

BOARD OF GOVERNORS: BYLAWS

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1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- a) **“Act”** means the *Post-Secondary Learning Act* (Alberta) and the regulations thereunder, as amended from time to time;
- b) **“Banff Centre”** means the public post-secondary institution constituted under the *Act* and incorporated as "Board of Governors of The Banff Centre";
- c) **“Banff Centre Seal”** means the corporate seal of Banff Centre;
- d) **“Board”** means the Board of Governors of Banff Centre;
- e) **“Board Appointed Governor”** means a Governor of the Board under s. 52(1)(d) of the *Act*, who is nominated by the Governance and Nominating Committee and appointed by the Board, and includes the Parks Board Appointed Governor;
- f) **“Board Office”** means the administrative office for the Board of Governors, which is managed by the Board Secretary;
- g) **“Board Secretary”** means the individual appointed by the President and reporting to the Corporate Secretary who supports the Board;
- h) **“Business Day”** means a day other than a day that Banff Centre is closed or a Saturday, Sunday, statutory or civic holiday in Banff, Alberta;
- i) **“Bylaws”** means these Bylaws of the Board;
- j) **“Chair”** means the individual appointed by the Lieutenant Governor-in-Council through an Order-in-Council to serve as Chair of the Board under s. 52(1)(a) of the *Act*;
- k) **“Committee”** means a standing or special committee established by the Board.

- l) “**Committee Chair**” means the individual appointed by the Board to serve as chair of a Committee;
- m) “**Confidential Matters**” include matters that relate to, among other things: the security of Banff Centre’s property and community; personal information about an individual; competitive advantages; proposed or pending acquisition of property; labour relations with the Canadian Union of Public Employees Local 4318; litigation or potential litigation; communications involving the Board obtaining or receiving legal advice; strategy for meetings or discussions with the Minister or other governmental representatives; questions of privilege of the Board or Governors; business or contractual relations where confidentiality has been requested by the originator; conflict of interest of a Governor; or other matters as determined by the Chair in consultation with the President;
- n) “**Consent Agenda**” means an agenda of routine, informational, non-controversial, or non-substantive matters brought before the Board, as part of its regular agenda, for approval through a single motion;
- o) “**Corporate Secretary**” means the individual appointed by the President who supports the Board;
- p) “**External Advisor**” means a person external to Banff Centre, who is neither a Governor of the Board nor a Non-Governor Committee Member, engaged to provide advice to the Board or a Committee;
- q) “**Ex-Officio**” means a person who holds a role because of the office or position they have and who ceases to hold the role when the office or position terminates;
- r) “**Fiscal Year**” means the financial fiscal year in which Banff Centre prepares annual consolidated financial statements and shall commence on April 1 in each year and end on March 31 in the following year, unless otherwise directed by the Minister, the *Act*, or other applicable law;
- s) “**Government Appointed Governors**” means a Governor of the Board who has been appointed by the Lieutenant Governor-in-Council under s. 51(1)(a) and (c) of the *Act*;
- t) “**Governor**” means a Governor of the Board;
- u) “**Internal Resource**” means a non-voting individual from Banff Centre who attends and participates in discussion at Board and Committee meetings, generally including members of the Leadership Team.
- v) “**Leadership Team**” means those individuals employed by Banff Centre and reporting directly to the President including, but not limited to, the Vice-Presidents, Chief Financial Officer and General Counsel.
- w) “**Mandate**” means the mandate of Banff Centre as approved by the Minister in

accordance with the *Act*;

- x) “**Minister**” means the Minister responsible for the *Act*;
- y) “**Non-Governor Committee Member**” means a person external to Banff Centre who is not a Governor of the Board;
- z) “**Parks Board Appointed Governor**” means the Governor who has been nominated by the Minister of the Crown in right of Canada charged with the administration of the *National Parks Act* (Canada) as required by s. 52(1)(d) of the *Act*.
- aa) “**President**” means the individual as constituted in the *Act* and appointed by the Board to serve as President and Chief Executive Officer of Banff Centre, and who serves on the Board under s. 52(1)(c) of the *Act*;
- bb) “**Vice Chair**” means the Governor appointed by the Board to serve as Vice Chair of the Board and to serve as chair under s. 52(2) of the *Act*.

All terms contained in these Bylaws which are not defined and which are defined in the *Act* have the meaning given in the *Act*.

1.2 Interpretation of Bylaws

- 1.2.1 The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board on any question of interpretation, or upon any matters affecting Banff Centre and provided for by these Bylaws, shall be final and binding, subject to any conflict with the *Act*. To the extent any part of these Bylaws are inconsistent with the provisions of the *Act* the *Act* shall prevail.
- 1.2.2 In these Bylaws, all reference to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders.
- 1.2.3 The insertion of headings in these Bylaws and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of these Bylaws.

1.3 Invalidity of Bylaw Provision

- 1.3.1 The invalidity or unenforceability of any provision of these Bylaws does not affect the validity or enforceability of the remaining provisions.

1.4 Application of Bylaws

- 1.4.1 These Bylaws apply to Governors, any Committee of the Board, and other such individuals as may engage with the Board from time to time.

2 STATUTORY BASIS OF BYLAWS

2.1 Overview

The Bylaws provide guidance and structure to the proceedings of the Board in fulfilling its obligations and duties under the *Act* to oversee the management and operations of Banff Centre consistent with its Mandate, as approved by the Minister.

The day-to-day leadership, management, and operations of Banff Centre are delegated to the President.

2.2 Authority of the Bylaws

These Bylaws are enacted in accordance with the *Act*.

In the event of a conflict between the provisions of these Bylaws and the provisions of the *Act*, the provisions of the *Act* shall govern.

These Bylaws take precedence over any policies, procedures, standards, protocols, or terms of reference adopted by the Board, except where expressly indicated in these Bylaws.

3 THE BOARD

3.1 Composition

3.1.1 As prescribed in the *Act*, the Board is comprised of:

- a) Chair;
- b) President;
- c) Board Appointed Governors, including the Parks Board Appointed Governor; and
- d) Government Appointed Governors.

3.2 Term of Office

3.2.1 The term of office for Governors, including the Chair, does not exceed three years as prescribed in s. 56(1) of the *Act*.

3.2.2 The term of office for the President is as set out in the contract between the President and the Board. The President is a Governor so long as the President holds that office.

3.3 Recruitment and Appointment

3.3.1 The recruitment of both Board Appointed Governors and Government Appointed Governors is competency based and reflective of the Board's overall goal to achieve an equitable, diverse and inclusive Governorship.

3.3.2 With the support of the Board Office, the Board performs on-going succession planning by tracking upcoming vacancies, conducting a skills gap assessment using a competency

and experience matrix, identifying competency gaps and identifying and maintaining a list of potential candidates.

- 3.3.3 The Board works with the Government of Alberta to identify candidates who may be considered by the Government of Alberta for appointment as Government Appointed Governors through the Government of Alberta's appointment process.
- 3.3.4 The Governance and Nominating Committee will identify candidates who may be considered by the Board for appointment as Board Appointed Governors. To be appointed as a Board Appointed Governor, a candidate must be approved by at least two-thirds of the Governors in attendance at a duly constituted meeting of the Board.

3.4 Reappointment, Resignation, Removal and Vacancies

- 3.4.1 **Board Appointed Governor.** The term of office of a Board Appointed Governor concludes after the date indicated in the Board motion that appointed the Board Appointed Governor on the earlier of the person's successor being appointed or the elapse of 3 months after the end of the appointment term, unless:
 - a) The Board Appointed Governor is reappointed by the Board by at least two-thirds of the Governors in attendance at a duly constituted meeting of the Board for a term not exceeding three years and not resulting in the Board Appointed Governor serving as a Governor for a total of more than six years under s.56(2) of the *Act*;
 - b) The Board Appointed Governor resigns by sending notice in writing to the Chair and the Minister with a copy to the Board Office. The Board Appointed Governor's resignation date shall be the date indicated in the notice or if no effective date is specified, the date the Board Office receives the resignation; or
 - c) The Board Appointed Governor's appointment is terminated by the Board by simple majority of those present at a duly constituted meeting because the Board Appointed Governor has:
 - i. Breached the standards of conduct or responsibilities as set out in these Bylaws, Banff Centre policies or the Code of Conduct;
 - ii. Disclosed information that might impact the ability of Banff Centre to carry out its responsibilities or information relating to the personal interest, reputation or privacy of an individual; or
 - iii. Become no longer capable of acting or of fulfilling the duties of a Governor, including by being mentally incompetent to make Board related decisions.

The Board Appointed Governor's appointment shall terminate on the date of the termination resolution.

- 3.4.2 **Government Appointed Governor.** The term of office of a Government Appointed

Governor concludes when the Order-in-Council that appointed the Government Appointed Governor is no longer valid, which occurs upon the earlier of the person's successor being appointed or the elapse of 3 months after the end of the appointment term, unless:

- d) The Government Appointed Governor is reappointed by Order-in-Council for a term not exceeding three years and not resulting in the Board Appointed Governor serving as a Governor for a total of more than six years under s.56(2) of the *Act*;
- a) The Government Appointed Governor resigns by sending notice in writing to the Chair and the Minister with a copy to the Board Office. The Government Appointed Governor's resignation date shall be the date indicated in the notice or if no effective date is specified, the date the Board Office receives the resignation; or
- b) The Government Appointed Governor's appointment is rescinded by Order-in-Council.

By simple majority vote at a duly constituted meeting of the Board, the Board may resolve to petition the Minister to rescind the appointment of a Government Appointed Governor who has:

- a) Breached the standards of conduct or responsibilities as set out in these Bylaws, Banff Centre policies or the Code of Conduct;
- b) Disclosed information that might impact the ability of Banff Centre to carry out its responsibilities or information relating to the personal interest, reputation or privacy of an individual; or
- c) Become no longer capable of acting or of fulfilling the duties of a Governor, including by being mentally incompetent to make Board-related decisions.

3.5 Remuneration

3.5.1 Governors will not be remunerated for their service. Banff Centre will reimburse Governors for reasonable expenses incurred in the performance of their duties in accordance with Banff Centre's policies in effect from time to time.

4 ROLE, POWERS AND RESPONSIBILITIES

4.1 Role, Powers, Duties and Responsibilities of the Board

4.1.1 The Board is a governing body established by the *Act* and derives its powers from the *Act*. The Board has the capacity, and subject to the *Act*, the rights, powers and privileges of a natural person.

4.1.2 The Board is legislated by the *Act* to manage and operate Banff Centre in accordance with Banff Centre's Mandate and to act in the best interests of Banff Centre. The principal role and legal duty of the Board is to oversee the management and operations of Banff Centre's business and affairs. Except for those matters where final authority is assigned by the *Act* to other bodies or persons, the governance of Banff Centre, the control of its property and revenues, and the conduct of its business affairs are vested in the Board.

4.1.3 Subject to the *Act*, the major responsibilities of the Board include:

- a) To act in the best interests of Banff Centre;
- b) To approve and advance the long-term vision, mission, and strategic direction of Banff Centre;
- c) To ensure Banff Centre has an effective strategic planning process and approving the strategic plan;
- d) To approve an annual budget and to approve the allocation of resources consistent with the achievement of the Mandate;
- e) To approve and ensure policies are in place in areas of mandated responsibility including, but not limited to Banff Centre's monetary, physical, environmental, intellectual, and human resources in accordance with Banff Centre's policy framework;
- f) To provide Banff Centre administration with the support, authority, and responsibility required to lead and manage its affairs successfully;
- g) To recruit, appoint, evaluate and make decisions regarding the President;
- h) To oversee Banff Centre's enterprise risk management program;
- i) To ensure the integrity of Banff Centre's internal controls and information management systems;
- j) To monitor the achievement of Banff Centre's goals;
- k) To establish a framework for the conduct of the Board and to assess the Board's effectiveness;
- l) To support Banff Centre's autonomy and system of governance; and
- m) To advocate on behalf of Banff Centre to the external community.

4.2 Delegation

4.2.1 The Board may delegate in writing any of its powers, duties or functions to any person or Committee, except the power to make bylaws. The Board has the right to revoke or alter

any delegation at any time.

4.3 Responsibilities of Governors

4.3.1 Governors have a fiduciary responsibility and are expected to act honestly, in good faith, and in the best interests of Banff Centre.

4.3.2 Although Governors bring special expertise and points of view to the Board's deliberations, the best interests of Banff Centre remain paramount in all Board activities. Governors must be conscientious in contributing to and helping the Board fulfill its responsibilities and are prohibited from acting in self-interest or furthering their private interests by virtue of their position or through carrying out their duties.

4.3.3 The responsibilities of Governors include:

- a) Familiarizing themselves with and adhering to the Board's role in governing Banff Centre, these Bylaws, the Code of Conduct, Terms of Reference of any Committees on which the Governors serves, Banff Centre policies applicable to Governors including, the *Act* and other applicable legislation;
- b) Preparing for, attending, and actively participating in regular and special Board meetings;
- c) Sitting on Committees and attending and actively participating in Committee meetings, as required;
- d) Advocating for Banff Centre in securing resources in addition to government grants for the support of Banff Centre;
- e) Keeping informed and abreast of relevant provincial, national, and international post-secondary education, arts, cultural and indigenous issues, as well as developments within Banff Centre;
- f) Acting in an ethical and impartial manner and identifying and exercising good judgment regarding real, perceived or potential conflicts of interest;
- g) Respecting the difference between matters of policy (Board's responsibility) and matters of administration (President's responsibility);
- h) Discussing issues frankly and respectfully at all meetings and abiding by the will of the simple majority of the Board;
- i) Actively participating in assessing the Board's performance and contribution to Banff Centre;
- j) Participating in Banff Centre activities as required;
- k) Sharing responsibility for building group cohesiveness; and

- l) Maintaining confidentiality over Board matters, discussions and materials in accordance with the terms of these Bylaws, relevant legislation and good governance practices.

4.3.4 Governors shall be apprised of the contents of these Bylaws and the Board Code of Conduct as part of their orientation.

4.4 Code of Conduct

4.4.1 While not subject to the *Conflict of Interest Act* (Alberta), the Board has established a Code of Conduct that provides guidance and structure to the Board in fulfilling its obligations and duties under the *Act*, including addressing conflicts of interest and ethical conduct, in a way that is consistent with the codes of conduct of other public post-secondary institutions in Alberta.

4.4.2 The Code of Conduct applies to all Governors, who will carry out the duties of their office in accordance with the Code of Conduct.

4.5 Confidential Information

4.5.1 Each Governor owes a duty of confidence to Banff Centre and will undertake to keep all confidential or proprietary information in strictest confidence.

4.5.2 Except where disclosure is authorized by Banff Centre policy, requested by the Minister, required by law, or otherwise determined by the Board, the Governors, Non-Governor Committee Governors, Internal Resources and External Advisors will protect confidential information and respect the confidentiality of proceedings at closed and in camera sessions of the Board, its Committees, and other internal and external meetings. It is the responsibility of all individuals who receive confidential information to ensure the security of all confidential information entrusted to them at all times.

4.5.3 All Board records provided to Governors for individual use or created by a Governor during their term as a Governor, remain the property of the Board and will be returned to the Board at the request of the Board.

4.5.4 This duty of confidence and obligation to not disclose confidential or proprietary information remains binding on Governors after the expiration of their appointment and continues indefinitely.

5 BOARD OFFICERS

5.1 Chair

5.1.1 The Chair is appointed by the Lieutenant Governor in Council and is the presiding officer of the Board.

5.1.2 The Chair leads the Board in all aspects of work and is responsible for effectively managing the affairs of the Board and ensuring the Board is properly organized,

functions effectively, and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the Board and a culture where the Board works ethically, respectfully and cohesively in the best interests of Banff Centre.

- 5.1.3 The Chair is the official spokesperson of the Board, an official signatory of Banff Centre, and serves as a link between the Board, President, and government officials. With direction and approval from the Board, the Chair represents the Board and its interests in dealing with government officials, the President, stakeholders, and the community.

5.2 Vice Chair

- 5.2.1 The Board will appoint a Governor as Vice Chair for a designated period. The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out the Chair's responsibilities, and will have those additional powers and duties assigned by the Board from time to time.

5.3 President

- 5.3.1 The President is appointed by the Board and reports to and is accountable to the Board for the successful operation of Banff Centre, development and implementation of a Board-approved strategic plan, advancing and executing policy recommendations and ensuring adherence to the Mandate.

- 5.3.2 The President has all the powers required for the execution of these duties, as well as other powers and duties as may be assigned to them by the Board.

5.4 Corporate Secretary

- 5.4.1 The Corporate Secretary provides guidance and supports good governance at Banff Centre. The Corporate Secretary is appointed by, and reports to, the President.

5.5 Board Secretary

- 5.5.1 The Board Secretary is responsible for the records and minutes of the Board. The Board Secretary has the powers, duties and responsibilities as assigned by the Corporate Secretary or that are incidental to the role of the Board Secretary
- 5.5.2 The Board Secretary shall act as secretary at meetings of the Board, except for in camera sessions.

6 MEETINGS

6.1 Schedule and Notice

- 6.1.1 The Board will meet at least four times per year and Governors will be provided with a calendar of meeting dates and locations for regularly scheduled Board and Committee meetings in advance of each Fiscal Year (the "Board Calendar"). Receipt of the Board Calendar is deemed to be sufficient notice to all Governors of meetings on the Board

Calendar.

- 6.1.2 Additional regular or special meetings may be called by the Chair as necessary. Additional regular or special meetings may also be called by the Board Secretary upon receipt of the written request of at least three Governors. A Board meeting may be postponed or cancelled by agreement of the Chair and the President (or delegate).
- 6.1.3 Notice of any meetings that do not appear in the Board Calendar will be provided at least three Business Days in advance of the meeting date.
- 6.1.4 The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.
- 6.1.5 A meeting may also be held at any time and at any place without due notice if:
 - a) all Governors are present at the meeting, unless a Governor attends solely for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called; or
 - b) if those Governors who are absent, consent in writing to the meeting being held in their absence.

6.2 Quorum

- 6.2.1 The quorum for all Board meetings is a simple majority of the Governors currently on the Board.

6.3 Conduct of Meetings

- 6.3.1 Meetings will be conducted in accordance with applicable laws and these Bylaws.
- 6.3.2 Except to the extent otherwise provided in these Bylaws, Robert's Rules of Order, as published from time to time, shall be followed at all meetings of the Board and Committees.
- 6.3.3 Where applicable laws, these Bylaws, or Robert's Rules of Order are silent on the matter, as determined by a ruling of the chair, the chair will make a ruling acting reasonably. The chair is responsible for the orderly conduct of Board meetings and will maintain order and decorum and exercise the authority to exclude or cause to be removed from the meeting any person whose improper conduct impedes the orderly transaction of business of the Board.
- 6.3.4 The chair may consult the Corporate Secretary for guidance on the conduct of meetings, and the Chair retains the discretion to make a final and binding determination on the matter, subject to a challenge as provided below.
- 6.3.5 A chair's determination may be nullified where a motion challenging the determination has been duly moved, seconded and approved by a majority of the votes cast by the

Governors present and voting at the meeting.

- 6.3.6 In the event that the Chair is unable to attend a specific meeting, the Vice Chair, or such other Governor appointed by a majority of the Governors in attendance at a duly constituted meeting, will act as chair for that meeting.

6.4 Open, Closed and In Camera Sessions

- 6.4.1 The Board may hold open, closed and in camera meetings or sessions of the Board in compliance with the *Freedom of Information and Protection of Privacy Act (Alberta)*, and all other applicable laws.
- 6.4.2 With the exception of equipment used expressly by the Board Office for the meeting, any private or unauthorized use of a recording or broadcasting device during meetings of the Board for the purpose of recording or broadcasting the content of the meeting is prohibited. The expression “recording or broadcasting device” includes any equipment that can be used to record or broadcast either through photography, videotaping or audio recording, an image, sound or a conversation, including cameras, mobile and cellular telephones, smartphones or any similar device.
- 6.4.3 **Open session:** The Board may, at regular meetings, include a session that is open to the public.
- a) Attendance: Any individual may attend as an observer with notice to the Board Secretary, subject to the limitation of space and good conduct as determined by the Chair. No observer may be permitted to address the Board in an open session, except with the permission of the Chair.
 - b) Documents: Minutes summarizing the discussion and decision of an open session will be taken, provided to the Board for approval at the subsequent meeting, and filed with the Board Secretary.
 - c) Publication: Approved minutes of open sessions of Board meetings may be posted on Banff Centre’s website at the absolute discretion of the Corporate Secretary.
- 6.4.4 **Closed session:** The Board may at any time determine that a meeting, or part of a meeting, be designated as a closed session to deal with Confidential Matters.
- a) Attendance: The Corporate Secretary and the Board Secretary or delegate will attend closed sessions. The Chair, in consultation with the President, may designate Internal Resources, External Advisors, or guests to attend the closed session, or the Chair, in consultation with the President, may designate the closed session to be without Internal Resources, External Advisors, or guests.
 - b) Documents: Minutes summarizing the discussion and decisions of a closed session will be taken, provided to the Board for approval at the subsequent meeting, and filed confidentially with the Board Secretary.

- c) Confidentiality: Closed session matters, including all discussion, action, and documentation will be kept in confidence by every Governor and attendee.

6.4.5 **In camera session:** The Board may at any time determine that a meeting, or part of a meeting, be designated as an in camera session to deal with Confidential Matters.

- a) Attendance: Only Governors and those invited by the Chair, may attend.
- b) Documents: There is no agenda and minutes are not typically taken at an in camera session. No decisions are made in camera. Recommendations or actions from an in camera session may be moved to an open or closed meeting for a decision to be made by the Governors and for such decision to be entered into the minutes. If the President is not in attendance, the Chair or a delegate will convey to the President, as necessary, matters from an in camera meeting for the information and/or action of administration.
- c) Confidentiality: In camera session matters, including all discussion, action, and documentation will be kept in confidence by every Governor and attendee.

6.5 Internal Resources and External Advisors

6.5.1 Internal Resources and External Advisors may be engaged to provide advice to the Board. Internal Resources and External Advisors may be invited to Board meetings on a regular or special basis and attend and participate in discussion at Board meetings to provide input, make presentations, and update the Board on activities related to the Board.

6.6 Guests and Observers

6.6.1 Guests may be invited to attend and speak at a Board meeting with the approval of the Chair given in advance of the meeting or, in the sole discretion of the Chair, during the meeting.

6.6.2 Observers in attendance at an open session of a Board meeting may speak only if expressly invited to do so by the Chair. All observers are expected to maintain decorum. Attendees are expected to respect the rulings of the Chair. In the event of a breach of these rules or a disturbance, the Chair may eject individuals from the meeting or adjourn the meeting.

6.7 Agendas

6.7.1 Agendas will be developed by the Chair and the President and provided to the Board Office at least fourteen days in advance of the meeting.

6.7.2 Agendas for the open session of a meeting will be distributed to Governors and the Leadership Team. Agendas for the closed session of a meeting will be distributed to Governors and those members of the Leadership Team invited to attend the closed session.

- 6.7.3 Additions or changes to the agenda during a Board meeting require approval by a majority of the votes cast by the Governors present and voting at the meeting to be considered.
- 6.7.4 To ensure the Board has sufficient time at its meetings to deal with strategic and substantive matters the Board may use a Consent Agenda. Approval of the Consent Agenda is a motion that requires unanimous consent. Should a Governor wish to separate an item for discussion or vote, the Governor may make this request prior to or during the meeting, but before the approval of the Consent Agenda. The minutes of the meeting will report matters approved as part of the Consent Agenda.

6.8 Board Meeting Materials

- 6.8.1 Board meeting materials will be provided to Governors one week before a regular meeting through the Board portal.

6.9 Minutes

- 6.9.1 Minutes of meetings of the Board will be summaries of decisions made and discussions held. The Board Secretary will ensure that, with the exception of in camera sessions, minutes are recorded, approved, and distributed, for all Board meetings at, or in advance of, the subsequent Board meeting.

6.10 Remote Meeting Attendance

- 6.10.1 The Board may meet by any means of communication that allow all individuals participating to communicate adequately with each other simultaneously and instantaneously, such as a video conference or teleconference. The Chair can decide to hold a meeting entirely via such means, or to allow a Governor to participate in an in-person meeting remotely. The same rights and responsibilities apply to Governors participating in video conference or teleconference meetings as applied to in-person meetings. In such circumstances, Governors are deemed to be present, counted to determine the presence of a quorum and have the ability to vote on motions.

6.11 Attendance of Governors

- 6.11.1 Regular attendance of Governors at Board meetings is required to ensure a quorum and to expedite the carrying out of the business of the Board. Governors who find themselves unable to attend a regular meeting of the Board will notify the Board Secretary at least twenty-four hours in advance of the meeting. The Board Secretary will advise the Chair of all such notices of absence.
- 6.11.2 If a Governor is absent from three or more Board meetings within a Fiscal Year, including under s. 52(4) of the *Act*, the Chair shall contact the Governor to determine the reason for the absence and the Governor's interest in continuing to serve. In the case where the absence is without sufficient reason or without having made satisfactory arrangements with the Chair, the Chair will refer the matter to the Governance and Nominating

Committee. The Governance and Nominating Committee may request the Governor's resignation from the Board, recommend to the Board that the Governor's appointment be rescinded (in the case of a Board Appointed Governor) or recommend to the Board that the Board advise the Minister that the Governor is no longer capable of acting as a Governor or fulfilling the Governor's duties and requesting that the appointment of the Governor be terminated (in the case of a Government Appointed Governor).

7 VOTING

7.1 General

- 7.1.1 Subject to a conflict of interest, including the conflicts of interest identified in the Code of Conduct, each present Governor may move, second, and vote on motions presented at Board meetings. Voting by proxy is not allowed. Each Governor is entitled to one vote. The Chair does not have a second vote in the event of a tie. If there is a tie vote, the motion is defeated.
- 7.1.2 Unless otherwise required by these Bylaws or the *Act*, motions will be passed by a majority of the votes cast by the Governors present and voting at the meeting and such motions are binding on all Governors. Abstentions will not be counted. The Chair will declare that a motion has been carried and an entry to that effect will be recorded in the minutes.

7.2 Electronic or Written Voting

- 7.2.1 The Board may use an electronic process for voting on motions during meetings. Matters decided by electronic vote require a simple majority of votes from all Governors who are current members of the Board to pass.
- 7.2.2 The Board may pass motions outside of meetings by written vote or signature, including by email or other electronic means. Matters decided in writing outside of meetings must be approved by all Governors and must copy the Chair and the Corporate Secretary, except for in camera votes, which must copy the Chair.
- 7.2.3 The outcome of an electronic or written vote will be reported by the Corporate Secretary at the next regular meeting of the Board and a record contained in the minutes of that meeting. A motion passed in this manner will be of the same force and effect as if it had been duly passed at a meeting.

7.3 Conflicts of Interest

- 7.3.1 Governors declaring a conflict of interest must recuse themselves from voting on motions involving the conflict unless the determined method of managing an allowed conflict permits the Governor to vote.

8 COMMITTEES

8.1 Establishment

8.1.1 The Board may establish standing or special Committees with such responsibilities, authorities, memberships, and operational rules as the Board considers appropriate to assist the Board in its work. The Board may dissolve any Committee at any time, and such dissolution will not constitute an amendment to these Bylaws.

8.2 Authority

8.2.1 The Board may delegate to a Committee any of the Board's powers, duties or functions, except the power to make bylaws, on such conditions, if any, set out in the establishing resolution or any subsequent resolution. The Board may also alter or revoke the delegation of any of its powers, duties, and functions under this section.

8.2.2 A Committee may establish a sub-committee, with the membership deemed necessary, to be responsible for specific aspects of the Committee's work. A Committee may delegate its powers, duties, and functions to sub-committees or individuals, with the exception of the Committee's obligation to report to the Board.

8.3 Procedural Rules

8.3.1 Unless otherwise specified in these Bylaws or the Committee's terms of reference, Committees will be subject to the same procedural rules as the Board, modified as necessary to fit the circumstances.

8.4 Committee Terms of Reference

8.4.1 Each Committee must operate under Board approved terms of reference.

8.4.2 Committees will review their terms of reference annually and, when necessary, recommend revisions to the Board. The Board may revise or approve revisions to the terms of reference at any time.

8.4.3 Committee terms of reference will:

- a) set out the functions, powers, responsibilities, delegated authorities, and operation of the Committee;
- b) specify the number of members and conditions the Board determines are appropriate regarding the composition of the Committee's membership; and
- c) include any further terms the Board determines are necessary.

8.5 Membership

8.5.1 Composition of standing Committees will be set out in each Committee's terms of reference. With the exception of ex-officio members, all Committee members will be appointed by the Board.

8.5.2 Members of Committees may be Governors or Non-Governor Committee Members, as

may be provided in the Committee's terms of reference. All Governors are eligible to serve on Board standing Committees except in those circumstances where a Committee's mandate requires independence of its members, meaning that a Governor does not have a direct or indirect relationship arising from their status as a Governor that could, in the view of the Board, reasonably be expected to interfere with or influence the exercise of the Governor's independent judgment as outlined in the Code of Conduct, and/or where a Governor may have a conflict of interest.

- 8.5.3 With the exception of ex-officio members, Committee members will be appointed for a term of up to three years. A Committee member may be re-appointed for additional terms, up to a maximum term of nine years. In exceptional circumstances, the Board, in its sole discretion, may appoint a Committee member even if the appointment will result in a total term that exceeds nine years.
- 8.5.4 The Chair and the President are ex-officio members of each standing Committee. Ex-officio members have the same rights as other Committee members for all standing Committees, with the exception the Audit and Risk Committee, of which the President is not entitled to vote.
- 8.5.5 A Committee Chair will be recommended by the Chair for approval and appointment by the Board. In addition to meeting the obligations as a Governor, the Committee Chair will provide effective leadership to the Committee so as to fulfil its duties as outlined in its terms of reference.

8.6 Internal Resources and External Advisors

- 8.6.1 If the Committee determines that an individual with particular expertise is needed on a Committee, the President or Committee may choose to engage Internal Resources or External Advisors to provide advice to the Committee.

8.7 Meetings and Reporting

- 8.7.1 Committees will generally meet cyclically in the weeks leading up to a Board meeting and may call additional meetings as required. The Committee Chair is responsible for calling meetings and setting the draft agenda for each meeting of that Committee.
- 8.7.2 Subject to these Bylaws and the Committee terms of references, a Committee Chair may establish rules of procedure to be followed at each meeting of that Committee. The Committee Chair is empowered to adjudicate rules of order and procedures for Committee meetings, if and when necessary. If the Committee Chair is not present, the Governor appointed at a duly constituted Committee meeting, shall serve as chair for the Committee meeting.
- 8.7.3 Given that Committee meetings typically include Confidential Matters, all Committee meetings are closed, subject to the Board or the Committee designating all or parts of Committee meetings to be open or in camera.

8.7.4 The Chair of each Committee will regularly report to the Board on the deliberations and actions of that Committee. In making such reports, the Chair of the Committee will be prepared to provide such additional information and detail to the Board as may reasonably be required for the Board to be properly informed as to the activities and decisions of the Committee.

8.8 Quorum

8.8.1 Quorum for Committee meetings is a majority of the current members on the Committee other than ex-officio members. For clarity, ex-officio members will not be included in the calculation of the number of voting members when determining quorum.

8.9 Non-Committee Members at Committee Meetings

8.9.1 Governors who are not a member of a Committee but who are interested in observing a Committee meeting may do so at the expressed consent of the Committee Chair.

8.10 Board Standing Committees

8.10.1 The Board's standing Committees are:

- a) Audit and Risk Committee;
- b) Finance and Property Committee;
- c) Governance and Nominating Committee; and
- d) Human Resources and Compensation Committee.

9 RECORDS

9.1 Records

9.1.1 Agendas and minutes of proceedings of all Board and Committee meetings, as well as records of all decisions of the Board and Committees made outside of a meeting, will be maintained. A register of Governors, including mailing addresses, telephone numbers, and other contact information will also be maintained. The Board Secretary will be the custodian of these records and the Board may instruct the Board Secretary to keep additional records from time to time.

9.1.2 Access to the records of the Board by individuals other than Governors will be determined in accordance with applicable legislation and Banff Centre policies in effect from time to time.

10 BOARD ORIENTATION, DEVELOPMENT, AND ASSESSMENT

10.1 Orientation

10.1.1 Upon joining the Board, Governors will be provided an orientation by Banff Centre that provides information about the Board, the duties and obligations of Governors, the history and operations of Banff Centre, and these Bylaws and the Code of Conduct. Both the Chair and the President are expected to attend all orientations.

10.2 Development

10.2.1 Where possible, the Board will facilitate ongoing training for Governors to enhance the function and capacity of the Board.

10.3 Assessment

10.3.1 The Board will carry out an annual assessment of its performance and operations in accordance with a process approved by the Governance and Nominating Committee or its delegate.

11 EXECUTION OF DOCUMENTS AND BANFF CENTRE SEAL

11.1 Execution

11.1.1 All documents or instruments in writing requiring execution on behalf of the Board will be signed by the Chair, the Vice Chair, or those authorized signatories specified in, and in accordance with, applicable Banff Centre policies approved by the Board or an authorization of the Board.

11.1.2 All transactions, arrangements, documents or instruments authorized and signed on behalf of the Board as provided above will be valid and binding on the Board.

11.2 Banff Centre Seal

11.2.1 The Banff Centre Seal shall be in the custody of the Corporate Secretary or such other person as the Board may designate from time to time.

11.2.2 The Banff Centre Seal will be affixed on legal documents as required to attest to the legal validity of documents requiring execution under corporate seal.

12 BREACH OF BYLAWS

12.1.1 Governors must report all material potential or actual breaches of these Bylaws to the Chair or the Corporate Secretary for handling as soon as possible.

12.1.2 Upon notification of a potential or actual breach, the Chair will review the circumstance and details and will notify the Governor involved and seek a response. The Chair will make a determination regarding compliance and will notify the Governor, the notifier (if

applicable and if appropriate/permitted), the Corporate Secretary, and the Audit and Risk Committee if the conduct is a potential breach of the Code of Conduct or the Governance and Nominating Committee if the conduct is not a potential breach of the Code of Conduct. The identity of the notifier will not be disclosed unless required by law or in a legal proceeding. The Audit and Risk Committee or Governance and Nominating Committee, as appropriate, will assess the non-compliance and will decide on an appropriate action. A breach of an obligation under these Bylaws may result in disciplinary action, up to and including a request for a Governor's resignation or a request for the termination of their appointment. The Audit and Risk Committee, Governance and Nominating Committee or the Chair will provide the Board with a summary report regarding breach notifications at least annually.

12.1.3 A report of a potential or actual breach of these Bylaws committed by the Chair should be made to the Chair of the Audit and Risk Committee. In the event of a report of an alleged breach of these Bylaws by the Chair, the Chair of the Audit and Risk Committee will perform all of the duties normally performed by the Chair as outlined above.

12.1.4 In the event of a report to the Corporate Secretary of a potential or actual breach of these Bylaws, the Corporate Secretary will report the matter to the Chair. In the event of a report to the Corporate Secretary of a potential or actual breach of these Bylaws by the Chair, the Corporate Secretary will report the matter to the Chair of the Audit and Risk Committee.

13 PROTECTION FROM LIABILITY AND INDEMNITY

13.1 Protection from Liability

13.1.1 Governors are afforded protection from liability under the *Act* for anything done by the Board or for anything done by the Governor in good faith in the purported exercise or performance of the Governor's powers, duties and functions under the *Act*.

13.2 Indemnity

13.2.1 Subject to any restrictions or conditions imposed on Banff Centre under applicable laws, Banff Centre will indemnify a Governor, a former Governor or a voting member of a Committee (collectively, the "Covered Persons"), and their heirs and legal representatives, from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved by reason of being a Covered Person, if:

- a) they acted honestly and in good faith with a view to the best interests of Banff Centre; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Notwithstanding the above, Banff Centre's obligation to indemnify and save harmless will not apply with respect to any costs, charges or expenses, including any amount paid to settle an action or satisfy a judgment relating to an action by or on behalf of Banff Centre against the Governor.

As part of the above indemnity, Covered Persons will:

- a) provide written notice to Banff Centre as soon as reasonably possible upon becoming aware of any claim, demand, action, or proceeding;
- b) cooperate continuously and fully with Banff Centre and legal counsel approved or appointed by Banff Centre, including attending hearings and trials, assisting in securing and giving evidence, and assisting in obtaining the attendance of witnesses;
- c) upon Banff Centre's request, assist in settling legal proceedings and in enforcing any right of contribution or indemnity against any person or organization who may be liable to the Covered Persons; and
- d) not, without Banff Centre's prior written approval, make any admission of liability nor voluntarily make any payment, assume any obligation, or incur any expenses.

13.3 Insurance

13.3.1 Banff Centre will maintain directors' and officers' insurance to protect the Governors.

The Banff Centre will provide Governors with a certificate of insurance or a summary of the policy terms at the Governor's orientation, upon policy renewal, and upon request.

14 AMENDMENTS AND ADDITIONS TO BYLAWS

14.1 Process to Review and Amend Bylaws

14.1.1 These Bylaws will be reviewed by the Governance and Nominating Committee at least once every three years. These Bylaws may be amended, replaced or repealed by the Board at any meeting of the Board provided that the proposed amendment has been submitted in writing in accordance with the Board's meeting and agenda preparation articles contained in these Bylaws. Any such amendment, replacement or repeal will be effective on the date specified in the motion or, if no date is specified, on the date the motion was passed.

15 EFFECTIVE DATE

15.1.1 These Bylaws will be effective on the date specified in the approval by the Board or, if no date is specified, on the date the motion was passed, and all prior or existing bylaws of the Board are repealed as of the effective date of these Bylaws.