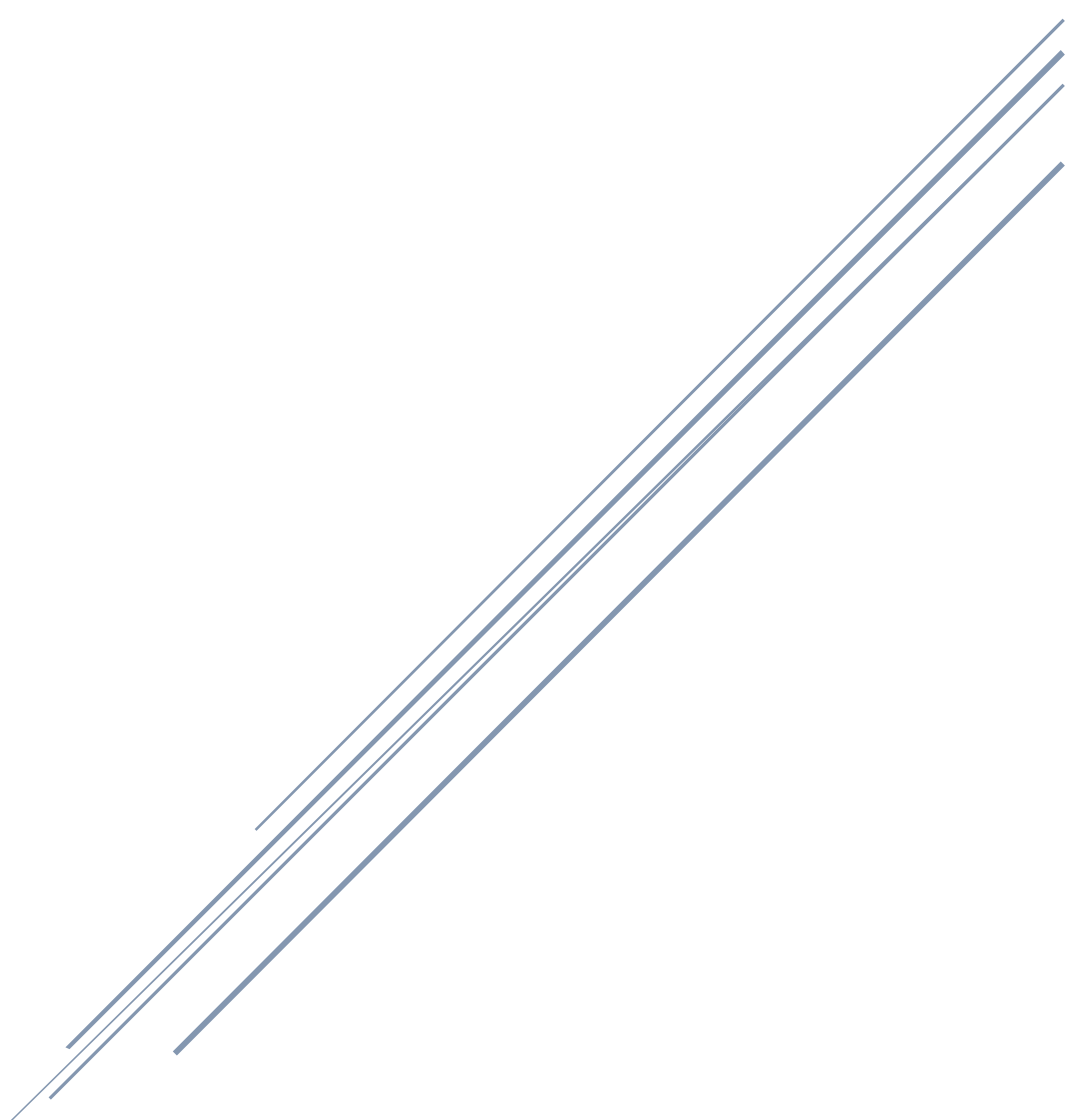


MEDICINE HAT
COLLEGE



MEDICINE HAT COLLEGE BOARD OF GOVERNORS' BYLAWS



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PREAMBLE

It is the express intention of the Board of Governors of Medicine Hat College (MHC) that these bylaws always be in compliance with its governing legislation – the *Post-secondary Learning Act* – and all amendments thereto. Where changes to legislation place any bylaw in conflict with current legislation, the terms of the legislation will supersede the bylaw.

BOARD OF GOVERNORS

As determined by the *Post-secondary Learning Act*, public members of the Board of Governors of MHC are appointed by an Order-in-Council from the Lieutenant Governor. Students, non-academic, and academic members are appointed by a Ministerial Order from Alberta Advanced Education.

1. Board of Governors

1.1. Board Roles and Responsibilities

As the governing body of MHC, the Board has the following roles and responsibilities:

- a) Acting in the best interests of the college.
- b) Providing stewardship and ensuring the college's actions support its mandate and purpose.
- c) Maintaining the highest ethical standards and not allowing any personal conflict of interest to exist undeclared and unmanaged.
- d) Ensuring all documents and information provided to the Board remain privileged and confidential and that these documents are retained and disposed of in accordance with the college's Records Retention and Disposition Schedule (PR-GA-0-5_01).
- e) Assessing the Board's performance on an annual basis and completing the competency matrix that will identify skills needed on the Board.
- f) T Approving the Strategic Plan.
- g) Overseeing the college's risk management and internal control framework.
- h) Approving the college's operating and capital budgets and monitoring financial performances.
- i) Approving the annual report.
- j) Approving tuition and academic fees.
- k) Approving and monitoring major capital projects.
- l) Monitoring and evaluating the President and CEO's performance.
- m) Ensuring the accountability of the President and CEO
- n) Approving the hiring and compensation of the President and CEO.

1.2. Chair

As determined by the *Post-secondary Learning Act*, a member of the Board of Governors of MHC s appointed as Chair by an Order-in-Council from the Lieutenant Governor of Alberta.

Roles and Responsibilities

The Chair works with the President and CEO to ensure effective relations with board members, stakeholders, and the public, and reinforces that all communication flows through the President and CEO.

The Chair maintains on-going communication with the Board Secretary. The Chair may also interact with other members of the senior administration, normally through the President and CEO.

The Chair's primary role is managing the affairs of the Board, ensuring the Board is organized, functions effectively, and meets its obligations and responsibilities, and

- a) Where appropriate, assist representing the college.
- b) Presiding at all board meetings.
- c) Coordination of the agenda, information packages, and related events for board meetings in conjunction with the President and CEO and the Board Secretary.

1.3. Vice Chair

The Board will elect one of its members as Vice Chair for a term of up to two years. The Vice Chair is eligible for re-election. In the absence of the Chair, the Vice Chair performs all the functions of the Chair and has all the powers as outlined in the *Post-secondary Learning Act* relating to a college Board Chair.

1.4. Confidentiality

Board members will protect all information (e.g. information and decision items, board member discussions, minutes, reports, and any other materials) provided to them in connection with their roles as board members and will respect the confidentiality of all board meetings and committee meetings. Board members will sign a conflict of interest and confidentiality agreement at the start of their term of office and annually thereafter.

1.5. Board Recruitment

1.5.1. Board Appointment and Reappointment

The Board secretary will monitor vacancies and inform the Minister and department of any unexpected vacancies (i.e. resignations). The Board is responsible for maintaining and providing an up-to-date board matrix, assessing/evaluating board performance for the purpose of determining succession plans, and board competency or skill gaps. The process is led by the Minister's Office.

The Board Chair will recommend names for the Minister's consideration, the package to the Minister will include name(s), resume(s) (with current contact information) and copy of the matrix. If the Board Chair supports and endorses the names, a letter indicating this

and how the individual(s) meet board competencies or fill certain skill gaps on the Board could be included in the submission.

The centralized recruitment process includes that the Board participate in board recruitment planning as required. The extent of participation varies from recruitment to recruitment but, there is a role to consult with Minister (and Minister's Office) to:

- a) share desired competencies and skills the Board requires to fill a skill gap or need,
- b) potentially participate on the recruitment planning team, screening panel and/or interview panel, and
- c) share recommendations on prospective appointments.

The reappointment decision becomes a priority six months prior to the expiry of the board member's membership. If it is known that a reappointment will not be pursued (i.e. a member is not willing or available to serve another term), this information will be provided to Minister's Office and centralized recruitment office as soon as possible as another process to fill the opportunity needs to be commenced. The Board Secretary will send the package to the Minister of Advanced Education and centralized recruitment.

1.5.2. Board Resignation

When Board members resign from the Board they send a written notice to the Board Chair and the Minister of Advanced Education. Otherwise, the term of office of a Board of Governor concludes when the Order-in-Council or Ministerial Order that appointed them is no longer valid. This occurs when the person's successor is appointed or three months after the end of the appointment term.

The Chair will advise the Minister if a Board of Governor is no longer capable of acting or of fulfilling the duties.

1.5.3. Board Matrix

As part of the overall board evaluation and development process, members complete a Board matrix survey twice per year to indicate what they consider to be the level of their personal knowledge, experience, or expertise in each of the identified areas. The completed Board Matrix is sent to Advanced Education.

1.5.4. Board Orientation

Upon joining the Board, Board of Governor's will be provided with an orientation to the Board and the context in which they operate.

BOARD MEETINGS

2.1. Regular Meetings

The Board of Governors holds a minimum of four regular meetings a year, and a Board Retreat. The Board Secretary prepares a schedule of the Board and committee meetings and provides it at the last board meeting of the year. Regular meetings of the Board of Governors are open to the public.

2.2. Closed Meetings

- a) To deal with confidential matters, Closed meetings of the Board of Governors are held at the discretion of the Board . Any regular meeting may be declared Closed to the public at any time by a motion carried by the Board.
- b) Subjects intended for Closed discussion are explicitly identified on the agenda and accepted at the time of agenda approval. If approval is not obtained, those subjects are automatically removed from the agenda for that meeting. Subjects identified for Closed discussion include, but are not limited to the following matters:
 - Salaries, conditions of employment, and collective bargaining.
 - Human resource issues including appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension, and other matters that may be considered.
 - Financial management of the college, including financial reports and financial projections.
 - Contracts and arrangements including proposed contracts, tenders, capital acquisitions, real estate acquisitions, and negotiations.
 - Board liability which may arise or where legal opinions respecting the liability or interest of the Board are expressed.
 - Competitive or business interests or matters that could divulge private business or personal matters of third parties.
- c) Where a matter discussed in Closed or In Camera requires a formal motion for resolution by the Board, the motion must be reported in the regular minutes except where the Board passes a deliberate motion to retain them in Closed.
- d) If it appears to any board member during public debate in a meeting of the Board, that further debate on a matter may result in disclosure of information or matters, the Board may resolve to conduct its further proceedings regarding the matter in a Closed session. A motion to proceed to a Closed session must be debated and carried by a majority of the members present and voting.
- e) Minutes of any part of a meeting held in a Closed session will be kept separately and made available for scrutiny to members of the Board only, and to anyone who may be authorized by the Board to see them.
- f) At the request of the Board Chair, resource persons may be invited to Closed Board meetings.

1.1. In Camera Meetings

In Camera means a part of a Board meeting, with or without administration or other parties present, for which there is no agenda. The Board may move to an In Camera session to deal with confidential matters. No decisions are made In Camera. Minutes of In Camera sessions will not be taken but agreed upon actions will be brought into the minutes of the subsequent open or Closed meeting. In Camera session matters, including all discussion, and documentation will be kept in confidence by every Board of Governor and attendee.

2.3. Special Meetings

Special meetings of the Board of Governors may be called by the Board Chair.

The Board Chair will provide the location of the meeting to each member.

Only item(s) for which the meeting was called may be ratified or confirmed during the proceedings taken at such meeting.

2.4. Time of Meetings

Meetings of the Board may be called by the Chair at any time on at least 48 hours' notice to the members. Notice of meetings will specify the date, time, and place of the meeting.

By motion, the Board may establish a regular meeting to be held at a predetermined date and time. No notice to members is required for established regular meetings.

2.5. Board Member Attendance

Members of the Board of Governors are expected to attend all scheduled board and committee meetings. Where a board member is absent for three consecutive regular board or committee meetings, , by majority vote taken at a meeting of which notice has been given to the member, the Board may file a recommendation with the Lieutenant Governor of Alberta for the replacement of the member.

2.6. Waiver of Notice

In emergency situations the Executive Committee of the Board may waive notice of meetings of the Board

2.7. Rules and Regulations

Subject to the provisions of these bylaws, the Board can adopt rules and regulations for the conduct of its meetings.

AGENDAS FOR BOARD MEETINGS

3.1. Agendas for Meetings

The Executive Committee, in consultation with the Board Secretary, is responsible for the preparation of Board meeting agendas.

3.2. Items for Agenda

Agenda items and supporting materials, will be delivered to the Chair not less than 14 days prior to the date of the meeting. All agenda items will be approved by the Executive Committee.

3.3. Appearing before the Board

Any person or group can request an appearance before the Board of Governors. Requests, including a statement of the reasons for the request, must be filed with the Board Secretary who will inform the Chair.

A non-board member may participate only if:

- The person is invited by the Board Chair to participate in a specified manner
- Arrangements have been made in advance.
- The group or organizations have been invited to make presentations to the Board.

Documentation or materials related to a presentation must be received by the Board Secretary and included and distributed with the meeting agenda at least 14 days in advance of the meeting.

Groups and organizations must identify one individual as their spokesperson, and presentations will be limited to a maximum of 30 minutes.

3.4. Items not on the Agenda

The Board may consider items that do not appear on the agenda, upon majority vote of its members.

3.5. Form of the Agenda

, By motion the Board, may establish the order of business to be followed at their meetings.

3.6. Consent Agenda

To ensure that the Board has sufficient time at its meetings to deal with substantial and material college related issues, minor or non-controversial board matters, as determined by the Consent Agenda and will be shared with the Board for information purposes only,

unless a board member at or prior to the board meeting requests that the Chair remove an item from the Consent Agenda and have it treated as regular business on the agenda.

3.7. Distribution of Agendas and Materials for Meetings

The Board Secretary is responsible for distributing agendas and agenda materials. Copies of the agenda and supporting materials will be made available to all board members no later than five working days prior to the date of the regular and committee meeting(s). Copies of the agenda for regular meetings will be made available on the college website the day prior to the scheduled date of the meeting.

In instances where support materials cannot be prepared sufficiently early to meet the above schedule, the materials may be presented at the time of the Board meeting upon approval of the Chair.

MOTIONS AND VOTING AT BOARD MEETINGS

4.1. Quorum

A majority of the members constitutes a quorum at any board or committee meeting.

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

A member who has a conflict of interest may be counted for the purposes of quorum and abstain/not be present for the vote on the issue of conflict.

Board proceedings are not valid unless they are adopted at a board meeting at which quorum is present or consented to in writing by all board members. A motion approved by a majority of members present at any duly constituted meeting of the Board at which a quorum is present or that is consented to in writing by all members, binds all Board members.

4.2. Making a Motion

Any member of the Board can make a motion for consideration.

4.3. Seconding a Motion

No seconding of a motion is necessary for consideration by the Board.

4.4. Motion to Table

A motion to table will take precedence over all preceding motions not having been formally voted upon.

4.5. Voting by Members

At all meetings of the Board, every question will be decided by a majority of the votes cast on the question by a majority of the members present at a meeting at which a quorum is present.

4.6. Voting Electronically

At the discretion of the Chair, the Board may cast a vote electronically.

A cover sheet, accompanied by the documentation distributed to board members upon which they based their decisions, is to be inserted into the official records of the Board.

4.7. Voting by the Chair

The Chair will not have voting privileges, but will be permitted to cast a vote to break a tie.

4.8. Proxy Vote

No vote by proxy is allowed.

4.9. Calling for a Vote

Only the Chair can call for a vote on a motion.

4.10. Recording of a Vote

When requested by any board member, the Board Secretary will record the vote or abstinence from voting of the member.

4.11. Conflict of Interest Declaration

A real, potential, or apparent, conflict of interest, financial or otherwise, may arise when the private interest(s) of board members conflicts with the interests of the college.

At the start of every board and board committee meeting, the Chair will ask board members to declare if there are any agenda items that are or may be perceived to constitute a conflict of interest for board members. The minutes will reflect that this has been asked and whether there are any declarations made. It is incumbent upon board members to declare, at any time, if a conflict of interest exists, be it real, potential, or apparent, financial, or otherwise, prior to discussion of and decision on an issue. Having declared that interest, the board member shall refrain from voting, and, at the discretion of the Chair, may be requested to withdraw from the meeting for that item.

In the event of a potential conflict of interest (real or perceived) regarding an issue involving a board member, the Chair (or Vice-Chair if the conflict pertains to the Chair) and Board Secretary will ensure that the board member does not have access to the confidential information during their term or until such time as the conflict of interest is no longer relevant

On an annual basis, board members will be asked to declare any contractual relationships that require disclosure.

MINUTES OF BOARD MEETINGS

The Board Secretary prepares minutes for all regular board meetings and of all committee meetings of the Board. Once approved minutes of the regular board meetings are placed on the MHC website.

Upon adoption, all minutes will be signed by the person who chaired the meeting and the Board Secretary.

5.1. Official Minutes

Minutes will be considered official when approved by the members present at the next meeting of the Board.

5.2. Distribution of Minutes

Minutes of regular, closed, and special meetings of the Board will be delivered to all Board members prior to the next regular meeting of the Board.

Official minutes of regular meetings are public documents and will be posted on the MHC website.

Copies of the signed regular, special, and committee meetings will be kept on MHC's internal electronic filing system(s).

5.3. Contents of Minutes

Official minutes of the Board will contain the following information:

- list of members present,
- date of meeting,
- identification of substance of motion,
- actual wording of motion,
- name of person making motion,
- action taken upon motion,
- record of votes, when requested (refer to section 4.11),
- background material to the motion as is necessary for future reference.

COMMITTEES OF THE BOARD

6.1. Organization

The Board may establish special or standing committees as it determines and may dissolve, suspend, or re-establish committees. The Board will define the powers, duties, and membership of the committee through the Committee Terms of Reference (TOR) and will be governed by the TOR as approved by the Board.

6.2. Board Committees

Board committees, will not restrict the wholeness of the Board's job or interfere with delegation from Board to President and CEO.

Board committees will assist the Board by preparing policy for board deliberation.

Board committees will not be created by the Board to advise employees.

Board committees cannot speak or act for the Board except when formally given such authority for specific and time-limited purposes.

6.3. Board Committee Structure

A committee is a Board of Governors committee if its existence and charge come from the Board, regardless of whether or not board members sit on the committee.

The Board of Governors will establish the following committees:

- Executive Committee,
- Campus Development Committee,
- External Relations Committee,
- Finance and Audit Committee,
- Human Resources Committee,
- Governance Committee, and
- Policy and By-Law Committee.

The Board of Governors may strike *ad hoc* committees for a specific task and limited time as required.

Committee members will be selected for their specialized skills and expertise, and their representation of the geographic regions served by MHC.

The Board may establish additional standing committees as required.

The majority of the appointed members of each committee will constitute quorum for that committee (For example, if a committee has three members, quorum is two members, if four or five members, quorum is three members).

The outgoing Committee Chair and the incoming Committee Chair will meet and, when possible, the outgoing Committee Chair will attend the first meeting of the committee to ensure continuity.

In the event of a Committee Chair or member completing their board term prior to the committee meeting, the Board Chair will appoint a new Committee Chair and/or new member as required.

6.4. Terms of Reference

Each committee must operate under board approved Terms of Reference. The committee terms of reference will:

- Set out the functions, powers, responsibilities, delegated authorities, and operation of the committee,

- Specify the number of members the Board determines are appropriate regarding the composition of the committee's membership.
- Include any further terms the Board determines is necessary, and.
- Review their Terms of Reference annually and when necessary, recommend revisions to the Board. The Board may approve revisions to the Terms of Reference at any time.

SIGNING AUTHORITY

7.1. Commitments

The delegation of signing authorities for purchases and contractual commitments in keeping with the conduct of regular business affairs is governed by policy approved by the Board.

7.2. Disbursements

The Board may establish appropriate policy and delegate signing authority to efficiently manage the business affairs of the college.

Payment made from the funds of the Board will be by cheque or order signed by:

- an employee of the Board authorized by motion of the Board to sign cheques and orders,
- the Chair or any other designated member by motion of the Board,
- by motion of the Board, mechanical signature plates bearing the names of two designated signing officers may be employed for signing disbursement cheques.

REMUNERATION

8.1. Remuneration of Board Members

Per diem allowance and honorariums will be paid to Board members while engaged in college business. The amount of the honorarium is at the discretion of the Board.

Board members have access to the following:

- Complimentary Parking passes (non-plug in).
- Complimentary Fitness Centre pass.
- Library.

8.2. Expenses

Board members and designated college employees are entitled to college expense allowance to cover costs of travel, meals, accommodation, and appropriate gratuities while engaged in authorized board business in accordance with existing college policy.

The Chair will authorize disbursement of all travel and per diem allowances to members of the Board.

For any expenses incurred by the Chair, the Vice Chair will authorize disbursement.

8.3. Travel & Subsidies

Members will be reimbursed for expenses in accordance with the college operational policy FN-02 Travel and Expenses.

All travel required for Board of Governors business will be approved, in advance, by the Board Chair.

All members are entitled to reimbursement for reasonable expenses incurred while engaged in board business in accordance with college policies and procedures. Expense claims will be submitted to the college and approved by the Board Chair or designate.

IDEMNIFICATION

9.1. Indemnification from Liability

MHC indemnifies all members and former members of the Board of Governors together with their heirs and legal representatives, as long as the person acted in good faith and in the purported exercise of their powers, duties, and functions under the *Post-secondary Learning Act*, from and against:

- All costs, charges and expenses, including legal fees and disbursements based upon charges between a solicitor and their own client, and including an amount to settle an action or satisfy a judgement reasonably incurred by them in respect of any civil, criminal, or administrative action to which a member of the Board of Governors is made a party by reason of being or having been a member of the Board of Governors.

AMENDMENTS AND NOTICE

10.1. Amendments to the Bylaws

The bylaws of the Board of Governors may be amended at a meeting of the Board following a Notice of Motion being given at any preceding meeting. The motion to amend the bylaws will be decided by a majority vote of the Board.

10.2. Recording of Amendments

All amendments to the bylaws will be recorded in the Board minutes.

10.3. Notice Requirements

Any notice required to be given by these bylaws will be sufficiently given in writing and delivered in person, by mail, or electronically. Notice given by delivery or electronically

will be deemed received when given. Notice given by mail will be deemed received three days following posting.