



Saskatchewan Polytechnic Bylaw No. 1

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The Saskatchewan Polytechnic

Bylaw No. 1

The following Bylaw relates generally to the transaction of the business and affairs of Saskatchewan Polytechnic. It is enacted as a Bylaw of Saskatchewan Polytechnic under the authority of Section 8 of *The Saskatchewan Polytechnic Act*, S.S. 2014, c. S-32.21.

1.0 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Bylaw, unless context otherwise requires, the following terms have the indicated meanings:

- a) **“Advisory Committee”** means a committee established in accordance with subsection 9.1(a) of this Bylaw.
- b) **“Associate”**, when used to indicate a relationship with any person, means:
 - a body corporate of which that person beneficially owns, directly or indirectly, more than 10% of any class of voting equity securities of the body corporate that are outstanding at that time;
 - a partner, other than a limited partner, of that person;
 - a trust or estate in which that person has a beneficial interest or serves as a trustee or in a capacity similar to a trustee;
 - an employer of that person;
 - any other person who has the same residence as that person; or
 - any relative of that person, whether related through blood or marriage, including husband, wife, child, mother, father, brother and sister.
- c) **“Board”** or **“Board of Directors”** means the Board of Directors of Saskatchewan Polytechnic.
- d) **“Board Committee”** means a committee established in accordance with subsection 8.1.1 of this Bylaw.
- e) **“Board Meeting”** or **“Meeting of the Board”** includes both regular Board meetings and other Board meetings.
- f) **“Board Secretary”** means the secretary of the Board selected in accordance with Section 6.3 of this Bylaw.
- g) **“Bylaws”** mean this bylaw and other bylaws of Saskatchewan Polytechnic from time to time in force and effect.
- h) **“Chair”** means the Chair of the Board selected in accordance with subsection 6.1(a) of this Bylaw.
- i) **“Director”** means a member of the Board.
- j) **“Electronic Voting”** means a vote held by email.

- k) **“In-Camera Meeting”** means a Board meeting or part of a Board meeting where the members meet in private, in accordance with section 7.8 of this Bylaw.
- l) **“Member”** means an appointed member of the Board.
- m) **“Minister”** means the Member of the Executive Council who is responsible for the administration of *The Saskatchewan Polytechnic Act*.
- n) **“Other Board Meeting”** means a Board meeting called in accordance with Section 7.2 of this Bylaw but excludes an In-Camera Board meeting.
- o) **“President”** means the President and CEO of Saskatchewan Polytechnic, appointed in accordance with Section 6.4 of this Bylaw.
- p) **“Regular Board Meeting”** means a Board meeting called in accordance with Section 7.1 of this Bylaw but excludes an In-Camera Board meeting.
- q) **“Regulations”** means the regulations under *The Saskatchewan Polytechnic Act* as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such, amendment or substitution, any references in the Bylaw to provisions of *The Saskatchewan Polytechnic Act* shall be read as references to the amended or substituted provisions thereof.
- r) **“The Saskatchewan Polytechnic Act”** means *The Saskatchewan Polytechnic Act*, S.S. 2014, c. S-32.21 as from time to time may be amended and every statute that may be substituted therefore, and in the case of such amendment or substitution, any references in the Bylaw to provisions of *The Saskatchewan Polytechnic Act* shall be read as references to the amended or substituted provisions thereof.
- s) **“Saskatchewan Polytechnic Board Policies”** mean the policies approved by the board.
- t) **“Vice Chair”** means the Vice Chair of the Board, selected in accordance with the subsection 6.2 of this Bylaw.

1.2 Interpretation

- a) This Bylaw and all other Bylaws are made pursuant to and are subordinate to *The Saskatchewan Polytechnic Act* and should be read in conjunction with *The Saskatchewan Polytechnic Act*. In case of conflict between a provision of the Bylaws and a provision of *The Saskatchewan Polytechnic Act*, the applicable provision of *The Saskatchewan Polytechnic Act* shall govern.
- b) Words and expressions not defined in this Bylaw shall have the same meaning as described in *The Saskatchewan Polytechnic Act*.
- c) Words importing the singular number shall include the plural and vice versa and words importing gender shall include the masculine, feminine and neuter genders.
- d) Expressions referring to writings shall be construed as including references to printing, lithographing, typewriting, photocopy and other modes of representing or reproducing words in a visual form.
- e) The headings used in this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2.0 ADMINISTRATIVE OFFICES

Until changed by the Board, the Administrative offices of Saskatchewan Polytechnic are located at:

400 – 119 4th Ave S, Saskatoon SK S7K 5X2.

3.0 BOARD OF DIRECTORS

3.1 Channels of Communication

3.1.1 Relationship of the Board and President

- (a) The official channel of communication for all matters to be considered by the Board and of consequence to Saskatchewan Polytechnic shall be through the President or the Chair.
- (b) Board requests for information and/or assistance shall be directed through the President. Requests for information from individual Members or committees that have not been authorized by the Board may be denied if significant time or financial expenditure is required to fulfill the request.
- (c) The President is responsible for providing information and counsel to the Board.
- (d) Only decisions of the Board acting as a body are binding on the President.

3.1.2 Student Communication with the Board

Recognizing students as primary stakeholder of Saskatchewan Polytechnic, the Board will provide an opportunity and invite elected student representatives at each campus to meet with the Board on an annual basis to present matters of common interest and enhance communication.

3.1.3 Spokesperson for the Board

Board members' interactions with the public, press or other entities shall recognize the authority vested in the Board Chair, who is the authorized spokesperson. No other Board Member shall speak on behalf of the Board, unless explicitly authorized by the Chair.

3.2 Code of Conduct

3.2.1 Standard

Board members are expected to conduct themselves in an ethical, legal and professional manner. Every Board member of Saskatchewan Polytechnic, in exercising his or her powers and in performing his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of Saskatchewan Polytechnic;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) build collegial relationships and behave in a manner that maintains the good reputation of the Board when interacting with Board Members, the Saskatchewan Polytechnic community, educational partners and the general public.
- (d) comply with *The Saskatchewan Polytechnic Act*.

3.2.2 Confidentiality

All Board Members shall respect the confidentiality appropriate to issues of a sensitive nature. Board Members shall protect all information provided to them in respect with their roles as Board Members and respect confidentiality of all Board meetings and Board Committee meetings.

3.2.3 Oath of Office

The Board of Directors shall be committed to ethical and businesslike conduct including proper use of authority. Each Member is required to sign and abide by the following Oath of Office as signed on or before the Member's first meeting.

I, _____, MAKE OATH AND SAY AS FOLLOWS:

- a) That I will, during the term of my appointment, and any re-appointments, faithfully, impartially and to the best of my knowledge and ability, carry out the duties of the Saskatchewan Polytechnic Board of Directors;
- b) That I will comply with the Saskatchewan Polytechnic Bylaw No. 1 and all operating procedures that apply to the Board of Directors;

- c) That I will not discuss or make known, unless authorized, any matter that comes to my knowledge because I am holding that office.

3.3 Conflict of Interest

(a) Duty of Members to Saskatchewan Polytechnic

- (i) Members are fiduciaries of Saskatchewan Polytechnic, and as such, hold a position of trust; they must not put themselves in positions of conflict with their duties and obligations to Saskatchewan Polytechnic. Members must avoid actual and potential conflicts of interest.
- (ii) Members may not have an interest in contracts with Saskatchewan Polytechnic except as outlined in this Bylaw.
- (iii) Where a Member is unsure of whether there is a conflict that Member should raise the perceived conflict with the Board, and the Board shall determine by majority vote whether or not a conflict of interest exists. The Member perceived to be in conflict must refrain from voting on the issue.
- (iv) Any Member who perceives another Member to be in a conflict of interest in a matter under consideration or to be under consideration by the Board must identify the perceived conflict to the Board at the first opportunity. The Board shall determine by majority vote whether or not a conflict of interest exists and the Member perceived to be in a conflict must refrain from voting.

(b) Disclosure of interest

A Member shall disclose in writing to Saskatchewan Polytechnic, or request to have entered in the minutes of a meeting of the Board, the nature and extent of his or her interest or his or her Associate's interest where the Member:

- (i) is a party to a contract or proposed contract with Saskatchewan Polytechnic;
- (ii) is an officer or Director of or has an interest in or is an Associate of any person who is a party to a contract or proposed contract with Saskatchewan Polytechnic;
- (iii) has a personal interest of any nature in a transaction, contract, agreement or arrangement with Saskatchewan Polytechnic, existing or proposed, by which the Member might benefit or be affected, directly or indirectly;
- (iv) has personal, financial, business or other organizational duties which might reasonably be seen to, influence the discharge of the Member's obligations as a Member; or
- (v) any other circumstances which the Board decides are or would be a conflict of interest.

(c) Time for Disclosure of Interest

A Member shall make the disclosure required after becoming aware of a contract or proposed contract:

- (i) at the meeting at which a proposed contract is first considered;
- (ii) if the Member or the Member's Associate was not then interested in a proposed contract, at the first meeting after the Member or Associate becomes interested;

- (iii) if the Member or the Member's Associate becomes interested after a contract is made, at the first meeting after the Member or the Associate becomes interested; or
- (iv) if a person who is interested in a contract or whose Associate is interested in a contract later becomes a Member, at the first meeting after he or she becomes a Member.

(d) Ordinary Course of Business Interest

If a contract or proposed contract is one that, in the ordinary course of Saskatchewan Polytechnic's business, would not require approval by the Members, a Member shall disclose in writing to Saskatchewan Polytechnic, or request to have entered in the minutes of the meeting of the Board, the nature and extent of his or her interest or his or her Associate's interest immediately after the Member becomes aware of the contract or proposed contract.

(e) Voting where Disclosure of Interest

When there is a conflict or perceived conflict pursuant to this Bylaw, no Member shall vote on any resolution to approve a contract unless the Saskatchewan Polytechnic contract is:

- (i) a contract relating primarily to his or her remuneration as a Member of Saskatchewan Polytechnic; or
- (ii) a contract for indemnity or insurance to protect the Member.

(f) Presence of Member in Conflict during Voting and Discussion

The Member may choose to remain in the meeting during a discussion or vote regarding any issue pertaining to the Member's conflict of interest or perceived conflict of interest; however, the Members may choose to remove that Member from the room at the time of the discussion or vote by approval of a motion by two-thirds majority of votes, (excluding the vote of the Member in conflict) or perceived conflict, cast at a meeting of the Board.

(g) Form of Declaration

For the purposes of this section, a general notice to the Members, declaring that he or she or any of his or her Associates is an officer or Director of or has an interest in a person and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract made with that person.

(h) Contract not Void or Voidable

A contract between Saskatchewan Polytechnic and one or more of its Members, or between Saskatchewan Polytechnic and another person of which a Member is an officer or Director or in which he or she has an interest or which is an Associate of a Member, is neither void nor voidable by reason only of that relationship or by reason only that a Member with an interest in the contract, or whose Associate has an interest in the contract, is present at or is counted to determine the presence of quorum at a meeting of the Board or other Board meeting that authorized the contract, if:

- (i) the Member disclosed his or her interest in accordance with the provisions of this Bylaw;
- (ii) the contract was approved by the Members; and
- (iii) the contract was reasonable and fair to Saskatchewan Polytechnic at the time it was approved.

(i) **Benefit from Position**

Except for the compensation a Member receives in the capacity as a Member, a Member shall not use his or her position with Saskatchewan Polytechnic for personal benefit or the benefit of a Member's Associate.

(j) **Board Action**

If any Board Member breaches the Code of Conduct or Conflict of Interest, the Board may take whatever action deemed appropriate based on the nature or severity of the breach including, but not limited to, warning or reprimand and removal from the Board.

3.4 Honoraria and Remuneration

Board Members may be entitled to honoraria for the performance of duties as Members of the Board. Each Member shall be remunerated in accordance with subsections 6(9) and 6(10) of *The Saskatchewan Polytechnic Act*.

3.5 Travel and Expenses

Board Members shall be reimbursed for reasonable and appropriate expenses incurred for travel resulting from their Board activities. All Board Members' expenses must be approved by the Board Chair; expenses of the Board Chair are approved by the Chair of the Audit Committee.

3.6 Liability and Indemnification

- (a) Saskatchewan Polytechnic shall provide contracts of indemnity to its Members. The institution and each Board Member shall execute a Director Indemnification Agreement.
- (b) Each Member shall have limitation of liability in accordance with subsection 28(1) of *The Saskatchewan Polytechnic Act*.

4.0 BOARD COMPOSITION

4.1 Appointments

The Members are appointed by the Lieutenant Governor in Council for Saskatchewan.

4.2 Composition

The Board shall consist of not less than 10 and not more than 20 Members.

4.3 Term

A Member holds office for a term as defined in subsections 6(3) and 6(4) of *The Saskatchewan Polytechnic Act*.

4.4 Ceasing to Hold Office

- (a) In accordance with subsection 6(5) of *The Saskatchewan Polytechnic Act*, a person ceases to be a Member of the Board when the person dies or resigns.
- (b) A member may tender his or her resignation from the Board by sending a notice in writing of his or her resignation to the Minister which shall be effective on the date the notice is sent.

4.5 Removal

- (a) In accordance with subsection 6(6) of *The Saskatchewan Polytechnic Act*, where a Member has failed to attend three consecutive regular Board meetings, the Board shall promptly make a recommendation, with reasons, to the Minister as to whether or not that person should continue to be a member.
- (b) The Board may make a recommendation to the Minister that a Member be removed from the Board, under the following circumstances:
 - (i) Clear violation of any part of this Bylaw or *The Saskatchewan Polytechnic Act*; and/or
 - (ii) Any other event or act that may be perceived to put the integrity of the Polytechnic at risk.
- (c) A motion to recommend removal must be approved by two-thirds of the Board as a whole, not including the Member being considered for removal.

4.6 Vacancy

A vacancy in the membership of the Board shall not impair the powers of the remaining Members to act as provided for in subsection 6(7) of *The Saskatchewan Polytechnic Act*.

5.0 BOARD POWERS AND DUTIES

5.1 Powers and Duties

- (a) Subject to section 27 of *The Saskatchewan Polytechnic Act*, the Board of Directors shall have the conduct of and manage the business and affairs of Saskatchewan Polytechnic ensuring that the business and affairs of Saskatchewan Polytechnic are conducted in accordance with *The Saskatchewan Polytechnic Act*.
- (b) The Board may exercise all such powers and do all such acts and things as may be exercised or done by Saskatchewan Polytechnic and which are not, by *The Saskatchewan Polytechnic Act* or other statutes, the Regulations, the Bylaws or any Board resolution, expressly directed or required to be done in some other manner.
- (c) Subject to *The Saskatchewan Polytechnic Act* and section 7.4 of this Bylaw, the powers of the Board may be exercised by resolution passed at a Board meeting of which a quorum of Members are present.
- (d) Each Board Member is responsible for contributing to the management of Board affairs, the governance of Saskatchewan Polytechnic, the fulfillment of Saskatchewan Polytechnic's mission, vision and values and legal accountability for its operations. Each member shall:
 - (i) become informed of institutional policies, issues, business and affairs and system-wide educational trends and issues;
 - (ii) use his/her level of knowledge and expertise for effectively dealing with the affairs of Saskatchewan Polytechnic;
 - (iii) attend Board meetings and prepare for meetings by reading materials distributed prior to meetings;
 - (iv) serve on and actively participate on Board Committees as appropriate; and

- (v) conduct himself/herself in accordance with responsibilities and expectations set out in *The Saskatchewan Polytechnic Act*.

6.0 BOARD OFFICERS AND EMPLOYEES

6.1 Chair of the Board

- (a) The Chair shall be designated from among the Members in accordance with subsection 6(8) of *The Saskatchewan Polytechnic Act*.
- (b) In the event the Lieutenant Governor in Council for Saskatchewan does not designate a Chair, the Board may elect a Chair from among its Members.
- (c) The Chair shall have such powers and duties as the Board shall specify and this Bylaw shall provide.
- (d) The Chair shall serve as an ex-officio voting Member of all committees established by the Board.
- (e) The Chair shall be the authorized spokesperson for the Board and unless the Board approves or authorizes a Member to speak, is the only Member authorized to speak for the Board.

6.2 Vice Chair of the Board

- (a) The Vice Chair shall be designated from among the members in accordance with subsection 6(8) of *The Saskatchewan Polytechnic Act*.
- (b) In the event the Lieutenant Governor in Council for Saskatchewan does not designate a Vice Chair, the Board may elect a Vice Chair from among its members.
- (c) The Vice Chair shall assist the Chair as may be necessary and, in the absence of the Chair or the inability of the Chair to act, shall exercise the powers and duties of the Chair. In the event the Chair and Vice Chair are absent or unable to act, the Members present at a Board meeting shall elect a Chair only for the purposes of that Board meeting.
- (d) The Vice Chair shall serve as an ex-officio voting member of all committees established by the Board.

6.3 Board Secretary

- (a) The Board shall appoint a Board Secretary from its Members.
- (b) The Board Secretary shall:
 - (i) attend and be the secretary of all Board meetings;
 - (ii) ensure the preparation and maintenance of a written record of all proceedings and decisions of the Board;
 - (iii) enter or cause to be prepared in records kept for that purpose, minutes of all meetings of the Board and meetings of committees established by the Board;
 - (iv) certify minutes of meetings of the Board and meetings of committees established by the Board;
 - (v) ensure that all notices be given as and when instructed by the Board; and
 - (vi) have such other powers and duties as the Board may specify.

6.4 President

- (a) The Board shall appoint a President and determine his or her remuneration and the term of office, which term shall not exceed five (5) years but which term may be renewed by the Board for any length not exceeding five (5) years.
- (b) The President shall exercise the powers and perform the duties assigned to him or her by the Board and is responsible, subject to the direction of the Board, for the general supervision and direction of the operation of Saskatchewan Polytechnic.
- (c) At each regular Board meeting, the President shall report on the financial position of Saskatchewan Polytechnic.
- (d) The President shall annually, and at any other times requested by the Board, report to the Board on:
 - (i) the operations of Saskatchewan Polytechnic;
 - (ii) the strategic, operational, capital and financial plans for Saskatchewan Polytechnic;
 - (iii) the progress of Saskatchewan Polytechnic towards the achievement of its goals, including recommendations for the benefit and advancement of Saskatchewan Polytechnic; and
 - (iv) any other matters that the Board may require.
- (e) The President shall:
 - (i) hire, supervise and direct the academic work of Saskatchewan Polytechnic, its employees and officers employed in connection with that work; the business affairs of Saskatchewan Polytechnic and its officers and employees as related to those affairs; and implementation of the strategic goals and priorities for the organization.
 - (ii) ensure a succession plan is in place for senior management.
 - (iii) Act as the full-time President of Saskatchewan Polytechnic and will be responsible to the Board.
- (f) The Board instructs the President through policies and resolutions and delegates the responsibility for their interpretation and implementation to the President.

7.0 BOARD MEETINGS

7.1 Regular Meetings

Regular meetings of the Board shall be held in accordance with subsection 8(c) of *The Saskatchewan Polytechnic Act*.

7.2 Other Meetings

Meetings of the Board other than regular Board meetings may be held as the Board considers appropriate and may be called by the Board or by the order of the Chair, the President, or any other five (5) Members. In each case, the Board Secretary shall ensure notice is given to the Members.

7.3 Place of Meetings

Subject to any resolution of the Board to the contrary, Board meetings may be held at any place in Saskatchewan.

7.4 Participation in Meetings

A member may participate in a meeting of the Board or a meeting of any committee established by the Board, in accordance with subsection 7(2) of *The Saskatchewan Polytechnic Act*. When a Board Member declares a conflict of interest absents him/herself from the meeting, the minutes shall reflect the time the Board Member leaves and returns to the meeting.

7.5 Schedule of Regular Meetings

The Board may, by resolution, adopt a schedule of regular Board meetings. A copy of any resolution of the Board fixing the place and time of such regular Board meetings shall be sent to each Member forthwith after being passed but no other notices shall be required for any such regular Board meetings, except where this Bylaw requires the purpose thereof or the business to be transacted thereat to be specified.

7.6 Notice of Meetings

7.6.1 Notice of Regular Meetings

The public shall be provided with notice of all regular Board meetings through the Saskatchewan Polytechnic public website.

7.6.2 Notice of Other Meetings

- (a) Notice of the time and place of other Board meetings shall be provided to each Member not less than seven (7) days before the date the meeting is to take place. The seven (7) day time period may be waived if the Board unanimously agrees otherwise.
- (b) The notice of the meeting shall specify the purpose of or the business to be transacted at the meeting.
- (c) All notice of meetings must contain a request of confirmation or receipt of the notice.

7.6.3 Error and Notice Requirements

No error or omission in giving of notice for a Board meeting shall invalidate such Board meeting or invalidate or make void any proceeding taken or had at such Board meeting.

7.6.4 Waiver

A Member may, in any manner, waive notice of any Board meeting or any irregularities in any Board meeting or in the notice thereof before or after the Board meeting is held.

7.7 Access to the Public

Guests or members of the public shall be entitled to attend non-confidential portions of regular Board meetings at the discretion of the Board Chair, or by Board resolution.

7.8 In-Camera Meetings

- (a) The Board may, by resolution, hold a meeting or any portion of a meeting in-camera and other individuals, including the President, officers and other employees of the Polytechnic may attend at the invitation of the Board.
- (b) Subjects identified for in-camera discussion may include, but need not be limited to:
 - (i) Saskatchewan Polytechnic personnel, human resources and labour relations,
 - (ii) issues concerning individual employees or discipline of individual students,
 - (iii) the acquisition, disposition, lease and security of property,
 - (iv) legal opinions respecting the liability or the interest of the Board,
 - (v) the administration of Saskatchewan Polytechnic that has not been implemented or made public, or
 - (vi) other confidential information as determined by the Chair.
- (b) All in-camera Board meeting discussions are to be treated as strictly confidential. Members are obliged to refrain from discussing In-Camera meeting matters publicly.
- (c) The Board shall appoint a recorder at the commencement of all In-Camera meetings. Official records arising from In-Camera meetings are confidential and are distributed to Board Members and the Minister responsible for Saskatchewan Polytechnic.

7.9 Materials

- (a) Saskatchewan Polytechnic shall use reasonable efforts to distribute the information materials for Board meetings to the Members at least seven (7) calendar days in advance of the day of the Board meeting, and provide such other materials in the possession of Saskatchewan Polytechnic on the items to be the subject of consideration at such Board meeting as to permit the Members to reasonably prepare for the consideration of such matters.
- (b) President is responsible for ensuring all needed information materials are provided to support decision-making.
- (c) Only materials available for non-confidential portions of regular Board meetings shall be available to the public.

7.10 Procedures and Voting

7.10.1 Rules of Order

Except where otherwise provided in the Bylaws or in *The Saskatchewan Polytechnic Act*, conduct of Board meetings shall be in accordance with *Robert's Rules of Order*.

7.10.2 Presentations

- (a) An individual who wants an opportunity to make a presentation at a regular Board meeting shall submit their request in writing to the Chair at least twenty (20) calendar days in advance of the scheduled meeting. The written request shall include topic, purpose and a brief outline.
- (b) The Chair shall determine which presentations will be included in the Board agenda and who may speak to that item during the Board meeting. If a

presentation is approved, a specific time limit will be established by the Board Chair (normally 10 minutes). After the presentation occurs, the presenter will leave the meeting and the Board will determine any necessary action or follow-up.

7.10.3 Agenda

- (a) The agenda for a Board meeting shall be determined by the Board Chair in consultation with the President. Board Members may request an item for the agenda to the Board Chair.
- (b) The Executive Assistant to the Board shall prepare and distribute agendas for the Board and Board Committees.
- (c) The public may request that items be included in the regular Board meeting agenda. Acceptance of such items is at the discretion of the Chair. The Board Chair will inform Board Members of any request from the public.
- (d) The agenda shall be accepted by resolution of the Board at the commencement of each Board meeting, subject to the Board resolving to add or delete items from the agenda or to modify the agenda. During a Board meeting, the agenda may be modified by resolution.

7.10.4 Consent Agenda

Routine and non-controversial Board matters, as determined by the Chair, may appear on a consent agenda and will be shared with the Board, for information purposes only. Any Member may request that an item be removed from the consent agenda for discussion and decision as regular business on the agenda.

7.10.5 Quorum

A quorum for Board meetings shall be determined as follows:

- (a) A majority of the Members in office constitutes a quorum.
- (b) If a Member is required to withdraw from the Board meeting because of a declaration of a conflict of interest, that Member shall continue to be counted for the purposes of quorum.
- (c) If there is no quorum within half an hour from the time of commencement of the Board meeting, the Board may:
 - (i) proceed with the agenda in an informal manner, on the understanding that any decisions taken will have to be placed before a future Board meeting for ratification;
 - (ii) discuss any items of interest in an informal session but make no decisions;
 - (iii) terminate the Board meeting;
 - (iv) adjourn the Board meeting.

7.10.6 Regular Voting

- (a) Each Member shall have a vote on each question before the Board unless a conflict of interest has been declared and except as otherwise provided in this Bylaw. Every question shall be decided by a majority of the votes cast on the question except as provided for in this Bylaw.
- (b) The Chair shall not vote unless there is a tied vote, in which case the Chair shall cast a vote.
- (c) A Member shall not be entitled to vote by proxy at any Board meeting.

7.10.7 Electronic Voting

- (a) The Chair or Committee Chair as appropriate, or designate, shall determine the necessity for an electronic vote in between meetings of the Board. The Chair or Committee Chair shall consider the following prior to determining the requirement for an electronic vote:
 - (i) How soon a decision is required;
 - (ii) Whether the decision would be better made after further discussion and/or whether alternatives should be considered;
 - (iii) Whether the action is a routine action that a committee can take in lieu of the Board;
 - (iv) Whether a conference call can be scheduled and held (either just for discussion or if a quorum is obtained, to take a vote);
 - (v) Whether all Members have indicated they are unanimously in favour of the action and will be able to sign an electronic vote (see 7.11.7(e) below).

If after considering the above, the Chair or Committee Chair determines it would be best to take the action by unanimous written consent, the Chair may have the Board Secretary draft the proposed action and email it as an attachment to all Directors at their respective email addresses.

- (b) For the purpose of an electronic vote, the unanimous consent of all Members is required. Items eligible for Electronic Voting must be non-controversial in nature and be items that do not require discussion.
- (c) All Members must respond to an electronic vote in the form of "For", "Against", "Abstain", or "Withheld". Those persons not responding will have no vote counted and will be considered absent from the vote. A "Withheld", "Abstain" or "Against" vote will nullify an electronic vote and call the question to the next regularly constituted Board meeting for discussion.
- (d) An electronic vote shall remain open for five (5) calendar days from the date of transmission. In the event the number of votes received after the five (5) calendar days does not constitute quorum, the vote may be extended in 24-hour time periods until a quorum has been reached, or the question is brought forward to the next regularly constituted Board meeting for a vote.
- (e) Each electronic vote received must be signed by the casting member and the original entered in the records of the board. Upon the board secretary's receipt and verification of all written consents approving the item, the action is duly approved. Regardless of whether the action is approved or not, the board secretary will confirm whether the action has passed or failed by email to all

members upon receipt of all the individual consents.

- (f) The outcome of an electronic vote shall be ratified by the board at the next regularly constituted board meeting. The minutes of this meeting will record the ratification.

7.10.8 Minutes

- (a) The Board shall prepare and maintain a written record of all proceedings and decisions of the Board and any committees established by the Board.
- (b) The minutes of a Board meeting and meeting of a committee established by the Board shall include a record of reports received or otherwise disposed of, together with a record of all motions made and their disposition, including those made through Electronic Voting.
- (c) After each Board meeting or meeting of a committee established by the Board and prior to the next Board meeting or meeting of a committee established by the Board, a copy of the draft minutes and any resolutions and Bylaws passed at the meeting shall be distributed to Members.
- (d) Minutes of a Board meeting shall be approved (as corrected, if necessary) at the next Board meeting.
- (e) Minutes of a meeting of a committee established by the Board shall be approved (as corrected, if necessary) at the next meeting of the committee.
- (f) Promptly, at the conclusion of each Board meeting or meeting of a committee established by the Board at which the minutes of the preceding Board meeting or meeting of a committee have been approved, the Minister shall be provided with a copy of the minutes signed by the Board Chair or Committee Chair and certified by the Board Secretary and any resolutions and Bylaws passed at the meeting.
- (g) Minutes of a regular Board meeting shall be available to the public, subject to any necessary redactions of confidential information, within a reasonable amount of time following Board approval.

7.10.9 Adjournment

Board meetings may be adjourned by motion, to any time, and such business may be then transacted as was to be considered or determined at the original Board meeting from which such adjournment took place. No notice shall be required of any such adjournment provided the time and place of the adjourned Board meeting is announced at the original Board meeting. Such adjournment may be made notwithstanding that quorum is not present.

7.11 Confidentiality of Proceedings

All advisors or observers, prior to attendance at any Board, Board Committee or Advisory Committee meeting, may be requested to execute an agreement of non-disclosure and confidentiality in favour of Saskatchewan Polytechnic, specifying that such advisor or observer shall retain as confidential all information provided to such person by Saskatchewan Polytechnic and all proceedings conducted by the Board, Board Committee or Advisory Committee and the advisor or observer shall not disclose the same to any person except with the written consent of Saskatchewan Polytechnic. Such agreement shall otherwise be on such terms and conditions as Saskatchewan Polytechnic shall determine from time to time.

8.0 BOARD COMMITTEES

8.1 General Powers and Procedures

8.1.1 Authority

The Board has the authority to establish ad hoc and standing committees. The Board may appoint committees of Directors, however designated, and delegate to such committees any of the powers of the Board except those powers which under *The Saskatchewan Polytechnic Act*, a committee of Directors has no authority to exercise.

8.1.2 Terms of Reference

- (a) Subject to subsection 8.2(a) of this Bylaw, each Board Committee shall determine its own organization and procedure, including its quorum, except as may be otherwise determined by the Bylaws, the Board, or as may be set out in any terms of reference for the Board Committee approved by the Board.
- (b) Terms of reference for Board Committees shall include the purpose, responsibility, membership, terms of appointment, meetings and reporting.

8.1.3 Membership and Appointments

- (a) The Board Chair and Board Vice Chair shall serve as ex-officio members on all other Board Committees.
- (b) The term of appointment for standing Board Committees shall be one year effective July 1st to June 30th.
- (c) A Member of a Board Committee holds office until that person resigns from the Board Committee; or is removed by resolution of the Board; or ceases to be a Member.
- (d) In the event of a vacancy to a standing Board Committee, the Board Chair may appoint a replacement for the balance of the term.

8.1.4 Review Cycle

- (a) The Board shall review the structure, terms of reference, and membership of all committees on an annual basis.
- (b) Each standing committee is responsible to examine its structure and terms of reference and bring forward any recommended changes to the final Board meeting in each academic year or, as required.

8.1.5 Agendas and Minutes

- (a) Agendas for Board Committee meetings are determined by the Committee Chair.
- (b) All Board Committee minutes shall include the location of the meeting, Members present, motions passed, and the use of telecommunications technology.

8.2 Administration

- (a) The Board shall approve the structure, terms of reference, membership, organization and procedures of all committees established by the Board.

- (b) On an annual basis at a regular Board meeting, Members shall submit their preference for membership on committees. The Chair and Vice Chair shall recommend Committee Chairs and committee Members to the Board for ratification.
- (c) It shall be the responsibility of the Chair of any committee to file minutes with the Chair, who shall ensure the minutes are circulated to all Members.
- (d) The Board may authorize any individual to observe the proceedings of a Board Committee or Advisory Committee with or without entitlement to participate in the deliberations.

9.0 ADVISORY COMMITTEES

9.1 General

- (a) In addition to the Board Committees established by the Board, the Board may appoint Advisory Committees and prescribe and delegate such duties as the Board may decide and which the Board is entitled to delegate under *The Saskatchewan Polytechnic Act*, by the Bylaws or by any terms of reference. Each Advisory Committee shall have the mandate determined by the Board.
- (b) Each Advisory Committee shall determine its own organization and procedure, including its quorum, except as may be otherwise determined by the Bylaws, the Board, or as set out in any terms of reference for the Advisory Committee approved by the Board.
- (c) The Board shall fix the remuneration of Members of the Advisory Committee in accordance with subsections 6(9) and 6(10) of *The Saskatchewan Polytechnic Act*.

9.2 Provincial Program Advisory Committee

The Board may appoint a provincial program Advisory Committee for any technical or vocational program provided by Saskatchewan Polytechnic.

9.3 Technical Advisory Committee

The Board may appoint technical Advisory Committees to advise the Board on needs, trends and issues relating to any field where Saskatchewan Polytechnic may provide courses, programs or services.

10.0 BOARD DOCUMENTS

10.1 Books and Records of the Board

The Board shall cause true accounts to be kept of the sums of money received and disbursed by Saskatchewan Polytechnic, the matters in respect of which said receipts and disbursements take place, all sales and purchases of Saskatchewan Polytechnic, the assets and liabilities of Saskatchewan Polytechnic and all other transactions materially affecting the financial position of Saskatchewan Polytechnic.

10.2 Execution of Documents

- (a) Subject to any resolution of the Board to the contrary, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of Saskatchewan Polytechnic by any two (2) officers or Directors of Saskatchewan Polytechnic or such other person or persons as the Board may direct.
- (b) The Board may limit the nature or size of obligation instruments or agreements that may be executed by the foregoing persons and may specify which particular person is

authorized to execute on behalf of Saskatchewan Polytechnic such instruments or agreements. In addition, the Board may, from time to time, appoint the person or persons by whom any particular instrument or class of instrument may or shall be signed.

10.3 Annual Reports

The Board shall, no later than the date specified by the Minister, submit for the approval of the Minister, an annual report, which includes an audited financial statement for Saskatchewan Polytechnic for the preceding fiscal year.

10.4 Policies

Saskatchewan Polytechnic Board policies requiring approval by resolution of the Board include:

- (a) Policies which relate directly to the mandate of the Board; and
- (b) Policies that specifically assign duties to the Board of Directors, or that are specified as the responsibility of the Board in this Bylaw, *The Saskatchewan Polytechnic Act*, or other relevant legislation.

11.0 FINANCIAL MATTERS

11.1 Budget

- (a) In each fiscal year, the Board shall prepare a budget for Saskatchewan Polytechnic in a form specified by the Minister, for submission to the Minister on or before the date specified by the Minister.
- (b) Saskatchewan Polytechnic shall not incur any liability or commit itself to any expenditure unless:
 - (i) payment of the whole of the liability or expenditure can be provided out of the income of Saskatchewan Polytechnic for the fiscal year in which it is incurred, made or committed or out of other money available for the purpose; or
 - (ii) the liability or expenditure has been approved by the Minister as part of the budget for the fiscal year or the Minister has otherwise given Ministerial approval for it.
- (c) Upon approval of the budget by the Minister, the Board shall adopt it as the budget for Saskatchewan Polytechnic.

11.2 Financial Reporting

The Board shall annually, on or before the date specified by the Minister, prepare and submit to the Minister:

- (a) an audited financial statement for Saskatchewan Polytechnic for the preceding fiscal year; and
- (b) any other information that the Minister may require.

11.3 Auditors

The Board shall appoint an auditor in accordance with section 19 of *The Saskatchewan Polytechnic Act*.

11.4 Banking

- (a) Saskatchewan Polytechnic shall keep its funds in any chartered bank, trust company, or credit union registered in Canada.
- (b) All payments from the funds of Saskatchewan Polytechnic are to be made in a manner that the Board may determine.

11.5 Inspection

Each Member shall provide any information, books, records or documents within their control to any person appointed by the Minister under subsection 22(1) of *The Saskatchewan Polytechnic Act* or a committee appointed under subsection 30(1) of *The Saskatchewan Polytechnic Act*.

11.6 Fiscal Year

Unless otherwise ordered by the Lieutenant Governor in Council for Saskatchewan, the fiscal year for Saskatchewan Polytechnic shall commence on July 1st in one (1) year and end on June 30th of the next year.

11.7 Borrowing

Upon approval of the Minister, the Board shall be authorized by resolution to borrow money for and on behalf of Saskatchewan Polytechnic by way of temporary loans, overdraft or line of credit or by the issue of notes, bonds, debentures or other securities of Saskatchewan Polytechnic in accordance with section 23 of *The Saskatchewan Polytechnic Act*.

11.8 Investments

The Board shall comply with section 25 of *The Saskatchewan Polytechnic Act* in relation to the investment of moneys of Saskatchewan Polytechnic.

11.9 Bonding

The Board may require any officers and employees of Saskatchewan Polytechnic who, in the course of their employment, receive or disburse cash, and any other officers or employees of Saskatchewan Polytechnic that the Board considers advisable, to be bonded in any sums that the Board may require for duly accounting for money or goods that come into the hands of the Board or under the Board's control.

12.0 SEAL

The seal of the institute is authorized or delegated by the Board of Directors. The seal impressed upon this Bylaw is the seal of the institution.

13.0 BYLAW MATTERS

13.1 Amendment and Repeal to Bylaws

- (a) This Bylaw may be amended, or repealed, by approval of a motion by two-thirds majority vote cast at a meeting of the Board, provided that notice of such motion with proposed amendments to the Bylaw shall have been given at the previous meeting unless agreed to otherwise by two-thirds majority votes cast at a meeting of the Board.
- (b) Bylaws and amendments thereto shall be signed, when passed, by the Chair and the President.

This Bylaw shall come into force upon the Directors adopting the same by resolution.

This amended and revised Bylaw was approved by the Board of Directors of Saskatchewan Polytechnic on the 26 day of March A.D. 2021, and is enacted as the Bylaw of the Corporation and sealed with the corporate seal.

