



Aurora College Board of Governors

Title: Board of Governors' Bylaws
Approved: Motion #BG29-2016 (June 9, 2016)

The Board of Governors of Aurora College, pursuant to the Aurora Colleges Act, establishes these Bylaws respecting its members, the calling and conduct of its meetings and the conduct of its business.

***** DEFINITIONS**

For the purpose of these bylaws:

- (i) "COLLEGE" means Aurora College.
- (ii) "BOARD" means the Board of Governors of Aurora College.
- (iii) "EXECUTIVE MEMBER" or "EXECUTIVE" means the Executive Committee of Aurora College Board of Governors.
- (iv) "MINISTER" means the Minister of Education, Culture and Employment.

1.0 MEETINGS

- 1.0 The Board of Governors shall meet in regular session at least three (3) times each year.
- 1.1 Locations and dates of regular meetings shall be chosen by the Board.
- 1.2 Special meetings of the Board shall be convened at the call of the Chairperson or the Chairperson shall call a meeting at the request of three (3) members of the Board.
 - 1.2.1 Notice of such meetings must be given to all members of the Board at least forty-eight (48) hours prior to the date of the proposed meeting.
 - 1.2.2 The requirement for such notice as described in subsection 1.2.1 may be waived by approval of a majority of the members of the Board.
 - 1.2.3 When a special meeting is called, the reasons will be stated and only those matters will be included on the agenda for that meeting.
- 1.3 With the exception of regular meetings, meetings may be held by conference call with forty-eight (48) hours notice.
- 1.4 Resolutions shall be presented on motion by a member of the Board. Another member must second the motion.
 - 1.4.1 The Chairperson may not make or second motions.

- 1.4.2 For the purpose of the business of the Board, members, other than the Chairperson of the meeting, shall have one vote on each question unless a member has declared a conflict of interest as described in section 10.0 of the Bylaws in which case that member is not entitled to vote.
- 1.4.3 In the event of an equality of votes on each side of the question, the Chairperson shall cast the deciding vote.
- 1.4.4 A motion passed by a majority of the members at a meeting of the Board of Governors at which a quorum is present binds all members of the Board with the exception of those cases described in sections 10.4 and 11.1.
- 1.4.5 No act or proceeding of the Board is invalid by reason of:
 - (a) A defect in the appointment of a member of the Board.
- 1.4.6 In the absence of the Chairperson and Vice-Chairperson, a member chosen by the members present may act as Chairperson to preside over the meeting. His/her duties will cease as of the adjournment of that meeting.
- 1.4.7 No member of the public may participate in the discussion at the Board meeting without the Board's consent.
- 1.5 All regular and special meetings of the Board shall be open to the public.
 - 1.5.1 When a majority of members at a meeting is of the opinion that it is necessary, they may hold a meeting of all or part of IN CAMERA. No resolution of the Board shall be made at any meeting which is not an open meeting except for the motion necessary to revert to an open meeting.
- 1.6 Any Board member missing three (3) consecutive meetings, may be subject to a recommendation by the Board for his/her revocation being forwarded to the Minister.

2.0 QUORUM

- 2.0 A majority of the Board members (including the Chairperson) holding office shall constitute a quorum at regular or special meetings of the Board.
- 2.1 Three (3) members of the Executive Committee shall constitute a quorum at executive meetings of the Board.
- 2.2 A majority of the members of the standing committees of the Board and Research Advisory Council shall constitute a quorum for the meetings of each committee.
- 2.3 As an ex-officio member of the Research Advisory Council and the standing committees the Chairperson of the Board has the same rights as other committee members and is counted in determining if quorum is present.

3.0 AGENDAS

- 3.0 The agenda shall be established by the Chairperson in consultation with the President or designated Senior Staff Member.

- 3.1 Members may submit items to the Chairperson or President for consideration to include such items on the agenda.
- 3.2 The agenda will be provided in advance of the meeting to all members.
- 3.3 The agenda may be altered at a regular meeting by motion prior to the adoption of the agenda.
- 3.4 At any regular or special meeting, after the adoption of the agenda, members may give notice of motion to be placed on the agendas for the following regular or special meeting or, if all members are present, may introduce a motion treating a matter not on the agenda, to be considered at the meeting in progress.

4.0 EXECUTIVE OFFICERS

- 4.0 The Executive Officers of the Board of Governors of Aurora College are the Chairperson, Vice-Chairperson and the Chairs of the Standing Committees.
 - 4.0.1 Collectively, this body is known as the “Executive Committee” of the Board of Governors.
- 4.1 The duties of the Chairperson shall be to:
 - 4.1.1 Direct the business of the Board in accordance with the Bylaws and Policies of the Board of Governors and the Laws of Canada and the Northwest Territories.
 - 4.1.2 When present, preside over the regular and special meetings of the Board.
 - 4.1.3 Chair the meetings of the Executive Committee.
 - 4.1.4 Vote on any question upon which the Board is equally divided.
 - 4.1.5 Act as an ex-officio member, with full voting privileges on all standing and ad hoc committees of the Board.
 - 4.1.6 Provide direction to the President on matters of Board Policy and maintain regular communication with the President.
 - 4.1.7 Communicate with the chairs of other NWT Boards dealing with educational matters.
 - 4.1.8 Act as official spokesperson of the Board.
 - 4.1.9 In the absence of the Chairperson of the Research Advisory Council (the Vice-Chairperson of the Board), the Chairperson of the Board will act as the Chairperson for the Research Advisory Council.
- 4.2 In matters of urgency requiring immediate attention and action by the Board of Governors between Board meetings, the Chairperson, in consultation with the Executive Committee of the Board, may act on behalf of the Board. The Board members will be advised of the actions at the next scheduled Board meeting, at which time, upon motion duly presented and passed, these actions will be ratified.
- 4.3 The duties of the Vice-Chairperson shall be to:
 - 4.3.1 Perform the duties of the Chairperson during any absence or inability of the Chairperson to act.
 - 4.3.2 Act as the Chairperson of the Research Advisory Council.

5.0 ELECTION OF OFFICERS AND TERMS OF OFFICE

- 5.0 Elections of each officer shall take place when a position becomes vacant.
 - 5.0.1 An executive position becomes vacant when the member resigns their officer's position, ceases to be a member of the Board of Governors, or is expelled subject to 5.3.
 - 5.0.2 Election shall take place at a regular meeting of the Board.
 - 5.0.3 Candidates shall be nominated and seconded.
 - 5.0.4 Votes will be by an open show of hands, or by secret ballot if requested be a candidate or voting Board member.
- 5.1 The term of office of officers shall commence as soon as the election has been held, unless otherwise specified through motion.
- 5.2 The term of office of officers shall end at the conclusion of the Board member's term of appointment as stated in the member's instrument of appointment (from the Department of Justice, GNWT) or a formal resignation has been received from the officer holding the position.
- 5.3 An officer shall be removed from the Executive and relieved of their officer's position by a three quarters (3/4) majority vote of the members of the Board in attendance at the meeting.
 - 5.3.1 Members of the Board shall be notified by email in advance of a resolution to remove an officer from the Executive. The notification shall contain the wording of the resolution.
 - 5.3.2 Discussion to revoke and officer's appointment shall take place IN CAMERA. The member in question may declare conflict and be excused from the discussion.

6.0 COMMITTEES

- 6.0 The Standing Committees of the Board of Governors shall be the committees of Finance, Policy and Programs, and any other standing committees the Board establishes.
- 6.1 The Board shall establish Terms of Reference prior to establishing a standing committee and for each ad hoc committee.
- 6.2 Standing committees shall be established with at least three (3) members each.
- 6.3 Members of standing committees are appointed by the Board.
 - 6.3.1 The term of office of a member appointed to a standing committee shall take effect as soon as the appointment has been made.
 - 6.3.2 When a standing committee is in need of another member to achieve a quorum, the Board of Governors or the Executive Committee may temporarily appoint another member who is readily available. The appointment expires when the meeting adjourns.

- 6.4 The student representative of the Board of Governors shall serve as a member of the Policy and Programs Committee.
- 6.5 The staff representative of the Board of Governors generally serves as a member of the Finance Committee.
- 6.6 The Vice-Chairperson of the Board shall serve as the Chairperson of the Research Advisory Council.
- 6.7 There shall be a review of all standing committee memberships at regular Board meetings.

7.0 THE PRESIDENT

- 7.0 The President shall report directly to the Board and shall serve as an ex-officio member of the Board and as an ex-officio member of all committees of the Board with no voting privileges.
- 7.1 The President will inform the Chairperson which Senior Manager will act as College President during any absence from duty of the President for longer than one week.

8.0 THE MINUTES

- 8.0 Minutes of each Board of Governors meeting/teleconference shall be prepared and reviewed to final draft within one (1) month of the meeting, or sooner where possible, by the President's Office.
 - 8.0.1 Minutes will be sent to all Board members (in attendance or not) in final draft for approval through an email poll vote.
 - 8.0.2 With quorum approval, the minutes will be finalized.
 - 8.0.3 Approved minutes will be available on the Aurora College website and accessible to Board members on the Aurora College SharePoint site.
 - 8.0.4 Approved minutes will be distributed to the Minister and Department of Education, Culture and Employment.

9.0 EMAIL POLLS

- 9.0 Email polls allow for regular business between meetings to occur without the need to call a special meeting.
- 9.1 A briefing note outlining the request, including the necessary background information will be provided to the Board via email for their review and response.
 - 9.1.1 The first positive response will be considered the MOVER of the Motion.
 - 9.1.2 The second positive response will be considered the SECONDER of the Motion.
 - 9.1.3 With a positive quorum response the MOTION will be considered as passed.
 - 9.1.4 The motion will be finalized with an official number and logged.

10.0 CONFLICT OF INTEREST

- 10.0 The College requires each Board member to fill out and sign a Statement of Disclosure prior to their first meeting and annually, or sooner should their situation change. Members will declare any conflicts that arise during a meeting.
- 10.1 The possibilities of conflict of interest between Board members and the College are illustrated but not limited by the following examples:
 - 10.1.1 Members shall not use or disclose to the prejudice of the College or for personal gain any information of decisions, bids, plans, in camera discussions or other matters concerning the College.
 - 10.1.2 Any member of the Board who has a direct pecuniary interest, either personally or through their family, in a matter under consideration by the Board, shall disclose that interest at the first opportunity and shall refrain from voting on or participating in the matter in any other way.
 - 10.1.3 Members shall not sell or lease to buy from the College any property or services except in the normal course of business.
 - 10.1.4 All Board members are required to conduct College business within the intent of the laws of the land.
- 10.2 No member shall divulge confidential information obtained as a result of his or her appointment unless legally required to do so. If any member does divulge such information s/he may be subject to the action outlined in subsection 5.3.
- 10.3 If the Board has reasonably determined that a member has knowingly allowed himself/herself to be in conflict of interest it may petition the Minister to revoke the appointment of that member.
- 10.4 In addition to these Bylaws, the GNWT Conflict of Interest Act; Access to Privacy & Protection of Information Act (ATIPP); Financial Administration Act and all other policies of the GNWT also apply to members of the Board of Governors.

11.0 AMENDMENT OF BYLAWS

- 11.1 Bylaws of the Board may be rescinded, altered or added to at regular meetings of the Board by three-quarter (3/4) majority vote of those present.