

Board of Directors Bylaws

Approved: February 19, 2014

Revised: March 29, 2022

1. Definitions, in these bylaws:

“Board” or “Board of Directors” shall mean the Board of Carlton Trail College as provided for in the *Regional Colleges Act of the Statutes of Saskatchewan, Chapter R-8.1*.

“The College” shall mean Carlton Trail College as provided for in the *Regional Colleges Act*.

“Bylaws” shall refer to new or additional bylaws, deleted or repealed bylaws, and revised or reworded bylaws of the Board.

“Minister” shall mean the Minister responsible for administering the *Regional Colleges Act*.

“President and CEO” shall mean the Chief Executive Officer of Carlton Trail College.

2. Members

Membership on the Board is prescribed in Section 7 of *The Regional Colleges Act*.

Fiscal Year

The fiscal year of Carlton Trail College shall be the period from July 1, to June 30, as stated in Section 20 of the *Regional Colleges Act*.

3. Officers of the Board (Chairperson, Vice-Chairperson)

The Board, in accordance with Sections 3 and 4 of the *Regional Colleges Regulations*, shall be:

- the Chairperson appointed by the Minister, and
- the Vice-Chairperson elected by the Board at an Annual Meeting or at any regular Board meeting in the event that a vacancy occurs.

4. Officers of the Board (Duties, Terms of Office)

The Chairperson shall:

- preside at all meetings of the Board,
- act as the official spokesperson for the Board,
- serve as the signing officer of the Board on all matters required by *The Regional Colleges Act* except those duties duly delegated by the Board,
- be an ex-officio member of all Board committees,
- hold office in accordance with Ministerial appointment,
- consult with the President and CEO on the preparation of the Board meeting agenda,

- liaise with the President and CEO on behalf of the Board,
- ensure the Board adheres to relevant legislation as well as Board charter, bylaws, policies and practices,
- ensure that vision, mission, and values are established,
- keep vision, mission, and values up-to-date, and shared and understood by all,
- ensure that regular evaluations are conducted on how effectively the organization is achieving its mission,
- ensure meeting discussion focuses on issues that belong to the Board,
- ensure deliberations are timely, fair, orderly, thorough, efficient, and kept to the point,
- ensure Board meetings will be conducted in accordance with parliamentary procedures,
- orientate newly appointed Board members in consultation with the President and CEO, and
- facilitate regular performance appraisals of the Board, Committees, Board Chairperson, and the President and CEO.

The Vice-Chairperson shall:

- in the absence of the Chairperson or in the event that the Chairperson is unable to act, carry out all of the responsibilities normally exercised by the Chairperson,
- assist the Chairperson in his/her duties,
- hold office until a successor is elected and takes office, and
- in the absence or the inability to act of both the Chairperson and the Vice-Chairperson, the remaining members shall elect one of themselves as Acting Chairperson to assume the responsibilities of Chairperson until such time that either the Chairperson or the Vice-Chairperson can resume his/her responsibilities.

5. Quorum

When there is a vacancy on the Board, the remaining members may exercise all the powers of the Board.

A majority of the Board members in office shall constitute a quorum.

No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.

A motion or a bylaw approved by a majority of the members present at any duly constituted meeting of the Board at which a quorum is present, binds all members of the Board.

A member may participate in a meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a member participating in a meeting by those means is deemed for the purpose of quorum to be present at that meeting. Board meetings cannot be held via email.

6. Meetings (Regular, Special, Annual)

6.1. Regular meetings of the Board shall be held on days and at times established at an Annual meeting of the Board that is to be held within thirty (30) days of the beginning of each fiscal year; particular date(s) may be changed by the Board.

6.2. An Annual meeting of the Board shall be held in accordance with the *Act*. At the Annual Meeting, the Board shall:

- 6.2.1. elect the Vice-Chairperson,
- 6.2.2. confirm the College's bank,

- 6.2.3. confirm the College's auditor,
 - 6.2.4. review and complete the Conflict of Interest Disclosure form,
 - 6.2.5. establish Board representation to committees and where applicable, external agencies,
 - 6.2.6. establish the schedule of regular Board meetings, and
 - 6.2.7. appoint, for a term of one (1) year, such standing committees, as it deems advisable.
- 6.3. Special Board meetings may be called by the Chair, Vice Chair, upon the written request of three members being delivered to the Chair, or at a Regular meeting of the Board through Board resolution.
- 6.3.1. Every Board member shall be notified of a Special Meeting with the provision that three (3) days' notice may be required.
 - 6.3.2. No business, other than that named in the Notice of Meeting, shall be conducted at a Special Board meeting
 - 6.3.3. The Board may, through resolution, hold a portion of the Special Board meeting *in-camera*.
 - 6.3.4. Special telephone meetings require a quorum of the Board.
 - 6.3.5. When a motion is made, the Chairperson will name each Board member in turn asking for their response to the motion. The Chairperson will declare whether the motion has passed, and such results shall be recorded in the minutes in the usual manner.
 - 6.3.6. There shall be a record of participating Board members, the beginning and end time of the meetings, as well as any direction given.
 - 6.3.7. The minutes of the Special Telephone meeting shall be approved at the next regular Board meeting.
- 6.4. Board meetings shall be deemed to be public meetings, except where confidential matters are being discussed, at which time the discussion will be held *in-camera*. Members of the public wishing to address the Board must seek prior approval.
- 6.5. The Board may hold any regular or special (but not Annual) meeting by telephone conference call or other suitable technological platforms.
- 6.6. The Board may conduct *in-camera* meetings and may make recommendations to the Board for consideration. The Board shall move from the *in-camera* part of the meeting back to the public portion of the regular meeting through resolution.
- 6.7. The Board shall not meet in the absence of the President and CEO, except to discuss specific issues *in-camera*.
- 6.8. A Board member unable to attend any meetings of the Board is required to advise in advance stating the reason of their non-attendance.

7. Participation in Meetings

- 7.1. Non-members of the Board may participate in meetings with prior approval (see Policy 1.9).
- 7.2. Only full members of the Board have a vote on motions of the Board.
- 7.3. The President, or designate, shall attend all meetings of the Board.
- 7.4. The Board may invite individuals to attend all or a portion of any meeting of the Board.

8. Postponing and Cancelling Meetings

- 8.1. The Chairperson may cancel or postpone a Regular Meeting of the Board.

9. Voting Procedures

The Board believes in the active participation of all Board members striving to make decisions through consensus prior to taking a vote.

Any member of the Board may submit a motion through the Chairperson. A seconder is not required before the Chairperson is required to entertain the motion.

A member shall not vote on any motion that presents a conflict of interest.

Any member, without requiring a recorded vote, may have his/her own vote recorded on any motion decided by the Board.

The following model shall be adopted from *Robert's Rules of Order* (2000):

- The Chair can vote as any other member when the vote is by ballot.
- In other cases, the Chair can (but is not obligated to) vote whenever their vote will affect the results; that is so they can vote to break a tie so a motion passes.
- On a tie vote, a motion requiring a majority vote for adoptions is lost since a tie is not the majority. If there is a tie without the Chair's vote, they can vote in the affirmative, thereby causing the motion to be adopted, or if there is one more in the affirmative than the negative without the Chair's vote, he can vote in the negative to create a tie, thus causing the vote to be rejected.

10. Bylaws

Bylaws shall be read three (3) times before they are approved.

No more than two (2) readings of any bylaw shall be given at any meeting except by unanimous consent and then only if all Board members are present.

Bylaws shall be signed by the Chairperson and Recording Secretary when passed.

Bylaws that have finally passed shall in due course be incorporated into a consolidated document with all other bylaws of the Board in effect at the time; and the consolidated document shall be available for examination by the public and shall be forwarded to the Minister for his/her information.

Bylaws will be reviewed annually.

11. Agenda

The agenda for a meeting shall be prepared by the President and CEO in consultation with the Chairperson. The Board Chairperson has the final responsibility of determining agenda items prior to the meeting. The agenda may be altered as required at Board meetings.

Copies of the agenda, together with supporting information for the conduct of the Board's regular meeting, shall be circulated to the members so as to be received at least one (1) week prior to such a meeting.

The agenda, together with amendments proposed by Board members or staff present, shall be subject to adoption by a motion at the commencement of each Board meeting.

Notwithstanding, agenda and supporting information for Special Board meetings may be distributed to members at the beginning of such meetings.

12. Minutes

Minutes of any Regular, Special, or Annual meeting shall be included in the next Regular Board meeting package.

Minutes of any Board meeting shall be adopted (as corrected, if necessary) at the next Regular Board meeting.

Minutes, when adopted, shall be signed by the Chairperson and the Recording Secretary.

The Board shall make public the approved minutes of the Board.

13. Committees

The Board may appoint special or standing committees consisting of one (1) or more of its members and delegate to it for consideration and recommendation to the Board any topic or matter under the jurisdiction of the Board.

The Committee will establish Terms of Reference to be submitted for Board approval.

The agenda of each regular meeting shall provide for reports from each committee of the Board, and any recommendation from a committee shall be deemed to be an agenda item to be dealt with at the meeting where the Board receives such recommendations.

14. Communications to the Board

The official channel of communications on all matters for consideration of the Board shall be through the office of the President and CEO, who shall, subject to Section 11 of these bylaws, include all such matters on the agenda for the next meeting of the Board subsequent to the receipt of the communication.

Any member of the public may petition the Board on matters under its jurisdiction by submitting a written brief, with the necessary background information, to the President and CEO and/or to the Chairperson of the Board. A place shall be provided on a future agenda.

15. Inactive Members

Where a member of the Board has failed to attend three consecutive Regular meetings of the Board, the Board shall, by resolution during the third such meeting, prepare a recommendation to the Minister as to whether or not, and for what reasons, that member should or should not continue as a member of the Board.

16. Board Member Expenses and Remuneration

The College shall reimburse Board members for their expenses incurred in the performance of their duties and provide remuneration as prescribed by the Lieutenant Governor in Council of Saskatchewan.

17. Auditors

Auditors for the College shall be appointed in accordance with the *Regional Colleges Act*.

18. The Seal

The seal shall be affixed to all documents of the College requiring its seal in the presence of the President and CEO and/or VP Finance or designate.

19. Rules of Order

Board meetings shall be conducted in accordance with parliamentary procedures (*Robert’s Rules of Order*).

20. Duties and Powers of the Board

The duties and powers of the Board shall be as prescribed in the *Regional Colleges Act (Chapter R-8.1 of the Statutes of Saskatchewan 1986-87-88* (effective January 1, 1988) as amended by the Statues of Saskatchewan, 1989-90, c.15; and 1991, c.T-1.1; and 1998, c.P-42.1) and in particular, but not restricted, to Section 11, Section 12, Section 14 and Section 15 of the Act: and as prescribed in regulations pursuant to the Act as enacted from time to time by the Lieutenant Governor.

21. Policies of the Board

The policies of the Board, as established by motion of the Board, shall be published and distributed for the information of staff, students, and public.

22. Mission of the College

The Mission Statement of Carlton Trail College shall be reviewed and approved as part of the Strategic planning process, appended hereto, and shall be considered an integral part of these bylaws.

Mission Statement: To serve students, business, industry and communities by creating successful lifelong learning opportunities.

Board of Directors’ Chairperson

Date

Recording Secretary

Date