

**BY-LAWS RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF**


OKANAGAN COLLEGE

**INCORPORATED UNDER THE
COLLEGE AND INSTITUTE ACT**

**APPROVED BY RESOLUTION OF THE BOARD OF
OKANAGAN COLLEGE**



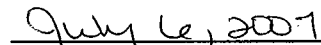
J. Shaw
Chair, Board of Governors



Date



J. Hamilton
President



Date

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1. FORMALITIES

1.1 LEGAL ADDRESS

The legal address for Okanagan College is:

1000 KLO Road
Kelowna B.C.
V1Y 4X8

1.2 BOOKS AND RECORDS

The Board shall ensure that all necessary books and records of Okanagan College required by the by-laws of Okanagan College or by any applicable statute, law, or regulation are regularly and properly kept.

2. OKANAGAN COLLEGE BOARD

2.1 COMPOSITION & TERM OF OFFICE

The Board shall be composed of:

- (i) eight (8) or more persons appointed by the Lieutenant Governor in Council who shall also determine the length of their term and any renewals thereof;
- (ii) one (1) person on the faculty of Okanagan College and elected by the faculty members who shall serve a three year term and may be elected to further terms;
- (iii) two (2) students elected by the students who shall each serve a one year term and may be elected to further terms;
- (iv) one (1) person who is part of the support staff and elected by the support staff who shall serve a three year term and may be elected to further terms;
- (v) the President; and
- (vi) the Chair of the education council.

2.2 END OF TERM

If an appointed member has decided not to seek reappointment or has decided to resign before the expiry of their term, the member should provide the chair of the Board with reasonable notice in writing setting out the effective date of the expiry of their term or their resignation. The secretary of the Board will ensure that Board Resources Development Office (BRDO) and the Ministry Appointment Coordinator receive a copy of the resignation notice.

In the event that an appointment is rescinded, the responsible minister's office of BRDO will notify the appointee that his/her appointment has been rescinded.

If an appointee continues to serve pursuant to legislation that stipulates that the appointment continues until a new appointment is made, upon the new appointment being made, the original appointment expires. No Order in Council is required for the expired appointment.

If an elected member has decided not to seek re-election or has decided to resign before the expiry of their term, the member should provide the chair of the Board with reasonable notice in writing setting out the effective date of the resignation.

2.3 HONORARIA AND EXPENSES OF BOARD MEMBERS

Each member of the Board, other than a Board member who is employed by Okanagan College, shall be entitled to receive, as an honorarium for his services, such annual sum as shall be determined by the Lieutenant Governor in Council.

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

3. MEETINGS AND HEARINGS OF OKANAGAN COLLEGE BOARD

3.1 MEETING SCHEDULE

Meetings of the Board shall be held at the call of the Chair, or upon the request of at least three (3) members of the Board.

Meetings shall be held as often as necessary to transact the business of the Board, and in any event not less than four (4) meetings per year. The intervals between meetings should be approximately equal.

3.2 NOTICE OF MEETING

At least forty-eight (48) hours notice shall be given of any meeting of the Board. Notice, with agenda, shall be sent to each Board member. Notice, with agenda, shall be sent to each official observer for those meetings at which official observers may attend. However, by formal resolution, the Board may add to or amend the agenda when it meets. The Chair may call an emergency meeting of the Board without giving the requisite notice.

3.3 REGULAR MEETINGS

Regular meetings of the Board shall be called by the Chair in accordance with a predetermined schedule adopted by the Board.

- (i) Open Sessions: the Board shall conduct its business at public meetings wherever possible.
- (ii) In-Camera Sessions: unless otherwise determined by the Board, the following matters shall be considered in-camera:
 - (a) salaries, conditions of employment and issues of collective bargaining;
 - (b) staff appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension, and all other matters relating to individual employees;
 - (c) conduct, discipline or suspension, and all other matters relating to individual students;
 - (d) operational plans and budgets, and preliminary estimates;
 - (e) legal issues and opinions respecting the liability or interest of the Board, and discussions of issues that might create a liability for the Board, acquisition, disposition or security of real property;
 - (f) contracts where it is in the interest of Okanagan College to maintain confidentiality;
 - (g) official tributes; and
 - (h) such other matters as shall be determined by the Board.

3.4 SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair, or upon the request of three (3) members of the Board in accordance with paragraph 3.1, to deal with a particular issue. Only that business for which the special meeting has been called may be dealt with at a special meeting. Special meetings may be designated as open or in-camera at the discretion of the Chair.

3.5 EMPLOYEE AND STUDENT APPEALS

Pursuant to the British Columbia *College and Institute Act*, an employee or a student who has been suspended has the right of final appeal to the Board.

3.5.1 GROUNDS FOR APPEAL

Upon all other internal avenues of appeal being exhausted, a suspended employee or student may initiate a final appeal to the Board on the grounds that:

- (i) the previous findings of fact or resulting discipline were patently unreasonable;

- (ii) new evidence is available which was not available when the previous findings of fact or resulting discipline were made; or
- (iii) the manner in which the previous findings of fact or resulting discipline were made was not procedurally fair and impartial.

The Board shall only hear such an appeal if it is demonstrated that the grounds asserted, if rectified, would substantially affect the previous findings of fact or resulting discipline.

3.5.2 COMMENCEMENT OF APPEAL

The employee or student must commence a final appeal to the Board, in writing, within 30 days of the issuance of the previous findings of fact or resulting discipline.

At the time of commencement of the final appeal to the Board, the employee or student must:

- (i) identify the specific grounds for the appeal;
- (ii) provide a chronological statement of the factual circumstances supporting the stated grounds for the appeal; and
- (iii) enclose copies of any documents upon which the employee or student intends to rely.

3.5.3 CONDUCT OF APPEAL

Within 10 days of receiving the employee or student's appeal, the Board shall appoint a committee of no fewer than 3 persons from the appointed members of the Board to consider the appeal.

In response to the appeal the Board may, in its discretion:

- (i) decline the appeal summarily on the basis the appeal would not substantially affect the previous findings of fact or resulting discipline;
- (ii) request further written submissions;
- (iii) render a decision based on the written submissions alone;
- (iv) conduct a hearing to obtain submissions from interested persons; or
- (v) undertake any other steps the Board considers are required or appropriate for the determination of the appeal.

To protect the privacy of the employee or student (and any other interested persons), the Board's hearings and deliberations shall be conducted in-camera.

Except as departed from herein, in conducting a hearing the Board shall use its discretion and may decide to follow existing procedures or new procedures as circumstances warrant.

The Board may at any time reject the appeal, substitute its own findings of fact or resulting discipline, or refer the matter for re-hearing.

The Board's decision shall be:

- (i) rendered, and communicated to the employee or student, within 60 days of the commencement of the appeal;
- (ii) communicated only to the employee or student and to such other persons whose knowledge of the decision is essential to the implementation of the decision or to the proper administration and advancement of the institution; and
- (iii) final and binding on the employee or student and not open to question, review, or appeal in any other forum.

A reference herein to a number of days shall exclude Saturdays, Sundays, statutory holidays, and any other days on which the College's administrative functions are not active.

3.6 QUORUM

The quorum for meetings of the Board shall be a majority of the voting Board members holding office.

If after thirty (30) 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 shall stand postponed to a date fixed by the Chair. The names of the members present at that time shall be recorded.

3.7 VOTING

At all meetings of the Board all questions shall be decided or resolutions shall be passed by the affirmative votes of a majority present at a meeting at which a quorum is present. In the event of an equality of votes, the Chair may cast the deciding vote.

At the request of any member of the Board, a secret ballot shall be held on any question.

3.8 RESOLUTION SHALL BE EVIDENCE OF ACTION

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

3.9 PROCEDURE AT MEETINGS OF THE BOARD

- (i) At meetings of the Board, *Parliamentary Procedure at a Glance* shall govern the procedure in all cases not specifically provided for by by-law or resolution.
- (ii) When the Chair is called upon to decide a point of order or practice, the Chair shall give the decision and state the rule applicable to the case. In the event the ruling of the Chair is challenged, the Chair shall have the right to state reasons for the decision given.

- (iii) An appeal from the ruling of the Chair shall be put to the vote without debate.

3.10 PRESENTATIONS BY INDIVIDUALS OR GROUPS

Requests for presentations by individuals or groups may be submitted to the Board Secretary for inclusion on the agenda, subject to the approval of the Executive Committee.

Any presentation shall normally be limited to fifteen (15) minutes.

3.11 RECORD OF ATTENDANCE

No member of the Board shall leave the Board meeting before the close of the session without notifying the Chair.

Where a member of the Board has not attended three (3) consecutive regular meetings of the Board, he shall be deemed to be no longer a member of the Board unless excused by a resolution of the Board.

3.12 CIRCULATION OF MINUTES

Copies of the minutes of Board meetings shall be sent to members of the Board, the President and may be sent to others at the discretion of the Chair.

4. ROLE OF THE CHAIR/VICE CHAIR OF THE BOARD

4.1 CHAIR/VICE CHAIR

4.1.1 ELECTION

- (i) The Chair shall be elected by the Board from those members who are appointed community Board members. The Vice Chair shall be elected by the Board from those who are members of the Board. Any member of the Board may nominate to these positions of the Board.
- (ii) The election of a candidate requires a simple majority of the votes cast. In the event no candidate obtains the necessary majority on the first ballot, the two candidates with the highest number of votes shall be eligible for the second ballot.
- (iii) In the event a second ballot is required, absentee votes cast in favour of the two candidates concerned shall be counted in the vote.
- (iv) The elections shall be by secret ballot.
- (v) In the event of a tie vote, the tie shall be broken by lot.
- (vi) In the event that one nomination only is received and the nominee is willing to serve, that nominee shall be elected.

- (vii) If there is a vacancy in the office of the Chair or the Vice Chair, an election to fill that vacancy shall be held during the open session of any meeting of the Board.

4.1.2 ACTING CHAIR

- (i) In the absence or inability to act of the Chair, the Vice Chair shall act as Chair.
- (ii) In the absence or inability to act of the Chair and the Vice Chair, the Chair shall, when possible, appoint an Acting Chair.
- (iii) In the event that an Acting Chair has not been appointed, the Board members may elect an Acting Chair for a particular meeting.

4.1.3 DUTIES OF THE CHAIR

The Chair's duties shall include, but are not limited to, the following:

- (i) presiding at all meetings of the Board;
- (ii) after due deliberation of a topic, expediting the decision-making process;
- (iii) declaring the result of the vote on all questions;
- (iv) requiring reports from Board Committees on a timely basis;
- (v) being an ex-officio member of all Board Committees;
- (vi) advising and consulting with the President;
- (vii) endeavouring to ensure that Board members respect the by-laws, policies and practices of the Board and carry out their responsibilities as members of the Board; and
- (viii) ensuring that the Board deliberates upon appropriate topics as opposed to matters which should be delegated.

5. OFFICIAL OBSERVERS OF THE BOARD

5.1 COMPOSITION

The Board shall appoint official observers by resolution. One (1) official observer shall be appointed from each of the following organizations representing employees and students:

- (i) the British Columbia Government and Service Employees Union - Support Staff;
- (ii) the British Columbia Government and Service Employees Union - Vocational Instructors;
- (iii) the Kalamalka Campus Students' Association;
- (iv) the Okanagan College Association of Administrators;
- (v) the Okanagan College Faculty Association; and
- (vi) the Okanagan College Students' Union.

Official observers shall be nominated by the above organizations in accordance with each organization's procedures.

5.2 ROLE OF OFFICIAL OBSERVERS

- (i) Official observers may participate in the Open Sessions of Regular meetings of the Board.
- (ii) Official observers may propose items for the agenda of the Open Sessions of Regular meetings in accordance with Board procedures. Official observers may participate in discussions at Open Sessions of Regular meetings. Official observers shall not move motions or vote.
- (iii) Observers who are required to travel from one centre to another to attend a Board meeting may claim travel expenses in accordance with Okanagan College practice. Approval must be obtained in advance for any expenses which exceed the standard allowance for distance traveled ('mileage').
- (iv) Official observers shall be seated in a designated area in the meeting room.

5.3 TERMS OF OFFICE

- (i) Official observers shall serve for a term of one (1) year and may be eligible for reappointment.
- (ii) The by-laws and rules governing the conduct of meetings of the Board shall apply to official observers in the same manner as to members of the Board.
- (iii) The appointment of an official observer may be terminated at the pleasure of the Board by resolution.

6. COMMITTEES OF THE BOARD

Subject to these by-laws, the Board may by resolution strike such ad hoc Okanagan College and standing committees as it deems necessary, determine the number of members on its committees, and establish the terms of reference of and the procedure governing its committees.

The Executive Committee, Finance and Audit Committee, Governance Committee, Human Resources Committee and Campus Planning Committee are standard committees of the Board and each has their own specific terms of reference.

7. BOARD EXECUTIVE

7.1 THE PRESIDENT

- (i) The Board shall appoint by resolution, a President who shall be the Chief Executive Officer of Okanagan College. The duties of the President shall be as defined in the *College and Institute Act*, and such other duties and responsibilities as directed by the Board.
- (ii) The President shall be paid remuneration by Okanagan College, for services in an amount and in a manner determined annually by resolution of the Board and within guidelines established by the Minister responsible for post secondary education and training. The President shall be reimbursed by Okanagan College for any reasonable travelling and other out-of-pocket expenses necessarily incurred by him in discharging his duties, and shall receive such other entitlements of office as may be determined from time to time by resolution of the Board.
- (iii) The President shall, under the direction of the Board, supervise and direct the instructional, administrative and other staff of Okanagan College and exercise such powers and perform such duties as are assigned to the President by the *College and Institute Act*, other enactment, and by the resolutions, by-laws and orders of the Board.
- (vi) In addition to the above, the President shall have the following powers and duties:
 - (a) directing the management and business of Okanagan College;
 - (b) appointing employees he/she considers necessary to carry on the business and operations of the institution and defining their duties and tenure, determining their remuneration and providing an organization to carry out the purposes of the institution, or the President may designate a person or persons to perform such duties, and the President will appoint the Secretary to the Board;
 - (c) ensuring that all by-laws, resolutions and orders of the Board are carried into effect;
 - (d) ensuring that the duties of all officers, agents and employees of Okanagan College are properly performed;
 - (e) attending meetings of the Board and its Committees as required by the Board;
 - (f) submitting a report of the operations of Okanagan College to the Board at each regular meeting of the Board, and an annual report thereof to the Board and from time to time reporting to the Board all matters within the President's knowledge that should be brought to its attention in the best interests of Okanagan College and generally communicating to the Board such matters and making such suggestions as may, in the President's opinion, promote the welfare and increase the usefulness of Okanagan College;

- (g) pursuant to and in compliance with the by-laws of Okanagan College, carrying out the policies of the Board;
 - (h) establishing such committees as the President may consider necessary or advisable for the internal operation of Okanagan College; and
 - (i) calling meetings of instructional, administrative and other staff of Okanagan College whenever the President considers it necessary or advisable to do so, and at the President's discretion convening joint meetings of all or any of the staff of Okanagan College.
- (v) If the President is absent or unable to act, the position shall be filled on an acting basis in the following order: Vice President, Education, Vice President, Finance & Administration, Vice President, Students, or if these individuals are not available to act, then any such other person may be appointed by the Board. The acting President shall assume on a temporary basis the functions of the President and shall have all the duties and powers of the President under the *College and Institute Act*, the by-laws and resolutions of the Board.

7.2 SECRETARY TO THE BOARD

The Board Secretary will be an employee of Okanagan College and shall be responsible directly to the Board and carry out the following duties:

- (i) preparing orders of business as directed by the Chair and/or Vice Chair;
- (ii) acting as Secretary as required at all meetings of the Board;
- (iii) supervising the preparation of minutes of meetings;
- (iv) maintaining a permanent record of the activities of the Board including minutes of meetings of the Board and reports of any committee of the Board;
- (v) receiving, co-ordinating and directing communications between Board members and between the Board and any private, public or government agent or agency; and
- (vi) carrying out such other duties as may be designated by the Board.

In the absence of the Secretary, the Chair shall name an Acting Secretary.

7.3 OFFICERS

The Vice President Finance and Administration, the Vice President Students and the Vice President Education shall attend all meetings of the Board unless the Board directs, by resolution, that any or all be excluded from a meeting or portion thereof.

The Vice Presidents shall normally sit at the Board table.

Other officers may be invited to attend meetings of the Board or portions thereof from time to time.

8. RELEASE OF INFORMATION

8.1 COMMUNICATIONS AND CORRESPONDENCE OF THE BOARD

Requests for information by members of the Board shall be channelled through the President or Secretary.

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

9. CODE OF CONDUCT FOR BOARD MEMBERS

9.1 PURPOSE

- (i) The fundamental relationship between a Board member and the Board on which they serve should be one of trust; essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations.
- (ii) The purpose of this Code of Conduct is to set out minimum standards of ethical conduct expected of all members of the Board of Okanagan College.

9.2 SCOPE

- (i) This Code of Conduct applies to all Board members of Okanagan College, including those appointed or elected, voting or non-voting and ex officio.

9.3 DUTIES

- (i) The effective governance of Okanagan College is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct.
- (ii) Duty of Loyalty - Board members have a duty to be responsible first and foremost to the welfare of Okanagan College and must function primarily as a member of the Board, not as a member of any particular constituency. Members of specific constituency groups such as faculty, staff or students may bring forward to Board discussions the views of their respective constituency; however, in deliberations and voting they shall always act in accordance with the best interest of Okanagan College as a

whole.

- (iii) Duty of Care - Board members are expected to act at all times in a prudent and diligent manner by:
 - (a) informing themselves of the duties, ethics and legal obligations of Board members in general and conducting themselves according to such duties, ethics and legal obligations;
 - (b) informing themselves specifically as to the policies, business and affairs of Okanagan College and conducting themselves and exercising their judgment in light of such policies, business and affairs;
 - (c) regularly attending meetings and adequately preparing for and executing the duties expected of them;
 - (d) using their level of knowledge and expertise effectively in dealing with the affairs of Okanagan College; and
 - (e) exercising independent judgment.
- (iv) Duty of Integrity – Board members are expected to act at all times honestly and in good faith.
- (v) Duty of Confidentiality – Board members have a duty to maintain the confidentiality of information received in the course of their duties and to not use such information for any purpose outside that of undertaking the work of the Board.
- (vi) Board members' conduct shall reflect social standards of courtesy, respect and dignity.
- (vii) Board members shall act in accordance with the principle that the Board speaks with one voice. The Board Chair or someone designated by the Chair represents the Board in public and Board members must refer to the Chair for public comments about the Board and its decisions in accordance with section 7 of these bylaws.

9.4 COMPLIANCE WITH THE LAW

- (i) Board members shall act at all times in full compliance with both the letter and the spirit of all applicable laws.
- (ii) In his/her relationship with Okanagan College, no Board member shall commit or condone an unethical or illegal act or instruct another Board member, employee, or supplier to do so.
- (iii) Board members are expected to be sufficiently familiar with any

legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Board members are expected to ask for clarification.

- (iv) Falsifying any record of transactions is unacceptable.
- (v) Board members shall not only comply fully with the law, but shall also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

9.5 CONFLICTS OF INTEREST

- (i) In general, a conflict of interest exists for Board members who use their position at Okanagan College to benefit themselves, friends or families.
- (ii) A Board member shall not use his or her position with Okanagan College to pursue or advance the Board member's personal interests, the interests of a related person¹, the Board member's business associate, corporation, union or partnership, or the interests of a person to whom the Board member owes an obligation.
- (iii) A Board member shall not directly or indirectly benefit from a transaction with Okanagan College over which a Board member can influence decisions made by Okanagan College.
- (iv) A Board member shall not take personal advantage of any opportunity available to Okanagan College unless Okanagan College has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.
- (v) A Board member shall not use his or her position with Okanagan College to solicit clients for the Board member's business, or a business operated by a related person, close friend, family Board member, business associate, corporation, union or partnership of the Board member, or a person to whom the Board member owes an obligation.
- (vi) A Board member shall avoid any situation in which there is, or may appear to be, potential conflict² which could appear³ to interfere with the Board member's judgment in making decisions in the best interest of Okanagan College.
- (vii) There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favors or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential

¹ "related" person means a spouse, child, parent or sibling of a Board members

² "conflict" means a conflict of interest or apparent conflict of interest

³ "apparent" conflict of interest means any situation where it would appear to a reasonable person that the Board member is in a conflict of interest situation

information to competitors or other interested parties or using confidential information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:

- (a) influencing Okanagan College to lease equipment from a business owned by the Board member's spouse or a related person;
 - (b) influencing Okanagan College to allocate funds to an institution where the Board member or his or her relative works or is involved;
 - (c) participating in a decision by Okanagan College to hire or promote a relative of the Board member;
 - (d) influencing Okanagan College to make all its travel arrangements through a travel agency owned by a relative of the Board member;
 - (e) influencing or participating in a decision of Okanagan College that will directly or indirectly result in the Board member's own financial or other gain.
- (viii) Board members shall fully disclose all circumstances that could conceivably be construed as conflict of interest.

9.6 DISCLOSURE

- (i) Full disclosure enables Board members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- (ii) A Board member shall, immediately upon becoming aware of a potential conflict of interest situation disclose the conflict, in writing, to the Board Chair. This requirement exists even if the Board member does not become aware of the conflict until after a transaction is complete.
- (iii) If a Board member is in doubt whether a situation involves a conflict, the Board member shall immediately seek the advice of the Board Chair. If appropriate, the Board may wish to seek advice from Okanagan College's Governance Committee or legal advice.
- (iv) After disclosing the conflict, the Board member:
 - (a) shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Board member may be counted in the quorum present at the Board meeting);

- (b) may remain in the room if the meeting is open to the public, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict; and
- (c) shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed.
- (v) Unless a Board member is otherwise directed by the Board Chair, a Board member shall immediately take steps to resolve the conflict or remove the suspicion that it exists.
- (vi) If a Board member is concerned that another Board member is in a conflict of interest situation, the Board member shall immediately bring his or her concern to the other Board member's attention and request that the conflict be declared. If the other Board member refuses to declare the conflict, the Board member shall immediately bring his or her concern to the attention of the Board Chair. If there is a concern with the Board Chair, the issue shall be referred to the Governance Committee.
- (vii) If a Board member does not agree that a conflict exists, the Board member shall leave the meeting and the Board Chair shall put the question to the Board for discussion and vote. A majority ruling by the Board shall determine the issue and the Board's decision shall be final.
- (viii) Student members are not considered to be in conflict on issues related to fees and charges paid to Okanagan College by students, and may engage in the full debate and vote on these issues.

9.7 OUTSIDE BUSINESS INTERESTS

- (i) Board members shall declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Board members are required to act in the best interest of Okanagan College.
- (ii) No Board member shall hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or Board member in an organization in a material relationship with Okanagan College, where by virtue of his or her position in Okanagan College, the Board member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of Okanagan College, unless that interest has been fully disclosed in writing to Okanagan College.

- (iii) A “significant financial interest” in this context is any interest substantial enough that decisions of Okanagan College could result in a personal gain for the Board member.
- (iv) These restrictions apply equally to interests in companies that may compete with Okanagan College in all of its areas of activity.

9.8 CONFIDENTIAL INFORMATION

- (i) Confidential information includes proprietary technical, business, financial, legal or any other information which Okanagan College treats as confidential.
- (ii) Board members shall not, either during or following the termination of their appointment, disclose such information to any outside person unless authorized by the Board Chair.
- (iii) Similarly, Board members shall never disclose or use confidential information gained by virtue of their association with Okanagan College for personal gain, or to benefit friends, relatives, a related person or associates.
- (iv) If in doubt about what is considered confidential, a Board member shall seek guidance from the Board Chair.

9.9 INVESTMENT ACTIVITY

- (i) Board members shall not, either directly or through relatives or associates, acquire or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at Okanagan College which could reasonably affect the value of such securities.

9.10 OUTSIDE EMPLOYMENT AND ASSOCIATION

- (i) A Board member, who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the interest of Okanagan College, shall discuss the implications of accepting such a position with the Board Chair recognizing that acceptance of such a position might require the Board member’s resignation from the Okanagan College Board.

9.11 ENTERTAINMENT, GIFTS AND FAVOURS

- (i) It is essential to fair business practices that all those who associate with Okanagan College, as suppliers, contractors or Board members, have access to Okanagan College on equal terms.
- (ii) Board members and related persons shall not accept entertainment, gifts or favors that create or appear to create a favored position for doing business with Okanagan College. Any firm offering such inducement shall be asked to cease.
- (iii) Similarly, no Board member shall offer or solicit gifts or favors in order to secure preferential treatment for themselves or Okanagan College.
- (iv) Under no circumstances shall a Board member offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer shall report the incident to the Board Chair immediately.
- (v) Gifts and entertainment shall only be accepted or offered by a Board member in the normal exchanges common to established business relationships for Okanagan College. An exchange of such gifts shall create no sense of obligation on the part of the Board member.
- (vi) Inappropriate gifts received by a Board member shall be returned to the donor.
- (vii) Full and immediate disclosure to the Board Chair of borderline cases will always be taken as good-faith compliance with these standards.

9.12 USE OF OKANAGAN COLLEGE PROPERTY

- (i) A Board member shall require Okanagan College's approval by the Vice President, Finance to use property owned by Okanagan College for personal purposes, or to purchase property from Okanagan College unless the purchase is made through the usual channels also available to the public.
- (ii) Even then, a Board member shall not purchase property owned by Okanagan College if that Board member is involved in an official capacity in some aspect of the sale or purchase.

9.13 COMPLIANCE

- (i) Okanagan College shall behave, and be perceived, as an ethical organization and accordingly, each Board member shall adhere to the minimum standards described herein and to the standards set out in applicable policies, guidelines or legislation.
- (ii) Integrity, honesty, and trust are essential elements of Okanagan College's success. Any Board member who knows or suspects a breach of this Code of Conduct has a responsibility to report it to the Board Chair.
- (iii) To demonstrate determination and commitment, each Board member shall review and declare compliance with this Code of Conduct upon joining the Board and annually.

9.14 BREACH

- (i) A Board member found to have breached his/her duty by violating the minimum standards set out in this document may be liable to censure or a recommendation for dismissal to the Government or other actions as the Board determines is appropriate.
- (ii) Within 7 days, a Board member may appeal a sanction to the full Board, in writing, and the decision of the Board shall be final.

9.15 WHERE TO SEEK CLARIFICATION

- (i) Normally, the Board Chair or the Chair of the Governance Committee shall be responsible to provide guidance on any item concerning standards of ethical behavior.

9.16 OATH OF OFFICE

All Board members are required to take the following oath:

I, _____, sincerely promise and swear (or affirm) that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Okanagan College. I have read and agree to abide by the Code of Conduct in the by-laws of Okanagan College.

The Oath of Office is to be sworn, signed, and dated before the Board at the commencement of each member's first meeting with the Board.

Existing Board members are required to resign the Code of Conduct on an annual basis.

10. INDEMNIFICATION

The Board hereby agrees that every member and officer of the Board shall 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 shall, from time to time and at all times, be indemnified and saved harmless out of the funds of Okanagan College from and against:

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.

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 Board member's own wilful neglect or default.

11. TUITION FEES AND CHARGES TO STUDENTS

11.1 BYLAWS TO ESTABLISH FEES

Pursuant to the *BC College and Institute Act*, the Okanagan College Board must make bylaws establishing the fees and charges to be paid to the institution by students.

Such fees and charges may include tuition fees for all students and all programs, distance education fees, international student fees, senior citizen fees, audit fees, plus other charges such as application fees, assessment fees, grade appeal fees, transcript fees, calendar fees, credential replacement fees, development fees, educational technology fees, co-operative education fees, or other such fees and charges as established by the Board.

The College administration is in the process of developing the fees and charges for the Okanagan College, and will bring them forward to the College Board in due course.

- (i) It is the policy of Okanagan College that the students shall bear a portion of the costs of their education through tuition fees. BC students admitted to, and continuing in good standing in degree & diploma programs at Okanagan College, may call on a variety of resources to support their timely completion. The BC Student Assistance Program is the primary source of support for students who demonstrate financial need. For these students who have exhausted all other reasonable means of support and find payment of full tuition fees to be an obstacle to attendance or timely completion, Okanagan College will identify other sources of support - bursaries, scholarships, emergency loans, student employment or other tools.
- (ii) Pursuant to the *College and Institute Act*, the fees and charges paid to Okanagan College by students shall be reviewed annually.
- (iii) At the time of review, the Board will establish fees by resolution indicating the reasons which shall normally be consistent with the following principles:
 - (a) Fees may be changed to maintain each student's share of increased costs.
 - (b) Fees may be changed by the Board to maintain the quality of programs, student or other services of Okanagan College as expected by the students or industry.
 - (c) Okanagan College may change fees to enhance education and other services to students, including counselling, campus life, health, athletic and library services.
 - (d) The tuition fees prescribed in Schedule A shall remain in effect until revised in accordance with the provisions of these bylaws.

11.2 COLLECTION OF FEES ON BEHALF OF STUDENT ASSOCIATIONS

In accordance with the *College and Institute Act*, Okanagan College shall 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.

12. INTERPRETATION

Unless otherwise expressly provided, in all by-laws and resolutions of the Board, words and expressions used shall have the same meaning as is ascribed thereto in the *College and Institute Act* and regulations there under.

13. CLAUSE ON GENDER

Wherever the singular or masculine is used in these by-laws, it shall be considered as if the plural or feminine has been used where the context so requires.

14. AMENDMENT OF THE BY-LAWS

These by-laws may be amended, by resolution, at any regular meeting of the Board, provided that written notice of the proposed amendment has been forwarded to members and official observers at least fourteen (14) calendar days prior to the date of the meeting.

SCHEDULE A TO THE BYLAWS OF OKANAGAN COLLEGE

TUITION FEES AND CHARGES TO STUDENTS

PART 1 - TUITION FEES *(approved March 29, 2011)*

1. APPLIED DEGREE AND RELATED DIPLOMA PROGRAMS

Tuition fees for all degree courses will be based on a tuition rate per credit.

Bachelor of Business and Business Diploma

The assessed tuition will be \$134.64 per credit.

Bachelor of Computer Information Systems

The assessed tuition will be \$130.05 per credit.

Computing Information Systems Diploma

The assessed tuition will be \$127.50 per credit.

2. UNIVERSITY STUDIES PROGRAMS

Tuition fees for all university studies courses will be based on a tuition rate per credit differentiated by lecture and lecture/lab courses.

3. TECHNOLOGY PROGRAMS

Courses in the Technology diploma programs are structured on a contact-hour basis, and the current course credits are not comparable with course credits in other academic programs. In order to make them compatible with other diploma and degree courses for billing purposes, each Technology course has been assigned a number of billing credits.

4. VOCATIONAL AND TRADES PROGRAMS

There are various rates for each discipline.

Regular \$97.62 per week or part thereof.

Apprenticeship \$97.62 per week.

5. FOUNDATION PROGRAMS

Adult Basic Education/Adult Special Education/English as a Second Language (Domestic)

Tuition will be waived for all courses within this category. However, mandatory fees, other than tuition, will be applied for all students.

6. DISTANCE EDUCATION

Regular tuition fees (based on the same per-credit fees as charged for on-campus delivery) plus course materials fee and distance delivery charges will apply.

7. INTERNATIONAL STUDENTS

Intensive English Communication Program (Vernon Campus): \$1,000 per module or \$950 for three or more modules.

Trades and Vocational courses: \$350 per week.

Engineering Technologies: Contact the International Education department

Degree/Diploma courses: \$1,100 per course

ESL courses: \$1,100 per course. (English Essentials 1-4 will be counted as two courses)

8. SENIOR CITIZENS (60 years of age or over)

Applied Degree, Academic UT, and Technology Programs

\$79.59 per semester for any combination of credit or audit courses.

Vocational Programs

\$19.09 per month (with a \$63.67 overall minimum)

NOTE: These fees will apply if space is available after the enrolment of regular, fee-paying students. There will be no senior citizen reduction for any Continuing Education, Distance Education, or cost-recovery programming, including any degree or diploma courses offered during summer session.

9. AUDIT FEES

\$63.66 per credit. Audit fees do not apply to laboratory, studio, continuing education, distance education or cost-recovery courses. Students can only audit courses if there is sufficient space. Audit rates do not apply to international students.

PART II - OTHER FEES

A. APPLICATION FEE

Domestic Applicants \$30.00 application processing fee per program.

International Applicants \$100.00 application processing fee per program.

B. ASSESSMENT FEE

1. BC Applicants

Applicants requesting transfer credit for courses successfully completed at a recognized BC university or college will not be levied an assessment fee.

2. Out-of-Province Applicants

An applicant requesting transfer credit for courses successfully completed at a recognized Canadian post-secondary institute outside British Columbia will be levied an assessment fee of \$30.00.

3. International Applicants

An international applicant requesting transfer credit for courses completed at a post-secondary institute outside of Canada will be levied an assessment fee of \$150.00. In the event that transcripts and other documents are not in English, the student will be responsible for submission of an official English translation of all required documents.

C. GRADE APPEAL FEE

\$30.00 per course grade appeal. The fee is returned if the appeal is successful.

D. TRANSCRIPT FEE

\$5.00 for each transcript.

E. DEGREE, DIPLOMA, CERTIFICATE REPLACEMENT FEE

\$25.00 plus postage and \$5.00 handling fee.

F. OC DEVELOPMENT FEE (OCDF)

1. Degree, Diploma & Technology Programs

The assessed OCDF for a given degree, diploma and technology course will be \$3.18 per credit. \$47.75 per semester.

2. Vocational Programs (Regular & Apprenticeship)

The assessed OCDF for a given Vocational program will be \$2.12 per week or part thereof.

3. Developmental Programs

The assessed OCDF for a given Developmental course where students are required to pay fees will be \$.42 per credit.

G. EDUCATIONAL TECHNOLOGY FEE (ETF)

1. Degree, Diploma & Technology Programs

The assessed ETF for a given degree, diploma and technology course will be \$5.30 /credit. \$79.59 per semester.

2. Vocational Programs (Regular & Apprenticeship)

The assessed ETF for a given vocational program will be \$3.98 per week or part thereof.

3. Developmental Programs

The assessed ETF for a given Developmental course where students are required to pay fees will be \$.85 per credit.

H. STUDENT ACTIVITY FEE

1. Degree, Diploma, Career and Technology Programs will pay 5.2% of assessed tuition to a maximum of \$33.96 per semester. Trades and Vocational will pay \$4.98/week (\$33.96 for program less than 16 weeks; \$67.92 for more or equal to 16 weeks).

2. Adult Education \$4.24 per course.

3. Distance Education students are not assessed the Activity fee.

PART III – COOP FEES

CO-OPERATIVE EDUCATION FEES

Students will pay a \$79.59 non-refundable application fee to register as a Co-op student. The co-op application fee shall not be deducted from the first work term fee. A \$265.30 work term fee is charged for each four-month work term.