

Sheridan

BYLAW

A Bylaw relating generally to the conduct of the affairs of the Board of Governors
of

The Sheridan College Institute of Technology and Advanced Learning

Approved by: Board of Governors

Date: May 1, 2025

Supersedes: All previous Bylaws

BYLAW

THE SHERIDAN COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING

TABLE OF CONTENTS

1. DEFINITIONS AND INTERPRETATION	5
1.2 Interpretation	6
2. ORGANIZATION.....	7
2.1 Name	7
2.2 Registered Office	7
2.3 Corporate Seal	7
3. BOARD COMPOSITION AND MEMBERSHIP	7
3.1 Composition	7
3.2 Terms of Office	8
3.3 Eligibility for Governors.....	9
3.4 Qualification of Governors	9
3.5 Standard of Conduct	9
3.6 Vacancies.....	10
3.7 Removal of Board Members	11
3.8 Remuneration.....	12
4. OFFICERS OF THE BOARD.....	12
4.1 List of Officers.....	12
4.2 Election of Chair and Vice-Chair	12
4.3 Roles and Responsibilities of the Chair	13
4.4 Roles and Responsibilities of the Vice-Chair	13
4.5 Removal of Chair or Vice Chair from their Office	14
4.6 The President and Vice Chancellor.....	14
4.7 The Chancellor	14
4.8 The Corporate Secretary	15
4.9 The Treasurer	16

4.10	Roles and Responsibilities of Other Officers	16
4.11	Board Officer Vacancies	16
4.12	Delegation of Duties of Board Officers	17
5.	MEETINGS	17
5.1	Regular Meetings	17
5.2	Special Meetings	17
5.3	Annual Meetings	17
5.4	Meetings Open to the Public	18
5.5	Confidential Matters	18
5.6	Meetings Through Electronic Means	19
5.7	Notice of Meetings	19
5.8	Quorum	20
5.9	Voting	20
5.10	Rules of Procedure	21
6.	POWERS OF THE BOARD	21
6.1	Role of the Board	21
6.2	Appointment and Removal of President and Vice Chancellor and the Chancellor	22
6.3	Powers Relating to Property	22
6.4	Programs of Instruction	22
6.5	Tuition and Ancillary Fees	23
6.6	Policies	23
7.	LIABILITY AND PROTECTION OF GOVERNORS AND OFFICERS	23
7.1	Indemnification of Governors and Officers	23
7.2	Protection of Governors and Officers	24
8.	CONFLICT OF INTEREST	25
8.1	Conflict of Interest Declarations	25
8.2	Disclosure of Interests in Contracts	25
9.	CODE OF CONDUCT	26
10.	FINANCIAL MATTERS	26

10.1	Execution of Documents.....	26
10.2	Cheques.....	27
10.3	Deposit of Securities for Safekeeping.....	28
10.4	Borrowing.....	28
10.5	Books And Records	28
10.6	Annual Budgets.....	29
10.7	Auditor, Reporting and Fiscal Year	29
11.	COMMITTEES OF THE BOARD.....	29
11.1	Types of Committees	29
11.2	Functions and Duties.....	29
11.3	Committee Membership	30
11.4	Committee Meetings	30
11.5	Confidential Matters	30
11.6	Delegation to a Committee	30
12.	OTHER BODIES.....	31
12.1	Advisory Council	31
12.2	Professional Advisory Councils	31
13.	AMENDMENTS	31

BYLAW

THE SHERIDAN COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING

A Bylaw relating generally to the conduct of the affairs of the Board of Governors of The Sheridan College Institute of Technology and Advanced Learning.

BE IT ENACTED AND IT IS HEREBY ENACTED as a Bylaw of The Sheridan College Institute of Technology and Advanced Learning (“**Sheridan**”) as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Bylaw, the following terms shall have the following meanings:

“Act” shall mean *the Ontario Colleges of Applied Arts and Technology Act*, S.O. 2002, c. 8, Sched. F, as amended and the regulations made pursuant thereto.

“Board” shall mean the Sheridan Board of Governors.

“Bylaws” shall mean this Bylaw (as amended from time to time) and all other bylaws of the college in effect from time to time.

“Chair” shall mean the elected Chair of the Board.

“Chancellor” shall mean the ceremonial and titular head of Sheridan.

“College” shall mean The Sheridan College Institute of Technology and Advanced Learning.

“Committee” shall mean a standing or *ad hoc* Committee established by the Board.

“Election Procedures” shall mean the College’s procedures established from time to time [by the Bylaw of the Board] for election of internal members to a position on the Board.

“Ex-officio” shall mean membership “by virtue of office” and means that the individual shall have all rights and responsibilities of a Governor or member, as applicable, and shall count for quorum and shall be entitled to vote, unless otherwise specified.

“External Governor(s)” shall be Board member(s) appointed by the Board or by the Lieutenant Governor in Council and which is/are not Internal Governor(s).

“Governor” shall mean an Internal Governor, an External Governor and the President and Vice Chancellor.

“Internal Governor(s)” shall mean:

- (a) the academic staff member, the administrative staff member, the support staff member, each of whom are voting members of the Board, and each of whom is elected by the relevant academic, administrative, or support staff group, and
- (b) a student representative elected by the student body who is also a voting member of the Board.

“Officer” shall mean any of the persons described in section 4.

“ONCA Legislation” shall mean the Ontario *Not-for-profit Corporations Act* (ONCA), all regulations made thereunder, and any amendments made thereto.

“Regular meetings” shall mean those meetings of the Board which are regularly scheduled by the Secretariat prior to the beginning of each academic year and modified as needed throughout the year.

“Regulation” shall mean the Ontario Regulation 34/03.

“Secretariat” shall mean the office that supports and facilitates the work of the Board.

“Special meeting” shall mean any meetings of the Board or the members, as applicable, called outside the regular meeting schedule.

“Student Governor” shall mean a member who is enrolled in a course or program of instruction at Sheridan on a full-time basis.

“Vice-Chair” shall mean the elected Vice-Chair of the Board.

1.2 Interpretation

In this bylaw, wording importing the singular number shall include the plural number and vice versa. References to persons shall include firms and corporations.

2. ORGANIZATION

2.1 Name

The Sheridan College Institute of Technology and Advanced Learning may be known as “Sheridan College” or “Sheridan”.

2.2 Registered Office

The registered office of Sheridan shall be located at 1430 Trafalgar Road, Oakville, Ontario, L6H 2L1 or at such other place as the Board may from time to time determine by resolution.

2.3 Corporate Seal

If adopted by the Board, the seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Sheridan.

3. BOARD COMPOSITION AND MEMBERSHIP

3.1 Composition

The Board, which consists of External Governors, Internal Governors and the President and Vice Chancellor, shall oversee the affairs of Sheridan.

The Board composition is as follows:

(a) A maximum of twelve (12) External Governors shall be appointed to the Board:

(i) Four (4) of the External Governors shall be appointed by the Lieutenant Governor in Council; and

(ii) The remaining eight (8) members of the External Governors shall be appointed by the Board members holding office at the time of the appointment. External Governors appointed pursuant to this

section (ii) shall not participate in a vote relating to a renewal or extension of his or her appointment.

and

(b) Four (4) Internal Governors, as defined in the Regulation, shall be elected as members of the Board, in accordance with the Election Procedures for the term prescribed therein. These Internal Governors are:

1. One (1) academic staff member;
2. One (1) administrative staff member;
3. One (1) support staff member; and
4. One (1) student member.

The Board is not improperly constituted solely because the students or a staff group referenced in article 3.1(b) choose not to exercise the right to elect a member in accordance with the Election Procedures.

3.2 Terms of Office

Governors (other than Student Governors) shall hold office for terms of not more than three (3) years. Except as described in the next paragraph, Governors may not serve for more than six (6) years consecutively but may be re-appointed or re-elected to the Board after a two (2)-year absence from the Board.

The board may determine by board resolution that the six-year limit described above does not apply to a member who is serving as Chair of the board, and the member shall immediately be eligible for reappointment or re-election to another term of office, provided that the member continues to serve as Chair. A member who continues to serve as Chair pursuant to this subsection may not be a member of the board for more than eight consecutive years and subsequently is not eligible for reappointment or re-election to the Board.

A Student Governor shall hold office for a term of not more than one (1) year, renewable once, for a further term not to exceed one (1) year. A Student Governor may not serve for more than two (2) years consecutively but may be re-elected to the Board after a two

(2)-year absence from the Board. Successive terms after the period of absence from the Board shall not exceed two (2) years.

3.3 Eligibility for Governors

Eligibility for all Governors shall be limited as prescribed by Regulation and this bylaw.

Eligibility for Governors elected in the administration, faculty and support staff constituencies shall be full-time, permanent employees of Sheridan and shall be in accordance with the Election Procedures.

Eligibility for Student Governors shall be full-time students of Sheridan and shall be in accordance with the Election Procedures.

Vice Presidents and staff that report directly to the President are not eligible for election to the Board however, they are eligible to vote in the elections for Internal Governors.

No External Governor shall be an employee or a student of a college of applied arts and technology.

3.4 Qualification of Governors

Every Governor shall be an individual who:

- (a) is eighteen (18) years of age or older;
- (b) is not an undischarged bankrupt; and
- (c) has not been found to be incapable by any court in Canada or elsewhere.

3.5 Standard of Conduct

Governors are expected to meet the standard of conduct applicable to Governors including, without limitation:

- (a) to exercise all powers and carry out all functions diligently, honestly and in good faith and in the best interests of Sheridan, consistent with its objects, mission and Bylaws, rather than in the interests of any other person, entity or constituency;
- (b) to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) to respect their duty of confidentiality with respect to Board matters;
- (d) to uphold the reputation of Sheridan; and
- (e) to adhere to the provisions of the Governor's Code of Conduct.

3.6 Vacancies

If a vacancy occurs among the governors appointed by the board under section 4.2(a)(ii) the board shall appoint a person to fill the vacancy.

Where a vacancy occurs among the Internal Governors, the students or the staff group referenced in the section in which the vacancy has occurred, in accordance with the Election Procedures, shall elect a new member to the Board.

If an Internal Governor ceases to be a student, academic staff member, administrative staff member or support staff member, temporarily or permanently, as the case may be, the person ceases to be a Governor, except that, where a Student Governor graduates prior to the expiration of their term, he or she may remain a member of the Board until August 31 in the year of their graduation.

The office of a Governor shall automatically be vacated if a Governor:

- (a) dies;
- (b) resigns; or
- (c) is no longer qualified as outlined in section 6.

The term of office for Governors elected to fill a vacancy pursuant to this section shall be in accordance with section 3.2.

3.7 Removal of Board Members

The Board may remove a Board appointed or elected governor by a resolution of the Board if the governor:

- (a) has failed to attend, without leave of the Board, at least 50% of the regular meetings of the Board in any twelve (12)-month period or three (3) consecutive meetings; or
- (b) is alleged to have violated the confidentiality of the Board, the Governor's Code of Conduct, the ONCA Legislation, the Act, the Regulation, or any other regulation or Ministry Directive pertaining to their appointment to the Board and their duties as Governors.

Any Governor alleged to have violated (b) above will be informed in writing by the Chair and allowed to present his or her views of such alleged breach at the next Board meeting. The complainant will put his or her concerns in writing and address them to the Chair and the Chair will respond in writing to the complainant. The complainant must be identified and, if the complainant is a member of the Board, he or she and the respondent member will absent themselves from any vote upon any resolution of censure or other action that may be brought by the Board.

If a Governor alleged to be in violation of the matters referred to in subsection (b) above is the Chair, the Vice-Chair shall fulfill the obligations of the Chair.

A Governor removed from the Board by resolution in accordance with this section may request a review of the decision by the Governance and People Committee of the Board. The review by the Governance and People Committee shall relate only to the issues of whether the reasons for the removal and the procedures followed in removing a member were in compliance with this Bylaw and shall not include a review of whether the decision of the Board was correct.

With respect to any Governor appointed by the Lieutenant Governor in Council, if the Board believes that there exist reasons justifying the removal of the member from the Board, the Board may set out those reasons in a report to the Minister named in the Act, for referral to the Lieutenant Governor in Council.

3.8 Remuneration

Governors shall not be remunerated by the Board for undertaking their responsibilities except that they may be reimbursed for travelling and related expenses incurred while engaged in the business of the Board and/or Sheridan. The Corporate Secretary shall review and approve such expenses in accordance with applicable directives, policies, and laws.

4. OFFICERS OF THE BOARD

4.1 List of Officers

The Board shall have the following Officers:

- (a) a Chair;
- (b) a Vice-Chair;
- (c) a President;
- (d) a Corporate Secretary;
- (e) a Treasurer; and
- (f) such other Officers as the members of the Board may determine from time to time by resolution.

4.2 Election of Chair and Vice-Chair

The Board shall elect a Chair and Vice-Chair annually for a one (1)-year term from among the Governors appointed under section 3.1(a). The term of office shall not exceed two (2) successive terms **except in extenuating circumstances to ensure continuity of knowledge and/or maintenance of essential skills.**

4.3 Roles and Responsibilities of the Chair

The Chair is responsible for providing leadership for the Board and for facilitating the effective work of the Board. The Chair:

- (a) plans, manages and presides at meetings of the Board;
- (b) together with the President and Corporate Secretary, sets the agenda for Board meetings;
- (c) preserves order and decorum at all meetings of the Board;
- (d) decides all questions of order and privilege to ensure efficient conduct of Board meetings and compliance with meeting protocols as governed by this bylaw and Board policies and procedures.
- (e) acts generally as spokesperson for the Board;
- (f) interprets the resolutions of the Board and the intent of Bylaws;
- (g) sits as an *ex officio* member of all Committees of the Board;
- (h) ensures the annual objective setting, appraisal and remuneration of the President and Vice Chancellor through established procedures;
- (i) resolves issues with individual governors and provide feedback;
- (j) acts as principal liaison between the Board and the President;
- (k) is the official signatory on behalf of the Board; and
- (l) has full voting rights as any Governor and counts toward quorum for the Board and all Committees;
- (m) has such other powers and duties as may from time to time be assigned by the Board or as are incident to the office of the Chair;

4.4 Roles and Responsibilities of the Vice-Chair

The Vice-Chair shall have such powers and perform such duties as may be assigned by the Board by resolution.

In the absence of, inability to or refusal to act of the Chair, the Vice-Chair shall have full power and authority to act as Chair and in any such case the absence of or inability to act of the Chair shall be presumed.

4.5 Removal of Chair or Vice Chair from their Office

The Chair and the Vice-Chair may be removed from their respective offices by resolution of the Board if they are absent, without leave of the Board, for three (3) consecutive meetings of the Board.

4.6 The President and Vice Chancellor

The Board shall appoint a President, whose terms and conditions of employment shall be approved by the Board and confirmed in a written contract with the Board no later than thirty (30) days following the appointment of the President.

The President shall have full authority to manage and direct the business and affairs and to approve policy of Sheridan and to employ and discharge agents and employees of Sheridan.

The President shall conform to all lawful orders given to the President by the Board and shall at all reasonable times give to the members of the Board all information they may by resolution require regarding the affairs of Sheridan.

The President is, by virtue of office, a member of all Committees of the Board and shall be the Vice Chancellor of Sheridan. The President shall be permitted to attend and speak to the Board and all Committee meetings unless otherwise conflicted.

The President has full voting rights as any Governor and counts toward quorum for the Board and all Committees.

4.7 The Chancellor

The Board may appoint a Chancellor. The selection and appointment of the Chancellor shall occur in accordance with the Chancellor Selection and Appointment Policy.

The Chancellor's role includes;

- (a) presiding over convocations to confer degrees, diplomas and any other Sheridan academic credentials and/or honours,
- (b) acting as an ambassador on behalf of Sheridan, and
- (c) advancing Sheridan's mission, vision and values.

The Chancellor is expected to meet the same standard of conduct applicable to Governors as described in section 3.5.

After serving in the role, the Chancellor may be invited to accept the title Chancellor Emeritus. Chancellor Emeritus is an honorary title and is conferred solely at the discretion of the Board on the recommendation of the President and Vice Chancellor and, if applicable, the in-coming Chancellor. Chancellor Emeritus is an honorary title and is conferred solely at the discretion of the Board.

The Chancellor shall not be remunerated for undertaking their responsibilities except that they may be reimbursed for travelling and related expenses incurred while engaged in the business of Sheridan. The Corporate Secretary shall review and approve such expenses in accordance with applicable directives, policies, and laws.

4.8 The Corporate Secretary

The Board shall appoint a Corporate Secretary who shall:

- (a) be the custodian of the corporate seal of Sheridan and of all books, papers, records, correspondence, contracts and other documents belonging to Sheridan;
- (b) publicly disclose materials identified in 4.8(a) as required by law or as directed by the Board.
- (c) by virtue of office, attend all meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
- (d) give or cause to be given all notices required to be given to Governors; and
- (e) perform such other duties as may from time to time be determined by resolution of the Board.

4.9 The Treasurer

The Board shall appoint a Treasurer, usually the Chair of the Finance, Audit and Property Committee, who is responsible for providing Board leadership with respect to Sheridan's finances. The Treasurer ensures Sheridan;

- (a) keeps full and accurate accounts of all receipts and disbursements of Sheridan in proper books of account;
- (b) causes all moneys or other valuable effects to be deposited in the name and to the credit of Sheridan in such financial institutions as may from time to time be designated by the Board; and
- (c) disburses the funds of Sheridan under the direction of the Board and the President, taking proper vouchers thereof, and shall render to the Board an account of all financial transactions of, and the financial position of, Sheridan as may from time to time be required by the Board.

The Treasurer shall co-operate with any internal and/or external auditor of Sheridan during any audit of the accounts of Sheridan and shall perform such other duties as may from time to time be determined by the Board.

From time to time, on the direction of the Chair, the Treasurer and the Corporate Secretary shall have an independent reporting relationship through the Chair to the Board, providing counsel as requested on issues which may arise.

4.10 Roles and Responsibilities of Other Officers

The Board may appoint other officers whose duties shall be in accordance with the terms and conditions of their appointment or employment.

4.11 Board Officer Vacancies

If the office of the Chair or the Vice-Chair shall be or becomes vacant for any reason, the Board may appoint a Governor to fill such vacancy from among those Governors determined as being eligible by the Regulation and by this Bylaw.

If the office of the President shall be or becomes vacant for any reason, the Board may appoint a person to fill such vacancy on an interim basis by resolution until such time as a permanent appointment has been made.

If the office of any other Board Officer shall become vacant for any reason, the Board may appoint a person to fill such vacancy by resolution.

4.12 Delegation of Duties of Board Officers

In the absence of, inability to or refusal to act of the Chair, the Vice-Chair or any other Board Officer or for any other reason that the Board may deem sufficient, the Board may delegate by resolution all or any of the powers of such Officer to any other person or to any member of the Board for the time being.

5. MEETINGS

5.1 Regular Meetings

A minimum of four (4) regular meetings of the Board shall be scheduled between September to June each year with the scheduling to be determined by the Board Chair on the advice of the Governance and People Committee.

5.2 Special Meetings

Special meetings of the Board may be called by the Chair, the Vice-Chair, the President or the Corporate Secretary, on the direction of the Chair, the Vice-Chair, the President or any two (2) Governors and held at the Head Office of Sheridan or such other place in Ontario and on such day and at such time as that person or those persons shall determine and the purpose of the meeting shall be disclosed in the notice of meeting.

5.3 Annual Meetings

Annual meetings of the Board shall be held either in person at the Registered Office of Sheridan or at such other place in Ontario as the Board may determine or remotely using

technology. Annual meetings shall be held not more than fifteen (15) months after the last annual meeting and not more than six (6) months after the fiscal year end. In addition to any other business that may be transacted, the year-end financial statements and the report of the auditor shall be presented and the auditor shall be appointed or confirmed for the ensuing year. The Board may consider and transact any other business, either special or general, at an annual meeting.

5.4 Meetings Open to the Public

Subject to the next paragraph and section 5.5, meetings of the Board shall be open to the public and prior notice of the meeting shall be given to the members of the Board and to the public in such manner as the Board shall determine. No person shall be excluded from a meeting except for improper conduct as determined by the Board.

Where a matter determined by the Board to be confidential to Sheridan in accordance with section 5.5 is to be considered, the part of the meeting concerning such confidential matter may be closed to the public.

5.5 Confidential Matters

The following matters, being confidential to Sheridan, shall be considered in accordance with the In-Camera Board Meeting Policy and procedure at an “in-camera” session of the Board or any Committee thereof. Guests or counsel may remain during an *in-camera* session upon request of the Chair of the Board or the Chair of the Committee:

- (a) selection and evaluation of the President;
- (b) disciplinary matters of Sheridan personnel;
- (c) matters which may result in the layoff and/or termination of any Sheridan employee until such time as the appropriate notice has been given to the bargaining unit(s) and the individual(s) in accordance with the terms and conditions of the individual(s) employment with Sheridan;
- (d) matters of a personal nature concerning an individual (unless the individual requests and the Board agrees that the matter should be open to the public);
- (e) matters of legal privilege;

- (f) conferral of honours;
- (g) purchase or sale by Sheridan of real property,
- (h) compensation for non-bargaining unit employees;
- (i) matters relating to risk, security and/or internal controls; and
- (j) such other matters as the majority determines is sensitive or confidential.

5.6 Meetings Through Electronic Means

Meetings shall be held at one of Sheridan's campuses unless otherwise determined. Meetings may be held by teleconference, video conference or by other electronic means that permit all persons participating in the meeting to hear each other.

If all the Governors consent thereto, generally or in respect of a particular meeting, a Governor may participate in a meeting of the Board through electronic means provided all persons participating in the meeting can hear and communicate with each other. A Governor participating in such a meeting by such means is deemed to be present at the meeting.

At the commencement of each such meeting, the Corporate Secretary will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any Governor present may require all persons present to declare their votes individually. The Governors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

5.7 Notice of Meetings

The Board may appoint by resolution a day or days in any month or months for regular meetings.

Notice of all regular and annual meetings of the Board shall be delivered or transmitted to each Governor and other person(s) entitled to notice not less than (10) days prior to the meeting. Notice of special meetings shall be provided not less than one (1) day prior

to the meeting except that, in urgent situations, governors may be asked to waive the requirement.

Notice of a meeting of Governors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the matters referred to in section 11.6, in which case the notice must specify that matter.

In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

The statutory declaration of the Corporate Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

The accidental omission to give notice to any Governor or the non-receipt of any notice by any said Governor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. Any Governor may waive any notice required to be given to the Governor and such waiver whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving of such notice.

5.8 Quorum

A quorum at any meeting of the Board shall be a majority of the voting members of the Board, plus one or such other number as may be prescribed by the Regulation.

5.9 Voting

Motions arising at any meeting of the Board shall be decided by a majority vote of those Governors present and eligible to vote. In the case of an equality of votes the motion shall be declared defeated by the Chair. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present but if such demand is not made, the vote shall be taken by a show of hands and/or by verbal acknowledgment where any Governor attends via telephone or non-video electronic communication. Voting by e-mail or other secure electronic means is allowed.

A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the

fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

All voting members have the same voting rights.

5.10 Rules of Procedure

Meetings of the Board will be conducted in accordance with this bylaw and any policies and procedures approved by the Board. To the extent that a question of order or privilege is not already addressed by bylaw, policy or procedure, Robert's Rules of Order will apply.

6. POWERS OF THE BOARD

6.1 Role of the Board

The Board shall administer the affairs of Sheridan and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as Sheridan is authorized to exercise and do, as provided by any applicable statute or law and as prescribed by the Regulation.

Without limiting the role of the Board described above, the Board shall annually do or cause to be done the following:

- (a) review and approve the strategic plan of Sheridan;
- (b) review and approve the business plan of Sheridan;
- (c) review and approve the budget of Sheridan;
- (d) review and approve the annual report of Sheridan;
- (e) appoint the independent auditor of Sheridan;
- (f) approve the independent auditor's report and the audited financial statements of Sheridan; and
- (h) conduct periodic assessments of the performance of the President.

6.2 Appointment and Removal of President and Vice Chancellor and the Chancellor

Without limiting the role of the Board described above, the Board shall:

- (a) appoint and remove the President and Vice Chancellor;
- (b) establish the process for selection of the President and Vice Chancellor;
- (c) establish compensation, delegate accountability for the President and Vice Chancellor's performance and operation of Sheridan and evaluate their performance.
- (d) appoint and remove the Chancellor taking into consideration the recommendation of the Appointment and Selection Committee; and
- (e) appoint and remove the Chancellor Emeritus.

6.3 Powers Relating to Property

The Board may:

- (a) acquire by purchase, lease, deed, contract, grant or devise; or
- (b) sell, grant, convey, mortgage, pledge, lease or otherwise dispose of any real property or any part thereof, or any interest therein, without the written approval of the Minister except that use of the proceeds from sale or encumbrance of real property acquired with provincial funds will continue to require the approval of the Minister as required pursuant to the Minister's Binding Policy Directive.

6.4 Programs of Instruction

The Board shall approve programs of instruction and program closures, consistent with Minister's Binding Policy Directives to achieve a comprehensive program of career-oriented postsecondary education and training offered by Sheridan, consistent with Sheridan's mandate and overall strategic direction, the economic and social needs of its local and diverse communities and government directions and priorities.

6.5 Tuition and Ancillary Fees

The Board shall approve tuition fees and ancillary fees for all programs of instruction and courses operated by Sheridan.

6.6 Policies

The Board shall have the power to set policies consistent with the Act, the Regulation, Minister's Binding Policy Directives, the ONCA Legislation and any other applicable statute or law. Within these limits and subject to the policy directives and guidelines of the Ministry of Colleges and Universities and the College Employer Council, and subject to the Terms and Conditions of Employment for staff, the Board shall establish policies to guide the President in operating Sheridan. The President and Sheridan administration may establish policies and procedures within the parameters defined by Board policies.

7. LIABILITY AND PROTECTION OF GOVERNORS AND OFFICERS

7.1 Indemnification of Governors and Officers

Every Governor and Officer, and the heirs, executors and administrators, and estate and effects, respectively, of every such person shall from time to time and at all times, be indemnified and saved harmless, out of the funds of Sheridan, from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that person in or about the execution of the office of that person.

Sheridan shall not indemnify an individual unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of Sheridan; and
- (b) if the matter is criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

Subject to ONCA Legislation and other applicable laws, Sheridan may purchase and maintain insurance for the benefit of a Governor or an Officer, against any liability incurred by that individual in the individual's capacity as a Governor or an Officer, or in a similar capacity of another entity, if the individual acts or acted in that capacity at Sheridan's request.

7.2 Protection of Governors and Officers

No Governor or Officer for the time being shall be liable for the acts, receipts, neglects or defaults of any other Governor, or Officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to Sheridan, through the insufficiency or deficiency of title to any property acquired by Sheridan or for or on behalf of Sheridan, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to Sheridan shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or institution with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust, or in relation thereto, except such costs, charges or expenses as are occasioned by his or her failure to exercise the powers and discharge the duties of his/her office honestly and in good faith with a view to the best interests of Sheridan and in connection there with to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the provisions of section 8, the Governors of Sheridan shall not be under any duty or responsibility with respect to any contract, act or transaction whether or not made, done or entered into in the name or on behalf of Sheridan.

Further subject to the provisions of section 8, if any Governor or Officer shall be employed by or shall perform services for Sheridan other than as a Governor or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for Sheridan, the fact of that person being a Governor or Officer shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

8. CONFLICT OF INTEREST

8.1 Conflict of Interest Declarations

In accordance with the Minister's Binding Policy Directive on Conflict of Interest, every member of the Board shall submit to the Chair at least annually, a declaration with respect to any known real or potential conflicts of interest and the Chair shall review the declarations and submit an attestation to the Ministry confirming having done so.

Further in accordance with the Minister's Binding Policy Directive on Conflict of Interest, the Chair, or in the absence of the Chair, the Vice-Chair, shall at the beginning of each meeting of the Board or any Committee ask and have recorded in the minutes whether any Governor has a conflict to declare in respect of any agenda item. The Chair shall supervise the Board's compliance with the said Directive and statute.

Every member of the Board or any Committee thereof who has a conflict of interest in any matter under consideration by Sheridan is required to declare the nature of such conflict to the chair or vice-chair of the Board or Committee as soon as said member is aware of the conflict and prior to discussion of such matter at any meeting of the members of the Board or Committee thereof and shall refrain from discussing or voting thereon. Should there be a difference of opinion among Governors whether a Governor has a conflict, it shall be decided at the Chair's discretion.

The Corporate Secretary shall record or cause to be recorded in the Minutes of the meeting of the Board or any Committee the conflict of interest so declared on the part of any member of the Board and if relevant, shall record that the member withdrew from the discussion and did not vote.

8.2 Disclosure of Interests in Contracts

Without limiting the generality of section 8.1, every Governor who is in any way directly or indirectly interested in a proposed contract or a contract with Sheridan shall declare said interest at a meeting of the Board as required by the ONCA Legislation, the Act, the Regulation and any other applicable statute, law or Ministry Directive.

If a Governor has made a declaration of said Governor's interest in a proposed contract or a contract with Sheridan in compliance with this section and has neither taken part in the discussion nor voted in respect of the contract, that Governor is not accountable to

Sheridan or to any of its Governors or creditors for any profit realized from the contract, and the contract is not voidable by reason only of that Governor holding that office or of the fiduciary relationship established thereby.

Notwithstanding anything in this section, a Governor is not accountable to Sheridan or to any of the other Governors or creditors for any profit realized from such contract and the contract is not by reason only of said Governor's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the Board duly called for that purpose and if said Governor's interest in the contract is declared in the notice calling the meeting.

9. CODE OF CONDUCT

The Code of Conduct approved from time to time by resolution of the Board and annexed as an appendix to this Bylaw applies to all Board members including those appointed, elected, voting, non-voting and ex-officio.

Other persons invited to assist Board Committees, as approved by the Board, will adhere to the Code of Conduct and shall review the Code with their respective Committee chairs and sign the same attestation as Board members.

10. FINANCIAL MATTERS

10.1 Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of Sheridan shall be signed by the Chair, the Vice-Chair, the President, Vice Presidents (and the Corporate Secretary, the Treasurer or the Secretary-Treasurer) or such other Officer as may be appointed by the Board.

Contracts in the ordinary course of Sheridan's operations may be entered into on behalf of Sheridan by the Chair, the Vice-Chair, the President, Vice Presidents, the Corporate Secretary, the Treasurer or such other Officer as may be appointed by the Board, or by any other person authorized by the Board as set out in established policy and/or resolution.

Any two of the Chair, the Vice-Chair, the President, Vice Presidents, the Corporate Secretary, the Treasurer or such other Officer as may be appointed by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of Sheridan in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of Sheridan transfers of shares, bonds or other securities from time to time transferred to Sheridan and the Corporate Secretary, the Treasurer or such other Officer or any Governor as may be appointed by the Board may affix the corporate seal to any such transfers or acceptances of transfer, and make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained herein and subject to the ONCA Legislation, the Board may, by resolution, delegate to any person or persons the right to execute instruments, agreements, contracts, obligations or other similar documents of Sheridan and prescribe policies and procedures relating to the above delegation of duties and responsibilities.

10.2 Cheques

All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Sheridan shall be signed by such Officer or Officers, agent or agents of Sheridan and in such manner as shall from time to time be determined by resolution of the Board and any one of such Officers or agents may alone endorse notes and drafts for collection on account of Sheridan through its bankers, and endorse notes and cheques for deposit with Sheridan's bankers for the credit of Sheridan, or the same may be endorsed "for collection" or "for deposit" with the bankers of Sheridan by using Sheridan's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between Sheridan and Sheridan's bankers and may receive all paid cheques and vouchers and sign all the financial institution's forms or settlement of balances and release or verification slips.

10.3 Deposit of Securities for Safekeeping

The securities of Sheridan shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Sheridan signed by such Officer or Officers, agent or agents of Sheridan, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10.4 Borrowing

Subject to this Bylaw, the ONCA Legislation, the Act and the Regulation, the Board may:

- (a) borrow money on the credit of Sheridan;
- (b) issue, reissue, sell or pledge debt obligations of Sheridan;
- (c) give a guarantee on behalf of Sheridan to secure performance of an obligation of any person; or
- (d) mortgage, pledge or otherwise create a security interest in all or any property of Sheridan, owned or subsequently acquired, to secure any obligation of Sheridan.

The Board may authorize any Governor, Officer or employee of Sheridan or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by Sheridan as the Board may authorize and generally to manage, transact and settle the borrowing of money by Sheridan.

10.5 Books And Records

The Board shall see that all necessary books and records of Sheridan required by the Bylaws of Sheridan or by any applicable statute or law are regularly and properly kept.

10.6 Annual Budgets

Budgets shall be presented by the President to the Board for all expenditures to be incurred by Sheridan for each operating year.

10.7 Auditor, Reporting and Fiscal Year

The Board shall appoint an auditor licensed under the *Public Accounting Act* who shall be instructed to prepare for submission to the Ministry and such other agencies as required by legislation audited financial statements of Sheridan for the preceding fiscal year and such other reports as required.

Unless otherwise prescribed by the Regulation, the fiscal year of Sheridan shall end on the thirty-first (31st) day of March.

11. COMMITTEES OF THE BOARD

11.1 Types of Committees

The Board may establish Committees from time to time. The Committees of the Board shall be:

- (a) standing Committees, being those Committees, whose duties are normally continuous and whose membership consists entirely of Governors and resource members as required. Current standing committees are the Academic and Student Affairs Committee, the Governance and People Committee and the Finance, Audit and Property Committee; or
- (b) special Committees, being those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned and whose membership consists entirely of Governors and resource members as required.

11.2 Functions and Duties

The functions, duties, responsibilities, and powers of Committees shall be provided in the resolution of the Board by which such Committee is established or in terms of reference adopted by the Board.

11.3 Committee Membership

Unless otherwise provided by Bylaw or by Board resolution, the Governance and People Committee shall nominate the chair, the members of Committees, and, if desirable, the vice-chair thereof. The members and the chair and vice-chair of a Committee will hold their office at the will of the Board. Each chair of a standing Committee shall be a member of the Board. The Board Chair and the President shall be ex-officio members of all Committees.

The Board may fill any vacancies occurring from time to time in such Committees and may abolish and from time to time reappoint any such Committee.

11.4 Committee Meetings

If required by the Board, minutes of the proceedings of any such Committee shall be kept electronically for that purpose, which shall always be open for the inspection of any Governor.

Committees may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it thinks fit. A quorum shall constitute a simple majority of the members unless otherwise determined by the chair of the committee. Questions arising at any meeting of a Committee shall be decided by a majority of votes.

11.5 Confidential Matters

Where a matter to be considered at a Committee meeting is confidential pursuant to section 5.5, the part of the meeting concerning such confidential matter may be held in an in-camera session of the Committee.

11.6 Delegation to a Committee

The Governors may delegate to any Committee, any of the powers of the Governors other than the following:

- (a) to fill a vacancy among the Governors or to appoint additional Governors;
- (b) to issue debt obligations except as authorized by the Governors;

- (c) to approve any annual financial statements;
- (d) to appoint the external auditor; or
- (e) to adopt, amend or repeal Bylaws.

12. OTHER BODIES

12.1 Advisory Council

The Board shall ensure that an Advisory Council is established, the purpose of which is to provide a means for students and staff of Sheridan to offer advice and feedback to the President on matters of importance to students and staff. The terms of reference for the Advisory College Council shall be approved by the Board and in accordance with guidelines established by the Minister of Colleges and Universities (Ontario).

12.2 Professional Advisory Councils

Sheridan shall establish a professional advisory council for each program of instruction or cluster of related programs offered by Sheridan, and such other advisory councils as it deems advisable from time to time.

The Board shall establish the structure, terms of reference, and procedures for advisory councils.

13. AMENDMENTS

This Bylaw may be amended or repealed at a regular meeting of the Board by an affirmative vote of not less than two-thirds of the Board members present and eligible to vote PROVIDED THAT a notice of motion of the proposed amendment or repeal is brought before the Board at a regular meeting, after which the motion shall be presented at the next regular meeting of the Board, to be read, discussed and voted upon. The Board shall review the Bylaws as required.

Enacted by the Board of Governors of The Sheridan College Institute of Technology and Advanced Learning and sealed with the corporate seal this 13th day of June, 2024.

A handwritten signature in blue ink, appearing to read "Mary E. Hsueh", written over a horizontal line.

Chair

A handwritten signature in blue ink, appearing to read "D. G.", written over a horizontal line.

(Int.) Corporate Secretary