



BOARD OF GOVERNORS
GENERAL BYLAWS

**BOARD OF GOVERNORS
SOUTHERN ALBERTA INSTITUTE OF TECHNOLOGY
GENERAL BYLAWS**

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PREAMBLE:

The Board of Governors of the Southern Alberta Institute of Technology was established under the authority of the *Technical Institutes Act*, R.S.A. 2000 c.7-3, as amended, of the Province of Alberta (O.C. 406/82, March 31, 1982), now repealed and replaced by the *Post-secondary Learning Act*, S.A. 2003, c. P-19.5 (proclaimed in force as of March 18, 2004), (the "Act") which provides:

Board of Governors

- 43(1) The Lieutenant Governor in Council shall by order establish a board of governors for each comprehensive community college and polytechnic institute.
- 43(2) Each board is a corporation with the name given to it by the Lieutenant Governor in Council.

This Bylaw has been prepared pursuant to the Act, which provides in sections 60(1) and (2):

"The board of a public post-secondary institution shall:

- (a) manage and operate the public post-secondary institution in accordance with its mandate;
- (b) develop, manage and operate, alone or in co-operation with any person or organization, programs, services and facilities for the economic prosperity of Alberta and for the educational or cultural advancement of the people of Alberta;
- (c) establish admission requirements for students of the public post-secondary institution other than students in apprenticeship programs under the *Apprenticeship and Industry Training Act*, and
- (d) make and publish rules
 - (i) respecting the enrolment of students to take courses, programs of study or training provided by the board, and
 - (ii) governing the taking of courses, programs of study or training provided by the board.

Subject to section 58.6 of the Labour Relations Code the board of a public post-secondary institution other than Banff Centre may, after consulting with the academic staff association of the institution, and with any other bargaining agent representing employees of the institution affected by the designation or change in designation do one or more of the following:

- (a) designate categories of employees as academic staff members of the post-secondary institution;
- (b) designate individual employees as academic staff members of the post-secondary institution;
- (c) change a designation made under clause (a) or (b) or under section 5(2) or 42(2)."

ARTICLE 1.0 INTERPRETATION

1.1 In these Bylaws:

1.1.1 "**Act**" means the *Post-secondary Learning Act*, S.A. 2003, C.P. - 19.5, as may be amended from time to time;

1.1.2 "**Board**" means the Board of Governors of SAIT;

1.1.3 "**Bylaw**" means these Bylaws, as the same may be amended by the Board from time to time;

1.1.4 "**Chair**" means the position of Chair of the Board, appointed pursuant to subsection 44(1)(a) of the Act;

1.1.5 "**Committee**" means a Special Committee, a Standing Committee or other Committee of the Board appointed by the Board;

"Conflict of Interest"

"A situation in which a member of the SAIT community has a private interest sufficient to influence, to appear to influence, or to potentially influence the objective exercise of that individual's duties in SAIT's best interests, or a situation in which that individual directly or indirectly competes with or aids another to compete with SAIT or to engage in a business or practice contrary to SAIT's interest, goals, objectives or business".

- (a) a person has an interest of a material nature in a transaction, contract, agreement or arrangement with the Institute, existing or proposed, by which the Member might benefit or be affected, directly or indirectly, whether personally, or through an organization (as above defined) and/or;
- (b) a Member's personal, financial or corporate or other organizational duties do or may reasonably be seen to influence the discharge of the Member's obligations as a Member of the Board; or
- (c) any other circumstances which the Board decides is, or would be, a conflict of interest, whether the conflict is actual, potential or perceived.

In addition and as clarification of the foregoing, a Conflict of Interest will exist as to internal Members when discussions or decision take place:

- (d) directly affecting a specific educational program in which a Member, whether a student or a member of the faculty or support staff, or a person related to any Member, is, or is expected to become, enrolled or employed;

- (e) relating to any labour negotiations, grievances or other labour relations or activities involving faculty or support staff members, a person who is related to a Member who holds, or is expected to hold, a faculty or support staff position, or a person who is related to a Member who holds a position at any other institution or other organization who could reasonably be perceived to gain a benefit from information disclosed on these matters.
- 1.1.6 "**Consent Agenda**" means an agenda of non-substantive matters brought before a Board meeting for approval in a single motion by a single resolution;
- 1.1.7 "**Corporate Seal**" shall mean the corporate seal of SAIT;
- 1.1.8 "**Guidelines**" means the Guidelines for Boards of Governors, referencing the Act, issued by the Minister as of March 23, 2005, as amended;
- 1.1.9 "**Institute Year**" means the period from July 1 of any calendar year to June 30 of the next calendar year, both inclusive;
- 1.1.10 "**Lieutenant Governor-in-Council**" means the Alberta Lieutenant Governor-in-Council;
- 1.1.11 "**Member**" means a member of the Board as appointed pursuant to Section 44 of the Act;
- 1.1.12 "**Minister**" means the Minister determined under Section 16 of the *Government Organization Act* (RSA 2000, c G-10) as the Minister responsible for the *Post-secondary Learning Act*;
- 1.1.13 "**President and CEO**" means the President and CEO of SAIT;
- 1.1.14 "**Previous Contracts**" means contractual documents or instruments in writing to which SAIT is a party;
- 1.1.15 "**SAIT**" or "**Institute**" means the corporation established as the Board of Governors of the Southern Alberta Institute of Technology pursuant to the *Technical Institutes Act* and continued pursuant to the *Post-secondary Learning Act*;
- 1.1.16 "**Senior Management**" means the President and CEO, officers and other senior members of SAIT's management;
- 1.1.17 "**Special Committees**" means those Committees or Work Teams appointed by the Board with specific duties and responsibilities of a non-recurrent nature, whose powers will expire with the completion of the tasks assigned, and that may include in their membership one or more persons who are not Members, provided that every special committee is comprised of a majority of members;

- 1.1.18 "**Standing Committees**" means those Committees appointed by the Board whose duties will normally be of a lengthy duration or recurrent and whose membership consists entirely of Members;
- 1.1.19 "**Working Session**" shall mean an informal session of Members or of any Committee convened for the purpose of reviewing and debating issues that may thereafter be considered at any formal meeting of the Board or said Committee, Special Committee or Standing Committee.

ARTICLE 2.0 PRECEDENCE

In the event of conflict between this Bylaw or any resolution of the Board and the Act or any regulations thereunder the provisions of the Act or any regulations thereunder shall govern.

ARTICLE 3.0 DUTIES AND OBLIGATIONS OF BOARD MEMBERS

3.1 The Board, subject to the provisions of the Act, shall manage and operate the Institute in accordance with its mandate, provided the Board shall delegate day-to-day supervisory operational, management and administrative duties to the President and CEO who, in turn, may delegate any of his or her functions including the power of sub-delegation, to officers and employees of SAIT.

3.2 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 does not pertain to the mandate of SAIT.

3.3 The Board shall determine and periodically review the mandate and the policies of SAIT and approve for submission to the Minister the courses or programs of instruction or training recommended by Senior Management in accordance with the Act.

3.4 Each year, the Board shall prepare and approve, for submission to the Minister:

3.4.1 a Comprehensive Institutional Plan, including a business plan and budgets, in accordance with section 78 of the Act; and

3.4.2 an annual report, including audited financial statements for the preceding fiscal year, in accordance with Section 79 (1) (a) (b) and Section 79 (2) of the Act.

Unless the approval of the Minister has been obtained to do so, the budget referred to in Article 3.4.1 may not contain consolidated operating expenses that exceed consolidated operating revenue.

3.5 Every Member, in exercising the Member's powers and discharging the Member's duties, shall:

3.5.1 act honestly and in good faith with a view to the best interests of SAIT; and

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

3.6 Every Member shall:

3.6.1 become knowledgeable about, and conduct himself or herself in accordance with, the responsibilities and expectations outlined in the Act, the Bylaws, the Guidelines and such other policies, guidelines and procedures as the Board from time to time may adopt;

3.6.2 become informed of institutional and system-wide educational developments and issues;

3.6.3 prepare for and attend regular and special meetings of the Board;

- 3.6.4 serve on Standing Committees and ad hoc Committees as appropriate;
and
- 3.6.5 perform such additional activities as required under the Act or as are necessary and ancillary to its functions pursuant to the Act or the Bylaws, including such activities as the Board may specify and delegate.

Refer to "Board Members' Terms of Reference", as reconfirmed by the Board annually, for detailed role of Board Members.

ARTICLE 4.0 DUTIES OF THE CHAIR OF THE BOARD

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

4.1.1 preside over regular and special meetings of the Board;

4.1.2 act as the official spokesperson of the Board.

4.1.3 serve as the signing officer of the Board on all matters related to contracts and other legal obligations undertaken by the Board;

4.1.4 represent the Board at all official functions sponsored by the Board, and at all functions at which the Board is to be formally represented, except as the Chair may designate otherwise;

4.1.5 assume such other duties and responsibilities as are assigned by this Bylaw or by the Board; and

4.1.6 assume additional duties and responsibilities as circumstances and the needs of the Institute dictate.

Refer to "Board Chair Terms of Reference", as reconfirmed by the Board annually, for detailed role of Board Chair.

ARTICLE 5.0 VICE-CHAIR

- 5.1 The Board, based on the recommendation of the Chair, shall appoint one of its Public Members as Vice-Chair for the period designated by the Board Chair (which shall be no greater than such public Member's term of office as a Member), such appointment to be subject to approval of the remaining Members.
- 5.2 In addition to his or her obligations as a Member, the Vice-Chair shall carry out all responsibilities of the Chair in the event of the absence of the Chair or the inability of the Chair to act.
- 5.3 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.
- 5.4 An Acting Chair, in addition to obligations as a Member, shall act with the powers normally exercised by the Chair for the specific meeting, event or purpose for which such person was appointed.

ARTICLE 6.0 CHANNEL OF COMMUNICATION

- 6.1 The official channel of communication on all matters for consideration by the Board shall be through the President and CEO who shall bring all such matters to the attention of the Chair for proposed inclusion, subject to Article 7.0 of these Bylaws, in the agenda of the Board's next regular meeting.
- 6.2 Any person may petition the Board on matters under its jurisdiction by submitting to the President and CEO a written brief which shall be considered, subject to Article 7.0 of these Bylaws, at the next regular meeting of the Board.
- 6.3 Only Members may participate in the Board discussions at any meeting of the Board or at any closed Committee meeting (other than a meeting of a Special Committee comprised in whole or part by persons who are not Members).
- 6.4 If any person or group requests an opportunity to make a presentation to the Board or to a Committee, the President and CEO shall take steps to ensure that such person or group makes the request in writing and that the request must include a statement of the reasons for the request, and a summary of the content of the proposed presentation. Such written request, when received, shall be filed with the President and CEO who will inform the Chair of such request. The Chair shall decide whether a person or group may make a presentation at a Board meeting or a Committee meeting and, if so, shall determine the time, date, place and length of such presentation.
- 6.5 Subject to Article 5.3 and 54 or as explicitly set forth in a Board policy, the Chair is the only Member authorized to represent the Board to the public.

Accordingly:

- 6.5.1 Members shall not intervene in day-to-day management, operational or administrative affairs of the Institute. If concerns are conveyed to any Member, it is the responsibility of that Member to convey those concerns to the President and CEO and/or Chair.

ARTICLE 7.0 PREPARATION OF THE AGENDA

- 7.1 The preparation of the agenda for any meeting of the Board shall be the responsibility of the Chair in consultation with the President and CEO, and in accordance with the requirements of the Act.
- 7.2 An item to be considered by the Board, together with supporting material, shall be delivered to the President and CEO not less than 10 days prior to the date of the meeting; failing which any such item, unless determined otherwise by the Chair in consultation with the President and CEO, will be included in the agenda of the succeeding regular meeting.
- 7.3 A proposed agenda, with supporting material, shall be mailed or otherwise delivered to all Members, when possible, at least 4 days prior to the applicable Board meeting.
- 7.4 The agenda shall be accepted by resolution at the commencement of each Board meeting subject to the Board resolving to add to or delete items from the agenda or to modify the agenda. During a meeting, the agenda may be modified by resolution.
- 7.5 To ensure that the Board has sufficient time at its meetings to deal with substantial and material SAIT related issues, minor or non-controversial Board matters may appear on a Consent Agenda or will be shared with the Board for information purposes only.

ARTICLE 8.0 MEETINGS

8.1 Rules of Order

8.1.1 All public meetings of the Board shall be conducted in accordance with Robert's Rules of Order unless and until the Board, by resolution, adopts a modified or different set of rules of order for its meetings.

8.1.2 Rules of conduct of private meetings or Working Sessions shall be on such basis as the Chair may direct during such meeting or Working Session and shall generally be informal sessions unless the Chair deems that all or any portion of a private meeting or Working Session is required to be conducted on the basis of Robert's Rules of Order, or such other modified or different set of rules of order as the Board from time to time may adopt.

8.2 Regular Meetings

8.2.1 Regular meetings of the Board for each Institute Year shall be held on days, at times, and at places established at or prior to the September meeting of the Board in each Institute Year, provided always that such dates and times may be changed by resolution of the Board.

8.2.2 By the completion of the second regular meeting in any Institute Year, the Board shall have organized its schedule, established its Committees and planned its affairs for that Institute Year.

8.2.3 Any member of the public may attend the non-confidential portion of the Board meetings as an observer, subject to the limitation of space and good conduct, as determined in the sole discretion of the Chair.

8.2.4 No observer shall be permitted to address such meeting, except with the permission of the Chair in accordance with Article 6.4.

8.2.5 At the sole determination of the Chair of a meeting, a member of the public may be expelled from a Board meeting for conduct that unduly disrupts or interferes with the business of the meeting.

8.3 Special Meetings

8.3.1 Special meetings of the Board shall be at the call of the Chair or upon the written request of at least 6 Members. The provision of Articles 8.2.3 through 8.2.5, inclusive, shall apply to special meetings.

8.4 Closed Meetings

8.4.1 The Board or a Committee may hold a meeting or any portion of a meeting in the absence of the public upon the determination by the Board that a closed meeting is appropriate, as per the requirements of Section 18 (1) of the Freedom of Information and Protection of Privacy Regulation (196/2008)

8.4.2 Items intended for closed meetings shall be explicitly identified on a separate Board agenda, which must be accepted by a resolution of Members at the commencement of the closed meeting.

8.4.3 Minutes of a closed meeting shall be kept separately and made available for scrutiny only to Members and to anyone who may be authorized by the Chair to see such minutes. Subject to maintaining the appropriate confidentiality measures, a report of the matters dealt with at a closed meeting may be included in the minutes of the next regular meeting of the Board and the contents of such report shall be determined by the Chair.

8.5 Working Sessions

8.5.1 The Chair, upon at least 10 days prior written notice, may request that Members be present for a Working Session, which shall not be considered to be a meeting, but shall be an informal session for the purpose of reviewing information, reports and to debate issues without passing a resolution with respect to any matter. Working Sessions may also be held by Committees upon such notice as each Committee may respectively agree upon.

8.5.2 If decisions are made at a Working Session, the decision shall not be effective or implemented until they are passed by resolution of the Members at a meeting of the Board held in accordance with Articles 8.2, 8.3 or 8.4 of these Bylaws.

8.5.3 No minutes are required to be kept with respect to Working Sessions.

8.5.4 A Working Session may be held at any time.

8.5.5 Working Sessions will be closed meetings unless the Board, by resolution, determines otherwise.

8.5.6 Any person who is not a Member may attend a Working Session with approval of the Chair. Members may attend a Working Session in accordance with Article 19.6.

8.6 Meetings by Telephone, etc.

8.6.1 Members may participate in, and shall be deemed present at, meetings by telephone or other communication facilities which permit all participants to hear each other. In that circumstance such Members are deemed to be present and are counted to determine the presence of a quorum.

8.7 Record of Meetings

8.7.1 The Board, from time to time, shall appoint such person as it deems appropriate to act as Secretary to the Board. The Secretary shall be responsible for the records, minutes and correspondence of the Board.

- 8.7.2 The minutes of all meetings of the Board shall record all motions made and their respective disposition and shall note all reports received.
 - 8.7.3 In addition to preparing the minutes of meetings, the Secretary shall, if directed by the Board to do so, prepare a memorandum of a meeting of the "Board in Committee" as a summary of discussions.
 - 8.7.4 Draft minutes of each regular meeting shall be distributed to all Members in the agenda package for the next regular meeting.
 - 8.7.5 Subject to Article 8.6, minutes of a regular meeting not held in Committee shall be approved (as corrected, if necessary) at the next following regular meeting of the Board.
 - 8.7.6 Approved Board minutes of a public nature shall be available to the public online and at such other places as the Board from time to time shall determine.
 - 8.7.7 Minutes of a regular meeting shall be signed, as approved, by the Chair of the meeting and by the President and CEO or, if the President and CEO is not present at the meeting in question, by another Member who is present.
 - 8.7.8 The Chair shall have the authority to determine what minutes of the Board or any of its Committees shall be made available to a Member or any other person making a request for such minutes. However, the Chair shall report all decisions made with respect to any such request at the next meeting of the Board.
- 8.8 Confidentiality at Closed Meetings and Working Sessions
- 8.8.1 Any Member attending a closed meeting or a Working Session shall be deemed by his or her attendance at the closed meeting or Working Session to have undertaken to respect the confidentiality of the business transacted at the closed meeting or Working Session 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 a person present at the closed meeting or Working Session), anything touching or concerning any matter or decision discussed or made at such closed meeting or Working Session.
 - 8.8.2 At the commencement of every closed meeting, the Chair of the meeting, before any business comes before the meeting, shall bring this Article to the attention of all present. A failure of the Chair to comply with this Article shall not affect the Members' obligations under Article 8.8.1.

8.8.3 Any employee of the Institute or any member of the public who attends any closed meeting shall be informed of the confidentiality requirements set forth in Article 8.8.1 and shall be considered by his or her attendance at such meeting to have consented to be bound by the provisions of that Article in the same manner as if he or she were a Member, except in the communication of information as required to execute any Board or Committee decision.

8.9 Destruction of Documents

Board Members are responsible for maintaining confidentiality of the proceedings of closed meetings and Working Sessions and for ensuring the security of confidential information and documents. The Secretary to the Board will arrange for proper destruction or storage of confidential material.

ARTICLE 9.0 RULES OF CONDUCT FOR MEMBERS

- 9.1 Subject to Article 5.3, the Chair, or in his or her absence, the Vice-Chair shall preside over the conduct of the meetings and:
- 9.1.1 shall maintain order and preserve decorum of the meeting;
 - 9.1.2 shall decide points of order without debate or comment other than to state the rule governing;
 - 9.1.3 shall determine which Member has a right to speak;
 - 9.1.4 shall ascertain that all Members who wish to speak on a motion have spoken thereon and that the Members are ready to vote;
 - 9.1.5 shall rule when a motion is out of order; and
 - 9.1.6 may call a Member to order.
- 9.2 As stated in Article 3.5, every Member, in exercising the Member's powers and discharging the Member's duties, shall:
- 9.2.1 act honestly and in good faith with a view to the best interests of SAIT; and
 - 9.2.2 exercise the care, diligence and skill that a person of the Member's knowledge and expertise would exercise in comparable circumstances.
- 9.3 Every member who has a Conflict of Interest, shall disclose in writing to SAIT or request to have entered in the minutes of meetings of Members, the nature and extent of the Member's interest or conflict. In the event an individual Member does not declare a Conflict of Interest and another Member challenges the Member, the Chair shall call for a vote of the Board to be taken and the outcome shall be binding on all Members. In the event that the vote determines that the Member is in a Conflict of Interest or the Member declares that he or she has a Conflict of Interest, the Member may make a statement regarding his or her interest in the matter but shall refrain from the discussion of or voting on such matter and shall leave the meeting during the time that such matter is being dealt with and shall not discuss the matter during the Board Meeting, unless invited to do so by resolution of the Board.
- 9.4 The disclosure required by Article 9.3 shall be made:
- 9.4.1 at a meeting at which a proposed contract or Conflict of Interest is first considered;
 - 9.4.2 if the Member was not then interested in a proposed contract or in a Conflict of Interest, at the first meeting after the Member becomes interested or in a Conflict of Interest;

- 9.4.3 if the Member becomes interested after a contract is made or a Conflict of Interest occurs, at the first meeting thereafter, or
- 9.4.4 if a person who is interested in a contract or in a Conflict of Interest later becomes a Member, at the first meeting after he/she becomes a Member.
- 9.5 No Member shall vote on a matter in which the Member is in a Conflict of Interest; however, Members may vote on any resolution to approve a contract which is:
 - 9.5.1 one relating primarily to the Member's remuneration as a Member;
 - 9.5.2 one relating primarily to the compensation paid by SAIT to the Member as an employee of SAIT or to a group of employees of SAIT of which the Member belongs; or
 - 9.5.3 one for indemnity or insurance of a Member.
- 9.6 As further clarification:
 - 9.6.1 Members nominated by SAIT's Student Association (SAITSA) and SAIT's employee constituent groups (SAFA, AUPE) may discuss and vote on matters involving students, faculty and non-academic staff members;
 - 9.6.2 No Member shall be in a Conflict of Interest on any matter pertaining to the setting of tuition or other fees to be charged by SAIT for programs, services or goods; and
 - 9.6.3 Notwithstanding the foregoing, no Member shall participate directly or indirectly in the formulation or development of strategy, tactics or practices on behalf of any of SAIT's employee groups with respect to compensation or other contractual matters vis-à-vis SAIT and any of its employee compensation groups and no Member shall participate, directly or indirectly, on behalf of any such group in the presentation of a position to, or negotiations with SAIT, which respect to such matters.
- 9.7 Where doubt exists as to whether a Member has an interest in a material contract or a proposed material contract or is otherwise in a position of Conflict of Interest, the Board, on the request of any Member, shall determine the question.
- 9.8 For the purposes of this Article, a general notice to the Members by a Member disclosing that the Member is a director, officer, partner or associate of or has a material interest or relationship with any person, company, corporation, partnership, venture or other entity, whether incorporated or not, and is interested in any contract made therewith, is a sufficient declaration of Conflict of Interest or interest in relation to any contract so made.
- 9.9 A Member interested in a contract may be counted to determine the presence of a quorum at a meeting of Members that authorized the contract if the Member disclosed the Member's interest in accordance with the above provision.

- 9.10 A contract between SAIT and any one or more third parties is not invalid by reason of the failure of a Member of the Board to observe the provisions of this Article 9.0.
- 9.11 In the event that a Member breaches his or her obligations pursuant to this Article 9.0, the provisions of Article 14.8 shall apply.

ARTICLE 10.0 VOTING PROCEDURE

- 10.1 Each motion, unless otherwise provided in this Bylaw, shall be decided by a majority vote of Members present, provided there is a quorum present at the meeting. The Chair shall not have a second or casting vote.
- 10.2 In case of an equality of votes, the motion shall not be carried or adopted.
- 10.3 A motion may be presented to Members by email or other electronic means and shall be decided by a majority of Members. The Chair shall not have a second or casting vote.
- 10.4 On every motion, every 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.
- 10.5 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 or verbally shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 10.6 On any question proposed for consideration at a meeting of Members, and whether or not a show of hands or verbal vote has been taken thereon, 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. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member present and entitled to vote thereon shall be entitled to one vote, and the result of the ballot so taken shall be the decision of the Members upon the said question.
- 10.7 Any Member may require a recorded vote on any question and, in such case, the Secretary shall record in the minutes the name of each Member voting for or against the issue or abstaining on the issue.
- 10.8 No proxy votes shall be allowed.
- 10.9 Notwithstanding Article 11.5, a resolution in writing signed by all Members entitled to vote on that resolution at a meeting of Members or a Committee of Members is as valid as if it had been passed at a duly convened meeting of Members or a Committee thereof.

ARTICLE 11.0 QUORUM

- 11.1 A majority of persons holding office from time to time as Members constitutes a quorum of the Board.
- 11.2 As long as there is a quorum of the Board,
- 11.2.1 the Board is deemed to be properly constituted notwithstanding that there are any vacancies on the Board; and
- 11.2.2 any resolution or bylaw passed by a majority of the Members present at a meeting of the Board at which a quorum is present binds all the Members of the board.
- 11.3 A quorum at any meeting of a Committee of the Board shall consist of the majority of the Committee members. Except for the Executive Committee, the Chair and President and CEO are ex-officio members of all Committees but are not counted in establishing a Committee's quorum and have no voting rights.
- 11.4 Board members who attend a Committee meeting, of which they are not a member, can participate in the Committee's debate and discussions but do not vote and are not counted in establishing a Committee's quorum.
- 11.5 Subject to Article 10.9, no resolution of the Board or of a Committee is valid unless it is adopted at a duly constituted meeting of the Board or of the respective Committee at which a quorum is present at the time the resolution is passed.

ARTICLE 12.0 AMENDMENTS TO BYLAWS

- 12.1 These Bylaws shall not be amended, repealed or adopted (collectively an "Amendment") except after notice to Members has been given setting out the proposed Amendment(s) together with reasons therefor, and has been adopted in the manner set out in Article 12.3.
- 12.2 A written copy of any proposed Amendment shall be submitted to each Member at least one week prior to the first reading of the proposed Amendment.
- 12.3 Every Amendment shall have a reading at a meeting of the Board and adopted by the majority of the Board as long as a majority is present.
- 12.4 Bylaws and Amendments shall be signed, when passed, by the Chair and the President and CEO.

ARTICLE 13.0 REMUNERATION AND EXPENSES OF BOARD MEMBERS

- 13.1 Except for the President and CEO, Members may be entitled to honoraria for the performance of their duties as Members of the Board. The amount of honoraria shall be at the discretion of the Board.
- 13.2 Members shall be paid or reimbursed reasonable and appropriate travelling and living expenses when absent from their ordinary places of residence in the course of their duties as Members, at the rates prescribed by the Board as identified in the Institute's Expenses Policy/Procedures. Any disagreements in such matters shall be resolved by the Committee of the Board to which the Board has assigned such responsibility, failing which, by the Chair.

ARTICLE 14.0 TERMS OF OFFICE AND VACANCY

14.1 Subject to sections 52(4), 56, 57, 81(2) and 101 of the Act, as the same may be amended from time to time, and subject to Articles 14.5 and 14.8 of these Bylaws, a person appointed as a Member:

14.1.1 holds office for a term not exceeding 3 years as prescribed in the appointment, and

14.1.2 continues to hold office after the expiry of the person's term of office until the person is reappointed, the person's successor is appointed or a period of 3 months has elapsed, whichever occurs first.

14.2 An appointed Member is eligible for reappointment for a 2nd term but not for a further term until a period of 3 years following the Member's 2nd term has expired.

14.3 If a vacancy occurs on the Board, a person may be appointed as a Member of the Board to serve the balance of the unexpired term of office of the former Member:

14.3.1 by the Lieutenant Governor in Council, if the former Member was appointed by the Lieutenant Governor in Council, or

14.3.2 by the Minister, if the former Member was appointed by the Minister.

14.4 When a Member is appointed under Article 14.3 to serve the balance of an unexpired term, that service is not considered a new term for the purposes of Article 14.2.

Termination

14.5 The term of office of a Member of the Board terminates when:

14.5.1 in the case of a person nominated by the academic staff association of SAIT, that person ceases to be an academic staff member at SAIT;

14.5.2 in the case of a person nominated by the non-academic staff association of SAIT, that person ceases to be a member of the non-academic staff of SAIT;

14.5.3 in the case of a person nominated by SAIT's Students Association, that person ceases to be a student at SAIT; or

14.5.4 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 removed that Member, including pursuant to Article 14.8 of these Bylaws.

14.6 If a Board Member resigns from the Board, the Member's appointment as a Member terminates on the effective date specified in the Member's resignation or, if no effective date is specified, on the date the Board receives the resignation.

- 14.7 Upon receiving notice of a resignation from a Member, the Chair, on behalf of the Board, shall inform the Minister or Lieutenant-Governor that appointed the affected Member, that a vacancy exists and request that a successor be appointed.
- 14.8 If the Board has reasonably determined that a Member, other than the President and CEO, has breached the approved standards of conduct for its Members, the Board, on ordinary resolution, may request the Member's resignation and, in the event that the Member refuses to resign, the Board is empowered to request the Minister or Lieutenant-Governor responsible for appointing that Member to deal with the matter.
- 14.9 If a Member of the Board, other than the President and CEO, is absent without the permission of the Chair from 3 consecutive meetings of the Board, the Board, members office immediately becomes vacant.

ARTICLE 15.0 PROTECTION FROM LIABILITY

- 15.1 Except in respect of an action by or on behalf of SAIT to procure a judgment in its favour, SAIT shall indemnify present and past Members, officers, employees, volunteers and Committee members of SAIT from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Member, officer, employee, volunteer and or member of a Committee of SAIT, if:
- 15.1.1 that person acted honestly and in good faith with a view to the best interests of SAIT; and
 - 15.1.2 in the case of criminal or administrative action or proceedings that is enforced by a monetary penalty, that person had reasonable grounds for believing that his/her conduct was lawful.
- 15.2 Neither the Board, nor the Members, nor any officer or employee of SAIT is liable for any act or omission of a SAIT academic staff association, a SAIT student organization or a SAIT student.
- 15.3 A Member is not personally liable for anything done by the Board in good faith in the purported exercise of performance of the Board's powers, duties and functions under the Act and these Bylaws.

ARTICLE 16.0 GOVERNANCE AND ADMINISTRATION OF THE INSTITUTE

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

16.1.1 consult with the SAIT Students' Association from time-to-time to make regulations in support of the SAIT Students' Association in carrying out obligations with respect to student conduct and discipline;

16.1.2 delegate matters of an instructional or professional nature to the Academic Council for recommendations or reports, through the President and CEO, to the Board;

16.1.3 consult with the affected groups on campus on matters relating to general governance and administration of the Institute; and

16.1.4 establish Committees to study and make recommendations to the Board on any matter under the Board's jurisdiction.

ARTICLE 17.0 OFFICERS AND EMPLOYEES

17.1 The Board shall appoint the President and CEO and:

17.1.1 shall prescribe the term of office of the President and CEO and the remuneration to be paid to the President and CEO;

17.1.2 the President and CEO has general supervision over and direction of the operation of SAIT and has those other powers, duties and functions that are assigned to the President and CEO by the Board from time to time; and

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

17.2 The Board may appoint the number of vice-Presidents for SAIT that the Board considers advisable. A vice-President has the powers, duties and functions that are assigned to the vice-President by the Board on the recommendation of the President and CEO.

17.3 The Board shall appoint any officers and employees or other persons it considers necessary for the proper conduct of the affairs of SAIT and may promote or dismiss the officers and employees and with regard to officers and employees:

17.3.1 determine their remuneration,

17.3.2 prescribe their duties, and

17.3.3 prescribe the term of employment or retention and the terms and conditions of employment or retention.

17.4 The Board shall employ any persons it considers necessary to serve as academic staff members and, subject to delegation by the Board, the same shall be upon the recommendation of the President and CEO, including:

17.4.1 determining their remuneration,

17.4.2 prescribing their duties, and

17.4.3 prescribing the term of employment and the terms and conditions of employment of such academic staff Members.

The provisions of this Article 17.4 shall be subject to any existing agreement between the Board and an academic staff association pursuant to section 84 of the Act.

17.5 The Board may, after consultation with the academic staff association of SAIT and, subject to delegation by the Board, the same shall be upon the recommendation of the President and CEO:

17.5.1 designate categories of employees as academic staff members;

17.5.2 designate individual employees as academic staff members; and

17.5.3 change a designation made under clauses (a) or (b) above.

ARTICLE 18.0 DELEGATION AND ASSIGNMENT OF POWERS AND DUTIES TO THE PRESIDENT AND CEO

18.1 A Board may delegate in writing to any person any power, duty or function conferred or imposed on it by the Act, except the power to make Bylaws.

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

18.3 The Board is given the authority to delegate and assign powers and duties to the President and CEO, except the power to make Bylaws.

18.4 Unless restricted by Article 18.5 below or otherwise specifically restricted by resolution of the Board, all contracts, documents or instruments in writing requiring the signature of the Board may be executed on behalf of SAIT and the Board by the President and CEO or the delegate or delegates of the President and CEO, and all contracts, documents and instruments in writing so executed shall be binding upon the Board and upon SAIT 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.

18.5 Notwithstanding the delegation of authority conferred upon the President and CEO or others, the Board shall retain the residual power to specifically direct execution of any contract, document or instrument of whatever nature, and specifically such contracts, documents or instruments involving:

18.5.1 such amount as may be set by a resolution of the Board from time to time;

18.5.2 the purchase, sale, acquisition, disposition or leasing of real estate;

18.5.3 the selection of the President and CEO; or

18.5.4 collective agreements.

18.6 The following are authorized officers for affixing the corporate seal:

- Chair of the Board of Governors
- Vice Chair of the Board of Governors
- President and CEO
- CFO and Vice President, Corporate Services
- Registrar

ARTICLE 19.0 COMMITTEES OF THE BOARD

- 19.1 The Board from time to time shall establish such Committees or working teams as it shall determine to assist the Board in carrying out and performing its duties and shall determine the mandate and tenure of each such Committee or working team; provided that no Committee, unless explicitly authorized by the Board, shall have the authority to commit the Board or the Institute to any course of conduct nor to enter into any contract on behalf of the Institute.
- 19.2 Except for the Executive Committee, the President and CEO and Chair are ex officio members of all Board Committees. Ex officio members participate in the Committee's debate and discussions but do not vote and are not counted in establishing a Committee's quorum. Committees of the Board include; Audit Investment, Governance and Executive.
- 19.3 The President and CEO shall designate, as required, appropriate SAIT employees to serve as resource persons to Committees.
- 19.4 The terms of reference of each Committee shall be reviewed by the Committee at its first meeting of the institute year as a means of orienting new members of the Committees and identifying elements which may require clarification from the Board. The terms of reference of any Committee may be amended by the Board at any time.
- 19.5 Subject to the terms of reference or other restrictions issued by the Board, Committees shall establish their own rules except during periods of time when empowered to act on behalf of the Board, when they shall be subject to the rules governing the Board.
- 19.6 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, 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, with the exception of meetings of the Executive Committee (or such successor Committee thereof), at which Members (who are not members of the Executive Committee) may only attend upon request to the chair of the Executive Committee.
- 19.7 Subject to Article 8.0 hereof and the Act, Committee minutes, agenda materials and related documents shall be treated as confidential by Committee members and the chair of each Committee shall be responsible for their safe custody unless formally released to the public by that Committee or by the Board.
- 19.8 Committees deal with topics that involve a considerable degree of confidentiality, and meetings shall therefore be held in-camera, subject to the Board designating all or parts of Committee meetings to be open.
- 19.9 Work teams shall conform to the practices designated herein for Committees unless otherwise instructed by the Board.

- 19.10 The Board may, by resolution, dissolve any Committee at any time, subject to the requirements of the Act and any applicable regulation.
- 19.11 Meetings of the Committee by telephone conference or other communications facilities may be held, provided a majority of the members of the Committee agree to such a format and provided all members of the Committee at the meeting can be heard.

ARTICLE 20.0 BANKING, INVESTMENT AND FINANCIAL MATTERS

20.1 Banking

20.1.1 The Board must, for the purposes of short-term cash management, ensure SAIT funds are kept in a bank, a treasury branch, a credit union, a loan corporation or a trust corporation.

20.1.2 When determining SAIT investments, the Board must adhere to the investment and lending policies, standards and procedures approved under Article 20.1.3.

20.1.3 The Board must, by resolution, approve policies, standards and procedures that a reasonable and prudent person would apply in respect of a portfolio of investments to avoid undue risk of loss and to obtain a reasonable return.

20.1.4 The contravention of Article 20.2 does not by itself make an agreement or transaction invalid.

20.2 Pooled Trust Fund

20.2.1 A "pooled trust fund" means a fund that consists of 2 or more trusts combined for the purpose of investment and that allocates to each trust an amount computed by reference to the value of that trust's proportionate interest in the assets of the fund.

20.2.2 The Board may:

- (a) provide for the establishment, management, investment and winding-up of a pooled trust fund for SAIT,
- (b) alter the terms and conditions of a trust to allow the trust to participate in a pooled trust fund,
- (c) alter the terms and conditions of a trust to enable income earned by the trust to be withheld from distribution to avoid fluctuations in the amounts distributed and generally to regulate the distribution of income earned by the trust, and
- (d) provide for remuneration for the trustee of a pooled trust fund and the trusts that participate in the pooled trust fund out of the income earned by the pooled trust fund.

20.3 Fiscal Year

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

20.4 Auditor

20.4.1 The Auditor General is the auditor of the Board.

20.5 Borrowing

20.5.1 The Board may borrow from any bank or treasury branch or from any other person any sum of money required to meet the expenses of SAIT until the time the revenues for the current year are available.

20.5.2 Any borrowing made pursuant to Article 20.5.1 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.

20.5.3 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 Sections 72 and 73 of the Act.

20.6 Guarantees

20.6.1 The Board shall not give a guarantee of the obligations of any other person without the prior approval of the Lieutenant-Governor.

ARTICLE 21.0 FINANCIAL ADMINISTRATION ACT

The Board must obtain the approval of the Minister for:

- (a) incorporation of a subsidiary corporation;
- (b) the acquisition of a subsidiary corporation either directly or indirectly through the acquisition of a majority of shares in the corporation; or
- (c) the dissolution of a subsidiary corporation,

prior to seeking the Lieutenant Governor-in-Council's approval under the *Financial Administration Act* (RSA 2000, c F-12).

ARTICLE 22.0 THE SEAL OF THE INSTITUTE

- 22.1 The policy of the Board of Governors is to provide for the controlled use of the SAIT Corporate Seal (*Policy/Procedure AD.1.4 and AD.1.4.1*). The seal, an impression of which appears below, shall be the Corporate Seal of the Institute and shall be affixed to all documents of the Institute requiring its seal. The CFO and Vice President, Corporate Services is responsible for setting guidelines for the use of the SAIT Corporate seal.
- 22.2 The following departments are authorized to have the SAIT corporate seal(s):
- a) CFO and Vice President, Corporate Services – one manual seal
 - b) Finance Department – one manual seal
 - c) Customer Services – one manual seal and one electric seal
- 22.3 The following employees are responsible for maintaining a log on the use of the corporate seal and for its safekeeping:
- a) CFO and Vice President, Corporate Services
 - b) Finance Department – Controller’s Office
 - c) Customer Services – Registrar
- 22.4 The following are authorized officers for affixing the Corporate Seal:
- a) Chair of the Board of Governors
 - b) Vice Chair of the Board of Governors
 - c) President and CEO
 - d) CFO and Vice President, Corporate Services
 - e) Registrar
- 22.5 SAIT’s Alberta government approved credentials may have the Corporate Seal imprinted by a printer on the original stock.
- 22.6 Official computer-produced transcripts may be sealed without the signature of an authorized signing officer.
- 22.7 For those documents requiring the SAIT Corporate Seal with the signature of an authorized signing officer, it shall be an authorized signing officer who applies the seal to the document.
- 22.8 The affixing of the Corporate Seal shall be in accordance with SAIT's Signing Authority Policy (*Policy/Procedure FN.12.1 and FN.12.1.1*), as the same may be revised from time to time.

GENERAL BYLAWS

OF

**THE BOARD OF GOVERNORS OF THE
SOUTHERN ALBERTA INSTITUTE OF TECHNOLOGY**

Approved by the Board of Governors:

Date: November 21, 2019

Scott Thon., Chair

Dr. David Ross, President and CEO

GENERAL BYLAW
OF
THE BOARD OF GOVERNORS
SOUTHERN ALBERTA INSTITUTE OF TECHNOLOGY

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