



**THE BOARD OF GOVERNORS OF THE
MOHAWK COLLEGE OF APPLIED ARTS AND TECHNOLOGY**

BYLAW NO. 1
(General Matters)

1	Interpretation	2
2	Head Office.....	2
3	Seal.....	2
4	Board of Governors.....	2
5	Powers of the Board.....	5
6	Meetings of the Board	5
7	Compliance with Conflict of Interest Obligations.....	9
8	Removal of Governors.....	11
9	Remuneration of Governors and Committee Members	12
10	Protection of Governors and Officers	12
11	Officers of the Corporation	13
12	Execution of Documents.....	15
13	Books and Records.....	16
14	Committees	17
15	Governance Committee.....	22
16	Program Advisory Committees.....	26
17	Advisory College Council	26
18	Members.....	26
19	Meetings of Members.....	26
20	Financial Matters	27
21	Amendments to ByLaws.....	28
22	Conflict.....	29
	Appendix 1 - Election Procedures for Internal Governors (includes Schedules A & B)	
	Appendix 2 - Removal of a Governor	
	Appendix 3 - Program Advisory Committees	
	Appendix 4 - Advisory College Council	

BE IT ENACTED as a BYLAW of THE BOARD OF GOVERNORS OF THE MOHAWK COLLEGE OF APPLIED ARTS AND TECHNOLOGY (hereinafter called the "Corporation") as follows:

1 INTERPRETATION

1.1 In this ByLaw, the following terms shall have the indicated meanings:

1.1.1 "*OCAAT Act*" shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time;

1.1.2 "Board" shall mean the Board of Governors of the Corporation;

1.1.3 "Regulations" shall mean the regulations made under the "*OCAAT Act*";

1.2 In these ByLaws and in all other ByLaws and special resolutions of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine 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.

2 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Hamilton in the Province of Ontario and at such place therein as the Governors may from time to time determine.

3 SEAL

The seal, an impression whereof is stamped at the end of this ByLaw, shall be the corporate seal of the Corporation.

4 BOARD OF GOVERNORS

4.1 **Size and Constitution of Board:** Each Governor shall also be a member of the Corporation. The Governors shall consist of such persons as are from time to time elected or appointed Governors of the Corporation in accordance with the provisions of these ByLaws and in accordance with the *OCAAT Act*. The Board shall consist of nineteen (19) Governors of whom:

- (a) fourteen (14) Governors (hereinafter referred to as "External Governors") shall be appointed in the manner provided in subsection 4.2 below;
- (b) four (4) additional Governors (hereinafter referred to as "Internal Governors") shall be elected in the manner provided in subsection 4.3 below; and

- (c) the President of the Corporation (who shall for the purposes of the regulations be regarded as the "President of the College") shall be appointed by the Board pursuant to subsection 11.5.3 hereof and who shall be a voting member of the Board by virtue of office.

The Board shall not be improperly constituted should an internal stakeholder group choose not to exercise the right to elect a member.

4.2 Appointment of External Governors: So long as the number of External Governors remains fixed at fourteen (14) and subject to the transitional rules established in subsection 4.2(c) hereof:

- a. five (5) External Governors shall be appointed by the Lieutenant Governor in Council (hereinafter referred to as "the LGIC Appointed External Governors"); and
- b. nine (9) External Governors (hereinafter referred to as "the Board Appointed External Governors") shall be appointed or reappointed by the members of the Board holding office at the time of appointment provided that each such Board Appointed External Governor shall not participate in the vote relating to renewal or extension of his or her appointment; and
- c. For the purposes of the first appointments of External Governors to be made to the Board on and after October 1, 2010, the transition rules established by the provisions of subsection 4(10) of the Regulations shall apply. Those transition rules stipulate as follows:
 - 1. As the terms of appointment of members appointed before October 1, 2010 expire, the first appointment to replace a member shall be made by the Lieutenant Governor in Council under section 4.2 (a) hereof and the second appointment to replace a member shall be made by existing board members under section 4.2 (b) hereof;
 - 2. Successive appointments shall be made alternatively under section 4.2 (a) and then under section 4.2 (b) until the requisite number of members have been appointed by the Lieutenant Governor in Council section 4.2 (a);
 - 3. The remaining appointments to replace members appointed before October 1, 2010 shall be made by existing board members under section 4.2 (b) until the requisite number of members have been appointed in accordance with that subsection.

4.3 Election of Internal Governors: The Internal Governors, as defined herein shall be appointed in accordance with the procedures established in Appendix 1 of this ByLaw of the Corporation.

4.4 **Eligibility Requirements of External Members:** No person shall be eligible for appointment as an External Governor if such person is:

(a) a student or an employee of a College of applied arts and technology, or

4.5 **Term and Term Limits:**

4.5.1 Each External Governor and each Internal Governor (other than the student Governor) shall be appointed or elected, as applicable, for a term of 3 years;

4.5.2 Each student Governor shall be elected for a term of 1 year.

4.5.3 Each Governor shall take office on the first day of September in the year of appointment or election;

4.5.4 Notwithstanding the length of the term to which an Internal Governor may be elected, such term shall immediately terminate upon such Governor ceasing to be a student, academic staff member, administrative staff member or support staff member, as applicable. Provided that a student Governor who graduates prior to the expiration of such student Governor's term may continue to serve until the 31st day of August in such student's year of graduation;

4.5.5 No person shall serve as an External Governor or Internal Governor (other than the student Governor) for more than 6 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed 6 years;

4.5.6 No person shall serve as the student Governor for more than 4 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election for successive terms not to exceed 4 years.

4.6 **Vacancies:**

4.6.1 Where a vacancy occurs among the Board Appointed External Governors the Board shall appoint a person to fill the vacancy and where a vacancy occurs among the LGIC Appointed External Governors the Lieutenant Governor in Council shall fill the vacancy;

4.6.2 Where a vacancy occurs among the Internal Governors of the Board, such vacancy shall be filled in accordance with the procedures set forth in Appendix 1 to this ByLaw;

4.6.3 The term of the person appointed or elected to fill a vacancy pursuant to subsection 4.6.1 or 4.6.2 shall be for the same term as is provided in subsections 4.5.1 and 4.5.2, as applicable, and shall commence upon such appointment or election and shall

terminate on August 31 in the year in which such term expires.

5 POWERS OF THE BOARD

- 5.1 The *OCAAT Act* stipulates that the Board of Governors of a College is a non-share Corporation. As such, the Board shall govern the affairs of the Corporation in all things.
- 5.2 The Board may make, or cause to be made, in the Corporation's name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do, as provided by any applicable statute or law, in accordance with and subject to the obtaining of such approvals as may be required by an applicable statutory provision.
- 5.3 Without in any way derogating from the foregoing and subject to the obtaining of such approvals as may be required by any applicable statutory provision, the Board is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as it may deem advisable. The Board may approve the ownership of other businesses, the creation of wholly owned or partially owned subsidiary corporations, including a College foundation, in accordance with legislative requirements and the provisions of Regulations and Policy Directives issued under the *OCAAT Act*.
- 5.4 **Board Policies:** The Board may issue governance policies to define its responsibilities and its relationship with other officers of the Corporation.

6 MEETINGS OF THE BOARD

6.1 Calling of Meetings:

- 6.1.1 Except as otherwise required bylaw, the Board may hold its meetings at such place or places, or by such means, as it may from time to time determine.
- 6.1.1.1 Unless otherwise provided in this By-law, all Board Meetings and Standing Committees shall be conducted with reference to *Robert's Rules of Order*.
- 6.1.2 Meetings of the Board or its committees may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Board or of the committee, as the case may be, participating in such a meeting by such means is deemed for the purposes of this ByLaw to be present at that

meeting.

6.1.3 The Board shall determine each year an annual schedule of regular meetings. Board meetings may be formally called by the Chair or Vice Chair or by the Secretary or Treasurer on the direction of the Chair, or of the Vice Chair or of any five (5) Governors.

6.1.4 The Governors may consider or transact any business, either special or general, at any meeting of the Board.

6.2 **Notice of Meetings:**

6.2.1 Once established by the Board, the schedule of regular meetings shall be sent to all Governors and shall be posted on the Corporation's web site and publicized via whatever medium deemed appropriate by the Board.

6.2.2 Where urgent conditions prevail, notice of an unscheduled Board meeting shall be delivered, telephoned or sent by electronic mail to each Governor not less than one (1) day before the meeting is to take place or shall be mailed to each Governor not less than four (4) days before the meeting is to take place. Wherever possible, notice of unscheduled meetings of the Board will be posted on the Corporation's web site as soon as possible after they are called.

6.2.3 The certificate of the Secretary or Chair that notice has been given pursuant to this ByLaw shall be sufficient and conclusive evidence of the giving of such notice.

6.2.4 No accidental error or omission in the giving of notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any Governor may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.

6.3 **Disclosure of Conflict of Interest:** At the opening of each meeting, the Chair shall ask for disclosures of any actual, potential, or perceived conflicts of interest of any Governor relating to any agenda item. Any such declared conflicts shall be recorded in the minutes.

6.4 **Quorum:** A quorum at any meeting of the Board shall be the presence in person of a majority of the number of Board members that is required under section 4.1 of this Bylaw, plus one. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting.

6.5 **Meetings to be Public:** Subject to subsection 6.6 below, meetings of the Board shall be open to the public and no person shall be excluded from such a meeting except for improper conduct as determined and expressed by resolution of the Board.

- 6.6 **In Camera:** Where a matter to be considered at a Board or committee meeting is determined by the majority of the Governors present, in accordance with the criteria established below, to be confidential to the Corporation, the part of the meeting concerning such confidential matter may be closed to the public (in camera).
- 6.6.1 In camera meetings will generally be held to discuss sensitive matters pertaining to the following:
- (a) the security of the property of and the financial obligations of the Board including without limiting the generality of the foregoing business operations and obligations;
 - (b) the disclosure of intimate, personal, or financial information in respect of a member of the Board or a committee of the Board, an employee, or prospective employee of the Board, or a student;
 - (c) the acquisition, renovation or disposal of a College site;
 - (d) discussions and decisions in respect of individual or collective negotiations with employees of the Board and or their representatives;
 - (e) litigation affecting the Board;
 - (f) all matters arising out of the President's Terms of Employment, including hiring, evaluation, contract terms and termination;
 - (g) Board self evaluation;
 - (h) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (l) information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
 - (j) other matters that, in the opinion of the majority of Governors, the disclosure of which might be prejudicial to an individual or to the best interests of the Corporation; and
 - (k) consideration of whether an item is to be discussed in camera.
- 6.6.2 Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the Board of Governors agrees that that part of the meeting be open to the public.

- 6.6.3 The Board may convene in camera only by proper resolution of the Board. The resolution to hold a pre-scheduled in camera meeting may be made at the end of the Open Portion meeting. Such resolution shall be recorded in the minutes of the Board. The items to be discussed in camera will be identified on the in camera Agenda. Board members may question the appropriateness of any agenda item on the in camera Agenda.
- 6.6.4 Governors who are in conflict of interest with respect to the subject matter to be discussed shall be excluded during the in camera portion of the meeting. The Chair, the President or any Board member may request the presence of appropriate administrators or other persons as a resource to address specific issues. Members will direct such requests to the Chair. Such resource people will be present at Board discussion or debates unless an objection is raised and a vote taken by the Board. While meeting "in camera" the Board may request certain persons to appear for the purpose of providing information to the Board on the topic(s) under discussion.
- 6.6.5 All Governors and other persons attending the in camera meetings shall keep all information, discussions and proceedings at in camera sessions of the Board strictly confidential. Even when the resulting decision is made public, all discussions and all information provided at an in camera session shall remain confidential unless the Board decides, by resolution, to make the information public.
- 6.6.6 Where in camera discussions lead to the passing of resolutions, the Board will make every effort to make public such decisions as soon as possible after the meeting, taking into consideration the need or requirement for continued confidentiality. Where the in camera discussions lead to a general policy decision or a decision that may have immediate impact on the College community, the Board will establish the date for the information to be made public and means by which the information will be released. Minutes will be recorded of any resolutions passed during the in camera session.
- 6.6.7 The Board may, at any time, declare to hold a Governors' retreat, planning session, information session, orientation for new members or any other such events as it deems appropriate. No resolutions shall be passed during these sessions. Such events shall not be open to the public.
- 6.7 **Adjournments:** Any meeting of Governors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be given in the same manner as provided in subsection 6.2.
- 6.8 **Voting:**
- 6.8.1 Except for votes to amend or adopt ByLaws or to remove a Governor pursuant to

section 8, questions arising at any meeting of Governors shall be decided by a majority vote. Votes to amend or adopt ByLaws or to remove a Governor pursuant to section 8 shall require a two-thirds majority. In the case of an equality of votes, the Chair shall have a casting vote.

- 6.8.2 All votes at any such meeting shall be taken by ballot, if so demanded by any Governors present; but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 6.8.3 Unless there is a demand for a recorded vote, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the Chair, the Chair's duties may be performed by the Vice Chair or such other External Governor as the Board may from time to time appoint for the purpose.
- 6.9 **Chair:** In the absence of the Chair and the Vice Chair of the Board, the external members present at any meeting of members shall choose one of their number to be Chair of the meeting.

7 COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS

- 7.1 **Minister's Binding Policy Directive:** The Board and its Governors shall comply with the Minister's Binding Policy Directive on Conflict of Interest, issued under the *OCAAT Act*. Should any provisions in this section be in conflict with this Policy Directive or any further Policy Directives issued by the Minister, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions of this section. Notwithstanding the above, any provisions of this section that exceed the minimum requirements contained in the aforementioned Policy Directive are not in conflict with such and shall remain in force.
- 7.2 **Governor's Declaration:** all Governors agree to complete a Governor's Declaration annually in which, among other things, they shall agree to comply with the Minister's Binding Policy Directive on Conflict of Interest and furthermore shall agree to ensure proper orientation with respect to their obligations around conflict of interest and the disclosure thereof.
- 7.3 **Conflict of Interest Situation:**
- 7.3.1 A conflict of interest arises when a Governor's private or personal interest supersedes or competes with that Governor's duties and responsibilities as a member of a Board. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.

- 7.3.2 **Meeting Procedure:** At the beginning of every Board meeting, the Chair of the Board is to ask and have recorded in the minutes whether any Governor has a conflict to declare in respect to any agenda item. A Governor who has a conflict of interest is to declare the conflict and the general nature of the conflict.
- 7.3.3 When the agenda item arises in the open portion of the Board meeting, the Governor(s) with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on this item. The minutes are to record that the Governor(s) in conflict of interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the in camera portion of a meeting, the Governor(s) shall withdraw while the matter is being discussed or voted on and the minutes should reflect this. Such Governor(s) shall not be informed of the results of the in camera session until and unless the Board has determined that such results are to be made public.
- 7.3.4 When the conflict of interest is perceived or potential, the Board will determine whether the Governor(s) remain for the discussion and vote on agenda items. The minutes are to reflect the ruling of the Board and whether said Governor(s) remained in the room, participated in the discussion or voted on the item.
- 7.4 **Duty to Declare:**
- 7.4.1 In cases where a conflict cannot be avoided, a Governor is to declare a conflict of interest at the earliest opportunity and, at the same time, is to declare the general nature of the conflict. Where a conflict of interest is declared prior to a Board meeting, the declaration is to be made to the Chair of the Board and the Board is to be informed.
- 7.4.2 Where a Governor is unsure whether a conflict exists, the said Governor is to raise the perceived potential conflict with the Board, and the Board is to determine by majority vote whether or not a conflict of interest exists. The said Governor must refrain from voting on whether or not a conflict of interest exists.
- 7.4.3 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said Governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision.
- 7.4.4 Where the Governor in conflict, or with a perceived or potential conflict, is the Chair of the Board, the Vice-Chair will act as Chair for the purposes of this section. The Vice-Chair will also act as Chair of the meeting for that portion of the meeting dealing with the conflict. If the Chair has declared or is found by the Board to have an actual, perceived or potential conflict of interest, the Vice-Chair will also chair that portion of the meeting dealing with the item in question.

- 7.5 **Duty to Report:** Any Governor who perceives another Governor to be in conflict of interest in a matter under consideration is to raise this concern with the Chair of the Board. The Chair, in turn, is to discuss the matter with the Governor who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting Governor. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a conflict of interest exists. The Governor perceived to be in conflict is to refrain from voting.
- 7.6 **Sanctions:** Where there has been a failure on the part of a Governor to comply with this section and/or the Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgment, the Board shall impose sanctions which will include any one or combination of the following:
- 7.6.1 issuing a verbal reprimand; or
 - 7.6.2 issuing a written reprimand; and/or
 - 7.6.3 requesting that the Governor resign; and/or
 - 7.6.4 removing the Governor through processes established in section 8.
- 7.7 **Application:** These provisions are applicable to all Governors of the Board, including officers and Internal Governors.
- 7.8 **Quorum:** A Governor who has declared or is found to be in conflict of interest with respect to an agenda item, but was present at the beginning of the meeting, may be counted to determine the presence of a quorum.

8 REMOVAL OF GOVERNORS

- 8.1 The Board may remove a Governor from the Board, other than a LGIC Appointed External Governor or the President, before the expiration of his or her term by a resolution of the Board enacted pursuant to the provisions of Appendix 2 of this ByLaw of the Corporation.

Note – Current Corporations Act requires removal resolution of a director to be a special resolution. The new Not-for Profit Corporations Act requires only simple majority resolution. New Act not yet in force.

- 8.2 Pursuant to section 6 (6) of the Regulations, if the Board believes that there exist reasons justifying the removal of a LGIC Appointed External Governor, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council

9 REMUNERATION OF GOVERNORS AND COMMITTEE MEMBERS

- 9.1 The Governors of the Corporation shall serve without remuneration and shall not, directly or indirectly, receive any profit from their position as Governors; provided that they may be paid reasonable travel and living expenses incurred in the performance of their duties.
- 9.2 The provisions of subsection 9.1 shall apply equally to all members of committees and subcommittees of the Board.
- 9.3 Subject to compliance with the provisions of section 7 hereof, where a Governor is employed by or performs services for the Corporation other than as a Governor, or is a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a Governor of the Corporation shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

10 PROTECTION OF GOVERNORS AND OFFICERS

- 10.1 **Indemnification by Corporation:** Every Governor and officer of the Corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:
- 10.1.1 all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Governor or officer, in or about the execution of the duties of his or her office; and;
- 10.1.2 all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Governor's or officer's own wilful neglect or default.
- 10.2 No Governor or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties

of such Governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Governor's or officer's own wrongful and wilful act or through such Governor's or officer's own wrongful and wilful neglect or default.

- 10.3 The Governors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board.
- 10.4 The Corporation shall maintain appropriate liability insurance for members of the Board with respect to lawful activities and authorized activities undertaken in the course of their duties on behalf of the College.

11 OFFICERS OF THE CORPORATION

- 11.1 **Officers:** There shall be a Chair, a Vice Chair, a President, a Secretary and a Treasurer, and such other officers as the Board may determine by resolution from time to time. The Chair and Vice Chair shall be External Governors of the Board. The other officers of the Corporation (excepting the President who is a member of the Board by virtue of office) need not be members of the Board.
- 11.2 **Election:** At the May or June meeting of the Board each year, the Board shall elect a Chair and Vice-Chair from its External Governors. The Nominating Committee (subcommittee of the Governance Committee) will meet and make a recommendation to the Governance Committee on the Board Chair and Board Vice Chair positions. The Governance Committee will make a recommendation to the Board on the Board Chair and Board Vice Chair positions. The Nominating Committee will appoint one of its members who is also a Board member (hereinafter referred to as the Electoral Officer) to conduct the election for Board Chair, Board Vice Chair and Governance Committee member at large (if necessary). Following their election, the Officers will assume their responsibilities on the 1st of September each year. If the Board shall fail to appoint any or all of such officers by September 1, the incumbents for whom no replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice-Chair whose term as Governor has expired.
- 11.3 **Remuneration:** The Governors may, in accordance with, and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration (if any) to be paid to Officers of the Corporation.
- 11.4 **Removal:** All Officers, in the absence of agreement to the contrary, shall be subject to the removal from that office of the Corporation by resolution of the Board at any time with or without cause.
- 11.5 **Duties of Officers:** The duties of the Officers are as follows:

11.5.1 **Chair:** The Chair shall be elected annually and shall, when present, preside at all meetings of the Board. Together with the Secretary or other officer appointed for the purpose, the Chair shall sign all ByLaws of the Corporation and such contracts, documents or instruments in writing as require the Chair's signature. The Chair shall approve the incidental expenses of the President. The Chair or the Chair's designate is the official spokesperson of the Board. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the office.

11.5.2 **Vice-Chair:** The Vice-Chair shall be elected annually and shall have such powers and perform such duties as may be assigned by the Board. In the absence or inability or refusal to act of the Chair, the Vice-Chair shall perform all the duties and have all the powers of the Chair. Where the Vice-Chair, or such other External Governor as the Board may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair shall be presumed with reference thereto.

11.5.3 **President:** The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President full authority to manage and direct the business and affairs of the Corporation, except such matters and duties as bylaw must be transacted or performed by the Board and subject to the executive constraints as may be imposed by the Board from time to time, and further to employ and discharge agents and employees of the Corporation, to whom the President may delegate any lesser power.

11.5.4 **Secretary:** The Secretary shall be the Vice President, General Counsel of the Corporation. The Secretary shall:

11.5.4.1 be ex-officio clerk of the Board;

11.5.4.2 attend all meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;

11.5.4.3 give, or cause to be given, all notices required to be given to Governors and to the public;

11.5.4.3.1 the Board Secretary shall be responsible for handling of all Governors' mail whether they be electronic, by post or facsimile;

11.5.4.4 be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board;

- 11.5.4.5 perform such other duties as may from time to time be determined by the Board.
- 11.5.5 **Treasurer:** The Treasurer shall be the Chair of the Audit, Finance & Infrastructure Committee. The Treasurer shall:
- 11.5.5.1 in accordance with regulations and policy directives made under the *OCAAT Act* and any other applicable statute or regulation, keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- 11.5.5.2 deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board;
- 11.5.5.3 disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor;
- 11.5.5.4 provide whenever required by the Board an account of the financial position of the Corporation;
- 11.5.5.5 co-operate with the auditors appointed by the Board during any audit of the accounts of the Corporation;
- 11.5.5.6 perform such other duties as may from time to time be determined by the Board.
- 11.5.6 **Other Officers:** Subject to the provisions of any applicable statute or regulation, the Board will determine the requirement for and the duties of any and all other Officers of the Corporation.
- 11.6 **Vacancies:**
- 11.6.1 If the office of the Chair or Vice Chair, or one or more of them, becomes vacant by any reason, the Board shall appoint one of the External Governors to fill such vacancy.
- 11.6.2 If the office of the Secretary, President, Treasurer, or one or more of them, becomes vacant, such vacancy shall be filled as the Board may appoint.
- 11.7 **Delegation of Duties of Officers:** In case of the absence or inability to act of the Chair, the Vice-Chair or any other Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may, for the time being, delegate all or any of the powers of such Officer to any other Officer or to any External Governor.

12 EXECUTION OF DOCUMENTS

12.1 **Cheques, Drafts, Notes, Etc.:** All cheques, drafts, bills of exchange or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents, whether or not Officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

12.2 **Contracts, Documents or Instruments in Writing:**

12.2.1 Contracts, documents or instruments in writing, required to be signed by the Corporation, shall be signed by the Treasurer and the President, or, in the absence of the Treasurer or the President, by any one of them and another senior administrator of the Corporation. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Notwithstanding any provisions to the contrary contained in the ByLaws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

12.2.2 It is the responsibility of the signing officer as defined in subsection 12.2.1 hereof, to ensure that the transaction is in accordance with all statutory regulations, Board Policies and directives, and to obtain Board approval when required.

12.2.3 The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed by signing officers as defined in subsection 12.2.1 hereof.

12.2.4 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

12.2.5 In particular without limiting the generality of the foregoing, the President and Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

13 BOOKS AND RECORDS

13.1 The Board shall ensure that all necessary books and records of the Corporation

required by the ByLaws of the Corporation or by any applicable statute or law are regularly and properly kept.

13.2 Without limiting the generality of subsection 13.1 above, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.

13.3 The ByLaws of the Corporation:

13.3.1 shall be open to examination by the public during the normal office hours of the Corporation; and

13.3.2 whenever possible, shall be available to the public at no charge on the Corporation's website.

14 COMMITTEES

14.1 The Board may, from time to time, appoint committees, consisting of such persons as may be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of such committees. Standing Committees are permanent committees of the Board and their composition and mandate are defined in the ByLaws.

14.2 The Board may also, from time to time, appoint ad hoc committees, consisting of such persons as may be appointed members thereof by the Board, to act in an advisory capacity to the Board in connection with a particular issue referred to it. Ad hoc committees have a term of the lesser of one year or until its assigned mandate has been completed, and is renewable for a further term if required by the Board.

14.3 Each **Standing Committee** member shall be appointed by the Board for a term of one (1) year, and such term may be extended for one (1) year at a time while the Standing Committee member continues as a Governor. The Chair of the Board shall be an ex-officio member of each such committee, unless otherwise stipulated.

14.4 Any Board Member shall have the right to ask any relevant Committee to consider any matter that falls within that Committee's Terms of Reference.

14.5 The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time re-appoint any such committee.

14.6 Minutes of the proceedings of any such committee shall be recorded by, or caused to be recorded by, the Executive Assistant to the Board. Such committees shall report to the Board and may be required to provide a report to the Board on its deliberations. Each Standing Committee shall develop Terms of Reference not inconsistent with the terms set out in this ByLaw and shall review its terms of reference on an annual basis and forward any recommendations for change to the Board.

14.7 Unless otherwise provided by the Board, matters which fall within the defined mandate of a Standing Committee shall be considered fully by that Committee prior to that matter being presented to the Board for its consideration.

14.8 Standing Committees:

14.8.1 **Audit, Finance & Infrastructure Committee:** The Audit Finance & Infrastructure Committee shall be composed of the following persons:

- (a) the Chair of the Board (ex officio);
- (b) the Chair of the Audit, Finance & Infrastructure Committee
- (c) the College President (ex officio); and
- (d) (6) Six Governors (minimum four External Governors) At its discretion, the Governance Committee can recommend a greater number of Board members to serve on the Committee.

14.8.1.1 Subject to the provisions of section 14.7 hereof, a quorum for a meeting of the Audit, Finance & Infrastructure Committee shall be a simple majority of the members of such committee.

14.8.1.2 The Audit, Finance & Infrastructure Committee shall meet a minimum of four times per year. Special meetings may be requested by any member of the Committee. The external auditors shall attend meetings at the request of the Chair and at least two meetings per year. At each meeting, at which the external auditors are present, provision will be made for the Committee to meet privately with either management and/or the external auditors.

14.8.1.3 The responsibilities of the Audit, Finance & Infrastructure Committee are:

- (a) To review and recommend to the Board for approval, the annual budget which will conform to the legislative and regulatory requirements of the OCAAT Act and reflect the requirements of the College's strategic plan and which will be presented to the Board within the context of a multi-year financial plan.
- (b) To ensure that a complete, detailed review of revenue and expenditures is performed by the College and accompanied by a projected year-end financial position. The Committee will monitor the frequency of reviews during the fiscal year.
- (c) To review all financial reports prior to submission to the Board of

Governors.

(d) To monitor the College reserves (accumulated surplus); and, review and recommend to the Board for approval, the level and composition of the reserves.

(e) To ensure adequacy of financial management and control systems in relation to requirements and standards established by legislation, regulation, and accepted prudent and ethical practices for the education/college sector in Ontario. The committee will fulfill this responsibility by conducting the following activities at a minimum:

- i. Monitoring financial management and control systems established by management including monitoring the adequacy and effectiveness of internal controls over the accounting and financial reporting systems;
- ii. Reviewing auditor's fees and recommending the appointment of the external auditor;
- iii. Monitoring external auditor coverage/service to include but not be limited to any changes in accounting practices or policies; and
- iv. Reviewing the auditor's performance and monitoring the external audit function to ensure that it has been effectively carried out and that any matter that the external auditors wish to bring to the attention of the Board has been given adequate attention.

(f) To ensure the efficacy of all aspects of the College in relation to requirements and standards established by legislation, regulation, and accepted prudent and ethical practices for the education/college sector in Ontario. Advice to the Board will be presented within the context of the College's strategic directions as approved by the Board of Governors;

(g) To review and recommend to the Board for approval, the following specific College business matters:

- i. Additional student fees or increases to current student fees
- ii. Annual insurance portfolio
- iii. Investment policies and annual investment report
- iv. Contracts, leases and any major capital building projects where the annual value exceeds \$1 million
- v. Resolution for the borrowing of money
- vi. Resolution for new bank accounts

- (h) To review and recommend to the Board of Governors and the Ministry of Training, Colleges and Universities, for approval, all proposed sales and purchases of real estate.
- (i) To monitor progress in the implementation of strategic directives and achievement of College objectives.
- (j) To review and present the audited year-end financial statements to the Board of Governors for approval.
- (k) To review its Terms of Reference on an annual basis and forward any recommendation for change to the Board.
- (l) To perform other duties and exercise such other powers as may, from time to time, be assigned to it by the Board of Governors.

14.8.3 Program Development and Renewal Committee: The Program Development and Renewal Committee shall be composed of the following persons:

- (a) the Chair of the Board (ex-officio);
- (b) the College President (ex-officio);
- (c) three (3) External Governors;
- (d) one (1) Internal Governor;
- (e) Vice President, Academic (Resource); and
- (f) resource members determined at the discretion of the President and Chair.

14.8.3.1 Subject to the provisions of section 14.7 hereof, the quorum for a meeting of the Program Development & Renewal Committee shall be a simple majority of its members.

14.8.3.2 The Program Development & Renewal Committee shall meet a minimum of three (3) times in an academic year.

14.8.3.3 The responsibilities of the Program Development & Renewal Committee shall be:

- (a) Review the Strategic Enrolment Management Plan based on community needs, niche program opportunities and employment opportunities on an annual basis;

- (b) As per the College's Charter, develop a policy to ensure programs meet government requirements.
- (c) Recommend new programs and program modifications to the Board of Governors for approval, ensuring that:
 - (i) The program is consistent with the Minister's Binding Policy Directive on Framework for Programs of Instruction including the Credentials Framework it describes and any applicable program standards.
 - (ii) There is a demonstrated labour market or societal need.
 - (iii) There is a demonstrated student demand.
 - (iv) A relevant Program Advisory Committee has recommended the program.
 - (v) The program content and delivery complies with all requirements of regulatory bodies responsible for the field of study or other regulatory bodies related to the field of study; and
- (c) Receive for information programs recommended for suspension that are no longer considered responsive to student and/or employer need. Such programs can be reactivated as deemed appropriate according to student and/or employer need and will be received for information at that time.
- (d) Recommend to the Board of Governors programs that have been dormant for a period of more than five years where a final decision is required for suspension or cancellation.

14.8.4 Student Services Committee: The Student Services Committee shall be composed of the following persons:

- (a) Chair of the Board (ex-officio)
- (b) College President (ex-officio)
- (c) Three External Governors
- (d) One Internal Governor
- (e) VP, Student Services (Resource)
- (f) Chief Human Resources and Organizational Officer (Resource)
- (g) Director, Business Development and Retail (Resource)
- (h) Director, Alumni Relations (Resource)

14.8.4.1 Subject to the provisions of section 14.7 hereof, the quorum for a meeting of

the Student Services Committee shall be a simple majority of its members.

14.8.4.2 The Student Services Committee shall meet a minimum of four (4) times in an academic year.

14.8.4.3 The responsibilities of the Student Services Committee shall be:

- (a) To ensure excellence in the quality of services provided to students by recommending to the Board of Governors strategies, policies and standards for serving, rewarding and recognizing the College's students.
- (b) To establish metrics and service standards and to monitor the performance and efficiency of student services against the approved standards.
- (c) To identify the needs of specific groups of students, including but not limited to, international, full-time, part-time, continuing education, mature, disabled, ethnically diverse, and students with families.
- (d) To obtain a current student perspective and to consult with students from time to time, including meeting annually with the executive of the Mohawk Students' Association ("MSA") and the Mohawk College Association of Continuing Education Students ("MCACES").

15 GOVERNANCE COMMITTEE

15.1 The Governance Committee, heretofore established by resolution of the Board is hereby confirmed and continued to assist the Governors in carrying on the affairs of the Corporation in connection with all matters that may be properly referred to it by the Board.

The Board may, by resolution, delegate to such Governance Committee any powers of the Board subject to such restrictions, if any, as may be imposed by an applicable statutory provision or as may be imposed from time to time by the Board. The Governance Committee is empowered to act on behalf of the Board during the summer as well as on other occasions when a quick decision is required and it is not possible to achieve the requisite quorum of Governors.

15.2 The responsibilities of the Governance Committee are:

- (a) to advise the Board on matters of board governance and more specifically:
 - (i) To advise the Board in respect of compliance with Ministry and Board policy relating to governance.

- (ii) To address the recruitment and selection of new Governors by annually establishing a sub-committee of the Board (the Nominating Committee) responsible for making recommendations concerning nominations for governor candidates that will be brought to the full Board by the Governance Committee. These will include those who are
 - replacing retiring Governors;
 - continuing to a second term;
 - willing to allow their name to stand for election by the full Board for the positions of Board Chair and Vice-Chair; and
 - being named as Board Committee members and Chairs based on the Board members' skills and interests.
 - (iii) To review Board performance as a means to continuous improvement.
 - (iv) To address matters relating to college Collective Agreements and human resource issues.
 - (v) To address other sensitive or confidential college matters as appropriate from time to time.
- (b) By authority, delegated by the Board:
- (i) To deal with matters requiring urgent attention. More specifically, the Governance Committee is empowered to act for the Board (approved 96.C.4.2 and Board ByLaw No. 1, 15.3.1) at all times when the calling of a full Board meeting is not feasible. In so doing, the Governance Committee must act within the limits of existing Board ByLaws and policies.
 - (ii) To develop a pool of interested and suitable Governor candidates.
- (c) To nominate governor candidates to the Board and the Provincial Government with respect to LGIC appointments.
 - (d) To assign Governor mentors to new Governors.
 - (e) To develop new Governor orientation.
 - (f) To make recommendations to the Board regarding the composition of Board Committees and Chairs. The Governance Committee will be assisted in this task

by its sub-committee – the Nominating Committee who will present recommendations for consideration by the Governance Committee.

It should be noted that decisions regarding the composition of various committees and selection of Committee Chairs need to be informed and guided by several considerations including i) the particular expertise, skills and interests of all Board members; ii) the need for well-rounded committees to assist the operation of the Board; and iii) the implementation of appropriate succession planning to ensure continuity in Board operations. Succession planning as an integral component of the process must be taken into account from the very beginning, during the selection interview for potential new Governors and later when applicants for the position of Committee Chairs are being considered. In some situations, the need to address succession planning may override other considerations related to expertise and personal preference.

- (g) To carry out special duties with respect to the President:
 - (i) to review the President's goals and evaluate/appraise the President's performance for recommendation to the Board;
 - (ii) to negotiate the President's contract and/or amendments to such contract, including annual compensation for recommendation to the Board;
 - (iii) to develop a method for evaluation of the President for recommendation to the Board.
 - (iv) to provide guidance to the President.
 - (v) to develop and review a succession plan for the Office of the President and other members of the College senior management as appropriate.

- (h) To oversee compliance of the Board's budget.

15.3 The Governance Committee shall consist of:

- (a) the Chair of the Board,
- (b) the Vice Chair of the Board
- (c) the Chair of the Audit, Finance & Infrastructure Committee
- (d) the Program Development and Renewal Committee

- (e) the Chair of the Student Services Committee
 - (f) one member at large elected by the Board, and
 - (g) the past Board Chair if still a member of the Board
 - (h) the President (ex-officio).
- 15.4 Subject to the provisions of Section 14.7 hereof, a quorum for the Governance Committee shall be a simple majority of its members.
- 15.5 The Governance Committee shall meet a minimum of four (4) times per year. Special meetings may be requested by any member of the Committee. All Governors are welcome to attend the Governance Committee meetings save and except for those meetings at which it has been determined to restrict attendance to the membership of the Governance Committee. This determination will be made by the majority of Governors present at the Governance committee meeting and taking into consideration those factors set out in Section 6.6. hereof.
- 15.6 A Nominating Sub-committee shall be created to:
- (a) Establish an annual cycle to review Board skills and determine preferred skill requirements of new Governors.
 - (b) Recruit and receive nominations to the Board.
 - (c) Conduct interviews and make recommendations to the Governance Committee regarding nominations and reappointments to be presented to the full Board.
 - (d) Strive to ensure that there is an ongoing list of Governor candidates with appropriate profiles.
 - (e) Make recommendations to the Governance Committee for the election of Board Chair and Vice Chair by the full Board.
 - (f) Make recommendations to the Governance Committee for Committee membership and Chairs.
- 15.7 The Nominating Sub-Committee of the Governance Committee shall consist of:
- (a) the current Board Vice-Chair,
 - (b) the immediate Past Board Chair (who shall serve as the Committee Chair),

- (c) Governors who are not Governance Committee members,
- (d) one (1) External member, and
- (e) the President (as an ex-officio member).

15.8 Subject to the provisions of section 14.7 hereof, the quorum for a meeting of the Nominating Sub-Committee of the Governance Committee shall be a simple majority of its members.

15.9 Meetings shall be held at the call of the Chair in keeping with the time lines outlined by the College Compensation and Appointments Council.

16 PROGRAM ADVISORY COMMITTEES

16.1 In accordance with the *OCAAT Act* and the Minister's Binding Policy Directive - Framework for Programs of Instruction, the Corporation does hereby establish Program Advisory Committees, the terms of reference, structure and composition and procedures of which are set out in Appendix 3 to this ByLaw of the Corporation.

17 ADVISORY COLLEGE COUNCIL

17.1 In accordance with the *OCAAT Act* and the Minister's Binding Policy Directive - Framework, the Corporation does hereby establish an Advisory College Council, the mandate, composition, membership and structure of which is established in Appendix 4 to this ByLaw of the Corporation.

18 MEMBERS

18.1 The Governors of the Board, appointed in accordance with the *OCAAT Act* and these ByLaws, shall constitute the members of the Corporation.

18.2 The interest of a member is not transferable and lapses and ceases to exist when such Governor ceases to be a member of the Board of the Corporation by resignation, expiration of term of office as a Governor or otherwise in accordance with these ByLaws or as provided by any applicable statute or law.

19 MEETINGS OF MEMBERS

19.1 **Annual and Other General Meetings:** For purposes of compliance with the Corporations Act, the meeting of the Board at which the audited financial statements are received will be deemed to be the annual general meeting of the members. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board or the Chair or Vice Chair shall have power to call at any time a general meeting of the members of the

Corporation.

- 19.2 The provisions of sections 6 and 7 of this ByLaw shall apply to the annual general meeting of the members, except as noted below.
- 19.3 **Notice:** Members shall be notified not less than ten (10) days prior to the time fixed for the holding of any such meeting. Provided always that any meeting of members may be held for any purpose at any date and time and any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members waive notice thereof or otherwise signify in writing their consent to such meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting.
- 19.4 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 19.5 **Polls:** If at any meeting a poll is demanded on the election of a Chair of the meeting or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20 FINANCIAL MATTERS

- 20.1 **Fiscal Year:** The fiscal year of the Corporation shall terminate on the 31st day of March in each year.
- 20.2 **Budget:** In accordance with the *OCAAT Act*, the Board of Governors shall not approve a budget projecting an accumulated deficit without the written approval of the Minister responsible for administering the *OCAAT Act*.
- 20.3 **Auditors:** The Board of Governors shall appoint an auditor licensed under the Public Accountancy Act or its successor Act, who shall not be a member of the Board or a partner or an employee of a member of the Board, to audit the accounts and transactions of the Corporation at least once a year. If an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
- 20.4 **Reporting:** In accordance with Regulations and Policy Directives made under the *OCAAT Act*, the Board shall prepare a strategic plan, an annual business plan and an annual report, including audited financial statements. These reports shall be made available to the public and submitted to the Minister in accordance with and by the

dates specified in the applicable Policy Directives. The Board of Governors shall compile key performance indicators and provide such indicators to the Minister in accordance with Regulations and Policy Directives made under the *OCAAT Act*.

21 AMENDMENTS TO BYLAWS

All ByLaws may be amended after notice is given at any meeting of the Board of Governors. The proposed amendment may then be presented at the meeting following such notice of motion and a two-thirds majority of the Governors present shall be required to pass the amendment. Amendments so made shall be effective when approved by the Board of Governors.

22 CONFLICT

- 20.1 The Corporation having been established pursuant to the *OCAAT Act*, this ByLaw is in addition to the said Act and the Regulations and Policy Directives made thereunder. Should any provision in this ByLaw or any further ByLaws enacted by the Board of Governors conflict with the said *OCAAT Act*, Regulations and Policy Directives, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said ByLaws.
- 20.2 The *OCAAT Act* identifies each College as a Crown agency and as a corporation without share capital and with a Board of Governors under the authority of the *Corporations Act*. As such, the Corporation is subject to the provisions of the *Corporations Act*, except where limited by the *OCAAT Act*, its Regulations, and the Minister's Binding Policy Directives. The Corporation is also subject to provincial legislation such as, but not limited to, the *Financial Administration Act*, *Ombudsman Act* and *Freedom of Information and Protection of Privacy Act* and any other provincial and federal legislation and regulations applicable to non-share corporations and agencies of the Crown. Should any provision in this ByLaw or any further ByLaws enacted by the Board of Governors conflict with any legislation or regulations judged to be applicable to the Corporation, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said ByLaws.

ENACTED BY THE BOARD OF GOVERNORS of The Mohawk College of Applied Arts and Technology and sealed with the corporate seal the 12 day of September, 2012.

Last Approved: September 12, 2012

Appendix 1 to ByLaw No. 1

Election of Internal Governors

1. DEFINITIONS

In this appendix:

"academic staff member" means a person who is employed by the board of governors as a teacher, counsellor or librarian;

"administrative staff member" means a person who is employed by the board of governors and who is not an academic staff member, a support staff member or a student;

A council@ means the College Compensation and Appointments Council established under section 13 of the Ontario Colleges of Applied Arts and Technology Act, 2002;

"council of regents" means the Ontario Council of Regents for Colleges of Applied Arts and Technology established under section 5 of the Ministry of Training, Colleges and Universities Act;

"municipality" means the corporation of a metropolitan, regional or district municipality, a county, city, town, village, township or improvement district;

"program of instruction", or "program of studies" means a course, or a group of related courses leading to a diploma, certificate or other document awarded by the board of governors;

"student" means a person who is enrolled in a program of instruction in a college;

"support staff member" means a person who is employed by the board of governors as a member of the office, clerical, technical, health care, maintenance, building, service, shipping, transportation, cafeteria or nursery staff.

2. ELECTION PROCEDURES

2.1 The election procedures for the academic staff member, administrative staff member and support staff member to be elected to the Board of Governors pursuant to the provisions of Section 4.3 of ByLaw No. 1 enacted by the College shall be the procedures set out in **Schedule A** which is attached hereto and which forms part of this ByLaw.

2.2 The election procedure for the election of a student elected to the Board of Governors

pursuant to the provisions of Section 4.3 of ByLaw No. 1 enacted by the College shall be that procedure established in **Schedule B** which is attached hereto and which forms part of this By-Law.

3. CERTIFICATION

3.1 The relevant returning officer for each constituency group elected to the Board of Governors in accordance with the provisions of **Schedules A and B** attached hereto shall, within thirty (30) days after completion of the election, provide to the Board of Governors a certification that the election of the member of the Board was validly constituted and duly and properly completed and thereby the member has been duly elected.

4. INTERPRETATION

4.1 If any provision of this Appendix is in conflict with the provisions of ByLaw No. 1 of the Board of Governors, the provisions of ByLaw No. 1 shall govern and the provisions of this Appendix shall be amended accordingly.

**SCHEDULE A
(from Appendix 1 of Board ByLaw No. 1)**

THE MOHAWK COLLEGE OF APPLIED ARTS AND TECHNOLOGY

**ELECTION PROCEDURES
FOR
INTERNAL MEMBERS OF THE BOARD OF GOVERNORS
(ACADEMIC, ADMINISTRATIVE, SUPPORT STAFF)**

1. Defined Constituencies:

These Election Procedures shall apply to the following three constituencies, the definitions of which follow: Academic Staff, Administrative Staff, and Support Staff.

"academic staff member" means a person who is employed by the College as a teacher, counsellor or librarian;

"administrative staff member" means a person who is employed by the College and who is not an academic staff member, a support staff member or a full-time student;

"support staff member" means a person who is employed by the College as a member of the office, clerical, technical, health care, maintenance, building, service, shipping, transportation, cafeteria or nursery staff.

Only full-time employees are eligible to stand for election.

2. Nominations

The election process is initiated each year by the Board through the Executive Assistant to the Board who is responsible for notifying Human Resources of the need to issue a call for nominations. The nomination process will be communicated electronically through MoCoMotion. It is the responsibility of all staff, including those who are absent from the work place because of short or long term disability, maternity leave, sabbatical or other valid reason, to access the information via MoCoMotion. The call for nominations shall be publicized not later than the first Friday of February using a Targeted Announcement through MoCoMotion.

Nominations require that the nominee and the proposer be members of the same constituent group from which the member is to be elected; nominations must be seconded by at least one other member of the group. A member of a constituent group can propose or second a nomination for more than one candidate.

Each candidate must complete and forward a Nomination Form (available electronically, under the Elections Tab on MoCoMotion) to the Human Resources Office, F102, Fennell Campus on or before the time at which nominations close.

If only one nomination has been received at the close of nominations, that individual will be acclaimed. Human Resources is responsible for notifying the President, the candidate and the constituent group of the acclamation. If no nominations are received, the nomination period will be extended by three days. In such a situation, Human Resources will inform the College community of the lack of nominations and encourage eligible constituents to stand for election.

As a standing practice throughout the election process, the Chief Human Resources Officer will serve as the designate for the Chair of the Nominating Committee of the Board of Governors; the Chief Human Resources Officer will hereinafter be referred to as the "Chief Electoral Officer" of the election process. The Chief Electoral Officer will certify nominees, proposers, and seconders as bona fide members of their constituent groups and shall notify the nominees, proposers and seconders in writing if the nomination is defective in any respect. Only nominees whose nominations are certified by the Chief Electoral Officer shall be included on the ballot. The Chief Electoral Officer shall also certify compliance with By-Law No. 1 of the Board of Governors of The Mohawk College of Applied Arts and Technology so that each nominee shall not have exceeded the maximum term of office stipulated in Section 3.5 of By-Law No. 1. A Candidate's Information Package including details on the role of the Governor, the election process, and campaign protocols will be distributed by Human Resources to each candidate. This package will also include a copy of this "Election Procedures for Internal Governors (Academic, Administration, and Support Staff)."

Each candidate whose nomination has been certified is allowed to produce one 8 1/2 x 11 information sheet for posting under the Elections Tab on MoCoMotion.

3. Voting

Voting will be done via MoCoMotion – Staff Member tab, channel called "Vote for BoG Admin". It is the responsibility of all staff, including those who are absent from the work place because of short or long term disability, maternity leave, sabbatical or other valid reason, to access the information via MoCoMotion. An electorate list will be made available by Human Resources and verified through Banner.

Eligible voters will be allowed to vote only once. In the event of a power failure or a College emergency, which interrupts the voting process for a period longer than one hour, the voting period will be extended by a period of time determined by the President.

The results of voting done through Banner will be tabulated electronically.

In the event of a tie, the Chief Electoral Officer will conduct a draw by lot. Each of the candidates will have identified a scrutineer to observe the tie-breaking draw. Representatives from the applicable Academic and Support Staff unions and the Mohawk College Administrative Staff Association can also be present at the draw if they choose. To allow time for notification of the candidates and the eligible observers of the need for a tie-breaking draw, the draw will be held three hours after the close of the voting in the presence of the scrutineers and other individuals identified above who are eligible to be present.

The Chief Electoral Officer will notify the President and the Chair of the Board Nominating Committee of the results before any public announcement is made. The Chief Electoral Officer will first notify the successful candidate, and then make the results of the election known to the unsuccessful candidates before the public announcement. Election results will then be posted on MoCoMotion.

4. Schedule

Subject to the provisions of By Law No. 1 of the Board of Governors of The Mohawk College of Applied Arts and Technology and the *Ontario Colleges of Applied Arts and Technology Act* and the Regulations made pursuant thereto, the election for the internal Governor (Academic, Administrative, and Support Staff) is held annually in the fourth week of March. Since each internal Governor is elected for a three year term, the annual election should, in normal circumstances, be for only one constituent group, rotating on a three year cycle. In the event of an emergency situation, labour dispute or other occurrence which compromises or threatens to compromise the normal conduct of the election process, the President, in consultation with the Board Chair, will temporarily suspend the election process at any stage until the situation has been resolved and amend the schedule detailed below to ensure appropriate conduct of the remaining stages of the election process.

Nominations Open: Monday of the last week of February.

Nominations Close: 4:30 p.m., Friday of the first week in March.

Campaigning: Second and third weeks of March.

Elections through MoCoMotion: Monday, Tuesday and Wednesday in the fourth week of March, immediately following the end of the campaign.

Deadline for Electronic Voting Submission: 4:30 p.m., of the Wednesday designated as the last day for electronic voting.

Notification of Candidates: Following tabulation of the votes on the last day of electronic voting.

Public Announcement of Results through MoCoMotion: Day following the tabulation of votes.

5. Disputes

Disputes relating to the ballot count are resolved by direct appeal in writing to the

Chair of the Board of Governors of the College within ten (10) days after the count. Where this appeal is not satisfactory in the opinion of the appealing party, the Governance Committee of the Board will make a final and binding determination of the issue within ten (10) days after the decision of the Chair of the Board of Governors.

6. Term

Subject to the provisions of the Ontario Colleges of Applied Arts and Technology Act and the Regulations made pursuant thereto and section 7 below, the term of the appointment is for three years (September 1 to August 31). A member of the Board of Governors shall not serve more than six years consecutively but on the expiration of two years after having served on the Board of Governors for six consecutive years a person shall again be eligible for election to the Board of Governors

7. Mid-Term Vacancies

For mid-term vacancies, an election will be held within three months of the vacancy and shall be conducted in the manner aforesaid.

The term of a member elected to fill a vacancy:

- (i) commences on the date of election;
- (ii) subject to subsection (iii) hereof, shall be for a three year term; and
- (iii) shall terminate on August 31 of the year in which the term ends.

Regardless of the month in which the election occurs, the term shall be considered to have started on that September 1st immediately preceding the election and the three (3) year term will be deemed to be calculated from that date, always ending on August 31st.

If a vacancy occurs in the last six months of the Internal Governor's term, the position will remain vacant until the next election.

SCHEDULE B

THE MOHAWK COLLEGE OF APPLIED ARTS AND TECHNOLOGY

**ELECTION PROCEDURES
FOR
THE STUDENT GOVERNOR**

1. Eligibility:

All nominees for election to the Board of Governors of The Mohawk College of Applied Arts and Technology (hereinafter called "Board") as the Student Governor must be students who are:

- enrolled in a diploma/degree program which has been approved as a post-secondary program; or
- enrolled in a course(s) in an approved continuing education program leading to a diploma or certificate of the College; or
- enrolled in an approved adult training or apprenticeship program.

The Student Governor must be a registered student in one of the above mentioned programs/courses when taking office on September 1st in the year of election and throughout his/her term, subject to the provisions of Section 4.5.4 of By-Law No. 1 of the Board of Governors of The Mohawk College of Applied Arts and Technology.

In addition, candidates for nomination should possess the customary generic board membership skills to participate in policy formulation, to debate and discuss issues openly and fairly, to determine strategic direction and set goals, to allocate scarce resources to competing demands, to monitor operations and performance, to assess projects and proposals, to critique and improve the Board's effectiveness, to contribute ideas and suggestions, etc.

2. Nominations

Nominations will open on the first day the college is open in January of each calendar year in which the Student Governor's term will expire and close on the third Friday of January thereafter at noon. Each candidate must complete and forward a Nomination Form, with his/her Questionnaire, as prescribed by the Chief Returning Officer to any Student Life Office on or before the time at which nominations close.

All candidates must be nominated by at least two other students and are required to submit twenty-five signatures of support.

The Chief Returning Office (hereinafter called "the CRO") shall be a college employee appointed by the Vice President Student Services. The CRO will certify nominees, proposers, and seconders as bona fide students of the College and shall notify the nominees, proposers and seconders in writing if the nomination is defective in any respect. Only nominees whose nominations are certified by the CRO shall be included on the ballot. The CRO shall also certify compliance with By-Law No. 1 of the Board of Governors of The Mohawk College of Applied Arts and Technology so that each nominee shall not have exceeded the maximum term of office stipulated in Section 4.5.6 of By-Law No. 1.

Candidates will meet with the CRO at 6:00 p.m. on the Monday after nominations close to review the election procedures. Failure to attend the All Candidates meeting will result in disqualification unless a valid reason is submitted in writing to the CRO within 2 working days. Some examples of valid reasons for missing the All Candidates meeting include: academic responsibility, varsity events, family situation, traffic problem, inclement weather, etc. The CRO has the final decision on this matter.

3. Nomination Extensions

If an election is not declared or a candidate is not acclaimed at the close of nominations, the nomination deadline will be extended for five (5) working days. If a nomination is not received after the extension date, a candidate will be chosen through an interview process. The selection committee would include the MSA President (or designate), MCACES President (or designate), the Student Governor holding office, and the Vice President, Student Services.

4. Campaigning

Campaigning will take place from the last Saturday in January to and including the first Wednesday in February. Campaigning methods are left to the discretion of the candidates. However,

- campaigning must not damage the reputation or property of Mohawk College;
- slander, libel and unethical campaigning are forbidden and are grounds for disqualification. The CRO shall have the sole discretion to determine whether disqualification is warranted.

Candidates must campaign in the manner prescribed in the Campaign Procedures published by Student Life. Campaign material may not be posted earlier than 7:00 a.m. on the last Saturday in January and must be removed by 7:00 p.m. on the first Wednesday in February. Candidates who fail to comply with these requirements may be charged an amount determined by the RO to remove these materials, or may be disqualified from the election.

Candidates and/or their campaign staff found defacing, damaging or removing

campaign material belonging to another candidate may be subject to immediate disqualification by the CRO.

5. Election

The election will be held on the Monday, Tuesday, Wednesday and Thursday immediately following the end of the campaign. Voting will be done through MoCoMotion. Students unable to access MoCoMotion may vote at the Student Life Office at their Campus during the hours of 8:30 am to 7 pm. Candidates are not allowed to loiter near the polling stations during the election. In addition, candidates are not allowed to solicit votes by any means outside of the stated campaign dates.

6. Voting

Student Life will provide general polling stations at the Fennell, IAHS, Brantford and Stoney Creek Campuses for students unable to access MoCoMotion.

An electorate list is available electronically and verified through Banner. At the polling stations, eligible voters must present a validated Mohawk College Student Card. Students without a photo Mohawk College Student Card must produce a piece of photo identification in addition to their student card. For students voting electronically, eligibility to vote will be verified by Banner.

The CRO will be responsible for counting of paper ballots in the presence of the scrutineers; the CRO is also responsible for determining what constitutes a spoiled ballot. Each candidate may appoint one qualified scrutineer (to be submitted with the Nomination Form) to view the tabulation of votes. Scrutineers may challenge any ballot at the time of ballot counting.

Returning Officers are responsible for collecting results, which will be confirmed by the CRO. Official election results will be posted on MoCoMotion and in Student Life Offices at all campuses, MCACES, F114/116 at noon on the Friday after the election.

7. Disputes

Complaints lodged against a candidate during campaigning or voting periods will be resolved, within three (3) working days of the election, by the Returning Officers. Following the decision by the Returning Officer(s), complainants have the right of direct appeal to the CRO and Vice President Student Services. All complaints and appeals must be made in writing. In response to an appeal, the CRO will involve the Elections Committee and complete an investigation through due process before any action or ruling is made. The Election Committee will include the CRO, two MSA Board members not involved in the elections process and one College employee. Meetings will be called at the discretion of the CRO to deal with any issues that may arise. The Committee will offer input and guidance, but all decisions will remain the responsibility of the CRO. Decisions of the CRO are final.

8. Term of Office

The term of office is one year from September 1 each year to August 31. The Student Governor is eligible for re-election (see Eligibility guidelines) for a total of four consecutive one-year terms. A Student Governor who graduates prior to the expiration of his/her term may complete his/her term of office.

9. Mid-Term Vacancies

Where a mid-term vacancy arises, the runner-up in the election will be deemed elected to complete the remainder of the term, unless the runner-up is not available or if the vacancy occurs more than halfway through the term. In these cases, a candidate will be chosen through an interview process. The selection committee would include the MSA President (or designate), the MCACES President (or designate), the Student Governor leaving the position, and the Vice President, Student Services.

The CRO may, after an investigation, disqualify a candidate for breach of election rules and procedures. Interpretation of the above procedures is the responsibility of the CRO.

All deadlines are final. No extensions will be given.

APPENDIX 2 TO BYLAW NO. 1

REMOVAL OF A GOVERNOR

1. Section 8.1 of the ByLaw provides as follows:

The Board may remove a Governor from the Board, other than a LGIC Appointed External Governor or the president, before the expiration of his or her term by a resolution of the Board enacted pursuant to the provisions of Appendix 2 of this ByLaw of the Corporation.
2. Each Governor, in exercising his or her powers and discharging his or her duties, shall:
 - (a) act honestly and in good faith with a view to the best interests of the College ("fiduciary duty"); and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances ("standard of care").
3. The office of a Governor may be vacated by a resolution of the Board if:
 - (a) the Governor fails to comply with applicable legislation and/or the College's ByLaws or policies including, without limitation, the confidentiality and conflict of interest provisions contained in this ByLaw;
 - (b) the Governor breaches his or her fiduciary duty or standard of care owing to the College; or
 - (c) at a special meeting of the Board, called for that purpose, a resolution is passed by a margin that reflects an affirmative vote of at least two-thirds (2/3) of the votes cast by the Governors removing a Governor before the expiration of the Governor's term of office based on a breakdown in the relationship of trust and confidence and of mutual respect between the Governor and other members of the Board.
4. Prior to a Governor being removed from the Board pursuant to Section 3, such Governor will be advised of the Board's concerns and shall have an opportunity to address the Board before the Board makes its decision in a closed session.
5. Any Governor who has concerns regarding the conduct of a fellow Governor may discuss the matter with the Board Chair. The Board Chair may discuss the matter with the Governance Committee. The Board Chair, either alone or through the Governance Committee, may discuss the matter with the Governor, explaining why the conduct is unacceptable and what steps may be taken by the Board under this Appendix to address them if the conduct is not remedied.
6. Within ten (10) days of the decision by the Board to remove a Governor, the Governance Committee shall review the decision. The review by the Governance Committee shall be limited to the following:

- a) was the Governor removed for a reason established in this Appendix 2; and
- b) was the procedure used to remove the Governor in compliance with this Appendix 2.

The review shall not include a review of whether the decision of the Board was correct.

The review process by the Governance Committee shall include a requirement that the Chair of the Board and the President sign a written attestation that the removal process was carried out in accordance with the Bylaws of the College. Upon its completion of the review, the Governance Committee shall issue a written report to the Board and the Governor who has been removed no later than thirty (30) days following the completion of the review.

APPENDIX 3 TO BYLAW NO. 1

Program Advisory Committees

1. Terms of Reference

1.1 Program Advisory Committees will support the mission, vision and values of the College and advise the President, Executive Deans, Program Chairs and other College officials on:

- i) maintaining and enhancing the relevance of the College's program offerings;
- ii) maintaining and enhancing program standards;
- iii) maintaining and enhancing the experience of students within the College's programs.

1.2 Program Advisory Committees will:

- i) assist the College to develop, monitor, assess and change programs of studies;
- ii) assist the College to validate measurable learning outcomes of a program of studies;
- iii) assist the College to identify skills and characteristics of graduates required by particular professions, industries, businesses, sectors or services;
- iv) advise the College on developments, trends and future directions of particular professions, industries, businesses, sectors or services;
- v) advise the College on the state of equipment, labs, shops and other facilities and assist, as appropriate, in their renewal;
- vi) assist the College to forecast demand for graduates;
- vii) assist the College to identify student work placements and co-op opportunities;
- viii) assist the College to develop partnerships and training opportunities.

2. Structure and Composition

2.1 A Program Advisory Committee will be established for every program of studies at the College.

2.2 Notwithstanding section 2.1, one Program Advisory Committee may serve the needs of multiple programs of studies in a functional or career area.

- 2.3 The Board of Governors, on the recommendation of the President, shall establish each Program Advisory Committee and confirm its membership as part of the approval process for certificates, diplomas and degrees. Thereafter, members will be appointed or re-appointed by the President on behalf of the Board of Governors. On the recommendation of the President, the Board of Governors may amalgamate or eliminate Program Advisory Committees.
- 2.4 Each Program Advisory Committee will have a minimum of six (6) members, including one position reserved for a recent graduate of the program and one reserved for a current student.
- 2.5 Criteria for appointment will include, but not be limited to:
- i) knowledge, skills and experience related to the profession, industry, business, sector or service relevant to the program of studies;
 - ii) geographic location of the individual or the individual's business or employer;
 - iii) standing of the individual or the business or employer within the broader industry, business, sector or service;
 - iv) diversity of employers within the profession, industry, business, sector or service.
- 2.6 Members are appointed for a three (3) year term and may be re-appointed to a second three (3) year term.
- 2.7 Members will elect a Chair and Vice Chair from the membership of the committee for one two year term.
- 2.8 The Chair of the Advisory Committee (or the Vice Chair if the matter concerns the Chair) may recommend to the President, with the support of the committee, that a member be removed for conduct unbecoming or violation of professional ethics, College By-Laws or policies or if the member misses more than three (3) consecutive meetings without leave.
- 2.9 Each Program Advisory Committee may establish "ad hoc" sub-committees to assist it to meet its mandate. The Program Advisory Committee will establish the structure, composition and terms of reference of sub-committees.
- 2.10 The Program Chair will be an ex-officio non-voting member of the Program Advisory Committee and shall act as the internal resource person for the committee.

3. Procedure

- 3.1 Delegation: The President may delegate responsibility for the operation of Program Advisory Committees, including the nomination of members, to an Executive Dean.
- 3.2 Meetings: The Program Advisory will meet twice a year at a minimum.
- 3.3 Records: Notes shall be kept of all meetings of the Program Advisory Committees.
- 3.4 Committee Procedure: Except where constrained by By-Law or College policy, each committee shall establish its own rules of procedure, including requirements for quorum and decision-making.
- 3.5 Reporting: Program Advisory Committees work primarily with the Program Chair and Executive Deans. The Board of Governors may monitor the work of Program Advisory Committees through the Board's program review process and/or, if it so requests, through reports of the President.

4. Continuation

- 4.1 All Program Advisory Committees in place at the time that this By-law is enacted are hereby confirmed and continued; henceforth all Program Advisory Committees are bound to comply with the terms of this By-Law.

APPENDIX 4 TO BYLAW NO. 1

PRESIDENT'S ADVISORY COUNCIL TERMS OF REFERENCE

Preamble

The *Ontario Colleges of Applied Arts and Technology Act, 2002*, redefined the relationship between the Government of Ontario and provincial colleges, granting increased accountability and autonomy particularly to the Board of Governors. The Act also stipulated governance requirements clarified in the April 2003 Minister's Binding Policy Directive, in which the Governance and Accountability Framework states:

The board of governors is to ensure that an advisory college council is established, the purpose of which is to provide a means for students and staff of the college to provide advice to the president on matters of importance to students and staff.

The following provides the Terms of Reference for a redefined Mohawk College Council, in adherence to the Policy Directive.

Mandate

The mandate of the Mohawk President's Advisory Committee is to represent the college community in providing timely advice to the President on issues that are of college wide significance.

The Council advises the President on policies and practices that are aligned with the college's strategic priorities as determined by the Board of Governors and the Mohawk Executive Group or Senior Management Team.

The Council represents the entire college community and includes representatives from faculty, administrative staff, support staff and students.

Duties

Members of the President's Advisory Council are expected to communicate regularly with the division or group they represent and to be responsible for bringing items to the attention of the Steering Committee for meeting agendas. The procedure for bringing items to the Council is given in the attached Staff Submission form (see Attachment 1, President's Advisory Council, Staff submission Form – Proposed Agenda Item).

In addition, members will collaborate to provide the best possible advice to the President for the greater good of Mohawk College.

Secretariat

The College will provide secretariat support, with responsibility for minutes of all meetings and circulation of minutes and agendas.

Membership

The position of a Council member is recognized as important and beneficial to the growth and development of the College. The position is voluntary and members may not receive remuneration for their participation, although reasonable travel expenses will be reimbursed. Meetings will be scheduled to accommodate members' schedules to the extent possible.

Composition

The membership of the Council should reflect the makeup of the overall college community with a maximum of 36 elected members plus six appointed members.

a) Members shall be elected in the following categories from each of the Administrative and Support staff categories:

- Corporate Services
- Student Services
- Academic
- Fennell
- Stoney Creek
- Brantford
- IAHS

Total: 14 members

b) Each of the following will establish a Faculty Advisory Council and elect one faculty member to the President's Advisory Council:

- Health Sciences
- Engineering Technology
- Skilled Trades and Apprenticeship
- Community and Urban Studies
- Interdisciplinary Studies
- Business, Media & Entertainment
- Teaching, Learning and Quality
- One non-teaching faculty member will also be elected by the Non-Teaching faculty member from Student Services

Total: 8 members

c) Students will be represented by

- Eight students as determined by MSA and MCACES

Total – 8 members

d) Appointments

- President of the Mohawk Students' Association
- President of the Mohawk College Association of Continuing Education Students'
- Representative of Local 241
- Representative of Local 240
- Representative of the Mohawk College Administrative Staff Association
- The President may appoint one staff member to be his/her designate.

Total –6 members

Election & Appointments

- a) Elections – All positions, except for appointed positions, will be elected by their constituents. The College will provide an electronic voting platform for these elections.
- b) Appointments – With the exception of the President's designate, all appointment positions must hold an elected office within their constituent group

Terms of Office

- a) Members will serve for two three-year terms of office. Following a hiatus of one three-year term, a person may run for a further three-year term.
- b) Members of the Steering Committee, Chair and the Vice-Chair shall serve a one-year term, with the Vice-Chair

Resignation and Replacement of Members

If an elected member of College Council resigns, or moves to another position in the College and therefore cannot represent his/her constituents, the head of the division or group represented will appoint a replacement, under the following conditions:

- a) The replacement appointee must be a member of the division or group represented by the member who resigned.

- b) The replacement appointee must be selected from the candidates who ran in the previous election for that division or group, starting with the first runner-up.
- c) If the original representative was elected by acclamation, then a new election must be held.
- d) Replacements for elected or appointed members will serve to the end of the original three year term of the member they are replacing.

Executive Structure

- a) The Steering Committee shall consist of the Chair, Vice Chair, President (and/or designate), Secretary, and representative from each constituent group (Administration, Support, Faculty and Student). This committee will be responsible for the establishment of the meeting schedule and agendas. The steering committee will meet two weeks prior to the meeting to finalize the agenda and to ensure that relevant background material is distributed one week in advance of the meeting.
- b) Chair – shall be elected by the Council members.
- c) Vice-Chair - shall be elected by the Council members to service first as Vice-Chair and then as Chair. The Vice Chair will chair the meeting if the Chair is unavailable.

Conditions for Removal

Absenteeism will be dealt with on an individual basis. If a member misses two consecutive meetings, the Chair will discuss the member's ability to fulfill the commitment as a member

Decision Making

Whenever possible, attempts will be made to reach a common agreement regarding recommendations to the President. When this is not possible decisions will be made with a simple majority vote of those members in attendance. The President and/or designate shall be non-voting members. In the event of a tie, the motion is defeated.

Meetings

The Council will meet every other month for the entire year, beginning in September. Therefore, meetings will be held on the third Monday of the following months: September, November, January, March, May, July.

Quorum

A quorum consists of 50% plus one member.