Board Chair speaks on behalf of the Board.
37. **Remuneration of Governors.** Excepting regular salaries of Governors employed by the College, all Governors shall serve without remuneration and no Governor shall directly or indirectly profit from the position of Governor as such; provided however that the Board may approve allowances for members for travelling and living expenses incurred by members while engaged in the business of the Board, its committees, and subcommittees.
38. **Conflict of Interest.** The Minister's Binding Policy Directive in relation to conflicts of interest shall be adhered to. At the beginning of every meeting, the Chair shall ask and the minutes will record whether any member has a conflict to declare in respect of any agenda item. A Governor who has a conflict of interest shall declare to the Board the general nature of any such conflict and shall withdraw from discussion of and vote upon that agenda item and such shall be recorded in the minutes. Where a potential conflict of interest is encountered or a conflict is perceived to exist, the member affected or any other member may, failing informal resolution, ask the Chair as a point of privilege for a determination of the issue by the Board, whereupon the member affected may opine as to whether or not a conflict exists and shall thereafter withdraw from discussion of and simple-majority vote upon whether or not that member is in conflict, all of which shall be recorded in the minutes. Where a conflict is not identified before consideration of an agenda item, it shall be declared at the earliest opportunity thereafter and dealt with in the same manner as required at the beginning of a meeting and the Board shall further consider whether that member's involvement in discussion or decision-making influenced its decision in relation to any question, and if such is the case, the Board may rescind, vary, or confirm its decision.

39. **Avoidance.** Any Governor who has complied with this By-law and the Minister's Binding Directive in relation to conflicts of interest shall not be accountable to the College or to any other person for any profit realized by such member and any contract resulting therefrom is not voidable by reason only of that member's fiduciary relationship.
40. **Conduct.** The Board may in its discretion apply sanctions to address any failure of a Governor to comply with this By-law, or failure to comply with the Policies of the College, or failure to comply with any Binding Policy Directive issued by the Minister or failure to comply with the laws of the land such as to constitute conduct unbecoming a Governor. A *bona fide* error in judgement on the part of a Governor who has failed in such compliance may be considered in mitigation of application of one sanction or another, but such would not in and of itself require application of a lesser sanction.
41. **Attendance.** Except with the consent of the Board, a member may be removed from office where he or she is absent for four consecutive meetings of the Board or has missed more than half the regularly-scheduled meetings in any twelve month period. Attendance shall be sufficiently demonstrated where a member participates at meetings and contributes to effective discussion and decision-making in person or by telephone or by any other means of telecommunication. Absence from a meeting will be considered deliberate if a Governor fails to attend meetings without acceptable reasons following written notification from the Chair that his or her attendance is in issue. Any Governor who is named by the Chair to withdraw from a meeting or who is suspended from meetings for unparliamentary behaviour or unparliamentary language or other improper conduct shall be deemed to be absent from the outset of the meeting.
42. **Sanctions.** The Minister may issue policy directives in relation to the manner in which colleges carry out their objects or conduct their affairs. The policy directives are binding upon colleges and colleges to which they apply shall carry out their objects and conduct their affairs in accordance with the policy directives. Any member who fails to comply with the provisions of this By-law or any of the Minister's Binding Policy Directives shall, in the discretion of the Board, be subject to any one or more of the following sanctions, none of which shall be deemed to prevent the College from seeking disgorgement of profits, if any, taken by a member:
- a) Oral reprimand;
  - b) Written reprimand;
  - c) Request for resignation; and
  - d) Removal through and in accordance with processes established in this By-law.
43. **Application.** The Board may, in accordance with the provisions of this section and this By-law generally, by ordinary resolution impose an appropriate sanction to address the failure of a Governor to comply with the provisions of this By-law and associated Binding Policy Directives, or policies of the College, if applicable, including, without limiting the generality of the foregoing, removal from office of any Governor other than the President. Any two Governors may, in writing delivered to the Chair within the time frames allowed for Agenda Planning, requisition inclusion of such a motion as a first order of business on the agenda of the next regularly-scheduled meeting of the Board.

Any four Governors may similarly requisition a special general meeting of the Board to consider such issue. Notice of intention to pass any such resolution and the reasons therefore and the sanction sought shall be given in the notice calling the meeting. The Governor whose conduct is the subject of sanction shall be offered an opportunity at the meeting to speak to the issue before withdrawing from discussion and vote on his or her removal or lesser sanction. No sanction shall be imposed on any Governor for reasons other than those to which he or she was offered an opportunity to address the Board. Where discussion or vote on a resolution for removal from office is deferred or adjourned, the Governor whose removal from office is in question shall be deemed to be in a perceived conflict of interest on all issues then coming before the Board and shall not take part in any discussion or vote on any matter until resolution of the motion to remove him or her from office, but such member shall be entitled to have the question of his or her removal called at the next ensuing meeting of the Board in order that the issue be finally resolved. The Governor whose conduct is in question shall be notified of the decision of the Board when such a decision is made.

44. **Appeal.** Any decision of the Council, when called upon in a timely fashion to review a resolution of the Board to remove a Governor from office, is final and binding as to whether the removal was for a reason set out in this By-law and the process for removal was conducted in accordance with the procedure established in this By-law.

#### **OFFICERS:**

45. **Officers.** Officers of the College shall include its Chair, Vice-Chair, President, Secretary, Treasurer and such other officers as may from time to time be determined. Officers other than the Chair, Vice-Chair and President need not be members of the Board. Other Officers, including, without limiting the generality of the foregoing, Vice-Presidents and Directors, may be appointed by the President as the President may require for the efficient operation of the College.
46. **Chair and Vice-Chair.** The Board shall, as required by law and in accordance with this By-law, annually, at the regular Board meeting immediately preceding summer holidays in each year, elect a Chair and Vice-Chair from among those members of the Board appointed by Council. The Chair and Vice-Chair shall hold office until their successors are elected or acclaimed. Governors shall be eligible for re-election to such offices for a maximum of two one year terms.
47. **Vacancies.** If the office of Chair, Vice-Chair, Secretary, Treasurer, or President, or one or more of them, shall be or become vacant by reason of death, resignation, disqualification disability, or otherwise of the incumbent, the Board shall elect or appoint a person or persons to such office or offices to fill such vacancy.
48. **Removal of Officers.** Any or all officers may at any time be removed from office for cause. Such removal shall be decided by simple majority vote of the Board.
49. **Duties of Chair.** The Chair is charged with the duty to preserve order and decorum at meetings of the Board and to decide all questions of order and privilege. The Chair shall speak for the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incident to the office.

50. **Duties of Vice-Chair.** The Vice-Chair shall have such powers and perform such duties as may be assigned by the Board and in the absence or inability or refusal to act of the Chair, shall perform all the duties and have all the powers of the Chair.
51. **Duties of President.** The Board shall appoint a President, to hold office during the pleasure of the Board. The President is delegated full authority for the general management and supervision of the affairs of the College (except such matters and duties as by law must be transacted or performed by the Board) and to employ and discharge agents and employees of the College. The Board may recommend to the President such actions as it considers best suited to attain fulfilment of the objectives and policies of the College. The President shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board the information it may require to fulfil its duty of ensuring accountability. The President shall ensure that the Clerk gives all notices required to be given to the Board. The President is the Secretary of the Board, and is the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the College.
52. **Duties of Clerk.** The Clerk gives all notices required to be given to the Board and shall perform other duties as may from time to time be determined by the President.
53. **Duties of Treasurer.** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the College in proper books of account and shall deposit all monies and other valuable effects in the name and to the credit of the College in such banks as may from time to time be designated by the College. The Treasurer shall disburse the funds of the College under the direction of the President (who shall in turn be accountable to the Board) and the taking of proper vouchers therefore and shall render to the Board at its regular meetings or whenever otherwise required, an account of all recorded transactions and of the financial position of the College. The Treasurer shall co-operate with the auditors of the College during audit of its accounts and shall perform such other duties as may from time to time be determined by the President.
54. **Other Officers.** The appointment of all other officers of the College and the duties assigned to each of them shall, subject to the provisions of applicable law, be such as the terms of their engagement call for or as the President requires of them.
55. **Delegation of Duties of Officers.** In case of the absence or inability to act of the Chair, a Vice-Chair or any other officer of the College or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such office to any other officer or to any Governor for the time being.

56. **Protection of Governors and Officers.** No Governor or officer of the College shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the College shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of office or trust or in relation thereto unless the same shall happen by or through the Governor's or officer's own wrongful and willful act or neglect or default.
57. **Indemnification of Governors.** The College shall indemnify and save harmless each Governor from and against:
- a) all liability which such Governor may incur in any action, suit, or proceeding against the Governor arising from execution of the duties of office; and
  - b) all other costs, charges and expenses which such Governor may incur as a result thereof, other than those occasioned by willful neglect or default.

#### **COMMITTEES:**

58. **Establishment of Committees.** The Board may establish committees to assist the Board in its work and it may abolish committees which no longer serve a function for the Board, without prejudice to the Board later re-establishing any such Committee.
59. **Membership on Committees.** The Chair, Vice-Chair, and President shall, by virtue of office, be members of each committee. The Board may appoint Governors to sit on committees and it may appoint persons other than Governors to sit on advisory committees to assist with the particular field of activity referred to any such committee. Appointments to committees shall be at the pleasure of the Board. Governors not appointed as members of a committee may nevertheless participate at meetings of a committee.
60. **Records.** Unless dispensed with by the Board, minutes of the proceedings of any committee shall be maintained for review and confirmation at the next succeeding Board meeting. Such minutes shall remain available for inspection by members of that committee and Governors.

#### **EXECUTIVE COMMITTEE:**

61. **Membership.** The Executive Committee shall consist of the Chair, Vice-Chair, Past Board Chair, Committee Chairs, and President.
62. **Mandate.** The Executive Committee shall advise and make recommendations to the Board of Governors in matters requiring urgent attention and in the general planning of Board business. The Executive Committee shall also perform such other duties and exercise such other powers as may from time to time be assigned to it by the Board of Governors.

#### **AUDIT COMMITTEE:**

63. **Membership.** The Audit Committee shall consist of at least six Governors, including the Board Chair, Vice Chair and President. All Board Members may participate fully in the work of the committee.
64. **Mandate.** The Audit Committee shall be a standing committee to assist the Board by ensuring compliance with Board Policies, including, without limiting the generality of the foregoing, compliance with audit information as part of the annual evaluation cycle; verifying adherence to legislative, regulatory, and policy requirements relating to the operation of the College; ensuring that control systems are functioning and adequate to meet Strategic Plan priorities, Business Plan objectives, Performance Measurement requirements and to demonstrate foresight; and ensuring an external audit is performed and included in the Annual Report so as to maintain fiscal integrity.

#### **NOMINATION COMMITTEE:**

65. **Membership.** The Nomination Committee shall consist of the Past Chair (who shall chair the Committee), the chair of each committee, one internal Board member, and the President.
66. **Mandate.** The Membership Committee shall be a standing committee to assist the Board in recommending for submission to Council nominees for Board appointment, reappointment and replacement. Therefore, in compliance with Board Policies, it seeks and encourages expressions of interest for appointment from nominees whose appointments would best compliment Board experience and expertise, confirm to the needs of the College, and meet criteria established by law, by policy, and by Council. It evaluates the merits of reappointment of Governors who are eligible for reappointment and make recommendations to the Board accordingly. The Nomination annually recommends nominees for appointment to the Offices of the Board Chair, Board Vice Chair and committee chairs and for appointment to serve on the Board.
67. **Elections.** The Nomination Committee shall further oversee the conduct of elections of academic, administrative, and support staff nominees and student nominees for membership on the Board. Such elections shall be conducted during the academic term and not during holidays. Nominations for election shall be called ten days after the prominent posting of notices of vacancy on the Board. The terms of the election and the place and latest time for deposit of nominations shall be indicated on such notices. Nominations shall be in writing signed by any four persons in the constituent group. Elections by plurality vote in secret ballot shall be conducted seven days after the close of nominations. In the event of a tie, the outcome shall be determined by the toss of a coin.

#### **PROGRAM ADVISORY COMMITTEES:**

68. **Membership.** A program advisory committee should be composed of five to eight members (in addition to College staff), none of whom need to be Governors, who have a diversity of experience and expertise in a particular field. Membership should include representation from employers, professional and trade organizations, other educational institutions, social and government agencies, among other areas.

The Recent graduates of the College should be included as they can provide special and personal insight into the effectiveness of College programs. Members should act as individuals and not as representatives of firms, agencies, organizations or associations to which they may belong. A committee chair, elected from committee membership on an annual basis, will chair all meetings of the committee. The College will provide secretarial services where required. Office shall be held during the pleasure of the Board, based on an expected term of three years. Under exceptional circumstances, re-appointment for a second, three-year term may be made. To ensure continuity and renewal on a three year cycle, approximately one-third of the committee's membership will retire each year, subject to practical limitations. Advisory committees for post-secondary programs should meet at least twice a year. Committees relating to shorter programs may meet less frequently.

69. **Mandate.** Program advisory committees provide feedback, program content review, requirements for new programs, including laboratory and workshop facilities, to ensure the requirements of business, industry and society are met and they help the College maintain a good relationship within the community by participation in College activities. Program advisory committee members assist the College in field placement of students. Its members recommend guest lecturers who would enhance the quality of a program. They make recommendations about field trips that would enhance the student's understanding of a program. They advise on specialized equipment and its acquisition. They assist in the placement of students in suitable part-time employment and in the placement of graduates in full-time positions. They assist in obtaining scholarships and bursaries.

#### **ANISHNAABE AFFAIRS COMMITTEE:**

70. **Membership.** The Anishnaabe Affairs Committee shall consist of at least 12 members, to include one Anishnaabe representative, the Dean of Anishnaabe Studies, one Spokesperson of the Cambrian Native Student Association, and one or more elders (on a rotating basis).
71. **Mandate.** The Anishnaabe Affairs Committee shall provide on-going direction, support, and/or advice, consistent with the College mission, with respect to: a) Anishnaabe-specific programs and services that are relevant to and respond to the social, cultural, political and economic challenges of the Anishnaabe peoples; and, b) mainstream programs and services that include Anishnaabe cultural sensitivity, awareness, and content, where appropriate. The Anishnaabe Affairs Committee shall also perform such other duties and exercise such other powers as may from time to time be assigned to it by the Board of Governors.

#### **ADVISORY COLLEGE COUNCIL:**

72. The College Council will provide advice to the President on college matters, using quality of education as the highest priority. In order to do this, they will review, consider and make recommendations on existing college policies and guidelines and recommend policies and guidelines, on a continuing basis.

73. Matters that may be dealt with by the Council may include, but will not be limited to the following:
- a) Student life/services
  - b) College Services
  - c) Technology integration
  - d) Campus environmental matters
  - e) Broad college system issues
  - f) College promotion
  - g) Educational services
74. Council membership must represent academic, administrative, support staff and students. Participation on the council is voluntary. The Council shall keep proper records and minutes of its proceedings and shall submit a report of its priorities and activities to the Board of Governors annually. The Council shall adhere to its constitution as established by the Board of Governors.

#### **SUBSIDIARIES AND PARTNERSHIPS**

75. In carrying out its objects, the College may undertake a range of education-related and training-related activities, including but not limited to entering into partnerships with business, industry and other educational institutions; offering its courses in the French language where the college is authorized to do so by regulation; adult vocational education and training; basic skills and literacy training; apprenticeship in-school training; and applied research. The College may do all such things as may be required to accommodate the same, including, without limiting the generality of the foregoing, the incorporation of subsidiary business corporations.

#### **INTERPRETATION:**

76. **Interpretation.** In this By-law and in all other by-laws of the College, unless the context otherwise requires, “members” shall have the same meaning as “Governors” sitting on the Board of Governors. “Minister” means the Minister of Training, Colleges, and Universities or such other person as may be designated to administer the *Ontario Colleges of Applied Arts and Technology Act*. Other terms have the meanings ascribed by the statutes to which they relate. Words importing the singular include the plural and words of one gender include the other, and, where the context permits, include firms and corporations.

#### **AMENDMENTS TO BY-LAWS:**

77. **Amendment.** These By-laws may be amended by approval of a motion by a two-thirds majority of members present at a meeting of the Board of Governors, provided that at least three weeks notice of the proposed amendments has been given.

Passed by the Board of Governors of the Cambrian College of Applied Arts and Technology, this 17<sup>th</sup> day of May, 2007.