



DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 1

General By-law

Table of Contents

1. INTERPRETATION	1
2. REGISTERED OFFICE	1
3. CORPORATE SEAL	1
4. GOVERNANCE	1
5. TERM OF OFFICE	3
6. VACANCIES	3
7. BOARD OFFICERS	4
8. APPOINTMENT AND REMOVAL OF OFFICERS	4
9. POWERS OF THE BOARD	4
10. INDEMNITIES TO GOVERNORS AND BOARD OFFICERS	4
11. PROTECTION OF GOVERNORS AND BOARD OFFICERS	5
12. DELEGATION OF DUTIES OF BOARD OFFICERS	6
13. REMOVAL OF A GOVERNOR	6
14. REMUNERATION OF GOVERNORS	8
15. RULES OF ORDER	9
16. BOARD MEETINGS	9
17. FREQUENCY AND LOCATION OF MEETINGS	10
18. NOTICE OF BOARD MEETINGS	11
19. CONFLICT OF INTEREST	11
20. QUORUM – BOARD MEETINGS	13
21. VOTING	13
22. RECONSIDERATION	14
23. MEETINGS OF MEMBERS	14
24. DELEGATIONS TO THE BOARD	14
25. COMMITTEES – GENERAL	16
26. ADJOURNMENTS	16

27. EXECUTION OF DOCUMENTS.....	16
28. FISCAL YEAR	17
29. CHEQUES.....	17
30. DEPOSIT OF SECURITIES FOR SAFE KEEPING.....	17
31. BORROWING.....	17
32. BUDGET APPROVAL	17
33. AUDITORS	18
34. BOARD POLICIES	18
35. AMENDMENTS	18
36. PUBLICATION OF MINUTES.....	18
37. PUBLICATION OF BY-LAW	18
38. REPEAL OF PREVIOUS BY-LAW	18
39. FORCE AND EFFECT.....	19

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 1

A by-law relating generally to conduct of the affairs of The Durham College of Applied Arts and Technology pursuant to Regulation 34/03 under the *Ontario Colleges of Applied Arts and Technology Act, 2002*.

IT IS HEREBY ENACTED as a By-law of The Durham College of Applied Arts and Technology as follows:

1. INTERPRETATION

- 1.1 In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law or the Definitions Schedule to this By-law, all terms contained in this By-law that are defined in OCAATA or ONCA shall have the meanings given to the terms in OCAATA or ONCA, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.
- 1.2 The Durham College of Applied Arts and Technology may also be known as Durham College.

2. REGISTERED OFFICE

The registered office of the College shall be in the City of Oshawa in the Regional Municipality of Durham in the Province of Ontario and at such place therein as the Governors may determine.

3. CORPORATE SEAL

The corporate seal of the College shall be in the form approved by the Board.

4. GOVERNANCE

- 4.1 The affairs of the College shall be managed by the Board.
- 4.2 The Board shall include an even number of not less than twelve (12) and not more than twenty (20) External Governors appointed as set out in Regulation to OCAATA.

- 4.3 Where the total number of External Governors to be appointed is twelve (12), four (4) of the External Governors shall be appointed by the Lieutenant Governor in Council. Where the total number of External Governors to be appointed is fourteen (14) or sixteen (16), five (5) of the External Governors shall be appointed by the Lieutenant Governor in Council. Where the total number of External Governors to be appointed is eighteen (18), six (6) of the External Governors shall be appointed by the Lieutenant Governor in Council. Where the total number of External Governors to be appointed is twenty (20), seven (7) of the External Governors shall be appointed by the Lieutenant Governor in Council. The remaining External Governors to be appointed as set out in Regulation to OCAATA, shall be appointed by the Governors holding office at the time of the appointment. A Governor shall not participate in a vote of the Board relating to a renewal or extension of their appointment.
- 4.4 The President, by virtue of office, shall be a Governor and, unless otherwise specified, a member of all Board Committees.
- 4.5 One (1) Academic Staff Member, duly elected by Academic Staff Members in accordance with By-Law No. 4, shall be an Internal Governor for the term prescribed by the Board.
- 4.6 One (1) Administrative Staff Member, duly elected by the Administrative Staff Members in accordance with By-Law No. 4, shall be an Internal Governor for the term prescribed by the Board.
- 4.7 One (1) Support Staff Member, duly elected by the Support Staff Members in accordance with By-Law No. 4, shall be an Internal Governor for the term prescribed by the Board.
- 4.8 One (1) Student, duly elected by the Students in accordance with By-Law No. 4, shall be an Internal Governor for the term prescribed by the Board.
- 4.9 An Internal Governor ceases to be a Governor if they are no longer a member of the Constituency by which they were elected.
- 4.10 Every Governor shall be an individual who:
- (a) is eighteen (18) or more years of age;
 - (b) is not an undischarged bankrupt;
 - (c) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (d) has not been found to be incapable by any court in Canada or elsewhere; and

- (e) has not been declared an ineligible individual under the *Income Tax Act* (Canada).

5. TERM OF OFFICE

- 5.1 A Governor appointed or elected, other than a Governor elected by the Students, shall hold office for a term not to exceed three (3) years and shall not serve for more than six (6) years consecutively but is eligible for reappointment or re-election, as the case may be, after two (2) years absence from the Board for successive terms not to exceed six (6) years.
- 5.2 A Governor seeking reappointment or re-election for a second term shall be subject to the Board's reappointment process or re-election by the relevant Constituency group whatever the case may be.
- 5.3 The term of office for a Student Governor shall be one (1) year, subject to re-election for a second year.
- 5.4 The term of appointment will coincide with the academic year, defined as September 1 of each year through to August 31 of the following year.

6. VACANCIES

- 6.1 Where a vacancy occurs among the External Governors, the vacancy shall be filled as prescribed by OCAATA.
- 6.2 Where a Governor vacancy occurs among the Internal Governors, the vacancy shall be filled as outlined in By-Law No. 4.
- 6.3 The term of an External Governor or an Internal Governor filling a vacancy shall:
 - (a) commence on the date of the appointment or election, as the case may be;
 - (b) subject to clause (c), be the same length as an External Governor or an Internal Governor, as applicable; and
 - (c) terminate on August 31 of the year in which the term ends.
- 6.4 It is the preference of the Board that any vacancy occurring mid-year remain vacant, with all appointments to start on September 1 of each year.

7. BOARD OFFICERS

The Officers shall be appointed by the Board and shall consist of the following:

- (a) Chair;
- (b) Vice-Chair;
- (c) President;
- (d) Board Secretary;
- (e) Treasurer; and
- (f) such other Officers as the Board may appoint in its discretion.

8. APPOINTMENT AND REMOVAL OF OFFICERS

- 8.1 The Board shall appoint a Board Secretary and Treasurer, who need not be Governors.
- 8.2 The Board may, subject to OCAATA and ONCA, establish duties of Officers and delegate Board powers to Officers who are Governors through By-laws, resolutions and policies of the Board.
- 8.3 The Board may remove any Officer by Ordinary Resolution at a meeting for which notice of the intention to present a motion for removal has been given to all Governors.

9. POWERS OF THE BOARD

The Board shall establish the overall goals, objectives and strategic direction of the College and shall, through its oversight and stewardship, ensure that the College operates efficiently and effectively.

10. INDEMNITIES TO GOVERNORS AND BOARD OFFICERS

- 10.1 Every Governor or Officer or former Governor or Officer or an individual who acts or acted at the request of the College as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the funds of the College from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the College or other entity.

- 10.2 The College may advance money to an individual referred to in subsection 10.1 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 10.3.
- 10.3 The College shall not indemnify an individual under subsection 10.1 unless:
- (a) the individual acted honestly and in good faith with a view to the best interests of the College or other entity, as the case may be; and
 - (b) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11. PROTECTION OF GOVERNORS AND BOARD OFFICERS

Subject to subsection 10.3, no Governor or Officer shall be liable for:

- (a) any act, receipt, neglect or default of any other Governor, Officer, Committee member, or employee of the College;
- (b) 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;
- (c) the insufficiency or deficiency of any security in or upon which any money of the College may be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any money, securities or other assets belonging to the College may be deposited;
- (e) any loss, conversion, misapplication or misappropriation of, or any damage resulting from any dealings with, any money, securities or other assets belonging to the College; or
- (f) any other loss, damage or misfortune whatever which may happen in the execution of their duties of their office;

unless the same shall happen by or through the Governor's or Officer's own willful neglect or default.

12. DELEGATION OF DUTIES OF BOARD OFFICERS

Except where provision is specifically made elsewhere in this By-law, the unwillingness or inability of any Officer to act, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers and responsibilities of such Officer to any other Officer or to any Governor for the time being.

13. REMOVAL OF A GOVERNOR

13.1 Grounds for Removal

The Board may remove a Governor, other than the President, or Governors appointed by the Lieutenant Governor in Council, from the Board before the expiration of their term if:

- (a) the Governor has failed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera meetings of the Board or its Committees;
- (b) the Governor has failed to comply with the provisions of Section 19 – Conflict of Interest;
- (c) the Governor has not acted with honesty, in good faith and in the best interests of the College;
- (d) the Governor has knowingly failed to comply with OCAATA, ONCA, the Directives, Board policies, or any other College policies applicable to the Governor;
- (e) the Governor is absent for three (3) consecutive meetings of the Board or for more than 50 percent of the regular meetings of the Board in a twelve (12) month period, without permission from the Board;
- (f) the Governor has neglected or refused to participate on Board Committees or to contribute to effective discussion and decision-making at the Board;
- (g) the Governor is a Student Governor who is no longer in Good Academic Standing or who has received an academic integrity alert or student conduct violation on their student file; or
- (h) the Governor has committed one of the following grounds of misconduct that in consequence would, if such Governor were to continue as a Governor, adversely affect the reputation or operations of the Board or of the College:
 - (i) harassment (including activities that would constitute harassment under College policies or applicable laws);

- (ii) violence (including activities that would constitute violence under College policies or applicable laws);
- (iii) conviction of a criminal offence;
- (iv) conduct unbecoming of a Governor, including but not limited to improper use of authority or position, improper use of privileged or confidential information, and conduct that is deemed to be detrimental to or generally contrary to the mandate, interest and welfare of the College; or
- (v) discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under other College policies or applicable laws).

13.2 With respect to any Governor appointed by the Lieutenant Governor in Council, if the Board believes that there exist reasons justifying the removal of the Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

13.3 Procedure for Removal

- (a) **External Governors.** Prior to the Board voting to remove a Board-appointed External Governor, the Chair or Vice-Chair shall discuss the matter with such Governor to explain why the removal is being considered and to seek a satisfactory explanation or solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board at an in-camera meeting. The notice for such meeting shall specify the intention to pass an Ordinary Resolution removing such Governor and the grounds for removal. Such Governor shall be given an opportunity to respond to the grounds for removal by addressing the Board at such meeting, but shall not be present during discussion and shall have no right to vote on any resolution. A Governor may be removed by Ordinary Resolution of the Board at a meeting of the Board which has been convened and conducted in accordance with this provision.
- (b) **Student Governor.** Upon notification that a Student Governor is no longer in Good Academic Standing or has received an academic integrity alert or student conduct violation on their student file, the following actions shall be taken. The purpose of removal is to allow the student to focus time and effort on regaining Good Academic Standing:

- (i) the Chair of the Board and the President shall notify the Student Governor in writing of the intention to remove them from the Board;
- (ii) the Student shall be invited to provide input to the Chair and President, provided that, should the Student Governor not accept this invitation within ten (10) business days, this opportunity will be forfeit;
- (iii) the Chair and President shall consider the input received by the Student Governor and shall notify the Student Governor of their recommendation; and
- (iv) should the recommendation be to remove the Student Governor, in an in-camera meeting, the Board may remove the Student Governor by passing an Ordinary Resolution, citing the reason.

13.4 **Review of Removal.** Within ten (10) days of the decision by the Board to remove a Governor, the Governance Review Committee shall review the decision. The review by the Governance Review Committee shall be limited to the following:

- (a) was the Governor removed for a reason established in this Section 13; and
- (b) was the procedure used to remove the Governor in compliance with this Section 13.

The review shall not include a review of whether the decision of the Board was correct.

The review process by the Governance Review Committee shall include a requirement that the Chair of the Board and the President sign a written attestation that the removal process was carried out in accordance with the By-laws. Upon its completion of the review, the Governance Review Committee shall issue a written report to the Board and the Governor who has been removed no later than thirty (30) days following the completion of the review.

14. REMUNERATION OF GOVERNORS

The Governors shall serve without remuneration, and no Governor shall directly or indirectly receive any profit from their position as such. However, a Governor may be paid reasonable expenses incurred by them in the performance of Board duties.

15. RULES OF ORDER

The conduct of meetings of the Board and its Committees shall be in accordance with "Robert's Rules of Order" except where said rules conflict with OCAATA, ONCA, the Directives or a By-law or policy of the College.

16. BOARD MEETINGS

16.1 Meetings of the Board shall be held in two parts: Public and In-Camera.

16.2 All Board meetings shall be considered open to members of the public. However, the following specific matters shall be considered as matters to be discussed at an in-camera session of the Board where only Governors and invited guests are permitted to attend:

- (a) Identification of a potential or perceived conflict of interest;
- (b) Consideration of sanctions against and removal of a Governor;
- (c) Student-specific issues;
- (d) Matters relating to an individual Governor or a prospective Governor;
- (e) Individual employee matters;
- (f) Donor-specific issues;
- (g) Any other matters where personal information about an individual will or may be revealed;
- (h) Human resource and labour relations matters including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- (i) Litigation or potential litigation including administrative tribunal matters;
- (j) Receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- (k) The security of property of the College;
- (l) Contract matters including negotiations or disputes;
- (m) The acquisition, disposition, lease, exchange or expropriation of, or improvements to real or personal property, if the Board considers that disclosure might reasonably be expected to harm the interest of the College;

- (n) Reports from the Board's Committees where those Committee meetings are closed to the public;
 - (o) Board, Committee and governor self-evaluation;
 - (p) Other matters that, in the opinion of the majority of governors, the disclosure of which might be prejudicial to an individual or to the best interests of the College;
 - (q) Whistleblowing reports; and
 - (r) Consideration of whether an item is to be discussed in-camera.
- 16.3 Decisions taken at an in-camera meeting may, in the discretion of the Board, be reported at a subsequent public Board meeting.
- 16.4 Governors may consider or transact any business, including any special business, at any meeting of the Board.

17. FREQUENCY AND LOCATION OF MEETINGS

- 17.1 The Board shall meet at least six (6) times per year, unless otherwise determined by the Board.
- 17.2 The Board shall establish and cause to be provided to each Governor a schedule of meeting days and times for each Board year.
- 17.3 Meetings may be formally called by the Chair or Vice-Chair or by the President on the direction of the Chair or Vice-Chair.
- 17.4 Except as otherwise required by law, the Board may hold its meetings at such place or places as it may determine.
- 17.5 Meetings by Electronic Means.
- (a) If all of the Governors present at or participating in a meeting consent, a meeting of the Board may be held by means of telephone, electronic or other such communication facilities as permit all persons participating in the meeting to communicate adequately and a Governor participating in such meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Governor holds office. The Board Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established in accordance with a process established by the Chair and implemented by the Board Secretary.

- (b) A meeting of the Board or voting on a particular matter shall not be permitted by email, as this method of communication is not adequate. In instances requiring such immediate attention that it is not practical to convene a special meeting of the Board, the Executive Committee can act on behalf of the Board.

18. NOTICE OF BOARD MEETINGS

- 18.1 Notice of meetings of the Board shall be given to Governors as set out below and to the public in such a manner as may be determined by the Board. A list of meeting dates shall be made available through the College website.
- 18.2 Notice of all meetings of the Board shall be delivered or transmitted to each Governor or other person(s) entitled to notice of such meeting. However, no formal notice of any such meeting shall be necessary if all the Governors are present or if those absent waive notice or otherwise signify in writing their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting. Notice of such meetings shall be mailed, delivered, telephoned, sent by facsimile transmission or emailed to each Governor not less than one (1) day prior to the meeting taking place. The Statutory Declaration of the Board Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 18.3 No notice of meeting is required to be given to any Governor in respect of a meeting contained in a schedule of meetings which has been established in accordance with Section 17 – Frequency and Location of Meetings.
- 18.4 No error or omission in the giving of such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, and any Governor may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

19. CONFLICT OF INTEREST

- 19.1 A conflict of interest arises when a Governor's private or personal interest may be in conflict with their official duties and responsibilities as a Governor. This could arise from an actual, potential or perceived conflict of interest of a financial or other nature. The Governors must comply with the Minister's Binding Policy Directive on Conflicts of Interest – the provisions of such Directive will govern to the extent of any conflict with the By-laws or policies of the College.

- 19.2 At the beginning of every Board meeting, the Chair of the Board is to ask and have recorded in the minutes whether any Governor has a conflict to declare in respect to any agenda item.
- (a) When the agenda item arises in the open portion of the Board meeting, the Governor(s) with an actual conflict of interest may remain in the room for the duration of the discussion, but shall not participate in the discussion or vote on this item. The minutes are to record that the Governor(s) in conflict of interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the in-camera portion of a meeting, the Governor should withdraw while the matter is being discussed or voted on and the minutes should reflect this.
 - (b) When the conflict of interest is perceived or potential, the Board will determine whether the Governor or Governors remain for the discussion and vote on agenda items. The minutes should reflect this action.
- 19.3 A Governor is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a Board meeting, the declaration is to be made to the Chair of the Board and the Board is to be informed.
- 19.4 Where a Governor is unsure whether he or she is in conflict, the Governor is to raise the perceived potential conflict with the Board at the earliest opportunity, and the Board is to determine by Ordinary Resolution whether a conflict of interest exists. The said Governor must refrain from voting on whether or not a conflict of interest exists.
- 19.5 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said Governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, reconsider or confirm its decision.
- 19.6 Any Governor who perceives another Governor to be in conflict of interest in a matter under consideration is to raise this concern with the Chair of the Board at the earliest opportunity. The Chair, in turn, is to discuss the matter with the Governor who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting Governor. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by Ordinary Resolution whether a conflict of interest exists. The Governor perceived to be in conflict is to refrain from voting.

19.7 Where there has been a failure on the part of a Governor to comply with this framework, unless the failure is the result of a bona fide error in judgment, the Board is to:

- (a) issue a verbal reprimand; or
- (b) issue a written reprimand; and/or
- (c) request that a Governor resign; and/or
- (d) remove the Governor through processes established in Section 13 herein.

19.8 All Internal Governors have a conflict of interest in respect to agenda items relating to the President's evaluation or performance review, compensation, perquisites and/or benefits. It should be noted, however, that this provision does not prevent the Chair from asking for their input as part of the general information-gathering process in preparing the President's evaluation.

20. QUORUM – BOARD MEETINGS

20.1 A quorum for a Board meeting is equal to the majority of the number of Governors.

20.2 When a Governor declares a conflict of interest, the quorum shall be a majority of the remaining Governors.

20.3 A Governor who participates in a Board meeting by electronic means shall be deemed to be present and shall count towards quorum.

21. VOTING

21.1 Decisions at any meeting of the Board shall be decided by Ordinary Resolution, except as otherwise required by law or this By-law.

21.2 A Governor may request a recorded vote, however, the results of how each Governor voted will not be recorded in the minutes.

21.3 A Governor may request their dissent be recorded in the minutes.

21.4 Voting by proxy is not permissible.

21.5 A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.

22. RECONSIDERATION

After any question has been decided, any Governor who voted in the majority may move for a reconsideration of the question, but no discussion on the main question shall be allowed unless the matter is reconsidered and there shall be no reconsideration unless:

- (a) Notice of the motion to reconsider is given either at a meeting of the Board or in the same manner as notice of a regular meeting of the Board is given, and such notice to reconsider is in any event given at least two (2) days before the meeting at which the motion to reconsider is to be presented; and
- (b) The Governors pass a Special Resolution in favour of such reconsideration.

23. MEETINGS OF MEMBERS

23.1 **Annual and Special Meetings:** For purposes of compliance with ONCA, the meeting of the Board at which the audited financial statements are received will be deemed to be the annual meeting of the members. The Board or the Chair or Vice-Chair shall have power to call at any time a special meeting of the members of the College. The provisions of Sections 16, 17, 18, 20, 21, and 22 of this By-law shall apply to the annual meeting of the members, except as noted in Section 23.2.

23.2 **Notice:** Members shall be notified not less than ten (10) days prior to the time fixed for the holding of any such meeting; provided always that any meeting of members may be held for any purpose at any date and time and any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members waive notice thereof or otherwise signify in writing their consent to such meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the College shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

24. DELEGATIONS TO THE BOARD

24.1 Requests for an audience with the Board stating the nature of the delegation shall be made in writing to the Board Secretary, at least ten (10) business days prior to the next regular meeting of the Board. Upon receipt of the request, the Board Secretary shall confer with the President and Chair of the Board to determine

whether or not the matter can be properly heard by the Board, or whether the matter should properly proceed by other means.

- 24.2 If it is determined by the Board Secretary after consultation with the President and Chair of the Board the request should not be heard by the Board, the requester may appeal the decision by submitting a written petition (maximum five pages) to the Executive Committee. The Executive Committee will determine if the request for an audience with the Board is approved and the decision of the Executive Committee is final.
- 24.3 Exceptions to the timeline may be made at the discretion of the Board Chair, or designate.
- 24.4 Delegations shall be heard at the next regular meeting of the Board, whenever possible.
- 24.5 Delegations of a confidential or sensitive nature involving students, employees or other identifiable individuals shall be heard during the in-camera portion of the meeting.
- 24.6 The Chair shall clarify the guidelines for hearing delegations as follows:
 - (a) Delegations presented shall only relate to matters for which the audience with the Board was requested.
 - (b) Delegations shall be limited to ten (10) minutes. An additional ten (10) minutes may be allowed for questions of clarification by Governors.
 - (c) The protection of privacy of individuals shall be respected in accordance with the *Freedom of Information and Protection of Privacy Act*.
 - (d) Questions to the delegation by Governors shall be limited to points of clarification. The Board shall not enter into debate during the clarification period.
 - (e) Board debate, if required, on matters raised by the delegation shall take place following the presentation, or at the discretion of the Chair and Board. If additional information is required, the Board may request that the issue be debated at a subsequent meeting.
 - (f) The delegation will be informed of any public decision of the Board.

25. COMMITTEES – GENERAL

The Board may establish Committees for such purposes and with such powers as the Board approves. The Board may abolish or amend the purposes or powers of any existing Committee. The Board shall appoint the members of such Committees who shall hold office at the pleasure of the Board. The Board may also remove members of Committees. The Chair and President shall be voting members on all Committees by virtue of their office, and the Board Secretary shall be a non-voting member on all Committees by virtue of their office unless otherwise provided for by By-law or Board policy.

26. ADJOURNMENTS

Any meeting of the Board or a Committee thereof may be adjourned at any time 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.

27. EXECUTION OF DOCUMENTS

27.1 Any two individuals holding the position of the Chair, Vice-Chair, President or Treasurer, or any person or persons from time to time designated by resolution of the Board may act as signing officers for the College for banking purposes.

27.2 The Chair, Vice-Chair, President or Treasurer, or any two of them, or any person or persons from time to time designated by resolution of the Board may transfer any and all shares, bonds or other securities standing in the name of the College in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the College, transfers of shares, bonds or other securities transferred to the College, and the Treasurer, Board Secretary or President of the College may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal, any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

27.3 Notwithstanding any provisions to the contrary contained in the By-laws of the College, the Board may, at any time, by resolution, direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the College may or shall be executed.

28. FISCAL YEAR

Unless otherwise ordered by the Ministry the fiscal year of the College shall terminate on the 31st day of March in each year.

29. CHEQUES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College shall be signed by such Officer or Officers, agent or agents of the College, and in such manner as shall, from time to time, be determined by resolution of the Board and any one of such Officers or agents may alone endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed "for collection" or "for deposit" with the bankers of the College by using the College's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the College and the College's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

30. DEPOSIT OF SECURITIES FOR SAFE KEEPING

The securities of the College shall be deposited for safekeeping with one or more banks, or other financial institutions to be selected by the Board. Any and all securities so deposited, may be withdrawn, only upon the written order of the College signed by such Officer or Officers, agent or agents of the College and in such manner, as shall be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

31. BORROWING

The College may borrow as permitted by applicable law.

32. BUDGET APPROVAL

32.1 The Board shall approve the College's annual budget.

32.2 The Board shall not approve an annual budget prepared in respect of a fiscal year of the College that would provide for an accumulated deficit at the end of such fiscal year without the written approval of the Minister.

32.3 The Board shall not authorize any expenditures that are not within the financial limits set by the annual budget, without the written approval of the Minister.

33. AUDITORS

The Board shall appoint an auditor no later than four months prior to the end of the fiscal year, who shall be instructed to prepare for submission to the Board and the Ministry not later than the 15th day of June in each fiscal year, an audited financial statement for the preceding fiscal year.

34. BOARD POLICIES

The Board shall approve and implement policies which set out the processes and manner in which the Board fulfils its responsibilities.

35. AMENDMENTS

This By-law may be amended by Ordinary Resolution of the Board, provided that a Special Resolution is required to: (a) change the manner of giving notice to Governors; or (b) change the method of voting by Governors not in attendance at a meeting of the Board.

36. PUBLICATION OF MINUTES

All public minutes of the Board shall be open to examination during normal office hours of the College and shall be available to the public on the College's website.

37. PUBLICATION OF BY-LAW

This By-law shall be open to examination by the public during the normal office hours of the College and shall be available to the public on the College's website.

38. REPEAL OF PREVIOUS BY-LAW

By-law No. 1 of the Board of Durham College of Applied Arts and Technology, enacted on the 9th day of February, 2011, is hereby repealed.

39. FORCE AND EFFECT

This By-law shall come into force and take effect on the date it is approved by the Board.

Approved by the Board on the 8 day of June, 2022.



Board Chair



Board Secretary

Definitions Schedule to By-law No. 1

Unless otherwise specified in a By-law or policy of the College, the following terms in a By-law or policy of the College shall have the following meanings:

1. **“Academic Staff Member”** means a person who is employed by the College as a teacher, counsellor or librarian.
2. **“Administrative Staff Member”** means a person who is employed by the College and who is not an Academic Staff Member, a Support Staff Member, or a Student.
3. **“Board”** means the Board of Governors of the College.
4. **“Business Day”** means Monday through Friday from 8:30 a.m. to 4:30 p.m. local time, excluding public holidays.
5. **“By-law”** means a by-law of the College.
6. **“Campaign Period”** means the defined period of time in which a Candidate or designate can undertake activities to promote a Candidate with the intent of winning the election.
7. **“Campaigning”** means activities undertaken by a Candidate or designate to promote a Candidate with the intent of winning the election.
8. **“Candidate Information Session”** means a mandatory information session hosted by the Chief Returning Officer for Candidates in a Student Governor election.
9. **“Candidate”** means an individual who has been informed by the Chief Returning Officer that their nomination has been accepted.
10. **“Chief Returning Officer”** means the individual responsible for administering an Internal Governor election or the election of the Chair or Vice-Chair.
11. **“College Community Members”** means Students, employees and contractors (an inclusive reference to all employees and contractors of the College without regard for position, function or other status of employment), Governors, volunteers, clients and visitors.
12. **“College Council”** means the advisory college council established pursuant to By-law No. 3 of the College to provide a forum for Employees and Students to be consulted and to provide input on significant College matters.
13. **“College”** means The Durham College of Applied Arts and Technology.

14. “**Committee**” means a committee established by the Board, but does not include the Advisory College Council or Program Advisory Committees.
15. “**Constituency**” means a defined group of voters entitled to elect a representative.
16. “**Directive**” means a Minister’s Binding Policy Directive issued under OCAATA.
17. “**Electoral Committee**” means a limited-term committee of the Board tasked with responding to specific complaints and appeals related to an election.
18. “**Employee**” means any person in the employ of the College without regard for position, function, or other status of employment.
19. “**External Governor**” means a Governor who is not an Internal Governor or the President.
20. “**External Member**” of a Program Advisory Committee means a member who is not a full-time or part-time employee or contractor of the College.
21. “**Good Academic Standing**” means a Student who is not on academic probation or suspension.
22. “**Governor**” means an individual elected or appointed as a governor of the College in accordance with the provisions of OCAATA, the Directives and the By-laws and includes any Internal Governor, any External Governor and the President.
23. “**Internal Governor**” means a Governor elected from the Student, Academic, Administrative or Support Staff groups.
24. “**Minister**” shall mean the Minister of Colleges and Universities (of the Government of Ontario from time to time or such other Minister of the Government of Ontario whose responsibilities include the administration of OCAATA), unless stated otherwise.
25. “**Nomination Form**” means the written form required to be completed in order to become a Candidate in a Chair, Vice-Chair, or Internal Governor election.
26. “**Nomination Period**” means the defined period of time in which Nomination Forms are accepted by the Chief Returning Officer.
27. “**Notice of Disqualification**” means a written notice issued by the Chief Returning Officer advising a Candidate that they have been disqualified.
28. “**Notice of Election**” means a written notice issued by the Chief Returning Officer advising of an upcoming Internal Governor election.
29. “**OCAATA**” means *Ontario Colleges of Applied Arts and Technology Act, 2002* and, where the context requires, includes Regulation 34/03 made under it, as amended from time to time.
30. “**Officer**” means an officer of the College as such term is defined in ONCA.

31. “**ONCA**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended from time to time.
32. “**Ordinary Resolution**” means a resolution that is passed at a meeting of Governors, with or without amendment, by at least a majority of the votes cast, or is consented to by each Governor;
33. “**Program of Instruction**” or “**program**” means a group of related courses leading to an Ontario College Certificate, Ontario College Diploma, Ontario College Advanced Diploma, Ontario College Graduate Certificate or an Ontario College Baccalaureate Degree or other document awarded by the Board of Governors.
34. “**Special Resolution**” means a resolution that is passed at a meeting of Governors, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Governor.
35. “**Standing Committee**” means the Executive Committee, Nominating Committee, Audit and Finance Committee, or Governance Review Committee.
36. “**Student**” means an individual who is enrolled in a Program of Instruction at the College.
37. “**Support Staff Member**” means a person who is employed by the College as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff.
38. “**Voters List**” means a list of eligible voters for a particular Constituency group.
39. “**Voting Period**” means the defined period of time in which votes can be cast.