



NUMBER **GP 200**

TITLE **SELKIRK BOARD BY-LAWS**

BOARD OF GOVERNORS POLICY

APPROVAL DATE January 24, 2017

NEXT REVIEW November 15, 2020

PART I – INTERPRETATION

1. In these By-Laws, unless the context otherwise requires:
 - a. **“Adjudicator”** means a person identified by the Ministry to assist in determining a declaration of conflict of interest.
 - b. **“Board”** means the Governing Board of Selkirk College and its associated Board committees as described in the relevant sections of the College and Institute Act of the Province of British Columbia from time to time in force and all amendments to it.
 - c. **“Closed Meeting”** means a meeting of the Board that includes the Board and members of the senior management and other members included by a resolution of the Board.
 - d. **“Designated Representative”** means a representative of the student association(s), BCGEU, PPWC and SCFA, selected by that group, and who is entitled to participate in the discussions before the Board.
 - e. **“Employee”** means an individual appointed as a full- or part-time employee of Selkirk College.
 - f. **“External Member”** means a community member appointed by the Lieutenant Governor-in-Council.
 - g. **“Internal Member”** means the President and Education Council Chair and faculty, support staff and student members elected by their respective constituency.
 - h. **“Member”** means either a person appointed to the governing board by the Lieutenant Governor-in-Council, a person elected by a constituency as provided in Bill 22, or a person who is on the Board because of a position held (i.e., President, Chair of Education Council).
 - i. **“Regular Meeting”** means a meeting of the Board for which notice of the meeting has been provided at a regular meeting.
 - j. **“Related Person”** means a spouse, child, parent, or sibling of the member.
 - k. **“Special Meeting”** means a meeting of the Board that has been called by the Chair on short notice to consider an extraordinary item.
2. The definitions in the College and Institute Act on the date that these By-Laws become effective apply to these By-Laws.
3. Board Policy means those resolutions of the Board intended to govern the operations of the Board and duly passed or amended according to the relevant sections of these By-Laws. A copy of the Board Policy Manual is held by the Vice President of Administration, and is available for examination.

PART II – FORMALITIES

4. The mailing address of the Head Office of Selkirk College shall be 301 Frank Beinder Way, Castlegar, British Columbia, V1N 4L3.
5. The execution of documents required to be in writing shall be in accordance with the College and Institute Act. Documents shall be properly executed if witnessed by the signatures of the Chair or the President, and the Vice President, College Services.
6. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate Seal of the College, and shall be kept in the custody of the Vice President, College Services.
7. The official stamp of the Registrar's office, an impression whereof is stamped in the margin of this document, shall be the official stamp affixed to all certificates, diplomas, associate degrees and official transcripts of academic record.
8. The Board shall see that all necessary books and records of the College required by the By-Laws of the Board or by any applicable statute or law are regularly, and properly kept. Such books and records shall be kept in the custody of the Vice President, College Services. Access shall be as determined from time to time, according to Board Policy.

PART III – THE BOARD

9. The powers and duties of the Board shall be as determined by the College and Institute Act and the Board By-Laws
10. The affairs of the College shall be governed by the Board.
 - a. The Board is composed of at least 8 governors appointed by Government, 2 elected student representatives, 1 elected faculty member, 1 elected support staff, the President and the chair of the Education Council as prescribed by the *College and Institute Act*.
 - b. The Board is made up of individuals who, collectively, have the required competencies and personal attributes to carry out their responsibilities.
 - c. Board members who are appointed by the government are independent from College management and administration, and have no material interest in the organization.
 - d. In consultation with the Government, the Board
 - i. develops board member selection criteria,
 - ii. recommends a recruitment and evaluation process,
 - iii. identifies, evaluates and recommends potential candidates,
 - iv. develops a plan and a process to recommend to Government the orderly long-term renewal of board membership, and
 - v. submits the "Request for Appointment" in the form prescribed by Government.
 - e. To facilitate this process, the Board has a competency matrix, listing the specific competencies and personal attributes desired for the board membership as a whole. The competency matrix is used to identify competency "gaps" on the board and direct the search for new candidates.
 - f. The Board publishes the name, appointment term and a comprehensive biography of each member on the College website.

- g. The Board shall elect annually from among its members a Chair and a Vice-Chair who shall be eligible for re-election.

11. **Code of Conduct**

The effective governance of Selkirk College is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct. The following outlines the duties required of members of the Board:

- a. *Duty of Integrity* – to act honestly and in good faith.
- b. *Duty of Loyalty* – to give his or her loyalty to the institution when acting on behalf of the Board.
- c. *Duty of Care* – to act in a prudent and diligent manner, keeping himself or herself informed as to the policies, business and affairs of the institution.
- d. *Duty of Confidentiality* – notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, members are to ensure that information which is normally considered confidential (i.e., financial and personnel issues) remain so. Board members shall not, either during or following the termination of their service, disclose such information to any outside person unless authorized.
- e. *Duty of Skill* – to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the institution.

Conduct of members contrary to the above duties may be subject to review by the Board, and subsequent punitive action similar to Part IX, D of the following Conflict of Interest guidelines may be imposed. Likewise, the appeal process outlined in Part IX, C of the Conflict of Interest guidelines will be made available to either party in a dispute.

Additionally, Board members have an obligation to be sufficiently familiar with and to comply with any legislation that applies to their work and to recognize potential liabilities and to know when to seek legal advice. If in doubt, Board members are expected to ask for clarification.

12. **Oath of Office**

The following Oath of Office is to be sworn, signed, and dated before the Board at the commencement of all members first meeting with the Board. The Oath of Office will be taken by the Board Chair.

I, _____, sincerely promise and affirm that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Selkirk College. I have read and agree to abide by the Code of Conduct and the Conflict of Interest By-laws of Selkirk College.

PART IV – MEETINGS

- 13. The meetings of the Board and its committees shall be governed by:
 - a. The College and Institute Act;
 - b. The relevant sections of these By-Laws and by Board Policy established under these By-Laws;
 - c. Where the College and Institute Act is silent, and the By-Laws and Board Policy are silent as well, Robert's Rules of Order (recent edition) shall govern.
- 14. At all meetings of the Board, any member of the Board, including the President and Education Council Chair, senior administrators, or designated representatives may speak to any matter before the Board, but only appointed or elected Board members may move, second, or vote on any motion.

15. Quorum

- a. As defined in the College and Institute Act.
- b. If after thirty minutes after the time appointed for the meeting of the Board there should be no quorum present, then the meeting shall stand adjourned to a date fixed by the Chair. The names of the members present at the expiration of the said thirty minutes shall be recorded.
- c. Notwithstanding sections C.a) and C.b), the Board may continue and deal with its agenda provided no member of the Board challenges the lack of a quorum and all decisions reached are ratified (or amended) at the next duly constituted meeting of the Board.

16. Notice, with Agenda, of regular meetings shall be distributed in accordance with Board Policy.

17. Actions of the Board

Unless required to be exercised by By-Law, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the approved minutes of the Board shall be prima facie evidence of the action taken.

18. Circulation of Minutes

Copies of the Minutes of Board meetings shall be circulated in accordance with Board Policy.

PART V – BOARD POLICY

19. The Board may, from time to time, establish policy under the College and Institute Act, and these By-Laws for the orderly management of the Boards affairs. Such Board Policy shall be by resolution of the Board following due process as established by the Board in Board Policy.

PART VI – INDEMNIFICATION

20. The Board hereby agrees that every member and officer of the Board and every employee shall be deemed to have assumed office or to have entered employment on the express understanding, agreement and condition that every member and officer of the Board or every employee and the heirs, executors and administrators and estate and effects of every member and officer or employee, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the College from and against:

- a. All costs, charges and expenses whatsoever sustained or incurred by a member, officer or employee in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a member, officer or employee, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that member, officer or employee, in fulfilling the duties performed by that individual as a member or officer of the Board or employee of the College.
- b. All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the College; except such costs, charges or expenses as are occasioned by the Board members or officers or employee's own wilful neglect or default.
- c. An officer of the Board is defined as the President or the Vice President of Administration.

PART VII – RESIGNATION OF BOARD MEMBERS

21. No member of the Board may resign as a member of the Board except in accordance with the procedure provided in this By-Law.
22. The resignation of a member of the Board shall be made by a notice in writing, addressed and delivered to the Board Chair or Vice President, Administration who shall immediately notify the President and the

appointing agency or electorate.

PART VIII – HONOURARIA AND EXPENSES OF BOARD MEMBERS

23. Each appointed or elected member (except faculty and staff members) of the Board shall be paid an honorarium as determined from time to time by the Lieutenant Governor-in-Council.
24. Each member of the Board shall be reimbursed by the College for any reasonable travelling, out-of-pocket expenses and the costs of providing care to dependents incurred in discharging duties as a Board member.
25. All acquisitions of goods and services from College funds or College administered funds are subject to college policy 9200 Acquisitions of Goods and Services.

PART IX – CONFLICT OF INTEREST OR DUTY

26. Conflict of Interest Defined

- a. A conflict of interest arises when a Board members private interests supersedes or competes with his/her dedication to the interests of the College. This could arise from Real, Potential or Apparent Conflict of Interest for a Board member or related persons and may be financial or otherwise. For this purpose:

A “Real Conflict of Interest” occurs when a Board member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.

A “Potential Conflict of Interest” occurs when there exists some private interest that could influence the performance of a member’s duty or function or in the exercise of power provided that he or she has not yet exercised that duty or function.

An “Apparent Conflict of Interest” exists when reasonably well-informed persons could perceive that a Real Conflict of Interest exists on the part of the member.

27. Declaration of Conflict

- a. Board members must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases where conflict cannot be avoided, a Board member has an obligation to declare a conflict of interest prior to discussion or decision of an issue. After declaration of the conflict the Board member:
 - i. shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the board meeting);
 - ii. if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - iii. shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - iv. shall not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.
- b. Where a Board member is unsure of whether he/she is in conflict, that member should raise the perceived potential conflict with the Board, and the Board should determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict should refrain from voting on the issue.

- c. Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said member influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision.
- d. Any Board member who perceives another member to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Board at the first opportunity. The Board should determine by majority vote whether or not a conflict of interest exists, and the member perceived to be in conflict shall be absent when the vote is taken.
- e. Where a Board member has been declared by vote to be in conflict of interest, and that member is in disagreement with the decision of the Board he/she may appeal the decision through the steps outlined in Part IX, 3. Until the appeal process is completed, the Board member perceived to be in conflict either stands aside on the given issue or continues at risk of acting in conflict and being subject to the associated penalty(s).

28. Appeal of Declaration of Conflict

- a. If a Board has exhausted all possible means of resolving a conflict of interest declaration and the Board member(s) in question and the Board are still at an impasse, then, the determination of conflict shall be referred to a Provincial adjudicator(s). The Minister will maintain a roster of potential individuals who can be called upon to review conflict of interest disputes and make determinations on the dispute. Any costs associated with this appeal process will be the responsibility of the initiating Board.
- b. The process for appealing a declaration of conflict will require the following:
 - i. The Board shall request in writing that the Minister identify an adjudicator(s) from the Provincial roster to review and make a determination on a perceived conflict of interest;
 - ii. The Board shall submit a report to the adjudicator and a copy to the member in question within seven days of the request for adjudication, documenting the nature of the perceived conflict, and the background leading to the impasse;
 - iii. The Board member(s) perceived to be in conflict shall submit a report to the adjudicator and a copy to the Board within seven days of the request for adjudication, documenting the nature of the perceived conflict, their rationale for not being in conflict, and the background leading to the impasse;

The adjudicator(s) shall review the documentation, gather any other additional information required to make an informed decision, and provide the Board with a determination on the declaration of conflict of interest within two weeks of receiving the request for adjudication or may, if further review is necessary, request an extension from the parties involved.

- c. The initiation of an appeal, or an appeal found in the favour of the appellant, shall not impede the action flowing from the Boards resolution that led to the appeal in the first instance. The Board, however, reserves the right to revisit the decision following the appeal.

29. Punitive Action Associated with Conflict of Interest

- a. A second role for the adjudicator(s) is (are) to recommend to the Board any punitive action to be directed to a Board member deemed to be in conflict. The Board shall have the power and ability to impose punitive action including one or more of the following:
 - i. letter of reprimand;
 - ii. suspension of a Board member(s) from the Board for a determined period of time;
 - iii. recommendation that a Board member(s) resign from the Board;

- iv. for external members, recommendation that the appointment be rescinded.

30. **General Guidelines for Declaring Conflict of Interest (under Part IX, 2)**

The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict as described in Part IX, A should be used as the ultimate measure of conflict.

- a. A pecuniary interest exists when a contract or other matter of a monetary nature is before the Board which:
 - i. affects a private company in which a member or related persons are a proprietor or shareholder;
 - ii. affects a public company in which the member, or related persons hold more than 10% of the shares issued of that public company;
 - iii. affects a partnership or firm in which the member, or related persons are a member;
 - iv. affects a corporation in which the member is a director;
 - v. affects an organization in which the member is a senior officer; or
 - vi. affects a private society, crown corporation or other organization in which the member by virtue of office holds a position of influence.
- b. A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e., students, staff, and faculty) by a member of that group is not considered a conflict of interest. Conflict could reasonably be considered to exist however for the following identified groups when considering these matters:
 - i. decisions directly affecting a specific instructional program in which
 - student Board members are enrolled in the program;
 - faculty or support staff Board members are employed in the program;
 - members with related persons are enrolled in or employed in the program.
 - ii. decisions related to labour negotiations and labour relations
 - for faculty and support staff Board members;
 - for Board members with related persons who hold faculty and/or support staff positions at the institutions; or
 - for Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.
- c. For the purpose of clarification, these guidelines recommend that student members be permitted to vote on issues related to tuition and fees.

PART X – EDUCATION COUNCIL

- 31. The Board recognizes the establishment of the Education Council pursuant to Section 14, the powers of the Education Council pursuant to Section 24, the joint approval provisions of Section 25 and the advisory role pursuant to Section 23 of the Act.
- 32. The Selkirk College Education Council shall fulfill the requirements, and replace the need, for a Program Advisory Committee as specified in Section 23 (1) (1) of the Act.

PART XI – POWERS, DUTIES AND BENEFITS OF THE PRESIDENT

- 33. The Board, by resolution, shall appoint a President who shall be the Chief Executive Officer of the College.

34. The President shall, under the direction of the Board, supervise and direct the instructional, administrative, and other staff of the College and exercise such powers and perform such duties as are assigned to her by the College and Institute Act, by any other enactment, and by the resolutions, By-Laws, Board Policy and orders of the Board.
35. The President's salary and benefits shall be reviewed annually and shall be determined by resolution of the Board and be consistent with guidelines established by the responsible Ministry.

PART XIII – FEES AND CHARGES FOR INSTRUCTION

36. Fees for students receiving instruction in credit programs and courses shall be documented and available. Revisions or amendments to these fees shall be in accordance with Article XIV of these By-Laws and the Provisions of the College and Institute Act.

PART XIV – AMENDMENT OF THE BY-LAWS

37. By-Laws of the Board may be amended by a resolution of the Board provided that 28 days written notice of the proposed amendment has been given at a regular meeting of the Board and pursuant to the provisions of the College and Institute Act.