



**BY-LAWS OF THE
BOARD OF GOVERNORS OF
COLLEGE OF THE NORTH ATLANTIC**

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Article I: Definitions

1.01 In these By-Laws:

"Board" shall mean the Board of Governors of College of the North Atlantic.

"Chair of the Board" shall mean Chair of the Board of Governors of College of the North Atlantic and where the context permits, the words "Chair of the Board" shall include the Vice-Chair and Acting Chair of the Board.

"Board Member" or "Member" shall mean a member of the Board of Governors of College of the North Atlantic.

"Chairperson" shall mean a person who is chairing a specific meeting; this person may not be the official Chair of the Committee or of the Board.

"Committee Chair" shall mean a member of the Board of Governors of College of the North Atlantic who was appointed by the Chair of the Board to chair a specific standing or ad hoc committee of the Board.

"President" shall mean the President of College of the North Atlantic.

"Secretary of the Board" shall mean the Executive Assistant to the Board of College of the North Atlantic.

"College" shall mean College of the North Atlantic.

"College Act" or "Act" shall mean the College Act, 1996, S.N., 1996 c-22.1 as amended from time to time.

"Minister" shall mean a member of the Executive Council of the Government of Newfoundland and Labrador designated by the Lieutenant Governor in Council as the Minister responsible for the administration of the College Act.

Article II: Corporate Seal of the College

2.01 There shall be a Corporate Seal of the Board of Governors of College of the North Atlantic bearing the words "College of the North Atlantic" and the Crest, if any, an impression whereof is stamped in the margin hereof. The seal shall be in the custody of the President.

Article III: Execution of Documents

- 3.01 Contracts, documents or any instrument in writing requiring execution on behalf of the Board shall be signed by the Chair of the Board; or in their absence, the Vice-Chair of the Board; or in their absence the Chair of the Finance Committee or Chair of the Governance Committee.
- 3.02 The Corporate Seal shall be affixed by the President to relevant contracts, documents or instruments in writing signed as aforesaid.
- 3.03 The President shall ensure the seal is affixed to graduation certificates, diplomas, and other documents which require proof that College of the North Atlantic is a bonafide educational institution.

Article IV: Meetings of the Board

- 4.01 The Chair of the Board, or in their absence, the Acting Chair, shall follow Robert's Rules of Order unless otherwise stated in these bylaws or governance policies.
- 4.02 A regular meeting of the Board shall be held at such times, dates and places as determined by the Board, with a minimum of four such meetings to be held each year. Notice of the time and place of each regular meeting shall be delivered or mailed (including by facsimile transmission or electronic mail) to each member of the Board addressed to such member at their address as it appears in the records of the Board, at least 60 days before the time appointed for holding such meeting.
- 4.03 A special meeting of the Board may be convened by the Chair, or in their absence, the Vice-Chair and shall be convened by the Executive Assistant to the Board upon the written request of any five members of the Board.
- 4.04 Notice of each special meeting shall be delivered or mailed (including by facsimile transmission or electronic mail) to each member not less than fourteen days (exclusive of the day on which the notice is delivered or mailed [including by facsimile transmission or electronic mail] but inclusive of the day for which notice is given) before the meeting is to take place unless the agenda item is of an emergency or requires a time-limited decision.
- 4.05 The accidental omission to give notice of a meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting.
- 4.06 A simple majority of board members with voting rights shall constitute a quorum at any meeting of the Board.

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- 4.07 All questions to be decided at any meeting of the Board shall be decided by the number of the votes established in governance policy; the Chair shall vote only in the event of a tie.
- 4.08 All By-Laws and governance policies of the Board shall be made, enacted or passed at duly convened meetings.
- 4.09 Notice of the intention of a Member to introduce a new matter which is time-limited or emergency can be accommodated, at the discretion of the Chair, at a regular meeting of the Board.
- 4.10 Notwithstanding the foregoing, a matter may be introduced by any member of the Board, and considered by, a meeting of the Board without notice thereof having been given and without it having been included in the agenda if the introduction of such new matter is approved by two-thirds of the Members present at any meeting.
- 4.11 Notwithstanding the foregoing, notice of a motion to alter or repeal any By-Law must be given not later than 90 days immediately preceding the meeting at which the motion is to be presented.
- 4.12 Save and except where it is otherwise herein provided, the decision of the Board upon any matter coming before it shall be evidenced by motion and the entry thereof in the minutes of the Board shall be prima facie evidence of the decision taken.
- 4.13 A record of the proceedings of all meetings of the Board shall be kept in a book or books provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of the Board, and after adoption by the Board the minutes shall be signed by the Chair of the Board and the recorder of the minutes.
- 4.14 Topics such as labour relations, personnel, and legal matters may be discussed in a closed session.
- 4.15 Approved minutes of meetings of the Board shall be available for to the members of the public via the College website, and in the interim shall be available at the office of the Executive Assistant to the Board.
- 4.16 Minutes from a closed session shall be brought forward to the next closed session.

Article V: Committees

- 5.01 The standing committees constituted by the Board shall be the Executive Committee, the Governance Committee, the Finance Committee, and the Quality Committee, and these committees shall follow the terms of reference outlined in the governance policies; all other committees shall be ad hoc as specified in the governance policies.
- 5.02 The Executive Committee shall be comprised of the Board Chair, the Vice-Chair, and the Chair of each standing committee, with the President as a non-voting member. All other standing committees shall consist of not fewer than four board members and a maximum of five, as well as the three ex-officio members.
- 5.03 The Board Chair and the Vice Chair of the Board shall be ex-officio voting members of all standing committees, and the Executive Committee shall be chaired by the Board Chair.
- 5.04 The President shall be an ex-officio non-voting member of all standing committees.
- 5.05 Every committee, unless otherwise specifically provided for in these By-Laws of the Board by which it is constituted, shall be subject to the following:
- (a) Committee Chair and members shall be appointed by the Chair of the Board and all members shall be Board members.
 - (b) Vacancies occurring in the membership of a committee shall be filled by the Chair of the Board after such vacancies occur.
 - (c) The accidental omission to give notice to any member, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at a meeting.
 - (d) The Chair of the committee shall preside at meetings; where the Chair is absent the committee members present, after 15 minutes, shall select a person on the committee to preside at the meeting.
 - (e) A simple majority of committee members with voting rights shall constitute a quorum at any meeting of a committee.
 - (f) The Chair or acting chair of the committee may vote on all motions.
 - (g) At the discretion of a committee chair, all or part of a meeting of a committee may be held electronically.

History:

- Approved by the Board of Governors, April 18, 2002
- Revisions approved by the Board of Governors January 15, 2007, BM 01-07-05
- Revisions approved by the Board of Governors October 28, 2011, BM 06-11-06
- Revisions approved by the Board of Governors June 15, 2023, BM 02-23-15
- Revisions approved by the Board of Governors October 16, 2024, BM 03-24-15