

**coast
mountain
college**



Board of Governors

Bylaws

Approved by the Minister of Education, Skills & Training
December 10, 1996

A.2. Seal

- A.2.1. The Corporate Seal, an impression whereof is stamped in the margin herein, shall be the corporate seal of the college. The Corporate Seal shall be in the custody of the Bursar.
- A.2.2. The Corporate Seal shall be affixed only in the presence of either the President, or the Bursar or by resolution of the Board.
- A.2.3. The Registrar's Seal, an impression whereof is stamped in the margin herein, shall be the official stamp affixed to all certificates, diplomas and official transcripts of academic record. The Registrar's Seal shall be in the custody of the Registrar.
- A.2.4. The Registrar's Seal shall be affixed only in the presence of either the Registrar, the Director, Student and Education Services, or the President.

A.3. Books and Records

The Board shall see that all necessary books and records of the college are required by the Bylaws of the college or by an applicable statute or law are regularly and properly kept. Such books and records that pertain to financial matters shall be kept in the custody of the Bursar, and all other books and records shall be kept in the custody of the President. Access shall be determined from time to time by resolution of the Board.

A.4. Definitions

"**Board**" refers to the Board of Governors of Coast Mountain College "**Act**"

refers to the College and Institutes Act as amended from time to time

"**Member**" refers to a person either appointed to the governing board by the Lt. Governor in Council, a person elected by a constituency as provided in Bill 22 or bill 23, or a person who is on the board because of a position held (i.e. President).

"**Internal Member**" means President, Education Council Chair, faculty, support staff and students elected by their respective constituency;

"**External Member**" refers to a community member appointed by the Lieutenant Governor in Council;

"**Related Person**" refers to a spouse, child, parent or sibling of the member;

"**Adjudicator**" refers to a person identified by the Ministry to assist in determining a declaration of conflict of interest.

COAST MOUNTAIN COLLEGE BOARD BYLAWS

B. THE BOARD

B.1. Board

The affairs of the college shall be managed by the Board, the members of which shall be appointed in the manner provided in the College and Institute Act, hereafter the Act.

B.2. Chair

The Board shall elect annually (or when the position is vacated) from amongst its members a Chair and a Vice-Chair who shall be eligible for re-election.

B.3. Meetings

B.3.1. Annual Meeting

At the annual meeting of the Board, the Chair and Vice Chair shall be elected.

B.3.2. Regular Meeting

Regular meetings of the Board shall be held as often as necessary to transact the business of the Board and in any event not less than once every quarter.

B.3.3. Committee Meetings

There shall be such Committees of the Board as the Board may deem necessary. The Chair, and the Board by resolution, may assign duties to such Committees. Meetings shall be at the call of the Chair of such Committee or as directed by the Board. The Board Chair or designate is an ex-officio member of all Board committees.

B.3.4. Special Meetings

Special Meetings of the Board may be called by the Chair or by a majority of the members of the Board in writing to the President to deal with a particular issue. Only that business for which the special meeting has been called may be dealt with at the special meeting.

B.3.5. Open and In Camera Sessions

All Board meetings shall be considered as open to observers from the Public unless the Board shall otherwise determine.

The following specific matters shall be considered as matters to be discussed at an In Camera session of the Board only, and not for discussion at regular meetings of the Board.

- (a) all matters relating to salaries, conditions of employment and collective bargaining;
- (b) the conduct, discipline, suspension and all other matters relating to individual students;

COAST MOUNTAIN COLLEGE BOARD BYLAWS

B.3.5. Open and In Camera Sessions (continued)

- (c) matters where Board liability may arise and legal opinions respecting the liability of interest to the Board;
- (d) matters of a contractual nature where it is in the interest of the college to maintain confidentiality;
- (e) matters relating to personnel;
- (f) official tributes;
- (g) other matters that may, from time to time, be decided by the Board.

B.3.6 College Board Conference Meetings

A member of the Board may participate in a meeting of the Board or of any committee of the Board by means of conference telephone or other communication facilities by means of which all members participating in the meeting can hear each other and provided that all such members agree to such participation. A member participating in accordance with this article shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak thereat.

B.4. Voting

- B.4.1 At all meetings of the Board, all questions shall be decided by a majority of the votes of the members present and voting, except that the Chairman shall vote only in the event of a tie vote.
- B.4.2 The meeting of the Board shall be conducted on the basis of Robert's Rules of Order.

B.5. Quorum

- B.5.1 As defined in the Act
- B.5.2 If there should not be quorum present, then the meeting shall stand adjourned to a date fixed by the Chair. The names of the members present at said meeting shall be recorded.

B.6. Meeting Notice

At least forty-eight hours notice shall be given of any regular meeting of the Board. Written notice, with agenda, shall be given to each Board member at the place designated for notice at least forty-eight hours prior to the regular meeting,

B.7. Action of the Board

Unless required to be exercised by the Bylaw, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.

COAST MOUNTAIN COLLEGE BOARD BYLAWS

B.8. Bylaw Amendments

Unless otherwise stated herein, bylaws may be amended at any regular or special meeting of the Board by a two-third majority vote of attending members, provided that a notice of motion has been served and posted at all college locations at least ten (10) days prior to the amendment being considered by the Board.

B.9. Circulation of Minutes

B.9.1 Copies of the Minutes of Board meetings shall be sent to members of the Board, the President and the Bursar. Copies of Public Session Minutes may be sent to others, upon request, at the discretion of the Chair.

B.9.2 Copies of Resolutions and Bylaws dealt with at a meeting shall be forwarded to the Ministry of Skills, Training and Labour or as required by the College and Institute Act.

B.10 Indemnification

B.10.1 The Board hereby agrees that every member and officer of the Board shall be deemed to have assumed office on the express understanding, agreement and condition that every member and officer of the Board and the heirs executors and administrators and estate and effects of every member respectively, shall from time to time and at all times, be indemnified and saved harmless out of funds of the college from and against:

B.10.2. All costs, charges and expenses whatsoever sustained or incurred by a member or officer in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a member or officer, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that member or officer, in or about the execution of the duties performed by that individual as a member or officer of the Board;

B.10.3 All other costs, charges and expenses sustained or incurred in or about or in relating to the affairs thereof; except such costs, charges or expenses, as are occasioned by the Board member's own wilful neglect or default.

B.11. Resignation of Members of the Board

B.11.1 No member of the Board may resign as a member of the Board except in accordance with the procedure provided in the Bylaw.

B.11.2 The resignation of a member of the Board shall be made by notice in writing, addressed and delivered to the Bursar or Board Chair who shall notify the President and the appointing agencies.

COAST MOUNTAIN COLLEGE BOARD BYLAWS

B.12. Honoraria and Expenses of Board Members

- B.12.1 Each appointed and each elected student member of the Board shall be paid an honorarium as established by the Lieutenant Governor.
- B.12.2 Each member of the Board shall be reimbursed by the College for any reasonable travelling and other out-of-pocket expenses necessarily incurred in discharging their duties on the basis of guidelines established by the Minister of Education, Skills and Training (hereafter the Minister) and by the Board.

B.13 Conflict of Interest

A member of the College Board in the province of British Columbia holds a position of trust. As such, there is a general obligation on him/her to avoid situations of conflict of interest. Each member, regardless of how he or she becomes a member, has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

Given the nature of board activities, internal members of Boards as provided for in Bills 22 and 23 will occasionally find themselves in potential conflict of interest situations dissimilar to most appointed board members. The conflict of interest and other associated sections outlined in this document are intended to clarify both general areas of conflict for all Board members as well as address situations in which internal members could expect to find themselves in conflict. The constituent specific guidelines are intended to be parallel to the historical nature of interest conflicts. That is, those of primarily a pecuniary interest.

B.13.1 Conflict of Interest Defined

A conflict of interest arises when a Board member's private interests supersedes or competes with his/her dedication to the interests of the institution. This could arise from Real, Potential or Apparent Conflict of Interest for a Board member or related persons and may be financial or otherwise. For this purpose:

- (a) A "Real Conflict of Interest" occurs when a board member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further private interest.
- (b) A "Potential Conflict of Interest" occurs when there exists some private interest that could influence the performance of this duty or function or in the exercise of power provided that he or she has not yet exercised that duty or function.
- (c) An "Apparent Conflict of Interest" exists when there is a reasonable apprehension which reasonably well-informed persons could properly have that a Real Conflict of Interest exists on the part of the member.

COAST MOUNTAIN COLLEGE BOARD BYLAWS

B.13.2 Declaration of Conflict

- (a) Board members must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases where conflict cannot be avoided, a Board member has an obligation to declare a conflict of interest prior to discussion or decision of an issue. Upon declaration of a conflict, the person recording the events of the meeting should duly note the declaration and the Board member must:
 - (i) In an in camera session or committee meeting, absent him/herself from the proceedings during discussion or voting on that particular matter, contract or arrangement;
 - (ii) In a public session, refrain from discussion or voting on that particular matter, contract or arrangement.
- (b) Where a board member is unsure of whether s/he is in conflict, that member should raise the perceived potential conflict with the Board, and the Board should determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict should refrain from voting on the issue.
- (c) Where a conflict of interest is discovered after the consideration of a matter, the conflict must be declared to the Board and appropriately recorded at first opportunity. If the Board determines that involvement of said member influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary or confirm its decision.
- (d) Any Board member who perceives another member to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Board at the first opportunity. The Board should determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict should refrain from voting.
- (e) Where a Board member has been declared by vote to be in conflict of interest, and that member is in disagreement with the decision of the board, s/he may appeal the decision through the steps outlined in section B13.3. Until the appeal process is completed, the Board member perceived to be in conflict either stands aside on the given issue or continues at risk of acting in conflict and being subject to the associated penalty (ies).
- (f) At the discretion of the Board, the Board may invite the member in conflict to state his/her position on the issue prior to absenting her/himself.

COAST MOUNTAIN COLLEGE BOARD BYLAWS

B.13.3 Appeal of Declaration of Conflict

- (a) If a Board has exhausted all possible means of resolving a conflict of interest declaration and the Board member(s) in question and the Board are still at an impasse then the determination of conflict shall be referred to a Provincial adjudicator(s). The Minister will maintain a roster of potential individuals who can be called upon to review conflict of interest disputes and make determination on the dispute. Any costs associated with this appeal process will be the responsibility of the initiating Board.
- (b) The process for appealing a declaration of conflict will require the following:
 - (i) The Board shall request in writing that the Minister identify an adjudicator(s) from the provincial roster to review and make a determination on a perceived conflict of interest.
 - (ii) The Board shall submit a report to the adjudicator(s) and a copy to the member in question within seven (7) days of the request for adjudication documenting the nature of the perceived conflict, and the background leading to the impasse.
 - (iii) The Board member(s) perceived to be in a conflict of interest shall submit a report to the adjudicator(s) and a copy to the Board within seven (7) days of the request for adjudication documenting the nature of the perceived conflict, their rationale for not being in conflict, and the background leading to the impasse.
 - (iv) The adjudicator(s) shall review the documentation, gather any other additional information required to make an informed decision, and provide the Board with a determination on the declaration of conflict of interest within two (2) weeks of receiving the request for adjudication or may, if further review is necessary, request and extension from the parties involved.

B.13.4 Punitive Action Associated with Conflict of Interest:

A second role for the adjudicator(s) is (are) to recommend to the Board any punitive action to be directed to a Board member deemed to be in conflict. The Board shall have the power and the ability to impose punitive action including one or more of the following:

- (a) Letter of reprimand;
- (b) Suspension of a Board member(s) from the Board for a determined period of time;
- (c) Recommendation that a Board member(s) resign from the Board;
- (d) For external members, recommendation that the appointment be rescinded.

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B.13.5 General Guidelines for Declaring Conflict of Interest

The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict as described in B.13.1 should be used as the ultimate measure of conflict.

- (a) A **pecuniary interest** exists when a contract or other matter of monetary nature is before the Board which:
- (i) affects a private company in which a member or related persons are a proprietor or shareholder;
 - (ii) affects a public company in which the member or related persons hold more than ten (10) percent of the shares issued of that public company;
 - (iii) affects a partnership or firm in which the member or related persons are a member;
 - (iv) affects a corporation in which the member is a director;
 - (v) affects an organization in which the member is a senior officer;
 - (vi) affects a private society, crown corporation or other organization in which the member by virtue of office holds a position of influence.
- (b) A **conflict of interest due to representation of or relation to a specific constituency** may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e. students, staff, faculty) by a member of that group is not considered to be a conflict of interest. Conflict could reasonably be considered to exist however, for the following identified groups when considering these matters:
- (i) decision directly affecting a specific instructional program in which
 - a. student Board members are enrolled in the program;
 - b. faculty or support staff Board members are employed in the program;
 - c. members with related persons are enrolled in or employed in the program;
 - (ii) decisions related to labour negotiations and labour relations
 - a. for faculty and support staff Board members
 - b. for Board members with related persons who hold faculty and/or support staff positions at the institution;
 - c. for Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.
- For purposes of clarification, these bylaws recommend that student members be permitted to vote on issues related to tuition and fees.

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B.14 Code of Conduct

- B.14.1 The effective governance of British Columbia's colleges and institutes is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct. The following outlines the duties demanded of members of Boards:
- (a) Duty of Integrity – to act honestly and in good faith
 - (b) Duty of Loyalty – to give his/her loyalty to the institution when acting on behalf of the Board
 - (c) Duty of Care – to act in a prudent and diligent manner, keeping himself/herself informed as to the policies, business and affairs of the institution
 - (d) Duty of Confidentiality – notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input for internal and external communities, members are to ensure that information which is normally considered confidential (i.e. financial and personnel issues) remains so.
 - (e) Duty of Skill – to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the institution.
- B.14.2 Conduct of members contrary to the above duties may be subject to review by the Board, and subsequent punitive action similar to the Conflict of Interest Guidelines may be imposed. Likewise, the appeal process outlined in the Conflict of Interest Guidelines will be made available to either party in a dispute.

B.15. Oath of Office

The following Oath of Office is to be sworn, signed and dated before the Board at the commencement of all members first Regular meeting with the Board. The Board Chair or a Commissioner of Oaths are appropriate administrators of the Oath:

I, *(insert name of member)*, sincerely promise and affirm that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Governors of Coast Mountain College.

C. EDUCATION COUNCIL

The Education Council shall be established to perform those functions as established in the legislation. Composition of the Education Council shall be consistent with the College and Institute Act.

COAST MOUNTAIN COLLEGE BOARD BYLAWS

D. OFFICERS

D.1. President

The Board shall appoint a President who shall be the Chief Executive Officer and who shall, under the direction of the Board, supervise and direct the instructional, administrative and other staff of the institution and exercise powers and performs duties assigned by the Board.

The President may:

- i) recommend to the Board appointments, promotions and removal of members of the instructional, administrative and other staff, and
- ii) authorize a person who is not a member of the instructional staff of the institution to give instruction at the institution in a course authorized by the Board.

Suspension

The President may, for just cause, suspend a member of the instructional, administrative or other staff or an employee of the institution.

The President may, for just cause, suspend a student of the institution and deal summarily with a matter of student discipline.

On exercise of a power of suspension, the President shall immediately report the action to the Board with a statement of his own reasons. A person suspended under this section has the right of appeal to the Board.

Duties of the President

The President must advise the Board on all matters concerning the operation of the institution. Each year and at other times on the request of the Board, the President must report to the Board on the progress of the institution and make recommendations for the benefit and advancement of the institution.

D.2. Bursar

The Board shall appoint a Bursar who shall exercise powers and perform duties assigned by the Board.

The Bursar shall advise the Board on all financial matters of the institution.

Except where the Board, by resolution, directs that the Bursar be excluded from its meeting, the Bursar or designate shall attend all meetings of the Board.

E. FEES AND CHARGES FOR INSTRUCTION

E.1. Fees

In the event the Board contemplates an increase in fees, it will consult with students through the Executive of the Student Association and shall give general notice of its intent at least one month prior to the meeting at which the Bylaw amendment to increase fees is considered for adoption.