BY-LAW NO. 1
OF
THE BOARD OF GOVERNORS OF
THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY

Motion:	2003-73
Date Approved:	November 27, 2003
Reviewed:	October 29, 2026
Amended:	Motion No. 2026-29
By-Law	No. 1

A by-law relating generally to the conduct of the affairs of THE BOARD OF GOVERNORS OF THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY (hereinafter called the “Board”) as follows:

1.0 **INTERPRETATION**

1.1 In this by-law, the following terms shall have the indicated meanings:

1.1.1 "academic staff member", " administrative staff member", "support staff member" and "student" shall have the same meanings as defined in the Regulations;

1.1.2 "Act" shall mean the Ontario Colleges of Applied Arts and Technology Act, 2002, as amended from time to time;

1.1.3 "Board" shall mean the Board of Governors of the Corporation;

1.1.4 “College” shall mean The Lambton College of Applied Arts and Technology

1.1.5 “Corporation” shall mean the Board as a non-share corporation

1.1.6 "Council" shall mean the Lieutenant Governor in Council that is designated pursuant to Ontario Regulation 34/03(2010) to appoint one-third of external governors.

1.1.7 “Governor” shall mean a member of the Board

1.1.8 "Regulations" shall mean the regulations made under the "Act";

1.2 In this By-law, and in all other by-laws and special resolutions of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law.

2.0 REGISTERED OFFICE

The REGISTERED Office of the Corporation shall be located at 1457 London Road, in the City of Sarnia in the County of Lambton in the Province of Ontario and at such place therein as the governors may from time to time determine.

3.0 SEAL

The seal, an impression whereof is stamped at the end of this by-law, shall be the corporate seal of the Corporation.

4.0 BOARD OF GOVERNORS

The affairs of the Corporation shall be overseen by a Board of governors as provided by the Ontario Colleges of Applied Arts and Technology Act, 2002 (or as subsequently amended) and Ontario Regulation 34/03 (hereinafter referred to as "the Regulation") and in accordance with this by-law, as follows:

4.1 Size and Constitution of Board

4.1.1 The Board shall consist of seventeen (17) governors of whom: twelve (12) governors, hereinafter referred to as "external" governors, shall be appointed in the manner provided in subsection 4.2 below; four (4) additional governors, hereinafter referred to as "internal" governors, shall be elected as provided in subsection 4.3 below; and the President of the College shall be appointed by the Board pursuant to subsection 11.4.3 hereof and who shall be a voting member of the Board by virtue of office. The Board shall not be improperly constituted should an internal stakeholder group choose not to exercise the right to elect a member.

4.1.2 A member of the board appointed under paragraph 4.1.1 shall not participate in a vote of the board relating to a renewal or extension of his or her appointment.

4.2 Appointment of External Governors

As per Ontario Regulation 34/03 (amended May 2010) effective October 1, 2010 one-third of the external members are to be appointed by the Lieutenant Governor in Council (LGIC) and two-thirds by the college board of governors.

4.3 Election of Internal Governors

The internal governors shall comprise one student, one academic staff member, one administrative staff member, and one support staff member, each of whom shall be elected by the students, academic staff members, administrative staff members and support staff members, respectively, in accordance with the procedures established through by-law of the Board.

4.4 Eligibility Requirements of Governors

A governor must be an individual who:

4.4.1 is 18 years of age
4.4.2 who has not been declared incapable by a court in Canada or in another country;
4.4.3 is not in undischarged bankruptcy;
4.4.4 has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

4.4.5 who has not been declared an ineligible individual under the Income Tax Act (Canada).

4.5 Eligibility Requirements of External Governors

No person shall be eligible for appointment as an external governor if such person is:

4.5.1 a student or an employee of a college of applied arts and technology

4.6 Governor Standard of Care

4.6.1 A codified standard of care applies to governors and officers to act honestly, in good faith, with a view to the best interest of the corporation, and exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4. 6.2 It is the duty of every governor and officer to comply with the **Ontario Not-For Profit Corporations Act 2021** and Corporation By-Laws

4.6. 3 The following is considered reasonable diligence and governors can rely in good faith on:
4.6.3.1 Financial statements represented by officer or auditor to present fairly the financial position of the corporation
4.6.3.2 Report or advice of an officer or employee – if reasonable in the circumstances to rely on report or advice.
4.6.3.3 Report or advice of an expert: lawyer, accountant, engineer, appraiser, or other person whose profession lends credibility to statements made by them.

5.0 TERM AND VACANCIES

The length of term for governors shall be as per the Regulations. Vacancies on the Board, however caused, shall be filled in the manner provided in the Regulations.

5.1 Board appointed external governors and elected internal governors (other than the student governor) shall serve for a term of 3 years, commencing on the first day of September in the year of appointment or election, except as provided for in section 5.3.;

5.2 Each student governor shall be elected for a term of 1 year, commencing on the first day of September in the year of their election;

5.3 In the event that a Governor, who has been appointed or elected pursuant to section 5.1 or 5.2, ceases to be a member of the Board prior to the completion of their term a replacement will be appointed or elected to complete the former member's term.

5.4 The term of LGIC appointed Governors is set-out in the Order-in-Council appointment.

5.5 Notwithstanding the length of the term to which an internal governor may be elected, such term shall terminate upon such governor ceasing to be a student, academic staff member, administrative staff member or support staff member, as applicable. A student governor who graduates prior to the expiration of such student governor's term may continue to serve until the 31st day of August in such student's year of graduation;

5.6 No person shall serve as an external governor or internal governor (other than the student governor) for more than 6 consecutive years provided that after an absence of 2 years such

person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed 6 years in total;

5.7 The board may determine by board resolution that the six-year limit does not apply to a member who is serving as chair of the board, and the member shall immediately be eligible for reappointment or re-election to another term of office, provided that the member continues to serve as chair.

5.8 A member who continues to serve as chair pursuant to subsection 5.7 may not be a member of the board for more than eight consecutive years and subsequently is not eligible for reappointment or re-election to the board.

5.9 No person shall serve as the student governor for more than 4 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election for successive terms not to exceed 4 years in total.

5.10 All governors will consent to hold office before or within 10 ten days after election or appointment. Consents will be maintained by the college as part of the corporate record.

6.0 REMOVAL OF GOVERNOR(S)

6.1 The Board may remove a governor (other than the President or an LGIC appointment) from the Board by a resolution of the governors (enacted pursuant to section 6.2 below) if:

6.1.1 the governor has failed to attend, without leave of the Board, at least 50% of the regular meetings of the Board in any 12-month period or 4 successive meetings of the Board; or

6.1.2 the governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision-making at the Board; or

6.1.3 the governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest which is set forth in section 9 of this by-law; or

6.1.4 the governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in-camera sessions of the Board; or

6.1.5 the governor has failed to observe and perform the governor's fiduciary duty owed to the Corporation in that the governor has not acted with honesty, in good faith and in the best interests of the Board;

6.1.6 the Governor has failed to comply with the College's by-laws or policies including, without limitation, the Confidentiality and Code of Ethics Policy (and any replacement policy), and the Respectful College Community policy (and any replacement policy). or

6.1.7 the governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of Lambton:

6.1.7.1 harassment (including activities that would constitute harassment under College directives);

6.1.7.2 violence (including activities that would constitute violence under College directives);

6.1.7.3 conviction of a criminal offence;

6.1.7.4 conduct unbecoming of a member of the Board, including but not limited to improper use of authority or position, improper use of privileged or confidential information, conduct that is deemed to be detrimental to, or generally contrary to the mission and best interests of the Corporation;

6.1.7.5 discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College directives).

6.2 Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chairs are to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the "Grounds"). If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in-camera session, and the Board is to determine by resolution, passed by at least two-thirds of the votes cast, whether the Subject Governor is to be removed. The notice for the in-camera session is to specify the intention to pass a resolution removing the Subject Governor and the Grounds therefore. The Subject Governor is to be given an opportunity to respond to the Grounds by addressing the Board at the in-camera session but is to refrain from voting. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.

6.3 Any person who is removed as a governor from the Board may request the Board Executive Committee to review the decision to remove the person. The Executive Committee shall appoint an independent arbitrator to review the decision. As provided in section 6 of the Ontario Regulation 34/03 the arbitrator review shall:
i) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a member were in compliance with the by-law made under clause 6.1
ii) not include a review of whether the decision of the board was correct; and
iii) ensure that the chair of the board and the president of the college sign a written attestation that the removal process was carried out in accordance with the by-law. O. Reg. 169/10, s. 3.

6.4 If the Board believes that there exist reasons justifying the removal of an of an external member appointed by the LGIC, the Board may set those reasons out in a report to the Minister of Colleges and Universities for referral to the LGIC.

7.0 REMUNERATION OF GOVERNORS

7.1 The governors of the Corporation shall serve without remuneration and governors shall not directly or indirectly receive any gain from their position. Governors may be paid reasonable travel and living expenses incurred by them in the performance of their duties.

7.2 The provisions of section 7.1 shall apply equally to all members of committees and sub-committees of the Board.

8.0 PROTECTION OF GOVERNORS AND OFFICERS OF THE CORPORATION

8.1 Indemnification by the Board

Every governor, former governor, officer of the Board, and their heirs, estate trustees, and assigns and effects, respectively, shall be indemnified and saved harmless out of the funds of the Board, from and against:

8.1.1 all costs, charges and expenses whatsoever that they sustain or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such governor or officer, in or about the proper execution of the duties of their office if they acted honestly, in good faith, with a view to the best interest of the corporation and in cases of criminal or administrative proceedings enforceable by monetary penalty if they had reasonable belief the conduct was lawful; and,

8.1.2 all other costs, charges and expenses that they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such governor's or officer's own willful neglect or default.

8.2 No governor , former governor, or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Board through the insufficiency or deficiency of title to any property acquired by Lambton for or on behalf of Lambton or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Board shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such governor's or officer's own wrongful and willful act or through such governor's or officer's own wrongful and willful neglect or default.

8.3 The governors of the Board shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Board except such as shall have been submitted to and authorized or approved by the Board.

8.4 If any governor or officer of the Corporation shall be employed by or shall perform services for the Board otherwise than as a governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Board, the fact of his or her being a governor or officer of the Corporation shall not disentitle such governor or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

9.0 DISCLOSURE OF INTERESTS IN CONTRACTS AND CONFLICT OF INTEREST COMPLIANCE

In accordance with the Minister's Binding Policy Directive, the Chair, or in the absence of the Chair, the Vice-Chair, shall at the beginning of each meeting of the Board or any Committee, request a declaration of any conflict of interest by those governors present.

9.1 Every governor of the Board who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare the nature of their interest at a meeting of the Board or any committee of the Board. In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the Board or any committee of the Board at which the question of entering into the contract is first taken into consideration. If the governor is not present at that meeting and is interested in the contract, the governor must declare a conflict at the next meeting of the Board that the governor attends.

9.2 In a case where the governor becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board held after they become so interested.

9.3 For the purposes of this section, a general notice given to the governors of the Board by a governor to the effect that they are a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at the meeting of the Board at which the matter is considered, or the governor takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board after it is given.

9.4 If a governor has made a declaration of their interest in a proposed contract or contracts in compliance with this section and has not voted in respect of the contract, the governor is not accountable to the Board or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason of the holding of that office or of the fiduciary relationship established.

9.5 Notwithstanding anything in this section, a governor is not accountable to the Board or to any of its members or creditors for any profit realized from such contract and the contract is not voidable if it is confirmed by a majority of the votes cast at a general meeting of the Board duly called for that purpose and if the governor's interest in the contract is declared in the notice calling the meeting.

9.6 Any governor of the Board who declares a conflict of interest on a matter to be discussed during an in-camera meeting shall leave the meeting room while that subject is being discussed and voted upon, and shall not discuss, lobby or solicit on that subject.

9.7 The Secretary-Treasurer shall record in the Minutes of the meeting of the Board or any Committee the conflict of interest so declared on the part of any governor and, if relevant, shall record that the governor withdrew from the discussion and did not vote.

9.8 Notwithstanding anything in this section, the Board shall have a conflict-of-interest policy and procedures and governors are required to adhere to such policy and procedures.

10.0 FINANCIAL YEAR

Unless otherwise ordered by the Board of Governors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

11.0 OFFICERS OF THE BOARD

11.1 Officers

There shall be a Chair, a 1st Vice-Chair, a 2nd Vice-Chair, the President of the College, a Secretary -Treasurer, and such other officers as the Board may determine by resolution from time to time. The Chair and Vice-Chairs shall be external governors of the Board. The other officers of the Corporation (excepting the President who is a member of the Board by virtue of office) need not be members of the Board.

11.2 Appointment

At the May or June meeting of the Board each year, the Board shall elect from among its external members, a Chair and two Vice-Chairs. Following their election by resolution of the Board, the Chair and Vice-Chairs will assume their responsibilities on the 1st of September each year. If the Board shall fail to elect any or all such officers by September 1st, the incumbents for whom no

replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice-Chair whose term as governor has expired.

11.3 Removal

All Officers, in the absence of agreement to the contrary, shall be subject to removal from that office of the Board by resolution of the Board at any time with or without cause.

11.4 Duties of Officers

The duties of the Officers are as follows:

11.4.1 Chair

The Chair shall be elected annually and shall, when present, preside at all meetings of the Board. The Chair shall also be charged with the central management and supervision of the affairs and operation of the Board. The Chair shall, together with the Secretary-Treasurer or other officer appointed for the purpose, sign all by-laws of the Board; and shall sign such contracts, documents or instruments in writing as require Board signature. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the Chair and shall interpret the resolutions of the Board and the intent of the By-laws. The Chair is the official spokesperson for the Board and may delegate that duty from time to time.

11.4.2 Vice-Chairs

The Vice-Chairs shall be elected annually and shall have such powers and perform such duties as may be assigned by the Board, and in the absence or inability to act of the Chair, the 1st Vice-Chair, or in the absence or inability to act of the 1st Vice-Chair, the 2nd Vice-Chair, shall perform all the duties and have all the powers of the Chair.

11.4.3 President

The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President such authority to manage and direct the business and affairs of the College, except such matters and duties as by law must be transacted or performed by the Board, and further to employ and discharge agents and employees of Lambton College as the President may from time to time decide. The President shall conform to all lawful orders made by the Board and/or by the Chair thereof and shall at all reasonable times give to the governors or any of them all information they may require regarding the affairs of the Corporation and the College.

11.4.4 Secretary-Treasurer

The Secretary-Treasurer shall be the vice-president responsible for the Corporation's finances unless the Board shall otherwise determine in which event the Secretary-Treasurer shall be appointed annually. The Secretary-Treasurer has no voting authority. The Secretary-Treasurer shall:

- be ex-officio clerk of the Board;
- attend all meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;

- give or cause to be given, all notices required to be given to governors and to the public;
- be the custodian of the corporate seal of the Board and of all books, papers, records, correspondence, contracts and other documents belonging to the Board which shall be delivered up only when authorized by a resolution of the Board;
- in accordance with regulations and policy directives made under the Ontario Colleges of Applied Arts and Technology Act, 2002 as may be amended from time to time and any other applicable statute or regulation, keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board;
- disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore;
- provide whenever required by the Board an account of the financial position of the Corporation;
- co-operate with the auditors appointed by the Board during any audit of the accounts of the Corporation; and,
- perform such other duties as may from time to time be determined by the Board.

11.4.5 Other Officers

The duties of all other Officers of the Corporation shall, subject to the provisions of any applicable statute or regulation, be such as the terms of their engagement call for or the Board or the President require of them.

11.5 Vacancies

If the office of the Chair, 1st Vice-Chair or 2nd Vice-Chair, or one or more of them, shall become vacant by any reason, the Board shall elect one of the external governors to fill such vacancy.

11.5.1 If the office of the Secretary-Treasurer or President, or one or more of them, shall become vacant, such vacancy shall be filled as the Board may appoint.

11.6 Delegation of Duties of Officers

In the case of the absence or inability to act of the Chair, a Vice-Chair or another Officer of the Board or for any other reason that the governors may deem sufficient, the governors may delegate all or any of the powers of such Officer to any other Officer or to any external governor for the time being.

12.0 MEETINGS

Except as required to the contrary by the Regulations:

12.1 Annual and General Meeting Dates

The Board may appoint a day or days in any month or months for regular meetings of its members at a prescribed hour, and in respect of such regular meetings, except as hereinafter specifically set forth, no notice need be given. The annual general meeting shall be the meeting at which the audited financial statements are received. The Board may consider and transact any business either special or general without any notice thereof at any meeting of the Board.

12.2 Quorum

Not less than 50% of the total Board membership plus 1 as defined in 4.1 shall form a quorum for the transaction of business. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

12.3 A governor participating in discussions at a meeting of the Board and/or Committee by teleconference or videoconference shall be deemed as in attendance for quorum purposes.

12.4 A governor who has declared or is found to be in conflict of interest with respect to an agenda item, but was present at the beginning of the meeting, may be counted to determine the presence of a quorum

12.4.1 Notwithstanding 12.4, no less than 50% of the total Board membership as defined in 4.1 must be present and eligible to vote in order for the Board to maintain quorum.

12.5 Special Meetings

Any special general meeting of the members of the Board may be formally called by the Chair, the Vice-Chair(s), the President or by the Secretary-Treasurer on the direction of the Chair or of the Vice-Chair (s), or by any four voting members of the Board.

12.6 Location

The meetings of the members of the Board shall be held at the REGISTERED Office, or at such other place or places as the Board may from time to time determine.

12.7 In-camera Meetings

In-camera Meetings to consider matters determined by the Board of Governors to be confidential to the Board, or otherwise permitted or required by the regulations to be held in-camera, shall be held either before or after each regular meeting of the Board as shall from time to time be determined by the Board, or at such other time or times as may be determined by the person or persons calling the meeting. Without limiting the foregoing, matters relating to individual personnel decisions, general litigation, purchase or selling of real property, shall be discussed in-camera.

12.8 Notice

Except for regularly scheduled meetings, which shall require no notice other than as set out above, notice of meetings of the Board be couriered, emailed or telephoned to each member of the Board not less than twenty-four (24) hours before the meeting is to take place or shall be emailed to each member of the Board not less than five (5) days before the meeting is to take place. Regularly scheduled meetings of the Board shall be published annually.

12.8.1 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Board shall invalidate such meeting or make

void any proceedings taken there at and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

12.9 Minutes of Meetings

12. 9.1 The minutes of each Board meeting shall be approved at the following meeting and confirmed under the signature of the Chair and **a** copy of the resolutions must be kept with the meeting minutes.

12.9.2 Certified copies of the minutes from meetings may be introduced as evidence in any action or proceeding

12.10 Adjournment / Recommence

Any meeting of the members of the Board may be adjourned and recommenced at a later date without prior notice.

12.11 Voting

12.11.1 Except for votes to amend or adopt by-laws, every question submitted to any meeting of members of the Board shall be decided by a majority of votes given by the members present in person or attending by telephone or videoconference, who shall each be entitled to one vote. In the case of an equality of votes, the motion shall be lost. At any meeting, unless a poll is demanded, a declaration of the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting of the Board of Governors shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.11.2 Votes to amend or adopt by-laws shall require a two-thirds majority.

12.11.3 Governor Deemed Consent to Resolutions

A governor present at a meeting is deemed to have consented to any resolution passed, unless:

- Their dissent is recorded in the minutes;
- They request that their dissent be entered into the minutes;
- They give their dissent to the secretary of the meeting before it ends; or
- They submit their dissent immediately after the meeting ends.
- If a governor votes or consents to a resolution, they are not entitled to enter a dissent.
- If a governor is not present at a meeting, the governor is deemed to have consented to any resolution or action at that meeting, unless they dissent within 7 days of becoming aware of the resolution.

12.12 Chair

In the absence of the Chair, the 1st Vice-Chair shall chair the meeting. In the absence of the Chair and the 1st Vice-Chair of the Board of Governors, the 2nd Vice-Chair shall chair the meeting. In the 2nd Vice-Chair's absence, the members at any meeting of members shall choose one of their voting members to chair the meeting.

13.0 EXECUTION OF DOCUMENTS

13.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or person or persons, whether or not officers of the College, and in such manner as the Board may from time to time designate by resolution.

13.2 Contracts, Documents, etc. or Instruments in Writing: Contracts, documents, or instruments in writing required to be signed by the Board may be signed by any two of the Chair, the Vice-Chairs, President (or Secretary-Treasurer in the absence of the President), and all contracts, documents or instruments in writing so signed shall be binding upon the Board without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Board either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

13.2.1 The corporate seal of the Board may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

13.2.2 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

13.2.3 In particular, without limiting the generality of the foregoing, any two of the Chair, the Vice-Chairs, President, or the Secretary-Treasurer in the absence of the President, are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Board in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

13.2.4 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Board may or shall be executed.

14.0 BOOKS AND RECORDS

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

14.1 Without limiting the generality of section 14.0 above, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board. Approved minutes of open meetings shall be available to the public.

14.2 The By-laws of the Corporation shall be open to examination by the public during normal office hours of Lambton College and whenever possible shall be available to the public at no charge on Lambton College's website.

15.0 AUDITORS AND REPORTING

The Board shall appoint an auditor licensed under the Public Accountancy Act who shall be instructed to prepare for submission to the Minister and any other agencies as required by legislation, audited financial statement(s) for the preceding year and other reports as required.

15.1 The Corporation must give notice of meetings to the auditor who is entitled to attend the Finance and Property Committee meetings at the expense of the corporation and entitled to be heard at the meeting.

15.2 The Corporation must allow the auditor to attend the Finance and Property Committee meeting if a member so requests.

15.3 The President shall abstain from voting on all matters related to audited financial statements and reports.

16.0 POWERS

The Board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do, as provided by any applicable statute, law or regulation.

16.1 The Board of Governors is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of, shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property movable or immovable, real or personal, or any right or interest therein owned by the Board for such consideration and upon such terms and conditions as it may deem advisable, without the written approval of the Minister except that use of the proceeds from sale or encumbrance of real property acquired with provincial funds will continue to require the approval of the Minister.

16.2 The Board shall have the power to set policies.

16.3 The Board shall establish the process for the selection of the President. The Board shall appoint the President, establish compensation, delegate responsibility for the performance and operation of Lambton College, and evaluate the President's performance.

17.0 COMMITTEES

In addition to the committees hereinafter specifically provided for and the Advisory Committees for each program of instruction required by the regulations, the Board may, from time to time, appoint standing and ad hoc committees consisting of such persons as may from time to time be appointed members thereof by the Board, to act in such capacity as the Board may determine in connection with the particular field of activity referred to each of such committees. The members of all committees shall hold office during the pleasure of the Board.

17.1 The Board may fill any vacancies occurring from time to time in such committees and, except for committees required by the regulations, might abolish and from time to time reappoint any such committee.

17.2 If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books or an electronic database for that purpose, which shall always be open for the inspection of any member of the Board. The minutes of each meeting of any such committee

shall be approved at the following committee meeting and confirmed under the signature of the Chair of the meeting.

17.3 Unless otherwise determined by the Board, quorum for any such committee is a majority of the committee members. Questions arising at any meeting of a committee shall be decided by a majority of members and in the case of an equality of votes, the motion shall be lost. A governor participating in a meeting virtually shall be deemed as in attendance for quorum purposes.

18.0 EXECUTIVE COMMITTEE

The Executive Committee established by resolution of the Board of Governors is hereby confirmed and continued to advise and assist the governors in carrying on the affairs of the Board.

18.1 The responsibilities of the Executive Committee are:

18.1.1 To receive, evaluate and recommend to the Board appropriate action on any matter referred to the Committee by the Board or the President.

18.1.2 During intervals between regular meetings of the Board, to take such action as the Committee deems necessary upon significant matters that cannot reasonably be delayed until the next scheduled meeting of the Board, and when a special Board meeting is not possible or not deemed necessary, and further, to report such action to the Board not later than the date of the next scheduled meeting of the Board.

18.1.3 Notwithstanding 18.1.2 the following non-delegable powers must be exercised by the full board of governors:

4.6.4.1 Filling board vacancies/auditor vacancies;
4.6.4.2 Issuing debt obligations (except as specifically authorized by governors);
4.6.4.3 Approving financial statements;
4.6.4.4 Adopting, amending and repealing by-laws;

18.1.4 Ratification of the actions of the Executive Committee shall be sought from the Board at the next scheduled meeting of the Board or at such other meeting of the Board duly called.

18.2 The Executive Committee shall be composed of the Chair, 1st Vice-Chair, 2nd Vice-Chair, and the President. The Chair shall be authorized to appoint other governors/senior officers of the Corporation to a total of seven members.

19.0 FINANCE & PROPERTY COMMITTEE

The Finance & Property Committee heretofore established by resolution of the Board, shall advise and assist the Board of Governors in carrying out the affairs of the Board in connection with matters set forth below, and shall ensure the sound financial management of the Corporation by making sure that financial safeguards are well established and maintained.

19.1 The responsibilities of the Finance and Property Committee are:

19.1.1 To review proposed operating and capital budgets and the rationale thereof, and upon acceptance, recommend same to the Board.

19.1.2 To review and monitor financial matters (reports and performance) opposite the approved budgets (operating and capital), and ensure timely reporting to the Board on deemed significant deviations (real or anticipated), and recommended corrective actions.

19.1.3 The Committee must review all matters concerning the Corporation's audited financial reports and financial statements, including recommending to the Board, the appointment of the auditors who shall be licensed under the Public Accountancy Act, to audit the accounts and transactions of the Corporation by June 30th of each year.

19.1.4 The Committee must be notified by a governor or officer if a governor or officer becomes aware of a misstatement in financial statements.

19.1.5 To recommend to the Board any operating or capital expenditures in excess of the Board-approved budgets (including the contingency fund).

19.1.6 To ensure appropriate asset protection and loss prevention provisions are in place and reviewed regularly (annually). This includes maintenance, fire protection, security, and insurance.

19.1.7 To review and recommend to the Board and where required by Regulation, to the Minister, the acquisition or disposition of any Corporation real property (land, buildings).

19.1.8 To recommend to the Board an Investment Policy for any surplus or reserve funds for the Corporation within the limits of appropriate legislation.

19.1.9 To ensure that proper records and books of account are kept for safekeeping.

19.2 The Finance and Property Committee will consist of at least five (5) Board members, the majority of whom shall be external members. In addition, the majority of the committee members must not be Officers or Employees of the Corporation or any of its affiliates. The Committee shall include the Chair of the Board, a Vice-Chair of the Board who shall chair the Committee, the President and other Board members appointed by the Chair. In addition, the Committee shall include the Secretary-Treasurer of the Board, who shall be a non-voting member.

19.3 The Committee shall meet at least four (4) times during the period from September to June, or upon call of the Chair, and shall ensure that proper minutes are kept and available to the Board.

19.3.1 A quorum shall consist of a majority of Committee members, providing that the majority of Committee members in attendance are external governors.

19.3.2 Unless otherwise designated by the Chair, the meetings shall be in-camera.

20.0 PROGRAMS AND SERVICES COMMITTEE

The Programs and Services Committee heretofore established by resolution of the Board shall advise and assist the governors in carrying on the affairs of the College in connection with matters that pertain to academic programs and student services.

20.1 The responsibilities of the Programs and Services Committee are:

20.1.1 Make recommendations to the Board on matters related to the establishment, delivery, or continuance of programs and academic services provided by the College and on appointment of members to Program Advisory Committees.

20.1.2 Consider recommendations and advice referred to the Committee from program advisory committees regarding programs of instruction and the introduction of new programs of instruction and ensure the College is providing relevant, high quality, accountable, and accessible education and training that fulfills the Board's Strategic Plan.

20.1.3 Based on Ministry guidelines for Key Performance Indicators (KPI), monitor the assessment of programs and student services against KPI standards and ensure progress towards improvement.

20.1.4 Based on the Program Revitalization and Rationalization Policy, monitor all programs against the criteria outlined and make recommendations to the Board with respect to revitalization or suspension of certain programs when criteria is not being met.

20.1.5 Review any specific issue referred to the Committee by the Board, and make recommendations to the Board as soon as possible.

20.2 The Programs and Services Committee will consist of at least five (5) Board members, the majority of whom shall be external members. The committee shall include the Chair of the Board, a Vice-Chair of the Board who shall chair the Committee, the President, an internal governor, and other members appointed by the Chair.

20.3 The Programs and Services Committee shall hold a minimum of four (4) meetings during each academic year and shall ensure that proper minutes are kept and available to the Board.

20.3.1 A quorum shall consist of a majority of Committee members with voting privileges.

20.3.2 Unless otherwise designated by the Chair, the meetings shall be in-camera.

21.0 NOMINATION COMMITTEE

The Nomination Committee heretofore established by resolution of the Board shall advise and assist the governors in a process to select candidates for membership vacancies that arise. The membership of the committee should consist of three Governors. When the committee is interviewing a replacement from the same organization, the member will excuse him or herself from the interview process with a declared conflict of interest.

21.1 The responsibilities of the Nomination Committee are:

a. Develop the annual candidate search profile and process.
b. Seek candidates for the Board using means including advertising in local media and on the College's website and require all candidates to complete an application form.
In the event that no qualified applicant applies the committee will recruit from that sector.
c. Request a volunteer from the Lambton College Indigenous Education Council as per the Council's Terms of Reference when appointing an Indigenous representative to the Board of Governors.
d. Conduct structured interviews with selected candidates.

e. The principle governing the selection of nominees shall be based on merit. and the following criteria:
   i. Nominees will reflect diversity in relevant backgrounds and the Board's Economic Sector Matrix
   ii. Nominees will be candidates demonstrating the skills and knowledge necessary to support the strategic directions of the College
   iii. Nominees will be candidates committed to the principles and values of public service
   iv. Nominees should as much as possible reflect the Board's Economic Sector Matrix, recognizing the above criteria are the priority
f. Report to the Board on work-in-progress regarding the status of potential candidates.
g. Prepare a final report on nominations for the approval of the Board

22.0 EXECUTIVE PERFORMANCE AND COMPENSATION COMMITTEE

The Executive Performance and Compensation Committee heretofore established by resolution of the Board will advise and assist the governors in matters that pertain to regular performance assessments of the president.

22.1 The Executive Performance and Compensation Committee will have a chair appointed by the Board and at least two other board members, one of whom should be the Chair of the Board.

22.2 The Executive Performance and Compensation Committee shall oversee and conduct the evaluation process as per the Policy for Presidential Evaluation Policy No. 2-001 and the Lambton College President and CEO Evaluation Form.

22.3 The Executive Compensation Committee may develop other evaluation tools and/or processes in consultation with the president and subject to approval by the Board.

23.0 CONFLICT

23.1 The Board having been established pursuant to the Ontario Colleges of Applied Arts and Technology Act 2002, this by-law is in addition to the said Act and the Regulations and the Minister's Binding Policy Directives made thereunder. Should any provision in this by-law or any further by-laws enacted by the Board conflict with the said Ontario Colleges of Applied Arts and Technology Act 2002, Regulations and Minister's Binding Policy Directives, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said by-laws.

23.2 The Ontario Colleges of Applied Arts and Technology Act 2002 identifies each college as a Crown agency and the Board as a corporation without share capital. As such, the Board is subject to the provisions of the Corporations Act, except where limited by the Ontario Colleges of Applied Arts and Technology Act 2002, its Regulations, and the Minister's Binding Policy Directives. The Board is also subject to provincial legislation such as, but not limited to, the Financial Administration Act, Ombudsman Act and Freedom of Information and Protection of Privacy Act and any other provincial and federal legislation and regulations applicable to non-share corporations and agencies of the Crown. Should any provision in this by-law or any further by-laws enacted by the Board conflict with any legislation or regulations judged to be applicable to the Board, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said by-laws.

24.0 This by-law becomes effective on the date that it is passed and the pre-existing by-law (s) relating to the conduct of the affairs of the Board are repealed as of said date.

Amended and Approved by the Board of Governors of the Lambton College of Applied Arts and Technology,

this 29 day of October, 2026

Corporate Seal

Original signed by:

Jason McMichael

Original signed by:

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Spencer Dickson, Secretary-Treasurer