



## By-Law Number 1

# THE GENERAL ADMINISTRATION OF THE COLLEGE

Approved by the Vanier College Board of Directors, June 14, 1994.

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## **ARTICLE 1 - GENERAL REGULATIONS**

### 1.01 - Definitions

In this By-law the following expressions mean:

a) "Act":

The General and Vocational Colleges Act (R.S.Q., Chapter C-29).

b) "College":

Vanier College of General and Vocational Education which may be abbreviated to Vanier College, or CEGEP Vanier College as deemed necessary or expedient;

c) "Board":

The Board of Directors of Vanier College of General and Vocational Education;

d) "Minister":

Ministère responsable de l'enseignement collégial;

e) "Parent":

The father or mother of a student or any person recognized as a student's guardian, or any person who has legal custody of a student;

f) "Teacher":

Any person hired by the College to teach courses for credit recognized by the Minister and who is not considered to be part of the College's administrative, professional or support personnel;

g) "Student":

A student, for purposes of this by-law, is defined as a full-time student registered for at least four courses in a program of college studies at the College, or for courses totalling at least 180 hours of instruction in such a program.

The status of a student shall be determined on the census dates as set by the Minister. (General and Vocational Colleges Act; R.S.Q., Chapter C-29, art. 24).

h) "Non-Teaching Professional":

A member of the non-teaching professionals as defined in the classification plan for non-teaching professionals.

i) "Support Staff":

A member of the support staff as defined in the classification plan for support staff.

j) "Officer":

A person designated by the Board of Directors to hold an office of trust and authority;

k) "By-laws":

The basic rules relating to the organization and parliamentary procedures followed by a corporation.

1.02 - Corporate Seat

The corporate seat of the College is located at 821 avenue Ste-Croix, City of Montreal, borough of St-Laurent (Québec), H4L 3X9.

1.03 - Seal

An impression of the College Seal appears in the margin.

1.04 - Purpose

This by-law governs the internal administration of the College.

1.05 - Designation

This by-law is designated by the name of "Vanier College By-law Number 1".

## **ARTICLE 2 - THE BOARD OF DIRECTORS**

2.01 - Composition

The Board of Directors is composed of nineteen (19) members duly appointed in accordance with the provisions of the Act (R.S.Q, Chapter C-29, art. 8).

2.02 - MembershipA) Seven members are Appointed by the Minister

- i. Two members from among the socio-economic groups of the territory principally served by the College (for a term not to exceed three years).
- ii. One member from among the persons proposed by the university-level teaching institutions (for a term not to exceed three years).
- iii. One member from among the persons proposed by the school boards of the territory (for a term not to exceed three years).
- iv. One member from among the persons proposed by the regional council of Labour Market Partners for the region (for a term not to exceed three years).
- v. Two members from within enterprises in the region operating in the economic sectors corresponding to the programs of technical studies implemented by the College (for a term not to exceed three years).

B) Twelve members appointed or elected locallyi. Alumni Members

Two persons holding a Diploma of College Studies (D.C.S.) from the College who are not members of the College staff and who completed their studies at the College, one in a program of pre-university studies and one in a program of technical studies, appointed by the members of the Board in office (for a term not to exceed three (3) years). In addition to the conditions prescribed, the following criteria will be considered when evaluating interested candidates: the candidate received their diploma at least (3) three years ago, ideally works in the St-Laurent borough, has been involved socially and/or in the community and is currently involved in various organizations and available to sit on the Board.

The recruitment procedure will commence during the final year of the mandate of one of the two seats reserved for D.C.S. holders on the Board of Directors. The College will notify teachers and other staff members that such a seat will soon be vacant and that we are depending on their help to recruit interested candidates.

No later than three months before the term of a sitting member expires, or if a member resigns, the College will publicize an announcement seeking candidates from among Vanier College alumni, inform teachers, other staff

members and the alumni association to invite alumni to submit a nomination. Professional associations and organizations may also be solicited for candidates. The interested candidates are invited to submit their curriculum vitae accompanied by a short letter describing the role of a member of the Board of Directors, why they are interested in sitting on the College Board of Directors and what they can bring to the Board.

The Executive Committee or an ad hoc committee formed for this purpose will examine at least three (3) files and present to the Board of Directors a recommendation for final appointment.

ii. Parent Members

Two parents, of students currently enrolled and who are not members of the College staff, elected by a majority vote of their peers in accordance with the College By-laws (for a term not to exceed two years).

- a) When a term expires, or following a resignation, the Director of Corporate Affairs will organize an election according to secret ballot in order to determine the selection of a parent to the Board of Directors.
- b) The Director of Corporate Affairs will notify parents that a vacancy exists in the parent category. The College will publicize an announcement on the College's web page.
- c) The announcement will inform the parents about the following:
  - The number of positions open in the parent category.
  - The date, time and place of a general assembly of parents.
  - That interested candidates may obtain a nomination form from the Director of Corporate Affairs.
  - The signed form, and a statement of interest/experience, is to be returned to the office of the Director of Corporate Affairs by a designated date.
- d) Prior to a vote (no proxy voting permitted) by secret ballot at a general assembly, the Director of Corporate Affairs will ascertain which parents are qualified to vote by verifying their names against a registration list provided by the Office of the Registrar.
- e) During the general assembly, the Director of Corporate Affairs, as presiding officer of the election, will appoint two (2) scrutineers to verify the results of the vote and to prepare and sign an election report.
- f) The election results will be forwarded by the Director of Corporate

Affairs to the Minister and to the Board of Directors for information.

- g) A person who is a member of the Board as a parent of a student of the College shall, however, continue to be a member thereof until the expiry of his/her term even if he/she ceases to be so qualified (R.S.Q., Chapter C-29, art. 10).

### iii. Student Members

Two students, each as described in article 1.01g of the College's By-laws, one registered in a program of pre-university studies and one in a program of technical studies, appointed in accordance with section 32 of the *Act Respecting the Accreditation and Financing of Students' Associations* (one-year term).

Within thirty (30 days) of a vacancy, the Director of Corporate Affairs must send the student association a request indicating that it appoints one or two students to be part of the Board, taking into account the provisions in *An Act Respecting the Accreditation and Financing of Students' Associations*. When a vacancy occurs between March 1<sup>st</sup> and September 1<sup>st</sup>, the period within which the Director of Corporate Affairs is to address such a request is 60 days after the beginning of the Fall semester providing it is addressed prior to November. The Student Association must give written notice to the Director of Corporate Affairs of the name of the elected student(s).

### iv. Faculty Members

Two teachers as defined in Article 1.01f., elected by their peers (three-year term).

- a) When a term expires, or following a resignation, the Director of Corporate Affairs will organize an election according to a secret ballot in order to determine the selection of a teacher representative to the Board of Directors. If a position becomes vacant for any reason between June and August, the election process will only begin in September.
- b) The right to nominate, to vote (no vote by proxy) is open to all teaching staff as defined in article 1.01 of this By-law. Candidates can be nominated by filling out the nomination forms signed by five (5) teachers of the College and submitted to the Director of Corporate Affairs by the specified date.
- c) The Director of Corporate Affairs will inform the teachers of the date and place of the election. The election will be held no later than ten



(10) working days following the announcement. Proxy voting will not be permitted. Advance voting can be organized. A validated ID card will be required to vote.

- d) The Director of Corporate Affairs, as presiding officer of the election, appoints two scrutineers to verify the results of the vote and to prepare and sign an election report.

The election results will be forwarded by the Director of Corporate Affairs to the Minister and to the Board of Directors for information.

v. Non-Teaching Professional Member

One Non-Teaching Professional as defined in Article 1.01h., elected by their peers (three-year term).

- a) When a term expires, or following a resignation, the Director of Corporate Affairs will organize an election according to secret ballot in order to determine the selection of a non-teaching professional to the Board of Directors. If a position becomes vacant for any reason between June and August, the election process will only begin in September.
- b) During the nomination period, all candidates must obtain the signature of three (3) members of the non-teaching professionals in order to be nominated.
- c) The Director of Corporate Affairs will inform the non-teaching professionals of the date and place of the election. The election will be held no later than ten (10) working days following the announcement. Proxy voting will not be permitted. A validated ID card will be required to vote.
- d) The Director of Corporate Affairs, as presiding officer of the election, appoints two scrutineers to verify the results of the vote and to prepare and sign an election report.

The election results will be forwarded by the Director of Corporate Affairs to the Minister and to the Board of Directors for information.

vi. Support Staff Member

One Support Personnel Member as defined in Article 1.01i., elected by their peers (three-year term).

- a) When a term expires, or in the thirty (30) days following a resignation,

the Director of Corporate Affairs will organize an election according to secret ballot in order to determine the selection of a support staff representative to the Board of Directors.

- b) During the nomination period, all candidates must obtain the signature of three (3) members of the support staff in order to be nominated.
- c) The Director of Corporate Affairs will inform the support staff of the date and place of the election. The election will be held no later than ten (10) working days following the announcement. Proxy voting will not be permitted. A validated ID card will be required to vote.
- d) The Director of Corporate Affairs, as presiding officer of the election, appoints two scrutineers to verify the results of the vote and to prepare and sign an election report.

The election results will be forwarded by the Director of Corporate Affairs to the Minister to the Board of Directors for information.

vii. The Director General and Academic Dean

Both the Director General and the Academic Dean shall be members of the Board by virtue of the office they hold.

2.03 - Term of Office of the Members of the Board of Directors

In accordance with the General and Vocational Colleges Act (R.S.Q., Chapter C-29, art. 9) those members of the Board envisaged in art. 2.02 A-G, of these by-laws, shall not have their term of office renewed consecutively more than once.

2.04 - Resignation and Vacancies

Any member of the Board may resign by giving written notice to the Director of Corporate Affairs. All vacancies caused by death, disqualification, resignation, or otherwise shall be filled in the manner herein provided in accordance with the Act. It is the duty of the Chair and/or Director of Corporate Affairs to advise the Board.

2.05 - Disqualification

A person shall cease to be a member of the Board upon losing the qualifications required for appointment (R.S.Q., Chapter C-29, art. 10).

A person who is a member of the Board as a parent of a student of the College shall,

however, continue to be a member thereof until the expiry of term even if that person ceases to be so qualified (R.S.Q., Chapter C-29, art. 10).

2.06 - Continuance in Office

The end of term of an appointment does not create a vacancy.

The members of the Board shall remain in office until they are reappointed or replaced (R.S.Q., Chapter C-29, art. 11).

2.07 - Responsibility

A member of the Board who misses three consecutive regular meetings of the Board, without cause acceptable to the members of the Board, the Executive may recommend to the Board the removal from office. This recommendation can be considered only at a special meeting of the Board duly called for this purpose, and the recommendation must obtain a two-thirds favourable vote.

2.08 - Records

The Board must maintain at its corporate seat one or more records in which the following must be kept:

- a) the original or a copy of its letters patent;
- b) a copy of the regulations of the Lieutenant-Governor in Council adopted under the Act and a certified copy of its By-laws;
- c) the minutes of the meetings of the Board and the Executive Committee;
- d) the surname, first name, address and occupation of each of its members, indicating the date of each member's appointment, the date at which membership was terminated and attaching, whenever possible, copy of the appointment by the Minister;
- e) the surnames, first names and addresses of officers and of the administrative staff;
- f) debts guaranteed by mortgage, indicating in each case the amount of capital, a brief description of mortgaged property and the names of the creditors, or, in the case of a bond issue, the name of the trustee;
- g) budgets and financial statements of the College for each fiscal year.

The Board may rule by resolution on any other entry to be made in its records as well as on the format of these records.

2.09 - Competence

The Board, as a body, exercises the rights and powers of the College as provided by the Act, but as individuals they have no authority except where certain powers have been specifically delegated to them by the Board. The Board may make a decision regarding any matter which, under the regulations applicable to the College, falls within the competence of the Executive Committee or of an officer. In such case, the decision of the Board takes precedence over that of the Executive Committee or the officer.

2.10 - Strategic Plan

The Board shall establish a Strategic Plan covering a period of several years following the directions established by the Minister. The plan shall state the objectives and the measures that are to be implemented to fulfil the mission of the College. The Strategic Plan shall include an Academic Success Plan.

The Strategic Plan shall be reviewed annually and updated if necessary.

The Board shall send a copy of its Strategic Plan and any updated plan to the Minister and to the Commission d'évaluation de l'enseignement collégial and shall make the plans public.

A document explaining the Academic Success Plan shall be distributed to the students and staff of the College. The Board shall ensure that the wording is clear.

2.11 - Budget

The College's budget shall be approved by the Board prior to its submission to the Minister.

**ARTICLE 3 - BOARD MEETINGS**3.01 - Regular Meetings

The Board shall hold at least four regular meetings each year, at dates and times to be established by resolution of the Board, or of the Executive Committee (R.S.Q., Chapter C-29, art. 15).

The Director of Corporate Affairs must prepare a Board agenda, in consultation with the Director General and the Chair, to be approved by the Executive Committee.

In special circumstances, meetings may be held via email or other electronic means.

Under special circumstances if Board Members cannot attend a meeting in person, they may participate in meetings by telephone or any visual electronic device.

Meetings of the Board of Directors shall be public. The right of a person other than Board members to speak at Board meetings shall be determined by the Chairperson.

Unless excused by the Director General, the Officers of the College shall be present at all Board meetings.

The Board may inform any person employed by the College that his or her presence is required at any meeting of the Board.

3.02 - Special Meetings

Special Meetings of the Board are called by the Director of Corporate Affairs upon the request from the Chair, the Executive Committee or upon written request from five (5) members who reflect the composition of the Board.

Special meetings are convened by written notice giving the day, time and the agenda of the meeting. This notice must be sent three (3) working days prior to the date of the meeting. Notice of such meetings and the specific subjects to be discussed must be sent to each of the members, by mail, courier, email or fax.

Should the Director of Corporate Affairs fail to call a Special Meeting within the three (3) days following a request to do so, the Chair or the five (5) members of the Board, as the case may be, may call such a meeting.

During the Special Meeting, only those subjects mentioned in the notice of meeting may be discussed, unless all members of the Board are present and in agreement.

3.03 - In-camera Meeting

A meeting or part of a meeting of the Board of Directors may be held in-camera. A majority vote of those members present is required in order to proceed with the exception of when matters related to personal evaluations or disciplinary measures are being discussed. In such a case, in addition to Board members, only individuals designated by the Board will remain for the duration of the deliberations.

The minutes of an in-camera meeting will report only the Board's decisions.

3.04 - Notice of Meetings

Notice of regular meetings is sent to each member at least five (5) days prior to the meeting. The proposed agenda shall be accepted by a majority vote but any changes

to the proposed agenda shall require two-thirds favourable vote from those present.

3.05 - Meeting without Notice

Any meeting of the Board may be held at any time without prior written notification provided that all members are present or those absent have signified consent, in writing, to the meeting being held in their absence.

3.06 - Location of Meetings

Meetings of the Board are held at the corporate seat of the College unless the Chair of the Board of Directors or the Director General decides otherwise.

3.07 - A) Quorum

At the beginning of a meeting, a greater than fifty percent of Board members in office forms the quorum for meetings of the Board.

B) Maintenance of Quorum

It is presumed that the quorum which is verified at the beginning of the meeting is maintained throughout the meeting; however, any member may request that the quorum be verified during the course of the meeting. If the Chair officially finds that there is no quorum, the meeting shall terminate and any further deliberations become invalid, but this does not affect decisions made before the quorum was verified.

3.08 - Voting

Resolutions of the Board are adopted by a simple majority of those voting for or against a motion, except where procedures dictate otherwise.

The Chair has the right to vote, and in the case of a tie-vote, casts the deciding vote (R. S.Q. Chapter 29, art.14).

No one can be represented or vote by proxy at a Board meeting.

The vote is taken by a show of hands. However, a member may ask for a vote by secret ballot. The Director of Corporate Affairs, or an individual designated by the Board of Directors, shall be responsible for counting the ballots.

Unless a ballot has been requested, a ruling by the Chair to the effect that a resolution has been adopted or defeated in an entry in the minutes to this effect constitutes prima facie evidence that the resolution has been adopted or defeated without need to substantiate the number or percentage of registered votes.

Where a vote is to be taken on an issue of such importance that the Board deems it necessary to have the vote of every member, it may authorize a ballot by mail or electronic devices for any members unable to attend the meeting.

3.09 - Presence as Resource Person

The Director General or the Chair may invite any resource person to attend Board meetings in an advisory or informational capacity with respect to one of the items on the agenda.

The officers of the college, who are not members of the Board of Directors, may be called to take part in deliberations, but may not make proposals or vote.

3.10 - Minutes of Meetings

The Director of Corporate Affairs prepares and signs the minutes of each Board meeting to attest to their authenticity. After adoption of the minutes at the end of the meeting or the beginning of a subsequent meeting, they are signed by the Director of Corporate Affairs and the Chair of the meeting when the Board adopts the minutes.

The Director of Corporate Affairs not required to read the minutes before adoption provided that a copy has been sent to each member at least three full days prior to the day of the meeting, unless it was ruled otherwise by resolution of the Board.

3.11 - Procedure

The Board may pass any resolution to govern the procedures at meetings.

In the absence of rules of procedure for any given question, Robert's Rules of Order apply at Board meetings.

**ARTICLE 4 - OFFICERS OF THE COLLEGE**

4.01 - Officers

a) The Officers of the College are:

- The Chair
- The Vice-Chair
- The Director General
- The Academic Dean
- The Director of Corporate Affairs
- The Director of Financial Services
- The Director of Human Resource Services

The Director of Services for Students  
The Director of Physical Plant and Facilities  
The Director of Information Technology

- b) The Chair and the Vice-Chair must be elected from members of the Board who do not form part of the staff or of the student body of the College. (R.S.Q., Chapter C-29, art.14).
- c) Under section 14 of the Act, the Board shall appoint the Chair and the Vice-Chair once a year at a regular meeting.

The Board shall have the authority to appoint from time to time such other officers as it shall deem necessary upon recommendation of the Director General.

4.02 - Vacancy: the Office of Chair or Vice-Chair

The office of Chair and Vice-Chair becomes vacant:

- a) upon termination of the holder's mandate, resignation, or death of the holder of the office;
- b) when the holder of the office ceases to be a member of the Board.

The Board may decide, by resolution, that the office of Chair and/or Vice-Chair is vacant after the holders of these offices have failed to attend three consecutive regular Board meetings.

In the case of vacancy in the office of Chair and/or Vice-Chair, the Board must proceed with an election for a replacement for the balance of the year during a regular meeting of the Board following the vacancy.

4.03 - Plurality of Office

The same person may occupy more than one post of officer of the College provided that the Chair and Vice-Chair are not the same person.

4.04 - The Chair

The Chair exercises the powers delegated to him/her by the Board. The Chair presides at Board meetings and is the official representative of the College in such cases where it is not otherwise stipulated.

The Chair of the Board is responsible for initiating the process of the hiring or the renewal of the Director General's mandate.



4.05 - The Vice-Chair

The Vice-Chair exercises the powers of the Chair in the latter's absence or inability to act and he/she exercises the powers delegated to him/her by the Board by resolution.

4.06 - The Director General

A. By virtue of Article 20 of the Act, the Director General is appointed by the Board. This post becomes vacant upon resignation or at the end of a term of office. The Director General:

- i. is the chief administrative officer of the College;
- ii. is Chair of the Executive Committee;
- iii. is responsible for the day-to-day administration of the College;
- iv. assures that resolutions of the Board and the Executive Committee have been carried out;
- v. authorizes all expenditures within the budget approved by the Board;
- vi. assures the preparation of the annual report of the College;
- vii. prepares the short and long term development plans that are submitted to the Executive Committee and the Board;
- viii. coordinates all services and maintains constant communication with all levels of personnel;
- ix. assures the preparation of the budget, budget control as well as the preparation of the financial report and statistics that are presented to the Executive Committee and the Board;
- x. is ultimately responsible for the internal and external public relations of the College;
- xi. acts on behalf of the Board in all matters related to the hiring, dismissal, suspension, disciplining, transfer, promotion or demotion of the personnel of the College;
- xii. exercises the powers and carries out the duties that the Board has assigned

by resolution;

- xiii. is responsible for initiating the process of renewing the mandate of the Academic Dean;
- xiv. acts as the responsible principal administrator regarding Law C-65, An Act Respecting Contracting by Public Bodies.

B. "The dismissal or removal from office of the Director General requires the vote of two thirds of the members of the Board" (R.S.Q. Chapter C-29, art. 20.2).

4.07 - The Academic Dean

A. By virtue of Article 20 of the Act and under the authority of the Director General, the Academic Dean:

- i. presides as Chair of the Academic Council (R.S.Q., Chapter C-29, art. 17a);
- ii. is responsible for the Academic Services;
- iii. exercises the functions and powers of the Director General when the Director General is absent or in the event that the latter is unable to act;
- iv. carries out the duties assigned by the Director General.

B. "The dismissal or removal from office of the Academic Dean requires the vote of two thirds of the members of the board" (R.S.Q., Chapter C-29, art. 20.2).

4.08 The Director of Corporate Affairs

Under the guidance of the Board of Directors and the Director General, the Director of Corporate Affairs:

- a) acts as the Secretary General of the Board of Directors and to the Executive Committee;
- b) is responsible for the archives, papers and documents of the Board and the College;
- c) prepares and signs the minutes of the Board meetings, along with the Chair and enters them in the minute book;
- d) is entrusted with the responsibility and the care of records under paragraphs "a", "b", "c", "d", "e", "f", and "g" of section 2.08;

- e) is entrusted with the care of the College Seal;
- f) calls meetings of the Board and other meetings as required;
- g) attests to extracts from the appropriate records;
- h) performs the duties assigned by the Director General and by resolution of the Board;
- i) presides over election of members to the Board and to the Executive Committee;
- j) is responsible for the application of the Act respecting access to documents held by public bodies and the protection of personal information;
- k) is responsible for the preservation, certification and authenticity of the official deeds of the College;
- l) carries out the duties assigned by the Director General.

4.09 - *The Director of Financial Services*

Under the authority of the Director General, the Director of Financial Services:

- a) Prepares, coordinates and oversees the College's financial operations, budget and planning process and all Payroll related services;
- b) Prepares the annual financial report and quarterly financial information; Prepares all documents and reports for external auditors;
- c) Assists the Director General in all aspects relating to financial control of the College;
- d) Performs internal auditing by examining College activities, systems, and functions to determine whether internal controls and management practices are optimal, effective, and efficient. Diagnoses certain actions, control mechanisms, or procedures and raises any related issues.
- e) Collaborates in developing an internal audit plan using methods based on governance and risk management processes appropriate for an academic institution and ensures compliance with all existing pertinent laws and regulations;

- f) Is entrusted with the care of the records under paragraphs "f" and "g" of section 2.08;
- g) Is responsible for financial monitoring of the college's auto-financed and auxiliary services, in collaboration with other managers;
- h) Ensures the preparation of cheques, drafts and other negotiable securities as necessary; Keeps up-to-date accounting records;
- i) Supplies all statements, information and reports required, upon request from the Board or the Director General;
- j) Represents his/her administration on official bodies of the College including Management Executive Committee and outside organizations upon the request of the administration, on matters within his/her competency and/or responsibility;
- k) Performs all other duties assigned by the Director General or by resolution of the Board.

4.10 - The Director of Services for Students

Under the authority of the Director General, the Director of Services for Students:

- a) administers the sectors assigned to the Services to Students Department;
- b) ensures Services for Students contribute to the attainment of the College Mission and provides the best possible services to meet the changing personal, social, developmental and education needs of students;
- c) initiates, develops and directs the implementation of programs and services aimed at providing students with the tools necessary to succeed academically and ensure their retention in collaboration with the academic sector and other college services;
- d) directs the assessment of student needs and the design and implementation of programs/services designed to address these needs;
- e) maintains a working relationship with the Vanier College Student Association, and collaborates in the negotiation and implementation of the agreement between the College and the Student Association;
- f) responsible for ensuring that students are provided with appropriate extracurricular activities, the facilities and the necessary resources;

- g) oversees the provision of adequate health services to students including the negotiation of agreements with appropriate agencies to define and determine the mandate of the nurse(s) assigned to Health Services;
- h) responsible for the Services for Students Department operating budget;
- i) carries out the duties assigned by the Director General.

4.11 - *The Director of Human Resource Services*

Under the authority of the Director General, the Director of Human Resource Services:

- a) defines the orientations, elaborates the development plan, defines the annual plan, and sees to their implementation and evaluates the results;
- b) orients and defines regulations, policies relating to Human Resources and prepares dossiers;
- c) Represents the College at Labour Relation Committees;
- d) carries out the duties assigned by the Director General.

4.12 - *The Director of Physical Plant and Facilities*

Under the authority of the Director General, the Director of Physical Plant and Facilities:

- a) Oversees the College's material resources and all matters relating to capital projects, building maintenance and safety, fire prevention, premises and facilities management, construction projects/work, environmental sustainability and Energy Management, etc;
- b) Responsible for developing multi-year plans related to space, facilities and all aspects of material resources in order to achieve the strategic goals established by the college;
- c) Responsible for the application of the policies resulting from the College's by-laws and regulations relating to the management of material resources;
- d) Oversees the management of operations relating to security and protection of persons as well as those relating to emergency measures;

- e) Oversees operations relating to maintenance, preventive maintenance, technical maintenance and mechanical maintenance of equipment, buildings and grounds;
- f) Oversees the College's procurement process, and applies memoranda of understanding with internal and external partners;
- g) Participates in the development of internal policies, regulations, and internal procedures, including the Emergency Measures Plan, oversees their implementation, and develops management tools to maximize administrative practices;
- h) Maintains files and documentation pertaining to the management of College property including those related to property and liability insurance;
- i) Maintains an up-to-date inventory of the College's buildings and equipment;
- j) Ensures the completion of all administrative activities required to manage the College's material resources;
- k) In collaboration with other directors is responsible for processes concerning the College's rental of space as either lessor or lessee;
- l) Represents his/her administration on official bodies of the College including Management Executive Committee and outside organizations upon the request of the administration, on matters within his/her competency and/or responsibility;
- m) Advises and supports the Office of the Director General and other directors and managers on managing their material resources, including the collaborative development of processes to maximize efficiency;
- n) Performs all other duties assigned by the Director General or by resolution of the Board;

#### 4.13 - The Director of Information Technology

Under the authority of the Director General, the Director of Information Technology:

- a) Responsible for the leadership and strategic coordination of the information technology (IT) services of the college, and has primary responsibility for security and management of network infrastructure, short and long-range planning of the college's technical infrastructure to ensure that it supports current and future programming and communications requirements in an educational context;

- b) Oversees the college's computer software systems, servers, and networks, for the implementation and integration of institutional systems and associated subsystems, and for IT instructional and operational support activities;
- c) Provides planning, leadership and supervision to the IT department, communicates current and projected needs, requirements and options within the college budgeting process, and recommends, in collaboration with other directors, acquisitions and updates to meet strategic objectives;
- d) Coordinates long-range planning activities for the technology infrastructure of the college, including administrative/student information systems, computer networks, computers, video systems, and telephone communication systems;
- e) Establishes standards for technology hardware, software, and communications protocols in a collaborative manner based on academic and administrative needs;
- f) Provides project management for technology deployment or implementations, is responsible for assuring the maximum availability and reliability of the college's technical networks with the resources available;
- g) Responsible for the administration of policies arising from the College's by-laws and regulations relating to the management of information technology and computer resources;
- h) Monitors educational technology to advise and support the Office of the Academic Dean and other directors and managers on identifying potential technologies pertinent to Vanier College's programs, research projects and other educational objectives;
- i) Represents his/her administration on official bodies of the College including Management Executive Committee and outside organizations upon the request of the administration, on matters within his/her competency and/or responsibility;
- j) Performs all duties assigned by the Director General or by resolution of the Board.

#### 4.14 Revocation

- a) The Board shall, by resolution adopted by two-thirds of those eligible to vote at a special meeting duly called to this end, remove from their post, for clear and just cause, any and all officers of the College. The officers subject to the revocation procedure herein shall be precluded from voting.
- b) Before undertaking such an action the Board will have assured that the officer or

officers in question have been advised in writing of the difficulty and have been given adequate time to resolve the problem after a fair hearing by the Board.

- c) All Board decisions on the matter have to be explained in writing to the persons removed from office, and according to the provisions of appropriate regulations and local agreements.

4.15 - Delegation of Powers

- a) The Board may delegate by resolution, in whole or in part, to an officer of the College, the powers of another officer other than the powers of the Chair, the Vice-Chair, the Director General or the Academic Dean.
- b) The Board, by resolution, also may appoint any person to fulfil the powers and duties of an officer, in the event of the officer's absence or inability to act. However, the powers and duties of the Chair and Vice-Chair can only be fulfilled by a member of the Board, who, according to the Act, is qualified to hold such an office.
- c) The Board, by resolution, may establish committees to advise it on various matters.

**ARTICLE 5 - THE EXECUTIVE COMMITTEE**

5.01 - Membership

The Executive Committee is made up of:

The Director General and six (6) other members of the Board appointed by resolution passed at a regular meeting of the Board once a year. The Board shall, however, at any other time during the year, fill any vacancies on the said committee which may occur thereafter (R.S.Q., Chapter C-29, art. 16).

5.02 - Responsibility

A member of the Executive who misses three consecutive regular meetings of the Executive, without cause acceptable to members may be recommended by the Board for removal from office.

5.03 - Vacancy

All members of the Executive Committee cease being members of the Executive Committee when they are no longer members of the Board. A member can resign from the post by informing the Director of Corporate Affairs in writing of his or her



intention, stating the effective date of the resignation.

5.04 - Chair of the Executive Committee

The Director General of the College serves as Chair of the Executive Committee. In case of absence or inability to act on the part of the Director General, the Academic Dean shall exercise the duties and powers of the Chair of the Executive Committee (R.S.Q., Chapter C-29, art.16).

The Chair has the right to vote, and in the case of a tie-vote, casts the deciding vote.

5.05 - Secretary to the Executive Committee

The Director of Corporate Affairs serves as Secretary to the Executive Committee. The Executive Committee can name another person to replace the Director of Corporate Affairs if necessary.

5.06 - Meetings

The Executive Committee can decide by resolution the date and time of its regular meetings but it must hold at least one regular meeting every four months. The Director General or three members of the Executive Committee can call a meeting. The notice of a Special Meeting is given by the Director of Corporate Affairs at least twenty-four (24) hours before the meeting. The notice can be transmitted by electronic means. A regular or special meeting of the Executive Committee may take place by means of a conference call or via electronic means with a minimum of four (4) members responding for a quorum purposes. (Note that as per Article 5.07 during summer approval procedures quorum is reduced to two (2) members.)

5.07 - Attendance at Executive Committee Meetings

Executive Committee Meetings are not public, however when appropriate, the Chair of the Executive Committee may invite any person.

5.08 - In-Camera Meeting

Article 3.03 of these by-laws shall also apply to the meetings of the Executive Committee.

5.09 - Quorum

At the beginning of a meeting, a greater than fifty percent of Executive members in

office forms the quorum for meetings of the Executive Committee. The only exception would be the special summer approval procedures where the quorum is reduced to (2) members as specified in 5.11.

5.10 - Concordance

Articles 3.04, 3.05, 3.08, 3.09 of the present By-laws apply mutatis mutandis to the Executive Committee.

5.11- Communication with the Board

The Director of Corporate Affairs to the Executive Committee must forward to all members of the Board, a copy of the approved Executive Committee minutes in the next Board package distributed.

5.12 - Powers

- a) The Executive Committee has the authority to abolish or create any position other than that of an officer or a teacher, with a budgetary impact.
- b) After a recommendation of the Selection Committee, to approve the nominations of all directors of services.
- c) On a regular basis the Executive Committee validates all hirings and service contracts.
- d) The Executive Committee plays the role of Internal Audit Committee. In this regard, it receives and verifies on a regular basis the status of the budget. The Internal Audit Committee makes recommendations, for adjustments as appropriate to the Director General or submits to the Board of Directors the important differences between the estimates and the actual situation if necessary.
- e) The Executive Committee shall have those powers set out in the Act and by Board by-law, and it shall fulfil those mandates conferred from time to time by resolution.
- f) The Executive Committee has the power to approve any capital expenditure claims, any tender and any service contract where the amount of such claim, tender or contract does not exceed five hundred thousand dollars (500,000\$). Where any expenditure claims, tender or service contract exceeds one hundred thousand dollars (100,000\$), this will be reported at the next regular Board meeting.
- g) The Executive Committee has the power to designate specific officers of the

College to sign on behalf of the College any contracts, documents and instruments of any nature whatsoever, including bonds, debentures, securities, banking documents and resolutions, agreements, contracts with any bodies, institutions or individuals, the whole as it may deem to be within the general pursuit of the objects and purposes of the College.

5.13 - Summer Approval Procedures

The Board of Directors can by resolution delegate special summer approval procedures to the Executive Committee. The Director General, may in his absence, delegate, the Chair of the Vanier College Board of Directors, or in his absence, two members of the Executive Committee, the responsibility to approve expenditures related to Summer renovation projects or unforeseen expenses during a specified period. A report of these decisions will be forwarded to members of the Board at the first Autumn meeting.

**ARTICLE 6 - CONTRACTS**

6.01 - General

All contracts of engagement of teaching, professional and support staff shall be signed by the Director of Human Resource Services or any other person authorized by resolution of the Board or its Executive Committee.

All other contracts and documents requiring the signature of the College shall be signed by the Director General and two other officers of the College.

6.02 - Legal Procedures

The Director of Corporate Affairs or any other person authorized by the Director General may represent the College for the purposes of answering subpoenas, writs of seizure by garnishment, affidavits in support of legal proceedings and proceedings of a like nature.

6.03 - Signing

The signature or signatures of the Chair of the Board of Directors, the Vice-Chair, the Director General, the Academic Dean, the Director of Corporate Affairs, or any other member of the Board of Directors of the College and/or of any other officer, person or persons appointed as aforesaid by resolution of the Board of Directors may, if specifically authorized by resolution of the Board of Directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the College and executed or issued by or on behalf of the College, and all contracts, documents or instruments in writing or bonds, debentures or other securities of the College on

which the signature or signatures of any of the foregoing officers or persons shall be so reproduced, on authorization by resolution of the Board of Directors, shall be deemed to have been manually signed by such officers or persons whose signatures are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers or persons whose signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures or other securities of the College.

**ARTICLE 7 - BY-LAWS AND AMENDMENTS**

7.01 - By-laws

"The college shall forward to the Minister upon adoption, a copy of every by-law or policy it must establish under the College Education Regulations or the regulations of the Minister, and of every amendment made thereto; the same applies to every by-law made under section 19", of the law. (R.S.Q., Chapter C-29, art. 19.1)

7.02 - Amendments

By-laws may be amended only after a minimum of fifteen (15) days prior written notice or an announcement at a Board meeting, and by a vote of no less than two-thirds (2/3) of the members of the Board holding office at such time.

**ARTICLE 8 - THE ACADEMIC COUNCIL**

The Board shall establish an Academic Council and determine its composition by By-law (R.S.Q., Chapter C-29, art. 17).

**ARTICLE 9 - PROTECTION AND INDEMNIFICATION OF BOARD MEMBERS**

Members of the Board of Directors, when acting in good faith and within their powers and jurisdiction, shall be protected and indemnified from/for any claim including legal expenses incurred, resulting from the exercise of their functions as members of the Board or within the mandate conferred upon them by the Board.

**ARTICLE 10 - AMENDING CLAUSE**

This By-law replaces all previous versions of By-law Number 1 on the General Administration of the College.

This By-Law shall be reviewed within a maximum of five years from the time it was last adopted by the Board of Directors.