



## **Bylaw 1**

### **General Administration of Champlain Regional College**



**Adoption and Revision History**

Resolution number CRC2019-006 October 25, 2019 replaces all versions of Bylaw 1 in its entirety as of July 1, 2019, official date of the implementation of the new structure. Articles subsequently amended are indicated by the resolution number of the amendment appearing at the end of the article.

CRC-2019-046                  June 12, 2020

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## Preamble

This Bylaw respects the requirements of the *General and Vocational Colleges Act*, Government and Ministerial Regulations, all other provincial laws and regulations, as well as the Letters Patent (858-2019) concerning the decision of the institution to provide more autonomy to the Colleges within the Regional College. This Bylaw ensures that the Regional College operates within a commonly agreed framework, in accordance with the mission and values of the Regional College. The guiding principles of reciprocity, accountability and transparency guide its operations to ensure that the decision-making process is close to the students and the local communities served by each College.

## Article 1: General Provisions

### 1.1 Definitions

Unless otherwise indicated, for applying this present Bylaw - and any other bylaw or policy of the Regional College - words, terms and expressions that are defined hereafter have the meaning and application respectively as follows:

- a) "ACT": the *General and Vocational Colleges Act*, 1977 Revised Statutes of Québec, Chapter C-29 and its amendments.
- b) "ADMINISTRATIVE SERVICES": the center that provides services and supports the Colleges in their operations.
- c) "ARTICLE 12": part of the Act, concerning conflicts of interest. Refer to Appendix C.
- d) "BOARD": the Board of Governors of Champlain Regional College of General and Vocational Education.
- e) "BOARD MEMBER": a person named or elected to sit on the Governing Board.
- f) "CASTING VOTE": reserved for the Chair, in case of a tie, it is a procedural mechanism used to ensure that the business of the Board is not obstructed. If the Chair votes on a proposed motion, his/her vote is added to the others and the motion will be carried or defeated accordingly. If the Chair has not voted, then he/she can do so, and the motion will be carried or defeated accordingly.
- g) "COLLEGE": the Colleges of Champlain Regional College, namely Champlain College Saint-Lambert, Champlain St. Lawrence College and Champlain College Lennoxville.
- h) "COLLEGE-WIDE": activities or shared services offered throughout the Regional College.
- i) "COMMISSION OF STUDIES": a body created by the Governing Board at each of the three Colleges, whose principal function is to advise the Governing Board of each College as to the organization and development of programs of studies and on matters determined by the Governing Board.

- j) "EXECUTIVE COMMITTEE": the body in charge of the ordinary administration and any other powers delegated to it by the Board of Champlain Regional College as provided for in Article 5 of this Bylaw.
- k) "EX OFFICIO": by virtue of one's office, position, or status (Merriam-Webster Dictionary).
- l) "FINANCIAL YEAR": July 1<sup>st</sup> to June 30<sup>th</sup>.
- m) "GOVERNING BOARD": the Institutional Board of each College as per articles 48 and 49 of the Act.
- n) "GOVERNOR": a person named or elected to sit on the Board.
- o) "LETTERS PATENT": an Order in Council concerning the structure of Champlain Regional College and its Colleges.
- p) "MINISTER": the Minister of Education and Higher Education of Québec, responsible for the administration of the Act.
- q) "MUTATIS MUTANDIS": making necessary alterations while not affecting the main point at issue (English Oxford Living Dictionary).
- r) "OFFICERS": the persons identified in article 4.1 of the present Bylaw.
- s) "PARENT": the father, mother or legal guardian of a regular day student registered at Champlain Regional College.
- t) "PRIMA FACIE": legally sufficient to establish a fact or a case unless disproved (Merriam-Webster Dictionary).
- u) "REGIONAL COLLEGE": Champlain Regional College of General and Vocational Education (1996 Statutes of Québec, Ch. 99).
- v) "REGULAR STUDENT": a full-time student registered in a credited program offered in the day sector.
- w) "SENIOR MANAGEMENT COMMITTEE" (SMC): a committee that is comprised of the Director General, the Directors of the three Colleges of Lennoxville, Saint-Lambert and St. Lawrence, the Director of Administrative Services, the Director of Human Resources and the Director of Corporate Affairs, whose responsibility is to collaborate in addressing issues and making decisions on matters that affect the Regional College as a whole.

## 1.2 Addresses of Administrative Services and the Colleges

The Administrative Services of Champlain Regional College/Cégep régional Champlain are located at:

1301 Portland Boulevard  
Sherbrooke (Québec)  
J1J 1S2

The Colleges are located at:

Champlain College Lennoxville/ Cégep Champlain à Lennoxville  
2580 College Street  
Sherbrooke (Québec)  
J1M 2K3

Champlain College Saint-Lambert/ Cégep Champlain à Saint-Lambert  
900 Riverside Drive  
St. Lambert (Québec)  
J4P 3P2

Champlain St. Lawrence College/ Cégep Champlain – Saint-Lawrence  
790 Nérée-Tremblay  
Québec (Québec)  
G1V 4K2

## 1.3 Seal

An impression of the Regional College and the Colleges' seal appears below:



## 1.4 Purpose

The purpose of the present Bylaw is to define the roles of the Board, the Governing Boards, the Executive Committee and the Officers of the Regional College and its Colleges. It provides the framework within which they can function.

## 1.5 Designation

The title of the present Bylaw is the "General Administration of Champlain Regional College" and it is designated as "Bylaw 1".

## Article 2: The Board

### 2.1 Composition

The Board is composed of twenty-two (22) Governors, appointed or elected in accordance with article 33 of the Act. In this matter, whenever possible, an equal representation should be ensured, at all times, for the three Colleges at the Board table.

Governors must act with prudence, diligence, honesty, and loyalty, in the interest of the Regional College and in compliance with the requirements of the Regional College *Code of Ethics and Professional Conduct for Members of the Board of Governors*.

Appointments by the Minister:

Three (3) representatives, one (1) from each of the territories served by each College, appointed by the Minister for a period of not more than three (3) years after consultation with the socio-economic groups in the territories;

Three (3) persons appointed by the Minister for a period of not more than three (3) years, including one from a university-level institution from one of the territories principally served by the Regional College, one proposed by a School Board from one of the territories principally served by the Regional College, and one from the Regional Councils of the Labour Market Partners of one of the regions where one of the Colleges is located.

Two (2) persons appointed for a period of not more than three (3) years by the Minister, chosen from within enterprises operating in the economic sectors corresponding to two (2) of the Colleges' programs of technical studies;

In addition:

The Director General, *ex officio*;

The three (3) Directors of Constituent College, *ex officio*;

Two (2) faculty representatives, from different Colleges, elected by and from among their peers for a mandate of three (3) years;

One (1) representative of the non-teaching professionals elected by his/her peers for a mandate of three (3) years;

One (1) representative of the support personnel elected by his/her peers for a mandate of three (3) years;

Two (2) parents of students attending different Colleges, who are not employees of the Regional College, elected by a majority vote at a general meeting, called by the Director General or a designate and presided over by one parent elected by the Assembly of Parents attending the meeting for a mandate of two (2) years;

Two (2) students, with one (1) student registered in a program of technical studies and one (1) student registered in a program of pre-university studies, where applicable, elected as per article 32 of the *Act Respecting the Accreditation and Financing of Students' Associations*, from amongst the students of the respective Students' Association for a mandate of one (1) year. If it is not possible to find a student from one type of program, the second student Governor could come from the same type of program.

Two (2) persons holding a Diploma of College Studies, from different Colleges, who are not employees of the Regional College, alternating between one (1) who graduated from a program of technical studies and one (1) who graduated from a program of pre-university studies, appointed by the Board for a period of up to three (3) years according to the procedures outlined in article 2.6.4 of the present Bylaw.

Two (2) observers, one faculty and one student from the College not represented, will join the Board using the same nomination process specified in this Bylaw. The observers will have no voting privileges and the right to speak and other privileges will be determined by the Chair as prescribed in article 3.6.

To nominate the non *ex officio* representatives and to ensure a fair representation of each College in accordance with article 33 (g) and 34 (b and c) of the Act, the rotation schedule in Appendix A will be applied.

The rotation schedule of Appendix A serves as a guide to ensure a balanced representation on the Board from the three regions. However, if for any reason the Board notices this principle is not being applied effectively, it may exercise its discretion as to whether to pursue the rotation schedule or not and consider the possibility of making changes to ensure equity of representation from the three Colleges.

The term of office of each Governor, in accordance with article 11 of the Act, can only be renewed once consecutively, with the exception of the Director General and the Directors of Constituent College. In accordance with article 11 of the Act, Governors remain in office until they are reappointed by the minister, if applicable, or replaced through the relevant selection process.

## 2.2 Vacancies

A vacancy occurs if a Governor's term expires or if a Governor passes away, resigns or ceases to be qualified according to article 10 of the Act.

Any Governor, except an *ex officio* Governor, may resign by giving a written notice to the Director of Corporate Affairs. The resignation takes effect on the day such notice is received by the Director of Corporate Affairs or at the time indicated in the notice.

It is the duty of the Director of Corporate Affairs to notify the Board of any vacancy that has occurred since the last meeting of the Board. In such a situation, another representative from the same location will be nominated to finish the mandate.

The Board, when informed of the situation that a Governor has failed to attend three (3) consecutive regular meetings of the Board within an academic year without valid reason, will consider inviting the Governor to submit their resignation to the Board and mandate the Chair to contact the said Governor.

### 2.3 Jurisdiction

The Board, as a body, exercises the rights and powers of the Regional College as prescribed by the Act and the Letters Patent but, as individuals, the Governors have no authority except where certain powers are specifically delegated to them by the Board.

The Board may rule on any matter that, under the regulations applicable to the Regional College, comes under the competence of the Executive Committee or of an Officer. However, such rulings may not affect the rights of third parties.

### 2.4 Exercise of Powers

The Board exercises its powers by resolution, bylaw, and policy.

Any decision, which requires the approval of the Board, must be endorsed by a resolution duly proposed and adopted in accordance with provisions contained in Article 3 of the present Bylaw.

Any such decision must subsequently be recorded in the official minutes of the meetings of the Board. Such recording of a Board resolution in the minutes, or an extract thereof, constitutes *prima facie* proof of its authenticity.

Any decision, which does not comply with the present article is not a decision of the Regional College, is not binding upon the Regional College, and entails the personal liability of any person implementing such a decision.

Article 12 of the Act applies to the proceedings of the Board.

### 2.5 Records

The Board maintains at Administrative Services the following records:

1. the original or a certified copy of its Letters Patent;
2. the original or a certified copy of the appointment of its Governors by the Minister;
3. a certified copy of the bylaws adopted by virtue of the Act;
4. the minutes of the meetings of the Board, the Executive Committee, the Commissions of Studies and of other committees of the Board;
5. the surnames, first names and addresses of all Officers and Governors;
6. the surnames, first names and addresses of all parents as established on the basis of the information contained in student registration forms;
7. the surnames, first names and addresses of all senior administrative and management personnel;
8. the surnames, first names and addresses of all faculty;
9. the surnames, first names and addresses of all non-teaching professional personnel;
10. the surnames, first names and addresses of all support personnel;
11. the surnames, first names and addresses of all students;
12. the obligations guaranteed by mortgage, indicating in each case the amount of capital, a brief description of the mortgaged property and the name of the creditors or, in the case of a bond issue, the name of the trustee;
13. the budgets and the financial statements of the Regional College for each financial year;

14. all information that the Regional College must provide in its annual report.

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

## **2.6 Nomination and Election of Governors**

### **2.6.1 General Procedures**

The Regional College will make recommendations concerning ministerial nominations in a manner that will respect the principle of a balanced representation from the three regions of the Colleges.

The procedure for the election or appointment of a Governor is initiated no later than thirty (30) calendar days following a vacancy. However, if a vacancy occurs in the seat of a parent between May 1 and September 1 of any year, the Director of Corporate Affairs shall only initiate the election procedure within thirty (30) calendar days following the beginning of the fall session.

Two (2) faculty, one (1) non-teaching professional, and one (1) support personnel, shall be elected by their peers as Governors after receiving a notice of vacancy or end of mandate from the Regional College. Two (2) parents shall be elected as Governors according to Article 2.1. Two (2) registered students shall be appointed as Governors according to Article 2.1. Two (2) alumni shall be appointed as Governors according to Article 2.1.

In the event that a Parent, an Alumni, a Support Staff or a Non-Teaching Professional does not complete his or her term, the Board must be presented with the situation in order to exercise its discretion as to whether to pursue the rotation schedule or, exceptionally, to allow another College to elect a Governor to the vacant position, to ensure the principle of balance between Colleges as stated in Article 2.1.

### **2.6.2 Parent Governors**

The Director of Corporate Affairs is responsible for overseeing the election of parent Governors. Only parents of students of the College whose turn it is to be represented shall be eligible to vote, be candidates and serve on the Board subject to Article 2.1 of this Bylaw.

If a parent Governor's first mandate is ending, but he or she is still qualified and therefore eligible to serve a second mandate, the Board can nominate the parent Governor for a second mandate by resolution. If a parent Governor is not eligible for - or is unwilling to accept - a second mandate, the next paragraph applies.

Within thirty (30) days from the occurrence of a vacancy, the Director of Corporate Affairs must call a meeting of parents at the College due to have representation, giving a minimum of fifteen (15) days' notice. The Director of Constituent College or a delegate shall chair the meeting and the Director of Corporate Affairs serves as Secretary. The number of people attending the meeting constitutes quorum.

### **2.6.3 Student Governors**

By February 15<sup>th</sup> of each year, the Director of Corporate Affairs shall:

- inform each College Student Association of the student Governor vacancies for the upcoming academic year, indicating the College and sector (pre-university studies or technical studies) designations in accordance with the established rotation schedule; and

- invite the Association to submit, in writing, the name of the elected student Governor.

Elections for the student positions will be held in the spring at the same time as the elections for the Student Association Executive.

The steps to filling the student seats will be conducted according to the agreement with student councils in Appendix A.

The students thus elected or appointed take office on July 1 and their mandate expires on June 30<sup>th</sup> of the following year.

#### **2.6.4 Alumni Governors**

When the nomination procedure for a Governor from among persons holding a Diploma of College Studies from Champlain Regional College must be initiated, the Director of Corporate Affairs will inform the Colleges according to the rotation schedule in Appendix A. The nomination process will be launched by the posting of a notice in the location of the College and by any other means of advertisement the Board deems necessary. The notice must include the type of program to be represented, either pre-university or technical studies, the College to be represented, the length of the mandate, and the deadline for the receipt of nominations. The deadline provided for in this paragraph is no less than fifteen (15) days or no more than thirty (30) days from the date of posting.

The Director of Corporate Affairs receives the nominations, verifies the nominees' status as graduates from the appropriate College and presents the nominations at the next regular Executive Committee Meeting.

The Executive Committee then reviews the nominations and proposes a candidate for nomination by means of a Board resolution. Such resolution shall state the term of office, as well as the College represented by the nominee. The Minister will be informed of appointments made by virtue of this Article.

Should no eligible nominations be received within the prescribed time limits, the Board shall direct the Director of Corporate Affairs to re-initiate the nomination process from the next College as per the rotation schedule in Appendix A.

#### **2.6.5 Internal Governors (except *ex officio*)**

The election of the Support Personnel and the Non-Teaching Professional shall be conducted on a rotational basis, according to the rotation schedule in Appendix A.

For the purpose of the election of the Support Personnel, the Non-Teaching Professional and Faculty, the Director of Corporate Affairs notifies the community of the location of the vacancy on the Board and invites their official representatives to call a meeting to hold an election. The official resolution and the results of the vote shall be forwarded to the Director of Corporate Affairs. The nomination period is at least fifteen (15) days, but no more than thirty (30) days from the date of posting.

In all instances, the Director of Corporate Affairs informs the community at each location of the results of the election.

## **Article 3: Board Meetings**

### **3.1 Schedule of Meetings**

The Board shall meet at least five (5) times per year, with at least one (1) regular meeting every three (3) months. The duration of a meeting will not normally exceed three (3) hours; any extension must be approved by a simple majority vote of the voting Governors.

Board meetings are held on a rotational basis at various locations, but at least once a year at each College, as proposed in the yearly calendar presented for approval at the last Board meeting of the academic year. Special Board meetings may be held at any location deemed appropriate by the Chair, in consultation with the Director General.

Insofar as possible, Governors are requested to participate in person at meetings; however, as circumstances dictate, Governors may participate via telecommunications technology and are considered to be present.

In addition, there will be a joint meeting of the Governors and Board Members, as well as the Directors from Administrative Services, all of whom shall be invited annually by the Chair of the Board.

### **3.2 Preparation of the Agenda**

The Chair, in consultation with the Director General, prepares the proposed agenda of each regular meeting. The agenda may include items submitted by Governors to the Chair and / or the Director General, provided that such requests, along with the relevant documentation, are received no later than ten (10) full calendar days before the meeting.

The agenda will include a period for questions from the public.

### **3.3 Sending of the Agenda**

The Director of Corporate Affairs must publish and make available to Governors a proposed agenda for the regular meetings, along with the relevant documentation, no later than seven (7) full calendar days before each meeting. Governors will be informed by email about the availability of the documents. Board documents may not be circulated publicly outside the Board. The agenda is made available to the public seven (7) full days prior to the meeting.

### **3.4 Special Meetings**

At the request of the Chair, the Director General, or by a written request of five (5) Governors, the Director of Corporate Affairs shall call a special meeting by means of a notice, which specifies the date, the hour, the agenda and the location of the meeting. Such notice of meeting must be sent to each Governor by registered or certified mail, or by electronic communication, along with the relevant documentation, no later than seven (7) full calendar days before the meeting.

Only the items mentioned in the notice of meeting may be addressed, unless all the Governors in office are present at such special meeting and agree to the addition of other items.

In the case of an emergency, the Chair (or the Vice-chair in his/her absence) may call a special meeting without observing the seven (7) full calendar days.

### 3.5 Quorum

The quorum for Board meetings is one-half plus one of the total numbers of Governors in office. The quorum is not affected by the fact that a Governor is not entitled to vote on a given subject (Article 12, Appendix C).

It is assumed that the quorum, which is verified at the beginning of a meeting, is maintained throughout the meeting; however, any Governor may request that quorum be verified during the meeting. For any votes concerning governance, bylaws or finances, the quorum must be taken prior to the vote and registered in the minutes.

The official verification by the Chair with a result that a quorum does not exist brings the meeting to a close and invalidates further deliberations but does not affect decisions made before the quorum was verified.

### 3.6 Attendance at Board Meetings by Persons other than Governors

Meetings of the Board are public.

The right of a person other than Governors to speak at Board meetings shall be determined by the Chair.

### 3.7 In Camera Meetings

At any meeting, the Board may decide, by a two-third (2/3) majority vote of the Governors present, to hold the meeting, in whole or in part, *in camera*. Any resolution adopted *in camera* must be announced to the public present immediately following the *in-camera* session. The resolution and the vote results must be recorded in the official minutes. Any resolution adopted must respect confidentiality when necessary.

Officers of the Regional College, who are not Governors, are not present at *in-camera* meetings, unless ruled otherwise by the Chair.

### 3.8 Information to the College Community

For each meeting of the Board and subject to the time limits prescribed in Articles 3.3 and 3.4, the Director of Corporate Affairs posts the proposed agenda on a digital platform of the Regional College and forwards same to the Chairs of the Governing Boards, the Presidents of the Managers Association, the Unions, and Students' Associations.

### 3.9 The Majority Required for the Adoption of a Resolution

3.9.1 Decisions of the Board, unless otherwise specified in the present Bylaw, are taken by simple majority of votes of the Governors present and who are entitled to vote. An abstention is deemed to be a refusal to express an opinion and not a negative vote and is not taken into account when calculating the simple majority.

3.9.2 Resolutions, concerning the distribution of resources, as prescribed in article 42 c) of the Act, must be adopted by a three-quarter (3/4) majority vote of the sitting Governors.

### 3.10 Bylaw or Policy

#### 3.10.1 Bylaw

In order to adopt, amend or rescind a bylaw, the Board proceeds by resolution at any regular meeting and the resolution must be adopted by at least a two-third (2/3) majority. However, any modification to article 3.9.2 requires a three-quarter (3/4) majority vote of the sitting Governors.

If a bylaw change was not included in the annual calendar of activities submitted to the Board at the beginning of the academic year, the amendment or rescindment of a bylaw requires a notice of motion. This notice of motion must be presented no later than the regular Board meeting preceding the meeting at which Governors will vote on the bylaw change.

#### 3.10.2 Policy

In order to adopt, amend or rescind a policy, the Board proceeds by resolution at any regular meeting, and the resolution shall be adopted by a simple majority vote of the Governors present and eligible to vote.

### 3.11 Voting

3.11.1 Voting is by a show of hands or expressed orally for those attending via telecommunication technology.

3.11.2 A Governor may request that a vote be taken by secret ballot; the Director of Corporate Affairs, and an additional non-voting individual designated by the Chair, shall be responsible for counting the ballots.

3.11.3 Proxy voting is not allowed.

3.11.4 Only Governors who are in attendance at a Board meeting have the right to vote.

3.11.5 In the case of a tie among the voting governors, the principle of the casting vote applies.

3.11.6 After the votes have been counted, the Chair announces whether a resolution has been adopted or defeated.

3.11.7 The outcome and the results of the voting (for, against, or abstention) will be recorded in the minutes, and this constitutes *prima facie* evidence of the adoption or defeat of such resolution.

### 3.12 Recording of Dissent or Abstention

Except upon a vote by secret ballot, any Governor present at a meeting is entitled to have his or her dissent or abstention, as well as his or her name, recorded in the minutes.

### **3.13 Minutes**

3.13.1 Unless decided otherwise by a Board resolution, the Director of Corporate Affairs is excused from reading the minutes before their adoption, provided that a copy has been sent to each Governor with the Board package.

3.13.2 Upon adoption, the minutes are signed by the Director of Corporate Affairs and by the Chair of the meeting.

3.13.3 The Minutes and supporting documents of each Board meeting are kept by the Director of Corporate Affairs.

3.13.4 After adoption, the minutes of Board meetings will be distributed to the Chairs of the Governing Board, the Presidents of the Managers Association, the Unions, and Students' Associations and are published publicly within two weeks.

### **3.14 Board Procedures**

In the absence of rules of procedure previously adopted by the Board for any given question, Robert's Rules of Order applies to Board meetings.

## **Article 4: Officers of the Regional College**

### **4.1 List of Officers**

The following are Officers of the Regional College:

- a) Chair
- b) Vice-Chair
- c) Director General
- d) Director of Constituent College – Lennoxville
- e) Director of Constituent College – Saint-Lambert
- f) Director of Constituent College – St. Lawrence
- g) Director of Human Resources
- h) Director of Corporate Affairs
- i) Director of Administrative Services

### **4.2 Plurality of Office**

A person may hold more than one position as an officer, provided that the Chair and Vice-Chair are not the same person, and that the Director General and a Director of Constituent College are not the same person, except as provided for in Bylaw 3, but this can only be for a limited period of time.

### **4.3 Chair**

In accordance with Article 14 of the Act, the Board elects annually, at the last regular Board meeting of the financial year, a Chair. Only external governors are eligible for this position.

In the case of a vacancy in the position of Chair, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

The Chair of the Board:

- a) chairs all meetings of the Board;
- b) is the spokesperson for the Board;
- c) is, with the Director General, the official spokesperson to the Ministry;
- d) meets with the Chairs of the Governing Boards as requested by one of the parties;
- e) has other such responsibilities as the Board may assign to the Chair by bylaw.

### **4.4 Vice-Chair**

The Board elects annually, at the last regular Board meeting of the financial year, a Vice-Chair. Only external Governors are eligible for this position.

In the case of a vacancy in the position of Vice-Chair, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

The Vice-Chair exercises the powers of the Chair in the case of the Chair's absence or inability to act.

#### 4.5 Director General

In accordance with Article 20 of the Act, the Director General is appointed for the duration of a mandate adopted by resolution of the Board in accordance with Bylaw 3. The position becomes vacant at the expiry of the Director General's term of office, upon permanent incapacitation, upon resignation, or on removal from office. The Director General is an *ex officio* member of the Board, serves as the Chair of the Executive Committee and as the Chair of the Senior Management Committee. The Director General:

- a) is the chief administrative officer of the Regional College and, as such, assumes overall responsibility for the planning, organization, management, coordination, control and representation required for the good functioning and the development of the Regional College;
- b) ensures the preparation of bylaws and resolutions, the strategic plan, the annual report, the annual operational plan, and all accountability requirements for approval by the Board;
- c) represents the Regional College in all meetings of the Director Generals and in all instances where the Regional College is required to be represented by its chief administrative officer;
- d) ensures regional representation in shared communication and collaboration with the Directors of Constituent College;
- e) ensures that decisions and resolutions, adopted by the Board and/or the Executive Committee within their respective purview, are carried out;
- f) oversees the general administration of the Regional College, such as the pedagogical, material, financial, human and information resources;
- g) ensures the preparation of the operating and capital budgets, as well as the preparation of the financial reports and statistics that are presented to the Executive Committee and the Board for their approval;
- h) ensures accountability for, and provision of, college-wide Information resource services and corporate communications;
- i) is a signing officer of the Regional College in accordance with Bylaw 5;
- j) performs other such responsibilities that the Board assigns to the Director General by resolution.

#### 4.6 Director of Constituent College

In accordance with Article 66 of the Act, the Director of Constituent College is appointed for the duration of a mandate adopted by Board resolution in accordance with Bylaw 3. The position becomes vacant at the expiry of the Director of Constituent College's term of office, upon permanent incapacitation, upon resignation, or on removal from office. The Director of Constituent College is an *ex officio* member of the Board, the Executive Committee, and the Governing Board; is the Chair of the College Commission of Studies; and is a member of the Senior Management Committee.

The Director of Constituent College serves as the chief academic, student services and administrative officer of the College, sees to the implementation of the provisions governing the College, and also exercises the functions and powers as delegated by the Board (Articles 69 and 70 of the Act).

Under the authority of the Director General, the Director of Constituent College:

- a) collaborates with the Director General and the other members of the Senior Management Committee in the development and achievement of college-wide goals, strategies, and objectives, as well as those of the College;
- b) is responsible for matters affecting the pedagogical life at the College, overseeing its improvement and development, and ensuring the quality of education at the College;
- c) applies the resolutions of the Governing Board which are within its purview;
- d) represents the College in meetings of Directors of Studies and in all instances where the College is required to be represented by its Director of Studies;
- e) represents the College in the region(s) it serves, in shared communication and collaboration with the Director General;
- f) is responsible and accountable for all aspects of the general administration and the management of the personnel of the College within the structure of the Regional College, including:
  - i. Material Services (in particular maintenance of facilities, safety, and preparation of long-term plans for movable and immovable assets);
  - ii. Financial Services (in particular budget allocation in conformity with the *Régime budgétaire et financier*, internal control, financial results and, when necessary, recovery plans);
  - iii. Human Resources (in particular labour relations including the application of collective agreements and classification plans, staffing, training and development);
  - iv. Information resource services (in particular the application of laws and regulations related to information governance and the sustainability and security of informational assets);
  - v. Communications;
- a) ensures communication between the College and the Regional College, in particular on matters affecting finance, material resources, information technology and human resources;
- b) identifies the development goals of the College to be integrated into the Regional College strategic plan;
- c) ensures the development and implementation of the College's Student Success Plan to be integrated into the Regional College strategic plan;
- d) is a signing officer of the Regional College in accordance with Bylaw 5;
- e) upholds legal obligations relating to the College's records and archives;
- f) performs any other duties which may be assigned by the Director General;
- g) manages the process of producing and revising the College's policies in conformity with article 3.10 of the present Bylaw.

#### 4.7 Director of Human Resources

Under the authority of the Director General, the Director of Human Resources:

- a) collaborates with the Director General, the Directors of Constituent College and the other members of the Senior Management Committee in the achievement of college-wide goals, strategies, and objectives, as well as those of each of the Colleges;
- b) ensures that the Regional College respects all accountability requirements in areas directly under the responsibility of the Director of Human Resources;
- c) is responsible for college-wide human resources services, in particular payroll and benefits, the employee assistance program, *mutuelle de prévention*, and final approval of salary classifications;

- d) is responsible for the labour relations and management of human resources at Administrative Services;
- e) assists, advises and supports the Director General, the Directors of Constituent College and the other members of the Senior Management Committee on internal and external human resources matters, in particular on equal access to employment and risk management;
- f) is responsible for the ongoing development, implementation, evaluation and communication of internal controls for college-wide human resources processes;
- g) ensures the communication of human resources information received from the Ministry and other sources, and ensures that the Regional College's human resources management systems meet external obligations and internal needs;
- h) is a signing officer of the Regional College in accordance with Bylaw 5;
- i) performs other related duties assigned by the Director General.

#### **4.8 Director of Corporate Affairs**

Under the authority of the Director General, the Director of Corporate Affairs:

- a) oversees the processes of Board membership and orientation of new Governors;
- b) Is responsible for the organization of the Board, its subcommittees and Executive Committee meetings, maintains the Regional College Seal, and where necessary may communicate with the Chair on Board related matters;
- c) ensures that the Regional College respects all accountability requirements in areas directly under the responsibility of the Director of Corporate Affairs, in particular the relevant elements of Bylaw 1, articles 2 and 3, and upholds legal obligations related to college-wide records and archives;
- d) manages the process of producing and revising bylaws and Regional College policies in conformity with article 3.10 of the present Bylaw and ensures relevant groups are consulted;
- e) assists and advises the Chair, the Director General, the Directors of Constituent College and the other members of the Senior Management Committee on matters pertaining to ethics and governance, such as rules of order and procedures;
- f) is a signing officer of the Regional College in accordance with Bylaw 5;
- g) performs other related duties assigned by the Director General.

#### **4.9 Director of Administrative Services**

Under the authority of the Director General, the Director of Administrative Services collaborates with the Director General, the Directors of Constituent College and the other members of the Senior Management Committee in the development and achievement of college- wide goals, strategies, and objectives, as well as those of each of the Colleges;

In matters regarding Financial Services, the Director of Administrative Services:

- a) is responsible for college-wide financial services, in particular accounting and auditing;
- b) ensures that the Regional College meets all accountability requirements in areas directly under the responsibility of the Director of Administrative Services, in particular the relevant elements of Bylaw 5 and Generally Accepted Accounting Principles (GAAP) for the public sector;
- c) is responsible for the annual distribution of financial resources, based on principles previously established, among the Regional College and the Colleges;
- d) allocates the operating budget of Administrative Services and presents the Regional College budgets to the Board for approval, identifying each College's and Administrative Services' specific budgets;
- e) is responsible for the financial management of Administrative Services;

## Bylaw 1 General administration of Champlain Regional College

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- f) prepares the financial reports and analysis for the Regional College and leads the annual auditing process including liaison with the independent auditors;
- g) assists, advises and supports the Director General, the Directors of Constituent College and the other members of the Senior Management Committee on internal and external financial resources matters, as well as on matters related to risk management;
- h) is responsible for the ongoing development, implementation, evaluation and communication of internal controls, internal auditing of accounting as well as budgets and financial processes in collaboration with the Directors of Constituent College;
- i) ensures the onward communication of financial information received from the Ministry and other sources, and ensures that the Regional College's financial management systems and processes meet external obligations and internal needs;
- j) is responsible for, and entrusted with, the care of all financial records of the Regional College;
- k) is a signing officer of the Regional College in accordance with Bylaw 5;
- l) performs other related duties assigned by the Director General.

In matters regarding Material Resource Services, the Director of Administrative Services:

- a) is responsible for college-wide material resource services, in particular procurement and insurance programs for the Regional College;
- b) prepares the capital budget of Administrative Services and integrates the capital budgets of the Colleges into the Regional College budget;
- c) is responsible for the management of material services of Administrative Services;
- d) ensures that the Regional College meets all accountability requirements in areas directly under the responsibility of the Director of Administrative Services, including procurement contracts for goods, services, and construction, as well as the inventory, upkeep and integrity of movable and immovable assets;
- e) assists, advises and supports the Director General and the other members of the Senior Management Committee on internal and external material resource matters and risk management;
- f) is responsible for the ongoing development, implementation, evaluation and communication of internal controls for material resources processes;
- g) ensures the onward communication of material resources information, received from the Ministry and other sources, and ensures that the Regional College's material resources management systems and processes meet external obligations and internal needs;
- h) is a signing officer of the Regional College in accordance with Bylaw 5;
- i) performs other related duties assigned by the Director General.

#### **4.10 Accountability**

The Chair, the Vice-Chair and the Director General are directly accountable to the Board for the observance of the Act, of the Letters Patent, of the bylaws of the Regional College and for the application of the distribution of powers within the Regional College. Under the authority of the Director General, the Directors of Constituent College are accountable to the Governing Board within their governance jurisdiction.

All other Officers of the Regional College, within their respective areas of responsibility, are directly accountable to the Director General.

The Director General proposes to the Board the individual responsible for fulfilling a ministerial or governmental obligation under a specific law or regulation.

#### **4.11 Removal from Office**

Pursuant to Article 20.2 of the Act and the regulations thereunder, the Board may remove from office the Director General or a Director of Constituent College, following a thorough evaluation process. This will require a resolution adopted by a two-third (2/3) majority of the sitting Governors at a special meeting duly called for such purpose.

Pursuant to relevant regulations, the Board may remove from office any Officer of the Regional College, after receiving a recommendation from the Director General, following a thorough evaluation process. This will require a resolution adopted by a two-third (2/3) majority of the sitting Governors and entitled to vote thereon, at a special meeting duly called for such purpose.

## Article 5: Committees

### 5.1 Executive Committee

#### 5.1.1 Composition

- a) The Executive Committee is composed of the Director General, the Directors of Constituent College (3), the Chair of the Board, the Vice-Chair of the Board, and two (2) other Governors, one (1) of whom is an external representative and one (1) of whom is an internal representative, elected annually at the last regular Board meeting of the financial year.
- b) The Director General acts as Chair of the Executive Committee. One of the Directors of Constituent College, nominated by a majority of the sitting Governors, chairs the Executive Committee in case of the Director General's absence or inability to act.
- c) The Director of Corporate Affairs acts as Secretary of the Executive Committee. The Executive Committee may appoint another person to replace the Director of Corporate Affairs in the recording of the Executive Committee minutes.
- d) Membership on the Executive Committee is contingent upon membership on the Board as per Article 2.1 of the present Bylaw.

#### 5.1.2 Vacancies

A member of the Executive Committee, other than an *ex officio* member, may resign by so informing the Director of Corporate Affairs in writing. In the case of a vacancy on the Executive Committee, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

Notwithstanding any vacancy, the members of the Executive Committee remaining in office may continue to act so long as a quorum remains.

#### 5.1.3 Meetings of the Executive Committee

##### 5.1.3.1 Regular Meetings

The Executive Committee holds regular meetings on the dates and at the times that it sets.

Meetings may be held via telecommunications technology.

##### 5.1.3.2 Special Meetings

The Director General or any two (2) members of the Executive Committee may call a special meeting. Notice of any special meeting is given by the Director of Corporate Affairs at least twenty-four (24) hours before the meeting. Such notice may be given verbally, in writing, or by telecommunication.

#### 5.1.4 Attendance at Meetings by Individuals who are not Members of the Executive Committee

Meetings of the Executive Committee are not open to the public.

However, at any meeting, when appropriate, the Chair of the Executive Committee may convoke someone to attend.

#### **5.1.5 Quorum**

The quorum for a meeting of the Executive Committee is four (4) members, of whom two (2) must be the Director General and one of the Directors of Constituent College subject to Article 5.1.1 b), and one (1) must be the Chair or Vice-Chair of the Board.

#### **5.1.6 Concordance**

Articles 3.1, 3.9, 3.11, 3.13 and 3.14 of the present Bylaw apply *mutatis mutandis* to meetings of the Executive Committee.

#### **5.1.7 Reporting to the Board**

After each meeting of the Executive Committee, the Director of Corporate Affairs shall forward to all Governors a copy of the minutes and resolutions adopted by the Executive Committee.

#### **5.1.8 Jurisdiction**

The Executive Committee:

- a) oversees the general administration of the Regional College (Article 38 of the Act);
- b) exercises the power specified in Article 6, paragraph d) of the Act;
- c) exercises such other powers as are delegated by the Board.

Article 12 of the Act (Appendix C) applies to the proceedings of the Executive Committee.

## **5.2 Board Standing Committees**

5.2.1 The Board shall establish the following standing committees:

- (1) Audit Committee;
- (2) Human Resources Committee;
- (3) Governance and Ethics Committee.

The committees are chaired by an external Governor and, as committees of the Board, they have no decision-making authority, but may make recommendations to the Board.

5.2.2 The Chair of the Board may attend any committee meetings.

5.2.3 The Director General and one other Director, whose expertise is related to the role of the committee, are resource persons for these committees; other Directors may be invited as guests. The Audit Committee should include the presence of at least one Governor who has competency in accounting or financial matters.

5.2.4 The standing committees are composed of a maximum of five (5) members with a majority of external Governors and are nominated at the last regular Board meeting of the academic year.

### **5.2.5 The Roles of the Standing Committees:**

5.2.5.1 The Audit Committee oversees the establishment of internal control mechanisms and the verification of financial statements. The functions and responsibilities of the Audit Committee are specified in Bylaw 5. The Audit Committee should include the presence of at least one Governor who has competency in accounting or financial matters.

5.2.5.2 The Governance and Ethics Committee advises the Board in selecting Governors whose competence and qualifications are considered to be useful for the operation of the Board and in developing and updating the *Code of Ethics and Professional Conduct for Members of the Board of Governors* and other policies related to governance and ethics;

5.2.5.3 The Human Resources Committee oversees the implementation of Regional College human resources policies and bylaws.

### **5.2.6 The Mandates of the Standing Committees:**

The Board adopts their specific mandates, yearly, by resolution, at the earliest occasion during a regular Board meeting following the start of the academic year.

## **5.3 Ad Hoc Committees**

The Board may establish *ad hoc* committees to examine specific issues or accomplish other tasks.

## **5.4 Quorum**

The quorum for a meeting of a statutory or standing committee shall be established by the number of members present, so long as there is at least one internal Governor and one external Governor.

## **5.5 Concordance**

Articles 3.1, 3.9, 3.13 and 3.14 of the present Bylaw apply *mutatis mutandis* to meetings of any Committees.

## Article 6: Governing Boards

### 6.1 Composition

The Governing Board is composed of sixteen (16) individuals, who become Board Members upon their appointment or election.

Board Members act with prudence, diligence, honesty, and loyalty, in the interest of the Regional College and its Constituent Colleges, in compliance with the requirements of the Regional College *Code of Ethics and Professional Conduct for Members of the Board of Governors*.

Nominations by the Minister:

three (3) persons appointed for a mandate of three (3) years, including one from among those proposed by a university-level teaching institution, one from among those proposed by the school board in the territory principally served by the College and one from among those proposed by the Regional Council of Labour Market Partners in the region where the College is located;

one (1) representative, already elected to the Board, appointed for a period of three (3) years after consultation with the socio-economic groups in the territory of the College;

three persons (3) appointed for a mandate of three (3) years, from enterprises in the territory principally served by the College, which operate in economic sectors corresponding to programs of technical studies implemented by the College, when applicable.

Appointments or elections to the Governing Board:

the Director of Constituent College, *ex officio*;

two (2) parents of students attending the College, who are not employees of the Regional College, elected by a majority vote of their peers within the College cast at a general meeting called by the Director of Constituent College or his or her designate, and presided over by one parent elected by the assembly of parents attending the meeting for a mandate of two (2) years;

two (2) students attending the College, one registered in a program of pre-university studies and the other in a program of technical studies, where applicable, appointed in accordance with article 32 of the Act respecting the accreditation and financing of Students' Associations (chapter A-3.01), for a mandate of one (1) year;

two (2) faculty members, from the College, each elected by their peers within the College for a mandate of three (3) years;

one (1) member of the non-teaching professional staff, from the College, elected by their peers within the College for a mandate of three (3) years;

one (1) member of the support staff, from the College, elected by their peers within the College for a mandate of three (3) years.

The term of office of every Board Member can only be renewed once consecutively, with the exception of the Director of Constituent College.

The number of members of the Governing Board may be altered under the provisions of Article 49 of the Act.

## 6.2 Concordance

With appropriate vocabulary adaptation, Article 2.6 and, where applicable, Article 3 (except 3.10.1), and Articles 4.3 and 4.4 of the present Bylaw apply *mutatis mutandis* to meetings of the Governing Boards<sup>1</sup>. In such a case, the term Governor is replaced by Board Member and the role of the Director of Corporate Affairs is fulfilled by the Director of Constituent College or his/her designate.

## 6.3 Vacancies

A vacancy occurs if a member's term expires, or if a member passes away, resigns or ceases to be qualified according to Article 48 of the Act. In accordance with Article 11 of the Act, the members of the Governing Board remain in office until they are reappointed or replaced.

- a) Any member, except an *ex officio* member, may resign by giving a written notice to the Director of Constituent College. The resignation takes effect on the day such notice is received by the Director or at the time indicated in the notice.
- b) It is the duty of the Director of Constituent College to notify the Governing Board of any vacancy which has occurred since its last meeting.
- c) The Governing Board, when informed of the situation that a Board Member has failed to attend three (3) consecutive regular meetings of the Governing Board within an academic year without valid reason, will consider inviting the Board Member to submit his/her resignation and mandate the Chair to contact the said Board Member.

## 6.4 Jurisdiction

The Governing Board, as a body, exercises the rights and powers of the College as prescribed by articles 54, 55, 56 and 57 of the Act, the Letters Patent and the distribution of powers as listed in Appendix B of the present Bylaw but, as individuals, Board Members have no authority except where certain powers have been specifically delegated to them by the Governing Board.

## 6.5 Commission of Studies

The Commission of Studies of each College is established by its Governing Board. It determines its composition and establishes rules concerning the structure and powers of the Commission and the term of office of its members, in conformity with Article 52 (division V), and articles 17, 17.0.1, 17.0.2, 20, 20.1 and 21 of the Act, as adapted.

Each Commission of Studies determines its own rules of procedure in accordance with Articles 17 and 52 of the Act, the Collective Agreements and local agreements, as well as the mission, values and guiding principles as stipulated in the Preamble of Bylaw 1.

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<sup>1</sup> It must be noted that the adoption of the regional college budget requires a  $\frac{3}{4}$  majority vote of the sitting governors of the Board of Governors. And the adoption of the constituent college budget requires a simple majority vote of the sitting governors of the Governing Board.

## 6.6 Exercise of Powers

Any decision that requires the approval of the Governing Board must be endorsed by a resolution duly proposed and adopted by a simple majority, in accordance with provisions contained in Article 3 of the present Bylaw.

Any such decision must be recorded subsequently in the official minutes of the Governing Board meetings.

The recording of a Governing Board resolution in the minutes, or an extract thereof, constitutes *prima facie* proof of its authenticity.

Any decision which does not comply with the first paragraph of the present article is not a decision of the College, is not binding upon the College and entails the personal liability of any person implementing such a decision.

Article 12 of the Act (Appendix C) applies to the proceedings of the Governing Board.

## **Article 7: Strategic Plan**

### **7.1 Strategic Plan**

As prescribed by Article 16.1 of the Act, the Director General, in collaboration with the Directors of Constituent College and in consultation with the Board, the Governing Boards, as well as their respective local communities, is responsible for the preparation of a strategic plan, which shall include the Student Success Plan from each College duly adopted by their Governing Board according to article 51.3. 3<sup>rd</sup> paragraph of the Act.

The strategic plan shall respect the mission, vision and values of the Regional College. It shall also define the long-term objectives sought by the Regional College on important issues.

The strategic plan is submitted to the Board for adoption.

### **7.2 Annual Plan**

The Director General, after consultation with the Senior Management Committee, shall produce, drawing from the strategic plan, an annual plan of the major activities of a non-recurring nature that the Regional College foresees in the current year at each of the Colleges.

The annual plan is presented to the Board for approval at the first regular meeting of the academic year.

### **7.3 Coordination and Reporting**

The Director General coordinates the implementation of the strategic and annual plans. The Director General makes a report on this implementation to the Board at the end of each semester and on a yearly basis through the Annual Report.

## **Article 8: Signing Officers and Legal Proceedings**

### **8.1 Signing Officers**

The Board may, for specific purposes, designate by resolution or by bylaw, namely Bylaws 4 and 5, an Officer or a person in the employ of the Regional College to sign, alone or jointly with others, for and on behalf of the Regional College, any contract or other document which requires the signature of the Regional College.

Any contract or other document, other than those referred to in the preceding paragraph, which requires the signature of the Regional College is signed by the Director General and one other relevant member of the Senior Management Committee.

### **8.2 Legal Proceedings**

The Director of Corporate Affairs, or any other person designated by the Director General, or any other person designated by resolution of the Board, is authorized to represent the Regional College in any attachment, subpoena, or garnishment order and to sign affidavits required by legal proceedings.

## **Article 9: Protection of Governors and Board Members**

### **9.1 Protection and Compensation**

Governors and Board Members are protected and indemnified in the following cases:

- a) for all expenses which may result from an action, lawsuit or proceedings taken, instituted or containing conclusions against them in the exercise of their functions as Governors or Board Members or from a mandate conferred upon them by the Board;
- b) for all expenses incurred in the course of business for which he or she is duly mandated by the Board or a Governing Board, except for the expenses voluntarily incurred through negligence or omission on his or her own part for which he or she is responsible, in compliance with the Policy for Travel and Representation Expenses.

### **9.2 Insurance**

Governors, Boards Members and resource persons are covered for loss of life or dismemberment, subject to the scale outlined in the policy, while travelling on assignment by or with the authorization of the Regional College. There are specific limitations for the coverage, type and cause of injury, and definition of travel.

Governors and Board Members may, with notice, review the specific policies on request.

## Appendix A

### Rotation Schedule

No rotation	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11	Y12	Y13	Y14	Y15	Y16	Y17	Y18	Stay
Socio-economic representative, Lennoxville (art. 33a)																			3
Socio-economic representative, St-Lambert (art. 33a)																			3
Socio-economic representative, St. Lawrence (art. 33a)																			3
Faculty, Lennoxville (art. 33g or C99)					N-V												N-V		3
Faculty, St-Lambert (art. 33g or C99)		N-V									N-V								3
Faculty, St. Lawrence (art. 33g or C99)								N-V						N-V					3
Director General, <i>ex officio</i>																			∞
Constituent College Director – Lennoxville, <i>ex officio</i>																			∞
Constituent College Director – St-Lambert, <i>ex officio</i>																			∞
Constituent College Director – St. Lawrence, <i>ex officio</i>																			∞
3 year rotation	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11	Y12	Y13	Y14	Y15	Y16	Y17	Y18	Stay
University representative (art. 33b)		Len			Lam			Law			Len			Lam			Law		3
School board representative (art. 33b)		Lam			Law			Len			Lam			Law			Len		3
<i>Ministère de l'Emploi et de la Solidarité sociale (art. 33b)</i>		Law			Len			Lam			Law			Len			Lam		3
Entreprise (art. 33c)		Len			Lam			Law			Len			Lam			Law		3
Entreprise (art. 33c)		Lam			Law			Len			Lam			Law			Len		3
Graduate (pre-university program) (art. 33d)		Law			Len			Lam			Law			Len			Lam		3
Graduate (technical program) (art. 33d)		Lam			Len			Law			Lam			Law			Len		3
Professional (art. 33g)		Lam			TBD		3												
Support staff (art. 33g)		Law			TBD		3												
2 year rotation	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11	Y12	Y13	Y14	Y15	Y16	Y17	Y18	Stay
Parent (art. 33e)		Len		Lam		Law		Len		Len		Law		Len		Len		Law	2
Parent (art. 33e)		Lam		Law		Lam		Lam		Law		Lam		Lam		Law		Len	2
Yearly rotation (as agreed between the 3 CSA)	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11	Y12	Y13	Y14	Y15	Y16	Y17	Y18	Stay
Student, college 1 (art. 33f) - pre-university program	Law	Len	Lam	1															
Student, college 2 (art. 33f) - technical program	Lam	Law	Len	1															
Student, college 3, non-voting observer	Len	Lam	Law	1															

### Notes

In November 2015, the three (3) Champlain Student Associations (Lennoxville, St. Lambert and St. Lawrence) concluded an agreement on the rotation of Student Governors, as follows:

There will be a yearly rotation of the Student Governors. Pre-university and technical student requirements are preferable, but not mandatory.

This rotation schedule is a reflection of this agreement and provides an opportunity for each College to be represented an equitable amount of times as the Pre-University (4), Technical (4) and non-voting (4) Student Representative.

This rotation schedule is to be applied in accordance with article 34 c) of the Act and articles 2.1 and 2.6 of *Bylaw 1 "General Administration of Champlain Regional College"*.

The rotation for the support staff and professionals is only for the first three (3) years. For the other years, it is indicated as "to be determined" (TBD) pending a recommendation to the Board from the Governance and Ethics Committee, thus ensuring a fair representation between locations.

## Appendix B

### Distribution of Powers between the Board and Governing Boards

The rights and powers of the Board of Governors and of the Governing Boards shall be exercised in accordance with the chart below.

Powers of the Board	Powers of the Governing Boards
<ul style="list-style-type: none"> <li>• Adopt the distribution of resources (human, material and financial) of the Regional College to the Colleges and adopt the deduction for the needs of the Regional College by a favourable vote of at least three quarters of the voting members.</li> <li>• Adopt bylaws, after consultation with each Governing Board;</li> <li>• Adopt the Strategic Plan by integrating the development objectives of the Colleges;</li> <li>• Allocate the programs authorized by the Ministry;</li> <li>• Appoint the Director General and the Directors of the Constituent Colleges;</li> <li>• Oversee the administration of the Regional College, through the Executive Committee;</li> <li>• Exercise the powers related to its legal person (acquire, dispose and mortgage of immovable properties, appoint the financial auditors and adopt the consolidated financial statements);</li> <li>• Admit students in the programs of study offered in the College of their choice;</li> </ul>	<ul style="list-style-type: none"> <li>• Adopt the College’s budget;</li> <li>• Implement the programs of college studies assigned by the Regional College;</li> <li>• Approve the methods of application of the College Education Regulations (RREC);</li> <li>• Approve the objectives, standards and learning activities of the programs of college studies assigned by the Regional College and the methods of application of those programs;</li> <li>• Determine and approve the College’s academic calendar;</li> <li>• Determine the special student fees, with the approval of the Regional College;</li> <li>• Adopt a Student Success Plan;</li> <li>• Contribute to the social, cultural and economic development of its region.</li> </ul>

## Appendix C

### Article 12 of the Act (Textual Reproduction)

- 12.** Every member of the board, except the Director General and the Academic Dean, who has a direct or indirect interest in an enterprise that places his personal interest in conflict with that of the college must, on pain of forfeiture of office, disclose his interest in writing to the Director General, abstain from voting on any matter concerning the enterprise and avoid influencing the decision relating to it. The member must, in addition, withdraw from a meeting while the matter is discussed or voted on.

Furthermore, a member of the staff of a college must, on pain of forfeiture of office, abstain from voting on any matter concerning his employment status, remuneration, fringe benefits and other conditions of employment, or those of the category of employees to which he belongs. The member must, in addition, after having had an opportunity to present his views, withdraw from a meeting while the matter is discussed or voted on.

The second paragraph applies in the same manner to every staff member, except the Director General and the Academic Dean, with respect to any matter concerning the remuneration, fringe benefits and other conditions of employment of other categories of employees.

Notwithstanding the second paragraph, the Director General may vote on any matter concerning the employment status, remuneration, fringe benefits or other conditions of employment of the Academic Dean.

Moreover, the Academic Dean may vote on any matter concerning the employment status of the Director General.