

**THE SIR SANDFORD FLEMING COLLEGE
OF APPLIED ARTS AND TECHNOLOGY**

BY-LAW 2

By-law 2 pertains to the establishment of an Advisory College Council pursuant to the Minister's Policy Directive regarding Governance and Accountability under the *Ontario Colleges of Applied Arts and Technologies Act, 2002* (herein referred to as "the Act").

1. DEFINITIONS

1.1 In this By-law, unless the context otherwise specifies or requires, the following terms have the following meanings:

- (a) "Academic Staff Member" means a person who is employed by the College as a teacher or counsellor;
- (b) "Administrative Staff Member" means a person who is employed by the College and who is not a senior administrative staff member, academic staff member, a support staff member or a student;
- (c) "Board" means the Board of Governors of the College;
- (d) "By-law" means this By-law 2, as may be amended from time to time;
- (e) "Chair" means the chair of the Council;
- (f) "College" means The Sir Sandford Fleming College of Applied Arts and Technology established by the Act as an agency of the Crown, and is also known as Fleming College and/or Sir Sandford Fleming College;
- (g) "Employed" means having an employment contract for the duration of appointment term as defined within By-law 2, sec. 4.1 (c);
- (h) "Fleming College Council" and/or "Council" means the Advisory College Council pursuant to the Minister's Policy Directive regarding Governance and Accountability under *the Ontario Colleges of Applied Arts and Technologies Act, 2002*;
- (i) "President" means the President of the College;
- (j) "Representative" means a staff or student Council member appointed in accordance with By-law 2, sec. 4.1 (b);
- (k) "Senior Administrative Staff Member" means a person employed by the College who reports directly to the President and is not an academic staff member, a support staff member, or a student;
- (l) "Staff" means anyone employed by the College who is not the President;

- (m) “Student” means a person who is enrolled in, and will be attending, a program of instruction at the College as of September 1st of the term of appointment;
- (n) “Support Staff Member” means a person who is employed by the College and is not an administrative or academic staff member.

2. GENERAL

- 2.1 The Board, in accordance with the Ministry of Training, Colleges and Universities’ Minister’s Binding Policy Directive pertaining to Governance and Accountability, is to ensure that an Advisory College Council (hereinafter referred to as “Fleming College Council” or “the Council”) is established.
- 2.2 The purpose of the Fleming College Council is to provide a means for students and staff of the College to provide advice to the President on matters of importance to the College community.
- 2.3 The Board is to ensure that the structure, composition, terms of reference and procedures for the Council is established in By-law.
- 2.4 The Board shall receive for information annually a Fleming College Council report.

3. ROLE OF FLEMING COLLEGE COUNCIL

- 3.1 The Fleming College Council will serve as an advisory body to the President. Council provides the means for staff and students to be consulted with, and provide input on, significant College matters such as (but not limited to):
 - strategic planning and College initiatives;
 - new operational policies, procedures and processes; and
 - other operational matters of importance to the College.
- 3.2 The Council supports the College’s strategic mission, vision and values.
- 3.3 The Council represents a collaborative culture with members actively contributing to planning and decision-making processes.
- 3.4 The Council provides a respectful forum for stakeholder discussions and debate on strategic, policy and procedural matters.

4. TERMS OF REFERENCE

- 4.1 Fleming College Council Membership
 - a) Council shall be composed of up to eighteen (18) members of the following persons and constituent groups, as follows:
 - (i) Council Chair (1) - Fleming College President
 - (ii) Senior Administrative Staff Representative – as selected by the President
 - (iii) Student Administrative Council Representatives (2) – President of the

Frost Student Association (FSA) and President of the Student Administrative Council (SAC)

- (iv) Academic Representatives (up to 5)
 - (v) Support Staff Representatives (up to 4)
 - (vi) Administrative Staff Representatives (up to 2)
 - (vii) Student Representatives (up to 4)
- b) Council representatives are appointed or selected as follows:
- (i) Council Chair - Fleming College President appointed by virtue of office.
 - (ii) Senior Administrative Staff Representative – as selected by the President, rotating as required.
 - (iii) Student Administrative Council Representatives – President of the Frost Student Association (FSA) and President of the Student Administrative Council (SAC) appointed by virtue of office.
 - (iv) Academic Representatives – Four (4) full-time faculty and one (1) contract faculty selected by the President via a call for candidates.
 - (v) Support Staff Representatives – Three (3) full-time support staff and one (1) regular part-time support staff selected by the President via a call for candidates.
 - (vi) Administrative Staff Representatives - Up to 2 selected by Senior Administrative Staff Members via a call for candidates.
 - (vii) Student Representatives – the Student Administrative Council (SAC) selects two (2) student representatives and the Frost Student Association (FSA) selects two (2) student representatives.
- c) Fleming College Council membership terms are as follows:
- (i) Representatives from faculty, support staff and administrative staff shall serve for a maximum of two (2) years.
 - (ii) The Student representative shall serve a one (1) year term.
 - (iii) The term of appointment will coincide with the academic year, defined as September 1 of each year through to August 31 of the following year.

5. MEETINGS

- 5.1 Fleming College Council will meet three (3) times yearly with additional meetings, as required, at the call of the Chair.

- 5.2 The Council meeting agenda will be determined by the Chair.
- 5.3 Consultation on new or revised operational policy, procedures as well as other Fleming College Council matters may be conducted via email at the discretion of the Chair.
- 5.4 Quorum
- (i) Fleming College Council quorum is a simple majority of current members, excluding vacancies.
- 5.5 Reporting and Deliverables
- (iv) Fleming College Council agendas and official minutes will be made available to the Fleming College community via the College portal.
 - (v) A report from Council shall be provided annually to the Board for information.
 - (vi) Advice and direction provided by Fleming College Council will be considered by the President when rendering final decision pertaining to strategic and operational initiatives.

6. MEMBER VACANCIES & MEMBER REMOVAL

- 6.1 If a vacancy occurs among any Fleming College Council members the process for appointment, as per sec. 4.1 (b), will be initiated.
- 6.2 The term of the member appointed to fill a vacancy shall commence on the date of the appointment, and shall be for the remainder of the term of the member whose position became vacant. At the discretion of the Chair, the term may be extended up to one (1) additional year.
- 6.3 The Chair may remove any member of Council before the expiration of his or her term that has:
- (i) failed to observe and perform his or her fiduciary duty to act honestly, in good faith and in the best interests of the College;
 - (ii) failed to attend two thirds (2/3) of scheduled Council meetings; or
 - (iii) demonstrated conduct unbecoming of a member including but not limited to activities that are illegal, are in breach of established College policies and procedures, constitute or demonstrate harassment, violence or discrimination, disruptive behaviour or misconduct that would adversely affect the image and/or operations of the Council or the College if the member were to continue.

7. FORCE AND EFFECT

- 7.1 This By-law shall come into force and take effect on the date it is approved by the Board.

8. AMENDMENTS TO BY-LAW

- 8.1 This By-law may be amended or repealed at a regular meeting of the Board by an affirmative majority vote of the Governors present.

Enacted by the Board and sealed with the corporate seal this the 26th day of May, 2021.



Fred Clifford
Chair of the Board of Governors



Maureen Adamson
Fleming College Council Chair / President

Amendments:

- By-law 2 – Fleming College Council – approved by the Fleming College Board of Governors on January 22, 2020.
- Amendments to Section 4.1 a) (iv), Section 4.1 b) (iv), Section 4.1 b) (v) and Section 6.3 approved by the Fleming College Board of Governors on May 26, 2021.