



BOARD GOVERNANCE BYLAW

VCC BYLAW:	G.2.0
APPROVED BY:	Board of Governors
APPROVED DATE:	February 7, 2018
LAST AMENDED:	June 30, 2021

1. PURPOSE / RATIONALE

The purpose of this bylaw is to clarify the role and responsibilities of the Board of Governors (the Board) in policy governance and decision making at Vancouver Community College (VCC or the College).

2. SCOPE / LIMITS

- a) This bylaw applies to the College's Board of Governors.
- b) The powers of the Board of Governors are defined by the College and Institute Act (the Act) and other laws of general application.

3. PRINCIPLES

- a) The Board has final responsibility for establishing policy that describes the institutional goals and establishes accountabilities.
- b) The Board will establish policies and make decisions that will ensure the financial health of the College.
- c) The Board will establish policies that determine how the Board will govern itself ethically.
- d) The Board will establish policies with respect to our relationships with our corporate, governmental and other communities.
- e) These policy decisions are ends rather than means and describe the values, strategic goals and priorities of the College.
- f) The Board cannot delegate these authorities, and must make policy decisions based on what is in the best interest of the College.
- g) The Board will appoint a President who will be the Chief Executive Officer (CEO) and who will be responsible for advising the Board on College activity and for implementing the goals and policies established by the Board. The CEO will be responsible for establishing a structure that will meet the Board's goals.
- h) The Board will establish a regular schedule of meetings that will remain flexible and will establish the committees it considers necessary to assist in the work of the Board. The committees of the Board will have the power to advise and make recommendations to the Board.

4. BOARD COMPOSITION

As per the College & Institution Act [S.9 (1), the Board is composed as follows:

- a) eight or more persons appointed by the Lieutenant Governor in Council;
- b) four elected Members: one faculty representative; one support staff representative; and two student representatives;
- c) the President (Ex-officio); and
- d) the Chair of the Education Council (Ex-officio).

All Board Members appointed by the Government should be independent of VCC; that is, free from any relationship that might interfere with the exercise of their independent judgment as a Board Member.

Elected Board Members are eligible as per VCC's Election Rules.

Each Board Member has a duty to act in the best interests of the College as a whole.

5. ROLES & RESPONSIBILITIES

5.1 Board Chair

The role of the Chair of the Board is to provide leadership to the Board and to:

- a) Chair the regular, in camera, and special meetings of the Board.
- b) Act on behalf of the Board in liaison and linkage with the CEO.
- c) Represent the Board at public events and College functions, or delegate.
- d) Act as the official spokesperson for the Board.
- e) Set the Board agenda.

5.2 Vice Chair

The Vice Chair will be an appointed Board Member, elected by the Board, for a one year term commencing from the date of election. The Vice Chair will assume the Chair's responsibilities in their absence and at the request of the Chair, support them with the responsibilities under 4.1.

5.3 Members of the Board

- a) Attend all meetings of the Board, and give sufficient notice when attendance is not possible.
- b) Serve on Board Standing Committees as requested.
- c) Attend special College functions (e.g. Convocation) representing the Board as requested by the Board Chair.
- d) Notify the Board Chair of any real, perceived or potential conflict of interest situations.
- e) Notify the Board of any changes to eligibility to remain a member of the Board.
- f) Ex-officio Board Members do not vote, but can present Motions for consideration.

5.4 President and Chief Executive Officer (CEO)

The role of the President and Chief Executive Officer is to provide leadership to the College, to represent the College within the community and to:

- a) Guide the development of policy options for the Board's consideration.
- b) Implement the policies of the Board.
- c) Develop an organizational structure and process that will enable the effective achievement of the Board's goals.
- d) Direct and guide the development of policy and procedures to manage the College.
- e) Subject to the direction of the Board, manage the property and assets of the College as its President and CEO, including the power to control and supervise access to and use of the property and those assets.
- f) And perform other duties as determined by the Board or as defined in the College and Institute Act.

5.5 Board Secretary

The Board Secretary will be an employee of VCC and shall be responsible directly to the Board and be responsible for the following duties:

- a) Preparing orders of business as directed by the Chair and/or Vice Chair; acting as Secretary as required at all meetings of the Board;
- b) Supervising the preparation of board meeting materials and minutes;
- c) Drafting briefing notes as directed by the Board and the President.
- d) Maintaining a permanent record of the activities of the Board including minutes of meetings of the Board and reports of any committee of the Board;
- e) Receiving, coordinating and directing communications between Board members and between the Board and any private, public or government agent or agency; and
- f) Carrying out such other duties as may be designated by the Board.

In the absence of the Secretary, the Chair and President shall name an Acting Secretary.

6. ELECTION OF THE CHAIR AND VICE-CHAIR

- a) The Board will annually elect a Chair and Vice-Chair. The College and Institute Act [S 9.1] states that the Chair must be elected from among the appointed Board members. The President will conduct the election of the Chair, who will then assume the position and conduct the election of remaining positions.
- b) The Chair and Vice-Chair will assume their position immediately upon the adjournment of the meeting.

7. ELECTION OF BOARD STANDING COMMITTEE/MEMBER

- a) The board will annually elect Board Standing Committee members.
- b) Each committee will elect its Chair.
- c) The Board may also elect Board members to to the Foundation Board and to Educational Council, as ex-officio members.

8. BOARD STANDING COMMITTEES

The Board shall establish Standing Committees as are necessary and advisable based on the recommendations of the Governance Committee.

The Board may from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects.

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) Finance and Audit Committee
- b) Governance Committee
- c) Human Resources Committee

Board Standing Committees meetings shall be held In Camera. All written materials and minutes from an In Camera meeting of a Board Standing Committee shall not be available for inspection by the public unless it has been released at a public session of a Board meeting.

Committee Chairs are responsible for:

- a) Working with the President or designate, to establish Committee meeting agendas;
- b) Chairing Committee meetings or when absent, designate a Chair; and
- c) Reporting back to the Board on Committee activities.

8.1 Finance and Audit Committee

The purpose of the Finance and Audit Committee is to assist the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls and risk management, and when required, to make recommendations to the full Board for approval.

8.2 Human Resources Committee

The purpose of the Human Resources Committee is to assist the Board in fulfilling its obligations relating to VCC's human resources issues, including President's evaluation and compensation, succession planning and significant human resources policies.

8.3 Governance Committee

The purpose of the Governance Committee is to develop and recommend VCC's approach to good governance and VCC's governance framework, support and oversee Board member recruitment, and to lead processes to support and evaluate the effectiveness of the Board, Committees and individual Board members.

9. PROCESS FOR SEEKING ADVICE FROM EDUCATION COUNCIL

The Chair of Education Council will provide advice from Education Council to the Board of Governors, as determined by the College and Institute Act [S.23] "Advisory role of the Education Council." Education Council establishes their own bylaws, which are accessible publicly on VCC.ca.

10. DEVELOPMENT OF GOVERNING POLICIES

10.1 Identification

While the Board does not delegate its responsibility for identifying and developing governing policies, it expects that the CEO and their staff (the "administration") will exercise the initiative in identifying and developing a policy framework and policy statements (principles) for the Board's consideration.

11. BOARD MEETINGS

- a) **Regular Meetings:** The College and Institute Act stipulates that the Board must hold a minimum of 4 regular meetings a year. The Board approves the annual meeting schedule in May.
- b) **Special Meetings:** Special Meetings may be called for the Board to address a particular matter. A minimum of 48 hours notice shall be given for a Special Meeting and if necessary, less notice, by majority decision of the Board.
- c) **Conduct of Board Meetings:** The Board meetings proceed according to the principles of Roberts Rules of Order. The Chairperson shall preside at all meetings of the College Board, or in the absence of the Chairperson, the Vice Chair presides. In the absence of both, some member of the Board appointed by the College Board shall preside.
- d) **Attendance:** The College and Institute Act stipulates an attendance requirement for members of the Board. ("Where a member of the board has not attended three consecutive regular meetings of the board, they shall no longer be a member of the board unless excused by a resolution of the board." [S.59.7])
- e) **Quorum:** As stated in the College and Institute Act ("A majority of the members holding office constitute a quorum at a meeting of the board. [S.59.2])
- f) **Majority:** As stated in the College and Institute Act ("The affirmative votes of a majority present at the meeting at which a quorum is present are sufficient to pass a resolution of the board." [s.59.3]).
- g) **Abstentions:** Abstentions have the effect of a negative vote (see majority above). If a member chooses to abstain, their abstention has the effect of casting a negative vote. Members who do not wish to affect a negative vote by their abstention, should absent themselves from the meeting during the vote.
- h) **Ex-officio Members:** Can present Motions for consideration, but do not have the right to a vote.
- i) **Non-Board Reports:** To be considered for inclusion with the agenda, reports must be received by the Board Chair 10 days before the Board meeting, c/o the Office of the Board. The Board Chair will determine if the report is appropriate for inclusion in the Board agenda. (This includes union and association reports.)

- j) **Agenda Delivery to the Board:** Agendas for the regular meetings of the Board of Governors will be forwarded to the Board no later than 5 days before the scheduled Board meeting.
- k) **Resource Staff:** Administrative staff will be expected to attend and participate as required.
- l) **Status of Observers:** The regular meeting of the Board will be open to the public. Observers may only be recognized at the discretion of the Chair. (Observers do not participate in the meeting of the Board unless invited to do so by the Board, through the Chair.)
- m) **Meeting Format:** Board members are expected to attend a meetings in-person, however, in the event this is not possible, they may participate by means of conference telephone/video 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. As required, confidentiality must be maintained in the choice of location for these meetings.
- n) **Meeting Framework:** Board business is managed by a 3 meeting framework: Open, Closed and In Camera:

- Open:** Board/VCC Management/Public: For non-confidential items.
- Closed:** Board/VCC Management: For confidential items, not appropriate for open session.
- In Camera:** Board only: Confidential matters

See Appendix A for examples of topics for discussion under board meeting framework.

12. BOARD EVALUATION

The Board Governance Committee will establish an evaluation process that will be completed by the Board annually. The purpose of a Board evaluation is to examine the Board’s overall effectiveness, identify opportunities for improvement and to provide data that will assist with ongoing board orientation and governance related professional development.

13. BOARD ORIENTATION

The Board Governance Committee will establish an orientation program for new Board members and an annual orientation that includes participation by all Board members. Ongoing orientation and governance related professional development will be conducted throughout the year.

14. BOARD MEMBER LIABILITY

14.1 Exclusion of Liability

Under the College and Institute Act [S.64] Board Members are protected against actions for damages in respect of any act or failure to act in the course of their duties, excepting acts of bad faith.

A member of a board or a person acting under this 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 this Act.

14.2 Liability Agreement

Under the University, College and Institute Protection Program, Board Members are provided with liability coverage, covering legal liability of Board Members arising from wrongful acts provided they are made in good faith. More information about the coverage is available from the Chief Financial Officer.

15. AMENDMENT OF BYLAWS

Bylaws 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.

16. RELATED LEGISLATION

College and Institute Act

17. RELATED POLICIES & PROCEDURES

Bylaw G.1.0 Board Conduct
Bylaw G.3.0 Board Honoraria and Expenses
Finance and Audit Committee Terms of Reference
Governance Committee Terms of Reference
Human Resources Committee Term of Reference
VCC Election Rules
Education Council Bylaw

APPENDIX A – OPEN, CLOSED AND IN CAMERA MEETING FRAMEWORK

- Below is a guide to topics for discussion under this framework. This list does not restrict the Board from adding/removing items. If the Board deem necessary, they will move items from one meeting format to another.
- Board members and management would not participate in discussion for matters where there's a conflict of interest.

OPEN	CLOSED	IN CAMERA
<p>PURPOSE: For discussion, information and approval of non-confidential items.</p> <p>ATTENDANCE: Board Members/VCC Management/Public</p>	<p>PURPOSE: For discussion, information and approval of confidential matters, not appropriate for the open session, at that time. To be communicated at a later open session.</p> <p>ATTENDANCE: Board Members/VCC Management</p>	<p>PURPOSE: For discussion, information and approval of confidential matters.</p> <p>ATTENDANCE: Board Members & other resources, as required.</p>
<p>MATTERS RELATING TO:</p>	<p>MATTERS RELATING TO:</p>	<p>MATTERS RELATING TO:</p>
<ul style="list-style-type: none"> Operating & Capital budgets 5-Year Capital Plan Institutional Accountability Plan & Report Audited Financial Statements Credentials (new, revised, discontinued, suspended) Tuition & Fees (new & revised) Policy (new & revised) 	<ul style="list-style-type: none"> Strategic Planning Procurement contracts Confidential audit matters Risk Management matters Safety, security or protection of College property Other matters deemed confidential or sensitive by the Board Annual Sexual Violence & Misconduct Report Other matters deemed appropriate for closed meeting. 	<ul style="list-style-type: none"> Litigation – potential or actual, concerning the College Acquisitions & dispositions, lease, sale or exchange of Real Estate Salaries, management performance, conditions of employment, labour relations, and collective bargaining Personnel issues <ul style="list-style-type: none"> Student, staff, employee suspension appeals conflict of interest President's evaluation, compensation & terms of employment. Internal board governance matters e.g. Board evaluation Other matters deemed confidential or sensitive by the Board