

ENACTED:

**GENERAL BY-LAWS
of
New Brunswick Community College**

WHEREAS the Governors of New Brunswick Community College (the “College”) deem it advisable to pass general by-laws for the regulation of the College’s affairs.

NOW THEREFORE BE IT ENACTED and it is hereby enacted as follows:

1. HEAD OFFICE AND BRANCH OFFICES

1.1. The head office of the College shall be at the City of Fredericton in the County of York and Province of New Brunswick. The College may establish such other offices or places of business within New Brunswick as the Board may from time to time determine.

2. FISCAL YEAR

2.1. The fiscal year of the College shall terminate on the 31st day of March in each year.

3. CORPORATE SEAL

3.1. The corporate seal of the College shall have inscribed thereon the name of the College and the year of its incorporation. It is as shown on the impression on the margin hereof.

3.2. The corporate seal shall not be used except under the signature of the officer or officers authorized to sign documents under the provisions of these by-laws.

3.3. The corporate seal, when not in use, shall be kept at the Head Office of the College and in the custody of the President or designate. Duplicate seals are authorized to be kept and used at each campus.

BOARD OF GOVERNORS

4. NUMBER AND POWERS

4.1. The affairs of the College shall be managed by a Board of not fewer than nine (9) and not more than fifteen (15) Governors who may exercise all powers and do all acts and things which may be exercised or done by the College in accordance with the provisions of the *New Brunswick Community Colleges Act* (the “Act”).

5. VACANCIES ON BOARD

5.1. In case of a vacancy occurring on the Board for any cause or reason, the vacancy shall be filled pursuant to the provisions contained in the Act.

6. TERM OF OFFICE

6.1. Each Governor’s term of office shall be for a period not exceeding three years, except for the student member whose term of office shall not exceed two years. Governors shall remain in office notwithstanding the expiry of their term until they resign, are reappointed or replaced.

6.2. Governors may not be appointed for more than two consecutive terms.

7. VACATION OF OFFICE

- 7.1. The office of a Governor shall be vacated:
- 7.1.1. if a resignation of office is received by notice in writing to the Board Chair; or
 - 7.1.2. if a Governor is removed from office pursuant to the provisions contained in the Act; or
 - 7.1.3. if a Governor's term expires and they are not re-elected or reappointed.
- 7.2. On the recommendation of the Board the Lieutenant-Governor in Council (LGIC) may revoke the appointment of a member of the Board for cause.

8. APPOINTMENT

- 8.1. The Board shall consist of persons nominated by the following persons or entities and appointed by the LGIC:
- 8.1.1. 3 to 6 members nominated by the Board;
 - 8.1.2. 3 to 6 members nominated by the Minister of Post-Secondary Education, Training and Labour;
 - 8.1.3. one representative of the academic staff of the College, nominated by the academic staff;
 - 8.1.4. one representative of the non-academic staff of the College, nominated by the non-academic staff; and
 - 8.1.5. one representative of the students of the College, nominated by the students.

9. VALIDITY OF ACTS OF GOVERNORS

- 9.1. All acts done bona fide by any meeting of the Board or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of such Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

10. CONFLICT OF INTEREST

- 10.1. Each Governor shall faithfully discharge their duties and shall advise the Board of any matter that might reasonably constitute a conflict of interest between the duties of the Governor and any other interest or obligation. A Governor shall not participate in any discussions, deliberations or vote in relation to a matter of which that member has a conflict of interest. Each Governor shall conduct himself or herself with honesty, good faith, a sense of fairness and personal integrity and shall disclose any possible conflict of interest to the Board in a timely fashion. Following the disclosure to the Chair of a conflict of interest, the Governor with the declared conflict shall not attend or be involved in any Board discussion that may give rise to the conflict and the Governor with the declared conflict shall abstain from any vote of the Board on the issues.
- 10.2. The Board will adopt a conflict of interest policy to provide further guidance to Governors.

11. REMUNERATION OF GOVERNORS

- 11.1. Remuneration paid to the Governors of the College, including payment of reasonable expenses incurred in the performance of their duties, shall be stipulated in the College's By-laws and approved by the LGIC.
- 11.2. The Chair of the Board shall be paid a retainer of \$8,000 per annum, and be reimbursed for reasonable expenses.
- 11.3. The Vice-Chair of the Board shall be paid a retainer of \$2,000 per annum, and be reimbursed for reasonable expenses.
- 11.4. Each member of the Board shall be paid a per diem of \$250 for attending Board meetings, and be reimbursed for reasonable expenses.

12. INDEMNIFICATION AND LIABILITY

- 12.1. Every Board member or employee of the College, or former Board member or employee, and their heirs or legal representatives, shall be indemnified against all costs, charges and expenses incurred by them in relation to any action or other proceeding brought, or prosecuted against them, in connection with the duties of the person as a Board member or employee and with respect to all other costs, charges and expenses that they incur in connection with those duties, except costs, charges and expenses that are occasioned by that person's own willful neglect or willful default.
- 12.2. No Governor or officer of the College shall be liable:
 - 12.2.1. for the acts, neglects or defaults of any other Governor, officer or employee of the College;
 - 12.2.2. for joining in any act for conformity;
 - 12.2.3. for the loss, damage or expense happening to the College through the insufficiency, or deficiency of title to any property acquired by order of the Board for, or on behalf of, the College;
 - 12.2.4. for the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the College shall be placed out or invested;
 - 12.2.5. for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any money, securities or effects of the College shall be lodged or deposited; or
 - 12.2.6. for any other loss or damage whatsoever which may happen to the College in the execution of the duties of their respective office or in relation thereto;unless the same shall happen by or through their own willful neglect or default.

13. GOVERNANCE POLICIES

- 13.1. The Board may approve governance policies to promote the effective and efficient functioning of the Board and to provide broad direction to the College as a framework for organizational decision-making and the development and approval of operational policies/procedures.
 - 13.1.1. "**Governance policies**" are defined as policies that (a) guide the Board's process for carrying out its work, or (b) provide broad directional statements from the Board

that define desired outcomes and key principles for the College in areas related to the Board's major stewardship responsibilities.

13.1.2. **“Operational policies”** are policies that describe the process and parameters for how the organization operationalizes or carries out its work. They guide day-to-day activities within the College. The President has the delegated authority to approve operational policies; they must, however, be consistent with applicable legislation, regulations, the General By-laws of the College and the Board's governance policies.

13.1.3. **“Operational procedures”** are step-by-step instructions regarding how an operational policy will be implemented. They supplement and are directly related to operational policies.

14. **CHAIRPERSON AND VICE-CHAIRPERSON OF THE BOARD**

14.1. The Board shall elect a Chair and Vice-Chair each year from the current complement of external members; such Chair or Vice-Chair shall preside at all meetings of the Governors. The Chair shall possess and may exercise such powers and fulfill such duties as the Board may by resolution or policy determine.

14.2. The Chair shall preside at meetings of the Board. The Chair shall sign such contracts, documents or instruments in writing requiring the Chair's signature and shall have such other powers and duties as may from time to time be assigned the Chair by resolution or policy of the Board.

14.3. The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or disability or refusal to act of the Chair. The Vice-Chair shall have also such other powers and duties as may from time to time be assigned to the Vice-Chair by the Board. When presiding at meetings of the Board the Vice-Chair shall have a second or casting vote in addition to their original vote.

15. **MEETINGS**

15.1. Meetings of the Board may be held at an NBCC location or elsewhere in New Brunswick as the Governors may from time to time determine. Board meetings shall be held at a minimum of four (4) times a year and as required thereafter. Meetings of the Board or its Committees may be held by telephone, video or internet conferencing.

16. **CONVENING**

16.1. The Chair, or in the Chair's absence the Vice-Chair, or any four (4) governors may at any time convene a meeting of the Board.

17. **NOTICE**

17.1. Notice of a meeting of the Board shall be communicated to each Governor at least seven (7) clear days before the meeting is to take place. Meetings of the Board may be held at any time without formal notice if all Governors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

18. **QUORUM**

18.1. A majority of the members of the Board, one of whom shall be the Chair or Vice-Chair, shall form a quorum for the transaction of business at any meeting of the Governors of the College.

19. ADJOURNMENT

- 19.1. If less than a quorum shall be in attendance at the time for which any meeting of the Board shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding such meeting, be adjourned by the Governors present for a period of up to one (1) week at any one time without any notice other than by announcement at the meeting until a quorum shall attend.
- 19.2. Any meeting of the Board at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

20. VOTING

- 20.1. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chair in addition to the original vote shall have a second or casting vote.

OFFICERS OF THE COLLEGE**21. OFFICERS**

- 21.1. The officers of the College shall consist of a President and other officers as may be determined by the Board.
- 21.2. The Board will appoint the President for a five-year, renewable, term.
- 21.3. In the event that the office of the President shall be vacant, the Board shall have the power to appoint an interim or acting President.

22. REMUNERATION

- 22.1. The remuneration and benefits paid to the President will be competitive with the remuneration and benefits provided for similar work by fair and reasonable employers in relevant labour markets.
- 22.2. Remuneration including payment of reasonable expenses incurred in the performance of their duties shall be established by the Board and approved in accordance with the Act.

23. DUTIES MAY BE DELEGATED

- 23.1. In case of absence of the Chair, the Vice-Chair, or of any other officer of the College, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers of such officer to any other officer or any Governor of the College, provided that a majority of the Board concur therein.

24. DUTIES OF PRESIDENT

- 24.1. The President shall be Chief Executive Officer of the College, and as such shall:
- 24.1.1. be charged with the general direction, supervision and control of the business of the College;
 - 24.1.2. sign all instruments which require the President's signature;
 - 24.1.3. perform all duties incident to the President's office; and

24.1.4. have such powers and duties as may from time to time be assigned to the President by the Board.

24.2. The President of the College will be chosen through a competitive process that is managed by the Board.

25. PERSONNEL BY-LAW

25.1. Upon receiving the authority from the Board, the President may issue and amend Policies or Directives regarding the administration of the personnel for the College. Such Policies or Directives shall be based on:

25.1.1. the goal of attracting and retaining qualified, competent and positively engaged staff,

25.1.2. a comprehensive compensation philosophy that reflects the following principles: equitable, competitive, merit-based, strategic and affordable, and in accordance with sound human resource and business practices.

26. PURCHASING AUTHORITY

26.1. Upon receiving the authority from the Board and subject to the procurement policies of the College, officers, Governors or authorized employees of the College may purchase goods and services for the College.

27. VACANCIES IN OFFICES

27.1. If the office of Chair or Vice-Chair shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board shall appoint any person to fill such vacancy in accordance with the provisions of the Act.

COMMITTEES

28. GENERAL

28.1. The Board may establish committees that it considers necessary to support the Board in its work. The President may appoint an officer or staff member of the College to serve as an associate non-voting member to the committees. It shall be the responsibility of the chair of a committee to file minutes and/or committee reports with the Chair, which shall be available to Board members upon request.

28.2. The Board may establish standing or task committees for any purpose which it may deem proper and shall define the duties and powers of any committee so appointed. It shall appoint a Governor to serve as chair for each such committee and whose term of office shall be at the pleasure of the Board. The Board may appoint to any such committee any persons whether they are members of the Board.

28.3. At any meeting of a committee, a majority shall constitute a quorum.

28.4. The standing committees shall be composed of a minimum of three (3) members, including the chair of the committee, whose terms of office shall be for one year from the date of their appointments. The terms of reference for standing committees shall be approved by the Board, and shall include:

28.4.1. the overall purpose;

28.4.2. any specific directives defining goals and tasks;

- 28.4.3. the composition and terms of office for committee membership;
 - 28.4.4. the assignment of any officer or staff member as associate non-voting members;
 - 28.4.5. the preferred time and method for reporting.
- 28.5. Task committees may be established by approval of a motion at a Board meeting. Motions to establish task committees shall contain appropriate terms of reference, which shall include:
- 28.5.1. the overall purpose;
 - 28.5.2. any specific directives defining goals and tasks;
 - 28.5.3. the names of the chair and members of the task committee;
 - 28.5.4. the assignment of any officer or staff member as associate members;
 - 28.5.5. the time frame and method for reporting;
 - 28.5.6. the identification of time for dissolution of the committee.
- 28.6. The Chair shall appoint the chair and members of standing and task committees, subject to the approval of the Board. In making these appointments the Chair will take into consideration any interest expressed by a member of the Board to serve on a committee and the skill sets required by the committee, among other factors deemed relevant by the Chair.
- 28.7. A quorum for all committee meetings shall be a majority of the voting members of the committee.
29. **ATTORNEY OR AGENT**
- 29.1. The Board may appoint one or more attorneys or agents and may confer upon any one or more of such attorneys or agents all such powers of the College as may be legally conferred or delegated by the Board, and the Board shall not be responsible for any fault, negligence, improper act or exercise of judgment on the part of such attorneys or agents, nor for any lack of judgment in the selection of such attorneys or agents nor shall the governors be subject individually to any liability whatsoever in respect of any act, or failure to act, on the part of such attorneys or agents.
30. **AUDITOR**
- 30.1. The Board shall appoint an auditor for the purpose of auditing and verifying the accounts of the College for the then current year. The auditor shall not be a Governor or an officer of the College. The remuneration of the auditor shall be determined from time to time by the Board.

NOTICES

31. **SERVICE OF NOTICE**

- 31.1. Any notice may be served by the College upon any Governor either personally or by sending it electronically or using a registered mail service, addressed to such Governor at the address that appears in the books of the College.
- 31.2. With respect to every notice sent by a registered mail service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and mailed.

32. SIGNATURE TO NOTICE

32.1. The signature to any notice to be given by the College may be written, or partly written, stamped, typewritten or printed.

33. PROOF OF SERVICE

33.1. A certificate of a duly authorized officer of the College in office at the time of the making of the certificate, as to the facts in relation to the mailing or delivery of any notice to any Governor or officer, or publication of any notice, shall be conclusive evidence thereof and shall be binding on every Governor or officer of the College, as the case may be.

34. SIGNING OF CHEQUES, DRAFTS AND NOTES

34.1. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons, whether or not officers of the College, and in such manner, as the Board may from time to time designate.

35. EXECUTION OF DOCUMENTS

35.1. The Board of Governors shall have power from time to time by resolution to appoint any officer or officers on behalf of the College to sign contracts, documents and instruments in writing, and all contracts, documents and instruments in writing so signed shall be binding upon the College without any further authorization or formality.

36. INTERPRETATION

36.1. In these General By-laws and in all other by-laws of the College:

36.1.1. the singular shall include the plural and the plural shall include the singular;

36.1.2. "Board" means the Board of Governors of the College;

36.1.3. "person" shall include firm, syndicate, association, partnership or corporation; and

36.1.4. "Act" means the *New Brunswick Community Colleges Act*.

ENACTED by the Governors of the College on the June 15, 2023.

WITNESS the corporate seal of the College.



Lindsay Bowman
Board Chair



Jill Stairs
Vice-Chair