

PLANNING COUNCIL FOR OPEN LEARNING BYLAWS

**ARTICLE I: INTERPRETATION**

1. The *Thompson Rivers University Act* (the “Act”) establishes the Planning Council for Open Learning.
2. Where these Bylaws are at variance with the Act, the Act and all amendments to it shall take precedence.
3. The Planning Council for Open Learning has:
  - a. the power to set the admission requirements for courses and programs, and residency requirements for awarding credentials, offered through the Open Learning Division.
  - b. The Planning Council for Open Learning may advise or make recommendations to the Board on the following:
    - i) matters concerning the educational mandate of the Open Learning Division;
    - ii) the establishment, revision or discontinuance of courses and programs in the Open Learning Division;
    - iii) strategic direction for the Open Learning Division, including its role as a system partner in the ongoing development and expansion of distance and online learning in British Columbia;
    - iv) other matters at the request of the Board.
  - c. The Planning Council for Open Learning must report any resolutions it makes to the Senate.

**ARTICLE II: DEFINITIONS**

"Act" means the *Thompson Rivers University Act* of the Province of British Columbia;

"Board" means the Board of Governors of the University;

"Council" means the Planning Council for Open Learning;

"Council Member" or "Member" means a member of the Planning Council for Open Learning;

"President" means the chief executive officer of the University;

"Registrar" means the registrar of the University;

"**Related Person**" means a spouse, child, parent or sibling of the Council Member;

"**Senate**" means the University Council of the University as established by the Act;

"**University**" means Thompson Rivers University;

### **ARTICLE III: COMPOSITION**

The Council is composed of the Members set out in the Act.

### **ARTICLE IV: POWERS AND ADVISORY ROLE**

The powers and advisory role of the Council are as set out in the Act.

### **ARTICLE V: ELECTION OF MEMBERS**

The Registrar shall conduct the elections required with respect to Council Members in accordance with the rules for nominations, elections and voting made by the Senate.

### **ARTICLE VI: EXPENSES**

Council Members conducting approved Council business will be reimbursed for travel expenses according to the University's policies.

### **ARTICLE VII: CONFLICT OF INTEREST**

#### **1. Conflict of Interest Defined**

- a. In general, a conflict of interest exists for Council Members who use their position at the Council to benefit themselves, friends or families.
- b. A Member should not use his or her position with the Council to pursue or advance the Member's personal interests, the interests of a related person, the Member's business associate, corporation, union or partnership, or the interests of a person to whom the Member owes an obligation.
- c. A Council Member shall not directly or indirectly benefit from a transaction with the University over which a Member can influence decisions made by the University.
- d. A Council Member shall not take personal advantage of an opportunity available to the University unless the University has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.
- e. A Council Member shall not use his or her position with the Council to solicit clients for the Council Member's business, or a business operated by a close friend, business associate, corporation, union or partnership of the Member, or a person to whom the member owes an obligation.

- f. Every Council Member shall avoid any situation in which there is, or may appear to be, potential conflict<sup>1</sup> which could appear<sup>2</sup> to interfere with the Member's judgment in making decisions in the University's best interest.
- g. There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using privileged information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:
  - i) influencing the University to lease equipment from a business owned by the Council Member's spouse;
  - ii) influencing the University to allocate funds to an institution where the Council Member or his or her relative works or is involved;
  - iii) participating in a decision by the University to hire or promote a relative of the Council Member;
  - iv) influencing the University to make all its travel arrangements through a travel agency owned by a relative of the Council Member;
  - v) influencing or participating in a decision of the University that will directly or indirectly result in the Council Member's own financial gain.
- h. A Council Member shall fully disclose all circumstances that could conceivably be construed as conflict of interest.

## 2. DISCLOSURE

- a. Full disclosure enables Council Members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- b. A Council Member shall, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the Council Chair. This requirement exists even if the Member does not become aware of the conflict until after a transaction is complete.
- c. If a Council Member is in doubt about whether a situation involves a conflict, the Member shall immediately seek the advice of the Council Chair. If appropriate, the Council may wish to seek advice from the University's legal counsel.

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<sup>1</sup> "conflict" means a conflict of interest or apparent conflict of interest.

<sup>2</sup> "apparent" conflict of interest means any situation where it would appear to a reasonable person that the Member is in a conflict of interest situation.

- d. Unless a Council Member is otherwise directed, a Member shall immediately take steps to resolve the conflict or remove the suspicion that it exists.
- e. If a Council Member is concerned that another Council Member is in a conflict of interest situation, the Member shall immediately bring his or her concern to the other Member's attention and request that the conflict be declared. If the other Member refuses to declare the conflict, the Member shall immediately bring his or her concern to the attention of the Council Chair. If there is a concern with the Council Chair, the issue shall be referred to the Vice-Chair.
- f. A Council Member shall disclose the nature and extent of any conflict at the first meeting of the Council after which the facts leading to the conflict have to that Member's attention. After disclosing the conflict, the Member:
  - i) shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Member may be counted in the quorum present at the Council meeting);
  - ii) if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
  - iii) shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
  - iv) shall not attempt, in any way or at any time, to influence the discussion or the voting of the Council on any question relating to the matter giving rise to the conflict.

### **3. OUTSIDE BUSINESS INTERESTS**

- a. Council Members shall declare possible conflicting outside business activities at the time of election or appointment. Notwithstanding any outside activities, Council Members are required to act in the best interest of the University.
- b. No Council Member shall hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or director in an organization in a material relationship with the University, where by virtue of his or her position in the University, the Member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the University, unless that interest has been fully disclosed in writing to the University.

- c. A “significant financial interest” in this context is any interest substantial enough that decisions of the University could result in a personal gain for the Council Member.
- d. Council Members who have been selected to the Council as a representative of a stakeholder group owe the same duties and loyalty to the University as the other Members and when their duties conflict with the wishes of the stakeholder or constituent, their primary duty remains to act in the best interests of the University. In general, it is not considered a conflict of interest for a member of a broad group (i.e. students, employees, faculty, teaching staff) to vote on matters that will impact that group. However, conflict could reasonably be considered to exist for the following identified groups when considering these matters:
  - i) Decisions directly affecting a specific instructional program in which:
    - (a) a student Member is enrolled;
    - (b) a faculty Member or teaching staff Member is employed; or
    - (c) the Council Member has a Related Person enrolled or employed.
  - ii) Decisions related to labour negotiations and labour relations:
    - (a) for faculty Members and teaching staff Members;
    - (b) for a Council Member with a Related Person who is in an employee position at the University;
    - (c) for a Council Member with a Related Person who holds a position at another institution who could be seen to gain or benefit from information divulged on these matters.

#### **4. CONFIDENTIAL INFORMATION**

- a. Confidential information includes proprietary technical, business, financial, legal, or any other information that the University treats as confidential (including all matters discussed at in-camera meetings). Council Members shall not either during, or following, their term as a Council Member, disclose such information to any outside person unless authorized.
- b. Similarly, Council Members shall never disclose or use confidential information gained by virtue of their association with the University for personal gain, or to benefit friends, relatives or associates.
- c. If in doubt about what is considered confidential, a Council Member shall seek guidance from the Council Chair.

#### **5. OUTSIDE EMPLOYMENT OR ASSOCIATION**

A Council Member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the University’s interests, shall discuss the implications of accepting such a position with the Council Chair recognizing that acceptance of such a position might require the Member’s resignation from the Council.

**6. ENTERTAINMENT, GIFTS AND FAVOURS**

- a. It is essential to fair business practices that all those who associate with the University, as suppliers or contractors, have access to the University on equal terms.
- b. Council Members and members of their immediate families shall not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the organization. Any firm offering such inducements shall be asked to cease.
- c. Similarly, no Council Member shall offer or solicit gifts or favours in order to secure preferential treatment for themselves or the University.
- d. Under no circumstances shall Council Members offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Council Member experiencing or witnessing such an offer shall report the incident to the Council Chair immediately.
- e. Gifts and entertainment shall only be accepted or offered by a Council Member in the normal exchanges common to established business relationships for the University. An exchange of such gifts shall create no sense of obligation on the part of the Member.
- f. Inappropriate gifts received by a Council Member shall be returned to the donor.
- g. Full and immediate disclosure to the Council Chair of borderline cases will always be taken as good-faith compliance with these standards.

**7. USE OF THE ORGANIZATION'S PROPERTY**

A Council Member shall require the University's approval to use property owned by the University for personal purposes, or to purchase property from the University unless the purchase is made through the usual channels also available to the public. Even then, a Council Member shall not purchase property owned by the University if that Council Member is involved in an official capacity in some aspect of the sale or purchase.

**8. BREACH**

A Council Member found to have breached his or her duty by violating the minimum standards set out in these Bylaws may, by resolution of the Council, be reprimanded or be asked to resign from the Council.

**ARTICLE VIII: STRUCTURE OF PLANNING COUNCIL FOR OPEN LEARNING**

**1. OFFICERS OF PLANNING COUNCIL FOR OPEN LEARNING**

- a. The Officers of Council shall consist of the Chair and the Vice-Chair.
- b. Each year the Council shall elect a Vice-Chair from among Council Members.
- c. The University's legal counsel shall act as parliamentarian to the Council if required.

**2. DUTIES OF THE OFFICERS AND MEMBERS OF PLANNING COUNCIL FOR OPEN LEARNING**

- a. The duties of the Chair are:
  - i) to call meetings of the Council as provided in these Bylaws and in the Act;
  - ii) to ensure that an agenda is prepared and distributed for each meeting as provided in these Bylaws;
  - iii) to preside over all meetings of the Council;
  - iv) to execute documents as authorized by the Council;
  - v) to maintain a liaison with the Senate and the Board;
  - vi) to be the spokesperson and representative of the Council;
  - vii) to perform such other duties as determined by the Council.
- b. The Vice-Chair shall perform the duties of the Chair when the Chair is unable to perform these duties.
- c. Each Council Member has a duty to:
  - i) act in what the Member considers to be the best interest of the University even if that conflicts with the wishes of any constituency that the Member may represent on the Council; and
  - ii) consult with any constituency the Member may represent and communicate to such constituency the matters dealt with at the Council that are relevant to that constituency.

**ARTICLE IX: PLANNING COUNCIL FOR OPEN LEARNING ADMINISTRATION AND OPERATIONS**

**1. REGULAR AND SPECIAL MEETINGS**

- a. Regular meetings of the Council shall normally be held twice a year.
- b. A special meeting of the Council shall be called at a time designated by the Chair, following a petition signed by one-half of the sitting Council Members. The notice for any special meeting shall clearly specify the purpose of the meeting and shall be given at least seven calendar days before the meeting.

- c. Special meetings may be called by the Chair at any time upon seven calendar days' notice.
- d. At a special meeting only the matter (or matters) specified in the notice convening the meeting shall be considered.

## 2. PROCEDURES

- a. A quorum for Council shall consist of a simple majority of Members. If within a half an hour from the time appointed for a meeting of the Council a quorum is not present, the meeting shall stand adjourned to a date and time and place to be determined by the Chair, and if, at the adjourned meeting, a quorum is not present within a half an hour of the time appointed for the meeting, the Members present shall be a quorum.
- b. A Council Member may participate in a meeting of the Council or of any committee of the Council by means of a teleconference or other communication device by which all Members participating in the meeting can hear each other. A member participating in accordance with this Article shall be deemed to be present at the meeting and shall be counted in the quorum.
- c. A resolution in writing signed or approved by e-mail by 75% of the Members entitled to vote on that resolution at a meeting of the Council or committee of the Council is as valid as if it had passed at a meeting of the Council or committee of the Council, provided that prior to such a resolution receiving the required consent, any 3 members of the Council may, by notice in writing to the recording secretary of the Council, require the matter to be dealt with at a meeting of the Council or a committee of the Council.
- d. The meetings of Council and its Committees shall be governed by:
  - i) the Act;
  - ii) these Bylaws and;
  - iii) Robert's Rules of Order Newly Revised with respect to procedural matters not governed by the Act or these Bylaws,
- e. Each voting Member shall have one vote on a motion except for circumstances where Robert's Rules provides for a decision to be made otherwise, decisions shall be made by majority vote of the voting Members present at the meeting who cast a vote. The names of those opposed shall not be recorded unless a Member requests that they be recorded.
- f. Any elected Member may be granted a leave of absence by a resolution of the Council for up to three consecutive ordinary meetings of the Council. Any elected Member who is absent for three consecutive meetings, without a resolution of the Council authorizing that absence shall be declared by the Chair of the Council to have vacated his/her seat on the Council. Any student Member who ceases to be a student in good standing at the University, or any teaching staff Member who ceases to be an employee of the University, or any faculty Member who ceases to be an employee of the University, shall be declared by the Chair of the Council to have vacated his/her seat on the Council.



- g. For each motion or amendment, the Chair shall develop a speakers list. A Council Member may speak a second time on a motion or amendment only after the Chair has exhausted the list of first-time speakers. The mover of a motion or amendment shall have the final opportunity to speak. The time limit for speaking is three minutes each time a Member speaks, unless the Council by majority vote extends or shortens this limit.
- h. Proposed presentations to Council by particular groups or individuals are to be approved at an earlier meeting of Council.
- i. If a proposed presentation to Council does not have Council approval from a previous meeting then approval must be sought prior to the presenters joining the meeting.
- j. Standing or Ad Hoc Committees must submit written reports to the recording secretary at least ten (10) calendar days prior to a scheduled Council meeting.
- k. Suggestions for agenda items will be received by the Chair from any Council Member at least ten (10) working days prior to a scheduled Council meeting.
- l. It is expected that items presented to Council or its committees will normally have been vetted or screened by the appropriate faculty or administrative body prior to being presented to Council.
- m. All matters referred by Council to its standing committees should usually include instructions to address specific questions and to make recommendations within a specified time frame to Council.

### **3. PRESENTATIONS**

Written presentations to the Council by members of the University community are to be delivered to the recording secretary of the Council at least 10 calendar days before the scheduled meeting at which the presentation is to be made.

### **4. MINUTES AND RECORDS**

The Chair and her/his staff shall maintain an official repository of Council records and documents.

## **ARTICLE X: AMENDMENTS AND REVISION OF BYLAWS**

Bylaw amendments shall be approved by a majority of Council Members after at least 14 days notice of any proposed amendment has been given by Notice of Motion published on the Thompson Rivers University website by the recording secretary of the Council.

## **ARTICLE XI: THE STATUS OF OBSERVERS**

- 1. Council and committee meetings shall be open to the University community and members of the public.
- 2. If a topic or topics on the agenda contain material that is deemed private or confidential, the Chair shall have the right to require those matters to be dealt with in camera and such matters will be confidential.

**ARTICLE XII: COMMITTEES**

The Council shall appoint such standing and ad hoc committees as it, from time to time, shall determine necessary and the Planning Council for Open Learning shall determine the membership, the method of appointment or electing members, and the terms of reference to said committees.

Approved by the Planning Council for Open Learning:

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Date: May 24, 2007