

THE FANSHAWE COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 2

being a by-law to regulate the election of Internal Governors and the removal of Governors of The Fanshawe College of Applied Arts and Technology (hereinafter referred to as the "College").

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the College as follows:

INTERPRETATION

1. **Definitions.** Capitalized terms, and the terms "student", "academic staff member", "administrative staff member" and "support staff member" used herein and not defined have the same meaning as set out in By-Law No. 1 of the College.

I. ELECTION OF INTERNAL GOVERNORS

Governance

2. **Board Process Committee.** A committee to be known as the Board Process Committee consisting of the Chair, First Vice-Chair, Second Vice-Chair and the President of the College (or such other or different members that the Board may appoint from time to time), shall oversee and enforce the procedures established for the election of Internal Governors, as set out herein or as set out in policies of the Board.
3. **Election Officers.** The Recording Secretary of the Board will be the Chief Returning Officer.
4. **Timetable.** The nomination, campaigning and election of the student member of the Board will normally take place in conjunction with the annual Student Union Executive elections. The nomination, campaigning and election of the staff members of the Board in a given year will normally take place in accordance with a timetable developed in the applicable year by the Chief Returning Officer.
5. **Budget.** The budget for any election will be developed by the Chief Returning Officer.
6. **Notices.** All notices regarding the election will be publicized by the Chief Returning Officer through any one or more of a variety of College media which may include e-mail, student newspaper, College radio station, administrative notices, staff newsletter or bulletin boards.

Eligibility Criteria

7. **Student Members.** To be eligible for election as, or to vote for, a student member of the Board, the individual must be a full-time or part-time student at the College, provided that an individual who is employed full time by the College and who is also a student at the College, is not eligible to be nominated as a student representative or eligible to vote within the student constituency.
8. **Identification of Eligible Students.** Completed nomination forms for the election of a student member of the Board will be validated by the Registrar's Office to ensure nominee and nominators are current students of the College.
9. **Staff Members.** Subject to section 11, to be eligible for election as, or to vote for, an academic staff member, a support staff member, or an administrative staff member of the Board, the individual must be an academic staff member, a support staff member, or an administrative staff member, respectively, of the College and must appear on the validated voters list or, if the individual does not appear on the validated voters list, they are an academic staff member, support staff member, or administrative staff member, respectively, of the College on the day of the election.
10. **Ineligibility to Stand for Election or Vote.** Contractors and vendors are not employees of the College and are not eligible to stand for election or vote.
11. **Identification of Eligible Staff Members.** An eligible voters list for the election of an academic staff member, a support staff member or an administrative staff member of the Board will be prepared by the Human Resources Department of the College, having regard to its records indicating who are employees of the College. The eligible voters list will be posted in multiple locations and campuses for a two-week period (if circumstances permit) prior to an election to provide staff members an opportunity to review the list prior to the election to ensure the list is accurate. Employee numbers shall not be shown.

Nominations

12. **Information Packages and Nomination Forms.** Nomination forms and information packages outlining the basic functions of the Board and the role and responsibilities of its members, including the time commitment necessary to carry out their role, will be available to all potential candidates from the Chief Returning Officer. Candidates will address any queries they may have regarding the nomination forms or information packages to the Chief Returning Officer.
13. **Qualifying as a Candidate.** To qualify as a candidate for election as an Internal Governor of the Board, an individual must:
 - (a) meet the applicable eligibility criteria set out in sections 8 or 10 hereof as the case may be;
 - (b) obtain ten signatures from supporters eligible to vote on the nomination form as determined in accordance with sections 8 or 10 hereof as the case may be;
 - (c) submit curriculum vitae with their nomination form within one week after the date of validation of nominations to the Chief Returning Officer.

14. **Announcement of Candidates.** The official list of validated candidates will be announced by the Chief Returning Officer following the validation of all candidates.

Campaigning

15. **Time Period to Campaign.** Candidates will be entitled to campaign during the two week period immediately preceding the scheduled election date.
16. **Financial Support.** There will be no financial support provided by the College to candidates for campaign expenses.
17. **Equal Opportunity to Participate.** All candidates shall have a reasonable opportunity to participate in any meetings, debates, or other such forums that are held in connection with the election and at which any other candidate is provided an opportunity to participate.

Elections

18. **Election Logistics and Rules.** Elections of Internal Governors of the Board shall be conducted in accordance with the following:
- (a) Student member elections shall normally follow the practices of the annual Student Union Executive elections administered by the Fanshawe Student Union, except that the process will also include part-time students as eligible voters for the student governor position.
 - (b) Staff member elections shall be conducted by electronic means only. Upon request, the Chief Returning Officer shall make a computer available to any staff member who may not have access to one.
 - (c) Each voter will be entitled to one vote.
 - (d) Voting will be by secret vote.
19. **Results of Election.** After all candidates have been personally notified, unofficial election results will be broadly communicated by the Chief Returning Officer.

Vacancies

20. Where an Internal Governor vacates their office prior to expiration of their term, such vacancy shall be addressed as required by the Act and Regulations.

Dispute Resolution

21. Notification of a dispute must be given to the Chief Returning Officer.
22. Disputes regarding nominations must be received in writing on or before noon the third day following the date of validation of nominations; disputes regarding the voters list must be received in writing on or before noon of the date of validation of the voters list; and disputes regarding the election must be received in writing on or before noon on the

third day following the election. If no disputes are received during these periods, official results will be announced by the Chief Returning Officer, and will be binding and final.

23. Disputes not resolved by the Chief Returning Officer within three business days of receipt of written notice of the dispute will be referred to the Board Process Committee, whose decision will be binding and final.

II. REMOVAL OF GOVERNORS

24. **Cause for Removal.** The Board may remove a Governor (other than the President) or recommend the removal of a Governor (in the case of a Governor appointed by the Lieutenant Governor in Council) from the Board in accordance with the procedure set out in section 25 if the Governor:

- (a) fails to participate in, support or contribute to the College's endeavours to support the community;
- (b) demonstrates conduct unbecoming of a Board member including but not limited to activities that are illegal, that are in breach of established Board policies, that demonstrate a lack of respect for Board members or Board decisions, or that constitute or demonstrate harassment, violence, or discrimination;
- (c) fails to comply with their fiduciary duty to act honestly, in good faith, and in the best interest of the College; and
- (d) fails to comply with policies set by the Board from time to time, including but not limited to policy statements regarding attendance, conflict of interest and policy statements designed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera sessions of the Board, or other information, discussions or proceedings determined by the Board, or the Chair of the Board, to be confidential.

25. **Procedure.** Where a Governor has or is suspected of having committed a breach that would warrant that Governor's removal from the Board as determined in accordance with section 24, the following procedure shall be followed:

- (a) The potential breach shall be reported to the Board Chair, who shall investigate the allegation. The Board Chair shall use their discretion in determining what other resources may be required to complete an investigation.
- (b) At an in-camera session of the Board, the Chair shall disclose the results and conclusion of the investigation. The College resource personnel will be excused from this meeting such that those present will include all Governors (including the President), the Secretary and the Recording Secretary. If the Secretary is currently also the President, then the Treasurer will take on the role of the Secretary during this procedure.
- (c) The affected Governor shall have an opportunity to speak to the issue.
- (d) The affected Governor shall leave the room to allow an opportunity for further discussion by the Board.

- (e) The affected Governor will return and a vote regarding the removal of the affected Governor shall be conducted by secret ballot (ballots shall be distributed and collected by the Secretary and the Recording Secretary).
 - (f) All Governors (including the President and the affected Governor) shall be eligible to vote.
 - (g) The Board will pass a motion that accepts the results of the vote. The ballots will be destroyed once the Secretary and the Recording Secretary have tallied the results.
 - (h) At the end of the Board meeting, the Secretary and the Recording Secretary will inform the Board Chair of the results of the vote and the Board Chair in turn will speak with the affected Governor in private.
 - (i) The Board Chair shall advise the affected Governor that there is a limited review procedure available to the affected Governor, in accordance with section 26.
 - (j) The Recording Secretary will note the outcome of the vote in the in-camera minutes.
26. **Review Procedure**. A Governor who is removed from the Board in accordance with section 25 may, within ten (10) days of removal, apply to the Board Process Committee to have the decision of the Board to remove the affected Governor reviewed. The review shall be limited to issues of whether the reasons for removal, and the procedure followed in removing, the Governor were in accordance with sections 24 and 25, respectively, and shall not consider whether the decision of the Board was correct. The Board Chair and the President shall sign a written attestation that the removal process was carried out in accordance with this By-law. At the time that the affected Governor requests a review, the affected Governor shall submit a written statement setting out the reasons the affected Governor believes that the reasons for removal, or the procedure for removal, were not followed. The Board Process Committee shall render its decision within thirty days of receipt of the affected Governor's application for review.
27. **Recommendation for Removal**. If the Board believes that reasons exist justifying the removal of a Governor appointed by the Lieutenant Governor in Council, the Board may set out those reasons in a report to the Minister for referral to the Lieutenant Governor in Council.

III. **REPEAL**

By-Law No. 3 of the College enacted on February 24, 2022 is repealed.

Enacted by The Fanshawe College of Applied Arts and Technology and sealed with the Corporate Seal this 8th day of June, 2023

Louise Poole

Chair

Corporate Secretary