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I. Purpose

In accordance with the Act, the Board may make by-laws for the orderly conduct of its affairs. This By-Law addresses matters of Board operations.

II. Definitions

In this By-Law:

“**Act**” means the British Columbia *College and Institute Act*.

“**Board**” means the Langara College Board of Governors.

“**Business Day**” means Monday to Friday

“**Chair**”, “**First Vice-Chair**” and “**Second Vice-Chair**” means the Board members elected to hold those positions in accordance with Part III, Section 3 of these By-Laws.

“**College**” means Langara College.

“**member**” means an individual appointed, elected or serving ex officio on the Board.

“**President**” means the President of the College.

III. Governance Structure

Section 1: Board Mandate

- (1.1) The Board governs the College by:
- (a) Setting strategic direction and monitoring implementation;
 - (b) Providing direction for the College through policy development, the Strategic Plan and establishing performance targets, and ensuring the College is fulfilling its vision, mission and strategies through the President;
 - (c) Establishing correct Board governance and process;
 - (d) Ensuring that the College has an effective process for identifying, monitoring and managing risk;
 - (e) Ensuring effective stewardship of College resources and assets;
 - (f) Reviewing financial performance, budgets, investments and ensuring College management has an effective system of internal controls;
 - (g) Ensuring the College has an effective communication and accountability with stakeholders (such as donors, government, partner organizations, etc.);
 - (h) Selecting and evaluating the performance of the President;
 - (i) Ensuring the President has implemented appropriate succession and development process for key leadership positions;
 - (j) Setting and disclosing appropriate compensation for the President;
 - (k) Ensuring compliance with statutory requirements established in public sector human resources legislation, and for ratifying tentative collective agreements; and
 - (l) Ensuring the ethics, reputation and integrity of the College.



Section 2: Responsibilities of Board Members

- (2.1) In keeping with the Board mandate, Board members shall demonstrate a commitment to the functions of the College, its community role, and a willingness to devote time and energy to Board duties and related official activities, including the following responsibilities:
- (a) Complying with By-Law 200 – Code of Conduct and Conflict of Interest;
 - (b) Committing to be informed about the College and the environment in which it operates;
 - (c) Participating on Board committees;
 - (d) Attending College and community events on behalf of the Board;
 - (e) Committing to respectful communication and interaction with other Board members and College management; and
 - (f) Supporting Board decisions so that the Board speaks with one voice as a united position of the Board.

Section 3: Chair and Vice-Chairs

- (3.1) Board Officers and Terms of Office:
- (a) Board members shall elect three Board officers: the Chair, the First Vice-Chair and the Second Vice-Chair.
 - (b) The Act requires the Chair to be elected from amongst its appointed Board members. The First Vice-Chair and the Second Vice-Chair shall also be elected from appointed Board members.
 - (c) The term of office shall be for one year.
- (3.2) Elections:
- (a) The election for the Chair shall normally occur at the June Board meeting and the elections of the Vice-Chairs shall normally occur at the September Board meeting.
 - (b) A call for nominations or expressions of interest shall be issued at least one month prior to the elections.
 - (c) The President shall conduct the election of all officers of the Board.
 - (d) The President may seek guidance from the Governance and Nominating Committee on the nomination or election process.
 - (e) In the event the Chair or a Vice-Chair is unable to fulfil the duties or complete the term of office, a special election shall be held.
 - (f) A Board member who is unable to attend the meeting during which elections are to be held shall have the option of voting by email.
- (3.3) Responsibilities of the Chair: The Board Chair has the following responsibilities in addition to the ones set out for Board members in Part III Section 2 of this By-Law:
- (a) Guiding Board activities and working closely with the President to cultivate an effective relationship between the Board and College Management;
 - (b) Facilitating the effective operation and respectful functioning of the Board by working with the President to establish Board meeting agendas, chairing meetings, facilitating discussion, managing dissent, facilitating consensus, and leading the Board in bringing closure to critical issues;



- (c) Acting as spokesperson on behalf of the Board by communicating with colleagues, College management, the public and government;
 - (d) Serving as liaison between government and the College to advise the Minister of issues that materially impact the business of the College;
 - (e) Maintaining the integrity of Board policies and processes;
 - (f) Establishing a culture of active and constructive Board engagement by taking a leadership role in attending College and community events on behalf of the Board; and
 - (g) Serving as Chair of the Board Coordinating Committee.
- (3.4) Responsibilities of the Vice-Chairs: The Vice-Chairs have the following responsibilities in addition to the ones set out for Board members in Part III Section 2 of this By-Law:
- (a) Assuming the Chair's responsibilities in the absence of the Board Chair; and
 - (b) Participating in the Board Coordinating Committee.

Section 4: Board Standing Committees

- (4.1) The Board shall establish standing committees as are necessary and advisable based on the recommendations of the Governance and Nominating Committee. The Board shall approve terms of reference for each of its standing committees which shall include, but shall not be limited to, the following:
- (a) Board Coordinating Committee;
 - (b) Audit and Finance Committee; and
 - (c) Governance and Nominating Committee.
- (4.2) Meetings of all Board committees shall be held in-camera. All written materials and minutes from an in-camera session of a Board committee meeting shall not be available for inspection by the public unless it has been released at a public session of a Board meeting.
- (4.3) Responsibilities of Committee Chairs: Committee Chairs have the following responsibilities in addition to the ones set out for Board members in Part III Section 2 of this By-Law:
- (a) Working with the President to establish Committee meeting agendas;
 - (b) Participating in the Board Co-ordinating Committee; and
 - (c) Reporting back to the Board on Committee activities.
- (4.4) From time to time, as required, the Board may establish an ad-hoc committee or Task Force to work on specific issues relevant to the Board. On the completion of the mandate for the ad-hoc committee or Task Force, the ad-hoc committee or Task Force will be disbanded.



IV. Governance Practices

Section 1: Formalities

(1.1) Legal Address:

- (a) The legal address for the College is:
100 West 49th Avenue
Vancouver, BC
V5Y 2Z6

(1.2) Seal:

- (a) The College has three (3) corporate seals which shall be securely stored in the Office of the President (1 seal) and the Office of the Registrar (2 seals).
- (b) The President, the Chair of the Board, any Vice-Chair of the Board, or a delegate of any of the foregoing, is authorized to affix the seal to official College documents.

Section 2: Meetings

(2.1) Regular Meetings:

- (a) Regular meetings of the Board shall be held as often as necessary to transact the business of the Board, as fixed by policy or by-law of the Board.
- (b) In accordance with the Act, the Board must hold a minimum of 4 meetings each year and the intervals between meetings should be approximately equal.

(2.2) Special Meetings:

- (a) Special meetings may be called for the Board to consider a particular matter and may be called:
- (i) By the Chair;
 - (ii) By the President; or
 - (iii) Upon written request of a majority of Board members.
- (b) Where a special meeting has been called for a particular matter, no other business may be conducted at the meeting.
- (c) A minimum of 48 hours written or electronic notice shall be given for a special meeting of the Board to each Board member.
- (d) Written or electronic notice of a special meeting of the Board may be waived provided that:
- (i) Reasonable steps have been taken to notify all Board members of the meeting; and
 - (ii) Not less than the number of Board members required for quorum agree to waive the written notice.
- (e) In exceptional circumstances where the Board cannot be convened for a special meeting and a decision is required to be made on a time-sensitive matter, the Board Coordinating Committee is authorized to make a decision on behalf of the Board. Any decisions or recommendations made by the Board Coordinating Committee shall be communicated to the Board in a timely manner and, in any event shall be brought forward for the Board's information at the next meeting of the Board.



(2.3) Public, In-Camera, and Special In-Camera Meetings:

- (a) Generally, Board meetings shall be open to the public where full and frank discussion, openness, transparency and accountability are encouraged. As much Board business as possible is conducted in the public session of Board meetings.
- (b) Members of the public are observers unless they are invited to speak by the Chair.
- (c) Enquiries by the public shall be permitted at the end of the agenda of public meetings provided they are related to matters or questions of fact already addressed by the Board. Requests for action by the Board shall not be permitted. Questions should be directed to the Chair, not to specific Board members or College employees.
- (d) The in-camera session of a Board meeting is where the public is excused, and the Board and College management discuss items that are more confidential in nature.
- (e) The special in-camera session of a Board meeting is where the public and College management are excused and the Board has an opportunity for a round table discussion of the meeting topics and content.
- (f) In-camera and special in-camera discussions should always remain confidential as they usually relate to sensitive Board matters. Confidential minutes of decisions made during in-camera or special in-camera sessions should be recorded, and roles and responsibilities should be established.
- (g) All written materials and minutes from an in-camera or special in-camera session of a Board meeting shall not be available for inspection by the public unless it has been released at a public session of a Board meeting.
- (h) Unless otherwise determined by resolution of the Board, the following matters shall be considered at in-camera or special in-camera sessions of Board meetings:
 - (i) All matters relating to salaries, management performance, conditions of employment, labour relations, and collective bargaining;
 - (ii) Matters relating to individual employees, including appointments, transfers, resignations, performance, promotions, demotions, conduct, discipline or suspension;
 - (iii) Matters relating to individual students, including conduct, discipline or suspension;
 - (iv) Internal Board governance matters;
 - (v) Matters where litigation, liability or legal opinions respecting the liability or interest of the College or the Board may arise;
 - (vi) Matters relating to conflict of interest;
 - (vii) Matters relating to the acquisition, disposition or security of real property;
 - (viii) Matters relating to the award of a contract; and
 - (ix) To review the performance and compensation of the President, in the absence of College management.

(2.4) Quorum:

- (a) In accordance with the Act, a quorum for a Board meeting shall be a majority of the members holding office.
- (b) Where there is not a quorum present at a duly called meeting, the meeting shall be held and motions passed at that meeting shall be subject to ratification at a later meeting at which quorum is present.



(2.5) Voting

- (a) In accordance with the Act, each Board member, except the President and the Chair of the Education Council, has one vote on the Board.
- (b) In accordance with the Act, the affirmative votes of a majority present at a Board meeting at which a quorum is present are sufficient to pass a resolution of the Board.
- (c) At all Board meetings, all motions shall be determined by the majority of votes of the members present and voting, except the following which require a two-thirds majority:
 - (i) Motions to limit debate;
 - (ii) Motions to postpone a decision; or
 - (iii) Withdrawal of a motion.
- (d) The Chair shall declare the result of all motions voted upon.
- (e) Members shall debate items fully but shall support the majority view once the result of the vote has been declared by the Chair.

(2.6) General Conduct

- (a) At all Board meetings, Robert's Rules of Order shall govern the procedure in all cases not specifically provided for by policy or by-law.
- (b) The Chair shall preside at all Board meetings. If the Chair is absent or unable to act, an acting Chair shall be appointed to preside at the Board meeting in the following order:
 - (i) the First Vice-Chair;
 - (ii) the Second Vice-Chair; or
 - (iii) a Board member, who is an appointed Board member under the Act, to be elected by the Board members present at the meeting.
- (c) Board members may participate in a Board meeting or any committee meeting by means of conference methods (ie Zoom) or other communication facilities by which all other participants in the meeting can communicate with each other. A Board member participating in accordance with this provision shall be deemed to be present at the meeting, shall be counted in the quorum, and shall be entitled to speak and vote at that meeting.
- (d) At the discretion of the Chair, the Board may hear presentations or answer questions from individuals or groups from the College community or the public. The rules governing individual and group presentations and questions are as follows:
 - a. any individual or group wishing to make a presentation or ask a question must make a written request to the Executive Assistant to the Board no fewer than 10 days before the date of the Board meeting;
 - b. the request should contain the name of the speaker, contact information, an outline of the topic and purpose of the presentation or details of the question the speaker intends to ask the Board;
 - c. where a topic has been addressed by the administration, a summary of the status or outcome should be included in the request;
 - d. in considering a request, the Chair shall not grant the request where:
 - 1. the topic falls outside the Board's jurisdiction;
 - 2. the topic is before a court or regulatory body (such as the Human Rights Tribunal, Labour Relations Board, Office of the Information and Privacy



- Commissioner); or
3. the presenter requests Board approval or endorsement, or is attempting to use the presentation to further a particular social or political viewpoint.
 - e. if a request is granted, the presentation and any written materials to be distributed to Board members should be provided to the Executive Assistant to the Board no less than 3 business days prior to the Board meeting;
 - f. a presentation or questions raised by an individual or group should be limited to 5 minutes, and may be extended at the discretion of the Chair;
 - g. at the discretion of the Chair, a speaker may be invited to comment on agenda items when such items are under discussion; and
 - h. if a request is not granted, the request submission may be entered as correspondence for the Board's consideration.
 - i. Any Board meeting may be adjourned to a specific time and place. Only items on the agenda of the meeting adjourned may be acted on at the adjourned meeting.

(2.7) Agenda:

- (a) The Executive Assistant to the Board, in consultation with the President and the Chair, shall prepare the agenda for each meeting of the Board and forward copies to Board members no less than 3 business days in advance of each meeting. Where possible, copies of supporting documentation and names of presenters should accompany the agenda.
- (b) The Chair shall call for approval of the agenda as an item of business of each Board meeting. Additions may be proposed by Board members and shall be added to the agenda if approved by the majority of Board members present.
- (c) No matter shall be discussed at a Board meeting unless it is included on the meeting agenda.
- (d) The order of agenda items shall be determined by the President in consultation with the Chair.

(2.8) Meeting Minutes:

- (a) All proceedings at Board meetings shall be recorded in meeting minutes. The minutes shall be brief and clearly record decisions taken and matters carried forward.
- (b) The minutes from all meetings shall be distributed to Board members prior to the meeting at which they are to be adopted.
- (c) The minutes of public meetings shall be adopted at the subsequent public Board meeting. The minutes of in-camera and special in-camera meetings shall be adopted at the subsequent in-camera and special in-camera Board meetings.
- (d) Once adopted, the Chair and the President, or the Chair and a Vice-Chair, shall sign the minutes. Only the Chair and a Vice-Chair sign minutes for special in-camera meetings.



Section 3: Actions of the Board

- (3.1) Unless required by the Act to be exercised by By-Law, the action of the Board on any matter shall be determined by resolution and recorded in the Board meeting minutes.
- (3.2) Official statements of the Board shall be made only by the Board Chair, the Vice-Chairs, and the President.
- (3.3) Written communications sent on behalf of the Board or a Board Committee shall be sent through the Office of the President or the Office of the Board of Governors and a copy of all Board communications shall be filed with the Executive Assistant to the Board of Governors.
- (3.4) To facilitate communications between meetings, Board members who have questions for College management or other Board members should direct their inquiries to the President or Executive Assistant to the Board of Governors.

Section 4: Amendment of By-Laws

- (4.1) By-Laws may be amended by resolution at any meeting of the Board by a simple majority vote, provided that written notice of the proposed amendment has been distributed to Board members prior to the date of the meeting.

Section 5: The Board as an Appeal Body

- (5.1) Pursuant to the Act, an employee who has been suspended by the President, or a student who has been suspended or disciplined by the President, has a right of appeal to the Board.
- (5.2) An employee or student who wishes to appeal the decision of the President must first exhaust all avenues of appeal within the College including all applicable policies (such as Policy F1004 - *Academic Conduct* applicable to students, Policy B3008 – *Human Rights* applicable to employees and students) before commencing a final appeal to the Board.
- (5.3) An employee governed by a collective agreement may appeal disciplinary action by filing a grievance under the applicable collective agreement.
- (5.4) If the President's decision is made pursuant to a College policy which contains an appeal process to the Board, those procedures shall govern.
- (5.5) If the President's decision is made pursuant to a College policy which **does not** contain an appeal process to the Board, the provisions outlined in Appendix A to this By-Law 201 (Appeal Process) shall apply.
- (5.6) To protect the privacy of the employee or student (and any other interested persons), any Board hearings or meetings shall be conducted in an in-camera session.



Section 6: Board Evaluation

- (6.1) The purpose of a Board evaluation is to examine the Board's overall effectiveness and to identify opportunities for improvement. The Board shall evaluate its effectiveness on an annual basis and the College community shall evaluate the Board's effectiveness every two years.
- (6.2) Board evaluation shall be conducted with the annual and biennial Board Evaluation Tools approved by the Board and data shall be collected from Board members, employees and students. The data collected shall evaluate the performance of the Board against the Board mandate, the responsibilities of the Board under the Act, and the goals established by the Board.

Section 7: New Board Member Orientation

- (7.1) Purpose: The purpose of new Board member orientation is to ensure that each new member has a clear understanding of the College's formal governance framework, its operations and working environment, its supporting committees and the Education Council, the expectations in respect of individual member performance, and an understanding of the College's main relationships, including government, key constituencies and other key stakeholders.
- (7.2) Orientation Components:
- (a) *Written/electronic materials*: On notification of Ministry appointment or successful election, a comprehensive set of written or electronic briefing materials shall be provided to all new members.
 - (b) *Orientation session*: Each new member is required to attend a new Board member orientation session which will be scheduled by the Executive Assistant to the Board of Governors as soon as possible after the new member's appointment takes effect. The orientation session shall be conducted by the Board Chair (or Vice-Chair) and the President.
 - (c) *College tour*: New members shall have an opportunity to tour the College campus and various departments, and an effort shall be made to schedule a tour immediately prior to or after the orientation session.
 - (d) *Ongoing professional development*: The Board is committed to ongoing professional development for its members. The Governance and Nominating Committee shall ensure ongoing professional development, including prioritizing areas of ongoing development for members.

Section 8: Honoraria

- (8.1) Once a Board member has satisfied the requirements in [By-Law 200 – Code of Conduct and Conflict of Interest](#), the College shall pay the qualifying Board member an honorarium in accordance with provincial remuneration guidelines.



Section 9: Insurance and Indemnification

- (9.1) The Act provides that a Board member or a person acting under the Act is not personally liable for a loss or damage suffered by a person because of anything done or omitted to be done in good faith in the exercise of a power given by the Act.
- (9.2) Under the University, College and Institute Protection Program, Board members are provided with insurance coverage against liability claims while performing their duties and responsibilities in good faith.
- (9.3) Where coverage pursuant to Part IV, Section 9.2 of this By-Law is not applicable, the College shall indemnify a Board member against all costs, charges and expenses, including an amount paid to settle an action or satisfy a demand or judgment, reasonably incurred by the Board member in respect of any civil, criminal, administrative, investigative or other proceeding in which the Board member is involved because of the Board member's duties or responsibilities to the College, so long as the Board member acted in good faith in the best interests of the College and except to the extent any such costs, charges or expenses are occasioned by the Board member's own wilful neglect or default.

Section 10: Board Member Resignation and Removal

- (10.1) An appointed Board member may only resign from the Board by providing notice in writing, addressed and delivered to the Minister of Advanced Education with a copy delivered to the President, and shall take effect on the date specified in the notice.
- (10.2) The President shall report all resignations not previously reported to the Board at the next regular Board meeting.
- (10.3) In accordance with the Act, a vacancy on the Board does not impair the authority of the Board to act.
- (10.4) In accordance with the Act, a Board member who has not attended 3 consecutive regular meetings is no longer a member of the Board unless excused by a resolution of the Board.



APPENDIX A**Appeal Process**

In situations where an employee or student has first exhausted all avenues of appeal within the College and wishes to commence a final appeal to the Board, and the President's decision is made pursuant to a College policy which **does not** contain an appeal process, the following provisions shall apply.

1. The employee or student must commence a final appeal to the Board in writing within 5 business days of the issuance of the President's decision.
2. At the time of commencement of the final appeal to the Board, the employee or student must:
 - (a) Identify the specific grounds for the appeal;
 - (b) Provide a chronological statement of the factual circumstances supporting the stated grounds for the appeal; and
 - (c) Enclose copies of all documents upon which the employee or student intends to rely.
3. Within 10 Business Days of receiving the employee's or student's appeal, the Board shall appoint an appeal committee of no fewer than three persons from the members of the Board, other than the President, to consider the appeal.
4. In making its decision, the Board should ensure that it obtains the following:
 - (a) A description of the process followed during the investigation;
 - (b) A summary of the facts found by the President;
 - (c) That the President provided the employee or student with the opportunity to address the facts in issue; and
 - (d) An explanation from the President as to why the President believes the particular discipline imposed is appropriate.
5. In response to the appeal, the Board may, in its discretion:
 - (a) Decline the appeal summarily on the basis the appeal would not substantially affect the previous decision;
 - (b) Request further written submissions;
 - (c) Render a decision based on the written submissions alone;
 - (d) Conduct a hearing to obtain submissions from interested persons; or
 - (e) Undertake any other steps the Board considers are appropriate to uphold the principles of fairness and due process.
6. The Board's decision shall be on the basis of a majority vote of the members of the appeal committee and shall normally provide written reasons for its decision within 60 days of the commencement of the appeal.

