

## **PART 2 – BOARD**

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### **Board chair and board vice chair**

- 2.01** (1) At the first board meeting after April 1 in each calendar year, the board must select a board chair and may select a board vice chair from among the board members.
- (2) A board chair or board vice chair ceases to hold office
- (a) on
    - (i) ceasing to hold office as a board member,
    - (ii) either
      - (A) on the resignation date specified in a written notice of resignation the board chair or board vice chair delivers to the registrar, or
      - (B) if no resignation date is specified in a notice of registration, the date the notice is delivered to the registrar,
    - (iii) being removed from the office by the board members, or
    - (iv) dying, or
  - (b) on the selection of a new board chair or a new board vice chair, as applicable, under subsection (1).
- (3) If a board chair ceases to hold office under subsection (2)(a), the board members must select a new board chair from among the members of the board as soon as is convenient.

### **Powers and duties of board chair and board vice chair**

- 2.02** (1) The board chair must
- (a) subject to subsection (2) and section 2.03 preside as chair at all board meetings,
  - (b) perform such tasks and duties as the board may assign, and
  - (c) act generally in accordance with the requirements of the office of the board chair for the proper carrying out of the duties of the board under the Act, the regulations and the bylaws.
- (2) If the board selects a board vice chair under section 2.01, the board vice chair
- (a) must perform such tasks and duties as the board or the board chair may assign,
  - (b) must act generally in accordance with the requirements of the office of the board vice chair for the proper carrying out of the duties of the board under the Act, the regulations and the bylaws, and
  - (c) when the board chair is absent or unable to act for any reason, may exercise the powers and perform the duties of the board chair.

### **Acting chair**

- 2.03** (1) The board members present at a board meeting must select one of their number by majority vote to be acting chair and to exercise the powers and perform the duties of the board chair for the meeting, if
- (a) the board has not selected a board vice chair under section 2.01 and the board chair is absent from the meeting or unable to act for any reason, or
  - (b) the board has selected a board vice chair under section 2.01 but the board chair and board vice chair are both absent from the meeting or unable to act for any reason.
- (2) The board may impose any terms, limits or conditions on an acting chair selected under subsection (1) that the board considers necessary or appropriate in the circumstances.

### **Remuneration of board members**

- 2.04** (1) A board member is entitled to remuneration for time spent on college business and reimbursement for travelling and out-of-pocket expenses incurred in carrying out board member duties.
- (2) Remuneration and reimbursement under subsection (1) must be in accordance with Schedule “X”.

### **Frequency of board meetings**

- 2.05** The board must meet at least twice in each fiscal year.

### **Format of board meetings**

- 2.06** The board may meet and conduct business in person, by telephone conference, web casting or an equivalent mechanism, or using a combination of any of these.

### **Calling board meetings**

- 2.07** Board meetings must be scheduled by the registrar
- (a) at the request of the board chair, or
  - (b) on receipt of a written request for a meeting from 3 or more board members, setting out the nature of the business to be conducted at the meeting.

### **Notice of board meetings**

- 2.08** (1) The registrar must give reasonable notice of a board meeting to the board members and the public.
- (2) The registrar may give notice under subsection (1) by posting a notice on the college website.
- (3) Despite subsection (1), the registrar is not required to give notice of a board meeting to the public if

- (a) the purpose of the meeting is to conduct urgent business, or
- (b) the meeting is to be closed as permitted under section 2.09.
- (4) The failure to give notice of a board meeting to, or the non-receipt of such notice by, any person entitled to receive notice of a board meeting does not invalidate proceedings at that meeting.

### **Open and closed board meetings**

- 2.09** (1) Subject to subsections (2) to (5), meetings of the board must be open to the public.
- (2) The board may exclude any person who is not a board member from all or part of a board meeting if it is satisfied the person's attendance is or will be disruptive.
  - (3) The board may close a board meeting to persons who are not board members if one or more of the following matters will be discussed:
    - (a) personnel matters;
    - (b) information the college would be required or authorized to refuse to disclose in response to an access request under Part 2 of FIPPA;
    - (c) financial or personal or other matters that are of such a nature that the interest of any affected person or the public interest in avoiding disclosure of those matters outweighs the public interest in board meetings being open to the public;
    - (d) whether academic or technical programs will be recognized by the college;
    - (e) property acquisitions or dispositions;
    - (f) information concerning the contents, scoring or results of an examination;
    - (g) communications to and from legal counsel, or any other matter subject to solicitor-client privilege or litigation privilege;
    - (h) information the college is required by law to keep confidential;
    - (i) whether a board meeting should be closed under paragraphs (a) to (h);
    - (j) whether the authority under subsection (5) should be exercised in relation to a closed board meeting.
  - (4) The board may close a board meeting to persons who are not board members if the meeting is for educational purposes or purposes that do not involve the exercise of powers or performance of duties under the Act.
  - (5) If all or part of a board meeting is closed under subsections (3) or (4), the board
    - (a) may allow one or more officers and employees of the college to attend, or may exclude them from attending, as it considers appropriate, and
    - (b) may allow a person other than a college officer or employee to attend,
      - (i) in the case of a meeting that is closed under subsection (3)(a) to (h), if the board considers this necessary and the person

- (A) already has knowledge of the matters to be discussed, or
  - (B) is a lawyer attending to provide legal advice in relation to the matters to be discussed, and
- (ii) in the case of a meeting that is closed under subsection (4), if the board considers this appropriate.

### **Board decision-making**

- 2.10** (1) Subject to section 352 of the Act, a majority of the board members constitutes a quorum.
- (2) Any board member, including the board chair, may move or propose a resolution at a board meeting.
- (3) No resolution proposed at a board meeting need be seconded.
- (4) Subject to subsections (5) and (6), the board must decide resolutions or questions that come before it by consensus.
- (5) The board decides a resolution or questions by consensus when no board member present objects to a proposed decision in respect of the resolution or question.
- (6) When, despite reasonable efforts, the board is unable to decide a resolution or question by consensus, it may decide the resolution or question by majority vote of the board members present.
- (7) If a vote under subsection (6) is tied, the chair of the meeting does not have a second vote in addition to the vote to which the chair is entitled as a board member, and the resolution or question before the board remains undecided.

### **Resolutions in writing**

- 2.11** (1) Subject to section 2.10(1) and (4) to (7), the board may decide a resolution or question in writing, including through the use of any combination of mail and written communication transmitted by electronic means.
- (2) A resolution decided by the board under subsection (1) has the same effect as if it was decided at a board meeting.

### **Minutes of board meetings**

- 2.12** (1) Subject to subsection (2), the registrar must ensure minutes are taken at each board meeting.
- (2) The board chair must ensure minutes are taken at a closed meeting or any part of a closed meeting from which, under section 2.09(5), the board excludes the registrar and any deputy registrar authorized to exercise the powers and perform the duties of the registrar.
- (3) Resolutions or questions decided in writing under section 2.11 must be included in the minutes of the next board meeting.

- (4) The registrar must publish the minutes of each board meeting on the college website, excluding those minutes or parts of minutes that describe anything the board discussed or decided during a closed meeting.
- (5) When all or part of a board meeting is closed under section 2.09(3), the register must include the reasons for closing the meeting in the minutes published under subsection (4).

### **Conflict of interest – board members**

- 2.13** (1) If a board member discloses a conflict of interest under section 352 of the Act or is the subject of a disclosure under section 2.14 or 4.13, the board must appoint one or more of the following to take the actions described in subsections (2) and (3):
- (a) the registrar;
  - (b) a deputy registrar;
  - (c) a board member or board members other than the board member who is the subject of the disclosure or has disclosed the conflict.
- (2) A board member described in subsection (1) must cooperate with the person or persons appointed under that subsection in
- (a) assessing
    - (i) the nature and scope of the conflict of interest, and
    - (ii) what steps might be taken to address the conflict, and
  - (b) reporting to the board in respect of the assessment under paragraph (a).
- (3) On receipt of a report under subsection (2)(b), the board must direct the steps to be taken to address the conflict of interest, and the board member described in subsection (1) must cooperate with the person or persons appointed under that subsection in
- (a) taking the steps directed by the board,
  - (b) communicating, to the extent reasonable and necessary, within the college and with members of the public or licensees affected by the conflict regarding the conflict and the steps taken to address it,
  - (e) documenting as appropriate in the college records the actions taken under subsections (2) and (3).

### **Identifying conflicts of interest – board members**

- 2.14** (1) If a board member has information indicating that another board member has a conflict of interest in relation to a college matter which the other board member has not yet disclosed under 352 of the Act, the board member with the information must, as soon as reasonably practical, disclose the information and the general nature of the conflict to the board.
- (2) If a board member has information indicating the registrar has a conflict of interest in relation to a college matter that the registrar has not yet disclosed under section

4.12, the board member must, as soon as reasonably practical, disclose the information and the general nature of the conflict to the registrar and the board.

- (3) If a board member has information indicating an employee has a conflict of interest in relation to a college matter that, to the knowledge of the board member, the employee has not yet disclosed under section 4.14(2), the board member must, as soon as reasonably practical, disclose the information and the general nature of the conflict to the registrar.
- (4) No action may be taken under this section, or under section 4.13 or 4.15, if a conflict of interest is premised solely on a person's race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age.
- (5) Without limiting subsection (4), no action may be taken under this section, or under section 4.13 or 4.15, if a conflict of interest is premised solely on a person's Indigenous identity or general interest in Indigenous matters.

### **Board policies and procedures**

- 2.15** (1) Subject to the requirements of the Act and these bylaws, the board may establish or adopt policies and procedures in relation to
- (a) board processes, including the conduct of board meetings, and
  - (b) the appointment and oversight of the registrar, committee members and professional standards advisors, including
    - (i) qualifications for those positions,
    - (ii) seeking and evaluating candidates for those positions,
    - (iii) evaluating the performance of persons in those positions, and
    - (iv) rescinding appointments for those positions.
- (2) The board must direct the registrar to publish on the college website the policies and procedures it establishes or adopts under subsection (1).