



# Board of Governors

Bylaws

**BOARD OF GOVERNORS**  
*NORTHWESTERN POLYTECHNIC*

**GENERAL BYLAWS**

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## ARTICLE 1

### DEFINED TERMS

In these Bylaws the following terms mean:

- 1.1 “Academic year” means a one-year period that includes July 1<sup>st</sup> of one calendar year and June 30<sup>th</sup> of the following calendar year.
- 1.2 “Academic Council” means the body created pursuant to the Act.
- 1.3 “Academic Staff Association” means the academic staff association of the Institution, as established under section 85 of the Act.
- 1.4 “Academic Staff Member” means an employee of the Board, who as a member of a category of employees or individually, is designated as an academic staff member in accordance with the Act.
- 1.5 “Act” means the *Post-secondary Learning Act* SA, 2003, c.P-19.5 and the regulations thereunder, as the same may be amended from time to time.
- 1.6 “Board of Governors” or “Board” shall mean the Board of Governors of Northwestern Polytechnic (NWP).
- 1.7 “Business Day” shall mean any day of the week other than a Saturday or a Sunday, on which the institution is open for business.
- 1.8 “Bylaw” shall mean any Bylaw(s) enacted by the Board.
- 1.9 “Chair” means the position of Chair of the Board, appointed pursuant to subsection 44(1) of the Act.
- 1.10 “Committee” means a Special Committee or a Standing Committee, the members of whom are determined by the Board.
- 1.11 “Committee Chair” means the position of chairperson of a Committee, appointed by the Board.
- 1.12 “Conflict of Interest” includes, without limitation, any matter identified in Article 8 of these Bylaws.
- 1.13 “Corporate seal” shall mean the corporate seal of NWP.
- 1.14 “Institution” means Northwestern Polytechnic.
- 1.15 “Mandate” means the mandate established under the Act, as approved by the Minister, and as amended or replaced from time to time.
- 1.16 “Member” means a member of the Board, as referred to in Section 44 of the Act.

- 1.17 “Minister” means, for the purpose of these Bylaws, the Minister of Advanced Education or any other minister in charge of post-secondary education in the Province of Alberta.
- 1.18 “Non-Academic Staff” means an employee of the Board who occupies a general support position in a bargaining unit where a Non-Academic Staff Association is the bargaining agent.
- 1.19 “Non-Academic Staff Association” means a bargaining agent representing the Non-Academic Staff of the Institution.
- 1.20 “Officer” means an employee of the Board, appointed by the Board, who serves as the president or as a vice-president of NWP.
- 1.21 “President” means the President & Chief Executive Officer (CEO) of the Institution.
- 1.22 “Public Member” means a member of the Board appointed by the Lieutenant Governor in Council pursuant to section 44(1)(c) or (c.1) of the Act.
- 1.23 “Special Committee” means a Committee established by the Board under Section 9.13 of these Bylaws for a specific purpose.
- 1.24 “Standing Committees” means those Committees identified in Article 9 of these Bylaws, the Members of which are to be appointed by the Board in accordance with the Act and whose duties will normally be of a lengthy duration or recurrent and whose membership consists entirely of Members.
- 1.25 “Student” means a person enrolled in a course or program as described in the NWP's program calendar for that Academic Year.
- 1.26 “Students’ Association” means the Institution’s students’ association established or continued under the Act.

#### CONFLICT WITH BYLAWS

- 1.23 In the event of a conflict between the provisions of these Bylaws and the provisions of the Act, the provisions of the Act will govern. In the event of a conflict between the provisions of these Bylaws and the provisions in the NWP Board Policies, the provisions of these Bylaws will govern.

#### INTERPRETATION

- 1.24 The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board on any question of interpretation shall be final and binding.

## ARTICLE 2

### DUTIES OF THE BOARD

#### 2.1 **Composition of the Board**

The composition of the Board shall be in accordance with the Act.

#### 2.2 **Duties and Delegation**

In addition to discharging the responsibilities outlined in the Act and the Mandate, Members shall oversee and govern the Institution in accordance with applicable laws and perform the duties and responsibilities prescribed by these Bylaws.

The Board, subject to the Act and except for the power to make Bylaws and those matters set out in Article 11.3 hereof, may delegate in writing any power, duty or function conferred or imposed on it by the Act and any day-to-day supervisory, operational, management and administrative duties to the President who, in turn, has been granted the power to approve and implement management policies and to further delegate any of his or her functions including the power of sub-delegation to Officers and other employees of the Institution.

Any delegation of authority by the Board or the President is to a position rather than an individual. Any person who assumes a position will assume the authority of that position.

#### 2.3 **Capacity**

The Board has the capacity and, subject to the Act, the rights, powers and privileges of a natural person, however, the Board is not entitled to engage in or carry on any activity that is not within the Mandate.

#### 2.4 **Mandate and Policy Review**

The Board shall prepare a statement setting out the Institution's Mandate and submit it to the Minister for review and approval as provided in the Act. The Board shall also determine and periodically review the Mandate and the Institution's policy framework.

#### 2.5 **Reporting and Approval**

In accordance with the Act, the Board shall approve and submit to the Minister:

2.5.1 Annually, a business plan, including an operating and capital budget, in accordance with Section 78 of the Act;

2.5.2 Annually, an access plan and annual report, including audited financial statements for the preceding fiscal year, in accordance with Section 79(1)(a) the Act;

2.5.3 Any other reports or information required under the Act; and

2.5.4 Any changes to the courses or programs of instruction as recommended by the President with such changes as the Board considers appropriate.

#### 2.6 **Consolidated Operating Expenses**

2.6.1 Unless advance approval from the Minister has been obtained, the budget referred to in Subsection 2.5.1 may not contain consolidated operating expenses that exceed consolidated operating revenue.

## 2.7 Consultation

In determining the general policies of the organization, administration, operation and programs and courses of instruction of the Institution, the Board may:

- 2.7.1 Consult with the Students' Association of the Institution from time-to-time to make policies and regulations in support of the Students' Association of the Institution in carrying out obligations with respect to student conduct and discipline;
- 2.7.2 Delegate matters of an instructional or professional nature to the Academic Council for recommendations or reports, through the President;
- 2.7.3 Consult with the affected groups on campus on matters relating to general governance and administration of the Institution;
- 2.7.4 Delegate the creation of policies, procedures and guidelines of an operational or administrative nature to the President; and
- 2.7.5 Establish Special Committees to study and make recommendations to the Board on any matter under the Board's jurisdiction.

## 2.8 Duties of Board

The major responsibilities of the Board are to:

- 2.8.1 Ensure that the Institution has an effective strategic planning process and approve major strategies.
- 2.8.2 Approve strategic and operational policies to govern all major areas, including programming, finances, personnel, infrastructure, and internal and external relations.
- 2.8.3 Oversee the implementation and attainment of the Institution's short-term targets, long-term objectives, and goals.
- 2.8.4 Approve and submit to the Minister any reports or information required under the Act.
- 2.8.5 Approve and oversee the Institution's long-range land use and development plans relating to Institution lands.
- 2.8.6 Appoint, oversee, and evaluate the President.
- 2.8.7 Ensure that an effective succession plan is in place for the President and Officers.
- 2.8.8 In respect of all Institution employee groups, approve the salary ranges and annual budgets for salary increases or enter into collective agreements on behalf of the Institution, as applicable to each group.
- 2.8.9 Identify the Institution's principal risks, approve its risk appetite, and ensure that there are systems in place to effectively identify, monitor and manage these risks.
- 2.8.10 Ensure the integrity of the Institution's internal controls and information management systems.
- 2.8.11 Approve tuition and other fees annually in accordance with the Act and Institution policies and procedures.

2.8.12 Ensure that effective stakeholder communication strategies and policies are in place.

2.8.13 Act as an appeal body for student appeals under the Act.

2.8.14 Through the Chair, act as an intermediary between the Institution and the Minister, keeping the Minister informed of developments to, and plans of, the Institution and providing input and advice into provincial policies and plans applicable to the Institution.

2.8.15 Perform those other duties and responsibilities specifically set out in the Act, the Alberta Public Agencies Government Act and other applicable laws.

## **2.9 Exercise of Powers and Duties of Members**

Every Member shall:

2.9.1 Act in the best interests of the Institution at all times;

2.9.2 Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances and use their respective knowledge and expertise;

2.9.3 Act honestly, loyally and in good faith, and pursuant to the principles and best practices of good governance;

2.9.4 Maintain the obligations of confidentiality and privacy as set out in these Bylaws and relevant Board policies and procedures; and

2.9.5 Prepare for and attend regular and special meetings of the Board, and fulfill the expectation to participate in all designated Board events unless otherwise notified as optional

## **2.10 Member's Duty is to the Institution**

Each Member brings a unique perspective to the Board as a result of the background and experience of that individual, which reflects the constituency from which the Member has been appointed pursuant to the Act. Members are encouraged and expected to share that unique perspective of the constituency from which they are appointed. However, all Members are part of and owe their duties to the legal entity that is the Board and the Institution. The strength and effectiveness of the Board is as a group of individuals and as such, all decisions of the Board shall be binding on all Members.

## **2.11 Absences without Consent**

If a Member misses more than two (2) regular Board meeting in a given Academic Year without the prior written consent of the Chair, the Chair will discuss the matter with the Member and may request and shall receive their resignation from the Board.

## **2.12 No Individual Authority**

Members may not attempt to exercise individual authority over the Institution, except as explicitly granted by the Board through resolution or as may be set out in the Act.

## ARTICLE 3

### DUTIES OF THE BOARD CHAIR, VICE-CHAIR AND COMMITTEE CHAIRS

#### 3.1 **Duties of the Chair**

In addition to their obligations as a Member, the Chair shall:

- 3.1.1 Consult with the President with respect to preparation of the agenda for each Board meeting and table the agenda for approval by the Board;
- 3.1.2 Preside at Board meetings and conduct business in accordance with these Bylaws and Board approved policies and procedures;
- 3.1.3 Determine the conduct of all meetings, including maintaining order and preserving the decorum of the meeting, deciding points of order without debate or comment other than to state their decision, determining which Member has a right to speak, ascertaining that all Member who wish to speak on a matter have spoken and that all Members are ready to vote, and ruling what a motion is out of order; or call any Member to order;
- 3.1.4 Act as the sole official spokesperson for the Board;
- 3.1.5 Serve as a signing officer of the Board on all matters related to contracts and other legal obligations reserved to the Board pursuant to the Act and these Bylaws;
- 3.1.6 Serve as an ex officio member of all Committees except Academic Council;
- 3.1.7 Represent the Board at official functions sponsored by the Board and at other functions at which the Board is to be formally represented;
- 3.1.8 Perform such other duties and assume such powers as the Board may specify and delegate;
- 3.1.9 Have the authority to delegate to any Member any powers or duties conferred on the Chair by these Bylaws or by the Board, but such powers or duties may not be further delegated;
- 3.1.10 Serve as liaison for the Board to the President between Board meetings except in those areas specifically designated as the responsibility of the Committees of the Board;
- 3.1.11 Provide leadership to the Board in facilitating the work of the Board and direct the President to fulfil the administration of the Institution on behalf of the Board;
- 3.1.12 Appoint an acting President, in the case of a vacancy of the President, to perform the duties of that office with the consent of a majority of the Members; and
- 3.1.13 Perform such other duties and responsibilities assigned to the Chair by these Bylaws, Board approved policies or procedures, Board resolutions, or as circumstances and the needs of the Institution dictate.



### 3.2 Duties of the Vice-Chair

The Vice-Chair, to be appointed by resolution of the Board in the same manner as the Committee Chair and members of Standing Committees, in addition to their obligations as a Member, shall:

3.2.1 Exercise the powers and perform the duties of the Chair when the Chair is absent or otherwise unable to perform such duties, unless such powers or duties have been otherwise delegated by the Chair;

3.2.2 Perform such additional duties and assume such other powers as the Board may specify and delegate.

### 3.3 Acting Chair

In the event that both the Chair and Vice-Chair are absent or unable to act, the Chair or the Board may appoint another Public Member to serve as the "Acting Chair" for a specific meeting, event or purpose. An Acting Chair, in addition to obligations as a Member, shall act with the powers normally exercised by the Chair with respect to the specific meeting, event or purpose for which such person was appointed.

## ARTICLE 4

### TERMS OF OFFICE

#### 4.1 Term of Office

4.1.1 Board Members appointments shall be for a fixed term of up to three years, with the potential for reappointment for a second term of up to three years. A Public Member continues to hold office after the expiry of the person's term until they are reappointed, the person's successor is appointed, or for a period of 3 months, whichever occurs first.

4.1.2 The Chair may serve multiple additional terms up to a maximum of ten consecutive years.

4.1.3 The term of office of a Member terminates immediately:

4.1.3.1 in the case of a person nominated by the Academic Staff Association, when that person ceases to be an Academic Staff Member of the Institution;

4.1.3.2 in the case of a person nominated by a Non-Academic Staff Association, when that person ceases to be a Member of the Institution's Non-Academic Staff.

4.1.3.3 in the case of a person nominated by the Students' Association of the Institution on the date the person ceases to be a Student; or

4.1.3.4 on the date that person may no longer remain a Member pursuant to Section 54 of the Act, or in the event the Minister or Lieutenant Governor has terminated the appointment of that Member.

#### 4.2 Resignation

Any Member wishing to resign may do so by sending notice in writing to the Minister and copying the Chair and the President. If a Member resigns from the Board, the Member's

appointment terminates on the effective date specified in the Member's resignation or, if no effective date is specified, on the date the Chair receives the resignation.

#### **4.3 Board Recruitment and Succession**

When any Member's appointment is terminated or the Member resigns from the Board, the Chair shall place on the agenda of the next Executive Committee, an updated plan for Member succession.

The Minister has an established recruitment process that applies to the Board. The recruitment of the Chair and the Public Members is competency based and led by the Minister in conjunction with the Board. The recruitment of those Members who are nominated by the Students' Association, Academic Staff Association and Non-Academic Staff Association is carried out by each nominating group, which follows its own process and makes a recommendation to the Minister for appointment by Ministerial Order. The Board, or a Committee, shall perform on-going succession planning, having regard to the principle that Board membership should represent a diversity of backgrounds, experience, and skills. Succession planning may include the following activities:

- a) on-going skills analyses of Members and identification of skills gaps;
- b) on-going analysis of the needs of the Board;
- c) identification of potential candidates for the position of Public Member and
- d) appointment of potential candidates to standing Committees of the Board as non-voting members.

#### **4.4 Revocation of Appointment**

By a vote of at least a two-thirds (2/3) majority of those present at a Board meeting, the Board may petition the Minister to revoke the appointment of a Member who has breached the approved standards of conduct for a Members, including but not restricted to willful neglect or default, or actions contrary to the Member's duties and obligations as set out in Sections 2.8, 2.9, 2.10 and Article 8 herein.

### **ARTICLE 5**

#### **BOARD MEETINGS**

##### **5.1 Schedule**

The Board will meet in accordance with the meeting calendar approved by the Board and provided to Members at the start of the Academic Year. Additional regular or special meetings may be called by the Chair as necessary to deal with business. A Board meeting may be postponed or cancelled by a duly passed motion of the Board or by agreement of the Executive Committee.

##### **5.2 Notice**

Members will be provided with a calendar of meeting dates for regularly scheduled Board meetings each Academic Year, which calendar is deemed to be enough notice to all Members of

any meeting shown in the calendar. Except in the case of an emergency meeting determined by the Executive Committee, notice of meetings that do not appear in the calendar will be provided at least two Business Days in advance of the meeting date. Meeting details will be communicated to members as soon as they are available before each meeting.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting. Any person entitled to notice of a meeting may, in writing or otherwise, waive notice of, or the required period of notice of, such meeting.

### **5.3 Board Meeting Agendas**

Board meeting agendas will be formulated produced, and reviewed by the Executive Committee in accordance with procedures, and approved in advance by the Chair.

A Member intending to introduce a new matter at a Board meeting shall give written notice of the matter and any materials for the Board's consideration to the Chair or the President, at least eight Business Days in advance of the meeting at which it is intended to be introduced.

Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Board without the specified notice if the matter is communicated in advance to the Chair and the President, and its introduction to the meeting is approved by the Chair.

If a person who is not a Member, the President, the Minister or their delegate, or an approved guest wishes to address the Board at any meeting, such person may do so if they have received the prior permission of the Executive Committee of the Board to do so.

### **5.4 Meeting Materials**

Meeting materials will be provided to Members at least one week in advance of a scheduled meeting electronically through the Board portal.

### **5.5 Conduct of Meetings**

5.5.1 The Chair, or in their absence, the acting chair, shall be responsible for the orderly conduct of meetings of the Board. Meetings will be conducted in accordance with all applicable laws (including the Freedom of Information and Protection of Privacy Act (Alberta), as amended from time to time (FOIP)) and these Bylaws or, where applicable laws or these Bylaws are silent on the matter, as determined by a ruling of the Chair, acting reasonably.

#### **5.5.2 Open, Closed and In-Camera Meetings**

The Board may hold open, closed and in-camera meetings or sessions of the Board in compliance with FOIP and all other applicable laws.

Open meetings or open sessions of meetings of the Board may be attended by the public, subject to the limitations of space.

Closed meetings or closed sessions of meetings of the Board will be attended by the Officers and guests who are invited to remain for the closed session by the chair of the meeting.

In-camera meetings or in-camera sessions of meetings of the Board will be attended by Officers

and guests who are invited by the chair of the meeting to remain for the in-camera session or a portion thereof.

### **5.5.3 Invited Guests and Visitors**

Guests may be invited to attend and speak at a Board meeting with the approval of the Chair given in advance of the meeting or, in the sole discretion of the chair of the meeting, during the meeting.

Visitors in attendance at a meeting to observe Board proceedings may speak only if expressly invited to do so by the chair of the meeting. All visitors are expected to maintain the decorum prescribed for parliamentary galleries and no person can use a camera or a recording device in a Board meeting. In the event of a breach of these rules or a disturbance, the Chair may eject persons from the meeting, or adjourn the meeting, or take any other steps that the chair deems necessary.

### **5.6 Quorum**

A majority of Board shall constitute a quorum for the transaction of business by the Board.

### **5.7 Electronic Participation**

The chair of a meeting may determine that a meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **5.8 Board Records**

Minutes of the proceedings of all Board and Committee meetings and records of all decisions of the Board and Committees made outside of a meeting will be created and presented to the Board or the Committee for approval or information, as applicable, at its next subsequent meeting.

The Institution shall keep as permanent records, minutes of all Board and Committee meetings, a record of all actions taken by the Board and Committees without a meeting, and a record of all actions taken by a Committee exercising the authority of the Board.

The official records of the Board will be maintained under the custodianship of the Institution. Access to the official records of the Board by persons other than Members will be determined in accordance with applicable legislation and policies.

Approved minutes of open sessions of Board meetings may be posted on the website at the discretion of the Board.

## 5.9 Confidentiality of In-camera Discussions

5.9.1 Any Member or Officer attending an in-camera Board meeting or an in-camera portion of a Board meeting (each a "Confidential Event") shall be deemed by their attendance to have undertaken to respect the confidentiality of the matters discussed and the business to be transacted at that Confidential Event and he or she will not, without the consent of the Board or as required by law, communicate to any third party in any manner whatsoever (other than to another Member or person present at that Confidential Event) anything concerning any matter or decision discussed or made.

5.9.2 At the commencement of every Confidential Event, the Chair, before any business comes before the meeting, shall bring this Section to the attention of all attendees. A failure of the Chair to comply with this Section shall not affect the Members' obligations under Subsection 5.9.1.

## 5.10 Destruction of Confidential Materials

The President will, on the request of a Member, arrange for proper destruction or storage of any Board material related to a Confidential Event.

## 5.11 Rules of Order

The rules of procedure at all meetings of the Board shall be on such basis as the Chair shall direct during such meeting unless the Chair directs that all or any portion of the meeting be conducted on the basis of Robert's Rules of Order, Newly Revised or such other modified or different rules of conduct or order as the Board may adopt by resolution.

## ARTICLE 6

### VOTING PROCEDURE

#### 6.1 Approval

Each motion, unless otherwise provided in these Bylaws, shall be decided by a majority resolution of the Members present, provided there is a quorum present at the Board meeting.

#### 6.2 No Casting Vote

The Chair shall not have a second or casting vote. In case of an equality of votes, the motion shall not be carried or adopted.

#### 6.3 Voting Options

On every motion, each Member present, unless otherwise prohibited from voting due to a Conflict of Interest, shall vote for or against or abstain from voting, and each voting Member shall have one vote.

#### **6.4 Method of Vote**

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands or a verbal affirmation of, rejection of, or abstaining from the resolution, unless a ballot thereon is required or demanded as hereinafter provided. Whenever a vote by show of hands shall have been taken, a declaration by the Chair that the vote upon the question has been carried or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the decision of the Members upon the said question.

#### **6.5 Voting by Ballot**

On any question proposed for consideration at a meeting of Members, the Chair may require a ballot (including a secret ballot) or any person who is present and entitled to vote on such question at the meeting may demand a ballot (including a secret ballot). A ballot so required or demanded shall be taken in such manner as the Chair shall direct.

#### **6.6 Asynchronous Voting**

Voting may take place during a meeting or on resolution of the Members asynchronously following the meeting by electronic communication or other means indicated by the Members, and the results of the vote are added to the record of the meeting where the minutes of the meeting at which the asynchronous vote was required are presented.

#### **6.7 Unanimous Resolution**

6.7.1 In addition to Section 6.6, a resolution signed by all Members entitled to vote, shall be as valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.

6.7.2 A resolution in writing may be signed in one or more counterparts, all of which together constitute the same resolution.

6.7.3 In the event that there is concern that a Member does not have capacity to execute a resolution described in Subsection 6.7.1 or is in a Conflict of Interest with respect thereto, the Chair shall determine whether a Member is entitled to execute the aforementioned resolution.

#### **6.8 Validity of Acts or Proceedings**

No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which there is a quorum or by signed resolution as permitted under Section 6.7.

## ARTICLE 7

### REMUNERATION OF BOARD MEMBERS

#### 7.1 Remuneration of Board Members

Members shall be paid a monthly stipend, and honoraria for extra Board-approved meetings. They may also be reimbursed for reasonable expenses incurred in conducting their Board responsibilities. The remuneration rate shall be determined for the following budget year, and is listed in Board Policy; Appendix A.

## ARTICLE 8

### DECLARATION OF INTEREST

#### 8.1 Conflict of Interest

Generally, a Conflict of Interest arises where (i) a member of the Board has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from their position for their own benefit, or the benefit of a member of their immediate family; or (ii) where the interests of a member of the Board may be, or may be perceived as being, incompatible with the interests of the Institution.

#### 8.2 Conflict of Interest Examples

Without restricting the generality of the foregoing definition, the following are or may be considered Conflicts of Interest:

- (a) Having a personal interest either directly or indirectly in the outcome of deliberations of the Board;
- (b) Having a personal interest, either directly or indirectly, in a contract or proposed contract to be entered into by the Institution;
- (c) Being a member of the board of directors or senior management of a corporation, institution or body, whether public or private, whose interests may be in competition with those of the Institution;
- (d) Accepting gifts, gratuities or favours from a firm or corporation engaged in or wishing to engage in transactions with the Institution, except in the case of customary gifts of a purely nominal value; and
- (e) Seeking employment with the Institution for oneself, a partner or relative.

#### 8.3 Failure to Declare a Conflict

If a Member fails to declare a Conflict of Interest where there is a perceived conflict the Chair or Vice-Chair will bring the matter to the Member's attention. The Chair may ask that the Member declare the Conflict of Interest and/or absent him/herself from the discussion and/or refrain from voting on the matter which elicited the Conflict of Interest. The Chair may also request full

disclosure in writing of the Member's relevant interests and/or an explanation that no Conflict of Interest exists.

#### **8.4 Effect of Disclosure**

A Member who has declared their interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the Institution, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Member holding that office or of the fiduciary relationship established thereby.

#### **8.5 Additional Requirements**

At all times, Members shall adhere to the obligations under all applicable laws, including any disclosure and reporting requirements under the Conflicts of Interest Act, as amended from time to time, and the obligations under the Institution's policies, including its Code of Conduct for the Board of Governors.

### **ARTICLE 9**

#### **COMMITTEES OF THE BOARD**

##### **9.1 Establishment**

The Board shall from time to time establish such Committees as it deems necessary to assist the Board in carrying out and performing its duties and shall determine the mandate, terms of reference and tenure of each Committee; provided no Committee, unless explicitly authorized by the Board, shall have the authority to commit the Board or the Institution to any course of conduct nor to enter into any contract.

##### **9.2 Standing Committees**

The Standing Committees of the Board will include, but are not limited to, the following:

- a) Academic Council;
- b) Executive Committee;
- c) External Relations Committee;
- d) Finance Committee;
- e) Audit Committee;
- f) Governance and Development Committee;
- g) Human Resources Committee

##### **9.3 Committee Composition**

Each Committee of the Board except Academic Council shall be chaired by a Public Member, unless otherwise determined by the Board. Only Members shall have a vote on any Committee.



The Committee Chair and membership of a committee shall be determined by resolution of the Board.

#### **9.4 Terms of Reference**

9.4.1 Committees shall have only those powers and authority explicitly delegated to them by the Board in their terms of reference.

9.4.2 Committees shall be responsible to the Board for review and recommendation of policies governing those aspects of the Institution's operations specifically identified in their respective terms of reference.

9.4.3 The terms of reference for the Academic Council shall at all times align with the required powers and duties of an academic council as provided in the Act.

9.4.4 The terms of reference of each Committee shall be reviewed by the Committee at least once during the Academic Year.

9.4.5 The terms of reference of any Committee may, on recommendation of that Committee, be amended by the Board at any time.

#### **9.5 Committee Membership**

The Executive Committee shall propose a slate of nominees for all Standing Committees and their Committee Chairs. The Board shall by majority resolution approve the membership and Committee Chair of each Standing Committee. The slate presented for Academic Council shall be consistent with the membership requirements of the Act. In the event that a slate of members of any Committee is not approved by the Board, the Committee Chair of the Governance and Development Committee may nominate an alternate committee slate or Committee Chair, immediately or at a subsequent meeting.

All members of the Finance Committee, Audit Committee, and Human Resources Committee, and Executive Committee, shall be Public Members.

#### **9.6 Size of Committees**

Committees other than Academic Council shall normally consist of three (3) to five (5) members including the ex officio members.

#### **9.7 Chair and President**

The Chair and the President shall have the same rights as other Committee members and shall be obliged to attend meetings and shall be counted in determining the quorum for a given Committee meeting with the exception as stated in 11.2.9.

## 9.8 **Support Staff**

The President shall designate, as required, appropriate employees to serve as resource persons to Committees and Committee Chairs.

## 9.9 **Quorum**

The quorum of a Committee meeting shall be at least half of its members, including ex officio members.

## 9.10 **Committee Chair Duties**

The Committee Chair of each Committee shall exercise the powers and perform the following duties and responsibilities:

9.10.1 Calling of meetings;

9.10.2 Conducting Standing Committee work in accordance with the terms of reference approved by the Board;

9.10.3 Conducting Special Committee work in accordance with the resolutions delegating matters to the Committee as approved by the Board;

9.10.4 Ensuring that appropriate records and/or minutes of the Committee minutes are kept; and

9.10.5 Reporting to the Board on a regular basis.

## 9.11 **Alternate**

In the event of a Committee Chair's absence from a meeting, the members of that Committee may select a temporary chair for that meeting.

## 9.12 **Additional Committee Members**

The Chair may appoint additional members to Committees as required at any time for purposes of filling vacancies, subject to ratification by the Board at its next Board meeting.

## 9.13 **Establishment of Special Committees**

The Board may establish Special Committees as it deems necessary.

9.13.1 The procedure for appointing members to a Special Committee shall be the same as that for establishing a Standing Committee.

9.13.2 Each Special Committee, at the time of its establishment, shall be given the scope of its responsibilities and reporting expectations by the Board.

#### **9.14 Academic Council**

The Board shall receive recommendations or reports with respect to matters that the Board has referred to Academic Council and other matters Academic Council considers advisable to be made to the Board. The Board shall make appointments to Academic Council in accordance with provisions of the Act. The Board shall decide any question that may arise, including as to the composition of the Academic Council or concerning the nomination or election of Academic Staff Members, Non-Academic Staff Members or Students to the Academic Council.

#### **9.15 Rules of Order for Committees**

9.15.1 Subject to the terms of reference or other restrictions issued by the Board, Committees may establish their own rules of order, except during periods of time when empowered to act on behalf of the Board, when they shall be subject to the rules governing Board meetings.

9.15.2 The rules of order for all Committee meetings shall be on such basis as the Committee Chair shall direct and the Committee Chair shall: preside over the conduct of meetings and maintain order and preserve the decorum of the meeting; decide points of order without debate or comment other than to state their decision; determine which member has a right to speak; ascertain that all members who wish to speak on a motion have spoken and that all members are ready to vote; rule when a motion is out of order, and call a member to order; or direct that all or any portion of the meeting be conducted on the basis of Robert's Rules of Order, Newly Revised or such other modified or different rules of conduct or order as the Board may adopt by resolution for its meetings.

#### **9.16 Participation in Committee Meetings by Non-Members**

9.16.1 Subject to the terms of reference of each Committee, Members who attend a meeting of a Committee of which they are not a member can, for that meeting, attend and participate in the Committee's debate and discussions but do not vote and are not counted in establishing a Committee's quorum for that meeting.

9.16.2 Notwithstanding the foregoing, Members who are not members of the Executive Committee may only attend and/or participate at a meeting of the Executive Committee with prior approval from the Committee Chair of the Executive Committee, who shall be the Chair.

9.16.3 Invited guests may attend Committee meetings, if approved by the Committee Chair in advance.

#### **9.17 Confidentiality of Committee Meetings**

9.17.1 Members of the Board shall observe strictly the confidential nature in-camera meetings, Committee minutes, agenda materials and related documents.

### 9.18 Dissolutions

The Board may, by resolution, dissolve any Committee at any time, subject to the requirements of the Act and applicable law.

### 9.19 Voting Procedure

Subject to Article 9.1, any decisions made by a Committee during a Committee meeting or between Committee meetings shall be subject to the voting procedures for Board meetings as set out in Article 6 (including the option of asynchronous voting and unanimous resolutions), with such modifications as the circumstances require.

## ARTICLE 10

### PROTECTION OF MEMBERS, OFFICERS AND OTHERS

#### 10.1 Limitation of Liability

Members are afforded the following protection from liability under Section 119 of the Act: a) neither the Board nor the Members are liable for any act or omission of the Academic Staff Association, a student organization, or a Student; and b) a Member is not personally liable for anything done by the Board or for anything done by the Member in good faith in the purported exercise or performance of the Member's powers, duties, and functions under the Act.

#### 10.2 Indemnity

Subject to any restrictions or conditions imposed on the Institution under applicable laws, the Institution shall indemnify all Members of the Board, a former Member or a voting member of a Committee of the Board (collectively, the "Covered Persons") or Officer, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved by reason of being a Covered Person, if: a) they acted honestly and in good faith with a view to the best interests of the Institution; and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

#### 10.3 Insurance

The Institution will purchase and maintain insurance for the benefit of any person referred to in Section 10.2 against any liability incurred by them in their capacity as a Member or Officer:

10.3.1 Of the Institution, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Institution; or

10.3.2 Of the body corporate where they act or acted in that capacity at the Institution's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

## ARTICLE 11

### APPOINTMENT AND AUTHORITY OF THE PRESIDENT

#### 11.1 Appointment of the President

The Board shall appoint the President and shall prescribe the term of office of the President and the remuneration to be paid to the President and other terms and conditions of employment by written agreement negotiated by the Human Resources Committee to which the Board has assigned such responsibility, and failing such assignment of responsibility, by the Chair, and approved by resolution of the Board and executed by the Chair and one other Member.

#### 11.2 Power and Authority of the President

The President has general supervision over and direction of the operation of the Institution and has those other powers, duties and functions that are assigned to the President by the Board from time to time, including without limitation the following:

11.2.1 In consultation with and under the authority of the Executive Committee, prepare the agenda for each Board Meeting;

11.2.2 Select from staff of the Institution an executive assistant ("Executive Assistant") whose responsibilities shall be to assist the Chair in the performance of their duties, give or cause to be given notices for all meetings of the Board, including any Committee when directed to do so; distribute the agenda and Board packages, including any Committee when directed to do so; prepare and distribute minutes of Board meetings including Committees; and maintain records of all Board meetings and any Committee meetings;

11.2.3 Execute all duties as Chief Executive Officer of the Institution including lead, supervise, manage and direct the instructional, administrative, and business affairs of the Institution, under direction of the Board through resolutions or by-laws passed, and exercise such powers and perform any duties as are assigned by the Act or any other enactment of Alberta or Canada;

11.2.4 Be responsible for the selection and evaluation or dismissal of any employee, however designated, directly or through delegation to such employee's supervisor, for the efficient operation of the organization unit or the functions for they are responsible;

11.2.5 Be the channel of communication to Academic Council in accordance with the Act;

11.2.6 Assist the Board with the establishment of goals and development of policies;

11.2.7 Provide such information and advice to the Board as it may require to fulfill its responsibilities under the Act including information that would enable the Board to assess the Institution effectiveness and efficiency in achieving its goals and carrying out the mission articulated by the Board;

11.2.8 Serve as the communication link between the Board and the Institution's internal and external stakeholder where directed by the Board;

11.2.9 Serve as an ex officio and voting member of all Committees except for the Audit Committee, where the President shall serve as an ex officio non-voting member provided that, in cases that the Board or its Committees are reviewing the exercise of the office of President or where Conflicts of Interest exist, the President shall be excused for those agenda items;

11.2.10 Perform such additional activities and assume such other powers as the Board may specify and delegate;

11.2.11 Appoint non-academic staff members to senior management positions, other than the Officers, who he or she considers necessary for the proper conduct of the business of the Institution and may, subject to Board approved policies and procedures,

- (a) Determine their remuneration,
- (b) Promote or dismiss,
- (c) Prescribe their duties, and
- (d) Prescribe the term and conditions of employment or retention and the terms and conditions of employment or retention; and

11.2.12 Make recommendations to the Board with respect to:

- (a) The employment, remuneration, duties and responsibilities, or terms and conditions of employment of any persons it considers necessary to serve as Academic Staff Members,
- (b) The promotion or termination of Officers and their compensation, and
- (c) The designation of categories of employees and individuals as Academic Staff Members, or a change in a previously-made designation.

### 11.3 **Delegation by the President**

The President may delegate in writing any of the President's powers, duties or functions as the President considers appropriate and may prescribe conditions governing the exercise or performance of any delegated power, duty or function, including the power of sub-delegation.

### 11.4 **Authority of Officers**

Officers shall have the powers, duties and functions that are delegated to them by the President.

## ARTICLE 12

### SIGNING AUTHORITY

#### 12.1 General Power

The Board has the general and overriding power to enter into all contracts, documents or instruments in writing of whatever nature to be binding on the Institute, subject to any limitations contained in the Act and these Bylaws.

#### 12.2 Signing Authority of the President

Unless restricted all contracts, documents or instruments in writing requiring the signature of the Board shall be executed on behalf of the Institution and the Board by the President or an authorized delegate of the President, and all contracts, documents and instruments in writing so executed shall be binding upon the Board and upon the Institution without any further authorization or formality. The term "contracts, documents or instruments in writing" shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances and all paper writings.

#### 12.3 Signing Authority Retained by the Board

Notwithstanding the general delegation of authority conferred upon the President in Section 11.3, the Board shall retain the power to specifically direct execution of any contract, document or instruments in writing of whatever nature and kind, and specifically any contracts, documents or instruments in writing involving:

12.1.1 Such amounts as may be set by a resolution of the Board from time to time;

12.1.2 The purchase, sale, acquisition, disposition or leasing of real estate;

12.1.3 The selection or compensation of the President; or

12.1.4 Approval of collective agreements.

#### 12.4 Seal

The seal of the Institution, an impression of which appears to the right of these words, shall, when required, be affixed to contracts, documents, and instruments in writing.



## ARTICLE 13

### BANKING, INVESTMENT AND FINANCIAL MATTERS

#### 13.1 **Conflict**

In the event of conflict between any provisions or requirements in this Article 13 and the Act or any applicable law, the provisions of the Act or applicable law shall govern.

#### 13.2 **Banking and Investment**

13.2.1 The Board shall adhere to the investment and policies, standards and procedures approved of the Institution governing asset management and investments including and any applicable Institutional policies or instruments described therein, as the same may be amended from time to time.

13.2.2 Any contravention of this Section does not by itself make an agreement or transaction invalid.

#### 13.3 **Fiscal Year**

The fiscal year of the Board is the period established as the fiscal year by the Minister.

#### 13.4 **Auditor**

The Auditor General of Alberta is the auditor of the Institution.

#### 13.5 **Borrowing**

13.5.1 The Board may borrow from any bank, ATB Financial, a credit union, a loan corporation or a trust corporation or from any other person any sum of money required to meet the expenses of the Institution until such time as the revenues for the current year are available.

13.5.2 Any borrowing made pursuant to Subsection 13.5.1 must be repaid out of and are a first charge on the revenues of the current year and may be secured by a promissory note or notes given on behalf of the Board in any manner the Board may arrange.

13.5.3 The Board may borrow sums of money by way of overdraft, line of credit or pledging security for temporary loans or, subject to approval by the Lieutenant-Governor, by way of issue of notes, bonds, debentures or other securities, all in the manner as determined by the Board and in accordance with the Act.

#### 13.6 **Risk Management**

The Board shall, in exercising its authority and performing the duties and responsibilities under this Article 13, be mindful and act in accordance with Institutional policies and any risk



management framework that may be in place or put in place in the future for the benefit of the Institution, or instruments described therein, as the same may be amended from time to time

## ARTICLE 14

### AMENDMENT TO BYLAWS

#### 14.1 Further Amendment

Any Bylaw including a Bylaw which purports to amend or repeal a Bylaw shall be effective only if enacted at a meeting of the Board at which at least two-thirds of the then Members are present, and if notice of intention to present such a Bylaw for consideration has been given at the next preceding meeting of the Board, and all members have been given notice of such intention.

#### 14.2 Repeal

All Bylaws of the Institution enacted prior to the date hereof and heretofore in force are repealed.

#### 14.3 Approval

These Bylaws and any amendments thereto shall be dated and effective, when approved by the Board, and shall be signed by the Chair and the President.

Approved and effective as of the 4<sup>th</sup> day of October, 2024.



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Shawna Miller  
NWP Board of Governors Chair



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Vanessa Sheane  
President and CEO