BYLAWS OF THE BOARD OF GOVERNORS

OF THE

NORTHERN ALBERTA INSTITUTE OF TECHNOLOGY

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LEGISLATIVE SANCTION FOR THE BY-LAWS OF THE BOARD OF GOVERNORS

The Board of Governors of the Northern Alberta Institute of Technology was established pursuant to the *Technical Institutes Act*, R.S.A. 2000 c.7-3, as amended, which has since been repealed and replaced by the *Post-secondary Learning Act*, S.A. 2003, c. P-19.5 (the "Act").

The Bylaws are prepared pursuant to the Act which provides that the board of a public post-secondary institution shall manage and operate the public post-secondary institution in accordance with its mandate and 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.[1]

1. DEFINITIONS

In this Bylaw and all other Bylaws of the Institute, unless the context otherwise specifies or requires:

1.1.1 "Academic year" means a one-year period that includes July 1st of one calendar year and June 30th of the following calendar year.

1.1.2 "Academic Council" means the body created pursuant to the Act that consists of the President, senior officials and members appointed by the Board, members appointed by the academic staff association of the Institute, and members appointed by the students association of the Institute;

1.1.3 "Academic Staff Member" means an employee of the Board, who is a member of a category of employees or individually, is designated as an academic staff member pursuant to the Act.

1.1.4 "Act" means the *Post-secondary Learning Act* SA, 2003, c.P-19.5 and the regulations thereunder, as the same may be amended from time to time.

1.1.5 "Acting Chair" has the meaning ascribed to it in Section 4.3.

1.1.6 "Applicable Law" means the legislation and regulations identified in the Mandate as well as any other enactment of the government of Alberta or Canada that is applicable to the Institute including, without limitation, the *Conflicts of Interest Act,* RSA 2000, c. C-23, as such legislation may be amended or replaced from time to time.

1.1.7 "Board" means the Board of Governors of the Institute including Public Members and persons appointed by the Minister.

1.1.8 "Business Day" means a day in which the Institute is open for business.

[1] Section 60(1) of the Act.

1.1.9 "Bylaws" means these by-laws in force and effect, as the same may be amended by the Board from time to time.

1.1.10 "Chair" means the position of Chair of the Board, appointed pursuant to subsection 44(1) of the Act.

1.1.11 "Committee" means a Special Committee or a Standing Committee, the members of whom are determined by the Board.

1.1.12 "Committee Chair" means the position of chairperson of a Committee, appointed by the Board pursuant to Section 12.3 of these Bylaws.

1.1.13 "Committee Report" has the meaning ascribed to it in Subsection 7.9.3 of these Bylaws.

1.1.14 "Confidential Event" has the meaning ascribed to it in Section 7.10 of these Bylaws.

1.1.15 "Conflict of Interest" includes, without limitation, any matter identified in Section 9.5 of these Bylaws.

1.1.16 "Consent Agenda" means an agenda of non-substantive matters or non-controversial matters where no debate or discussion or explanation is expected or required, brought before the Board meeting for approval in a single motion by a single resolution as determined in accordance with the Consistent Board Protocol Policy.

1.1.17 "directly associated" shall have the meaning ascribed to in Section 1(5) of the *Conflicts of Interest Act,* RSA 2000 c C-23.

1.1.18 "Executive Assistant" means the employee of the Institute who is selected by the President to act in accordance with Section 7.9 and Subsection 14.2.2 of these Bylaws.

1.1.19 “External Committee Member” means an individual that is not a member of the Board who is a member of a committee of the Board as permitted by section 12.3(b) herein.

1.1.20 "Immediate Family" means the Spouse and any minor or adult children, either residing with or financially dependent upon the Member.

1.1.21 "Institute" means the Northern Alberta Institute of Technology.

1.1.22 "Invited Guest" means any employee, contractor, staff or advisor of the Institute who has been invited by a Member, Officer or other personnel of the Institute, and said invitation has been approved by the President, to attend a meeting of the Board or a Committee.

1.1.23 "Mandate" means the mandate established under the Act, as approved by the Minister, including the mandate dated June 12, 2014 as may be confirmed, amended or replaced from time to time.

1.1.24 "Member" means a member of the Board, pursuant to Section 44 of the Act.

1.1.25 "Minister" means, for the purpose of these Bylaws, the Minister of Advanced Education or any other minister in charge of post-secondary education in the Province of Alberta.

1.1.26 "Non Academic Staff Member" means an employee of the Board other than an Academic Staff Member.

1.1.27 "Officer" means an employee of the Board, whose working title is President, Vice-President Academic, Vice President Administration & Chief Financial Officer (CFO), Vice-President External Relations & Chief Development Officer (CDO), or such other Vice-President as the President may appoint from time to time.

1.1.28 "President" means the President & Chief Executive Officer (CEO) of the Institute.

1.1.29 "Public Member" means a member of the Board appointed by the Lieutenant Governor in Council pursuant to section 44(1)(c) or (c.1) of the Act.

1.1.30 "Spouse" means the spouse or adult independent partner of a person but does not include a spouse or adult independent partner of a person who is living separate and apart from the person if the person and spouse have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.

1.1.31 "Special Committees" means those *ad hoc* committees 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 a majority of every such *ad hoc* committee shall be Members.

1.1.32 "Standing Committees" means those Committees identified in Section 12.2 of these Bylaws, the Members of which are to appointed by the Board in accordance with the Act and whose duties will normally be of a lengthy duration or recurrent.

1.1.33 "Student" means a person enrolled as a student of the Institute in a full time program as described in the Institute's full time program calendar for that Academic Year.

1.1.34 “Sub-Committee” means a group of individuals established pursuant to Section 12.14 of these Bylaws that report to a Committee of the Board and are advisory in nature.

2. INTERPRETATION

2.1 References to the Act

When construing these Bylaws, reference shall be had to the Act, and words and expressions used in the Bylaws not defined in Article 1 shall, insofar as the context does not otherwise require, have the same meaning as would be the case when used in the Act.

2.2 Inclusions

In these Bylaws, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, words importing gender include masculine, feminine and neuter genders, and references to persons shall include firms and corporations.

2.3 Structure

2.3.1 Headings are inserted in these Bylaws for convenience of reference only and are not intended to interpret, define or limit the scope, extent or intent of the Bylaws or any provisions hereof.

2.3.2 The subdivision of the Bylaws in descending order are articles, sections, subsections, paragraphs, subparagraphs, clauses and subclauses.

2.3.3 Words like "including", "specifically" or "particularly" or words of similar impact when following a general statement shall not be construed to limit the general statement to the items or matters following such word or to similar items or matters, whether or not non-limiting language (such as "without limitation" or other words of similar import) is used with reference thereto but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter.

2.4 Conflict

In the event of conflict between these Bylaws or any resolution of the Board and the Act or any Applicable Law, the provisions of the Act or Applicable Law shall govern.

3. DUTIES AND OBLIGATIONS OF THE BOARD AND MEMBERS

3.1 Composition of the Board

The composition of the Board shall be in accordance with the Act.

3.2 Duties and Delegation

3.2.1 In addition to discharging the responsibilities outlined in the Act and the Mandate, Members shall manage and operate the Institute in accordance with Applicable Law and perform the duties and responsibilities prescribed by these Bylaws.

3.2.2 The Board, subject to the Act and except for the power to make bylaws and those matters set out in Section 13.3 hereof, may delegate in writing any power, duty or function conferred or imposed on it by the Act and any day-to-day supervisory, operational, management and administrative duties to the President who, in turn, has been granted the power to approve and implement management policies and to further delegate any of their functions including the power of sub-delegation to Officers and other employees of the Institute.

3.2.3 The Board may approve policies and procedures with respect to the duties, remuneration, promotion or demotion, and the term and conditions of employment or retention of senior management positions.

3.2.4 The Board, upon recommendation of the President, shall employ any persons it considers necessary to serve as Academic Staff Members and, subject to delegation by the Board to the President and any Committee and any existing collective agreement pursuant to Section 84 of the Act, determine their remuneration, prescribe their duties and prescribe the terms and conditions of such employment.

3.2.5 The Board may, upon the recommendation of the President and after consultation with the academic staff association of the Institute, subject to delegation by the Board to any Committee, designate categories of employees as Academic Staff Members, designate individual employees as Academic Staff Members, and change a previously made designation.

3.2.6 Any delegation of authority by the Board or the President is to a position rather than an individual. Any person who assumes a position will assume the authority of that position. Notwithstanding anything contained herein, any delegation of authority by the Board or the President shall be in accordance with the Delegation of Authority Policy and Procedure (GE 3.0 and 3.01), and any policies or instruments described therein, as the same may be amended from time to time.

3.3 **Capacity**

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 is not within the Mandate.

3.4 **Mandate and Policy Review**

The Board shall prepare a statement setting out the mandate of the Institute and submit it to the Minister for review and approval as provided in the Act. The Board shall also determine and periodically review the mandate and the policies and procedures of the Institute.

3.5 **Reporting and Approval**

In accordance with the Act, the Board shall prepare, approve, and submit to the Minister:

3.5.1 annually, a business plan, including an Investment Management Agreement with the Minister, an operating budget and capital plan, in accordance with Section 78 of the Act;

3.5.2 annually, an annual report, including audited financial statements for the preceding fiscal year, in accordance with Section 79(1)(a) the Act; and

3.5.3 any changes to the courses or programs of instruction as recommended by the President with such changes as the Board considers appropriate.

3.6 **Consolidated Operating Expenses**

Unless advance approval from the Minister has been obtained, the budget referred to in Subsection 3.5.1 may not contain consolidated operating expenses that exceed consolidated operating revenue.

3.7 **Consultation**

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

3.7.1 consult with the student's association of the Institute from time-to-time to make policies and regulations in support of the student's association of the Institute in carrying out obligations with respect to student conduct and discipline;

3.7.2 delegate matters of an instructional or professional nature to the Academic Council for recommendations or reports, through the President;

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

3.7.4 delegate the creation of policies, procedures and guidelines of an operational or administrative nature to the President; and

3.7.5 establish Special Committees to study and make recommendations to the Board on any matter under the Boards jurisdiction.

3.8 **Duties of Members**

Each Member shall:

3.8.1 become knowledgeable about and conduct themselves and perform their duties in accordance with the responsibilities and expectations outlined in the Act, Applicable Law, the Bylaws of the Board, and such other policies, guidelines, and procedures as the Board may from time to time adopt;

3.8.2 to the best of their ability, ensure the Institute complies with Applicable Law and other requirements of the Minister related to post-secondary institutions generally,

3.8.3 become informed of institutional and system-wide education developments and issues as well as policies, business and affairs of the Institute;

3.8.4 prepare for and attend regular and special meetings of the Board as set out herein and fulfil the expectation to participate in all designated Board events unless otherwise notified as optional;

3.8.5 advocate on the behalf of the Institute to implement the strategies and achieve the outcomes set out in the Board's current approved business plan; and

3.8.6 perform such additional activities as are required under Applicable Law, the Act or as are necessary and ancillary to the functions of the Board or the operations of the Institute.

3.9 **Exercise of Powers and Duties of Members**

Every Member, in the exercise of their powers and discharge their duties, shall:

3.9.1 act in the best interests of the Institute at all times;

3.9.2 exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances and use their respective knowledge and expertise;

3.9.3 act honestly, loyally and in good faith, and pursuant to the principles and best practices of good governance; and

3.9.4 maintain the obligations of confidentiality and privacy as set out in these Bylaws and relevant Board policies and procedures.

3.10 **Legal Entity**

Each Member brings a unique perspective to the Board as a result of the background and experience of that individual, which reflects the constituency from which the Member has been appointed pursuant to the Act. Members are encouraged and expected to share that unique perspective of the constituency from which they are appointed. However, all Members are part of and owe their duties to the legal entity that is the Board and the Institute. The strength and effectiveness of the Board is as a group of individuals and as such, all decisions of the Board shall be binding on all Members.

3.11 **Absences without Consent**

If a Member misses more than three (3) Board meetings of any kind in a given Academic Year without the prior written consent of the Chair, the Chair will discuss the matter with the Member and may request and shall receive their resignation from the Board.

3.12 **No Individual Authority**

Members may not attempt to exercise individual authority over the Institute, except as explicitly granted by the Board through resolution or as may be set out in the Act.

4. DUTIES OF THE CHAIR, VICE-CHAIR AND COMMITTEE CHAIRS

4.1 **Duties of the Chair**

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

4.1.1 consult with the President with respect to preparation of the agenda for each Board meeting and table the agenda for approval by the Board;

4.1.2 preside at Board meetings and conduct business in accordance with these Bylaws and Board approved policies and procedures;

4.1.3 determine the conduct of all meetings, including maintaining order and preserving the decorum of the meeting, deciding points of order without debate or comment other than to state their decision, determining which Member has a right to speak, ascertaining that all Member who wish to speak on a matter have spoken and that all Members are ready to vote, and ruling that a motion is out of order; or call any Member to order;

4.1.4 act as the sole official spokesperson for the Board;

4.1.5 serve as a signing officer of the Board on all matters related to contracts and other legal obligations reserved to the Board pursuant to the Act and these Bylaws;

4.1.6 serve as an *ex officio* member of all Committees except Academic Council;

4.1.7 represent the Board at official functions sponsored by the Board and at other functions at which the Board is to be formally represented;

4.1.8 perform such other duties and assume such powers as the Board may specify and delegate;

4.1.9 have the authority to delegate to any Member any powers or duties conferred on the Chair by these Bylaws or by the Board, but such powers or duties may not be further delegated;

4.1.10 serve as liaison for the Board to the President between Board meetings except in those areas specifically designated as the responsibility of the Committees of the Board;

4.1.11 provide leadership to the Board in facilitating the work of the Board and direct the President to fulfil the administration of the Institute on behalf of the Board;

4.1.12 appoint an acting President, in the case of the disability of the President, to perform the duties of that office with the consent of a majority of the Members; and

4.1.13 perform such other duties and responsibilities assigned to the Chair by these Bylaws, Board approved policies or procedures, Board resolutions, or as circumstances and the needs of the Institute dictate.

4.2 **Duties of the Vice-Chair**

The Governance Committee will invite nominations from Members for the Vice-Chair position. If more than one Member has been nominated, the Vice-Chair will be appointed by vote of the Board. If one Member only has been nominated, the Board will be asked to confirm the appointment of that Member as Vice-Chair. The Vice-Chair, in addition to their obligations as a Member, shall:

4.2.1 exercise the powers and perform the duties of the Chair when the Chair is absent or otherwise unable to perform such duties, unless such powers or duties have been otherwise delegated by the Chair;

4.2.2 be an *ex officio* non-voting member of all Committees, except Academic Council, of which the Vice-Chair has not been appointed a voting member of the Committee, and shall have the right to vote as a member of such Committee when the Committee Chair is not present; and

4.2.3 perform such additional duties and assume such other powers as the Board may specify and delegate.

4.3 Acting Chair

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. An Acting Chair, in addition to obligations as a Member, shall act with the powers normally exercised by the Chair with respect to the specific meeting, event or purpose for which such person was appointed.

5. COMMUNICATION

5.1 Channels of Communication

The official channel of communication on all matters for consideration by the Board to and from an Officer, Student, member of the public or internal or external group, including the Academic Council, shall be through the President, who shall bring all such matters to the attention of the Chair for consideration at the Board's next regular meeting. Notwithstanding the foregoing, communication to and from the Board with respect to allegations of unethical conduct or misconduct of the President, the human resources portfolio or anyone in the reporting structure of the human resources portfolio as described in the Code of Ethics and Conduct Policy – Reporting & Response Protocols and Procedures (GE 2.0) shall be through the position identified in said protocol (currently being the Committee Chair of the Human Resources Committee), as the same may be amended from time to time.

5.2 Form of Communication

When communicating with other Members, Officers, employees or students of the Institute, a Member shall be professional and courteous at all times in order to facilitate open and productive communication and effective governance within the Institute.

6. PREPARATION OF THE AGENDA

6.1 Preparation

The preparation of the agenda for any meeting of the Board shall be the responsibility of the Chair in consultation with the President in accordance with the requirements of the Act.

6.2 Items for Consideration

An item to be considered by the Board, together with any supporting material, shall be delivered to the President by a Committee or Member 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, will be included in the agenda of the subsequent regular meeting.

6.3 **Posting**

A proposed agenda, with any supporting meeting material, shall be posted on the Board governance portal, mailed or otherwise delivered to all Members, when possible, no less than 7 days prior to the relevant Board meeting.

6.4 **Acceptance of the Agenda**

The agenda, including the Consent Agenda, shall be accepted by resolution at the commencement of each Board meeting, subject to the Board resolving to delete items from the Consent Agenda or add items to, or delete items from or otherwise modify the agenda. During a meeting, the agenda may be modified by resolution. This is discussed in further detail in the Consistent Board Protocol Policy.

6.5 **Consent Agenda**

To ensure that the Board has sufficient time at its meetings to deal with strategic, substantial and material Institute related issues, minor or non-controversial Board matters, as determined by the Consistent Board Protocol Policy approved by majority resolution of the Board, may appear on a Consent Agenda and will be shared with the Board for information purposes only, unless a Member at or prior to such meeting requests that the Chair remove an item from the Consent Agenda and have it treated as regular business on the agenda.

6.6 **Declarations and *In-Camera***

The agenda for every meeting shall include an item early on the agenda where Members are asked to declare any Conflict of Interest related to the business of the meeting and/or an *in-camera* session of the Members (with or without the President).

7. BOARD MEETINGS

7.1 **Regular Meetings**

Regular meetings of the Board shall be held according to a pre-determined schedule determined at or prior to the September meeting, at least five (5) times during the Academic Year from September to June inclusive, provided always that such dates and times maybe changed by resolution of the Board, and shall be held at the premises of the Institute, or such other location as may be decided by the Board and communicated to Members.

7.2 **Special Meetings**

Special meetings of the Board may be called by either the Chair or upon written consent by a majority of the Members, provided that notice of the date, time, and place of meetings is conveyed to each Board member in writing at least two (2) Business Days before the date of the meeting unless at least three quarters (3/4) of the Members waive notice of such a meeting.

7.3 **Quorum**

A majority of the duly appointed Members shall constitute a quorum at any Board meeting.

7.4 **Attendance by the Public**

7.4.1 In conducting its meetings the Board shall strive for maximum openness, and unless otherwise determined pursuant to Section 7.6 of these Bylaws and subject to limitation of space and good conduct, all Board meetings shall be open to observers from the public.

7.4.2 No members of the public, other than Invited Guests, shall be permitted to participate in discussions or address the attendees at a meeting of the Board, except with the permission of the Chair in accordance with Section 7.5 of these Bylaws.

7.4.3 Invited Guests may participate in discussions and address the attendees, including making presentations, at a meeting of the Board with respect to the purpose for which they were invited.

7.4.4 No member of the public shall be permitted to make or distribute any visual, audio, or video record, or any transcript, of a meeting of the Board or any part thereof, except with the written permission of the Chair.

7.4.5 At the determination of the Chair, an observer or participant of the public may be expelled from a Board meeting for conduct that is contrary to these Bylaws or that otherwise unduly disrupts or interferes with the business of the meeting.

7.5 **Participation by the Public**

7.5.1 If any person or group requests an opportunity to make a presentation to the Board or participate in the discussion at a meeting, the President shall take steps to ensure that such person or group makes the request in writing to the President and that the request include a statement of the reasons for the request and a summary of the content of the proposed presentation or topic of participation. Such written request, when received, shall be filed with the President who will inform the Chair of such request. The Chair shall decide whether a person or group may make a presentation at or participate in the discussion at a Board meeting and, if so, shall determine the time, date, place

and length of such presentation or participation. The decision of the Chair will be in writing to any person or group making the request and will be final.

7.5.2 The Chair, in their discretion, may invite, during the course of a Board meeting, members of the public to participate in discussion of specific agenda items as he or she deems appropriate.

7.6 ***In-Camera* Meetings**

The Board may hold a meeting or any portion of a meeting in the absence of the public and the Officers and other employees of the Institute upon the determination by the Board that an *in-camera* meeting or *in-camera* portion of a meeting is appropriate. The President is not normally excluded from attendance at *in-camera* meetings or portions of meetings held *in-camera*, because of the *ex officio* role of the President as a Board Member. The exceptions would be scenarios where the *in-camera* meeting is discussing compensation, contract terms or performance evaluation of the President, and *in-camera* portions of the Audit Committee meetings with the Auditor General. Subjects intended for *in-camera* discussion shall be, to the extent possible, explicitly identified on the agenda and must be accepted for such treatment at the time of agenda approval. Subjects identified for *in-camera* discussion may include, but need not be limited to, the following:

7.6.1 all matters relating to salaries, employee benefits, conditions of employment, labour relations, employee negotiations and collective bargaining;

7.6.2 human resource issues, including appointments, transfers, resignations, promotions, demotions, conduct, discipline, or suspension of Officers and employees of the Institute and all other matters that may be considered personal by any person who is to be the subject of discussion;

7.6.3 the conduct, discipline, suspension, and all other matters relating to students;

7.6.4 financial matters of the Institute, including budget and preliminary estimates, financial reports and projections;

7.6.5 matters where Board liability may arise or where legal opinions respecting the liability or interest of the Board are expressed verbally or presented by written legal opinion;

7.6.6 law enforcement matters, litigation or pending or potential litigation, including matters before administrative tribunals affecting the Institute;

7.6.7 matters relating to the proposed or pending acquisition of or disposition of real property or personal property, or the security of such property;

7.6.8 matters of a contractual or competitive nature, including proposed contracts, tenders, requests for proposal or quotation, donations, sponsorship or joint venture arrangements, capital acquisitions, or negotiations with government

entities or third parties, where it is in the interest of the Institute to maintain confidentiality; and

7.6.9 matters determined in the sole reasonable discretion of the Chair based on the information provided or discussion at the meeting, that such matters should be diverted to an *in-camera* discussion.

7.7 **Record of *In-Camera* Matters**

In cases where a matter discussed *in-camera* requires a formal resolution by the Board, such motion shall be reported in the minutes of the *in-camera* session to be prepared by a Member.

7.8 **Meeting by Telephone or Electronic Means**

Members may participate in, and shall be deemed present at, meetings of the Board by telephone or other electronic communication facilities which permit all participants to speak to and hear each other.

7.9 **Record of Meetings**

7.9.1 The Executive Assistant shall be responsible for the records, minutes and correspondences of the Board and shall, when present, be the secretary of any meeting of the Board. In the absence of the Executive Assistant, the Board shall appoint such person as it deems appropriate to act as the secretary of the meeting.

7.9.2 The minutes of all meetings of the Board shall record all resolutions made and respective disposition, including any resolutions dealt with by asynchronous voting since the last meeting, and shall note all reports received.

7.9.3 In addition to any other duties contained herein, the Executive Assistant shall, if directed by the Chair to do so, prepare a Committee Report, based on the draft minutes of a meeting of a Committee as approved by the Committee Chair of the relevant Committee, as a summary of the discussions of that Committee and background information with respect to decisions of that Committee or resolutions brought forward by that Committee to the Board for approval.

7.9.4 Draft minutes of a Board meeting shall be distributed to all Members in the agenda package for the next regular meeting of the Board to be approved at that meeting (as corrected, if necessary).

7.9.5 Approved Board minutes, with respect to all matters of a public nature shall be available to the public at such places as the Board from time to time shall determine.

7.9.6 Minutes of a Board meeting shall be signed, once approved, by the Chair and by the President or, if the President is not present at the meeting in question, by another Member who was present at that meeting.

7.9.7 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.

7.10 **Confidentiality of *In-camera* Discussions**

7.10.1 Any Member or Officer attending an i*n-camera* Board meeting or an *in-camera* portion of a Board meeting (each a "**Confidential Event**") shall be deemed by their attendance to have undertaken to respect the confidentiality of the matters discussed and the business to be transacted at that Confidential Event 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 person present at that Confidential Event), anything concerning any matter or decision discussed or made thereat.

7.10.2 At the commencement of every Confidential Event, the Chair, before any business comes before the meeting, shall bring this Section to the attention of all attendees. A failure of the Chair to comply with this Section shall not affect the Members′ obligations under Subsection 7.10.1 of these Bylaws.

7.10.3 Any employee of the Institute or any member of the public who attends any Confidential Event shall be informed of the confidentiality requirements set forth in Subsection 7.10.1 herein and shall be considered by their attendance at such meeting to have consented to be bound by the provisions of this Section in the same manner as if he or she were a Member or Officer, except in the communication of information as required to execute any Board or Committee decision.

7.11 **Destruction of Confidential Materials**

The President will, on the request of a Member, arrange for proper destruction or storage of any Board material related to a Confidential Event.

7.12 **Rules of Order**

The rules of procedure at all meetings of the Board shall be on such basis as the Chair shall direct during such meeting unless the Chair directs that all or any portion of the meeting be conducted on the basis of Robert’s Rules of Order, Newly Revised or such other modified or different rules of conduct or order as the Board may adopt by resolution.

8. VOTING PROCEDURE

8.1 Required Approval

Each motion, unless otherwise provided in these Bylaws, shall be decided by a majority resolution of the Members present, provided there is a quorum present at the Board meeting.

8.2 No Casting vote

The Chair shall not have a second or casting vote. In case of an equality of votes, the motion shall not be carried or adopted.

8.3 Voting Options

On every motion, each 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.

8.4 Method of Vote

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 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.

8.5 Voting by Ballot

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.

8.6 Asynchronous Voting

Voting may take place during a meeting or on resolution of the Members asynchronously following the meeting by electronic communication or other means indicated by the

Members, provided the results of the vote as delivered by facsimile or PDF copy to confirm the majority approval of the Members entitled to vote, as confirmed by the Chair and the President, and the results of the vote are added to the record of the meeting where the minutes of the meeting at which the asynchronous vote was required are presented. Materials confirming the result of such asynchronous vote shall be kept with the minutes of the proceedings of the Board meeting calling for the vote.

To facilitate the Board's business outside of its regular meeting schedule, the Board may use an electronic process for voting asynchronously on motions relating to routine matters that are time sensitive and need to be addressed outside of the normal committee meeting cycle. An example of such a matter would be assigning a newly appointed Board Member to a Committee.

8.7 **Unanimous Resolution**

8.7.1 In addition to Section 8.6 herein, a resolution signed by all Members entitled to vote, shall be as valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.

8.7.2 A resolution in writing may be signed in one or more counterparts, all of which together constitute the same resolution. A facsimile or PDF copy of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart. A copy of every such resolution shall be kept with the minutes of the proceedings of the Members.

8.7.3 In the event that there is concern that a Member does not have capacity to execute a resolution described in Subsection 8.7.1 herein or is in a Conflict of Interest with respect thereto, the Chair, or in their absence or if the Chair is incapacitated or unable to act due to a Conflict of Interest, the Vice-Chair shall determine whether a Member is entitled to execute the aforementioned resolution.

8.8 **Validity of Acts or Proceedings**

No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which there is a quorum or by signed resolution as permitted under Section 8.7 of these Bylaws.

8.9 **Recorded Vote**

Any Member may request a recorded vote on any question and, in such case, the Chair shall record in the minutes the manner in which each Board member voted.

9. CONFLICT OF INTEREST

9.1 Declaration

Every Member who has a Conflict of Interest shall declare in writing to the Institute or request to have entered in the minutes of meetings of Members, the nature and extent of the Member's interest or conflict.

9.2 Timing of Disclosure

The disclosure required by Section 9.1 herein shall be made:

9.2.1 at a meeting at which a proposed contract or Conflict of Interest is first considered.

9.2.2 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.

9.3 Failure to Declare

In the event an individual Member does not declare a Conflict of Interest and another Member challenges that Member, the Chair shall call for a vote of the Board to be taken and the outcome shall be binding on all Members.

9.4 Impact of Conflict of Interest

In the event that a Board vote determines that a Member is in a Conflict of Interest or a Member declares that he or she has a Conflict of Interest, the Member may make a statement regarding their 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.

9.5 Compliance Requirements

In compliance with any statutory requirements respecting conduct, Members shall avoid placing themselves in circumstances of potential conflict of interest and, accordingly, shall not vote or participate in any discussion on any of the following matters:

9.5.1 affecting a private company of which they, persons directly associated with them, or members of their Immediate Family, are shareholders, directors or officers;

9.5.2 affecting a public company in which they, persons directly associated with them, or members of their Immediate Family, own ten percent or more of the voting equity or are directors or officers;

9.5.3 affecting a partnership or firm of which they, persons directly associated with them, or members of their Immediate Family, are members or partners;

9.5.4 affecting a contract for the sale of goods, merchandise, or services to which they, persons directly associated with them, or members of their Immediate Family, are parties or will benefit directly or indirectly;

9.5.5 affecting them, persons directly associated with them, or members of their Immediate Family, in their selling or leasing land or an interest in land to the Institute or will benefit directly or indirectly; affecting them, or members of their Immediate Family, in a direct or indirect pecuniary interest;

9.5.6 relating primarily to the compensation paid by the Institute to a group of employees of the Institute of which the Member belongs;

9.5.7 affecting any labour negotiations, grievances or other labour relations or activities involving faculty, or support staff members where:

(a) a person who is related to or directly associated with a Member who holds, or is expected to hold, a faculty or support staff position, or

(b) a person who is related to or directly associated with a Member who holds a position at any other institution or other organization who reasonably may be perceived to gain a benefit from information disclosed on these matters or who would act in a manner that is not in the best interest of the Institute;

9.5.8 affecting a specific educational program in which a Member, persons directly associated with them, or an Immediate Family member of a Member is or is expected to become enrolled or employed; or

9.5.9 affecting a decision where a Member, persons directly associated with them, or an Immediate Family member of a Member is on another board or organization that competes with or is in conflict with the Mandate of the Institute or the Act.

9.6 **Exceptions to Conflict of Interest**

Notwithstanding the prohibition on a Member voting on a matter in which the Member is in a Conflict of Interest, Members may vote on any resolution:

9.6.1 to approve a contract which is one relating primarily to the remuneration of all Members of the Board;

9.6.2 to approve a contract which is one for indemnity or insurance of all Members of the Board; or

9.6.3 to approve the appointment of that Member to a committee of the Board or to approve the slate of a committee membership that includes the Member.

9.7 **No Invalidity**

A contract between the Institute and any one or more third parties is not invalid by reason of the failure of a Member to observe the provisions of this Section.

9.8 **Consequences to the Member**

In the event that a Member breaches their obligations pursuant to this Section, the provisions of Section 10.7 of these Bylaws shall apply.

9.9 **Additional Requirements**

At all times, Members shall adhere to the disclosure and reporting requirements under all Applicable Law including the *Conflicts of Interest Act RSA 2000 c C-23* and any policies of the Institute including, without limitation, the Code of Ethics and Conduct and the Code of Ethics and Conduct Procedures – Reporting Response Protocols (GE 2.0) and any policies or instruments described therein, as the same may be amended from time to time.

10. TERMS OF OFFICE AND VACANCY

10.1 **Term of Office**

Subject to the Act, and subject to Section 10.4 and 10.5 of these Bylaws, a person appointed as a Member:

10.1.1 holds office for a term not exceeding 3 years as prescribed in the appointment;

10.1.2 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; and

10.1.3 on resolution of the Board, may continue to serve as a non-voting member of the Board including any Committee of the Board on the lapse of the 3 month extension period provided in the Act until the earlier of: any reappointment as a Member by the Minister, a resolution of the Board terminating their position as a non-voting member, or their resignation.

10.2 **Reappointment (Consecutive)**

A person appointed as a Member is eligible for reappointment to the Board for a second three (3) year term unless the combined tenure of this person, including the second term and any period as a non-voting member, would exceed six (6) years.

10.3 **Reappointment (Non-Consecutive)**

A person who has served a total of six (6) years as a Member of the Board is eligible to be reappointed as a Member if at least three (3) years have elapsed since the person's last term expired.

10.4 **Immediate Termination**

The term of office of a Member terminates immediately:

10.4.1 in the case of a person nominated by the academic staff association of the Institute, on the date that person ceases to be an Academic Staff Member;

10.4.2 in the case of a person nominated by the non-academic staff association of the Institute, on the date that person ceases to be a member of the Non-Academic Staff Member;

10.4.3 in the case of a person nominated by the students' association of the Institute, on the date that person ceases to be a Student; or

10.4.4 on the date 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 terminated the appointment of that Member.

10.5 **Resignation**

Any Member wishing to resign may do so by sending notice in writing to the Minister and copying the Chair and the President. If a Member resigns from the Board, the Member's appointment terminates on the effective date specified in the Member's resignation or, if no effective date is specified, on the date the Chair receives the resignation.

10.6 **Board Succession**

When any Member's appointment is terminated or the Member resigns from the Board, the Chair shall place on the agenda of the next Governance Committee, an updated plan for Member succession.

10.7 **Revocation of Appointment**

By a vote of at least a two-thirds (2/3) majority of those present at a Board meeting, the Board may petition the Minister to revoke the appointment of a Member who has breached the approved standards of conduct for a Member, including but not restricted to wilful neglect or default, or actions contrary to the Board member's duties and obligations as set out in Sections 3.8, 3.9 and Article 9 herein.

10.8 **Suspension of Member**

(1) In the event that any Member is the subject of any complaint or allegation regarding the Member's behaviour, actions or conduct which might reasonably be considered to interfere with the ability of that Member to carry out their duties or which may bring the reputation of the Institute or the Board into disrepute, the Board may, by a vote of at least two-thirds (2/3) majority of those present at a Board meeting, suspend that Member, pending the outcome of an investigation. The Board must give the Member written notice of the proposed suspension and an opportunity to make representations to the Board prior to the vote regarding suspension.

(2) The Board has the power to conduct a good faith investigation relating to the allegations or complaints and to tie the term of suspension to the result of that investigation, or, in the event that there is an investigation by an external body commenced or anticipated, to tie the period of suspension to the outcome of the external investigation.

(3) A suspended Member shall not attend Board Meetings or Committee Meetings or do any work on behalf of the Board nor represent themselves publicly as a representative of the Board for the duration of the suspension. Upon completion of the suspension, if there is not a motion pursuant to section 10.7 to petition the Minister to revoke the appointment, the Member that was suspended shall be entitled to review Board and Committee meeting minutes, reports, and packages, for the meetings that they were absent from due to the suspension.

(4) A suspension shall not exceed the period of time necessary to investigate the impugned conduct and in no event shall the suspension period exceed six (6) months. If the investigation has not been completed within the six month period, the Board must determine whether to vacate the suspension or to pass a resolution pursuant to section 10.7 of these Bylaws, to petition the Minister to revoke the appointment of the Member.

11. REMUNERATION OF BOARD MEMBERS

11.1 **Remuneration of Members**

No Public Member shall be entitled to any remuneration and any *ex officio* Member shall only be entitled to any compensation payable to them as an Officer, unless otherwise determined by the Board. Honoraria will be available only to elected student representatives on the Board in the form of payment toward their tuition fees, the amount of which shall be determined in the discretion of the Board.

11.2 **Reimbursement of Members**

All Members shall be entitled to reimbursement for reasonable expenses incurred while engaged in Board business in accordance with current Institute practices and Board approved policy and procedures. Any disagreements on such matters shall be resolved by

any Committee to which the Board has assigned such responsibility, and failing such assignment of responsibility, by the Chair.

12. COMMITTEES OF THE BOARD, SUB-COMMITTEES, AND OTHER REPORTING BODIES

12.1 Establishment

The Board shall from time to time establish such Committees as it deems necessary to assist the Board in carrying out and performing its duties and shall determine the mandate, terms of reference and tenure of each Committee; provided 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.

12.2 Standing Committees, Special Committees, Sub-Committees and Other Reporting Bodies

The Standing Committees and Sub-Committees of the Board will include, but are not limited to, the following:

a) Advanced Skills Centre Committee

b) Executive Committee;

c) Community Engagement Committee;

d) Finance Committee:

e) Audit Committee;

f) Governance Committee;

g) Human Resources Committee; and

h) Campus Development Committee.

Other Reporting Bodies include Academic Council (Section 12.15 herein) and the NAIT Foundation (Section 12.16 herein)

12.3 Committee Composition

Each Committee of the Board shall be chaired by a Public Member, unless otherwise determined by the Board. Each Committee of the Board except Executive Committee may have non-Board Members as voting members of the Committee (External Committee Members), provided that, in no event shall the number of External Committee Members on a committee exceed 25% of the total voting membership of the committee. The Committee Chair and membership of a committee shall be determined by resolution of the Board. Where an External Committee Member is appointed by the Board to a Committee, the appointment, unless otherwise determined by the Board, shall not exceed two years, and there may be an unlimited number of renewals as determined by the Board. External

Committee Members serve at the leisure of the Board, and such appointment may be rescinded by motion of the Board. External Committee Members shall be required to acknowledge commitment to the Communication, Confidentiality and Conflict of Interest provisions of these Bylaws.

12.4 **Terms of Reference**

12.4.1 Committees shall have only those powers and authority explicitly delegated to them by the Board in their terms of reference.

12.4.2 Committees shall be responsible to the Board for review and recommendation of policies governing those aspects of the Institute's operations specifically identified in their respective terms of reference.

12.4.3 The terms of reference for the Academic Council shall at all times align with the required powers and duties of an academic council as provided in the Act.

12.4.4 The terms of reference of each Committee shall be reviewed by the Committee at least once during the Academic Year as a means of orienting new members and identifying elements which may require clarification from the Board.

12.4.5 The terms of reference of any Committee may, on recommendation of that Committee, be amended by the Board at any time.

12.5 **Committee Membership**

The Governance Committee shall propose a slate of nominees for all Standing Committees and their Committee Chairs and for Academic Council. The Board shall by majority resolution approve the membership (including any External Committee Members) and Committee Chair of each Standing Committee. The slate presented for Academic Council shall be consistent with the membership requirements of the Act. In the event that a slate of members of any Committee is not approved by the Board, the Committee Chair of the Governance Committee may nominate an alternate committee slate or Committee Chair, immediately or at a subsequent meeting.

12.6 **Size of Committees**

Committees shall normally consist of five (5) to eight (8) members including the *ex officio* members.

12.7 **Chair and President**

The Chair and the President shall have the same rights as other Committee members, subject to the provisions of Sections 4.1 and 14.2 herein, and shall be obliged to attend meetings and shall be counted in determining the quorum for a given Committee meeting.

12.8 **Support Staff**

The President shall designate, as required, appropriate employees to serve as resource persons to Committees and Committee Chairs.

12.9 **Quorum**

The quorum of a Committee meeting shall be at least half of its members, including *ex officio* members.

12.10 **Committee Chair Duties**

The Committee Chair of each Committee shall exercise the powers and perform the following duties and responsibilities:

12.10.1 calling of meetings;

12.10.2 conducting Standing Committee work in accordance with the terms of reference approved by the Board;

12.10.3 conducting Special Committee work in accordance with the resolutions delegating matters to the Committee as approved by the Board;

12.10.4 ensuring that appropriate records and minutes of the Committee minutes are kept in a manner consistent with records and minutes of the Board; and

12.10.5 reporting to the Board on a regular basis.

12.11 **Alternate**

In the event of a Committee Chair's absence from a meeting, the members of that Committee may select a temporary chair for that meeting.

12.12 **Additional Committee Members**

The Chair may appoint additional members to Committees as required at any time for purposes of filling vacancies, subject to ratification by the Board at its next Board meeting.

12.13 **Establishment of Special Committees**

The Board may establish Special Committees as it deems necessary.

12.13.1 The procedure for appointing members to a Special Committee shall be the same as that for establishing a Standing Committee except that Special Committee may be established at any time.

12.13.2 Each Special Committee, at the time of its establishment, shall be given the scope of its responsibilities and reporting expectations by the Board.

12.14 **Establishment of Sub-Committees**

In the event that a Committee seeks to establish a Sub-Committee, which may be comprised partially or wholly of external individuals, for the purpose of advising the Committee on any portion of the Committee's functions, the Terms of Reference of the proposed Sub-Committee, setting out the structure (Standing Sub-Committee or Special Sub-Committee), the scope of responsibilities, and the general composition of the Sub-Committee will be submitted to Governance Committee for its recommendation to the Board. If the Board approves the establishment of the Sub-Committee, the appointment of individuals to the Sub-Committee, the term of those appointments, and selection of Chair shall be in the discretion of the Committee that sought the establishment of the Sub-Committee. The membership appointments to the Sub-Committees will be communicated by the Committee in its reporting to the Board. All external individuals participating in a Sub-Committee shall be required to acknowledge commitment to the Communication, Confidentiality and Conflict of Interest provisions of these Bylaws.

12.15 **Academic Council**

The composition of Academic Council shall be in accordance with the applicable provisions of the *Post-secondary Learning Act* and the provisions of the Academic Council Constitution and By-laws. The Board shall receive recommendations or reports with respect to matters that the Board has referred to Academic Council and other matters Academic Council considers advisable to be made to the Board. The Board shall make appointments to Academic Council in accordance with provisions of the Act. The Board shall decide any question that may arise as to the composition of the Academic Council or concerning the nomination or election of Academic Staff Members, Non Academic Staff Members or Students to the Academic Council.

12.16 **NAIT Foundation**

The composition of the NAIT Foundation Board of Trustees shall be in accordance with its Articles of Incorporation. The purpose of the NAIT Foundation, a not for profit established under the *Companies Act*, is to carry on activities dedicated to the advancement of education and other purposes of a charitable nature beneficial to the Institute including, without limitation, soliciting, receiving, recording, maintaining and disposing of property, donations, bequests, devises or gifts of any nature whatsoever, and upon such terms and conditions as the donor or donors of any such property may prescribe. The Board shall receive recommendations or reports on matters the NAIT Foundation considers advisable be made to the Board.

12.17 **Rules of Order for Committees**

12.17.1 Subject to the terms of reference or other restrictions issued by the Board, including the Consistent Board Protocol Policy, Committees may establish their own rules of order, except during periods of time when empowered to act

on behalf of the Board, when they shall be subject to the rules governing Board meetings.

12.17.2 The rules of order for all Committee meetings shall be on such basis as the Committee Chair shall direct and the Committee Chair shall: preside over the conduct of meetings and maintain order and preserve the decorum of the meeting; decide points of order without debate or comment other than to state their decision; determine which member has a right to speak; ascertain that all members who wish to speak on a motion have spoken and that all members are ready to vote; rule when a motion is out of order, and call a member to order; or direct that all or any portion of the meeting be conducted on the basis of Robert's Rules of Order, Newly Revised or such other modified or different rules of conduct or order as the Board may adopt by resolution for its meetings.

12.18 **Participation in Committee Meetings by Non-Members of Committee**

12.18.1 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, attend and 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.

12.18.2 Notwithstanding the foregoing, Members who are not members of the Executive Committee (or such successor Committee thereof) may only attend and/or participate at a meeting of the Executive Committee with prior approval from the Committee Chair of the Executive Committee, who shall be the Chair.

12.18.3 Invited Guests may attended Committee meetings and participate in the Committee's debate and discussions, including making presentations.

12.19 **Confidentiality of Committee Meetings**

12.19.1 Subject to Subsection 12.19.2 herein and the Act, Committee minutes, agenda materials and related documents shall be treated as confidential by Committee members and the Committee Chair of each Committee shall be responsible for their safe custody unless formally released to the public by that Committee or by the Board.

12.19.2 Committees often deal with topics that involve a considerable degree of confidentiality, therefore, Committee meetings shall always be held *in-camera*, subject to the invitation of Invited Guests or the Chair designating that all or parts of Committee meetings to be open to the public for observation or participation. During any *in-camera* Committee meetings or *in-camera* portions of Committee meetings, the requirements of Section 7.10 herein shall apply with such modifications as the circumstances require.

12.19.3 When a Committee meeting is open to observers of the public, the Committee Chair may expel a member of the public from the meeting for conduct that unduly disrupts or interferes with the business of the meeting.

12.20 **Dissolutions**

The Board may, by resolution, dissolve any Committee at any time, subject to the requirements of the Act and Applicable Law.

12.21 **Meetings**

Meetings of Committees may be held by telephone conference or other communications facilities, 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 speak and be heard.

12.22 **Draft Minutes**

Draft minutes of each Committee meeting shall be distributed to all members of that Committee in the agenda package for the next regular meeting to be approved at that meeting (as corrected, if necessary).

12.23 **Approved Minutes**

Approved minutes of a Committee meeting shall be posted on the Board governance portal and available for review by all members of the Board.

12.24 **Voting Procedure**

Subject to Section 12.1 of these Bylaws, any decisions made by a Committee during a Committee meeting or between Committee meetings shall be subject to the voting procedures for Board meetings as set out in Article 8 (including the option of asynchronous voting and unanimous resolutions), with such modifications as the circumstances require.

13. SIGNING AUTHORITY

13.1 **General Power**

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

13.2 **Signing Authority of the President**

Unless restricted by Section 13.3 below or otherwise specifically restricted by the Delegation of Authority Policy (GE 3.0) or the Signing Authority Matrix of the Institute, being Appendix A to the Delegation of Authority Procedure (GE 3.01), all contracts,

documents or instruments in writing requiring the signature of the Board shall be executed on behalf of the Institute and the Board by the President or an authorized delegate of the President, and all contracts, documents and instruments in writing so executed shall be binding upon the Board and upon Institute 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.

13.3 **Signing Authority Retained by the Board**

Notwithstanding the general delegation of authority conferred upon the President in Section 13.2 herein, the Board shall retain the power to specifically direct execution of any contract, document or instruments in writing of whatever nature and kind, and specifically any contracts, documents or instruments in writing involving:

13.3.1 such amounts as may be set by a resolution of the Board from time to time;

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

13.3.3 the selection or compensation of the President; or

13.3.4 approval of collective agreements.

13.3.5 Seal

The seal of the Institute, an impression of which appears to the right of these words, shall, when required, be affixed to contracts, documents, and instruments in writing



14. OFFICERS AND EMPLOYEES

14.1 **Appointment of the President**

The Board shall appoint the President and shall prescribe the term of office of the President and the remuneration to be paid to the President and other terms and conditions of employment by written agreement negotiated by any Committee to which the Board has assigned such responsibility, and failing such assignment of responsibility, by the Chair, and approved by resolution of the Board and executed by the Chair and one other Member.

14.2 **Power and Authority of the President**

The President has general supervision over and direction of the operation of the Institute and has those other powers, duties and functions that are assigned to the President by the Board from time to time, including without limitation the following:

14.2.1 in consultation with and under the authority of the Chair, prepare the agenda for each Board Meeting, including any Committee of the Board;

14.2.2 select from staff of the Institute an executive assistant ("Executive Assistant") whose responsibilities shall be to assist the Chair in the performance of their duties, give or cause to be given notices for all meetings of the Board, including any Committee when directed to do so; distribute the agenda and Board packages, including any Committee when directed to do so; prepare and distribute minutes of Board meetings including Committees; and maintain records of all Board meetings and any Committee meetings;

14.2.3 execute all duties as Chief Executive Officer of the Institute including lead, supervise, manage and direct the instructional, administrative, and business affairs of the Institute, under direction of the Board through resolutions or by-laws passed, and exercise such powers and perform any duties as are assigned by the Act or any other enactment of Alberta or Canada;

14.2.4 be responsible for the selection and evaluation or dismissal of any employee, however designated, directly or through delegation to such employee's supervisor, for the efficient operation of the organization unit or the functions for they are responsible;

14.2.5 be the channel of communication to Academic Council in accordance with the Act;

14.2.6 assist the Board with the establishment of goals and development of policies;

14.2.7 provide such information and advice to the Board as it may require to fulfil its responsibilities under the Act including information that would enable the Board to assess the Institute’s effectiveness and efficiency in achieving its goals and carrying out the mission articulated by the Board;

14.2.8 serve as the communication link between the Board and the Institute’s internal and external constituencies where directed by the Board;

14.2.9 serve as an *ex officio* and voting member of all Committees except for the Audit Committee, where the President shall serve as an *ex officio* non-voting member provided that, in cases that the Board or its Committees are reviewing the exercise of the office of President or where Conflicts of Interest exist, the President shall be excused for those agenda items;

14.2.10 perform such additional activities and assume such other powers as the Board may specify and delegate;

14.2.11 hire, promote or terminate Officers, other than the President, and determine their compensation;

14.2.12 appoint Non Academic Staff Members to senior management positions, other than the Officers, who he or she considers necessary for the proper conduct of the business of the Institute and may, subject to Board approved policies and procedures,

(a) determine their remuneration,

(b) promote or dismiss,

(c) prescribe their duties, and

(d) prescribe the term and conditions of employment or retention and the terms and conditions of employment or retention; and

14.2.13 make recommendations to the Board with respect to:

(a) the employment, remuneration, duties and responsibilities, or terms and conditions of employment of any persons it considers necessary to serve as Academic Staff Members, and

(b) the designation of categories of employees and individuals as Academic Staff Members, or a change to a previously-made designation.

14.3 **Delegation by the President**

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

14.4 **Authority of Officers**

Officers shall have the powers, duties and functions that are delegated to them by the President.

15. BANKING, INVESTMENT AND FINANCIAL MATTERS

15.1 **Conflict**

In the event of conflict between any provisions or requirements in this Section 15 and the Act or any Applicable Law, the provisions of the Act or Applicable Law shall govern.

15.2 **Banking and Investment**

15.2.1 The Board shall adhere to the investment and policies, standards and procedures approved of the Institute governing asset management and investments including, but not limited to, the Net Assets Policy and Procedure (RM 1.0 and 1.01) and the Investment Policy and Procedure (RM 2.0 and 2.01), and any policies or instruments described therein, as the same may be amended from time to time.

15.2.2 Any contravention of this Section does not by itself make an agreement or transaction invalid.

15.3 **Fiscal Year**

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

15.4 **Auditor**

The Auditor General of Alberta is the auditor of the Board.

15.5 **Borrowing**

15.5.1 Board may borrow from any bank, ATB Financial, a credit union, a loan corporation or a trust corporation or from any other person any sum of money required to meet the expenses of the Institute until such time as the revenues for the current year are available.

15.5.2 Any borrowing made pursuant to Subsection 15.5.1 herein 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.

15.5.3 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 the Act.

15.6 **Risk Management**

The Board shall, in exercising its authority and performing the duties and responsibilities under this Article 15, be mindful and act in accordance with the NAIT Policy - Enterprise Risk Management (RM 4.0) and any risk management framework that may be in place or put in place in the future for the benefit of the Institute, as well as the Code of Ethics and Conduct Procedures – Reporting Response Protocols (GE 2.0) and any policies or instruments described therein, as the same may be amended from time to time.

16. PROTECTION OF MEMBERS, OFFICERS AND OTHERS

16.1 Limitation of Liability

Every Member and Officer of the Institute in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Institute and shall exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Member or Officer for the time being of the Institute, shall be; liable for the acts, neglects or defaults of any other Member or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by the Institute or for or on behalf of the Institute or for the insufficiency or deficiency of any security in or- upon which any of the moneys of or belonging to the Institute shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting for any dealings with any moneys, securities or other assets belonging to the Institute or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Institute shall be deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto; provided that nothing herein shall relieve any Member or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof. The Members, for the time being of the Institute, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Institute, except such as shall have been submitted to and authorized or approved by the Board.

16.2 Indemnity

Subject to the Act, the Institute shall indemnify, a Member or Officer of the Institute, a former Member or Officer of the Institute or a person who acts or acted at the Institute's request as a Member or Officer of a body corporate of which the Institute is or was a shareholder or creditor, and their heirs and legal representatives against:

16.2.1 all liabilities, losses, damages, costs, charges and expenses, including reasonable legal fees and disbursement and an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Member or Officer of the Institute or the related body corporate; and

16.2.2 all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Institute.

Such indemnity shall only be provided if:

16.2.3 he or she acted honestly and in good faith with a view to the best interests of the Institute; and

16.2.4 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that their conduct was lawful.

The Institute shall also on resolution of the Board indemnify such employee or other persons in such other circumstances as the Act permits or requires. Nothing herein contained shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Section 16.2.

16.3 **Insurance**

The Institute may purchase and maintain insurance for the benefit of any person referred to in Section 16.2 herein against any liability incurred by them in their capacity as a Member or Officer:

16.3.1 of the Institute, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Institute; or

16.3.2 of the another body corporate where they act or acted in that capacity at the Institute's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

17. GENERAL

17.1 **Amendment Process**

These Bylaws shall not be amended, repealed or adopted (collectively an ″Amendment″) except after a notice to Members has been given setting out the proposed Amendment(s) together with reasons therefor as set out in Section 17.2, and the Amendment has been adopted in the manner set out in Section 17.3 of these Bylaws.

17.2 **Notice**

A written copy of any proposed Amendment together with the reasons therefor shall be submitted to each Member at least one (1) week prior to the first reading of the proposed Amendment.

17.3 **Amendment of Bylaws**

Every Amendment shall have a reading at a meeting of the Board and shall be approved and adopted upon a resolution approved by two-thirds (2/3) majority of Members present, provided that a quorum is present at such meeting.

17.4 **Severability**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

17.5 **Approval**

These Bylaws and any Amendments thereto shall be dated and effective, when approved by the Board, and shall be signed by the Chair and the President.

Approved and effective as of the 29th day of September 2026



Melanie Bayley
Chair, NAIT Board of Governors



Laura Jo Gunter
President & CEO, NAIT