

Board of Governors



BY-LAW NO. 1

THE ST. LAWRENCE COLLEGE OF APPLIED ARTS AND
TECHNOLOGY

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ARTICLE 1
DEFINITIONS & INTERPRETATION

1.1 Definitions

In this By-Law the following terms have the following meanings:

- a) "Academic Staff Member" shall mean a person who is employed full-time by the Board as a teacher, counselor or librarian.
- b) "Act" shall mean the ONCA or OCA, as applicable.
- c) "Administrative Staff Member" shall mean a person who is employed by the Board and who is not an Academic Staff Member, a Support Staff Member or Student.
- d) "Appointed Governor" shall mean the Governors appointed in accordance with Section 4.4.
- e) "Board" shall mean the Board of Governors of the College.
- f) "By-Laws" shall mean this By-Law (as amended from time to time) and all other By-Laws of the College in effect from time to time.
- g) "Chair" shall mean the elected chair of the Board or any committee thereof, as the case may be.
- h) "College" shall mean The St. Lawrence College of Applied Arts and Technology.
- i) "Elected Governor" shall mean Governors elected in accordance with Section 4.5.
- j) "Elected Governor Group" shall mean (a) the group of persons who are Academic Staff Members, (b) the group of persons who are Administrative (Management) Staff Members, (c) the group of persons who are Support Staff Members, or (d) the group of persons who are Students.
- k) "Electronic Means" shall mean any means, other than direct speech or writing, by which information or data is transmitted, including telephone, email, digital telecommunications applications, online portal, computer and other.
- l) "Employee" shall mean an Academic Staff Member, Administrative Staff Member or Support Staff Member.

- m) “Governor” shall mean an Appointed Governor, an Elected Governor, or the President & CEO of St. Lawrence College. “Governors” shall mean all of them.
- n) “LGIC” means the Lieutenant Governor in Council.
- o) “[Minister](#)” shall mean the Minister of Training, Colleges and Universities (Ontario).
- p) “[Ministry](#)” shall mean the Ministry of Training, Colleges and Universities (Ontario).
- q) “[OCA](#)” shall mean the Corporations Act (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations.
- r) “[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.
- s) “[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.
- t) “Electronic Means” shall mean any means, other than direct speech or writing, by which information or data is transmitted, including telephone, email, digital telecommunications applications, online portal, computer and other.
- u) “Secretary” shall mean the President, unless otherwise directed by the Board.
- v) “Student” shall mean a person who is enrolled in a course or program of instruction at St. Lawrence College.
- w) “Support Staff Member” shall mean a person who is employed as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff.
- x) “Vice Chair” shall mean the vice chair of the Board or any committee thereof, as the case may be.

1.2 Interpretation

This By-Law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a) save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;
- b) words in the singular include the plural and vice-versa and words in one gender and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and,
- c) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in constructing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provision.

ARTICLE 2
NOT-FOR-PROFIT CORPORATIONS ACT, 2010

References in this By-Law to the ONCA (Section 1.1 u) shall take effect only upon the proclamation of the ONCA. The OCA shall apply until the ONCA is declared in force.

ARTICLE 3
ORGANIZATION

3.1 Objects of the College

The objects of the College, as prescribed by OCAATA (Section 1.1 t), 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.

3.2 Head and Registered Office

The head and registered office of the College shall be in Brockville, Ontario or at such place therein as the Board may from time to time determine.

3.3 Execution of Documents

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates and engagements and any other instruments and documents requiring execution by the College may be signed by the Chair (or Vice-Chair of the Board in the Chair's absence) and the President. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular

instrument or class of instruments may or shall be signed. It is the responsibility of the signing officers to ensure that the transaction is in accordance with the law, Board policies and the Minister's Binding Policy Directives and to obtain Board approval when required.

3.4 Books and Records

The Board shall ensure that all necessary minutes and records of the College required by the By-Law of the College or by any applicable statute or regulation are regularly and properly kept.

ARTICLE 4 **BOARD OF GOVERNORS**

4.1 Number of Governors

The Board shall consist of seventeen (17) Governors all of whom shall be voting members of the Board.

4.2 Qualifications of Governors

Each Governor must meet any criteria set out in the Act and other relevant legislation and policies, including the OCAATA, the Minister's Binding Policy Directives, and any Board policies and shall be an individual who:

- a) is eighteen (18) or more years of age;
- b) is not an undischarged bankrupt;
- c) has truthfully completed and delivered a declaration of conflict of interest, in the form approved by the Board or the applicable officer or committee of the Board from time to time, declaring all actual, potential or perceived conflicts of interest, as such terms are defined in the *Minister's Binding Policy Directive on Conflict of Interest*;
- d) has not been (d) found under the [Substitute Decisions Act, 1992](#) or under the [Mental Health Act](#) to be incapable of managing property;
- e) has not been found to be incapable by any court in Canada or elsewhere; and,
- f) has not been declared an ineligible individual under the [Income Tax Act \(Canada\)](#).

4.3 Composition of the Board

In accordance with OCAATA, the affairs of the College shall be directed by the Board, which shall be composed of:

- a) Thirteen (13) Governors (Section 1.1 n); and,
- b) Four (4) Elected Governors.

4.4 Appointment of Appointed Governors

The thirteen (13) Appointed Governors of the Board shall include:

- a) four (4) Governors appointed by the LGIC;
- b) eight (8) Governors appointed by the Governors holding office at the time of the appointment; and,
- c) The President & CEO of St. Lawrence College.

No Appointed Governor in Sections 4.4a or 4.4b shall be an Employee or a Student of a college of applied arts and technology.

An Appointed Governor holding office at time of appointment shall not participate in the discussion or vote of the Board relating to a renewal or extension of their own appointment.

4.5 Election of Elected Governors

The Elected Governors of the Board shall consist of one (1) Student, one (1) Academic Staff Member, one (1) Administrative Staff Member and one (1) Support Staff Member, each of whom, if elected, shall be voting members of the Board and shall be duly elected in accordance with the procedures established by the Board after consultation with the Elected Governor Groups.

Each Elected Governor shall be elected by their respective Elected Governor Group as provided in a By-Law established by the Board from time to time (currently, the St. Lawrence College Board of Governors By-Law No.2 governs the election of Elected Governors).

4.6 Governor Consent

A Governor who is elected or appointed must consent to hold office in accordance with the Act.

All Governors must complete in full and to the best of their knowledge the St. Lawrence College Governor Certificate and Consent Form prior to beginning their official term and

again on an annual basis for the during of their official term prior to the first board meeting of the academic year.

4.7 Role of the Board

The Board shall establish governance structures and set the College vision, strategic directions and overall goals to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability.

The Board shall exercise all powers and do all such acts and things as the Board is required or authorized to exercise and do pursuant to the Act.

Without limiting the role of the Board described above, the Board shall:

- a) review and approve the strategic plan, business plan and annual report of the College, and ensure that such plans and reports are available to the public;
- b) submit the strategic plan, business plan and annual report or any combination of them as the Minister directs to the Minister;
- c) overview college performance including the compilation of key performance indicators as identified by the Minister, provide such indicators to the Minister or to another person as directed by the Minister;
- d) approve the auditors' report and the audited financial statements of the College;
- e) appoint the auditors of the College;
- f) assess the performance of the President (Appointed Governors only);
- g) assess the attainment by the President of corporate goals and outcomes, and the effectiveness of the board with respect to governance; and,
- h) assess the effectiveness of the Board with respect to governance, accountability, and the attainment of corporate goals and outcomes.

As required, the Board shall also:

- a) establish governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability;
- b) set the college vision, strategic directions, and overall goals and outcomes within the context of the appropriate laws, government policy, and local need;

- c) hire the President, delegating to the CEO accountability for the operation of the College and evaluating the CEO's performance; and,
- d) take appropriate corrective action, as necessary, where expected outcomes or quality of performance are not achieved.

4.8 Term of Office

- a) An Appointed Governor shall hold office for a term of three (3) years and shall not serve for more than two (2) terms consecutively;
- b) An Elected Governor, other than a Governor elected by Students, shall hold office for a term not to exceed three (3) years and shall not serve for more than one (1) term consecutively, but is eligible for reappointment or re-election, as the case may be, after two (2) years absence from the Board;
- c) A Student elected as an Elected Governor shall hold office for a term not to exceed one (1) year and shall not serve for more than four (4) terms consecutively, but is eligible for re-election after two (2) years absence from the Board;
- d) Governors may not serve more than six (6) consecutive years; and,
- e) The President shall remain a Governor during their term as President of St. Lawrence College.

4.9 Remuneration of Governors

The Board may approve allowances for a Governor for travelling and living expenses incurred by the Governor, while engaged in the business of the Board as established by Ministerial directives or policies, but Governors shall otherwise not be remunerated by the Board for undertaking the responsibilities of a Governor.

4.10 Compliance with Minister's Binding Policy Directives

Governors will comply with all of the Minister's Binding Policy Directives issued by the Minister from time to time, which define the expectations of the Ministry of Training, Colleges and Universities regarding the College's compliance with the OCAATA.

ARTICLE 5 **REMOVAL OF GOVERNORS**

5.1 Removal of Governors

The Board may remove a Governor from the Board in accordance with the provisions of this Section, except for:

- a) a member of the Board appointed by the LGIC; and,
- b) the President by virtue of office.

With respect to any Governor appointed by the LGIC, if the Board believes there is a reason justifying the removal of the Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the LGIC.

5.2 Grounds for Removal

The Governors may remove a Governor from the Board by ordinary resolution before the expiration of their term if (one or more is applicable):

- a) the Governor has failed to attend at least 50% of the meetings of the Board during a twelve (12) month period or four (4) consecutive meetings of the Board;
- b) the Governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;
- c) the Governor has failed to (i) truthfully complete and deliver a declaration of conflict of interest as referenced in Section 4.2(c); (ii) failed to declare a potential, perceived or actual conflict of interest; or (iii) otherwise failed to comply with the conflict of interest requirements for Governors set out in the *Minister's Binding Policy Directive on Conflict of Interest*, the Act or any other applicable law, or the St. Lawrence College Governor Certificate and Consent Form
- d) the Governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in-camera or closed sessions of the Board;
- e) 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;
- f) the Governor demonstrates conduct unbecoming of a Board member including but not limited to activities that are illegal, that are in breach of established Board policies, that are in opposition to the college's corporate values, that demonstrate a lack of respect for Governors or Board decisions, or that constitute or demonstrate harassment, violence or discrimination;

- g) the Governor is in breach of By-Laws, related policies or binding directives;
- h) the Governor no longer meets the criteria of set out in Qualification of Governors (Section 4.2); or,
- i) a vote passed by the majority of the votes cast by the members of the Board that such Governor should be immediately removed from the Board based on a breakdown of trust or confidence in such Governor.

5.3 Procedure for Removal

The following procedures shall be followed in removing a Governor from the Board:

- a) Meetings of the Board regarding the removal of a Governor may be formally called by the Chair, a Vice-Chair, the President, or on the direction in writing of four (4) Governors;
- b) The Governor which is subject of the removal may be given an opportunity to address the said meeting prior to the vote on said resolution at the discretion of the Board Chair;
- c) The Board's declaration that a Governor's membership on the Board is vacated shall be made by ordinary resolution of the Board;
- d) Subject to the written attestation required pursuant to Section 5.4(c), the resolution declaring the vacancy on the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.

5.4 Review Procedure

Every decision of the Board to remove a Governor from the Board shall be reviewed by the Chair (or Vice Chair) and the President, provided that such review procedure shall:

- a) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a Governor were in compliance with this By-Law and/or the St. Lawrence College Board of Governors By-Law No. 2;
- b) not include a review of whether the decision of the Board was correct; and,
- c) require the Chair (or Vice Chair) and the President to sign a written attestation that the removal process was carried out in accordance with this By-Law.

5.5 Alternatives to Removal of Governor

If any of the events of Section 5.2 have occurred, the Board shall, as an alternative to removing a Governor (Section 5.3), have the option of taking any one or a combination of the following actions:

- a) issuing an oral reprimand; or
- b) issuing a written reprimand; or
- c) suspending the Governor for a period or term set by the Board; or
- d) requesting that the Governor resign.

ARTICLE 6 **VACANCIES**

6.1 Vacancies on the Board

The office of a Governor shall be automatically vacated if:

- a) a Governor dies;
- b) a Governor resigns;
- c) a Governor is no longer qualified as outlined in Section 4.2;
- d) a Governor is removed for reasons outlined in Section 5.2;
- e) an Elected Governor ceases temporarily or permanently to be a Student, Academic Staff Member, Administrative Staff Member or Support Staff Member, as applicable, provided that a Student who graduates prior to the expiration of the Student's term on the Board may remain a Governor until August 31st in the year of their graduation if such Student remains otherwise qualified;
- f) an Appointed Governor submits an application to become an employee or a Student of the College; or,
- g) an Elected Governor submits an application to a position at the College to which the position reports directly to the President or a Vice President of the College.

A resignation of a Governor becomes effective at the time the resignation is received (in writing or electronic mail to the attention of the Board Chair) by the College or at the time specified in the resignation, whatever is later.

Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.

6.2 Filling Vacancies

- a) Where a vacancy occurs among the Governors appointed by the LGIC, the LGIC may appoint a person to fill the vacancy for a term of up to three (3) years, at the discretion of the LGIC, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- b) Where a vacancy occurs among Governors that are not Elected Governors or appointed by the LGIC, the Board shall appoint a person to fill the vacancy for a term up to three (3) years, commencing on the date of appointment and terminating on August 31 in the year in which such term expires; or,
- c) Where a vacancy occurs among the Elected Governors of the Board, the applicable Elected Governor Group shall, in accordance with the Election By-Law, elect a person to fill the vacancy for a term up to three (3) years, or if a Student for a term up to one (1) year, commencing on the date of appointment and terminating on August 31 in the year in which such term expires.

ARTICLE 7 **MEETINGS OF THE BOARD**

7.1 Meetings of the Board

Except as otherwise required by law, the Board may hold its meetings at the head and registered office of the College or such place or places in Ontario as it may from time to time determine. Meetings of the Board will be scheduled as may be required to ensure that the Board fulfills its role as set out in Section 4.7.

7.2 Notice and Holding of Meeting

Meetings of the Board may be formally called by the Chair, Vice-Chair, or the President or on the direction in writing of four (4) Governors.

Subject to OCAATA and Section 7.5 of this By-Law, all meetings of the Governors shall be open to the public and prior notice of the meeting shall be given to the Governors and to the public in the manner specified in Section 14.1 not less than fourteen (14) days before the meeting is to take place.

The written declaration of the President, Chair or a Vice-Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving of such notice.

Notice of a meeting of Governors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:

- a) to submit to the Board any question or matter requiring the approval of the Board;
- b) to fill a vacancy among the Governors or in the position of auditor;
- c) to appoint additional Governors;
- d) to issue debt obligations except as authorized by the Governors;
- e) to approve any annual financial statements; or,
- f) to adopt, amend or repeal By-Laws.

7.3 Absence of the Chair

The Chair or, in the case of the absence or illness of the Chair, a Vice-Chair shall preside at all meetings of the Board. In the case of the absence or illness of the Chair and both Vice-Chairs or there being vacancies in those offices, the Board may appoint an Appointed Governor to act as Chair for the time being and the Governor so appointed shall act and have all the powers of the Chair.

7.4 Public Meetings

Subject to the OCAATA and Section 7.5 hereof, all open session meetings of the Board or respective committee shall be open to the public, and no person shall be excluded from any such meeting except as following:

- a) for improper conduct as determined by the Board or committee; or,
- b) where a matter to be considered by the Board is determined to be confidential.

Where a matter determined by the Board to be confidential to the College is to be considered, the part concerning such confidential matter may be held in an in-camera session of the Board.

7.5 Confidential Matters (in-camera)

Where a matter to be considered at a Board meeting is determined by the majority of Governors present, in accordance with the criteria established below, to be confidential to the College, the part of the meeting concerning such confidential matter may be closed to the public and may be held in an in-camera session of the Board.

In-Camera meetings will generally be held to discuss matters pertaining, but not limited to the following:

- a) the disclosure of intimate, personal or financial information in respect of a member or potential member of the Board or a committee of the Board, an employee or prospective employee of the Board, or a student of St. Lawrence College;
- b) the acquisition, renovation, disposal, lease, exchange or expropriation of real or personal property or improvement;
- c) the preparation, negotiation, and execution of contracts, or any other financial matters;
- d) litigation or potential litigation affecting the Board;
- e) strategic labour relations and matters pertaining to collective bargaining or terms of employment;
- f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g) all matters arising out of the President's terms of employment, including hiring, evaluation and performance review, contract terms and termination;
- h) Board self-evaluation;
- i) information that is prohibited from disclosure under the Freedom of Information and Protection of Privacy Act;
- j) 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,
- k) all discussions pertaining to the consideration whether an item to be discussed should be discussed in-camera.

The Board shall not vote on any amendment or adoption of a By-Law during an in-camera meeting. All Governors may request the presence of appropriate administrators or other persons as a resource to address specific issues during such in-camera meetings. The decision of the Chair granting or denying such request shall, if any objection is raised, be put to the Board to be determined by a majority vote.

All Governors and other persons attending the in-camera meetings of the Board shall keep all information, discussions and proceedings strictly confidential. Even when the resulting decision is made public, all discussions and all information provided at an in-camera session shall remain confidential unless the Board decides, by resolution, to make the information public.

Where a matter of a personal nature concerning an individual may be considered at a meeting of the Board, the part of the meeting concerning such individual shall be held in-camera unless such individual requests, and the Board agrees, that such part of the meeting be open to the public.

7.6 Electronic Meeting Attendance

Provided all Governors have consented to holding meetings by Electronic Means, the Chair may provide that a meeting shall be conducted by Electronic Means. Minutes of any Open Session meeting conducted by Electronic Means shall be made available to the public.

7.7 Resolutions in Writing

A resolution, signed by all the Governors entitled to vote on that resolution at a meeting of Governors or of a committee of Governors is as valid as if it had been passed at a meeting of Governors or of a committee of Governors.

7.8 Quorum

A quorum for a Board meeting shall be equal to the majority of the number of Governors, plus one.

7.9 Voting

- a) The procedures set out in the *Minister's Binding Policy Directive on Conflict of Interest* directive must be followed (Section 8.1).
- b) Questions arising at any meeting of the Board shall, unless otherwise required by this By-Law, be determined by a majority of votes, and in the case of equality of votes the Chair shall cast the deciding vote.
- c) 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 in the usual way by assent or dissent.
- d) A declaration by the Chair that a resolution has been carried and 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.

Where a Governor has an actual, potential or perceived conflict of interest, as defined in the Minister's Binding Policy Directive on Conflict of Interest, the Governor must declare the conflict and the general nature of the conflict at the earliest opportunity.

Where the Board declares that a Governor has a conflict of interest with respect to a matter, the Governor shall not vote on that matter or participate in the discussion on that matter and, should the matter arise at an in-camera session, such Governor shall leave the meeting for the duration of the discussion and vote with respect to such matter. For more information please refer to [Article 8](#).

7.10 Adjournment

Any meetings of the Board may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

No notice shall be required of any such adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 8 **CONFLICT OF INTEREST**

8.1 Conflict of Interest

All Governors shall comply with the requirements in the Act regarding conflict of interest. Every Governor shall also comply with the Minister's Binding Policy Directive on Conflict of Interest and any conflict of interest policy or code of conduct approved by the Board.

All Governors are required to complete in full and to the best of their ability the relevant forms (Section 4.6) declaring all actual, potential or perceived conflicts of interest.

ARTICLE 9 **PROTECTION OF THE GOVERNORS AND OFFICERS**

9.1 For the Protection of Governors and Officers

Except as otherwise provided in the Act, no Governor or officer for the time being of the College shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or Employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the moneys 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, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the College or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the person's respective office or trust or in relation thereto unless the same shall happen by or through the person's own willful neglect or default 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.

9.2 Governor Duties

Every Governor and officer of the College, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the College and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Governor and officer of the College shall comply with the Act, the OCAATA, the Minister's Binding Policy Directives and this By-Law along with other By-Laws of the Board.

9.3 OCA Provisions

Until the ONCA is proclaimed in force, the following shall apply:

Every Governor and officer of the College, and their heirs, executors, administrators, legal representatives, estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the College, from and against:

all costs, charges and expenses whatsoever such Governor or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and/or

all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the College except such costs, charges and expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the College.

9.4 ONCA Provisions

Upon proclamation of the ONCA, the following provisions shall apply:

Provided that the standard of care required of the Governor under the ONCA has been satisfied, which includes relying in good faith on financial statements of the College presented by an officer, reports of the auditor or person conducting a review engagement, financial reports of the College presented by an officer, a report or advice of an officer or Employee of the College, or a report of a professional, no Governor shall be liable for money or property distributed or paid by the College contrary to the ONCA.

Every Governor, officer or former Governor or officer, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the College, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the College.

The College shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the College; and if the matter is criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The College shall also indemnify any Governor in such circumstances as the ONCA or law requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

With respect to the defense by a Governor or officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the College is liable to indemnify a Governor or officer or other individual pursuant to the terms of the ONCA and this By-Law, the Board shall authorize the College to advance to the Governor or officer such funds as may be reasonably necessary for the defense of such claims, actions, suits or proceedings upon written notice by the Governor or officer to the College disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance provided the Governor or officer fulfills the conditions of Section 46(3) of the ONCA. The Governor or officer shall repay the money advanced if the Governor or officer does not fulfill the conditions of Section 46(3) of the ONCA.

9.5 Insurance

Subject to applicable laws, including the [Charities Accounting Act](#) and the regulations made thereunder, the College may purchase and maintain insurance for the benefit of a Governor or an officer, 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.

ARTICLE 10
COMMITTEES

10.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

10.2 Committee Membership and Delegation

Unless otherwise provided by By-Law or by Board resolution, the President shall appoint the members of committees, the Chair of each committee and, if desirable, the Vice-Chair thereof. The members of any committee must be Governors of the College.

Procedures at and quorum for committee meetings shall be determined by the Chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time. The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time reappoint any such committee. If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books for that purpose, which shall always be open for the inspection of any Governor. The minutes of each meeting of any such committee shall be read and approved, or amended, at the following Board meeting.

The Governors may delegate to any committee, any of the powers of the Governors other than the powers set out in 7.2, Section C.

10.3 Advisory College Council

The Board shall ensure that an Advisory College Council is established, the purpose of which is to provide a means for Students and staff of the College to offer advice and feedback to the President on matters of importance to Students and staff. The terms of reference for the Advisory College Council shall be approved by the Board and in accordance with guidelines established by the Minister.

ARTICLE 11
OFFICERS

11.1 Officers

There shall be a Chair, two (2) Vice-Chairs, President and Secretary and such other officers as the Board may determine by resolution from time to time.

Two or more offices of the College may be held by the same person.

Except for the Chair, Vice-Chairs and President, officers of the College need not be Governors.

11.2 Election of Chair and Vice-Chairs

The Board shall annually elect from among its Appointed Governors, a Chair and two (2) Vice-Chairs.

The Chair and Vice-Chairs shall be eligible for re-election.

In default of such election, the then incumbents, provided that they continue to be Governors, shall hold office until their successors are elected.

Chair and Vice-Chair terms run from September 1 to August 31 each year.

ARTICLE 12 **DUTIES OF OFFICERS**

12.1 President

The Board shall delegate to the President, as Chief Executive Officer, full authority to direct the business and affairs of the College (except such matters and duties by law must be transacted or performed by the Board) and to appoint, classify, promote, suspend, transfer, reclassify or remove administrative, teaching and non-teaching personnel of College, or, may delegate to any such personnel any lesser power.

The President shall conform to all lawful orders given by the Board and shall at all reasonable times provide to the Governors all information they may require regarding the affairs of the College.

The President shall not attend a part of the meeting of the Board during which their personal remuneration is discussed nor shall the President vote on any matter relating to that remuneration.

The Board may, subject to any contractual restrictions, remove the President from their role as President of the College, at which time the President shall cease to be a member of the Board.

12.2 Secretary

The Board shall appoint a Secretary who 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.

The Secretary shall be responsible for giving all notices required to be given to the Governors.

The Secretary 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 the Secretary 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 the Secretary shall perform such other duties as may from time to time be determined by the Board.

The President may be the Secretary.

12.3 Other Officers

The duties of officers of the College shall be such as the terms of their engagement call for or as Governors may require of them.

12.4 Vacancies

If the office of Chair, Vice-Chair, President or Secretary or any other Board officer becomes vacant for any reason, the Board shall elect or appoint an officer to fill such vacancy.

ARTICLE 13 **FINANCIAL MATTERS**

13.1 Financial Year

Unless otherwise determined by the Ministry, the Board or the OCAATA, the fiscal year of the College shall terminate on the 31st day of March each year.

13.2 Budget Approval

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

13.3 Auditors

Annually, the Board shall appoint one or more auditors licensed under the Public Accountants Act who are independent of the College, any of its affiliates, Governors and officers of the College and its affiliates, to review and audit the accounts and financial records of the College. The auditor shall be instructed to prepare, for submission to the Board and the Minister, an audited financial statement for the preceding fiscal year in accordance with guidelines issued by the Ministry. The Board shall fix the remuneration to be paid to the auditors so appointed.

ARTICLE 14
NOTICES

14.1 Method of Giving Notices

Once established by the Board, the schedule of regular meetings of the Board shall be posted on the College's website and sent to each Governor by email. Where urgent conditions prevail, notice of an unscheduled Board meeting shall be delivered, telephoned or sent by electronic mail to each Governor not less than one (1) day before the meeting is to take place. Wherever practicable, notice of unscheduled meetings of the Board will be posted on the College's website promptly after they are called. Notwithstanding this Section 14.1, the Board may also give notice of the College's meetings to Governors and/or the public by other reasonable electronic means, as may be determined by the Board from time to time.

14.2 Signature of Notices

The signature of any Governor or officer of the College to any notice or document to be given by the College may be written, stamped, digitally imported or printed.

14.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving a notice shall be excluded and the date of the meeting or of the event shall be included.

14.4 Omissions and Errors

The accidental omission to give any notice to any Governor or officer of the College or any other person entitled thereto or the non-receipt of any notice by any Governor or officer or any other person entitled thereto, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.5 Waiver of Notice

Any Governor, officer or any other person entitled thereto may waive any notice required to be given to him or her under any provision of the Act, the OCAATA or this By-Law, and such waiver, whether given before or after the meeting or other event of which notices are required to be given, shall cure any default in giving such notice.

ARTICLE 15
BY-LAWS

15.1 Public Accessibility

The By-Law shall be accessible to the public free of charge on the College's website.

15.2 Amendments


Subject to the Act and OCAATA, By-Law or an amendment to a By-Law passed by the Board shall have full force and effect from the time of the Board resolution or from such future time as may be specified in said Board resolution.

15.3 Repeal

The previous version of By-Law No. 1 of the College is repealed upon the enactment of this By-Law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-Law prior to its repeal.

Enacted by the St. Lawrence College Board of Governors on this 10th day of September, 2019.

Original Signed by:

A rectangular box containing a handwritten signature in cursive script that reads "Ginette Ferguson".

Ginette Ferguson - Chair, St. Lawrence College Board of Governors

AND

A rectangular box containing a handwritten signature in cursive script that reads "Glenn Vollebregt".

Glenn Vollebregt – President & CEO, St. Lawrence College