

Sheridan

OPERATING BYLAW

A Bylaw relating generally to the conduct of the affairs of the Board of Governors of
The Sheridan College Institute of Technology and Advanced Learning

Approved by: The Board of Governors

Date: **June 3, 2015**

Supersedes: All previous Bylaws

OPERATING BYLAW

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OPERATING BYLAW

THE SHERIDAN COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING

A Bylaw relating generally to the conduct of the affairs of the Board of Governors of The Sheridan College Institute of Technology and Advanced Learning pursuant to Regulation 34/03 (the “**Regulation**”) under the *Ontario Colleges of Applied Arts and Technology Act, 2002* (the “**Act**”).

In this Bylaw, “**NFP Legislation**” shall mean the *Corporations Act* (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations until proclamation of the *Not-for-Profit Corporations Act, 2010* (Ontario). Upon proclamation of the *Not-for-Profit Corporations Act, 2010* (Ontario), “**NFP Legislation**” shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations.

BE IT ENACTED AND IT IS HEREBY ENACTED as a Bylaw of The Sheridan College Institute of Technology and Advanced Learning (“**Sheridan**”) as follows:

1. NAME

Sheridan may be known as “Sheridan College Institute of Technology and Advanced Learning”.

2. HEAD OFFICE

The head office and the registered office of Sheridan shall be located at 1430 Trafalgar Road, Oakville, Ontario, L6H 2L1 or at such other place as the Board (as defined below) may from time to time determine by resolution.

3. SEAL

If adopted by the Board, the seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Sheridan.

4. GOVERNANCE

4.1 The affairs of Sheridan shall be overseen by a Board of Governors (hereinafter called the “**Board**”) which shall consist of such persons as are from time to time elected and appointed as governors (the “**Governors**”) of Sheridan in accordance with the provisions of the Act and the Regulation and in accordance with NFP Legislation and this Bylaw.

4.2 A maximum of twelve (12) members of the Board shall be appointed to the Board pursuant to sections 4.3 and 4.4 hereof.

4.3 Four (4) of such twelve members of the Board shall be appointed by the Lieutenant Governor in Council.

- 4.4 The remaining eight (8) members of the twelve (12) members of the Board referred to in section 4.2 hereof shall be appointed by the members of the Board holding office at the time of the appointment, provided however, a member of the Board appointed by the Board pursuant to this section 4.4 shall not participate in a vote relating to a renewal or extension of his or her appointment.
- 4.5 No member appointed pursuant to sections 4.3 and 4.4 shall be an employee or a student of a college of applied arts and technology. The individuals elected pursuant to sections 4.3 and 4.4 may be called the “**appointed governors**” or the “**external governors**”.
- 4.6 One (1) academic staff member, as defined in the Regulation, shall be elected as a member of the Board, in accordance with the election procedures (the “**Election Procedures**”) established from time to time by bylaw of the Board for the term prescribed in the Election Procedures.
- 4.7 One (1) administrative staff member, as defined in the Regulation, shall be elected to the Board in accordance with the Election Procedures, for the term prescribed in the Election Procedures.
- 4.8 One (1) support staff member, as defined in the Regulation, shall be elected to the Board in accordance with the Election Procedures, for the term prescribed in the Election Procedures.
- 4.9 One (1) student, as defined in the Regulation, shall be elected as a member of the Board in accordance with the Election Procedures, for the term prescribed in the Election Procedures.
- 4.10 The Board is not improperly constituted solely because the students or a staff group referenced in sections 4.6, 4.7, 4.8 and 4.9 hereof choose not to exercise the right to elect a member in accordance with the Election Procedures. The individuals elected pursuant to sections 4.6, 4.7, 4.8 and 4.9 may be called the “**elected governors**” or the “**internal governors**”.
- 4.11 The President of Sheridan, by virtue of office, is a voting member of the Board.
- 4.12 For the purposes of the first appointments to be made to the Board on and after October 1, 2010, in accordance with section 4.3 hereof, the following rules apply until such time as all members of the Board have been appointed in accordance with that section:
- (a) 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 paragraph 4.3 and the second appointment to replace a member shall be made by the existing board members under section 4.4 hereof.
 - (b) Successive appointments shall be made alternatively under sections 4.3 and 4.4 until the requisite number of members of the Board have been appointed by the Lieutenant Governor in Council under section 4.3.

- (c) The remaining appointments to replace members appointed before October 1, 2010 shall be made by existing board members under section 4.4 until the requisite number of members of the Board have been appointed in accordance with that paragraph.

5. TERM OF OFFICE

- 5.1 A Governor appointed or elected under sections 4.2, 4.3, 4.4, 4.6, 4.7 and 4.8 shall hold office for a term not to exceed three years and shall not serve for more than six years consecutively but is eligible for reappointment or re-election, as the case may be, after two years absence from the Board for successive terms not to exceed six years in total.
- 5.2 A Governor elected under section 4.9 shall hold office for a term not to exceed two years and shall not serve for more than four years consecutively but is eligible for re-election after two years absence from the board for successive terms not to exceed four years in total.

6. ELIGIBILITY FOR GOVERNORS

- 6.1 Eligibility for all Governors shall be limited as prescribed by Regulation.
- 6.2 Eligibility for Governors elected under sections 4.6, 4.7 and 4.8 shall include both full-time and non-full-time employees of Sheridan and shall be in accordance with the Election Procedures.
- 6.3 Eligibility for Governors elected under section 4.9 shall include both full-time and part-time students of Sheridan and shall be in accordance with the Election Procedures.
- 6.4 Every Governor shall be an individual who:
 - (a) is eighteen (18) years of age;
 - (b) is not an undischarged bankrupt;
 - (c) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; or
 - (d) has not been found to be incapable by any court in Canada or elsewhere.

6.5 Governors and the Chancellor shall be expected:

- (a) to meet the standard of conduct applicable to Governors and the Chancellor including, without limitation, the duty to uphold the reputation of Sheridan and to exercise all powers and carry out all functions diligently, honestly and in good faith and in the best interests of Sheridan, consistent with its objects, mission and Bylaws, rather than in the interests of any other person, entity or constituency;
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) to respect their duty of confidentiality with respect to Board matters.

7. VACANCIES

7.1 If a vacancy occurs among the Governors appointed by the Board under section 4.4, the Board shall appoint a person to fill the vacancy.

7.2 Where a vacancy occurs among the members of the Board elected under sections 4.6, 4.7, 4.8 or 4.9, the students or the staff group referenced in the section in which the vacancy has occurred, in accordance with the Election Procedures, elect a new member to the Board.

7.3 Where a person elected to the Board pursuant to sections 4.6, 4.7, 4.8 and 4.9 ceases to be a student, academic staff member, administrative staff member or support staff member, temporarily or permanently, as the case may be, the person ceases to be a member of the Board.

7.4 Despite section 7.3, where a student member of the Board graduates prior to the expiration of their term, they may remain a member of the Board until August 31 in the year of his or her graduation.

7.5 The office of a Governor shall automatically be vacated:

- (a) if a Governor dies,
- (b) if a Governor resigns, or
- (c) if a Governor is no longer qualified as outlined in section 6.4.

7.6 The term of office for a person appointed or elected to fill a vacancy pursuant to sections 7.1 and 7.2 shall be in accordance with sections 5.1 and 5.2.

8. BOARD OFFICERS

The Board shall have the following officers:

- (a) a Chair;

- (b) a Vice-Chair;
- (c) a President;
- (d) a Secretary
- (e) a Treasurer; and
- (f) such other officers as the members of the Board may determine from time to time by resolution.

9. ELECTION OF CHAIR AND VICE-CHAIR

9.1 The Chair and the Vice-Chair shall be elected annually from among the Governors appointed under section 4.2.

10. ROLES AND RESPONSIBILITIES OF THE CHAIR

The Chair shall:

- (a) preside at meetings of the Board;
- (b) together with the Secretary or other Board officers appointed for the purpose, sign all Bylaws of Sheridan;
- (c) sign such contracts, documents or instruments in writing as require the signature of the Chair on behalf of the Board;
- (d) have such other powers and duties as may from time to time be assigned by the Board or as are incident to the office of the Chair;
- (e) act generally as spokesperson for the Board;
- (f) chair meetings of the Board and the Annual General Meeting;
- (g) call for motions and declare decisions of the Board;
- (h) interpret the resolutions of the Board and the intent of Bylaws;
- (i) by virtue of office, be a member of all committees of the Board;
- (j) ensure the annual objective setting, appraisal and remuneration of the President/CEO through established procedures;
- (k) resolve issues with individual governors and provide feedback;
- (l) preserve order and decorum at all meetings of the Board; and

- (m) decide all questions of order and privilege to ensure efficient conduct of Board meetings and compliance with meeting protocols as governed by Robert's Rules of Order.

11. ROLES AND RESPONSIBILITIES OF THE VICE-CHAIR

- 11.1 The Vice-Chair shall have such powers and perform such duties as may be assigned by the Board by resolution.
- 11.2 In the absence of or inability to act of the Chair, the Vice-Chair shall have full power and authority to act as Chair and in any such case the absence of or inability to act of the Chair shall be presumed.

12. THE PRESIDENT AND VICE-CHANCELLOR

- 12.1 The Board shall appoint a President, whose terms and conditions of employment shall be confirmed in a written contract with the Board no later than thirty (30) days following the appointment of the President.
- 12.2 The President shall have full authority to manage and direct the business and affairs and to approve policy of Sheridan and to employ and discharge agents and employees of Sheridan.
- 12.3 The President shall conform to all lawful orders given to the President by the Board and shall at all reasonable times give to the members of the Board all information they may by resolution require regarding the affairs of Sheridan.
- 12.4 The President is, by virtue of office, a member of all committees of the Board and shall be the Vice-Chancellor of Sheridan.

12.5 President's Council

The Board shall ensure that the President's Council is established and meetings shall be held in accordance with terms of reference, established by the Board, from time to time.

12.6 Advisory College Council

The Board shall ensure that an Advisory College Council is established, the purpose of which is to provide a means for students and staff of Sheridan to offer advice and feedback to the President on matters of importance to students and staff. The terms of reference for the Advisory College Council shall be approved by the Board and in accordance with guidelines established by the Minister of Training, Colleges and Universities (Ontario).

12.7 Sheridan Senate

The Board shall ensure that the Sheridan Senate is established and meetings of the Senate shall be held in accordance with the terms of reference, established by the Board, from time to time.

12.8 Advisory Councils

Sheridan shall establish a professional advisory council for each program of instruction or cluster of related programs offered by Sheridan, and such other advisory councils as it deems advisable from time to time.

The Board shall establish the structure, terms of reference and procedures for advisory councils.

13. THE CHANCELLOR

13.1 The Chancellor is the ceremonial and titular head of Sheridan, whose role includes presiding over convocations to confer degrees, diplomas and any other Sheridan academic credentials and/or honours, acting as an ambassador on behalf of Sheridan and advancing Sheridan's mission, vision and values. The Chancellor is a volunteer position and does not receive remuneration, in accordance with Article 20 herein.

13.2 The Board shall appoint a Chancellor for a period of three (3) years and the Chancellor shall be eligible for reappointment for one (1) additional three (3) year term. The selection and appointment of the Chancellor shall occur in accordance with the responsible Board Committee's Terms of Reference.

14. THE SECRETARY AND THE TREASURER

14.1 The Board shall appoint a Secretary, who shall be the custodian of the corporate seal of Sheridan and of all books, papers, records, correspondence, contracts and other documents belonging to Sheridan which the Secretary shall publicly disclose as appropriate or as required by law, unless restricted by Board policy or legal framework to remain private. The Secretary shall be, by virtue of office, the clerk of the Board, 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, give or cause to be given all notices required to be given to governors and perform such other duties as may from time to time be determined by resolution of the Board.

14.2 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of Sheridan in proper books of account and shall cause all moneys or other valuable effects to be deposited in the name and to the credit of Sheridan in such financial institutions as may from time to time be designated by the Board.

14.3 The Treasurer shall disburse the funds of Sheridan under the direction of the Board and the President, taking proper vouchers therefor, and shall render to the Board an account of all financial transactions of, and the financial position of, Sheridan as may from time to time be required by the Board.

- 14.4 The Secretary and the Treasurer shall co-operate with any internal and/or external auditor of Sheridan during any audit of the accounts of Sheridan and shall also perform such other duties as may from time to time be determined by the Board.
- 14.5 From time to time, on the direction of the Chair or the Executive Committee of the Board, the Treasurer shall have an independent reporting relationship through the Chair of the Board or the Executive Committee of the Board, providing counsel as requested on issues which may arise from time to time.

15. ROLES AND RESPONSIBILITIES OF OTHER OFFICERS

The Board may appoint other officers whose duties shall be in accordance with the terms and conditions of their appointment or employment.

16. GENERAL MATTER REGARDING OFFICERS

For greater certainty, none of the officers appointed pursuant to Articles 13, 14 and 15 shall be members of the Board.

17. BOARD OFFICER VACANCIES

- 17.1 If the Office of the Chair or the Vice-Chair shall be or become vacant for any reason, the Board may appoint a Governor to fill such vacancy from among those Governors determined as being eligible by the Regulation and by this Bylaw.
- 17.2 If the Office of the President shall be or become vacant for any reason, the Board may appoint a person to fill such vacancy on an interim basis by resolution until such time as a permanent appointment has been made.
- 17.3 If the Office of any other Board officer shall become vacant for any reason, the Board may appoint a person to fill such vacancy by resolution.

18. DELEGATION OF DUTIES OF BOARD OFFICERS

In the absence of or inability to act of the Chair, the Vice-Chair or any other Board officer or for any other reason that the Board may deem sufficient, the Board may delegate by resolution all or any of the powers of such officer to any other person or to any member of the Board for the time being.

19. REMOVAL OF A BOARD MEMBER(S)

- 19.1 Any Governor appointed or elected under sections 4.6 4.7 4.8 or 4.9 who is absent for four consecutive meetings or for more than 50% of the regular meetings of the Board in any twelve-month period, without leave of the Board, may be removed from the Board by resolution of the members of the Board.

- 19.2 The Chair and the Vice-Chair may be removed from the Board by resolution of the members of the Board from their respective offices if they are absent for three (3) consecutive meetings of the Board, without leave of the Board.
- 19.3 Any member of the Board appointed to the Board under sections 4.4 4.6 4.7 4.8 or 4.9 who is alleged to have violated the confidentiality of the Board, the NFP Legislation, the Act, the Regulation, or any other regulation or Ministry Directive pertaining to their appointment to the Board and their duties as Governors, including the Minister's Binding Policy Directive on Conflict of Interest, will be informed in writing by the Chair and allowed to present his/her views of such alleged breach at the next Board meeting. The complainant will put his/her concerns in writing and address them to the Chair and the Chair will respond in writing to the complainant. The complainant must be identified and, if the complainant is a member of the Board, he/she and the respondent member will absent themselves from any vote upon any resolution of censure or other action that may be brought by the Board.
- 19.4 If the Board member alleged to be in violation of the matters referred to in section 19.3 above is the Chair, Vice-Chair shall fulfill the obligations of the Chair required pursuant to section 19.3.
- 19.5 A Governor removed from the Board by resolution in accordance with 19.1, 19.2 or 19.3 may request a review of the decision by the Executive Committee of the Board. The review by the Executive Committee shall relate only to the issues of whether the reasons for the removal and the procedures followed in removing a member were in compliance with this Bylaw and shall not include a review of whether the decision of the Board was correct. The decision of the Executive Committee shall be final and binding.
- 19.6 With respect to any member of the Board appointed by the Lieutenant Governor in Council, if the Board believes that there exist reasons justifying the removal of the member from the Board, the Board may set out those reasons in a report to the Minister named in the Act, for referral to the Lieutenant Governor in Council.

20. REMUNERATION OF GOVERNORS AND THE CHANCELLOR

The Board may provide allowances for travelling and related expenses incurred by Governors and the Chancellor while engaged in the business of the Board and/or Sheridan, but Governors and the Chancellor shall otherwise not be remunerated by the Board for undertaking such responsibilities. The Secretary shall review and approve such expenses in accordance with applicable policies and laws.

MEETINGS

- 20.1 Six (6) regular meetings of the Board shall be scheduled between September to June each year, at the head office of Sheridan or such other place in Ontario as the Board may determine and on such day as the Board shall appoint. Special meetings of the Board may be called by the Chair, the Vice-Chair, the President or by the Secretary, on the direction of the Chair, the Vice-Chair, the President or any two Governors and held at the Head Office of Sheridan or such other place in Ontario and on such day and at such time as that

person or persons shall determine and the purpose of the meeting shall be disclosed in the notice of meeting.

- 20.2 Annual or any other general meetings of the Board shall be held at the Head Office of Sheridan or such other place in Ontario as the Board may determine and on such day as the Board shall appoint. At every annual meeting or at such other meeting as the Board may determine, in addition to any other business that may be transacted, reports of members of the Board, the year-end financial statement and the report of the auditor shall be presented and the auditor shall be appointed or confirmed for the ensuing year. The Board may consider and transact any business, either special or general, without any notice therefor at any meeting of the Board. Annual or any other general meetings of the Board may be called by the Chair, the Vice-Chair, the President or by the Secretary on the direction of the Chair, the Vice-Chair, the President or any two Governors and held at the Head Office of Sheridan or such other place in Ontario and on such day and at such time as that person or persons shall determine, but in any event not more than fifteen months after the holding of the last preceding annual meeting and not more than six months after the fiscal year end. The purpose of the meeting shall be disclosed in the notice of meeting.
- 20.3 Subject to sections 20.4 and 20.5, all meetings of the Board shall be open to the public and prior notice of the meeting shall be given to the members of the Board and to the public in such manner as the Board shall determine, and no person shall be excluded from a meeting except for improper conduct as determined by the Board.
- 20.4 Where a matter determined by the Board to be confidential to Sheridan in accordance with section 20.6 is to be considered, the part of the meeting concerning such confidential matter may be closed to the public.
- 20.5 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 Board agrees that that part of the meeting be open to the public.
- 20.6 The following matters, being confidential to Sheridan, shall be considered at an “in camera” meeting of the Board or any Committee thereof:
- (a) selection and evaluation of the President;
 - (b) disciplinary matters of Sheridan personnel;
 - (c) matters of legal privilege;
 - (d) matters which may result in the layoff and/or termination of any Sheridan employee until such time as the appropriate notice has been given to the bargaining unit(s) and the individual(s) in accordance with the terms and conditions of the individual(s) employment with Sheridan;
 - (e) conferral of honours;

- (f) purchase or sale by Sheridan of real property, and compensation for non-bargaining unit employees;
- (g) matters of risk, security and/or control weakness; and
- (h) such other matters as the majority determines is necessary.

20.7 Governors may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other.

If all the Governors consent thereto generally or in respect of a particular meeting, a Governor may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other electronic communications facilities to which all Governors have equal access and as permit all persons participating in the meeting to hear and communicate with each other, and a Governor participating in such a meeting by such means is deemed to be present at the meeting.

At the commencement of each such meeting the Secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any Governor present may require all persons present to declare their votes individually. The Governors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

21. NOTICE OF MEETINGS

21.1 The Board may appoint by resolution a day or days in any month or months for regular meetings.

21.2 Prior notice of all other meetings of the Board shall be delivered or sent by any means of transmitted or recorded communication to each Governor or other person entitled to notice of such meeting not less than one (1) day before the meeting or shall be mailed to each Governor or other person entitled to notice of such meeting not less than five (5) days prior to the meeting. Any notice to be delivered, mailed or sent by any means of transmitted or recorded communication shall be sufficiently given, if delivered to the Governor's last address as recorded on the books of Sheridan or if mailed by prepaid ordinary mail or air mail, addressed to the Governor at the Governor's last address as recorded on the books of Sheridan, or if sent to the Governor, at the Governor's said address by any means of transmitted or recorded communications. The Secretary may change the address on Sheridan's books of any Governor or other person entitled to notice of such meetings in accordance with any information believed by the Secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

- 21.3 Notice of a meeting of Governors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the matters referred to in section 37.7, in which case the notice must specify that matter.
- 21.4 In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 21.5 The statutory declaration of the Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.
- 21.6 The accidental omission to give notice to any Governor or the non-receipt of any notice by any said Governor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. Any Governor may waive any notice required to be given to the Governor and such waiver whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving of such notice.

22. QUORUM

A quorum at any meeting of the Board shall be a majority of the voting members of the Board, plus one or such other number as may be prescribed by the Regulation.

23. VOTING

Motions arising at any meeting of the Board shall be decided by a majority vote of those Governors present and eligible to vote. In the case of an equality of votes the motion shall be declared defeated by the Chair. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present but if such demand is not made the vote shall be taken by a show of hands.

A declaration by the Chair of the meeting that a resolution has been carried 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.

24. POWERS OF THE BOARD

- 24.1 The Board shall administer the affairs of Sheridan in all things and make or cause to be made for Sheridan in its name any kind of contract which Sheridan may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as Sheridan is authorized to exercise and do, as provided by any applicable statute or law and as prescribed by the Regulation.

Without limiting the role of the Board described above, the Board shall annually do or cause to be done the following:

- (a) review and approval of the strategic plan of Sheridan;

- (b) review and approval of the business plan of Sheridan;
- (c) review and approval of the budget of Sheridan;
- (d) review and approval of the annual report of Sheridan;
- (e) approval of the independent auditor's report and the audited financial statements of Sheridan;
- (f) appointment of the independent auditor of Sheridan;
- (g) advancement of Sheridan; and
- (h) periodic assessment of the performance of the President.

24.2 The Board may,

- (a) acquire by purchase, lease, deed, contract, grant or devise; or
- (b) sell, grant, convey, mortgage, pledge, lease or otherwise dispose of any real property or any part thereof, or any interest therein, without the written approval of the Minister except that use of the proceeds from sale or encumbrance of real property acquired with provincial funds will continue to require the approval of the Minister as required pursuant to the Minister's Binding Policy Directive.

24.3 (a) The Board shall establish the process for selection of the President and CEO.

- (b) The Board shall appoint the President and CEO of Sheridan, establish compensation, delegate accountability for the performance and operation of Sheridan and evaluate his/her performance.

24.4 The Board shall approve programs of instruction and program closures, consistent with the Minister's Binding Policy Directive - Framework for Programs of Instruction to achieve a comprehensive program of career-oriented postsecondary education and training offered by Sheridan, consistent with Sheridan's mandate and overall strategic direction, the economic and social needs of its local and diverse communities and government directions and priorities.

24.5 The Board shall approve tuition fees and ancillary fees for all programs of instruction and courses operated by Sheridan.

24.6 The Board shall approve both the procurement and travel, hospitality and other expenses policies and any other policies required to be approved by the Minister's Binding Policy Directives, as may be amended or enacted from time to time.

25. POLICIES

The Board shall have the power to set policies consistent with the Act, the Regulation, the NFP Legislation and any other applicable statute or law. Within these limits and subject to the policy

directives and guidelines of the Ministry of Training, Colleges and Universities and the Council, and subject to the Terms and Conditions of Employment for staff, the Board shall establish policies to guide the President in operating Sheridan. The President, President's Council, the Senate and Sheridan administration may establish policies and procedures within the parameters defined by Board policies.

26. INDEMNITIES TO GOVERNORS AND OFFICERS:

26.1 Every Governor and officer of Sheridan, and the heirs, executors and administrators, and estate and effects, respectively, of every such person shall from time to time and at all times, be indemnified and saved harmless, out of the funds of Sheridan, from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that person in or about the execution of the office of that person.

26.2 Sheridan shall not indemnify an individual unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of Sheridan; and
- (b) if the matter is criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

26.3 Subject to the NFP Legislation and applicable laws, Sheridan may purchase and maintain insurance for the benefit of a Governor or an officer, against any liability incurred by that individual in the individual's capacity as a Governor or an officer of Sheridan, or, in the individual's capacity as a Governor or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at Sheridan's request.

27. PROTECTION OF GOVERNORS AND OFFICERS

27.1 No Governor or officer for the time being of Sheridan 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 Sheridan, through the insufficiency or deficiency of title to any property acquired by Sheridan or for or on behalf of Sheridan, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to Sheridan 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 institution with whom or which any monies, 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 his/her respective office or trust, or in relation thereto, except such costs, charges or expenses as are occasioned by his or her failure to exercise the powers and discharge the duties of his/her office honestly and in good faith with a view to the best interests of Sheridan and in connection there with to exercise the

care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

27.2 The Governors of Sheridan shall not be under any duty or responsibility with respect to any contract, act or transaction whether or not made, done or entered into in the name or on behalf of Sheridan, except such as shall have been submitted to and authorized or approved by the Board in accordance with the provisions of section 29.

27.3 Subject to the provisions of section 28, if any Governor or officer of Sheridan shall be employed by or shall perform services for Sheridan otherwise than as a Governor or officer of Sheridan or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for Sheridan, the fact of that person being a Governor or officer of Sheridan shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

28. CONFLICT OF INTEREST

28.1 In accordance with the Minister's Binding Policy Directive on Conflict of Interest, the Chair, or in the absence of the Chair, the Vice-Chair, shall at the beginning of each meeting of the Board or any Committee ask and have recorded in the minutes whether any Governor has a conflict to declare in respect of any agenda item. The Chair shall supervise the Board's compliance with the said Directive and statute.

28.2 Every member of the Board or any Committee thereof who has a conflict of interest in any matter under consideration by Sheridan is required to declare the nature of such conflict to the Chair or Vice-Chair as soon as said member is aware of the conflict and prior to discussion of such matter at any meeting of the members of the Board or Committee thereof and shall refrain from discussing or voting thereon.

28.3 The Secretary shall record in the Minutes of the meeting of the Board or any Committee the conflict of interest so declared on the part of any member of the Board and if relevant, shall record that the member withdrew from the discussion and did not vote.

29. DISCLOSURE OF INTERESTS IN CONTRACTS

29.1 Without limiting the generality of section 28, every Governor who is in any way directly or indirectly interested in a proposed contract or a contract with Sheridan shall declare said interest at a meeting of the Board as required by the NFP Legislation, the Act, the Regulation and any other applicable statute, law or Ministry Directive.

29.2 If a Governor has made a declaration of said Governor's interest in a proposed contract or a contract with Sheridan in compliance with this section and has neither taken part in the discussion nor voted in respect of the contract, that Governor is not accountable to Sheridan or to any of its Governors or creditors for any profit realized from the contract, and the contract is not voidable by reason only of that Governor holding that office or of the fiduciary relationship established thereby.

29.3 Notwithstanding anything in this section, a Governor is not accountable to Sheridan or to any of the other Governors or creditors for any profit realized from such contract and the contract is not by reason only of said Governor's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the Board duly called for that purpose and if said Governor's interest in the contract is declared in the notice calling the meeting.

30. EXECUTION OF DOCUMENTS

30.1 Deeds, transfer, licenses, contracts and engagements on behalf of Sheridan shall be signed by any two of the Chair, the Vice-Chair, the President and the Secretary, the Treasurer or the Secretary-Treasurer or such other officer as may be appointed by the Board, or by any two Governors if authorized by the Board so to do, and the Secretary or such other officer as may be appointed by the Board, or any Governor may affix the seal of Sheridan to such instruments as require the same.

30.2 Contracts in the ordinary course of Sheridan's operations may be entered into on behalf of Sheridan by the Chair, the Vice-Chair, the President, the Secretary, the Treasurer or such other officer as may be appointed by the Board, or by any other person authorized by the Board as set out in established policy and/or resolution.

30.3 Any two of the Chair, the Vice-Chair, the President, the Secretary or the Treasurer or such other officer as may be appointed by the Board, or any two Governors if authorized by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of Sheridan in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of Sheridan transfers of shares, bonds or other securities from time to time transferred to Sheridan, and the Secretary, the Treasurer or such other officer as may be appointed by the Board, or any Governor may affix the corporate seal to any such transfers or acceptances of transfer, and make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

30.4 Notwithstanding any provisions to the contrary contained herein and subject to the NFP Legislation, the Board may, by resolution, delegate to any person or persons the right to execute instruments, agreements, contracts, obligations or other similar documents of Sheridan and prescribe policies and procedures relating to the above delegation of duties and responsibilities.

31. CHEQUES

All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Sheridan shall be signed by such officer or officers, agent or agents of Sheridan and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of Sheridan through its bankers, and endorse notes and cheques for deposit with Sheridan's bankers for the credit of Sheridan, or the same may be endorsed "for

collection” or “for deposit” with the bankers of Sheridan by using Sheridan’s rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between Sheridan and Sheridan’s bankers and may receive all paid cheques and vouchers and sign all the financial institution’s forms or settlement of balances and release or verification slips.

32. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of Sheridan shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Sheridan signed by such officer or officers, agent or agents of Sheridan, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general, or confined to specific instances. The institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

33. BORROWING

33.1 Subject to this Bylaw, the NFP Legislation, the Act and the Regulation, the Board may:

- (a) borrow money on the credit of Sheridan;
- (b) issue, reissue, sell or pledge debt obligations of Sheridan;
- (c) give a guarantee on behalf of Sheridan to secure performance of an obligation of any person; or
- (d) mortgage, pledge or otherwise create a security interest in all or any property of Sheridan, owned or subsequently acquired, to secure any obligation of Sheridan.

33.2 The Board may authorize any Governor, officer or employee of Sheridan or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by Sheridan as the Board may authorize and generally to manage, transact and settle the borrowing of money by Sheridan.

34. BOOKS AND RECORDS

The Board shall see that all necessary books and records of Sheridan required by the Bylaws of Sheridan or by any applicable statute or law are regularly and properly kept.

35. BUDGETS

35.1 Budgets shall be presented by the President to the Board for all expenditures to be incurred by Sheridan for each operating year.

35.2 Unless otherwise prescribed by the Regulation, the operating year of Sheridan shall end on the thirty-first (31st) day of March.

36. AUDITOR, REPORTING AND FISCAL YEAR

36.1 The Board shall appoint an auditor licensed under the *Public Accountancy Act* who shall be instructed to prepare for submission to the Ministry Training, Colleges and Universities and such other agencies as required by legislation audited financial statements of Sheridan for the preceding fiscal year and such other reports as required.

36.2 Unless otherwise prescribed by the Regulation, the fiscal year of Sheridan shall end on the thirty-first (31st) day of March.

37. COMMITTEES OF THE BOARD

37.1 Committees

The Board may establish committees from time to time, including the Board's Executive Committee. The committees of the Board shall be:

- (a) standing committees, being those committees whose duties are normally continuous and whose membership consists entirely of Board members and resource members as required; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned and whose membership consists entirely of Board Members and resource members as required.

37.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

37.3 Committee Members, Chair

Unless otherwise provided by Bylaw or by Board resolution, the Board shall appoint the members of committees, the Chair of each committee and, if desirable, the Vice-Chair thereof.

The members and the Chair and Vice-Chair of a committee will hold their office at the will of the Board. Each Chair of a standing committee shall be a member of the Board. Unless otherwise provided, the Chair and President shall be ex-officio members of all committees.

37.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the Chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time reappoint any such committee.

If required by the Board, minutes of the proceedings of any such committee shall be kept electronically for that purpose, which shall always be open for the inspection of any Governor.

Any such committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it thinks fit. A quorum shall constitute a simple majority of the members. Questions arising at any meeting of a committee shall be decided by a majority of votes.

37.5 Confidential Matters

Where a matter to be considered at a committee meeting is determined by the majority of committee members, in accordance with the criteria established in section 20.6, to be confidential to Sheridan, the part of the meeting concerning such confidential matter may be closed to the public and may be held in an in camera session of the committee.

37.6 Personal Matters

Where a matter of a personal nature concerning an individual may be considered at a meeting of the committee, the part of the meeting concerning such individual shall be held in camera unless such individual requests, and the committee agrees, that such part of the meeting be open to the public.

37.7 Delegation to a Committee

The Governors may delegate to any committee, any of the powers of the Governors other than the following powers:

- (a) to fill a vacancy among the Governors or in the position of auditor or of a person appointed to conduct a review engagement of Sheridan;
- (b) to appoint additional Governors;
- (c) to issue debt obligations except as authorized by the Governors;
- (d) to approve any annual financial statements; or
- (e) to adopt, amend or repeal Bylaws.

38. CODE OF ETHICAL CONDUCT

38.1 The Code of Ethical Conduct approved from time to time by resolution of the Board and annexed as an appendix to this Bylaw applies to all Board members including those appointed, elected, voting, non-voting and ex officio.

38.2 Other persons invited to assist Board Committees, as approved by the Board, will adhere to the Code of Ethical Conduct and shall review the Code with their respective Committee Chairs and sign the same attestation as Board members.

39. ADJOURNMENT

Any meeting of the Board or a Committee thereof 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 takes place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding the absence of a quorum.

40. INTERPRETATION

In this Bylaw wording importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations.

41. AMENDMENTS

This By-law may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two-thirds of the Board members present and eligible to vote PROVIDED THAT a notice of motion of the proposed amendment or repeal is brought before the Board at a regular meeting, after which the motion shall be presented at the next regular meeting of the Board, to be read, discussed and voted upon. The Board shall review the By-laws every three (3) years at a minimum, or as required.

Enacted by the Board of Governors of The Sheridan College Institute of Technology and Advanced Learning and sealed with the corporate seal this ____ day of _____, 20__.

Chair

Secretary

Board of Governors: Code of Ethical Conduct

1. PURPOSE

1.1 The purpose of this Code of Ethical Conduct is to set out standards of ethical conduct expected from all members of the Board of Governors at The Sheridan College Institute of Technology and Advanced Learning (Sheridan).

1.2 This Code of Ethical Conduct is informed by Sheridan's Governance Manual, specifically section 1.2 -- *Governance Principles and Philosophy* – which states:

Sheridan's Board of Governors willingly accepts its role of public trust and commits to honouring that trust by:

- Maintaining the highest standards of integrity and ethics and ensuring that appropriate governance, risk management, and processes are in place to instill these standards throughout the organization;
- Ensuring legislative and regulatory compliance and promoting best practices appropriate to Sheridan;
- Exercising fiscal and environmental responsibility and accountability; and
- Creating a safe and accessible environment that inspires learning.

1.3 The intended impact of this Code of Ethical Conduct and explicit governor agreement is to ensure the highest standards of personal integrity are maintained by the Board and its members in all actions and deliberations. Thus, Board members' actions uphold Sheridan's values, allowing the strategic plan and business plans to be achieved in a democratic and fiscally responsible manner which: meets the needs of learners, enables staff to carry out their responsibilities competently and ethically, and enhances the Sheridan's public image.

2. SCOPE

2.1 This Code of Ethical Conduct applies to all Board members of The Sheridan College Institute of Technology and Advanced Learning, including those appointed, elected, voting, non-voting and ex officio.

2.2 Resource Members invited to assist Board Committees will review this Code of Ethical Conduct with their respective Committee Chairs and sign off on the contents.

3. DUTIES

3.1 Effective governance is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct. Duties required of each individual Board member include:

- a. Duty of Integrity – to act honestly and in good faith.

b. Duty of Loyalty – to act first and foremost for the welfare of The Sheridan College Institute of Technology and Advanced Learning as a member of the Board and not as a member of any particular constituency. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staff. This accountability supersedes the personal interest of any Board member acting as an individual consumer of Sheridan’s services.

c. Duty of Care – to act toward others and the public with watchfulness, attention, and caution in a manner that a reasonable person in the circumstances would act.

d. Duty of Prudence – to anticipate the consequences of any course of action the institution may choose to undertake, including the obligation to make decisions considering sustainability whether it be financial or environmental.

d. Duty of Confidentiality – notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, members are to ensure that information which is normally considered confidential (i.e., financial, property, and personnel issues) remains as such. Board members shall not, either during or following the termination of their service, disclose such information to any outside person unless authorized by the Chair of the Board.

e. Duty of Skill – to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the institution.

f. Duty of Diligence – to be knowledgeable about the institution’s purpose and policies as the result of a thorough review of the Governance Manual, maintain awareness of delegation of accountability and responsibility, attend Board and Committee meetings prepared to discuss the business in an informed manner, and vote on matters that come before the meeting.

3.2 Board members have a duty to act at all times in full compliance with both the letter and the spirit of all applicable laws.

a. In his/her relationship with Sheridan, no Board member shall commit or condone an unethical or illegal act or instruct another Board member, employee, or supplier to do so.

b. In his/her relationship with Sheridan, no Board member shall exert undue influence on Sheridan’s normal business operations, including but not limited to admission of a prospective student, the grades or eligibility for graduation of a Sheridan student, or an application for employment at Sheridan, or instruct another Board member, employee, or supplier to do so.

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

d. Board members not only comply fully with the law, but also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

3.3 The Board of Governors as a unit has the duty to manage, that is, to establish policies that Sheridan management implements and the Board measures to track progress and results.

COMMITMENTS

4.1 Board members support the President, as Sheridan’s appointed leader, in the achievement of Sheridan’s mission and strategic goals, dealing with any staff or student complaints according to the established policy for such issues.

4.2 Board members support fellow governors in fulfilling their ethical, fiscal and professional obligations and act in accordance with the following principles:

- a. Working with fellow governors and the President in a cooperative and respectful manner – Conduct must reflect social standards of courtesy, respect and dignity by treating in a fair and equitable manner all fellow governors, college staff, students and the general public regardless of race, religion, gender, disabilities, age, sexual orientation, family status or national origin.
- b. Acknowledging accountability to the external community as a whole and not any special interest group(s) – Members have no legal or moral authority as an individual outside the meetings of the Board.
- c. Basing decisions on the facts of each situation – Board members vote with honest conviction, unswayed by any special interests, ultimately honouring and upholding all majority decisions taken by the Board.
- d. Speaking with one voice – the Board Chair (or someone designated by the Chair) represents the Board in public, and Board members must refer to the Chair for public comments about the Board and its decisions.

4.3 In undertaking their roles and responsibilities with a commitment to ethical conduct, Board members explicitly follow the Minister’s Binding Policy Directive on Conflict of Interest, Sheridan’s Code of Conduct and Sheridan’s Privacy Policy.

5. COMPLIANCE

5.1 The Sheridan College Institute of Technology and Advanced Learning shall behave, and be perceived, as an ethical organization and accordingly, each Board member shall adhere to the minimum standards described herein and to the standards set out in applicable policies, guidelines or legislation.

5.2 The Board Chair is responsible to provide guidance on any item concerning standards of ethical behavior and may seek legal counsel as appropriate.

5.3 Board members must participate fully in any review of this Code and any revision decided upon.

5.4 Integrity, honesty, and trust are essential elements of Sheridan’s success. Any Board member who knows or suspects a breach of this Code of Ethical Conduct has a responsibility to bring instances of perceived violations of this Code of Ethical Conduct to the Chair for resolution or, if the Chair is the member in perceived violation, to the Vice Chair, following those procedures specified in section 4.2.2 of the Governance Manual.

5.5 Board members must accept the consequences for any of their actions which violate this Code of Ethical Conduct, Sheridan's Code of Conduct, Sheridan's Privacy Policy, Sheridan's Conflict of Interest Policy or the Minister's Binding Policy Directive on Conflict of Interest and abide by the resulting decision, including sanctions.