

MEDICINE HAT
COLLEGE



MEDICINE HAT COLLEGE BOARD OF GOVERNORS' BYLAWS

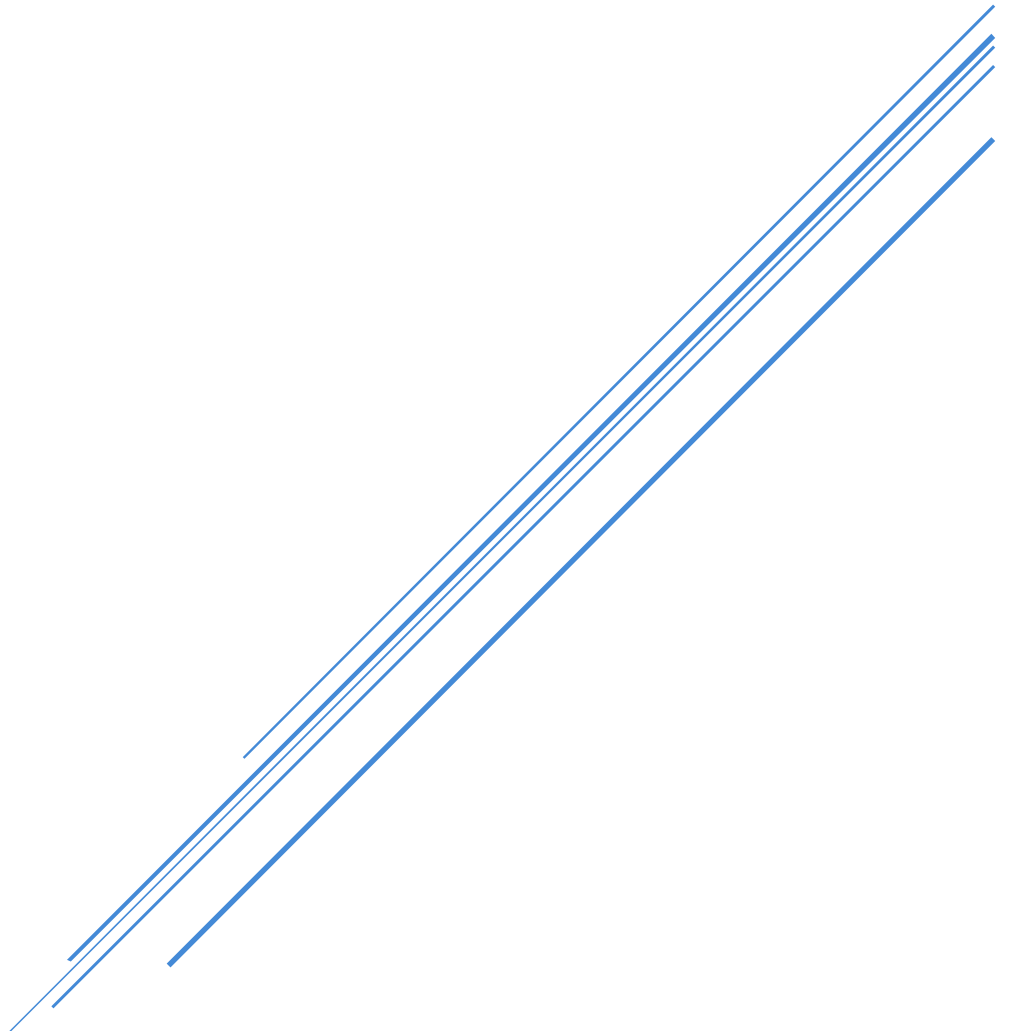


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PREAMBLE

It is the express intention of the Board of Governors of Medicine Hat College that these bylaws will at all times be in compliance with its governing legislation – the *Post-secondary Learning Act* – and all amendments thereto. Where changes to legislation place any bylaw in conflict with current legislation, the terms of the legislation will supersede the bylaw.

MEMBERS OF THE BOARD OF GOVERNORS

As determined by the *Post-secondary Learning Act*, members of the Board of Governors of Medicine Hat College are appointed by an Order-in-Council from the Lieutenant Governor or by Ministerial Order from Alberta Advanced Education.

1.1. Officers of the Board of Governors

1.1.1 Chair

As determined by the *Post-secondary Learning Act*, a member of the Board of Governors of Medicine Hat College is appointed as Chair by an Order-in-Council from the Lieutenant Governor of Alberta.

1.1.2 Vice- Chair

The Board shall elect one of its members as Vice-Chair for a term of up to two years. The Vice-Chair shall be eligible for re-election. In the absence of the Chair, the Vice-Chair shall perform all the functions of the Chair and shall have all the powers as outlined in the *Post-secondary Learning Act* relating to a College Board Chair.

HOLDING OF BOARD MEETINGS

2.1 Open Meetings

The Board of Governors shall, with the exception of July and August, convene at least once per month, unless cancelled by a majority vote of its members. Open meetings of the Board of Governors shall be open to the public.

2.2 Closed Meetings

Closed meetings of the Board of Governors may be held at the discretion of the Board to deal with confidential matters. Any regular meetings, normally open, may be declared closed at any time by a motion carried by the Board.

2.3 In-Camera Meetings

In-Camera meetings of the Board of Governors may be held at the discretion of the Board to deal with confidential matters with only Board Members present.

2.4 Special Meetings

Special meetings of the Board of Governors may be held at the discretion of the Board. Only the item(s) for which the meeting was called may be ratified or confirmed during the proceedings taken at such meeting.

2.5 Time of Meetings

Meetings of the Board may be called by the Chair at any time on at least 48 hours' notice to the members. Notice of meetings shall specify the date, time, and place of the meeting.

By motion, the Board may establish a regular meeting to be held at a predetermined date and time. No notice to members is required for regular meetings so established.

2.6 Attendance at Meetings

Members of the Board of Governors are expected to attend each of the regular meetings as scheduled.

2.7 Waiver of Notice

The Executive Committee of the Board may waive notice of meetings of the Board in emergency situations.

2.8 Absence at Meetings

Where a Board member is absent for three consecutive regular meetings or more, the Board, by majority vote taken at a meeting of which notice has been given to the member, may file a recommendation with the Lieutenant Governor of Alberta for the replacement of such member.

2.9 Rules and Regulations

The Board may, subject to the provisions of these bylaws, adopt rules and regulations for the conduct of its meetings.

AGENDAS FOR BOARD MEETINGS

3.1 Agendas for Meetings

An agenda shall be prepared for all meetings of the Board of Governors through policy as approved by the Board.

3.2 Items for Agenda

All items to appear on the agenda for meetings shall be approved by the Executive Committee.

3.3 Submission of Agenda Items

Any person or group may request an appearance before the Board of Governors. Such requests, including a statement of the reasons for the request, shall be filed with the Executive Assistant who will inform the Chair.

3.4 Items not on the Agenda

The Board may consider such items that do not appear on the agenda, upon majority vote of its members.

3.5 Form of the Agenda

From time to time, the Board, by motion, may establish the Order of Business to be followed at their meetings.

3.6 Distribution of Agendas for Meetings

Copies of the agenda and supporting materials shall be delivered to all Board members not later than two calendar days prior to the date of the open and/or closed meeting(s). Copies of the agenda for open meetings shall be made available to the public by 10:00 a.m. on the scheduled date for this meeting.

In those instances where support materials cannot be prepared sufficiently early to meet the above schedule, such materials may be presented at the time of the Board meeting upon approval of the Chair.

MOTIONS AND VOTING AT BOARD MEETINGS

4.1 Quorum

A majority of persons holding office from time to time as members of the Board constitutes a quorum.

4.2 Making a Motion

Any member of the Board may make a motion for consideration.

4.3 Seconding of a Motion

No seconding of a motion is necessary for its consideration by the Board.

4.4 Motion to Table

A motion to table will take precedence over any and all preceding motions not having been formally voted upon.

4.5 Voting by Members

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question by a majority of the members present at a meeting of the board at which a quorum is present.

4.6 Voting Electronically

The Board may cast a vote electronically at the discretion of the Chair.

A cover sheet, accompanied by the documentation distributed to Board members upon which they based their decisions, is to be inserted into the official records of the Board.

4.7 Voting by the Chair

The Chair shall have the same voting privileges as any member of the Board. The Chair shall not be permitted to cast a second vote to break a tie.

4.8 Tie Votes

In case of a tie vote, the motion shall be considered defeated.

4.9 Proxy Vote

No vote by proxy shall be allowed.

4.10 Calling for a Vote

Only the Chair may call for a vote on a motion.

4.11 Recording of a Vote

When requested by any member of the Board, the Executive Assistant to the Board shall record the vote or abstinence from voting of such member.

MINUTES OF BOARD MEETINGS

5.1 Preparation of Minutes

Minutes of the open, closed and special meetings of the Board shall be prepared by the Executive Assistant to the Board.

5.2 Distribution of Minutes

Minutes of open, closed and special meetings of the Board shall be delivered to all Board members prior to the next regular meeting of the Board.

5.3 Official Minutes

Minutes shall be considered official only when approved by the members present at the next meeting of the Board.

5.4 Distribution of Official Minutes

Only official minutes of open and special meetings are considered to be public documents.

Copies of the official minutes shall be kept in the Executive Assistant's Office, and copies of the open meetings shall also be kept on the Medicine Hat College Internal Electronic System(s).

5.5 Contents of Minutes

Official minutes of the Board shall contain the following information:

- List of members present
- Date of meeting
- Identification of substance of motion
- Actual wording of motion
- Name of person making motion
- Action taken upon motion
- Record of votes, when requested (refer to Section 4.11)
- Such background material to the motion as is necessary for future reference.

COMMITTEES OF THE BOARD

6.1 Organization

The Board may establish such special or standing committees as it from time to time determines and may dissolve, suspend, or re-establish such committees. The Board shall define the powers, duties, and membership of the Committee by policy and shall be governed by said policy as approved by the Board.

SIGNING AUTHORITY

7.1 Commitments

The delegation of Signing Authorities for purchases and contractual commitments in keeping with the conduct of regular business affairs shall be governed by policy approved by the Board.

7.2 Disbursements

The Board may establish appropriate policy and may delegate signing authority to efficiently manage the business affairs of the College.

Payment made from the funds of the Board shall be by cheque or order signed by:

- an employee of the Board authorized by motion of the Board to sign cheques and orders, and
- the Chair or any other designated member by motion of the Board.

By motion of the Board, mechanical signature plates bearing the names of (2) designated signing officers may be employed for signing disbursement cheques.

ALLOWANCES

8.1 Expenses

Any Board member and designated College employee shall be entitled to College expense allowance to cover costs of registration fees, travel, meals, accommodation and appropriate gratuities while engaged in authorized Board business in accordance with existing College policy.

8.2 Per Diem Allowance

Per Diem allowance and Honorariums shall be paid to Board members while engaged in College business in accordance with policy established by the Board.

8.3 Expense Approval

The Chair will authorize disbursement of all Travel and Per Diem allowances to members of the Board.

For any expenses incurred by the Chair, the Vice-Chair will authorize disbursement.

INDEMNIFICATION

9.1 Indemnification from Liability

Medicine Hat College shall indemnify all members of the Board of Governors and former members of the Board of Governors together with their heirs and legal representatives, so long as such person acted in good faith and in the purported exercise of his powers, duties and functions under the *Post-secondary Learning Act*, from and against:

- All costs, charges and expenses, including legal fees and disbursements based upon charges as between solicitor and his own client, and including an amount to settle an action or satisfy a judgement reasonably incurred by him in respect of any civil, criminal or administrative action to which a member of the Board of Governors is made a party by reason of being or having been a member of the Board of Governors.

AMENDMENTS AND NOTICE

10.1 Amendments to the Bylaws

The bylaws of the Board of Governors may be amended at a meeting of the Board following a Notice of Motion being given at any preceding meeting. The motion to amend the bylaws shall be decided by a majority vote of the Board.

10.2 Recording of Amendments

All amendments to the bylaws shall be recorded in the Board minutes.

10.3 Notice Requirements

Any notice required to be given by these bylaws shall be sufficiently given if in writing and delivered in person, by mail, or electronically. Notice given by delivery or electronically shall be deemed received when given. Notice given by mail shall be deemed received three days following posting.

Adopted: August 15, 1972
July 17, 1975

Amended: September 17, 1974
April 10, 1979
April 20, 1982
May 18, 1993
December 19, 1995
February 20, 1996
March 19, 1996
September 19, 2000
November 16, 2004
April 19, 2005
November 27, 2013
June 20, 2017