

**PORTAGE COLLEGE  
BOARD OF GOVERNORS**

**CODE OF CONDUCT**

As a requirement of the *Alberta Public Agencies Governance Act Section 11 (2)* Portage College's Board of Governors Code of Conduct is outlined in guideline A.1.1 - Board of Governors Bylaws. Refer in particular to, **Section 10.1 General Conduct** and **Section 11 Conflict of Interest**. A copy of the guideline A.1.1 Board of Governors Bylaws is attached.

**WHEREAS** the Board of Governors of Portage College is established under the authority of the *Post-Secondary Learning Act* (S.A. 2003) Chapter P-19.5;

**AND WHEREAS** Section 59 of the *Post-Secondary Learning Act* allows the Board of Governors of Portage College to pass bylaws regulating the conduct of its business and affairs;

**THE BOARD OF GOVERNORS** hereby enacts the following bylaws:

**1. DEFINITIONS:**

- 1.1** In these bylaws, unless the context otherwise requires, words imparting the singular number and gender shall include the plural number or the feminine gender as the case may be, and vice-versa, and references to persons shall include firms and corporations.
- 1.2** In these bylaws, and in any related appendices:
- (a) "Board" shall mean the appointed Board of Governors of Portage College;
  - (b) "College" shall mean Portage College, irrespective of campus location;
  - (c) "public member" shall mean a member of the Board who has been appointed from the public at large and who is not an employee of the College, nor a student of the College;
  - (d) "institutional member" shall mean a member of the Board who is an employee of the College or a student;
  - (e) "President & CEO" shall mean the President & CEO of Portage College, who is the Chief Executive Officer of the College. The President & CEO is a defacto Board Member;
  - (f) "Officers of the College" shall mean the persons appointed by the President & CEO who assume a leadership role in the overall management of the College;
  - (g) "Chair" shall mean the person designated to be Chair of the Board by the Lieutenant Governor in Council;
  - (h) "First Deputy Chair" and "Second Deputy Chair" shall mean the person designated by the Board to perform all duties of the Chair, in the event that the Chair is absent or unable to act. Wherever the term "Chair" is used in these bylaws, it shall mean both "chair" and "Frist and Second "Deputy Chairs";
  - (i) "its committees" shall mean committees established by the Board to act in a review and advisory capacity; and
  - (j) "Executive Assistant to the Board" shall mean the person designated to formally perform duties in relation to the organization of Board meetings and other business and affairs.

**2. APPOINTMENT TO THE BOARD:**

**2.1** The College Board is a corporation with the name given to it by the Lieutenant Governor in Council.

**2.2** The Board of Governors of Portage College shall consist of the following members:

- (a)** the chair of the board appointed by the Lieutenant Governor in Council;
- (b)** the following persons appointed by the Minister:
  - (i)** 1 academic staff member nominated by the College Faculty Association,
  - (ii)** 1 student nominated by the College Students' Association, and
  - (iii)** 1 member of the College non-academic Staff Association who is not engaged in the administration of the College and is nominated by the staff association of the College;
- (c)** not more than 9 persons appointed by the Lieutenant Governor in Council, one of whom shall be designated as Chair;
- (d)** the President & CEO of the College, as defined in legislation.

**2.3** A person who is an employee of the Board may not be appointed or be or remain a member of the Board, if that person is either:

- (a)** a voting member of the executive body or an officer of the faculty or staff association,
- (b)** a person who has the responsibility, or the joint responsibility with others, of negotiating with the Board on behalf of such an association the terms and conditions of service of members of the association,
- (c)** at any point unable to sign the Declaration of Eligibility to Direct the Charity form as defined in Subsection 149.1(1) of the Income Tax Act. See Appendix A Declaration of Eligibility to Direct the Charity form which requires sign off at the commencement of their office and on an annual basis, or
- (d)** refuses to sign and/or uphold the principles outlined in the Board of Governors Membership Charter.

**3. TERM OF APPOINTMENT / RE-APPOINTMENT:**

**3.1** A person appointed as a member of the Board shall:

- (a)** hold office for a term not exceeding 3 years as prescribed in the appointment, and
- (b)** continue to hold office after the expiry of the term until is re-appointed, as successor is appointed, or a period of 3 months has expired, whichever first occurs.

- 3.2 A member of the Board is eligible for re-appointment for a second term, but not for a further term until the expiration of a period of 3 years after a second term has ended.
- 3.3 The Minister or Lieutenant Governor in Council, as the case may be, may fill a vacancy on the Board by appointing an individual to fill the unexpired term of office of the former member and an appointment to an unexpired term shall not be considered, for the purposes of article 3.2, as a term of office.

#### **4. TERMINATION OF APPOINTMENT:**

- 4.1 The term of appointment of a Board member terminates when:
- (a) in the case of a person nominated by the faculty association, that person ceases to be an academic staff member or is deemed ineligible by the Association;
  - (b) in the case of a person nominated by the student council, that person ceases to be a student of the College; or is deemed ineligible by the Student Council or;
  - (c) in the case of a person nominated from the staff association, that person ceases to be a member of the non-academic staff at the College, or becomes engaged in the administration of the College or is deemed ineligible by the Staff Association.

- 4.2 Any Board member may resign by sending written notice to the Minister.

When a Board member resigns, the effective date of resignation, if not stipulated in the letter of resignation, shall be effective on the date of receipt of the resignation by the Minister, as set out in **Section 57(2) of the *Post-Secondary Learning Act***.

- 4.3 The Board can request that the Minister remove a Board member who ceases to meet the criteria set out in section 2.3.
- 4.4 By a vote of at least two-thirds of members present at a duly constituted meeting, the Board may request that the Minister revoke the appointment of any member who has breached Board confidentiality as set out in article 10.3(b) of these bylaws.

#### **5. ROLE OF THE BOARD (AS THE WHOLE):**

- 5.1 Subject to the provisions of the *Post-Secondary Learning Act*, the Board of Governors has the power to manage and control the College and its property, revenue, business and affairs.
- 5.2 The Board shall:
- (a) prepare and submit to the Minister, the annual and its affiliated other reports and returns required by the Minister;



- (b) ensure that the business and affairs of the College are conducted in accordance with the *Post-Secondary Learning Act* and the regulations;
- (c) determine the general policies with respect to the organization, administration, operation and courses of instruction at the College;
- (d) be responsible, in respect of the expenditures made by it, for the operation of the College from the funds provided, and for accounting for those expenditures;
- (e) make provision for the keeping of full and accurate records of its proceedings, transactions and finances;
- (f) advocate on behalf of the College for the benefit of students, employees and the regional community;
- (g) define and monitor the future direction of the College through a strategic planning process; and
- (h) define and support the vision, mission, and mandate established for the College.

**5.3 The Board shall:**

- (a) appoint the President & CEO and prescribe a tenure of office and the remuneration to be paid to him by the Board;
- (b) direct and advise the President & CEO in the implementation of Board approved policy and planning initiatives; and
- (c) ensure an annual evaluation process is established and undertaken to review the performance of the President & CEO.

**5.4 The Board may from time to time establish standing and ad hoc committees of the Board, with terms of reference to define membership, roles and scope of activities.**

**5.5 At the regular meeting preceding the end of the fiscal year, the Board shall:**

- (a) select from its membership, a First Deputy Chair and a Second Deputy Chair;
- (b) review and confirm membership of its standing committees; and
- (c) vacancies during the fiscal year will be filled at the next regular meeting.



**6. ROLE OF BOARD MEMBERS (AS CONTRIBUTING INDIVIDUALS):**

**6.1 All Board members shall:**

- (a) communicate in a timely manner matters of concern of the general public as presented to them to the Board Chair or the President & CEO for consideration and/or resolution, as the case may warrant;
- (b) regularly attend and participate in meetings of the Board and advise the College when unable to be present;
- (c) serve membership on any Board committees, as determined by the Board; and
- (d) act in good faith during the conduct of Board business and affairs, and positively represent the vision, mission and mandate established for the College and Board Membership Charter.
- (e) agree to abide by, support and sign the Board of Governors Membership Charter Appendix C upon being appointed to the Board.

**7. ROLE OF THE CHAIR:**

**7.1 The Chair shall:**

- (a) when present, preside over all meetings of the Board and ensures they are conducted in an efficient, effective and focused manner;
- (b) act as the official spokesperson of the Board and respond in an official capacity, on behalf of the Board, to external agencies and community organizations. Together with the President & CEO oversees the interface with Portage College's strategic partners and major stakeholders;
- (c) be a signing officer of the Board;
- (d) serve as liaison for the Board to the College President & CEO between meetings of the Board except in those areas specifically designated as the responsibility of standing committees of the Board;
- (e) ensure that Portage College's Strategic Plan, Comprehensive Institutional Plan, Annual Report, Budget, Board performance assessments and other related reports are adequately reviewed and approved by the Board;
- (f) provide leadership and assist the Board in developing and monitoring Portage College's policies and strategies;
- (g) build productive relationships, consensus and teamwork within the Board;

- (h) represent Portage College at public and private functions and together with the President & CEO actively promotes the organization and its initiatives to strategic partners and major stakeholders;
- (i) in consultation with the College Planning, Academic, Student Services Committee, provides leadership and assists the Board in developing and monitoring the Board's internal policies, development initiatives and self-assessments;
- (j) work with the President & CEO and Executive Assistant to the Board to develop agenda, information packages and other supporting materials for Board meetings;
- (k) provide direction to the President & CEO and the Board's Executive Assistant to ensure that the Board has sufficient information to inform itself and make decisions;
- (l) foster a constructive and harmonious relationship between the Board and its President & CEO; and
- (m) provide leadership and assist the Board in making sure the President & CEO to develop suitable management succession plans within the organization.

## **8. ROLE OF THE DEPUTY CHAIR(S):**

### **8.1 The First Deputy Chair shall:**

- (a) be a signing officer of the Board;
- (b) perform all duties of the Chair, in the event that the Chair is temporarily absent or unable to act; and
- (c) carry out such duties as may from time to time be assigned by the Chair.
- (d) in the event that the Chair is permanently unavailable the First Deputy Chair informs the Minister of the vacancy.

### **8.2 The Second Deputy Chair shall:**

- (a) be a signing officer of the Board;
- (b) perform all duties of the Chair, in the event that the Chair and First Deputy Chair are temporarily absent or unable to act; and
- (c) carry out such duties as may from time to time be assigned to him by the Chair.
- (d) in the event that the First Deputy Chair and Chair are unavailable the Second Deputy Chair informs the Minister of the vacancy.

**9. ROLE OF THE PRESIDENT & CEO:****9.1 The President & CEO shall:**

- (a) unless the Board by resolution directs otherwise, execute the decisions of the Board, with the delegation of powers incidental and necessary to the carrying out of such decisions;
- (b) manage the overall administration of the College in accordance with Board policy;
- (c) serve as liaison to the Board on behalf of the Officers and employees of the College;
- (d) assist the Chair in liaison and public activities on behalf of the Board in developing and maintaining an effective public relations presence; and
- (e) designate a person to perform the duties and functions of Executive Assistant to the Board.

**10. MEETINGS:****10.1 General Conduct**

- (a) No business of the Board can be legally conducted in the absence of a quorum. A majority or 50% of the thirteen (13) Board members holding office shall constitute a quorum.
- (b) In the event that the Chair and both Deputy Chairs are unavailable to conduct regular meetings of the Boards, those members present may select one of the members to chair that particular meeting.
- (c) Members may participate in meetings via teleconference, video conference, or on-line technology.
- (d) A resolution or bylaw passed by the majority of the members present at a meeting of the Board at which a quorum is present binds all members of the Board.
- (e) All members of the Board including the Chair shall vote or declare abstention on all resolutions, unless a conflict of interest has been declared.
- (f) The Vice Presidents, Academic and Infrastructure and Information Technology, and Chief Financial Officer attend the regular Board meetings in an advisory capacity and are not eligible to vote on resolutions.
- (g) All members of the standing and ad hoc committees of the Board, including the President & CEO, Vice Presidents, and CFO are eligible to vote on the



recommendations to the Board except the Board Chair who holds an “Ex-officio” position on all standing committees of the Board.

- (h) Voting by proxy will not be allowed when members of the Board are unable to be present at or participate in the meeting.
- (i) In the event of an equality of votes on each side of a question, the vote shall be considered defeated.
- (j) The chair may cause to be expelled and excluded any person who insists on engaging in improper conduct at any meeting. Such conduct would be deemed to be disruptive or unproductive in addressing the business of the College.
- (k) Board meetings shall be conducted in accordance with procedures established and approved by the Board.
- (l) Minutes will be kept of all duly constituted meetings of the Board and shall be the official record of that business.
- (m) Minutes of all meetings of the Board will be subject to the provisions of Freedom of Information and Protection of Privacy Act.

## **10.2 Regular Meetings**

- (a) The Board shall hold its regular meetings at such times, places and frequencies as it determines, but will meet a minimum of four times per year.
- (b) All regular Board meetings are open to the public and no person shall be excluded from attendance, subject to the provisions of article 10.3.
- (c) Notification of regular meetings shall be made no less than five days prior to the meeting.
- (d) Minutes of regular meetings of the Board shall be available upon request to all Board members within fourteen days following each meeting, and will be distributed with the notification of meetings as in article 10.2(c).

## **10.3 In Camera Meetings**

- (a) Notwithstanding article 10.2(b) of these bylaws, where a majority of the Board members present share the opinion that it is in the best interest of the College to hold a meeting of the whole or part of the Board in camera on any subject of a sensitive or confidential nature, the Board may, by resolution, exclude any person or persons from the meeting.
- (b) Where the Board has by resolution convened a meeting in camera for the consideration of any matter by the whole or any part of the Board, the subject matter of that meeting, the nature of any discussions, any information, statistics or materials of any kind presented to the meeting, shall be treated by all Board

members as being strictly confidential, and not for release, discussion, publication or presentation to any person, firm, corporation or organization, at any time. In Camera discussion and documents are private. All such matters are considered presented for review by legal council and are therefore considered protected by client solicitor privilege.

- (c) Any resolution or decision made at an in camera meeting will be recorded in separate minutes of the in camera session.
- (d) Unless the Board has given its consent, no person may either attend the Board's in camera meetings or participate in discussions.

#### **10.4 Special Meetings**

- (a) The Chair, in consultation with the President & CEO:
  - (i) may call special meetings when the Chair deems it expedient; and
  - (ii) shall call a meeting when requested in writing by a majority of the Board.
- (b) A special Board meeting called under article 10.4(a)(ii) must be held within 14 days of the date that the Chair receives the request.
- (c) The Chair calls a special Board meeting by giving at least 24 hours' notice to each Board member stating the purpose of the meeting and the date, time and place at which it is to be held.
- (d) A special Board meeting may be held with less than 24 hours' notice to all Board members if at least 2/3 of the whole Board agrees to this in writing before the beginning of the meeting. Confirmation can be acceptance of an electronic calendar invitation or email confirming same.
- (e) No matter other than that stated in the notice calling the special Board meeting may be transacted at the meeting unless the whole Board is present at the meeting and the Board unanimously agrees to deal with the matter in question.

#### **11. CONFLICT OF INTEREST:**

- 11.1** A Board member shall not vote on any question in which there is a direct or indirect pecuniary interest except questions of a general benefit to a class of which she/he is by statute necessarily a member.
- 11.2** When a member of the Board is not entitled to vote by virtue of article 11.1 of these bylaws, they shall so declare before discussion of the question and shall not participate in the debate and their declaration shall be recorded.
- 11.3** Notwithstanding article 11.2 of these bylaws, the Board (excluding the member who has declared a conflict), may by resolution elect to invite the member to participate in the discussion, despite the self-declaration.



**12. REMUNERATION OF BOARD MEMBERS:**

- 12.1** Excepting the President & CEO, Board members shall be entitled to honoraria for attendance at Board and committee meetings and any other College function that the Board Chair or member has been invited to attend. The guidelines and levels regarding honoraria shall be set by the Board (see Appendix B).
- 12.2** Board members shall be entitled to reimbursement for expenses according to guidelines and levels determined by the Board (see Board Expenses Guideline A.1.9).

**13. PROTECTION OF BOARD MEMBERS, OFFICERS, AND OTHERS:**

- 13.1** No Board member or officer shall be liable for the acts, receipts, neglects or defaults of any other member, officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired for or on behalf of the College, or for the insufficiency or deficiency of any security in or upon which any of the monies of the College shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the College shall be deposited, or for any loss occasioned by any error of judgment or oversight for any other loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of the office or in relation thereto, unless the same are occasioned by fraud, willful neglect or default.
- 13.2** The College shall, and does hereby agree to reimburse and indemnify a Board member or officer, a former Board member or officer, or a person who acts or acted at the College's request as an officer of the College or their heirs or legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by the individual in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Board member or officer of the College if:
- (a) the person acted honestly and in good faith with a view to the best interests of the College; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct in question was lawful.

**14. COLLEGE SEAL:**

- 14.1** The seal, an impression of which appears to the right hereof, shall be the corporate seal of the College and shall be affixed to all documents of the College requiring its seal.



14.2 The seal shall be in the custody of the President & CEO who will manage its security through established guidelines and procedures

**15. AMENDMENT OF BYLAWS:**

15.1 The bylaws of the Board may be altered by a resolution receiving majority vote of the Board members present, as outlined in **Section 58(2) of the *Post-Secondary Learning Act***, and provided a notice of the intended amendment and a statement of the purpose of the amendment was included with the agenda pursuant to article 10.1(i) of these bylaws.

\_\_\_\_\_  
Board Chair

\_\_\_\_\_  
President & CEO

May 12, 2016  
Date