



Northlands College Policy Board of Directors By-Laws

1. Definitions. In these by-laws:

- 1.1 "Board" or "Board of Directors" shall mean the Board of Northlands College as provided for in the Regional Colleges Act of the Statutes of Saskatchewan, Chapter R-8.1.
- 1.2 "The College" shall mean Northlands College as provided for in the Regional Colleges Act.
- 1.3 "By-laws" shall refer to new or additional by-laws, deleted or repealed by-laws, and revised or reworded by-laws of the Board.
- 1.4 "Minister" shall mean the Minister responsible for administering the Regional Colleges Act.

2. Members

- 2.1 Membership on the Board is prescribed in Section 7 of The Regional Colleges Act.
 - 2.1.1 Members are appointed by the Lieutenant Governor in Council.
 - 2.1.2 The Board shall consist of not less than four and not more than 10 residents of the region in which the college is to provide services.

3. The officers of the board shall be:

- 3.1 The chairperson appointed by the Minister from amongst the members of the board, in accordance with Section 4(1) of *The Regional Colleges Regulations*.
- 3.2 The vice-chairperson elected by the Board within 30 days before or after the commencement of each fiscal, at the Annual General Meeting and in accordance with Section 6(1) of *The Regional Colleges Regulations*.
- 3.3 The member at large elected by the Board within 30 days before or after the commencement of each fiscal, at the Annual General Meeting.

4. Fiscal Year

- 4.1 The fiscal year of Northlands College shall be the period from July 1 to June 30 as stated in Section 20 of the Regional Colleges Act.



Northlands College Policy Board of Directors By-Laws

5. Officers of the board (duties, terms of office):

5.1 The chairperson, when present, shall:

5.1.1 Preside at all meetings of the Board.

5.1.2 Together with the President & CEO, act as an official spokesperson for the Board.

5.1.3 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 to the President & CEO.

5.1.4 Be an ex-officio member of all board committees.

5.1.5 Hold office in accordance with ministerial appointment.

5.2 The vice-chairperson shall:

5.2.1 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.

5.2.2 Hold office for one year and thereafter until a successor is elected and takes office. A vice-chairperson may be elected for a second one-year term. Where a vice-chairperson has served for two consecutive one-year terms, he/she is not eligible for re-election as vice-chairperson for at least one year after the expiration of his/her two-year term.

5.3 The member-at-large shall:

5.3.1 In the absence of the chairperson and vice-chairperson or in the event that the chairperson and vice-chairperson are unable to act, carry out all of the responsibilities normally exercised by the chairperson.

5.3.2 Hold office for one year and thereafter until a successor is elected and takes office. A member-at-large may be elected for a second one-year term. Where a member-at-large has served for two consecutive one-year terms, he/she is not eligible for re-election as member-at-large for at least one year after the expiration of his/her two-year term.



Northlands College Policy Board of Directors By-Laws

- 5.4 In the absence or the inability to act of both the chairperson and the vice-chairperson and member-at-large, the remaining members shall elect one of themselves as acting chairperson to assume the responsibilities of chairperson until such time that either the chairperson, the vice-chairperson or member-at-large, can resume their responsibilities.

6. Signing Authority:

- 6.1 The Board will provide a Delegation of Authority policy that clarifies roles and responsibilities to ensure all employees understand their authority and limits of their decision-making power.
- 6.2 All payments made by the college shall be by cheque or other order, after documents approved from the Board chairperson or any other member of the Board designated by the Board, and the vice president responsible for finance, or the President & CEO.

7. Quorum:

- 7.1 When there is a vacancy on the Board, the remaining members may exercise all the powers of the Board.
- 7.2 A majority of the Board members in office shall constitute a quorum.
- 7.3 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.
- 7.4 A resolution or a by-law 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.

8. Meetings (regular, special, annual):

- 8.1 Regular meetings of the Board shall be held on days and at times established at the Annual General Meeting of the Board that is to be held within thirty (30) days of the beginning of each fiscal year.
- 8.2 At its Annual General Meeting the Board may appoint, for a term of at least two years, such standing committees, as it deems advisable.



Northlands College Policy Board of Directors By-Laws

- 8.3 The chairperson may call other special meetings when he/she deems it expedient, and he/she shall call special meetings when requested in writing to do so by a majority of the Board. Every member shall be notified of a special meeting with the provision always that two days' notice may be required by any member.
- 8.4 The Board may hold any regular or special (but not annual) meeting by telephone conference call or virtual platform.
- 8.5 The Board shall not normally meet in the absence of the President & CEO, except to discuss his/her contract, performance or tenure.
- 8.6 A board member unable to attend any meetings of the Board is required to advise at least 5 days in advance stating the reason of their non-attendance.

9. Honoraria, Travel Time Allowances, and Expenses:

- 9.1 Honoraria, travel and subsistence rates may be subject to guidelines and maxima established from time to time by the Government of Saskatchewan.
- 9.2 Board members may claim honoraria for all
- 9.2.1 Regular, special, and annual meetings of the Board, including, where permitted under 8.4, conference calls/online meetings;
 - 9.2.2 Meetings of duly established standing committees and ad hoc committees of the Board;
 - 9.2.3 Meetings including phone calls between the President & CEO's office and the Chairperson (or vice-chairperson or acting chairperson) such as to prepare or review agenda for board or committee meetings;
 - 9.2.4 Meetings at which attendance by the member as an official representative of the Board has been mandated by:
 - 9.2.4.1 a board resolution,
 - 9.2.4.2 the Minister through an appointment to a task force or other body, or
 - 9.2.4.3 a request or other indication of need on the part of a government agency or community organization where the invitation and/or the



Northlands College Policy Board of Directors By-Laws

nature of the event or meeting clearly obliges the member to attend as an official representative of the board; and,

- 9.2.5 Board workshops and professional development activities condoned by the Board with or without formal resolution or prescribed or recommended by the Ministry responsible for administering the Regional Colleges Act.
- 9.3 Notwithstanding Article 9.4, travel time allowances may be claimed in respect of all official events that the Board member attends, and in respect of all social events at which his/her attendance as a Board member is desirable.
- 9.4 Where Board members elect to travel the day before and/or the day after an actual meeting to avoid late night or early morning travel, hotel and meals costs shall be reimbursed at the approved rates, but no extra travel time shall be claimed.
- 9.5 Unavoidable extra waiting, i.e. travel time may be charged at the rate established for the current year.
- 9.6 When travelling by vehicle on college business, alternate travel routes may be selected at the member's discretion taking into consideration road conditions and weather conditions.
- 9.7 When these guidelines fail to determine whether a particular event qualifies for honoraria and/or travel time allowances, the event should be brought to the Board for a ruling, in which case the ruling shall be final.

10. Voting Procedures:

- 10.1 Every question shall be submitted to the Board on a motion through the Chair by any member. A seconder is required before the chairperson is required to entertain the motion.
- 10.2 A member shall not vote on any question:
 - 10.2.1 affecting a private company of which he/she is a shareholder;
 - 10.2.2 affecting a public company in which he/she holds more than one percent of the number of shares issued;
 - 10.2.3 affecting a partnership of a firm of which he/she is a member;



Northlands College Policy Board of Directors By-Laws

- 10.2.4 concerning a contract for the sale of goods, merchandise or service to which he/she is a party;
- 10.2.5 affecting his/her selling or leasing of land or an interest in land to the Board;
- 10.2.6 in which he/she has a direct or indirect pecuniary interest except questions of a general benefit to a class of which he/she is by statute necessarily a member.
- 10.3 Any member may require a recorded vote on any question, and in such cases, the Executive Coordinator or official Recorder shall record in the minutes the name of each member voting for the question, and of each member voting against the question.
- 10.4 Any member, without requiring a recorded vote, may have his/her own vote recorded on any question decided by the Board.
- 10.5 When a member of the Board is not entitled to vote by virtue of section 10.2, he/she shall so declare before discussion of the question, and shall not participate in the debate, and his/her abstention shall be recorded.
- 10.6 In situations where there is insufficient time to convene a meeting and achieve quorum, and a motion is required for operational purposes, the matter shall be addressed via email. The procedures outlined in sections 10.1 to 10.5—which include requirements for notification, documentation of votes, and confirmation of participation—must be followed to ensure transparency and accountability. A maximum of two days will be provided for eligible voting board members to respond and cast their votes. If any voting board member replies to the email within the two-day period indicating dissent (by responding to the email), the motion will be tabled.
 - 10.6.1 If there is an email motion that passes, it will be added to the agenda of the next meeting of the board and there shall be a motion to ratify it.

11. Bylaws:

- 11.1 "By-laws" include new by-laws, by-laws to be revised and by-laws to be deleted as defined in section 1.3.
- 11.2 By-laws shall normally be read three times; notwithstanding, minor revisions may be approved through a single reading.



Northlands College Policy Board of Directors By-Laws

- 11.3 No more than two readings of any by-law shall be given at any meeting except by unanimous consent and then only if all members in office are present.
- 11.4 By-laws shall be signed when finally passed by the chairperson and the official Recorder.
- 11.5 By-laws that have finally passed shall in due course be incorporated into a consolidated document with all other by-laws 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 information.

12. Agenda:

- 12.1 The agenda for a meeting shall be prepared by the President & CEO and Executive Coordinator in consultation with the Chairperson.
- 12.2 Copies of the agenda, together with supporting information for the conduct of the Board's regular and annual meeting shall be circulated to the members and Ministry of Advanced Education five working days prior to the date of each meeting, as per letter from Ministry dated November 23, 2012.
- 12.3 The agenda together with amendments proposed by Board members or staff present shall be subject to adoption by resolution at the commencement of each Board meeting.

13. Minutes:

- 13.1 Minutes of any regular, special, or annual meeting shall be provided prior to the next regular Board meeting.
- 13.2 Copies of the official minutes, once adopted, of any Board meeting not held in committee will normally be made available to any member of the public by the President & CEO upon request.
- 13.3 Minutes of any Board meeting not held in committee shall be adopted (as corrected, if necessary) at the next regular board meeting.
- 13.4 Minutes, when adopted, shall be signed by
 - 13.4.1 the Chairperson, and



Northlands College Policy Board of Directors By-Laws

13.4.2 the Executive Coordinator or official Recorder.

14. Committees:

- 14.1 The Board may appoint special or standing committees consisting of at least two members and delegate to it for consideration and recommendation to the Board any topic or matter under the jurisdiction of the Board.
- 14.2 The agenda of each regular meeting may provide for reports from each committee of the Board, if required, 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.
- 14.3 Standing committees shall be established by resolution, and the members elected to them, at the Annual General Meeting (see section 8.2).
- 14.4 Each standing committee, subject to approval by the Board, shall establish terms of reference governing its membership, role, procedures, officers, conduct of meetings, and records.

15. Communications to the Board:

- 15.1 The official channel of communications on all matters for consideration of the Board shall be through the office of the President & CEO, who shall, subject to section 12 of these by-laws, include all such matters on the agenda for the next meeting of the Board and/or its standing committees subsequent to the receipt of the communication.
- 15.2 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 & CEO or notwithstanding 15.1, to the Chairperson of the Board; a place shall be provided on the agenda for hearing of the petition at the next regular meeting of the Board following receipt of the petition.

16. Conditions of Public Attendance:

- 16.1 No member of the public may, without consent of the Board, participate in any discussions at any Board meeting.



Northlands College Policy Board of Directors By-Laws

- 16.2 No member of the public may, without the consent of the committee, attend any committee meeting of the Board (including a committee of the whole Board), or participate in any discussions thereat.

17. Inactive Members:

- 17.1 Where a member of the Board has failed to attend three consecutive REGULAR meetings of the Board without proper notification, 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.

18. Solicitors and Auditors:

- 18.1 Solicitors shall be appointed by the Board when required.
- 18.2 Auditors for the college shall be appointed in accordance with the Regional Colleges Act.

19. The Seal:

- 19.1 The seal, an impression of which appears to at the end of these bylaws hereof shall be the corporate seal of the college and shall be affixed to all documents of the college requiring its seal in the presence of the President & CEO and the vice president responsible for finance.

20. Rules of Order:

- 20.1 Where no provision is made in these by-laws, Board meetings shall be conducted in accordance with Robert's Rules of Order: "Rules for Small Boards".

21. Duties and Powers of the Board:

- 21.1 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) 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.



Northlands College Policy Board of Directors By-Laws

22. Policies of the Board:

- 22.1 The policies and procedures of the Board as established by resolution of the Board shall be printed and bound in suitable format(s) by the President & CEO's office, and published or distributed for the information of staff, students and the public.
- 22.2 Policies of the college are the prerogative of the Board of Directors as provided for in the legislation.

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