



BYLAWS RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF

Okanagan College

INCORPORATED UNDER THE
COLLEGE AND INSTITUTE ACT

APPROVED BY RESOLUTION OF THE
OKANAGAN COLLEGE BOARD OF GOVERNORS

on June 22, 2022

Juliette Cunningham
Chair, Board of Governors

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President

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1. PURPOSE

In accordance with the College and Institute Act (the "Act"), the Board may make Bylaws for the orderly conduct of its affairs. These Bylaws address matters of Board operations and procedures.

2. PRECEDENCE

Where the Bylaws of the Board of Governors of Okanagan College are at variance with the College and Institute Act and/or at variance with regulations promulgated pursuant to the Act, the Act and/or the regulations will take precedence.

3. FORMALITIES

3.1 LEGAL ADDRESS

The legal address for Okanagan College is:

1000 KLO Road
Kelowna B.C.
V1Y 4X8

3.2 SEAL

Okanagan College has a corporate seal which will be stored in the office of the registrar.

The President, the Chair, or any delegate of the foregoing is authorized to affix the corporate seal.

3.3 BOOKS AND RECORDS

The Board will ensure that all necessary books and records of Okanagan College required by the Bylaws of Okanagan College or by any applicable statute, law, or regulation are regularly and properly kept. Books and records include but are not limited to governing documents, Bylaws, financial statements, written agreements, contracts, Board minutes, annual reports, inventories, investment agreements, payroll records and source documents.

4. INTERPRETATION

Unless otherwise expressly provided, in all Bylaws and resolutions of the Board, words and expressions used will have the same meaning as is ascribed thereto in the Act and regulations thereunder.

5. DEFINITIONS

Act means the College and Institute Act of British Columbia.

Board means the Okanagan College Board of Governors.

Board Secretary means the individual assigned by the President to support the operations of the Board.

Bylaws means these Bylaws.

Chair	means the individual elected as Chair of the Okanagan College Board pursuant to the election process outlined in these Bylaws.
Closed	means a meeting of the Board that, due to the confidential nature of the discussion, is closed to the public and employees of the College as outlined in the Bylaws.
College or OC	means Okanagan College.
Designated Resource Person	means the individual requested to participate in parts of a meeting by the Chair in consultation with the President.
Education Council	means the Okanagan College Education Council as authorized under the Act.
In-camera	means a meeting of the Board as outlined in the Bylaws, or part thereof, that is only attended by members of the Board, the Board Secretary and guests invited by the Board, and for which there is no agenda, no minutes are recorded, and no motions are passed.
Instructional Staff	means any faculty member or regular vocational instructor employed by Okanagan College and represented by the OC Faculty Association or the BC General Employees' Union (BCGEU) Vocational collective agreements. Instructional staff as defined under these Bylaws is synonymous with the term Faculty as outlined in the Act.
Member	means any individual appointed, elected, or serving ex-officio on the Board.
Open	means a meeting of the Board that is open to the public and employees of the College as outlined in the Bylaws.
Perceived Conflict	means a conflict of interest which could be said to exist where a Member's private interests would appear to a reasonable person to conflict with their duties even though there may not be an actual conflict.
Potential Conflict	means a conflict of interest that could arise where a Member has private interests such that, while no conflict has yet arisen, one could arise.
President	means the individual appointed by the Board to act as the chief executive officer of the College.
Real Conflict	means a conflict of interest between the public duty and private interests of a Member, in which their private and/or personal interests could influence the performance of their duties for personal gain.
Regular	means a meeting of the Board held based on an annually approved calendar.
Special	means a meeting of the Board called by the Chair to address matters pertinent to the Board when delaying until the next regular meeting is not feasible.

Support Staff means any regular employee employed by Okanagan College and represented by the BCGEU Support Staff collective agreement or who falls within the Terms and Conditions for Administrators or Excluded Staff. Support Staff as defined under these Bylaws is synonymous with the term Support Staff as outlined in the Act.

Vice Chair means the individual elected as Vice Chair of the Okanagan College Board pursuant to the election process outlined in these Bylaws.

6. SINGULAR/PLURAL

Wherever the singular is used in these Bylaws, it will be considered as if the plural has been used where the context so requires.

7. OKANAGAN COLLEGE BOARD

7.1 COMPOSITION & TERM OF OFFICE

their responsibilities and duties as a Member or for breaching the Board's code of conduct, Bylaws, or policies. Not limiting the generality of the foregoing, this section does not apply to the President or the Chair of Education Council.

7.4 HONORARIA AND EXPENSES OF BOARD MEMBERS

Members may be entitled to receive remuneration in an amount which is prescribed by Government directive. The Board may review Member remuneration from time to time as per Order in Council 0180.

In accordance with applicable policies, each Member will be reimbursed by the College for any reasonable travelling and other out-of-pocket expenses necessarily incurred in discharging their duties as a Member.

All such expenses for Members will be approved by the Vice President, Employee & Corporate Services at the direction of the Board Chair. Expenses for the Chair will be approved by the Vice President Employee & Corporate Services at the direction of the Chair of the Finance, Audit and Risk Committee.

8. MEETINGS OF OKANAGAN COLLEGE BOARD

8.1 MEETING SCHEDULE AND LOCATION

Regular meetings will be held as often as necessary to transact the business of the Board, and not less than four (4) times per year as per the Act.

The date, time, and location of Regular meetings of the Board will be established annually by resolution of the Board.

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Closed Meetings

The Board may conduct meetings or parts thereof in a Closed meeting to discuss matters in confidence. All Closed meeting discussions, actions, documents, motions, and resolutions will be kept in confidence by Members and attendees. Closed meetings are closed to the public and employees of the College unless otherwise stated in the Bylaws. College employees or a Designated Resource Person may be requested to participate in Closed meetings or parts thereof by the Chair in consultation with the President. If the Board Secretary is excused by the Chair for a Closed meeting or part thereof, a Member will be designated by the Chair to act as Secretary for the Closed meeting.

In-Camera Meetings

The Board may conduct meetings or parts thereof In-Camera. All In-Camera meeting discussions, actions, or documentation will be kept in confidence by Members and attendees. Any resolutions discussed In-Camera must be moved to an Open or Closed meeting of the Board prior to being voted upon and will be recorded in the minutes of the Open or Closed meeting.

Only Members, the Board Secretary (or designate), and those invited by the Chair will attend an In-Camera session.

If, due to a conflict of interest, the President is not in attendance during an In-Camera meeting, the Chair will convey to the President, as appropriate, matters from the In-Camera meeting for the information and/or action of management.

A consent agenda is used for regular meetings of the Board. A Member wishing to separate an item for discussion and/or vote may request that the agenda item be removed from the consent agenda during the passing of the motion to adopt the consent agenda.

Special meetings will address only those matters for which the meeting has been called.

8.5 PRESENTATIONS/DELEGATIONS

At the discretion of the executive committee, the Board may hear presentations or answer questions from individuals or groups from the College community or the public. Persons wishing to address the Board will normally advise the Board Secretary in writing at least ten (10) calendar days in advance of the meeting and outline, in writing, the topic and purpose of the presentation.

In considering a request, the executive committee will not grant the request where:

- (i) the topic falls outside the Board's jurisdiction;
- (ii) the topic is before a court or regulatory body (such as the Human Rights Tribunal, Labour Relations Board, or Office of the Information and Privacy Commissioner).

For each request the Chair will decide how much time will be allocated on the agenda.

8.6 PUBLIC CONDUCT AT MEETINGS

Each Member present, except the President and Chair of Education Council, will be entitled to one vote on the Board. Voting by proxy is not permitted.

At the request of any Member, the Board may pass a resolution to conduct a vote by secret ballot.

8.9 RESOLUTION BY WRITTEN PROCEDURE

If it is impractical to hold a meeting of the Board, the Chair may call for a vote to pass a resolution outside of a Regular or Special meeting of the Board by written procedure. A majority of the voting Board Members are required to pass a resolution by written procedure. The results of a vote conducted using technologically assisted means will be considered valid. Resolutions passed by written procedure will be recorded as minutes or as a written resolution approved electronically. Minutes of resolutions passed by written procedure will be included in the next Regular meeting of the Board for approval.

If it is impractical to hold a committee meeting, the chair of the Board committee may call for a vote to pass a resolution outside of a committee meeting by written procedure. A majority 0.7(d)-6.. Ahmen 6r115

10.1 DUTIES AND RESPONSIBILITIES OF THE PRESIDENT

Without limiting the generality of the duties and responsibilities of the President outlined in the Act or the President's employment contract and role description, the President will:

- (i) serve as a non-voting member of the Board pursuant to Article 9 of the Act, serve as a Member of Board committees as required by the Board, and serve as a resource person to Board committees as required by the Board.
- (ii) appoint employees that the President considers necessary to carry on the business and operations of the institution and define their duties and tenure, determine their remuneration and provide an organization to carry out the purposes of the institution. The President may designate a person or persons to perform such duties.
- (iii) supervise and direct the instructional, administrative, and other staff of the College to exercise such powers and perform such duties as are assigned to the President by the Act, and by the resolutions, Bylaws, policies, orders, and directions of the Board to conduct the business and operations of the College.
- (iv) establish such committees and organizational structure as the President may consider necessary to govern and carry on the business and operations of the College.
- (v) appoint the Secretary to the Board.
- (vi) ensure that the duties of all officers, agents, and employees of Okanagan College are properly performed.
- (vii) submit a report of the progress of the College to the Board at each Regular Board meeting.

11. SECRETARY TO THE BOARD

The Board Secretary will be an employee of the College and will carry out the following duties:

- (i) preparing orders of business as directed by the Chair and/or Vice Chair;
- (ii) provide notice of meetings as appropriate;
- (iii) act as Secretary as required at all meetings of the Board;
- (iv) supervise the preparation of minutes of meetings;
- (v) maintain a permanent record of the activities of the Board including books and records of the Board and any committee of the Board;

Committee meetings will be scheduled in accordance with the annual Board calendar and will normally meet at least four (4) times per year unless otherwise specified in the committee's terms of reference.

The Chair of each committee will report on the committee's deliberations and actions to the Board at its next Regular meeting.

Unless otherwise stated by resolution of the Board, voting by committees will be conducted in accordance with *Article 8.8* of these Bylaws.

13. COMMUNICATIONS AND CORRESPONDENCE OF THE BOARD

Requests for information by Members will be communicated by the Chair to the President and Board Secretary.

Written communications sent on behalf of the Board, or a committee of the Board will be sent through the office of the Board Secretary and a copy of all such communications will be filed with the Board Secretary.

14. CONDUCT OF BOARD MEMBERS

