

BY-LAW No.1 2019-01

A By-Law relating generally to the conduct of the affairs of THE CONESTOGA COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING

BE IT ENACTED AND IT IS HEREBY ENACTED AS BY-LAW OF THE CONESTOGA COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING passed by the Board of Governors

June 17, 2019

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RECITALS

WHEREAS Colleges are governed by the Act and its Regulations which provide for the establishment and governance of Colleges generally;

AND WHEREAS the Act and its Regulations provide for a governance framework and the establishment of a board of governors for each College which board of governors is charged with the responsibility of carrying out the Objects of the College;

AND WHEREAS the objects of Colleges are legislated to include offering a "*comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment and to support the economic and social development of their local and diverse communities*" ("**Objects**");

AND WHEREAS Conestoga is established by the Regulations passed under the Act which provides, among other things, that Conestoga is a corporation without share capital and its members are the Board of Governors consisting of individuals determined under the Regulations;

AND WHEREAS the Regulations provide a framework for the composition of the Board of Governors, certain procedures to be followed by the Board of Governors, procedures for removal and filling of members of the Board of Governors, and procedures for filling vacancies on the Board of Governors;

AND WHEREAS the Regulations also provide for certain duties of the Board of Governors such as the submission of strategic plans, business plans, annual reports and ensuring a balanced budget each year;

AND WHEREAS the Regulations provide for the creation of by-laws by the Board of Governors for the purpose of further detailing procedures and policies to be carried out within the framework of the Act and the Regulations.

1.0 DEFINITIONS

In this By-Law:

(a) "**Academic Staff Member**" means a person who is employed by Conestoga as a teacher, counsellor or librarian at Conestoga;

(b) "**Act**" means the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time;

(c) "**Administrative Staff Member**" means a person who is employed by Conestoga and who is not an Academic Staff Member, a Support Staff Member or a Student;

(d) "**Board**" means the Board of Governors of Conestoga, comprised of the Governors and the President;

(e) "**By-Law**" means this By-Law of Conestoga;

(f) "**Chair**" means the chair of the Board or any committee thereof, as the case may be;

(g) "**College(s)**" means colleges of applied arts and technology which have or may be established by the Act and the Regulations;

(h) "**College Council**" has the meaning ascribed to it in the Act;

(i) "**Conestoga**" means The Conestoga College Institute of Technology and Advanced Learning as established by the Regulations;

(j) "**Corporation Act (Ontario)**" means the *Corporations Act*, R.S.O. 1990, Chapter C.38;

(k) "**Executive Committee**" means the committee established by the Board pursuant to Subsection 7.01;

(l) "**Ex Officio**" members of the Board or its committees are voting members because of the office they hold;

(m) "**External Governors**" means those Governors appointed in the manner provided for in the Regulations, none of whom shall be a full-time employee or a Spouse of a full-time employee of Conestoga;

(n) "**Governor**" means a member of the Board;

(o) "**Indemnitee**" has the meaning ascribed to that term in Section 4.12.1;

(p) "**Internal Governors**" means those Governors duly elected in accordance with procedures established by the Board after consultation with the Students and with academic, administrative and support staff and set out in a by-law of the Board;

(q) "**Minister**" means the Ontario Minister charged with the responsibility of overseeing Colleges;

(r) "**Ministry**" means the Ontario Ministry charged with the responsibility of overseeing Colleges;

(s) "**Not-for-Profit Corporations Act**" means the *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15;

(t) "**Objects**" has the meaning ascribed to it in the recitals;

(u) "**Officer**" means President, Chair, Vice-Chair, Secretary, Treasurer or any other person designated as an Officer by this By-Law;

(v) "**President**" means the President of Conestoga;

(w) "**Regulations**" means the regulations made and amended from time to time pursuant to the Act, specifically, *Ontario Regulation 34/03*;

(x) "**Spouse**" means a spouse as defined in Part III Section 29 of the *Family Law Act*, R.S.O. 1990;

(y) "**Student**" means a person who is enrolled in a course or program of instruction at Conestoga;

(z) "**Student Member**" means a Student who is elected by the Students as a Governor as provided for in the Regulations and in the policies established by the Board of Governors from time to time;

(aa) "**Support Staff Member**" means a person who is employed by Conestoga as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff at Conestoga;

(bb) "**Vice-Chair**" means the vice-chair of the Board or any committee thereof, as the case may be; and

(cc) all other capitalized terms and expressions used herein and contained in Section 1 of the Act and Section 1 of the Regulations are hereby adopted and used herein with the same meaning.

2.00 HEAD OFFICE

The head office of Conestoga shall be in the Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3.00 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Conestoga. The holder and use of Conestoga's seal will be determined by Conestoga's seals policy in effect from time to time.

4.00 BOARD OF GOVERNORS

4.01 Board of Governors

The affairs of Conestoga shall be directed by a Board of Governors composed of:

(a) an even number of Governors of not less than twelve (12) and not more than twenty (20) Governors to be appointed in accordance with Subsection 4(1)(a) of the Regulations and Subsection 4.04 of this By-Law;

(b) the President of Conestoga, by virtue of office, as a voting member; and

(c) one (1) Student Member, one (1) Academic Staff Member, one (1) Administrative Staff Member and one (1) Support Staff Member, each of whom shall be elected by the Students or by the relevant staff group as provided for in the Regulations and policies established by the Board of Governors from time to time.

If the Regulations are amended, this By-Law is deemed to be amended as may be necessary to remain in compliance with the Regulations.

The policies of Conestoga in effect from time to time regarding membership, nomination and succession of the Board of Governors will be relied on and adhered to when composing the Board.

4.02 Qualifications of Governors

Every Governor shall be an individual who:

(a) is eighteen (18) or more years of age;

(b) is not an undischarged bankrupt;

(c) has not been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;

(d) has not been found to be incapable by any court in Canada or elsewhere; and

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

4.03 Members

The members of Conestoga shall consist of, and be limited to, such persons as are from time to time elected or appointed as Governors, in accordance with the provisions of this By-Law and who have not been removed from the Board in accordance with the provisions of this By-Law or any other applicable law. Each Governor shall automatically become a member of Conestoga upon his or her appointment as a Governor. The interest shall not be transferrable and shall lapse and cease when he or she ceases to be a Governor in accordance with this By-Law, any other by-law of Conestoga, or as provided in any applicable statute or regulation.

4.04 Size of Board

The Board shall make a determination annually at the annual meeting as to the desired number of Governors of the Board to be appointed under Subsection 4.01(a) for the coming

year and shall communicate the same to the Lieutenant Governor in Council for purposes of the appointment of Governors as provided for in Section 4.05 below.

4.05 Appointment of Governors

(a) If the Board determines the total number of Governors appointed under Subsection 4.01(a) is:

(i) twelve (12), four (4) of the Governors shall be appointed by the Lieutenant Governor in Council;

(ii) fourteen (14) or sixteen (16), five (5) of the Governors shall be appointed by the Lieutenant Governor in Council;

(iii) eighteen (18), six (6) of the Governors shall be appointed by the Lieutenant Governor in Council; or

(iv) twenty (20), seven (7) of the Governors shall be appointed by the Lieutenant Governor in Council.

(b) The remaining Governors of the Board to be appointed under Subsection 4.01(a) shall be appointed by the Governors of the Board holding office at the time of the appointment subject to Subsection 4.05(c) below.

(c) A Governor of the Board appointed under this Section 4.05 shall not participate in a vote of the Board relating to a renewal or extension of his or her appointment.

4.06 Election of Governors

No person shall be a Governor of the Board under Subsection 4.01(c) unless the person is duly elected in accordance with any policies of Conestoga in effect from time to time dealing with the election of Internal Governors.

4.07 Term of Office

(a) Each Governor shall take office on the 1st day of September in the year of their appointment or election, as the case may be.

(b) Subject to Subsection 4.07(e) below, a Governor of the Board appointed under Subsection 4.01(a) or elected under Subsection 4.01(c), other than a Governor elected by the Students, shall hold office for a term not to exceed three (3) years and shall not serve for more than six (6) years consecutively, but is eligible for reappointment or re-election, as the case may be, after two (2) years absence from the Board for successive terms not to exceed six (6) years in total.

(c) A Governor of the Board elected by the Students under Subsection 4.01(c) shall normally be appointed to hold office for a term of one (1) year from the date of

taking office. Such Governor may be eligible for re-election for successive terms not to exceed four (4) consecutive years as a Governor of the Board and may be eligible for re-election after two (2) years absence from the Board.

(d) Notwithstanding the six (6) year limit for an External Governor, if the Lieutenant Governor in Council or Board, as applicable, fails to appoint a successor for an External Governor before the Governors term of office expires, the Governor may remain in office until his or her successor is appointed.

(e) If the Governor appointed under Subsection 4.05(b) above is appointed by the Board by virtue of any office or position held by such person, upon such person ceasing to hold that office or position, his or her term on the Board shall also cease and the Board shall fill such vacancy as provided for herein and in any policy on vacancies adopted by Conestoga from time to time.

4.08 Election of Chair and Vice-Chairs

The Board shall elect at each annual meeting from among its External Governors a Chair and two (2) Vice-Chairs, and they shall be eligible for re-election.

4.09 Powers, Roles and Responsibilities

The Board shall review and approve the overall goals, objectives and strategic direction of Conestoga and shall, through its oversight and stewardship, ensure that Conestoga operates efficiently and effectively and is developing in ways that are congruent with the above stated goals, objectives and strategic direction. The Board will ensure continuity of high-quality leadership by its attention to succession planning. The Board:

(a) shall oversee the administration of the affairs of Conestoga;

(b) may make or cause to be made, in Conestoga's name any contract which Conestoga may lawfully enter into and generally may exercise all such powers and do all other acts as Conestoga is authorized to do, as provided by the Act, the Regulations, the Corporations Act (Ontario) or the Not-for-Profit Corporations Act (as applicable) and any other applicable law;

(c) the Board is empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of securities of any kind, lands, buildings, and other property, real or personal, or any right or interest therein owned by Conestoga upon such terms and conditions as it may deem advisable;

(d) subject to the provisions of the Act, the Regulations and this By-Law, the Board shall have the power to adopt policies to regulate its proceedings and affairs, including a policy on development and review, as it sees fit from time to time;

(e) shall annually review and approve of the business plan of Conestoga;

(f) shall annually review and approve of the budget of Conestoga;

(g) shall annually review and approve of the annual report of Conestoga;

(h) shall annually review and approve the auditors' report and the audited financial statements of Conestoga;

(i) shall annually appoint the auditors of Conestoga;

(j) shall periodically assess the effectiveness of the Board;

(k) shall assess the performance of the President of Conestoga in accordance with the terms of any policy established by Conestoga from time to time; and

(l) shall designate persons to act on behalf of Conestoga under this Section 4.09 and Section 6.06 of this By-Law.

4.10 Standard of Conduct

Governors shall be expected:

(a) to meet the standard of conduct required by Conestoga's code of conduct applicable to Governors including, without limitation, the duty to exercise all powers and to carry out all functions diligently, honestly and in good faith and in the best interests of Conestoga, consistent with its Objects, mission and by-laws, rather than in the interests of any other person, entity or constituency; and

(b) to respect their duty of confidentiality with respect to Board matters.

4.11 Remuneration of Governors

The Board may approve allowances for Governors for travelling and other expenses incurred by them while engaged in the business of the Board, but Governors shall otherwise not be remunerated by the Board for undertaking the responsibilities of a Governor. For the purposes of this section, a Governor of the Board includes a member of a committee or sub-committee of the Board but does not include the President, whose remuneration as President includes all duties to be performed by him or her as a member of the Board of Governors.

4.12 Indemnities of Governors and Officers

4.12.1 **Indemnification by Conestoga:** Every current and former Governor, Officer, and member of any committee of the Board, or any individual who acts or acted at Conestoga's request as such, and such person's heirs, estate trustees, personal representatives, and estate and effects, respectively (collectively "**Indemnitee**"), shall from time to time and at all times, be indemnified and saved harmless, out of the funds of Conestoga from and against:

(a) All costs, charges and expenses whatsoever which an Indemnitee sustains or incurs resulting from any action, suit or proceeding that is brought,

commenced or prosecuted against an Indemnitee in respect of any act, deed, matter or thing whatsoever made, done or permitted by an Indemnitee in the execution of the duties of the Indemnitee's office; and

(b) All other costs, charges and expenses which such Indemnitee sustains or incurs in relation to the affairs of Conestoga,

except such costs, charges or expenses as are occasioned by an Indemnitee's own wilful neglect or default, or failure to act honestly and in good faith, with a view to the best interest of Conestoga, with a reasonable ground to believe the action(s) was lawful.

4.12.2 **Limitation of Liability:** Except otherwise provided in the Corporations Act (Ontario) or the Not-for-Profit Corporations Act (as applicable), no Governor or Officer of Conestoga shall be liable for the acts, receipts, neglects or defaults of any other Governor, Officer or employee, or for any loss, damage or expense incurred by Conestoga through the insufficiency or deficiency of title to any property acquired by Conestoga for or on behalf of Conestoga, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to Conestoga 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 Conestoga 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 wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of Conestoga; provided that nothing herein shall relieve any Governor or Officer of any liability imposed by statute.

4.12.3 **Contracts with Conestoga:** The Governors of Conestoga shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of Conestoga, except such as shall have been submitted to and authorized or approved by the Board. If any Governor or Officer of Conestoga shall be employed by or shall perform services for Conestoga otherwise than as a Governor or Officer or shall be a member of a firm or a shareholder, director or officer of a corporation which is employed by or performs services for Conestoga, the fact of such person being a Governor or Officer of Conestoga shall not disentitle such Governor or Officer or such firm or corporation, as the case may be, from receiving proper remuneration for such services, provided that such Governor or Officer at all times complies with the Minister's Binding Policy Directive on Conflict of Interest issued under the Act and any policy of Conestoga in effect from time to time respecting conflicts of interest.

4.12.4 **Insurance:** Subject to the applicable laws, including the *Charities Accounting Act* R.S.O. 1990, c. C. 10 and the regulations made thereunder, Conestoga shall maintain appropriate liability insurance for Governors of the Board with respect to lawful

activities and authorized activities undertaken in the course of their duties on behalf of Conestoga.

4.13 Conflict of Interest

(a) Governors of the Board are expected to act honestly and uphold the highest ethical standards. Every Governor has a responsibility first and foremost to the welfare of Conestoga and must function primarily as a Governor of the Board, avoiding conflicts of interest and disclosing any conflicts of interest.

(b) Every Governor shall comply with the requirements in the Corporations Act (Ontario) or Not-for-Profit Corporations Act (as applicable) regarding conflict of interest. The Governors must comply with the Minister's Binding Policy Directive on Conflict of Interest issued under the Act and policy of Conestoga in effect from time to time respecting conflicts of interest.

4.14 Removal of Governors

Removal of Governors shall be in compliance with Section 6 of the Regulations.

4.14.1 Removal: The Board may remove a Governor from the Board by a special resolution of the Governors, in accordance with the provisions of this section, if the Governor:

(a) has failed to attend, without leave of the Board:

(i) the majority of the regular meetings of the Board in any twelve (12) month period or three (3) successive meetings of the Board; or

(ii) the majority of the regular meetings of the committee(s) upon which such Governor serves in any twelve (12) month period or three (3) successive meetings of such committees;

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

(c) has failed to comply with the conflict of interest provisions set out in Section 4.13 (which section incorporates by reference the Minister's Binding Policy Directive on Conflict of Interest and Conestoga's Board of Governors Conflict of Interest Policy);

(d) has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;

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

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

(i) harassment (including activities that would constitute harassment under Conestoga Policies);

(ii) violence and sexual violence (including activities that would constitute violence under Conestoga Policies);

(iii) conviction of a criminal offense;

(iv) conduct unbecoming of a Governor of the Board including but not limited to activities that are illegal, that are in breach of established Board Policies, or that demonstrate a lack of respect for Governors or Board decisions; and

(v) discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under any policies established by Conestoga from time to time).

(g) acts or recommends actions that could place Conestoga in jeopardy.

4.14.2 **Exception:** The Board may not remove a Governor from the Board in accordance with the provisions of this section if the Governor is:

(a) the President who is a Governor of the Board by virtue of office as provided in Subsection 4.01(b) above; or

(b) a Governor appointed by the Lieutenant Governor in Council under Subsection 4.01(a) and Section 4.05 above. If the Board believes there exists a reason justifying the removal of such appointed Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

4.14.3 **Investigation:** If it is brought to the attention of the Board that there are grounds for removal of a Governor in accordance with Section 4.14.1, the Board may appoint an investigator to inquire into the circumstances of the violation before proceeding to a vote on a resolution to remove such Governor. The investigator shall produce a report and it shall be shared with the Governor in question. If deemed necessary, the Chair has the right to suspend the Governor in question during the investigation.

4.14.4 **Actions in Lieu of Removal:** The Board shall, as an alternative to removing a Governor, have the option of imposing any one or a combination of the following sanctions:

(a) issuing a verbal reprimand;

(b) issuing a written reprimand;
(c) suspending the Governor for a period or term set by the Board; and/or
(d) requesting that the Governor resign.

4.14.5 Removal Procedures:

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

(i) in the absence of an investigation in accordance with 4.14.3, 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 ground for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board;

(ii) meetings of the Board regarding the removal of a Governor may be formally called by the Chair or a Vice-Chair, Secretary, Treasurer or Secretary-Treasurer, or on the direction in writing of four (4) Governors. Notice of such meeting, together with a copy of the proposed declaration for the removal of a Governor and the reasons, therefor, shall be delivered to each Governor not less than thirty (30) days before the meeting is to take place;

(iii) the Governor which is the subject of the removal shall be given an opportunity to address the said meeting prior to the vote on said resolution;

(iv) the Board's declaration that a Governor's membership on the Board is vacated shall be made by a special resolution of the Board carried by at least two-thirds (2/3) of the votes cast by the Governors at a meeting of the Board excluding the Governor which is the subject of the removal;

(v) subject to the written attestation required pursuant to this section, 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;

(vi) except as otherwise provided in this section, the provisions of Section 5.00 of this By-Law shall apply to a meeting for the removal of a Governor; and

(vii) in the event that the Chair or Vice-Chair is the Governor that is to be considered for removal, the Chair shall take the place of the Vice-Chair, if applicable, and the Vice-Chair shall take the place of the Chair, if applicable, in conducting the Board meeting.

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

(i) 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;

(ii) not include a review of whether the decision of the Board was correct; and

(iii) require the Chair or Vice-Chair as applicable, and the President to sign a written attestation that the removal process was carried out in accordance with this By-Law.

4.15 Vacancies

4.15.1 **Automatic Vacancies:** Vacancies on the Board shall be filled in compliance with Section 7 of the Regulations and any vacancies policy established by Conestoga from time to time.

The membership of a Governor on the Board is automatically vacated when:

(a) such Governor dies;

(b) such Governor resigns;

(c) such Governor ceases to be eligible for appointment or election to the Board and the Board declares such membership vacant in accordance with Subsection 4.15.2; or

(d) such Governor becomes incapable of acting as a Governor, is removed by the Board and the Board declares such membership vacant in accordance with Section 4.14.5.

Vacancies on the Board, however caused, shall be filled as provided in the Act, the Regulations, any guidelines issued from time to time by the Ministry or other provincial agency having authority, and any vacancies policy established by Conestoga from time to time.

4.15.2 **Loss of Eligibility:** Prior to end of term, notwithstanding Subsection 4.14.5, unless otherwise determined by the Board:

(a) the term of a Governor described in Subsection 4.01(c) shall terminate immediately upon such Governor ceasing temporarily or permanently to be a Student, Academic Staff Member, Administrative Staff Member or Support Staff Member, as applicable, except that a Student Member who graduates

prior to the expiration of such Student Members term may continue to serve until the 31st day of August in such Student's year of graduation;

(b) the term of a Governor who is an External Governor shall terminate immediately upon such Governor becoming an employee or student of a College; and

(c) the term of the Governor described in Subsection 4.01(b) shall terminate immediately upon such Governor ceasing to be the President of Conestoga.

4.16 Communications

(a) Governors requiring information regarding Conestoga matters in furtherance of performing their duties as Governors, such as academic, personnel or financial information relating to Conestoga operations, shall direct requests for such information, in writing, to the Chair, or in the Chair's absence, a Vice-Chair or the President. Governors shall adhere to all policies adopted by the Board from time to time regarding communications unless otherwise agreed upon.

(b) The official channel of communication on all matters for consideration by the Board to and from an Officer, External Governor, Internal Governor, Student, staff, faculty, or member of the public, shall be through the President, who shall bring such matters to the attention of the Chair for consideration at the Board's next regular meeting. Notwithstanding the foregoing, communication to and from the Board with respect to allegations of unethical conduct or misconduct of the President, shall be through the Chair.

5.00 MEETINGS OF THE BOARD

5.01 Meetings of the Board

Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named in respect of such regular meetings and, in such case, no notice need be sent. The Governors may consider or transact any business, either special or general, at any meeting of the Board. 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 External Governor to act as Chair for the time being and the Governor so appointed shall act and have all the powers of the Chair.

5.02 Annual and Other General Meetings

(a) The annual general meeting of the Governors shall be held at the head office of Conestoga or elsewhere in Ontario as the Board may determine and on such day as the said Governors shall appoint, except that the annual general meeting will not take place

more than fifteen (15) months after the holding of the last preceding annual general meeting.

(b) The annual general meeting shall be the meeting at which the audited financial statements are received, in addition to any other business that may be transacted. The Board, the Chair or Vice-Chair(s) shall also have the power to call at any time a general meeting of the Governors of Conestoga.

5.03 Notice and Holding of Board Meetings

(a) No formal notice of any meeting shall be necessary if all the Governors are present or if those absent have signified their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting. Meetings of the Board may be formally called by the Chair or a Vice-Chair, Secretary, Treasurer or Secretary-Treasurer, or on the direction in writing of four (4) Governors.

(b) Whenever under the provisions of this By-Law, notice is required to be given, including notice of meetings, notice shall be delivered, telephoned, telecopied or by such other means of electronic communication to each Governor not less than seven (7) business days before the meeting is to take place (except for special meetings as described in Subsection 4.14.5 hereof which provides for a notice period of not less than thirty (30) days). If notice is given by telephone or electronic means, the notice is deemed to be delivered on the same day notice is given. If notice is given by facsimile, the notice is deemed to delivered one (1) business day after notice is given. If notice is given by mail, the notice is deemed to be delivered three (3) business days after notice is given.

(c) If notice is delivered by mail, the mail shall be addressed to the Governor or Officer at a home or business address as the same appears on the books of Conestoga. For the purpose of sending any notice, the address of any Governor or Officer shall be his/her last address as recorded on the books of Conestoga.

(d) A schedule of meetings of the Board shall be placed in Conestoga's Library Resource Centre for public access.

(e) All meetings of the Board shall be open to the public, and no person shall be excluded from any such meeting except for improper conduct as determined by the Board or where a matter to be considered by the Board is determined by the criteria in Section 5.04 to be confidential. Where a matter determined by the Board to be confidential to Conestoga is to be considered, the part concerning such confidential matter may be held in an in-camera session of the Board. 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.

5.04 Confidential Matters

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

(b) In camera meetings will generally be held to discuss sensitive matters pertaining to the following:

(i) the disclosure of intimate, personal or financial information in respect of a Governor or potential Governor of the Board or a committee of the Board, an employee or prospective employee of the Board, or a Student;

(ii) the acquisition, renovation or disposal of real property;

(iii) discussions and decisions in respect of individual or collective negotiations with employees of the Board and/or their representatives;

(iv) litigation affecting the Board or the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

(v) all matters arising out of the President's terms of employment, including hiring, evaluation, contract terms and termination;

(vi) Board self-evaluation;

(vii) information that is prohibited from disclosure under the Freedom of Information and Protection of Privacy Act;

(viii) 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 Conestoga; and

(ix) consideration of whether an item is to be discussed in camera.

(c) The Chair or any Board Governor may request the presence of appropriate administrators or other persons as a resource to address specific issues during such in camera meetings.

(d) All Governors and other persons attending the in-camera meetings of the Board shall keep all information, discussions and proceedings at the in-camera meetings 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.

(e) 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.

5.05 Electronic Attendance at Meetings

Meetings of the Board may be held by means of such telephone, electronic, or other communication facilities as will permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member of the Board participating by such means shall be deemed to be present at that meeting and shall be counted for all purposes, including quorum.

5.06 Quorum

A quorum for a Board meeting shall be majority of the number of Board Governors plus one as provided in Section 5(1) of the Regulations. A quorum for a standing committee or ad hoc committee of the Board, shall consist of a majority of the committee members of such committee. No business shall be transacted at any meeting unless the requisite quorum shall be present.

5.07 Errors in Notice

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

5.08 Voting

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. 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. 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.

5.09 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.

6.00 OFFICERS

6.01 Officers

In addition to the President, a Chair, and two (2) Vice-Chairs, the Board shall appoint a Secretary and a Treasurer or a Secretary-Treasurer and such other Officers as the Board may determine from time to time. Being a Governor shall not be a prerequisite to holding any office other than the President, the Chair or a Vice-Chair.

6.02 Duties of the Chair

The Chair shall preside at all meetings of the Board and shall be an Ex Officio member of all committees of the Board. The Chair shall have all the duties and responsibilities customarily associated with this office.

6.03 Duties of the Vice-Chair

During the absence, inability to act, or on the request of the Chair, his/her duties and powers may be exercised by a Vice-Chair.

6.04 President

The Board shall appoint a President. The Board shall delegate to the President, as Chief Executive Officer, full authority to direct the business and affairs of Conestoga (except such matters and duties as 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 Conestoga, 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 Conestoga.

6.05 Duties of Other Officers

The duties of Officers of Conestoga shall be such as the terms of their engagement call for or as the Board and/or the President may require of them.

6.06 Signing Authorization

The Board shall establish a policy or policies from time to time detailing and directing the manner in which, and the persons by whom any particular instrument, contract or obligation of Conestoga may or shall be executed. Such a policy or policies shall include, but not be limited to, the signing of all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Conestoga.

6.07 Vacancies

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

7.00 COMMITTEES AND SUB-COMMITTEES

7.01 Executive Committee

(a) The Board shall appoint an Executive Committee of the Board which will advise and assist the Governors in carrying on the affairs of Conestoga in connection with the matters hereinafter set forth and shall have the following powers and duties:

(i) ***Purpose:*** To deal with matters within the terms of reference below, and any matters which may arise requiring immediate attention or during periods when a quorum of the Board cannot be obtained or when the Board is not meeting.

(ii) ***Committee Membership:*** Membership on the Executive Committee shall consist of the following individuals, provided that eligibility shall be restricted to External Governors, not including the President of Conestoga Students Incorporated.

i. Chair – Committee Chair;
ii. Two (2) Vice-Chairs;
iii. President;
iv. Past Chair, if still a member of the Board; and
v. Such other Governors or Officers as deemed appropriate by the Board.

(iii) ***Terms of Reference:*** The Board shall annually determine and approve the terms of reference for the Executive Committee.

(iv) ***Meetings:*** Meetings will be held as directed by the Chair of the Executive Committee.

7.02 College Council

The Board shall ensure that a College Council is established in accordance with guidelines established by the Minister.

7.03 Other Committees

The Board may, from time to time, appoint standing or ad hoc committees from among its members and others it deems appropriate, to act in an advisory capacity to the Board in connection with the terms of reference of such committees as determined by the

Board. Such standing committees may include, without limitation, the following committees:

(a) finance and audit;

(b) facilities; and

(c) governance.

Membership to these committees shall be restricted to External Governors, not including the President of Conestoga Students Incorporated.

8.00 GENERAL

8.01 Books and Records

The Board shall ensure that all necessary books and records of Conestoga required by the by-laws of Conestoga or by any applicable statute or law are regularly and properly kept.

8.02 Financial Year

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

8.03 Deposit of Securities for Safekeeping

The securities of Conestoga shall be deposited for safekeeping with one (1) or more institutions allowed by the Financial Administration Act (Ontario) to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Conestoga signed by such Officer or Officers, employee or employees of Conestoga, and in such manner, as shall from time to time be determined through a policy or policies established by the Board and failing such, shall be determined by resolution of the Board and such authority may be general or confined to specific instances.

8.04 Borrowing

Conestoga may from time to time:

(a) borrow money on the credit of Conestoga;

(b) issue, sell or pledge securities of Conestoga; and

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of Conestoga, including book debts, rights, powers, franchises and undertaking to

secure and securities or any money borrowed, or other debt or any other obligation or liability of Conestoga.

From time to time, the Board may authorize any Governor, Officer or employee of Conestoga or any other person to make arrangements with the monies borrowed or to be borrowed as provided in this Section 8.04 as to the terms and conditions of the loan thereof and as to the securities to be given therefor with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by Conestoga as the Board may authorize, and generally to manage, transact and settle the borrowing of the money by Conestoga.

8.05 Budget Approval

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

8.06 Auditors

The Governors shall at each annual meeting appoint one (1) or more auditors licensed under the Public Accounting Act to hold office until the next annual meeting and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. 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.

9.00 BY-LAWS

9.01 Amendments

The Governors may pass by-laws not contrary to the Act, the Corporations Act (Ontario) or the Not-for-Profit Corporations Act (as applicable). A bylaw passed by the Governors hereunder and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a meeting of the Governors duly called for that purpose, is effective only until the next annual meeting of the Governors unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a meeting of the Governors. The Governors may at the meeting of the Board confirm, reject, amend or otherwise deal with any by-law passed by the Governors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

9.02 Interpretation

In this By-Law and all other by-laws of Conestoga hereafter passed, unless the context otherwise requires, words imparting the singular number or a specific gender shall include

the plural number or other gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

9.03 Repeal

All previous by-laws are repealed upon the passage of this By-Law.

9.04 Conflict with Legislation

Conestoga and the Board were established under the Act, but the powers and duties of the Board are also defined under other Acts of the Ontario Legislature and by regulations made under these Acts including:

(a) Corporations Act or the Not-for-Profit Corporations Act (as applicable);

(b) Colleges Collective Bargaining Act;

(c) Crown Agency Act; and

(d) Freedom of Information and Protection of Privacy Act.

Should any provision of this By-Law or any other by-laws enacted by the Board conflict with any such legislation, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions of the affected by-laws.

ENACTED by the Board of Governors of Conestoga this 17 day of June, 2019 in accordance with the Corporations Act (Ontario) and the Ontario Colleges of Applied Arts and Technology Act (Ontario).

President – John Tibbits
I have authority to bind the Corporation

Secretary-Treasurer – Jacinda Reitsma
I have authority to bind the Corporation

The foregoing By-Law was hereby confirmed at a general meeting of the Governors of Conestoga duly called for that purpose.

DATED the 17 day of June, 2019.

Chair – Lydia Chudleigh
I have authority to bind the Corporation

Vice-Chair – Kerry Hadad
I have authority to bind the Corporation

Vice-Chair – Larry Ryan
I have authority to bind the Corporation