

**THE BOARD OF GOVERNORS
OF
RED RIVER COLLEGE
BY-LAW NO. 1/93
(GENERAL BY-LAW)**

APRIL 1, 1993

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THE BOARD OF GOVERNORS OF

RED RIVER COLLEGE

BY-LAW NO. 1/93

Being a by-law relating generally to the conduct of the Business and Affairs of The Board of Governors of Red River College (the "Board")

The following is enacted as a by-law of The Board of Governors of Red River College under the authority of subsection 9(1) of *The Red River College Act*, C.C.S.M. c.R31:

SECTION 1.00 DEFINITIONS AND INTERPRETATION

Definitions

- 1.01 Unless the context requires or specifies otherwise, in this By-law and all other by-laws of the Board:
- a) "Act" means *The Red River College Act*, C.C.S.M. c. R31, as amended or revised, and any statute that may be substituted for this Act. In the case of any amendment, revision or substitution, any reference in the By-laws of the Board shall be read as referring to the amended, revised or substituted provision or statute;
 - b) "Board" means The Board of Governors of Red River College established under section 5 of the Act;
 - c) "By-law" means any by-laws of the Board in force and effect from time to time;
 - d) "College" means the Red River College as established by regulation by the Lieutenant Governor in Council under section 2 of the Act which may also be known as Red River College of Applied Arts, Science and Technology;
 - e) "Employee Member" means the member of the Board who is an employee of the College and has been selected by the employees of the College and appointed by the Lieutenant Governor in Council under clause 5(1)(a) of the Act;
 - f) "Lieutenant Governor in Council" means the Lieutenant Governor of Manitoba acting by and with the advice of the Executive Council of the Government of Manitoba;

- g) "Minister" means the Minister of the Government of Manitoba charged with responsibility for the Act;
- h) "President" means the person appointed by the Board to be the chief executive officer of the College;
- i) "Student" means a person enrolled as a student at the College;
- j) "Students' Association" means the Red River College Students' Association Inc.;
- k) "Student Member" means the member of the Board who is a student and has been selected by the Students' Association and appointed by the Lieutenant Governor in Council under clause 5(1)(b) of the Act.

Interpretation

- 1.02 Any term contained in the By-laws which is defined in the Act shall have the meaning given to it in the Act.
- 1.03 In the By-laws, and in any amendments thereto, words in the singular include the plural, words in the plural include the singular and the masculine gender includes the feminine.
- 1.04 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

SECTION 2.00 PRECEDENCE

- 2.01 In the event of a conflict between this By-law or any resolution of the Board and the Act or any regulations under the Act, the provisions of the Act or any regulations thereunder shall govern.

SECTION 3.00 HEAD OFFICE

- 3.01 The head office of the Board shall be at such location in the City of Winnipeg, in the Province of Manitoba, as the Board may, from time to time, determine by resolution.

SECTION 4.00 SEAL

- 4.01 The seal which is impressed hereon shall be the corporate seal of the College.



SECTION 5.00 BOARD OF GOVERNORS

Composition

- 5.01 As provided in subsection 5(1) of the Act, the Board shall consist of the following, as appointed by the Lieutenant Governor in Council:
- a) one member who is an employee of Red River College selected by the employees of Red River College;
 - b) one member who is a student selected by the Red River College Students' Association;
 - c) at least 9 but not more than 15 persons recommended by the Minister.

Term of Office

- 5.02 As provided in subsection 5(3) of the Act, the terms of office of members of the Board shall be as follows:
- a) the term of the Employee Member is two years; the person may be selected for further terms; and the term ends if the person ceases to be an employee;
 - b) the term of the Student Member is one year; the person may be selected for further terms; and the term ends when the person ceases to be a student, but if the student graduates before the term expires he or she may remain a member until expiration of the term;
 - c) the term of any other member is up to three years as appointed by the Lieutenant Governor in Council, and such a person may hold office for no more than ten consecutive years.
- 5.03 As provided in subsection 5(4) of the Act, a member continues to hold office after the expiry of the member's term until the member is re-appointed or the member's successor is appointed.

Failure to Attend Meetings

- 5.04 As provided in subsection 5(5) of the Act, when a member fails to attend three consecutive regular meetings of the Board, the Board may recommend to the Minister that the member's appointment be revoked.

Vacancy

- 5.05 As provided in subsection 5(6) of the Act, a vacancy in the membership of the Board does not impair the capacity of the remaining members to act.

Ex Officio Member

5.06 As provided in subsection 5(7) of the Act, the President of the College is an ex officio, non-voting member of the Board.

Remuneration

5.07 As provided in section 6 of the Act, members shall be paid the remuneration and expenses that the Lieutenant Governor in Council determines and payment shall be made out of the funds of the Board.

SECTION 6.00 DUTIES AND POWERS OF THE BOARD

Duties of Members

6.01 As provided in section 8 of the Act, a member of the Board shall:

- a) act honestly and in good faith with a view to the best interests of the College; and
- b) exercise the care, diligence and skill that a reasonable and prudent person should exercise in comparable circumstances.

Duties of the Board

6.02 As provided in sections 12 and 41(1) of the Act, the duties of the Board are to:

- a) manage the business and affairs of Red River College and ensure that they are conducted in accordance with the Act and the laws of the province;
- b) adopt appropriate internal control policies and procedures and ensure that they are implemented and maintained, in accordance with guidelines that may be issued by the Minister;
- c) determine the general policies with respect to the organization, administration, operation and programs of study of Red River College;
- d) evaluate programs of study on a regular basis, in accordance with guidelines that may be issued by the Minister;
- e) hold regular monthly meetings and any other meetings that the Board considers appropriate;
- f) prepare and maintain full and accurate records of its proceedings, transactions and finances;

- g) develop and adopt conflict of interest guidelines for employees of Red River College;
- h) publish an annual academic report that includes student information respecting enrolment, attrition, graduation and graduate employment placement, in accordance with guidelines that may be issued by the Minister;
- i) develop and maintain a multi-year operating plan and a multi-year capital plan; and
- j) at least every five years, conduct a special organizational and operational review in accordance with guidelines that may be issued by the Minister.

Powers of the Board

6.03 As provided in section 13 of the Act, the Board has the powers to:

- a) provide services and programs of study consistent with the mandate of Red River College;
- b) engage with business and industry in developing curriculum and undertaking applied research to serve the needs of particular segments of Manitoba's economy;
- c) provide for the granting of certificates, diplomas and baccalaureate degrees with an applied focus for programs of study;
- d) establish and operate, or enter into a partnership to establish and operate, an adult learning centre in accordance with the requirements of *The Adult Learning Centres Act*;
- e) establish the admission requirements for students;
- f) set tuition fees and the rates of other fees and service charges to be paid by students;
- g) make by-laws respecting and prohibiting the parking or leaving of vehicles on property under the control of Red River College, including, but not limited to, by-laws respecting the following:
 - i) the places where, the times when and the conditions under which persons are authorized to park or are prohibited from parking or leaving vehicles,
 - ii) the placement of parking control signs, markings and meters prohibiting or governing the parking or leaving of vehicles,

- iii) the fees and charges to be paid by owners or operators of vehicles parked on property under the control of Red River College, including fees and charges for vehicles parked or left in contravention of the by-laws,
- iv) the removal and impoundment of vehicles parked or left in contravention of the by-laws;
- h) provide for the discipline of students, and when doing so the Board has the power to expel, suspend, fine or levy assessments for damage done to property;
- i) provide and facilitate the providing of scholarships or bursaries to students;
- j) act as a trustee of any money or property given in any manner for the support of Red River College or its students;
- k) authorize the establishment of a charitable foundation, as that term is defined in the *Income Tax Act* (Canada), to benefit, directly or indirectly, Red River College and its students;
- l) enter into agreements for the purpose of performing its duties or exercising its powers under the Act; and
- m) do any other thing that the Board considers necessary or advisable to carry out the mandate of Red River College.

6.04 As provided in section 14 of the Act:

- a) subject to the approval of the Minister, the Board may
 - i) purchase, lease or receive as a gift or otherwise any real or personal property that it considers necessary for the efficient operation of Red River College,
 - ii) construct, renovate, expand, convert or relocate buildings or structures, and
 - iii) sell, lease or otherwise dispose of any of its property that it considers to be no longer necessary for its purposes;
- b) the Board may manage, insure, maintain or repair any of its property.

SECTION 7.00 OFFICERS AND EMPLOYEES OF THE BOARD

Officers

- 7.01 The officers of the Board are:
- a) the Chair designated by the Lieutenant Governor in Council under subsection 7(1) of the Act;
 - b) the Vice-Chair designated by the Lieutenant Governor in Council under subsection 7(1) of the Act;
 - c) the President of the College;
 - d) the Secretary of the Board;
 - e) the Treasurer of the Board; and
 - f) such other officers as may be appointed by the Board by resolution.

Chair

- 7.02 The Chair of the Board shall:
- a) preside at all meetings of the Board and of the Executive Committee;
 - b) be an ex officio member of all committees of the Board; and
 - c) perform such other duties and exercise such other powers as are assigned to the Chair by the Act, the By-laws or by the Board, by resolution, from time to time.

Vice-Chair

- 7.03 The Vice-Chair-of the Board shall:
- a) have the authority of the Chair when the Chair is absent or unable to act, or when authorized by the Chair;
 - b) be a member of the Executive Committee; and
 - c) perform such other duties and exercise such other powers as are assigned to the Vice-Chair by the Act, the By-laws or the Board, by resolution, from time to time.

President

- 7.04 As provided in subsection 22(1) of the Act, the Board shall, by resolution, appoint and determine the terms and conditions of employment of the President, who shall be the chief executive officer of Red River College.
- 7.05 As provided in subsection 22(2) of the Act, subject to the direction of the Board, the President is responsible for the general management and direction of Red River College, including:
- a) the policies, programs and services of the College;
 - b) the business affairs of the College; and
 - c) such other matters as may be delegated by the Board, by resolution, to the President.
- 7.06 As provided in subsections 22(3) and (4) of the Act:
- a) the President's term of office shall not exceed five years but may be renewed by the Board; and
 - b) the process adopted by the Board for the appointment, review and removal of the President is subject to the approval of the Minister.

Secretary

- 7.07 The Board shall, by resolution, appoint a Secretary for the Board who shall:
- a) give notice to members of meetings of the Board and of the standing committees of the Board;
 - b) prepare and distribute the agendas of meetings of the Board and of the committees of the Board;
 - c) attend the meetings of the Board and of the committees of the Board, and ensure the recording of proceedings of all such meetings;
 - d) maintain and keep safe all Board and committee minutes, official copies of by-laws, and other corporate documents;
 - e) maintain the records of appointments and terms of office of members of the Board;
 - f) communicate decisions of the Board to the college community;

- g) provide administrative and research services to the Board and its committees;
- h) act as chief returning officer for the purpose of conducting the election of the Employee Board Member;
- i) be the custodian of the corporate seal of Red River College; and
- j) perform such other duties as are assigned by the By-laws, by the Board, by resolution, or by the Chair of the Board from time to time.

7.08 In the absence of the Secretary from any meeting of the Board or of a standing committee of the Board, the person chairing the meeting shall appoint a substitute.

Treasurer

7.09 The Board shall, by resolution, appoint a Treasurer of the Board who shall:

- a) be responsible for advising the Board on the financial matters of the Board and the College;
- b) keep proper financial records and accounts for the Board and the College;
- c) submit financial statements at the regular meetings of the Board, or at the request of the Board or the Chair of the Board;
- d) deposit all money, securities and other valuable effects in the name of and to the credit of the Board in such banks as may from time to time be designated by the Board by resolution;
- e) disburse the funds of the Board as directed by the Board, taking proper vouchers therefor;
- f) work with the Board's auditor to ensure that financial records are maintained according to generally accepted accounting principles and any special requirements or procedures required by the Act or the Minister;
- g) cooperate with the Board's auditor during any audit of the accounts of the College; and
- h) perform such other duties as are assigned by the By-laws, by the Board, by resolution, or by the Chair of the Board from time to time.

Other Officers and Employees

- 7.10 As provided in subsection 23(1) of the Act, the Board may appoint, by resolution, such officers or employees as the Board considers necessary for the purposes of Red River College and may determine the salaries and remuneration of those officers and employees and determine the terms and conditions of their employment.

Bonding

- 7.11 As provided in subsection 23(2) of the Act, the Board may require an officer or employee to be bonded in any amount that the Board may require for accounting for money or goods that come into the hands or under the control of the officer or employee.

SECTION 8.00 MEETINGS OF THE BOARD

Regular Meetings

- 8.01 As required by clause 12(e) of the Act, the Board shall hold regular monthly meetings.

Regular monthly meetings will not be held during July and August each year unless approved by Board resolution.

Other Meetings

- 8.02 In addition to regular monthly meetings, such other meetings as may be required to conduct the business of the Board may be called:
- a) by the Chair;
 - b) in the absence of the Chair, by the Vice-Chair; or
 - c) in the absence of the Chair and the Vice-Chair, by the President at the written direction of any two members of the Board.

Special Meetings

- 8.03 Special meetings of the Board shall be called by the Chair or, in his or her absence, by the Vice-Chair at the written request of any 6 members of the Board.

Telephone Meetings

- 8.04 As provided in subsection 10(5) of the Act, a member may participate in a meeting of the Board by means of telephone or other means of communication that permits all persons participating in the meeting to hear each other, and a member so participating is considered to be present at the meeting.

Quorum

- 8.05 As provided in section 11 of the Act, a majority of the members appointed to the Board constitute a quorum for the transaction of business.

Voting

- 8.06 Except as otherwise provided in the by-laws, resolutions arising at any meeting of the Board shall be determined by a majority of votes.
- 8.07 The person chairing a meeting shall not vote unless there is a tied vote, in which case the person chairing the meeting shall cast a vote.
- 8.08 A declaration by the Chair or, in his or her absence, by the Vice-Chair or, in their absence, by the person chairing the meeting of the Board, that a resolution has been carried, and an entry to that effect in the minutes, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 8.09 At the request of a member of the Board, an actual vote count shall be recorded.

Public Meetings and Confidential Matters

- 8.10 As provided in subsections 10(2), (3), and (4) of the Act, all meetings of the Board shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the Board, subject to the following:
- a) when a matter that is determined by the Board to be confidential to Red River College is to be considered at a meeting of the Board, the part of the meeting concerning the confidential matter may be held in private; and
 - b) when a matter of a personal nature concerning an individual is to be considered at a meeting of the Board, the part of the meeting concerning the individual shall be held in private unless the individual requests and the Board agrees that it be open to the public.

Resolutions

- 8.11 The powers of the Board may be exercised:

- a) by resolution passed at a meeting at which a quorum is present; or
- b) by resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the Board, in which case the resolution shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted and shall be held to relate back to any date stated in the resolution to be the effective date of the resolution.

Procedural Rules

8.12 The Board may provide generally for the regulation and conduct of its meetings.

SECTION 9.00 NOTICE OF MEETINGS OF THE BOARD

Notice of Meetings to Members

- 9.01 Notice of meetings of the Board shall be mailed or otherwise delivered in such a manner that, under normal circumstances, notice will be received by members at least 48 hours before the meeting.
- 9.02 Where in the opinion of the Chair or, in his or her absence or incapacity, the Vice-Chair, a matter of urgency has arisen and it is not practical to mail or deliver the notice as set out in subsection 9.01, notice may be given orally, by telephone or in such other manner as the Chair or Vice-Chair may determine.
- 9.03 Meetings of the Board may be held at any time without notice if all the members are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.
- 9.04 Any error or omission in giving notice of any meeting, or the non-receipt of any notice by any member of the Board, shall not invalidate any by-law or resolution passed or any proceeding taken at any meeting, and any member of the Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all by-laws, resolutions or proceedings taken thereat.
- 9.05 A waiver of notice referred to in subsections 9.03 or 9.04 may be validly given either before or after the meeting to which the waiver relates.

Notice to Public of Board Meetings

- 9.06 Prior notice of a meeting of the Board shall be given to the public by publishing the notice on the Red River College website.

- 9.07 Any error or omission in giving notice of any meeting to the public shall not invalidate any by-law or resolution passed or any proceeding taken at any meeting.

Sufficiency of Notice

- 9.08 The statutory declaration of the Chair, President or Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

SECTION 10.00 COMMITTEES OF THE BOARD

General Powers and Procedures

- 10.01 Unless otherwise determined by the Board:
- a) each committee of the Board shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedures;
 - b) as provided in subsection 10(5) of the Act, a member may participate in a meeting of a committee of the Board by means of telephone or other means of communication that permits all persons participating in the meeting to hear each other, and a member so participating is considered to be present at the meeting;
 - c) resolutions arising at any meeting of a committee of the Board shall be determined by a majority of votes, except that the person chairing the meeting shall not vote unless there is an equality of votes, in which case the person chairing the meeting shall cast a vote; and
 - d) the powers of a committee of the Board may be exercised:
 - i) by resolution passed at a meeting at which a quorum is present, or
 - ii) by resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the committee, in which case the resolution shall be as valid and effective as if it had been passed at a meeting of the committee duly called and constituted and shall be held to relate back to any date in the resolution stated to be the effective date of the resolution;
 - e) each Board member shall serve on either the Administration Committee or the Planning Committee, and that the distribution of members shall be approximately equal between the two committees.

Executive Committee

- 10.02 As provided in subsection 16(1) of the Act, the Executive Committee of the Board is hereby established as a standing committee of the Board and shall consist of:
- a) the Chair of the Board;
 - b) the Vice-Chair of the Board;
 - c) the person chairing the Administration Committee;
 - d) the person chairing the Planning Committee; and
 - e) the President, as an ex officio, non-voting member, as provided in subsection 16(2) of the Act.
- 10.03 As provided in subsection 16(3) of the Act, the Executive Committee shall exercise the powers and perform the duties assigned to it in the By-laws and shall act in accordance with the directions of the Board. Without limiting the foregoing, the Executive Committee shall:
- a) be chaired by the Chair of the Board;
 - b) meet at the call of the person chairing the committee;
 - c) as provided in clause 16(4)(a) of the Act, fix its quorum at not less than a majority of its members;
 - d) act in an advisory capacity to the Board on matters of concern to the Board;
 - e) act in an executive capacity in specific matters delegated to it by the Board;
 - f) in the event of an emergency or the inability of the Board to meet, shall possess and may exercise all power and authority of the Board, except those powers which by the Act are required to be exercised by the Board;
 - g) as provided in clause 16(4)(b) of the Act, keep minutes of its proceedings;
 - h) as provided in clause 20 16(4)(c) of the Act, submit to the Board at each meeting of the Board, minutes of its proceedings held during the period since the most recent meeting of the Board; and
 - i) perform such other duties and exercise such powers as may be assigned to it by the Act, the By-laws or the Board, by resolution, from time to time.

10.04 During the Board's summer recess the Executive Committee shall possess and may exercise all power and authority of the Board, except those powers which by the Act are required to be exercised by the Board. The summer recess is defined as the period of time between the close of the regular Board meeting in June and the start of the regular Board meeting in September.

Finance and Audit Committee

10.05 As provided in subsection 17(1) of the Act, the Finance and Audit Committee of the Board is hereby established as a standing committee of the Board and shall consist of:

- a) the Vice-Chair of the Board; and
- b) two other members of the Board, who shall not be the Employee Member or the Student Member, appointed by the Board by resolution;
- c) at least one committee member shall have a CPA designation or equivalent professional qualifications.

10.06 As provided in subsection 17(2) of the Act, the Finance and Audit Committee shall:

- a) be chaired by the Vice-Chair of the Board;
- b) recommend to the Board the appointment of an independent auditor who shall audit the records, accounts and transactions of Red River College annually;
- c) review and make recommendations to the Board regarding Red River College's annual operating and capital budgets;
- d) oversee the development of Red River College's internal control policies and procedures and report to the Board on the particular policies and procedures before they are adopted by the Board;
- e) on a regular basis, review and evaluate the internal control policies and procedures, including meeting with the auditor and officers to discuss the effectiveness of the policies and procedures;
- f) at the times directed by the Board, receive and review reports on the financial condition of Red River College;
- g) review Red River College's annual financial statements and report to the Board before those statements are approved by the board;
- h) meet with the auditor to discuss the annual financial statements and the auditor's report;

- i) meet at the call of the person chairing the Committee, or, as provided in subsection 17(4) of the Act, at the call of a member of the Finance and Audit Committee or the auditor; and
- j) perform such other duties as may be assigned to it by the Act, the By-laws or the Board, by resolution, from time to time.

10.07 As provided in subsection 17(3) of the Act, the auditor of the College is entitled to receive notice of every meeting of the Finance and Audit Committee and, at the expense of Red River College, to attend and be heard at the meetings and if requested by a member of the Finance and Audit Committee, the auditor shall attend any or every meeting of the Committee.

Administration Committee

10.08 The Administration Committee of the Board is hereby established as a standing committee of the Board and shall consist of:

- a) no less than four and no more than seven of the members of the Board appointed by the Board by resolution; and
- b) the President, as an ex officio, non-voting member.

10.09 The Administration Committee shall:

- a) be chaired by a member designated by the Board by resolution, who shall not be the Chair, Vice-Chair, Student Member or Employee Member of the Board;
- b) meet at the call of the person chairing the Committee;
- c) provide advice and guidance on matters pertaining to the administrative activities within the College, including, but not limited to property matters, facilities and human resources;
- d) recommend changes to existing Board policies and creation of new Board policies; and
- e) perform such other duties as may be assigned to it by the By-laws or the Board, by resolution, from time to time.

Planning Committee

10.10 The Planning Committee is hereby established as a standing committee of the Board and shall consist of:

- a) no less than four and no more than seven of the members of the Board, appointed by the Board by resolution; and

b) the President, as an ex officio, non-voting member.

10.11 The Planning Committee shall:

- a) be chaired by a member designated by the Board by resolution, who shall not be the Chair, Vice-Chair, Student Member or Employee Member of the Board;
- b) meet at the call of the person chairing the Committee;
- c) provide advice on matters including, but not limited to, student affairs and services, and the teaching, learning and applied research functions of the College;
- d) recommend changes to existing Board policies and creation of new Board policies;
- e) consider the College's strategic planning process and provide recommendations to the Board;
- f) consider Board education and planning activities for recommendation to the Board; and
- g) perform other duties as may be assigned to it by the By-laws or the Board, by resolution, from time to time.

Other Committees

10.12 As provided in section 19 of the Act, the Board may establish such other committees that it considers necessary for the management and operation of Red River College.

Remuneration and Expenses

10.13 As provided in section 20 of the Act, the Board may, by resolution, determine the remuneration and reimbursement for expenses of members of any committee, and payment shall be made out of the funds of the Board, and the remuneration shall not exceed the amount determined by the Lieutenant Governor in Council.

SECTION 11.00: DISCLOSURE OF INTERESTS

11.01 As provided in section 15 of the Act, section 17 of *The Crown Corporations Public Review and Accountability Act* regarding the disclosure of interests in a contract applies, with necessary modifications, to members of the Board and to the officers of Red River College.

SECTION 12.00: FINANCIAL MATTERS

Fiscal Year

12.01 The fiscal year of Red River College shall be the period prescribed by the Act.

Annual Budget

12.02 As provided in subsection 29(1) and (2) of the Act, the Board shall submit an annual budget to the Minister for approval. The Minister may, after consultation with the Board, amend the budget and the Board shall adopt the annual budget as amended by the Minister.

Limit on Financial Commitments

12.03 As provided in subsection 29(3) of the Act, except with the written approval of the Minister, the Board shall not make any expenditure commitments that are not within the financial limits set by the approved annual budget.
(See attached correspondence - September 8, 1998)

Auditor

12.04 As provided in section 30 of the Act, the Board shall appoint an independent auditor who must audit the records, accounts and financial transactions of Red River College annually.

Banking

12.05 As provided in subsection 31(1) of the Act, the Board may establish and maintain accounts in the name of Red River College with a bank, trust company, credit union or other similar financial institution.

Signing Authority for Cheques and Orders to Pay

12.06 As provided in subsection 31(2) of the Act, all payments from an account shall be by cheque or order signed by an employee of Red River College designated by the Board and, if so required by by-law of the Board, by the Chair of the Board or a member designated by the Board.

Borrowing

12.07 As provided in section 32, Red River College may not borrow money except in accordance with the Act or another Act.

SECTION 13.00: LIMITATION OF LIABILITY

- 13.01 As provided in subsection 44(1) of the Act, no action or proceeding may be brought against the Board, a member of the Board, the President or an officer, or agent of Red River College for any act done in good faith in the performance or intended performance of a duty or in the exercise or intended exercise of a power under the Act, or for any neglect or default in the performance or exercise in good faith of such duty or power.
- 13.02 As provided in subsection 44(2) of the Act, no action or proceeding may be brought against the President, a member of the Board or an officer or employee of Red River College, or any person acting under the instruction of any of them, for a debt, liability or obligation of the College or the Board.
- 13.03 As provided in subsection 44(3) of the Act, no action, prosecution or other proceeding shall lie or be instituted against Red River College, the Board or any member of the Board, or an administrator, or officer or employee of Red River College, in respect of an act or omission of a student or students, whether organized as a students' association or not, arising out of any association or activity organized, managed, controlled or done, in whole or in part, by a student or students.

SECTION 14.00: AMENDMENT OR REPEAL OF BY-LAWS

- 14.01 A Notice of Motion at the previous Regular Board meeting must be given for this and any other By-law of the Board, or any part or parts thereof, to be amended or repealed by resolution of the Board by a majority of the total number of members appointed to the Board at that time.

SECTION 15.00: BY-LAWS AVAILABLE TO PUBLIC

- 15.01 The By-laws of the Board shall be available to the public on the Red River College website.

SECTION 16.00: EFFECTIVE DATE OF BY-LAW

- 16.01 This By-law comes into effect April 1, 1993.

ENACTED BY THE BOARD OF GOVERNORS OF RED RIVER COLLEGE APRIL 1, 1993

- *Amended June 15, 2016 (B 16/06/05)*

Council on Post-Secondary Education ❖ Conseil de l'enseignement postsecondaire
September 8, 1998

Mr. W. Ralph Bullock
Chair Board of Governors
Red River College
Room C719A-2055 Notre Dame Avenue
Winnipeg MB R3H OJ9



Dear Mr. Bullock:

The community colleges, since April 1, 1993, have been required to follow Section 18(1) of The Colleges Act which states:

Subject to the approval of the Minister, the board may:

- (a) purchase, lease or receive as gift or otherwise any real or personal property that it considers necessary for the efficient operation of the college; and
- (b) sell, lease or otherwise dispose of any of its property that it considers to be no longer necessary for its purposes.

The authority under this section was subsequently transferred to the Council on Post-Secondary Education (COPSE) in 1998.

Since the community colleges have been operating as board-governed institutions for over five years, it is appropriate, at this time, that the COPSE increase the responsibility under Section 18(1) to the Board of Governors at each institution.

As a result, the authority to the Board of Governors at each institution for transactions involving the acquisition and disposal of personal property under Section 18(1) of The Colleges Act, will henceforth be subject to the following conditions:

- the value of personal property is \$300,000 or less;
- the annualized value of a lease is \$150,000 or less; and,
- the funds to cover the total cost of owning, operating and maintaining any acquisitions are available in the College's budget.

Transactions involving the acquisition or disposal of personal property that do not meet these conditions will continue to require approval under this section of the Act.

I trust that this increased level of authority will provide the Boards of Governors with added flexibility to fulfill their responsibilities in an efficient and effective manner.

Sincerely,

A handwritten signature in cursive script that reads "Dick Dawson".

Dick Dawson
Chair

/j