



**BYLAWS RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF**

Okanagan College

INCORPORATED UNDER THE
COLLEGE AND INSTITUTE ACT

APPROVED BY RESOLUTION OF THE
OKANAGAN COLLEGE BOARD OF GOVERNORS

on June 17, 2025

A handwritten signature in black ink, appearing to read 'D. Safinuk'.

Dale Safinuk
Chair, Board of Governors

A handwritten signature in black ink, appearing to read 'Neil Fassina'.

Neil Fassina
President

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1. PURPOSE

In accordance with the College and Institute Act (the "Act"), the Board may make Bylaws for the orderly conduct of its affairs. These Bylaws address matters of Board operations and procedures.

2. PRECEDENCE

Where the Bylaws of the Board of Governors of Okanagan College are at variance with the College and Institute Act and/or at variance with regulations promulgated pursuant to the Act, the Act and/or the regulations will take precedence.

3. FORMALITIES

3.1 LEGAL ADDRESS

The legal address for Okanagan College is:

1000 KLO Road
Kelowna B.C.
V1Y 4X8

3.2 SEAL

Okanagan College has a corporate seal which will be stored in the office of the registrar.

The President, the Chair, or any delegate of the foregoing is authorized to affix the corporate seal.

3.3 RECORDS

The Board will ensure that all necessary records of Okanagan College required by the Bylaws of Okanagan College or by any applicable statute, law, or regulation are regularly and properly kept. Records include but are not limited to governing documents, Bylaws, financial statements, written agreements, contracts, Board minutes, annual reports, inventories, investment agreements, and source documents.

4. INTERPRETATION

Unless otherwise expressly provided, in all Bylaws and resolutions of the Board, words and expressions used will have the same meaning as is ascribed thereto in the Act and regulations thereunder.

5. DEFINITIONS

Act means the College and Institute Act of British Columbia.

Board means the Okanagan College Board of Governors.

Board Secretary means the individual assigned by the President to support the operations of the Board.

Bylaws means these Bylaws.

- Chair** means the individual elected as Chair of the Okanagan College Board pursuant to the election process outlined in these Bylaws.
- Closed** means a meeting of the Board that, due to the confidential nature of the discussion, is closed to the public, employees, and students of the College as outlined in the Bylaws.
- College or OC** means Okanagan College.
- Designated Resource Person** means the individual requested to participate in parts of a meeting by the Chair in consultation with the President.
- Education Council** means the Okanagan College Education Council as authorized under the Act.
- Executive Committee** Means the Okanagan College Board Executive Committee under Terms of Reference established by the Board.
- In-camera** means a meeting of the Board as outlined in the Bylaws, or part thereof, that is only attended by members of the Board, the Board Secretary and guests invited by the Board, and for which there is no agenda, no minutes are recorded, and no motions are passed.
- Instructional Staff** means any faculty member or regular vocational instructor employed by Okanagan College and represented by the OC Faculty Association or the BC General Employees' Union (BCGEU) Vocational collective agreements. Instructional staff as defined under these Bylaws is synonymous with the term Faculty as outlined in the Act.
- Member** means any individual appointed, elected, or serving ex-officio on the Board.
- Open** means a meeting of the Board that is open to any person as outlined in the Bylaws.
- Perceived Conflict** means a conflict of interest which could be said to exist where a Member's private interests would appear to a reasonable person to conflict with their duties even though there may not be an actual conflict.
- Potential Conflict** means a conflict of interest that could arise where a Member has private interests such that, while no conflict has yet arisen, one could arise.
- President** means the individual appointed by the Board to act as the chief executive officer of the College.
- Real Conflict** means a conflict of interest between the public duty and private interests of a Member, in which their private and/or personal interests could influence the performance of their duties for personal gain.
- Regular** means a meeting of the Board held based on an annually approved calendar.
- Special** means a meeting of the Board called by the Chair in consultation with the President to address matters pertinent to the Board when delaying until the next regular meeting is not feasible.

- Support Staff** Means any individual employed by Okanagan College who is a member of the BC Government and Service Employees' Union (BCGEU) Support Staff or covered by the Terms and Conditions for Exempt and Excluded Employees. Support Staff as defined under these Bylaws is synonymous with the term Support Staff as outlined in the Act.
- Suspension** Means the suspension of a student or employee for just cause under section 37 of the Act.
- Vice Chair** means the individual elected as Vice Chair of the Okanagan College Board pursuant to the election process outlined in these Bylaws.

6. SINGULAR/PLURAL

Wherever the singular is used in these Bylaws, it will be considered as if the plural has been used where the context so requires.

7. OKANAGAN COLLEGE BOARD

7.1 COMPOSITION & TERM OF OFFICE

The composition of the Board is prescribed by the Act as follows:

- **eight or more persons appointed by Order in Council** by the Lieutenant Governor who shall also determine the length of their term and any renewals thereof;
- **two students elected by students** who shall serve a one-year term and may be elected to further terms;
- **one person elected by and from Instructional Staff** who shall serve a three-year term and may be elected to further terms;
- **one person elected by and from Support Staff** who shall serve a three-year term and may be elected to further terms;
- **the President** for the fixed term of their contract; and
- **the chair of Education Council** for the fixed term coinciding with their term of office

The term of office for Members appointed by the Lieutenant Governor in Council will be for a fixed term, as prescribed by the Lieutenant Governor in Council.

7.2 RESIGNATION

Members who have been appointed by the Lieutenant Governor in Council or who have been elected may resign before the expiry of their term by providing the Chair with reasonable notice in writing setting out the effective date of their resignation.

In the event of the resignation of a Member appointed by the Lieutenant Governor in Council, the Board Secretary will notify the Minister and/or the Crown Agencies and Board Resourcing Office regarding the resignation of the Member.

In the event of the resignation of a Member elected by a constituency, the Board Secretary will notify the electorate by means of initiating a byelection to fill the remaining term of the resigned Member.

7.3 **REMOVAL**

The Board may, by two-thirds (2/3) majority resolution of the Board, recommend the removal of a Member from the Board to the Minister or Lieutenant Governor in Council. Without limiting the generality of the foregoing, the Board may recommend the removal of a Member for not fulfilling their responsibilities and duties as a Member or for breaching the Board's code of conduct, Bylaws, or policies. Not limiting the generality of the foregoing, this section does not apply to the President or the chair of Education Council.

7.4 **HONORARIA AND EXPENSES OF BOARD MEMBERS**

Members may be entitled to receive remuneration in an amount which is prescribed by Government directive. The Board may review Member remuneration from time to time as per Order in Council 0180.

In accordance with applicable policies, each Member will be reimbursed by the College for any reasonable travelling and other out-of-pocket expenses necessarily incurred in discharging their duties as a Member.

All such expenses for Members will be approved in accordance with College policies.

8. MEETINGS OF OKANAGAN COLLEGE BOARD

8.1 **MEETING SCHEDULE AND LOCATION**

Regular meetings will be held as often as necessary to transact the business of the Board, and not less than four (4) times per year as per the Act.

The date and location of Regular meetings of the Board will be established annually by resolution of the Board.

Additional Special meetings may be held as necessary and in accordance with the Bylaws. Special meetings of the Board may be called by the Chair in consultation with the President to address matters pertinent to the Board when delaying until the next regular meeting is not feasible.

Meetings may be rescheduled, postponed, or cancelled at the discretion of the Board or the Executive Committee of the Board.

Regular or Special meetings may be held in person or via electronic means or via a mixture thereof as is practical to conduct the business before the Board.

8.2 **OPEN, CLOSED, AND IN-CAMERA MEETINGS**

Regular and Special meetings or parts thereof may be designated as Open, Closed, or In-camera and will be conducted as follows:

Open Meetings

The Board will conduct its business in Open meetings whenever possible. Any person may attend Open meetings of the Board as an observer subject to space limitations and good conduct as determined by the Chair and as outlined in *Article 8.6*. All Open meeting discussions, actions, documents, motions, and resolutions are public.

Closed Meetings

The Board may conduct meetings or parts thereof in a Closed meeting to discuss matters in confidence. All Closed meeting discussions, actions, documents, motions, and resolutions will be kept in confidence by Members and attendees. Closed meetings are closed to the public, students, and employees of the College unless otherwise stated in the Bylaws. College employees or a Designated Resource Person may be requested to participate in Closed meetings or parts thereof by the Chair in consultation with the President. If the Board Secretary is excused by the Chair for a Closed meeting or part thereof, a Member will be designated by the Chair to act as Secretary for the Closed meeting.

In-Camera Meetings

The Board may conduct meetings or parts thereof In-Camera. All In-Camera meeting discussions, actions, or documentation will be kept in confidence by Members and attendees. Any resolutions discussed In-Camera must be moved to an Open or Closed meeting of the Board prior to being voted upon and will be recorded in the minutes of the Open or Closed meeting. Only Members, the Board Secretary (or designate), and those invited by the Chair will attend an In-Camera session.

If, due to a conflict of interest, the President is not in attendance during an In-Camera meeting, the Chair will convey to the President, as appropriate, matters from the In-Camera meeting for the information and/or action of management.

8.3 NOTICE OF MEETING

At least forty-eight (48) hours' notice will be given of Regular or Special meetings. Notice of the meeting and the agenda for the meeting will be sent to each Member and others entitled to receive it by electronic or written means or as otherwise provided in these Bylaws. The Chair of the Board may waive notice of meetings of the Board in emergency situations.

Public notification of Open Regular or Open Special meetings of the Board will be posted on the College's website and will include the date, time, and location.

The foregoing does not limit the Board Secretary from notifying Members or the public of meetings through alternative means of communication.

The accidental failure to send notice of a meeting to a Member, or accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the meeting.

8.4 MEETING AGENDAS

The Board Executive Committee will approve the agenda for each Regular meeting of the Board during a committee meeting.

For Regular meetings, a matter not on the agenda may be introduced with the agreement of two-thirds (2/3) of the Members present. The Member moving the additional agenda matter may briefly describe the matter, but otherwise the motion will not be debatable.

A consent agenda is used for regular meetings of the Board. A Member wishing to separate an item for discussion and/or vote may request that the agenda item be removed from the consent agenda during the passing of the motion to adopt the consent agenda.

Special meetings will address only those matters for which the meeting has been called.

8.5 **PRESENTATIONS/DELEGATIONS**

At the discretion of the Executive Committee, the Board may hear presentations or answer questions from individuals or groups from the College community or the public. Persons wishing to address the Board will advise the Board Secretary in writing at least ten (10) calendar days in advance of a Regular meeting and outline, in writing, the topic and purpose of the presentation.

In considering a request, the Executive Committee will not grant the request where:

- (i) the topic falls outside the Board's jurisdiction;
- (ii) the topic is related to the College's personnel matters, its collective agreements, or labour relations processes ordinarily addressed through established College policies or governance structures;
- (iii) the topic is related to a student matter ordinarily addressed through established College policies or student governance structures; or
- (iv) the topic is before a court or regulatory body (such as the Human Rights Tribunal, Labour Relations Board, or Office of the Information and Privacy Commissioner).

For each request the Chair will decide how much time will be allocated on the agenda.

8.6 **PUBLIC CONDUCT AT MEETINGS**

A person who is not a Member or a Designated Resource Person may only participate in discussion or debate of an Open meeting if said person is invited by the Chair to participate in a specified manner, or if two-thirds (2/3) majority vote of the Members present resolves to have said person invited to participate.

Attendees are expected to maintain the decorum prescribed for parliamentary galleries and act in accordance with the principles outlined in the Bylaws and the College Code of Ethical Practices Policy.

Any member of the public or employee of the College who breaches these principles or disrupts the meeting proceedings will be asked to leave and removed from the meeting.

8.7 **QUORUM**

The quorum for meetings of the Board will be a majority of the Members holding office.

If after twenty (20) minutes following the time appointed for the meeting of the Board no quorum is present, subject always to a further delay to be agreed upon by all those Members present, then the meeting will stand postponed to a date fixed by the Chair. The names of the Members present at that time will be recorded.

A member of the Board may participate in a meeting of the Board by electronic means in accordance with the established *Board of Governor's Meeting Protocols* and will be counted in quorum and be entitled to speak and vote.

8.8 **VOTING**

At all meetings of the Board all questions will be decided, and all resolutions will be passed, by the votes of a majority of voting Members present at a meeting at which a quorum is present except where specified in the Bylaws.

Each Member present, except the President and Chair of Education Council, will be entitled to one vote on the Board. Voting by proxy is not permitted.

At the request of any Member, the Board may pass a resolution to conduct a vote by secret ballot.

Abstentions made by a Member at the time of voting are considered a refusal to vote and are not counted in the number of votes cast. Members will be asked to provide a reason for their abstention. The Member's name and reason for abstention will be recorded in the minutes. Examples of acceptable reasons for abstention may include: a perceived conflict of interest; internal moral conflict; or a lack of sufficient information on which to vote.

8.9 **RESOLUTION BY WRITTEN PROCEDURE**

If it is impractical to hold a meeting of the Board, the Chair may call for a vote to pass a resolution outside of a Regular or Special meeting of the Board by written procedure. A majority of the voting Board Members are required to pass a resolution by written procedure. The results of a vote conducted using technologically assisted means will be considered valid. Resolutions passed by written procedure will be recorded as minutes or as a written resolution approved electronically. Minutes of resolutions passed by written procedure will be included in the next Regular meeting of the Board for approval.

If it is impractical to hold a committee meeting, the chair of the Board committee may call for a vote to pass a resolution outside of a committee meeting by written procedure. A majority of the voting committee members are required to pass a resolution by written procedure. The results of a vote conducted using technologically assisted means will be considered valid. Resolutions passed by written procedure will be recorded as minutes. Minutes of resolutions passed by written procedure will be included in the next meeting of the committee for approval.

When seeking Resolution by Written Procedure, the first Member (Board or committee) to respond in favour of the motion is considered to have "moved" and tabled the motion. The next Member to respond in support of the motion is considered as the "second" to that motion. The first and second responses are included as votes towards the resolution.

8.10 **RESOLUTION WILL BE EVIDENCE OF ACTION**

Unless required to be exercised by Bylaw, the action of the Board upon any matter coming before it will be evidenced by resolution, and the entry thereof in the minutes of the Board will be *prima facie* evidence of the action taken.

8.11 **PROCEDURE AT MEETINGS OF THE BOARD**

At meetings of the Board, Parliamentary Procedure will govern the procedure in all cases not specifically provided for by Bylaw or resolution.

When the Chair is called upon to decide a point of order or practice, the Chair will give the decision and state the rule applicable to the case. In the event the ruling of the Chair is challenged, the Chair will have the right to state reasons for the decision given.

An appeal from the ruling of the Chair will be put to a vote of the Members present at the meeting in question without debate.

8.12 **RECORD OF ATTENDANCE**

Members who are present at a meeting of the Board will have their attendance recorded by the Board Secretary. No Member will leave the Board meeting before the close of the meeting without notifying the Chair. A record of Member absences will be kept in the minutes, including entrances and departures during a meeting after a it has been called to order.

In accordance with the Act, if a Member of the Board has not attended three (3) consecutive Regular meetings of the Board, the Member is no longer a member of the Board. Members may contact the Chair to provide rationale for their absences. If the Board determines the reasons for the absences to be sufficient, the Board may excuse the absences by resolution.

8.13 **CIRCULATION OF RESOLUTIONS AND MINUTES**

A record of passed resolutions of each Board meeting will be circulated to Members following the meeting and as soon as reasonably possible.

Minutes of Open meetings will be taken, approved by the Board at the next Open meeting of the Board as part of the consent agenda, filed with the Board Secretary, and posted on the College's website once approved.

Minutes of Closed meetings will be taken, approved by the Board at the next Closed meeting of the Board as part of the consent agenda, and filed with the Board Secretary. Approved minutes of Closed meetings are not posted publicly.

9. CHAIR/VICE CHAIR OF THE BOARD

9.1 **ELECTION**

The Chair and the Vice Chair will be elected by the Board from those Members who are appointed by the Lieutenant Governor in Council annually. Any Member may nominate an appointed Member to these positions of the Board.

Members serving as Chair and Vice Chair can stand for reappointment for up to a maximum of three consecutive years, or until the end of their current appointment during which they were elected, whichever is lesser. The election of the Chair and Vice Chair requires the affirmative votes of a majority of voting Members present at a Board meeting in which a quorum is present. In the event no candidate obtains the necessary majority on the first ballot, the two candidates with the highest number of votes will be eligible for a second ballot.

In the event of a tie vote, the tie will be broken by drawing lots.

The elections will be conducted by secret ballot.

If only one candidate is nominated, and that nominee is willing to serve, then that nominee will be elected without conducting a vote.

If there is a vacancy in the office of the Chair or the Vice Chair, an election to fill that vacancy will be held during the Regular Open meeting of the Board.

9.2 **ACTING CHAIR**

In the absence or inability to act of the Chair, the Vice Chair will act as Chair.

In the absence or inability to act of the Chair and the Vice Chair, the Chair will, when possible, appoint an acting Chair.

If an acting Chair has not been appointed, the Members may elect an acting Chair for a particular meeting from its members appointed by the Lieutenant Governor in Council.

10. **THE PRESIDENT**

The Board will appoint by resolution, a President who will be the chief executive officer of the College.

The President will be employed by Okanagan College, pursuant to a contract approved by the Board in consultation with government as to the terms of the contract.

10.1 **DUTIES AND RESPONSIBILITIES OF THE PRESIDENT**

Without limiting the generality of the duties and responsibilities of the President outlined in the Act or the President's employment contract and role description, the President will:

- (i) serve as a non-voting member of the Board pursuant to Article 9 of the Act, serve as a Member of Board committees as required by the Board, and serve as a resource person to Board committees as required by the Board.
- (ii) appoint employees that the President considers necessary to carry on the business and operations of the institution and define their duties and tenure, determine their remuneration and provide an organization to carry out the purposes of the institution. The President may designate a person or persons to perform such duties.
- (iii) supervise and direct the instructional, administrative, and other staff of the College to exercise such powers and perform such duties as are assigned to the President by the Act, and by the resolutions, Bylaws, policies, orders, and directions of the Board to conduct the business and operations of the College.
- (iv) establish such committees and organizational structure as the President may consider necessary to govern and carry on the business and operations of the College.
- (v) appoint the Secretary to the Board.
- (vi) ensure that the duties of all officers, agents, and employees of Okanagan College are properly performed.
- (vii) reports to the Board where an employee or student of the College receives a Suspension under section 37 of the Act.
- (viii) submit a report of the progress of the College to the Board at each Regular meeting of the Board, and an annual report thereof to the Board.
- (ix) from time-to-time report to the Board all matters within the President's knowledge that should be brought to its attention in the best interests of the College and generally communicate with the Board such matters and making such recommendations as may, in the President's opinion, be to the benefit and advancement of the College.

10.2 **ACTING PRESIDENT**

If the President is absent and unable to act, the President will appoint an acting President and inform the Board Chair and Vice Chair of the appointee and duration of appointment.

In the event that the President is unable to appoint an acting president for reasons of termination or incapacitation, the Board may appoint another person to fill the President's role on an acting basis. The Board will establish the duration of appointment for the acting President. Except under exceptional circumstances, the Board will appoint an acting President for a maximum of 24 months.

The acting President will assume on a temporary basis the functions of the President and will have all the duties and powers of the President under the Act, the Bylaws, policies, orders, and resolutions of the Board.

11. **SECRETARY TO THE BOARD**

The Board Secretary will be an employee of the College and will carry out the following duties:

- (i) preparing orders of business as directed by the Chair and/or Vice Chair;
- (ii) provide notice of meetings as appropriate;
- (iii) act as Secretary as required at all meetings of the Board;
- (iv) supervise the preparation of minutes of meetings;
- (v) maintain a permanent record of the activities of the Board including records of the Board and any committee of the Board;
- (vi) receive, co-ordinate and direct communications between Members and between the Board and any private, public or government agent or agency; and
- (vii) carry out such other duties as may be designated by the Board.

In the absence of the Secretary, the President will name an Acting Secretary in consultation with the Chair.

12. **COMMITTEES OF THE BOARD**

12.1 **ESTABLISHMENT AND AUTHORITY OF BOARD COMMITTEES**

Subject to these Bylaws, the Board may, by resolution, strike or dissolve any committees as it deems necessary.

Without limiting the generality of the foregoing, when striking a committee, the Board will determine the committee's name, whether it is standing or ad hoc, its composition, its terms of reference, and the procedures governing the committee.

The Board may delegate any of the Board's powers, duties, or functions except the power to make Bylaws or the power to strike or dissolve a committee to a committee of the Board. The Board may alter or revoke the delegation of a committee's powers, duties, and functions at any time. Delegated authorities for committees will be specified in the committee's terms of reference, except where authorities are delegated by resolution of the Board.

Standing committees will review their terms of reference at least once every three years and recommend any changes to the Board.

12.2 **MEETINGS, MINUTES, AND AGENDAS**

Committee meetings will be Closed meetings unless otherwise directed by resolution of the Board.

Minutes of committee meetings will be taken, approved by the committee at the next meeting of the committee as part of the consent agenda, and filed with the Board Secretary. Minutes of committee meetings are not posted publicly.

Committee meetings will be scheduled in accordance with the annual Board calendar and will normally meet at least four (4) times per year unless otherwise specified in the committee's terms of reference.

The Chair of each committee or their designate, will report on the committee's deliberations and actions to the Board at its next Regular meeting, in a Closed or Open meeting as appropriate for the topic being shared.

Unless otherwise stated by resolution of the Board, voting by committees will be conducted in accordance with *Article 8.8* of these Bylaws.

13. **COMMUNICATIONS AND CORRESPONDENCE OF THE BOARD**

Requests for information by Members will be communicated by the Chair to the President and Board Secretary.

Written communications sent on behalf of the Board, or a committee of the Board will be sent through the office of the Board Secretary and a copy of all such communications will be filed with the Board Secretary.

14. **CONDUCT OF BOARD MEMBERS**

14.1 **MEMBER COMMITMENT TO ETHICAL CONDUCT**

The Code of Conduct for Okanagan College Board of Governors sets out the minimum standards of conduct and principles that each Member is expected to follow. To demonstrate their commitment to effective governance and ethical conduct, each Member will review the Code of Conduct for Okanagan College Board Members Policy and declare their compliance with the Code of Conduct and these Bylaws by completing an Oath of Office before the Board at the start of their appointment and annually thereafter.

14.2 **DISCLOSURE OF CONFLICT OF INTEREST**

A Member will, immediately upon becoming aware of a Potential, Real, or Perceived Conflict of interest situation disclose the conflict to the Chair. The Member and the Chair will follow the [*Procedures for Disclosure*](#) under the [*Code of Conduct for Okanagan College Board of Governors Policy*](#).

15. INDEMNIFICATION

The Board hereby agrees that every Member and officer of the Board will be deemed to have assumed office on the express understanding, agreement and condition that every Member and officer of the Board and the heirs, executors and administrators and estate and effects of every Member respectively will, at all times, be indemnified and saved harmless out of the funds of the College from and against:

- a) All costs, charges and expenses whatsoever sustained or incurred by a Member or officer in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a Member or officer, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that Member or officer, in or about the execution of the duties performed by that individual as a Member or officer of the Board.
- b) All other costs, charges and expenses sustained or incurred in or about or in relating to affairs thereof except such costs, charges or expenses, as are occasioned by the Member's own wilful neglect or default.

16. TUITION FEES AND CHARGES TO STUDENTS

16.1 ESTABLISHMENT OF FEES

From time to time, the Board will establish fees by resolution indicating the reasons which will normally be consistent with the principles of maintaining or improving the quality and breadth of programs, student or other services of the College as expected by the students or industry, or to enhance education and other services to students, including counselling, campus life, health, athletic and library services.

Fees and charges may include mandatory instructional fees, mandatory non-instructional fees, pay for service fees, or other fees and charges as established by the Board pursuant to the Act and other applicable government regulations.

Pursuant to the Act, the fees and charges paid to the College by students will be reviewed and approved by the Board.

The fees established by the Board will remain in effect until revised by the Board.

16.2 COLLECTION OF FEES ON BEHALF OF STUDENT ASSOCIATIONS

In accordance with the Act, Okanagan College will collect student society fees on behalf of the student societies of Okanagan College, subject to conditions and requirements as may be determined from time to time by resolution of the Board.

17. AMENDMENT OF THE BYLAWS

These Bylaws may be amended, by resolution, at any meeting of the Board, provided that written notice of the proposed amendment has been forwarded to Members at least fourteen (14) calendar days prior to the date of the meeting.