THE GEORGIAN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

B O A R D OF GOVERNORS

B Y – L A W S

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DEFINITIONS SCHEDULE

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 days**" means every day other than a Saturday, Sunday or statutory holiday in the Province of Ontario.

5. "**By-Law**" means any **By-Law** of the **College** from time to time in force and effect.

6. "**Call For Nominations**" means the call for nominations of individuals for election to the **Board** from such Constituencies that are eligible to elect an individual to the **Board**.

7. "**Campaign Period**" means the period of time following the approval of nominations by the **Election Committee** pursuant to paragraph 12 of **ByLaw No. 4** for campaigning by Candidates, which period of time shall not be less than five (5) **business days**.

8. "**Candidate**" has the meaning assigned to it in paragraph 9(b) of **ByLaw No. 4**.

9. "**Chair**" means the Chair of the **Board**.

10. "**College**" means The Georgian College of Applied Arts and Technology established by OCAATA as an agency of the Crown.

11. "**College Council**" means the Advisory College Council, which is established by **ByLaw No. 3**.

12. "**College Locations**" refers to the locations of the **College**, where **College** activities and/or services are offered.

13. "**Constituency**" means a group of individuals that is made up of either the **students**, or the full-time **academic staff members**, or the full-time **administrative staff members**, or the full-time and part-time **support staff members**.

14. "**Election Committee**" means the committee established pursuant to paragraph 4 of **ByLaw No. 4**.

15. "**Election Day**" means the last date on which voting for **Candidates** can occur and the date that the votes are counted.

16. "**Eligible Voter**" means an individual who is eligible to vote for a **Candidate** from their Constituency.

17. "**ex-officio**" means "by virtue of office" and includes all rights, responsibilities, and power to vote unless otherwise specified.

18. "**GCSA**" means the Georgian College Students' Association.

19. "**Governor**" means an individual on the **Board**.

20. "**LGIC**" means the Lieutenant Governor in Council.

21. "**Minister**" means the Minister of Colleges and Universities.

22. "**Nomination Form**" means the information required to be filed with the **Election Committee** in accordance with paragraph 7 of **ByLaw No. 4** by an individual who wishes to be nominated for election to the **Board**.

23. "**Nomination Period**" means the period of time following the **Call for Nominations** in which **Nomination Forms** shall be submitted to the **Election Committee**, which period of time shall not be less than five (5) **business days**, and includes any extensions to the **Nomination Period** made in accordance with **ByLaw No. 4**.

24. "**OCAATA**" shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002* and all regulations made thereunder and any amendments made to the act or the regulations.

25. "**ONCA**" shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations.

26. "**President**" means the President and Chief Executive Officer (CEO) of the **College**.

27. "**Program Advisory Committee**" means a committee appointed by the **Board** for a **program of instruction**.

28. "**program of instruction**" has the meaning ascribed to such term in **OCAATA**, namely, a group of related courses leading to a diploma, certificate or other credential awarded by the **College**, as such term may be amended from time to time.

29. "**quorum**" means the minimum number of **Governors** or committee members in attendance at a meeting that is necessary to conduct the business of the **Board** or the committee.

30. "**Representative**" means one (1) or more representatives of and appointed by the **Election Committee** for the purpose of fulfilling one (1) or more responsibilities of the **Election Committee** pursuant to and as permitted by **ByLaw No. 4**.

31. "**staff member**" means a full-time, part-time or contract **academic staff member**, **administrative staff member** or **support staff member**.

32. "**student**" means a person who is enrolled in a course or **program of instruction** in the **College**.

33. "**Student Governor**" means the **student** who is elected by the **students** to hold a voting seat on the **Board**.

34. "**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.

35. "**telephonic or electronic means**" shall mean any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

36. "**Vice Chair**" means any **Vice Chair** of the **Board**.

37. All undefined terms contained which are defined in **OCAATA** shall have the meanings given to such terms in **OCAATA**, as applicable.

38. Words expressing the singular number shall include the plural and words expressing any gender shall include all genders and references to "persons" shall include corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

39. All headings are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any **By-Law** or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

40. The **OCAATA** provides that the **College** is bound by policy directives issued by the **Minister** in relation to the manner in which the **College** carries out its objects or conducts its affairs.

41. In the event of any conflict between **OCAATA**/policy directives and **ONCA**, **OCAATA**/policy directives shall prevail and in the event of any conflict between **OCAATA**/policy directives, the **ONCA** and the **By-Laws**, the **OCAATA**/policy directives or **ONCA** shall prevail.

THE GEORGIAN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BYLAW NO. 1: GENERAL BY-LAW

being a **By-Law** relating generally to the transaction of the affairs of
The Georgian College of Applied Arts and Technology

BE IT ENACTED as a **By-Law** of the **College** as follows:

OBJECTS

1. OBJECTS OF THE COLLEGE

The objects of the **College**, as prescribed by **OCAATA**, are to:

(a) offer a comprehensive program of career-oriented post-secondary education and training to assist individuals in finding and keeping employment;

(b) meet the needs of employers and the changing work environment; and

(c) support the economic and social development of the **College's** local and diverse communities.

BOARD OF GOVERNORS

2. BOARD OF GOVERNORS

In accordance with the **OCAATA**, the affairs of the **College** shall be managed by a **Board** composed of the following voting members:

(a) four (4) **Governors** appointed by the Lieutenant Governor in Council (**LGIC)**.

(b) eight (8) **Governors** appointed by the **Governors** holding office at the time of the appointment;

(c) the **President**, who shall be an **ex-officio Governor**;

(d) one (1) **student** duly elected by the **students** of the College, if the **students** exercise their right to do so; and

(e) one (1) **academic staff member**, one (1) **administrative staff member** and one (1) **support staff member**, each of whom shall be duly elected by their respective staff group, if such group exercises its right to do so.

A **Governor** appointed under paragraph 2(a) and 2(b) shall not participate in a vote of the **Board** relating to a renewal or extension of their appointment and shall not be an employee or a **student** of a college of applied arts and technology.

The **Board** shall not be improperly constituted solely because the **students** choose or a staff group referenced in this paragraph 2 chooses not to exercise the right to elect a **Governor** under paragraph 2(d) or 2(e) of this **By-Law**, as applicable.

3. QUALIFICATIONS

Every **Governor** shall be disqualified from being a **Governor** if they:

(a) are under eighteen (18) years old;

(b) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(c) are a person who has been found to be incapable by any court in Canada or elsewhere;

(d) have the status of a bankrupt;

(e) have been convicted of a criminal offence;

(f) are a person who is an "ineligible individual" under the *Income Tax Act* (Canada) or any regulations made under it.

In accordance with the **ONCA**, an individual elected or appointed to hold office as **Governor** shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such **Governor** has been re-elected or reappointed where there is no break in the **Governor's** term of office. If an elected or appointed **Governor** consents in writing after the ten (10) day period referred to in this paragraph, the election or appointment is valid.

4. ELECTIONS

The **Governors** elected under paragraphs 2(d) and 2(e) of this **By-Law** shall be elected in accordance with procedures established by the **Board** after consultation with the **students** and the staff groups referenced in paragraph 2 of this **By-Law**. Such procedures are set out in **ByLaw No. 4**.

5. TERM OF OFFICE

(a) The **Governors** appointed or elected under paragraph 2 of this **By-Law**, other than a **Governor** elected by the **students** under paragraph 2(d), shall be appointed or elected, as the case may be, to hold office for a term of three (3) years and shall be eligible for reappointment or re-election, subject to the qualification that no person may serve on the **Board** for more than six (6) years consecutively. Upon the expiration of two (2) years after having served on the **Board** for two (2) consecutive terms, such person shall be eligible for reappointment or re-election for successive terms not to exceed six (6) years in total.

(b) The **Board** may determine by **Board** resolution, under exceptional circumstances, that the six (6) year limit set out in paragraph 5 does not apply to a **Governor** who is serving as Chair, and the **Governor** shall immediately be eligible for reappointment or re-election to another term of office, provided that the Governor continues to serve as Chair and such person may not be a **Governor** for more than eight (8) consecutive years and subsequently is not eligible for reappointment or re-election to the **Board**.

(c) The terms of the **Governors** appointed under paragraph 2(b) may be staggered so that, whenever possible, one-third (1/3) of the **Governors** are appointed each year.

(d) The terms of the **Governors** elected under paragraph 2(e), being the staff representatives, may be staggered so that, whenever possible, one (1) such Governor shall be elected each year.

(e) The **Governor** elected under paragraph 2(d) of this **By-Law**, being the **student** representative, shall be elected to hold office for a term of one (1) year and shall be eligible for re-election provided that no such person may serve on the **Board** for more than four (4) years consecutively. Upon the expiration of two (2) years after having served on the **Board** for four (4) consecutive years, such person shall be eligible for re-election for successive terms not to exceed four (4) years in total.

(f) The **Governors**, other than those appointed or elected to fill a vacancy pursuant to paragraph 7 of this **By-Law**, shall take office on the 1st day of September in the year of their appointment or election, as the case may be.

6. VACANCIES

(a) A **Governor** shall cease to be a **Governor** if:

(i) they cease to be qualified in accordance with paragraph 3;

(ii) they die or by notice in writing to the **College** they resign office, which resignation will be effective at the time it is received by the **College** or at the time specified in the notice, whichever is later; or

(iii) they are removed as **Governor** in accordance with paragraphs 19 to 21 of this **By-Law**.

(b) Where any person elected to the **Board** under paragraph 2(d) or 2(e) of this **By-Law** ceases temporarily or permanently to be a **student**, **academic staff member**, **administrative staff member** or **support staff member**, as the case may be, such person shall cease to be a **Governor**, except for a **student** who graduates from the **College** prior to the expiration of the **student**'s term, which **student** may remain a **Governor** until August 31st in the year of the **student**'s graduation.

7. FILLING VACANCIES

(a) Where a vacancy occurs in a position of the **Governors** appointed under paragraph 2(a) of this **By-Law**, the **College** shall request the **LGIC** to a appoint a person to fill such vacancy for a term of three (3) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.

(b) Where a vacancy occurs in a position of the **Governors** appointed under paragraph 2(b) of this **By-Law**, the **Board** shall appoint a person to fill the vacancy for a term of three (3) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.

(c) Where a vacancy occurs in the position of the **Governor** elected under paragraph 2(d) of this **By-Law**, the **students** shall elect a new **Governor** in accordance with **ByLaw No. 4** for a term of one (1) year, commencing on the date of election and terminating on August 31st in the year in which such term expires.

(d) Where a vacancy occurs in a position of the **Governors** elected under paragraph 2(d) of this **By-Law**, the applicable staff group shall elect a new **Governor** in accordance with **ByLaw No. 4** for a term of three (3) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.

8. PROTECTION OF GOVERNORS AND OFFICERS

(a) No **Governors** or officers 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 of 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 money of or belonging to the **College** shall be placed out 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 moneys, 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 their representative office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through the wrongful or wilful neglect or default of such **Governor** or officer or failure to act honestly and in good faith with a view to the best interests of the **College**; provided that nothing herein shall relieve any **Governor** or officer of any liability imposed by statute.

(b) Every **Governor** or officer or former **Governor** or officer of the **College** or an individual who acts or acted at the **College's** request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the **College's** funds 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.

(c) The **College** may advance money to an individual referred to in paragraph 8(b) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 8(d).

(d) The **College** shall not indemnify an individual under paragraph 8(b) unless:

(i) the individual acted honestly and in good faith with a view to the **College's** best interests or other entity for which the individual acts or acted at the **College's** request as a director or officer, or in a similar capacity, as the case may be; and

(ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

(e) Subject to applicable law, including the **ONCA**, **OCAATA**, and the *Charities Accounting Act* and the regulations made thereunder, the **College** may purchase and maintain insurance for the benefit of an individual referred to in paragraph 8(b), against any liability incurred by that individual in the individual's capacity as a **Governor** or an officer of the **College**, or, in the individual's capacity as a **Governor** or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the **College's** request.

9. CONFLICT OF INTEREST

The **Governors** shall comply with the **Minister's** binding policy directive on conflict of interest, any conflict of interest policy approved by the **Board** and the conflict of interest provisions of the **ONCA**.

10. REMUNERATION OF GOVERNORS

The **Governors**, excluding the **President**, shall receive no remuneration for acting as **Governors**. However, **Governors** shall be reimbursed by the **College** for reasonable travelling and living expenses properly incurred by them in connection with meetings of the **Board** or other business of the **College**.

11. QUORUM

A **quorum** for a meeting of the **Board** shall be equal to a majority of the number of Governors required under paragraph 2 of this **By-Law** plus one (1).

12. BOARD MEETINGS

(a) Except as otherwise required by law, meetings of the **Board** may be formally called by the Chair, a Vice Chair or by any two (2) **Governors** or by the Secretary on direction of any of these officers or **Governors**. The **Board** may consider or transact any business, special or general, at any meeting of the **Board**. All meetings of the **Board** shall be open to the public and no person shall be excluded from a meeting except:

(i) for misconduct as determined by the **Board**;

(ii) where a matter to be considered has been determined by the **Board** to be confidential to the **College**, which the **Board** may do if the matter pertains to:

1. identification of a potential or perceived conflict of interest;

2. consideration of sanctions against and removal of a **Governor**;

3. the disclosure of intimate, health, personal or financial information in respect of a **Governor**, committee member, staff members or prospective staff member or a **student**;

4. the acquisition, planning, design, new build, renovation, disposal, lease, exchange or expropriation of real or personal property or improvement;

5. donor-specific issues;

6. litigation or potential litigation affecting the **Board**;

7. strategic labour relations and matters pertaining to collective bargaining or terms of employment;

8. the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

9. all matters arising out of the **President's** terms of employment, including hiring, evaluation, contract terms and termination;

10. **Board**, committee and **Governor** self-evaluation;

11. information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;

12. information that is subject to solicitor-client privilege;

13. security of property of the **College**;

14. contract matters, including negotiations or disputes;

15. reports from committee meetings that were closed to the public;

16. whistle-blowing reports;

17. discussion of confidential information that could reasonably be foreseen to cause a negative competitive impact on the **College** or that may negatively impact sensitive stakeholder relations should such information be publicly disclosed;

18. 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**; and

19. consideration of whether an item is to be discussed in camera with only **Board** members present, which shall only be used in exceptional circumstances.

in which case the part of the meeting concerning such confidential matter may be closed to the public at the discretion of the **Board**;

(iii) where a matter of a personal nature concerning an individual may be considered at a meeting, in which case the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the **Board** agrees that that part of the meeting be open to the public.

(b) Notwithstanding that a meeting or a portion of a meeting of the **Board** is closed to the public pursuant to this paragraph, the **Board** may request that its advisors, including senior staff, past **Governors**, professional advisors or any person providing services to the **Board** in a similar capacity may be present at the meeting or part thereof which is closed to the public.

13. NOTICE OF MEETINGS

(a) Notice of meetings of the **Board** shall be delivered personally, given by electronic mail or other electronic means to each **Governor** at their latest address as shown in the records of the **College** not less than three (3) **business days** before the meeting is to take place. The statutory declaration of the Secretary, Chair or a Vice Chair that notice has been given pursuant to this **By-Law** shall be sufficient and conclusive evidence of the giving of such notice. The **Board** may by resolution appoint a day or days in any month or months for regular meetings, at an hour to be named, and no notice of such regular meetings need be sent. Notice of a **Board** meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in paragraph 32, in which case the notice shall specify that matter.

(b) Notice of meetings of the **Board** shall be made available to the public through the **College** website, and or other such manner as determined by the **Board**.

(c) Notice of a meeting of **Governors** need not specify a place of the meeting if the meeting is to be held entirely by one (1) or more **telephonic or electronic means**. If the **Governors** may attend a meeting by **telephonic or electronic means**, the notice of the meeting shall include instructions for attending and participating in the meeting by the **telephonic or**

electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

14. ERRORS ON NOTICE

No error or omission in giving notice for a meeting of the **Board** shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting and any **Governor** may at any time waive notice of a meeting and may ratify and approve of any or all proceedings taken or had at the meeting.

15. VOTING

Questions arising at any meeting of the **Board** shall be determined by a majority of votes cast by the membership of **Governors** eligible to vote on the question. All votes at any such meeting shall be taken by ballot if so demanded by any **Governor** present, but, if no demand be made, the vote shall be taken by a show of hands by assent or dissent. The Chair shall not have a casting vote in the case of an equality of votes. 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 the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution; provided that any **Governor** present may require the number or proportion of votes recorded in favour of or against such resolution to be recorded in the minutes of such meeting.

In accordance with the **ONCA**, a **Governor** is deemed to have consented to a resolution passed or action taken at a **Board** meeting or of a committee of **Governors** if:

(a) the **Governor** was present at the meeting, unless,

  (i) the **Governors'** dissent is entered in the meeting minutes;

  (ii) the **Governor** requests that their dissent be entered in the meeting minutes;

  (iii) the **Governor** gives their dissent to the meeting secretary before the meeting is terminated;

  (iv) the **Governor** submits their written dissent immediately after the meeting is terminated to the College; or

(b) the **Governor** was not present at the meeting and within seven (7) days after becoming aware of the resolution, the **Governor** has not,

  (i) caused their written dissent to be placed with the meeting minutes; or

  (ii) submitted their written dissent to the College.

A **Governor** who votes for or consents to a resolution is not entitled to dissent under this paragraph.

16. ADJOURNMENTS

Any meeting of the **Board** may be adjourned to any time and from time to time and any business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. Notice of a meeting that continues an adjourned meeting of **Governors** is not required to be given if all of the following are announced at the time of the adjournment: (a) the time of the continued meeting; (b) if applicable, the place of the continued meeting; and (c) if applicable, instructions for attending and participating in the continued meeting by the **telephonic or electronic means** that will be made available for the meeting, including, if

applicable, instructions for voting by such means at the meeting. The adjournment may be made in spite of no **quorum** being present.

17. MEETINGS BY ELECTRONIC MEANS

A meeting of **Governors** may be held entirely by one (1) or more **telephonic or electronic means** or by any combination of in-person attendance and by one (1) or more **telephonic or electronic means**, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A **Governor** participating in the meeting by those means is deemed to be present at the meeting.

18. DELEGATIONS TO THE BOARD

Delegates wishing to make a presentation at a **Board** (public or private) meeting shall contact the Executive Assistant in the Office of the **Board at least thirty (30) days** in advance of the meeting date. A written submission in advance of the meeting is required in letter format outlining the matter to be discussed and contact information. The Executive Committee reserves the right to direct delegations to a senior staff member, a committee of the **Board** or a **Board** meeting.

The Executive Committee will determine the details of the presentation (i.e. time allocated and number of speakers). Following the presentation, the **Board** may take immediate action or refer the matter to staff or another committee, pending further information or a staff report. Where appropriate, the delegation will be notified of the **Board's** actions as soon as possible.

REMOVAL OF GOVERNORS

19. GROUNDS FOR REMOVAL

The **Board** may remove a **Governor** (other than the **President** or **Governors** appointed by the **LGIC** pursuant to paragraph 2(a) of this **By-Law**) from the **Board** by a resolution of the **Governors** passed pursuant to paragraph 20(a) of this **By-Law** if, in the opinion of the other **Governors**:

(a) the **Governor** has failed to attend, without a leave of absence granted by the **Board**, at least seventy-five percent (75%) of the regular meetings of the **Board** in any twelve (12) month period or two (2) consecutive meetings of the **Board**;

(b) the **Governor** has failed to attend, without a leave of absence granted by the **Board**, at least seventy-five (75%) of the regular meetings of any committee of the **Board** to which such **Governor** has been appointed in any twelve (12) month period or two (2) consecutive meetings of any committee to which such **Governor** has been appointed;

(c) a **Governor** ceases to be qualified to be a **Governor**;

(d) the **Governor** has neglected or refused to participate on committees of the **Board** and/or to contribute to effective discussion and decision making at the **Board**;

(e) the **Governor** has failed to comply with the **Minister's** binding policy directive on conflict of interest, any conflict of interest policy approved by the **Board** and the conflict of interest provisions of the **ONCA**;

(f) the **Governor** has failed to maintain the confidentiality of any and all information, discussions or proceedings at meetings of the **Board** which were closed to the public;

(g) the **Governor** has failed to observe and perform the **Governor's** fiduciary duty to the **College** in that the **Governor** has not acted with honesty, in good faith and in the best interests of the College;

(h) the **Governor** has knowingly failed to comply with **OCAATA**, **ONCA**, any applicable binding policy directive of the **Minister**, **Board** policies, or any other **College** policies applicable to the **Governor**; and

(i) the **Governor** has committed one (1) of the following grounds of misconduct and in consequence would, if such **Governor** were to continue as a **Governor**, adversely affect the image and/or operations of the **Board** or of the College:

(i) conviction of a criminal offence;

(ii) violence (including activities that would constitute violence under **College** policies);

(iii) harassment (including activities that would constitute harassment under **College** policies);

(iv) discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College policies); or

(v) conduct unbecoming of a **Governor**.

20. PROCEDURE FOR REMOVAL

(a) Prior to the **Board** voting to remove a **Governor**, the Chair or a Vice-Chair shall discuss the matter with such **Governor** to explain why the removal is being considered and to seek a satisfactory explanation of 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 a meeting which is closed to the public, and the **Board** shall determine by resolution, passed by at least a majority of the votes cast, whether such **Governor** is to be removed. The notice for such meeting shall specify the intention to pass a 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 leave the meeting for and shall refrain from voting. Such **Governor** shall be clearly notified in writing of the final consideration and decision of the **Board** and any action that will be taken.

(b) With respect to any **Governor** appointed by the **LGIC** under paragraph 2(a) of this **By-Law**, if the **Board** believes that there exists a reason justifying the removal of a **Governor** from the **Board**, the **Chair** or a **Vice-Chair** shall discuss the matter with such **Governor** to explain why the removal is being considered and the **Board** may set out those reasons in a report to the **Minister** for referral to the **LGIC**.

21. REMOVAL REVIEW PROCEDURE

(a) If a person appointed under paragraph 2(b), 2(d) or 2(e) of this **By-Law** is removed as a **Governor**, they may request a review of the decision of the **Board** in which case the **Board** shall establish a review committee comprised of three (3) past **Governors** (the "**Review Committee**").

(b) Within fifteen (15) **business days**, the Review Committee shall consider and determine whether the removal was for a reason set out in this **By-Law** and in accordance with the

procedure established in this **By-Law** and shall not include a review of whether the **Board** was correct in removing a **Governor** from the **Board**.

(c) The decision of the Review Committee on whether the decision of the **Board** was made for a reason set out in this **By-Law** and in accordance with the procedure established in this **By-Law** shall be final and binding.

(d) The Chair and the **President** shall sign a written attestation that the removal process was carried out in accordance with this **By-Law**.

22. ALTERNATIVES TO REMOVAL OF A GOVERNOR

If any of the events of paragraph 19 have occurred, the **Board** shall, as an alternative to removing a **Governor**, have the option of imposing any one (1) or a combination of the following sanctions:

(a) issuing an oral reprimand; or

(b) issuing a written reprimand; or

(c) requiring education or training to be completed; or

(d) suspending the **Governor** for a period or term set by the **Board**; or

(e) requesting that the **Governor** resign.

OFFICERS

23. APPOINTMENT OF OFFICERS

(a) The **Board** shall annually elect a Chair and two (2) Vice Chairs from among its members appointed under paragraph 2(a) or 2(b) of this **By-law** and all three (3) shall be eligible for re-election except that the Chair may serve for a maximum of two (2) consecutive years and each of the Vice Chairs may serve for a maximum of four (4) consecutive years.

(b) The **Board** shall appoint a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other officers as the **Board** may determine by resolution from time to time. The Secretary and the Treasurer and all other officers, if any, appointed from time to time under this paragraph 23(b) need not be **Governors**, unless otherwise specified by the **Board**.

(c) The **Board** shall appoint a President as contemplated by **OCAATA**, which appointee shall, upon such appointment, become a **Governor ex-officio**.

(d) Upon completion of their term as Chair, the Chair shall become the Past Chair. If the Past Chair ceases to become an appointed **Governor** at the end of their term as Chair or during their term as Past Chair, the **Board** may appoint, at its discretion, such person as or to continue as, as applicable, Past Chair to attend meetings of the **Board** in a non-voting capacity as an advisor to the **Board**. The Past Chair shall remain in office until replaced by the next Past Chair.

24. CHAIR

The Chair shall, when present, preside at all meetings of the **Board**. The Chair shall also have such other powers and duties as may from time to time be assigned to them by the **Board**. The Chair shall be an **ex-officio** member of all committees, other than the Election Committee.

25. VICE CHAIR

Each Vice Chair shall have such powers and perform such duties as may be assigned to them by the **Board** and, in the absence or inability or refusal to act by the Chair, shall perform all the duties and have all the powers of the Chair and, if a Vice Chair, or such other **Governor** as the **Board** may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act by the Chair shall be presumed with reference thereto. In the event of the absence or inability or refusal to act by the Chair, the **Board** shall decide, by ordinary vote, as to which Vice Chair is to act as Chair at any meeting.

26. PAST CHAIR

The Past Chair shall advise and assist the Chair and the **Board** on all matters which are presented to the Past Chair.

27. PRESIDENT

The **Board** shall delegate to the President the full authority to manage and direct the business and affairs of the **College** (except such matters and duties as by law shall be transacted or performed by the **Board** as referred to in paragraph 32 of this **By-Law**), and to employ and discharge agents and employees of the College. The President shall conform to all lawful orders given to them by the **Board** of the **College** and shall, at all reasonable times, give to the **Board** all information they may require regarding the affairs of the College.

28. SECRETARY, TREASURER or SECRETARY-TREASURER

(a) The Secretary shall be an **ex-officio** clerk of the **Board**. They shall attend all meetings of the **Board** and record, or delegate to be recorded, all facts and minutes of all proceedings in the books kept for that purpose. They are responsible for giving all notices required to be given to the **Governors**. They shall be the custodian of the corporate seal of the **College** and of all books, papers, records, correspondence, contracts and other documents belonging to the **College** which they shall deliver up only when authorized by a resolution of the **Board** to do so, and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the **Board**.

(b) The Treasurer shall keep full and accurate accounts of all monies or other valuable effects in the name and to the credit of the **College** in such bank or banks as may from time to time be designated by the **Board**. They shall disburse the funds of the College, under the direction of the **Board**, taking proper vouchers therefore and shall render to the **Board** at the regular meetings thereof, or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the College. The Treasurer shall co-operate with the auditors of the **College** during any audit of the accounts of the **College** and shall also perform such other duties as may from time to time be determined by the **Board**.

(c) The Secretary-Treasurer shall perform the duties of the Secretary and Treasurer and, unless such officer is also a **Governor**, shall not be counted for **quorum** at the meeting of the **Board** and may be invited to attend meetings of the **Board** at the discretion of the **Board**.

29. REMUNERATION

The **Board** may, in accordance with and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration to be paid to the President. All other officers shall serve without remuneration.

30. REMOVAL OF OFFICERS

All officers who are not employees of the **College** shall be subject to removal from their office by resolution of the **Board** at any time with or without cause. In addition, if the Secretary or the Treasurer of the **College** is an employee of the College, the **Board** may, by resolution, remove the Secretary or Treasurer from such office provided that such removal does not affect the employment relationship of such person with the **College**.

31. VACANCIES

If the office of one (1) or more of:

(a) the Chair,

(b) a Vice Chair,

(c) Secretary, Treasurer, Secretary-Treasurer (as applicable), or

(d) President,

shall be or become vacant by reason of death, resignation, disqualification or otherwise, the **Governors** shall elect or appoint a person to fill such vacancy in accordance with **Board** policy.

COMMITTEES

32. EXECUTIVE COMMITTEE

The **Board** may appoint from their number a committee of **Governors** (which may be referred to as the Executive Committee) and delegate to such committee any of the powers of the **Board** except those which may not be delegated by the **Board** pursuant to legislation, a binding policy directive of the Ministry and subsection 36(2) of the **ONCA**, as applicable, including, but not limited to:

(a) to fill a vacancy among the **Governors** or in the position of auditor;

(b) to appoint additional **Governors**;

(c) to issue debt obligations except as authorized by the **Governors**;

(d) to approve any annual financial statements; or

(e) to adopt, amend or repeal **By-Laws**.

33. OTHER COMMITTEES

The **Board** may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the **OCAATA**, **ONCA**, any applicable binding policy directive of the **Minister**, with such powers as the **Board** shall see fit. Any such

committee may formulate its own rules of procedure, subject to such terms of reference as the **Board** may from time to time make. Any committee member may be removed by resolution of the **Board**. In addition to the Executive Committee, there shall be an **Election Committee**, Advancement Committee, a Finance and Audit Committee and a Nominations Committee.

34. FINANCE AND AUDIT COMMITTEE

In accordance with the **ONCA**, the following provisions apply to the Finance and Audit Committee:

(a) the Finance and Audit Committee shall be comprised of one (1) or more **Governors** and a majority of the committee members shall not be officers or employees of the **College** or of any of its affiliates;

(b) the Finance and Audit Committee shall review the **College's** financial statements before they are approved by the **Governors**; and

(c) the auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any Finance and Audit Committee meeting.

35. PROGRAM AND OTHER ADVISORY COMMITTEES

The **Board** shall ensure that advisory committees exist for each **program of instruction** offered by the **College** and such other advisory committees, including campus advisory committees, as it deems advisable from time to time. **ByLaw No. 2** establishes the structure, terms of reference and procedures for Program Advisory Committees.

36. COLLEGE COUNCIL

The **Board** shall establish an advisory college council called the "**College Council**" for the purpose of providing a means for **students** and staff of the **College** to provide advice to the President on matters of importance to **students** and staff. **ByLaw No. 3** establishes the structure, composition, terms of reference and procedures for the **College Council**.

37. GENERAL COMMITTEE PROCEDURE

(a) Members of committees and sub-committees of the **Board** shall receive no remuneration for acting as such, however, they shall be reimbursed by the **College** for reasonable travelling and living expenses properly incurred by them in connection with committee or subcommittee meetings, as applicable, or other business of the College.

(b) All committees shall be subject to the authority of the **Board** and no decisions of the committees shall be binding upon the **Board** or the College, unless and until adopted and ratified by the **Board**. It shall be the duty of the chair of each committee to file minutes of the committee meetings and an annual report with the Chair.

(c) Committee meeting minutes will be approved by the committee at the following committee meeting and be included in the next following **Board** meeting consent agenda. If the next following **Board** meeting occurs before the committee meets to approve the committee minutes, the minutes will be provided to the **Board** in draft, as a committee report.

(d) Committee meetings shall not be open to the public.

EXECUTION OF DOCUMENTS

38. CHEQUES, DRAFTS, NOTES, ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the **Board**.

39. EXECUTION OF DOCUMENTS

(a) Documents requiring execution on behalf of the **College** may be signed by any two (2) of the President, the Chair, a Vice Chair, the Secretary or the Treasurer of the **College** and all documents so signed are binding upon the **College** without any further authorization or formality. The **Board** may from time to time appoint any officer or officers or any person or persons on behalf of the **College** either to sign documents generally or to sign specific documents, provided that the Past Chair may not sign documents unless they are appointed as a **Governor** pursuant to paragraphs 2(a) or 2(b) of this **By-law**.

(b) Contracts in the ordinary course of the **College's** operation may be executed by the President or by any person authorized by the President.

FISCAL YEAR AND AUDITORS

40. FISCAL YEAR

The fiscal period of the **College** shall terminate on the last day of March in each and every year or on such other date as the **Board** may from time to time by resolution determine.

41. AUDITORS

The **Board** shall retain auditors for a five (5) year term to review and audit the accounts and transactions of the **College** and to report their findings to the **Board**, provided that the **Board** shall annually appoint and review the performance of the auditors and shall only reappoint the auditors for the ensuing year if the **Board** is satisfied with the performance of the auditors for the preceding year.

GENERAL

42. REGISTERED OFFICE

The registered office of the **College** shall be in the City of Barrie, in the County of Simcoe, in the Province of Ontario and at such place therein as the **Governors** may from time to time determine.

43. SEAL

The corporate seal of the **College** shall be such as the **Board** may by resolution from time to time approve.

44. BOOKS AND RECORDS

(a) The **Board** shall ensure that all necessary minutes and records of the **College** required by the **By-Laws** of the **College**, or any applicable statute or law, are regularly and properly kept.

(b) Without limiting the generality of paragraph 44(a) of this **By-Law**, the **Board** shall keep minutes and records of its proceedings that accurately reflect the proceedings of the **Board**.

(c) The **By-Laws** shall be open to examination by the public during the normal office hours of the **College** and, wherever possible, shall be available to the public at no charge on a web site on the Internet.

45. RULES OF ORDER

In all instances not provided for in these **By-Laws** or in any rules of order developed by the **Board**, the provisions of Robert's Rules of Order shall be applicable to all procedures of the **Board**.

46. AMENDMENTS

The terms of these **By-Laws** may be amended from time to time by ordinary resolution of the **Board**.

47. REPEAL OF BY-LAW

By-Law No. 18 and any other **By-Laws** of the **College** inconsistent with this **By-Law** be and the same are repealed upon the enactment of this **By-Law**.

We hereby certify that the foregoing **By-Law** was enacted by the **Board** on the 25th day of April, 2024, motion #7051.

Chair

Secretary-Treasurer

THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY

BYLAW NO. 2: PROGRAM ADVISORY COMMITTEES

being a **By-Law** relating generally to the structure, terms of reference and procedures of the Program Advisory Committees of The Georgian College of Applied Arts and Technology

BE IT ENACTED as a **By-Law** of the **College** as follows:

1. ESTABLISHMENT

In accordance with paragraph 35 of **ByLaw No. 1** of the **College** and the "Framework for Programs of Instruction" binding policy directive issued by the **Minister**, the **Board** shall ensure that **Program Advisory Committees** for programs of instruction are established. The purpose of each **Program Advisory Committee** is to ensure that a cross-section of persons external to the **College** who have a direct interest in and a diversity of experience and expertise related to the particular occupational area addressed by the **program of instruction** have an opportunity to provide input to the **Board**. The **Board** is to establish in **By-Law** the structure, terms of reference, and procedures for Program Advisory Committees.

2. RESPONSIBILITIES

A **Program Advisory Committee** shall:

(a) provide advice to the **College** on existing programs of instruction and the development of new related programs of instruction;

(b) advise the **academic staff members**, **students** and **administrative staff members** on matters related to programs (e.g., design content, resources, graduate profile, environmental scan) and any other initiatives relating to the **program of instruction** to which the **Program Advisory Committee** relates;

(c) report annually to the **Board** on matters related to the **Program Advisory Committee's** progress and its ongoing activities;

(d) advise the **College** on the suitability of facilities and/or learning resources, including equipment, as they relate to the learning outcomes within the **program of instruction** to which the **Program Advisory Committee** relates;

(e) advise on the availability and suitability of **College** services, resources and industry support for all work experience components (e.g., co-op, clinical, field placement, internship and apprenticeship opportunities) for the **program of instruction** to which the **Program Advisory Committee** relates;

(f) advise on human resource trends related to current and future needs of the **program of instruction** to which the **Program Advisory Committee** relates;

(g) assist in obtaining and developing **student** bursaries and other fundraising activities as appropriate for the **program of instruction** to which the **Program Advisory Committee** relates;

(h) maintain an active public relations profile for the **program of instruction** to which the **Program Advisory Committee** relates as well as the **College** community at large;

(i) ensure that there is an ongoing public awareness of current and emerging career opportunities in the industry or sector of the **program of instruction** to which the **Program Advisory Committee** relates;

(j) encourage the **program of instruction** to which the **Program Advisory Committee** relates to reflect the changing demographics in our society;

(k) support the development of a diversity of perspective across courses and programs of instruction within the **College**; and

(l) encourage all **students** and graduates of the **College** to be responsible and accountable citizens within their respective communities.

3. VOTING MEMBER ELIGIBILITY

An individual is eligible to be appointed as a voting member of a **Program Advisory Committee** if:

(a) they are:

(i) a representative of an employer within an industry related to a **Program Advisory Committee**'s **program of instruction**;

(ii) a member of a professional association related to a **Program Advisory Committee's program of instruction**;

(iii) a member of a trade union or employee association related to a **Program Advisory Committee's program of instruction**;

(iv) an employee of an educational institution other than the **College**;

(v) an employee of a social or government agency related to a **Program Advisory Committee's program of instruction**;

(vi) a graduate of the **program of instruction** to which the **Program Advisory Committee** relates; or

(vii) a designated **student** in the **program of instruction** to which the **Program Advisory Committee** relates; and

(b) they are deemed, at the discretion of the **President** or designate to be:

(i) recognized by peers and associates as a significant contributor to both career and profession relating to the **program of instruction** to which the **Program Advisory Committee** relates;

(ii) prepared to devote time and energy to a community service;

(iii) capable of independent action and advice separate from that of a particular interest group; and

(iv) capable of advising in the overall interest of the **College**.

4. APPOINTMENT OF VOTING MEMBERS

Each **Program Advisory Committee** shall consist of at least five (5) voting members who have met the eligibility requirements set out in paragraph 3 of this **By-Law** and have been appointed by the **President** or designate. The exact number of voting members of each **Program Advisory Committee** shall be the number of persons appointed to each **Program Advisory Committee** by the **President** or designate.

The **President** or designate shall attempt to ensure that each **Program Advisory Committee** is made up of a cross-section of individuals who have an interest in, and expertise related to, the particular occupational area addressed by the **program of instruction** to which a **Program Advisory Committee** relates. Diversity of experience should also be considered in appointments.

5. TERM OF MEMBERS

A voting member of a **Program Advisory Committee** shall serve for a maximum term of three (3) years and is eligible for one (1) re-appointment with the approval of the **President** or designate.

6. RIGHTS AND DUTIES OF VOTING MEMBERS

Each voting member of a **Program Advisory Committee** shall have the right to receive notice of, attend, participate and vote at all meetings of such **Program Advisory Committee**. Voting members are expected to regularly attend meetings of the **Program Advisory Committee** to which they have been appointed. The chair of a **Program Advisory Committee** together with the Dean who is responsible for the **program of instruction** to which such **Program Advisory Committee** relates shall review the attendance of any voting member of such **Program Advisory Committee** who fails to attend two (2) consecutive meetings and may, following such review, remove a member from such **Program Advisory Committee**.

7. RESIGNATION OF MEMBERS

Any voting member of a **Program Advisory Committee** may withdraw from such **Program Advisory Committee** by delivering to the chair a written resignation.

8. NON-VOTING MEMBERS

In addition to the voting members appointed in accordance with paragraph 4 of this **By-Law**, each **Program Advisory Committee** shall consist of the following non-voting members who shall have the right to receive notice of, attend and participate but not vote at all meetings of a **Program Advisory Committee**:

(a) the Dean and/or Associate Dean and, as appropriate, the Manager of the campus who is responsible for the **program of instruction** to which the **Program Advisory Committee** relates; and

(b) the **President** or designate should receive notice of all **Program Advisory Committee** meetings and may attend in a non-voting capacity as scheduling permits.

9. SUB-COMMITTEES AND WORK TEAMS

Each **Program Advisory Committee** may, from time to time, create one (1) or more sub-committees or work teams to consider a topic or issue, as is deemed necessary or appropriate depending upon the life expectancy of the topic or issue for which a sub-committee or work team has been created to consider. Any such sub-committee may formulate its own rules of procedure,

subject to such regulations or directions as the **Program Advisory Committee** which appointed it may from time to time make.

MEETINGS OF PROGRAM ADVISORY COMMITTEES

10. TIME AND PLACE OF MEETINGS

The date and location of **Program Advisory Committee** meetings shall be set by the chair provided that proper notice of such meetings is provided to all members. Each **Program Advisory Committee** may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

11. NOTICE OF MEETINGS

Notice of **Program Advisory Committee** meetings shall be sent to the members by mail or electronically not less than seven (7) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place.

12. AGENDA FOR MEETINGS

The chair, in conjunction with the Dean who is responsible for the **program of instruction** to which the **Program Advisory Committee** relates, shall establish the agenda for each **Program Advisory Committee** meeting. The agenda shall be distributed to the members either with the notice for such meeting or at the time of the meeting, together with the minutes of the previous meeting of the **Program Advisory Committee** and any **College** reports or other materials to be considered at the meeting. The agenda shall focus on providing advice and direction from the members to the **College**.

13. REGULAR MEETINGS

Each **Program Advisory Committee** shall meet at least two (2) times a year and may appoint a day or days in any month or months for regular meetings of the **Program Advisory Committee** at a place or hour to be named by the chair. A copy of any resolution of the **Program Advisory Committee** fixing the place and time of regular meetings of the **Program Advisory Committee** shall be sent to each member forthwith after being passed, and no other notice shall be required for any such regular meetings.

14. QUORUM FOR MEETINGS

A majority of voting members plus one (1) shall constitute a **quorum** for the transaction of business at a meeting of a **Program Advisory Committee**.

15. VOTING AT MEETINGS

It is recognized that most issues will be discussed by a **Program Advisory Committee** with the general goal of reaching consensus. Nonetheless, it is recognized that from time to time a vote may be required, in which case each voting member is authorized to exercise one (1) vote for each issue for which a vote is initiated. Questions arising at any meeting of the **Program Advisory Committee** for which a vote is required shall be decided by a majority of votes. In case of an equality of votes, the chair, in addition to an original vote shall not have a second or casting vote and the motion shall be deemed to be defeated.

16. MINUTES OF MEETINGS

The Secretary of each **Program Advisory Committee** shall take minutes of all meetings of such **Program Advisory Committee** and, under the direction of the chair, shall distribute such minutes and related documents to the members of such **Program Advisory Committee**.

17. ATTENDANCE AT MEETINGS

Staff members and **students** are permitted to attend **Program Advisory Committee** meetings at the call of the chair, but shall not be entitled to vote at such meetings. They may be requested to make presentations at meetings, act as resource persons, and contribute to the effective operation of **Program Advisory Committees**.

CHAIRS AND SECRETARIES

18. ELECTION OF CHAIR

A **Program Advisory Committee** shall select a chair from among its voting members at the last meeting of the **Program Advisory Committee** that takes place before August 31 or at the first meeting of the **Program Advisory Committee** that takes place after September 1. The term of the chair is one (1) year subject to an annual reappointment for a maximum term of three (3) years.

19. VACANCIES

If the position of a **Program Advisory Committee** chair becomes vacant, the **Program Advisory Committee** shall select one (1) of its voting members to fill such vacancy for the remainder of the outgoing chair's term.

20. DUTIES OF CHAIR

The chair of each **Program Advisory Committee**, in consultation with the Dean who is responsible for the **program of instruction** to which the **Program Advisory Committee** relates, shall:

(a) call and chair meetings of the **Program Advisory Committee**;

(b) prepare an agenda for each meeting of the **Program Advisory Committee**;

(c) ensure that minutes of each **Program Advisory Committee** meeting are distributed in accordance with this **By-Law**; and

(d) prepare and submit reports to the Dean and the Vice President, Academic, from time to time at the discretion of the **Board**, relating to the **program of instruction** to which such **Program Advisory Committees** relates.

21. SECRETARY

Each **Program Advisory Committee** shall appoint a recording secretary who shall maintain a membership list, take minutes of all meetings of such **Program Advisory Committee** and assist the chair in the preparation and distribution of the agenda, minutes, and related documents in accordance with this **By-Law**.

COMMUNICATIONS

22. LIST OF CHAIRS

The Vice President Academic of the **College** shall maintain an electronic distribution list of the chairs of all **Program Advisory Committees**

23. ANNUAL REPORTS

The annual report of each **Program Advisory Committee** shall be compiled by its chair in conjunction with the Dean who is responsible for the **program of instruction** to which the **Program Advisory Committee** relates and shall be distributed by the Office of the Vice President Academic to the chairs of all **Program Advisory Committees**.

24. ANNUAL MEETING OF CHAIRS

The Vice President Academic of the **College** or designate shall convene an annual meeting of the chairs of all **Program Advisory Committees** for the purpose of discussing matters relating to the **College** and its programs of instruction, gathering feedback related to best practices and current trends, and ensuring alignment with the College's strategic objectives.

BY-LAW

25. AMENDMENT OF THIS BY-LAW

The terms of this **By-Law** may be amended from time to time by ordinary resolution of the **Board**.

26. REPEAL OF BY-LAW

By-Law No. 14 of the **College** be and the same is repealed upon the enactment of this **By-Law**.

We hereby certify that the foregoing **By-Law** was enacted by the **Board** on the 25th day of April, 2024, by motion #7051.

_____
Chair

_____
Secretary-Treasurer

THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY

BYLAW NO. 3: COLLEGE COUNCIL

being a **By-Law** relating to the structure, composition,
terms of reference and procedures of the advisory College Council of
The Georgian College of Applied Arts and Technology

BE IT ENACTED as a **By-Law** of the **College** as follows:

1. PURPOSE

In accordance with paragraph 36 of **ByLaw No. 1** and the "Governance and Accountability Framework" binding policy directive issued by the **Minister**, the **College Council** is established for the purpose of providing a means for **students** and staff members of the **College** to provide advice to the **President** on matters of importance to **students** and staff members. These matters may include, but are not limited to, issues pertaining to the **College's** academics, **student** services, human resources and administration.

COMPOSITION OF COLLEGE COUNCIL

2. MEMBERS OF COLLEGE COUNCIL

The **College Council** shall be composed of the following members, who shall have the right to receive notice of, attend, and participate at all meetings of the **College Council**:

(a) Students

The **Student Governor**, plus the two (2) **GCSA** presidents at the Barrie and Owen Sound campuses.

(b) Staff members

Staff members appointed or elected to the **College Council** in accordance with paragraph 3 of this **By-Law**.

(c) President

The **President** who shall be the chair of the **College Council**.

3. APPOINTMENT/ELECTION OF STAFF MEMBERS

(a) The following staff members shall be members of the **College Council** by virtue of their staff positions:

(i) Members of the **President's** Leadership Team, as appointed by the chair of the **College Council**;

(ii) President of Local 349;

(iii) President of Local 350;

(iv) Registrar;

(v) Senior executive from the information technology department;

(vi) One (1) Academic Dean, as appointed by the chair;

(vii) Indigenous Services **Representative**, as appointed by the chair;

(viii) Equity, Diversity, Inclusion and Belonging **Representative**, as appointed by the chair;

(ix) Campus Safety Services **Representative**, as appointed by the chair;

(x) Owen Sound Campus **Representative**, as appointed by the chair;

(xi) Orangeville Campus **Representative**, as appointed by the chair;

(xii) South Georgian Bay Campus **Representative**, as appointed by the chair;

(xiii) Midland Campus **Representative**, as appointed by the chair;

(xiv) Research and Innovation **Representative**, as appointed by the chair; and

(xv) One (1) Student Success Director, as appointed by the chair.

(b) The following staff members shall be elected to be members of the **College Council** in accordance with paragraph 5 of this **By-Law**;

(i) Two (2) **academic staff members**;

(ii) Two (2) **support staff members**; and

(iii) One (1) member of the Academic Council, as elected by the Academic Council.

4. TERMS OF ELECTED MEMBERS

Each elected member shall serve for a term of three (3) years commencing on August 1st of the year elected and shall be eligible for one (1) additional three (3) year term. Following two (2) consecutive three (3) year terms, a staff member may only be elected as a member after an absence of two (2) years from the **College Council**.

The **College Council** will seek to achieve continuity in membership by staggering the terms of the elected members as much as possible.

5. ELECTION PROCESS

Each year the **College Council** shall prescribe a process to be followed for the election of staff members to the **College Council**.

By May of each year the Recording Secretary of the **College Council** will make an announcement to all staff members that provides notice of any openings on the **College Council** for election and the process to be followed.

6. FILLING VACANCIES

Where a vacancy occurs among the elected members on the **College Council**, a new member shall be elected as soon as practicable in accordance with paragraph 5 of this **By-Law**.

MEETINGS OF THE COLLEGE COUNCIL

7. MEETINGS BY ELECTRONIC MEANS

A meeting of the **College Council** may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member participating in such meeting by such means is deemed to be present at the meeting.

8. REGULAR MEETINGS

The **College Council** shall meet at least five (5) times a year and may appoint a day or days in any month or months for regular meetings of the **College Council** at a place or hour to be named by the chair.

9. ADDITIONAL MEETINGS

Additional meetings of the **College Council** may be scheduled, if necessary, at the call of the chair. Notice of any such meeting shall be provided electronically not less than five (5) days before the meeting is to take place.

10. QUORUM

A majority of voting members plus one (1) shall constitute a **quorum** for the transaction of business at a meeting of the **College Council**.

11. PROCEDURES

(a) Meetings of the **College Council** are open to the **College** community. The annual schedule of meetings of the **College Council** shall be made available to the members by means deemed appropriate by the **College Council**.

(b) When discussing a confidential matter, the **College Council** may, at the discretion of the chair, debate an issue "in camera" with only members of the **College Council** present.

12. AGENDA

The chair shall establish the agenda for each meeting of the **College Council** and shall distribute the agenda with supporting documents to the members with the notice for such meeting. Members may request items to be included on the agenda by directing such items to the chair.

13. MINUTES

The Recording Secretary of the **College Council** shall take minutes of each meeting of the **College Council** and, under the direction of the chair, shall distribute such minutes and related relevant documents in a timely fashion to the members. Following approval, the minutes shall also be posted internally by electronic means.

CHAIR OF THE COLLEGE COUNCIL

14. DUTIES OF CHAIR

The chair shall:

(a) preside at meetings of the **College Council** or designate another member to act as chair of a meeting of the **College Council** if the chair is not able to do so;

(b) establish an agenda for each meeting of the **College Council**;

(c) ensure that minutes of each meeting of the **College Council**, correspondence and reports are distributed to members in accordance with this **By-Law**;

(d) ensure that the **College** community is kept informed of the activities of the **College Council**.

15. RECORDING SECRETARY

The chair shall appoint a staff member who is not already a member of the **College Council** as the Recording Secretary for the **College Council**. The Recording Secretary of the **College Council** shall take minutes of all meetings of the **College Council** and assist the chair in the preparation and distribution of the minutes, correspondence, reports and related relevant documents in accordance with this **By-Law**.

BY-LAW

16. AMENDMENT OF THIS BY-LAW

The terms of this **By-Law** may be amended from time to time by ordinary resolution of the **Board**.

17. REPEAL OF BY-LAW

By-Law No. 15 of the **College** be and the same is repealed upon the enactment of this **By-Law**.

We hereby certify that the foregoing **By-Law** was enacted by the **Board** on the 25th day of April, 2024, by motion #7051.

Chair

Secretary-Treasurer

THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY

BYLAW NO. 4: INTERNAL ELECTION PROCEDURES

being a **By-Law** relating generally to the procedures for the election of **students**, **academic staff members**, **administrative staff members** and **support staff members** to the **Board** of The Georgian College of Applied Arts and Technology

BE IT ENACTED as a **By-Law** of the **College** as follows:

GENERAL

1. BY-LAW NO. 1

In accordance with paragraphs 2 and 5 of **ByLaw No. 1** of the College, the **Board** shall include:

(a) one (1) **student** duly elected by the **students**, if the **students** exercise their right to do so, for a term of one (1) year; and

(b) one (1) **academic staff member**, one (1) **administrative staff member** and one (1) **support staff member**, each of whom shall be duly elected by their respective staff group, if such group exercises its right to do so, for a term of three (3) years each and the terms of the staff members elected as **Governors** shall be staggered so that, whenever possible, one (1) such **Governor** shall be elected each year.

2. ESTABLISHMENT OF PROCEDURES

In accordance with section 4(5) of the general regulation under **OCAATA** and paragraph 4 of ByLaw No. 1, no **student** or staff member shall be a **Governor** unless that person is duly elected in accordance with procedures established by the **Board** after consultation with the **students** and staff members, as set out in this **By-Law**.

3. START OF TERM

The **students** and staff members elected to the **Board**, other than those elected to fill a vacancy, shall take office on the 1st day of September in the year of their election.

ELECTION COMMITTEE

4. ELECTION COMMITTEE

The **Board** shall establish an **Election Committee** to carry out the mandate set out in the terms of reference as the **Board** may from time to time make.

5. NOMINATIONS PROCESS

(a) For each election of a **student** or staff member, the **Election Committee** shall:

(i) set an **Election Day**;

(ii) direct, as appropriate, the **College's** Human Resources Department, the **GCSA** and/or the Registrar's Office of the **College** to prepare a list of **Eligible Voters** prior to the **Call for Nominations**;

(iii) in the case of the **student** election, verify with the **GCSA** that the nominee(s) are eligible to run for election in conjunction with the **GCSA** constitution and **By-Laws**;

(iv) issue a **Call for Nominations**; and

(v) set the **Nomination Period** and the **Campaign Period**;

provided that the **Election Day** shall not be less than fifteen (15) **business days** after the date that the **Call for Nominations** is issued and provided further that the **Election Committee** may extend the **Nomination Period** if no nominations from a **Constituency** are made by the end of the **Nomination Period**.

(b) No individual may be nominated to represent more than one (1) Constituency.

6. CALL FOR NOMINATIONS

The **Call for Nominations** shall be publicized on the website of the **College** and in such other manner as the Elections Committee shall determine at its discretion and shall include:

(a) the **Election Day**;

(b) the **Nomination Period**;

(c) the **Campaign Period**; and

(d) information on nomination procedures including the **Nomination Form**, election procedures and responsibilities of Governors, or directions to where such information can be obtained.

7. NOMINATION FORMS

Individuals who wish to be considered for election to the **Board**, shall submit a **Nomination Form** which shall contain:

(a) in the case of a staff member, the signatures of at least five (5) **Eligible Voters** who are members of the staff member's Constituency;

(b) in the case of a **student**, one hundred (100) signatures from other **students** who are **Eligible Voters**;

(c) a brief biography and photograph of the individual who has been nominated for election; and

(d) a signed statement of the individual who has been nominated for election that they shall honour the **By-Laws**, policies and regulations of the College, the **Board** and all applicable government legislation and regulations.

8. NOMINATION PERIOD

All **Nomination Forms** shall be submitted to the **Election Committee** in accordance with paragraph 7 of this **By-Law** within the **Nomination Period**.

9. APPROVAL OF NOMINATIONS

(a) Upon the termination of the **Nomination Period** and within a period of five (5) **business days**, the **Election Committee** or the Representative shall review each **Nomination Form** and approve, at its sole discretion, those that have satisfied the requirements of ByLaw No. 1 of the **College** and this **By-Law**. During the review of **Nomination Forms**, the **Election Committee** or the Representative may consult with the **College's** Human Resources Department, the **GCSA** and/or the Registrar's Office of the **College** for verification of the eligibility of the nominators.

(b) The names of all individuals who have been nominated for election and whose **Nomination Forms** have been approved by the **Election Committee** (the "**Candidates**") shall be posted on the staff and **student** websites of the **College** forthwith after all **Nomination Forms** have been reviewed by the **Election Committee** or the Representative, as the case may be.

WITHDRAWAL AND REMOVAL OF NOMINATIONS

10. TIMEFRAME FOR WITHDRAWAL

(a) A Candidate may withdraw themselves from nomination as a **Governor** by written notice to the **Election Committee** given at least one (1) full business day before the **Election Day**;

(b) In the event that a nomination is withdrawn after the time period set out in paragraph 10(a) of this **By-Law** but before the election results have been counted, any ballots cast for a Candidate who has withdrawn shall not be counted and the Candidate who has received the highest number of the remaining ballots from their **Constituency** shall be elected as **Governor**.

11. CONSEQUENCES OF WITHDRAWAL

(a) In the event that one (1) or more nominations are withdrawn in accordance with paragraph 10 of this **By-Law**, the **Election Committee** shall advise all other Candidates of the withdrawal(s) and shall remove the name(s) of the withdrawn Candidate(s) from the website of the College, the election ballots and any other location where removal is deemed necessary by the **Election Committee**.

(b) In the event that one (1) or more nominations are withdrawn in accordance with paragraph 10 of this **By-Law** and there is only one (1) remaining Candidate nominated for election by a Constituency, the remaining Candidate will be acclaimed and there shall be no election in such Constituency.

CAMPAIGNS

12. CAMPAIGN PERIOD

Following the approval of **Nomination Forms** by the **Election Committee**:

(a) the chair of the **Election Committee**, or the Representative, shall call a meeting of all Candidates to discuss the election process and procedure and clarify that each Candidate will be responsible for complying with all **College** election procedures as set out by the College;

(b) each Candidate shall be permitted to campaign for their election to the **Board**, in accordance with this **By-Law** and any guidelines, policies and regulations set out by the **Election Committee** or the **Board** from time to time, provided that upon the expiry of the **Campaign Period**:

(i) all campaigning by Candidates or relating to Candidates shall cease; and

(ii) all campaign materials shall be removed from the **College Locations**.

13. CAMPAIGNING AND CAMPAIGN MATERIALS

(a) The **Election Committee** may, from time to time, establish procedures, guidelines, policies or regulations which define or restrict the definition of campaigning and/or campaign materials for purposes of the election of **Governors** pursuant to this **By-Law** and which apply to both **students** and staff members running for election. Additionally, the **GCSA** may, from time to time, establish procedures, guidelines, policies or regulations which apply exclusively to **students** running for election, provided that any such procedures, guidelines, policies or regulations established by the **GCSA** shall be approved by the **Election Committee** before they are effective;

(b) The cost of campaigning and campaign materials shall be the sole responsibility of each Candidate.

ELECTIONS

14. ACCLAMATION

If only one (1) Candidate is nominated from their Constituency, the Candidate will be acclaimed as **Governor** and no election for such **Constituency** shall be held.

15. ONE VOTE PER ELIGIBLE VOTER

One (1) vote may be submitted by each **Eligible Voter** for a Candidate from their **Constituency** by either paper ballot or electronic ballot, as determined from time to time by the **Election Committee**.

16. PAPER BALLOTS

Paper ballots, if used, will be available for voting:

(a) in the case of a staff member, for a minimum of four (4) **business days** prior to the **Election Day** and until 4:00 pm (EST) on the **Election Day** at various **College Locations**, as determined by the **Election Committee** at its discretion; and

(b) in the case of a **student**, on the **Election Day** and one (1) or more advance polling days consistent with the timeframes for the conducting of elections as set out in this **By-Law**, as determined at the sole discretion of the SACs.

17. ELECTRONIC BALLOTS

(a) Electronic ballots, if used, will be available for voting as determined by the **Election Committee**, in its discretion.

(b) **Eligible Voters** may access the website of the **College** for voting purposes in accordance with directions developed by the **Election Committee** from time to time.

(c) In the event of technical difficulties (such as an infrastructure or power failure) on the **Election Day** that prevent **Eligible Voters** from casting their votes prior to 4:00 pm (EST) on the **Election Day**, an emergency meeting of the **Election Committee** shall be called to determine if the **Election Day** should be extended. Should the **Election Day** be extended by the **Election Committee**, all votes cast in accordance with this **By-Law** on or before the **Election Day** shall be counted and added to additional votes received on or before the extended **Election Day**.

18. COUNTING OF BALLOTS

(a) All votes submitted in accordance with paragraphs 16 and 17 of this **By-Law** shall be counted by the **Election Committee** or the Representative. Each Candidate shall be entitled to appoint a scrutineer who is not themselves, who shall be permitted to be present during the counting of the ballots and tabulation of results.

(b) The Candidate that receives the most votes from their **Constituency** shall be elected as **Governor**.

(c) The Candidates shall be promptly notified of the election results and the **Election Committee** shall make the election results known throughout the College.

19. TIE IN VOTES

(a) Should two (2) or more Candidates from the same **Constituency** receive the same number of votes, the **Election Committee** (excluding the member of the **Election Committee** who represents the **Constituency** in question) or the Representative (who may not represent the **Constituency** in question) shall automatically re-count all ballots with respect to that Constituency.

(b) Should the recount be conducted by the Representative, the member of the **Election Committee** who represents the **Constituency** in question shall attend and observe the recount.

(c) If the tie remains, a new vote shall take place to break the tie in the manner determined by the chair of the **Election Committee** or the Representative who recounts the ballots.

ELECTION OF STUDENT AS GOVERNOR

20. GEORGIAN COLLEGE STUDENTS' ASSOCIATION

(a) Notwithstanding any other provision in this **By-Law**, an election for a **student** as a **Governor** shall be conducted by the **GCSA** in conjunction with the **student** government elections, provided that the process followed for the election of a **Student Governor** shall follow the election procedures set out in this **By-Law** as closely as possible and shall be approved by the **Election Committee** prior to the start of each election process.

(b) In the event that the Chief Returning Officer (for purposes of this paragraph, the "**CRO**") of the **GCSA** determines that a **student** Candidate should be disqualified in accordance with the **Governor** election guidelines established by the **GCSA** from time to time, the CRO shall make a recommendation for the removal of such Candidate to the **Election Committee**. The **Election Committee** shall meet as soon as possible following receipt of such a recommendation from the CRO. In the event that the **Election Committee** concurs with the recommendation of the CRO, such Candidate shall be removed as a Candidate for election as a **Governor**.

INABILITY TO COMPLETE TERM

21. INABILITY TO COMPLETE TERM

(a) In the event that an individual who has been elected or acclaimed as a **Governor** is unable or unwilling to complete their term of office (for purposes of this paragraph, the "**Retiring Governor**") and the vacancy is for twelve (12) months or less, the Candidate in the same **Constituency** of the Retiring Governor, if any, who received the second largest number of votes in the election pursuant to which the Retiring Governor was elected will be asked to serve the remainder of the term provided that they are still eligible.

(b) The **Election Committee** shall meet and arrange for a new election:

(i) if the Candidate in the same **Constituency** of the **Retiring Governor** who received the second largest number of votes in the election pursuant to which the Retiring Governor was elected is unable or unwilling to serve or is ineligible; or

(ii) if the vacancy created by the **Retiring Governor** is for longer than twelve (12) months; or

(iii) if the **Retiring Governor** was acclaimed.

DISPUTE RESOLUTION

22. DISPUTE RESOLUTION

The **Board** shall have a process established and articulated regarding any complaints or disputes relating to any of the processes or procedures outlined in this **By-Law** or in any related guidelines, policies or regulations established by the **Election Committee** or the **Board** or any of the SACs and any such complaints or disputes shall be submitted in accordance with the policy developed by the **Board**, as it may be amended from time to time.

BY-LAW

23. AMENDMENT OF THIS BY-LAW

The terms of this **By-Law** may be amended from time to time by ordinary resolution of the **Board**.

24. REPEAL OF BY-LAW

By-Law No. 16 of the **College** be and the same is repealed upon the enactment of this **By-Law**.

We hereby certify that the foregoing **By-Law** was enacted by the **Board** on the 25th day of April, 2024, by motion #7051.

Chair

Secretary-Treasurer

DISPUTE RESOLUTION PROCESS

ESTABLISHED IN ACCORDANCE WITH BYLAW NO. 4

a) Any individual who has a complaint regarding the election process set out in **ByLaw No. 4** of the **College** or in any related guidelines, policies or regulations established by the **Election Committee** or the **Board** of the **College** (the "**Complainant**") has the right to bring their concern(s) to the chair of the **Election Committee** of the **College** ("**Complaint**").

b) A Complaint shall be in writing and shall indicate the details of the alleged violation of the election procedures.

c) The chair of the **Election Committee** of the **College** will provide a copy of each written Complaint received to all members of the **Election Committee**.

d) The **Election Committee** of the **College** will investigate the Complaint and attempt to resolve it.

e) Failing resolution of a Complaint by the **Election Committee** of the **Board**, the Complainant may request that the Complaint be referred by the **Election Committee** to the **Board** in which case, the Board or the Executive Committee in consultation with College management shall, within five (5) **business days** of receipt of such request, approve by resolution the appointment of an independent third party to investigate the Complaint (the "**Investigator**").

f) The Investigator's mandate with respect to the Complaint shall be restricted to a determination as to whether the procedures set out in this **By-Law** of the **College** and in any related guidelines, policies or regulations established by the **Election Committee** or the **Board** of the **College** have been correctly applied and followed and if not:

   i. If the election has not yet been completed, what remedial measures should be undertaken to remedy, so far as is reasonably possible, the impact of the acts or omissions upon which the Complaint was based; and

   ii. If the election has been completed, whether the will of the **Constituency** was, notwithstanding the act or omission complained of, reflected in the election results and if not, whether the election shall be repealed.

g) The Investigator will commence the dispute resolution process with respect to the Complaint within ten (10) **business days** of their appointment and shall complete the dispute resolution within twenty (20) **business days** of their appointment.

h) The Investigator will establish appropriate procedures to deal with the Complaint and the dispute resolution process pertaining to the Complaint and the **College** and the representatives of the Constituencies will comply with all reasonable requests by the Investigator for information relating to the Complaint.

The report of the Investigator regarding the Complaint shall be binding on the **College**, the Complainant and the affected Constituency.