

THE COUNCIL ON POST-SECONDARY EDUCATION

BY-LAW NO. 2: CONDUCT OF MEETINGS

The following is enacted as a by-law of the Council on Post-Secondary Education (the "Council") under the authority of section 8 of *The Council on Post-Secondary Education Act*, C.C.S.M. c. C235. As required by section 8 of the *Act*, this By-law has been made in consultation with the Minister of Advanced Education and Literacy.

1. Definitions and Interpretation

1.1 Definitions

Unless the context requires or specifies otherwise, in this By-law:

- (a) "Act" means *The Council on Post-Secondary Education Act*, C.C.S.M. c. C235, any regulations under the *Act* and any *Act* that may be substituted for it, as amended from time to time.
- (b) "Chairperson" means the Member designated as chairperson of the Council by the Lieutenant Governor in Council under subsection 6(1) of the *Act*.
- (c) "Council" means the Council on Post-Secondary Education, established under subsection 2(1) of the *Act*.
- (d) "*The Interpretation Act*" means *The Interpretation Act* of Manitoba, C.C.S.M. c. I80.
- (e) "Member" means a person appointed as a member of the Council by the Lieutenant Governor in Council under section 5 of the *Act*.
- (f) "Minister" means the Minister of Advanced Education and Literacy or any other minister of the Executive Council of the Government of Manitoba assigned responsibility for administering the *Act*.
- (g) "Secretary" means the Manitoba government officer or employee appointed under section 9 of the *Act* to act as Secretary to the Council.
- (h) "Vice-Chairperson" means the Member designated as vice-chairperson of the Council by the Lieutenant Governor in Council under subsection 6(1) of the *Act*.

Any term used in this By-law which is defined in the *Act* has the meaning given to it in the *Act*.

1.2 Interpretation

In this By-law, where the context requires or permits, the singular includes the plural and the plural the singular.

1.3 Vice-Chairperson

Subsection 6(3) of the *Act* states that the Vice-Chairperson has all the powers and shall perform all the duties of the Chairperson if the Chairperson is absent or otherwise unable to act or if the office is vacant.

1.4 *Act* Prevails

The *Act* sets out the mandate, duties and powers of the Council, and the *Act* and *The Interpretation Act* contain general provisions respecting the conduct of meetings of the Council. The Council cannot, by by-law or otherwise, alter or modify any legislative provision that applies to the conduct of its meetings.

This By-law is in addition to the provisions of the *Act* and *The Interpretation Act* respecting meetings. If there is a conflict or inconsistency between a provision of this By-law and a provision of one the *Act*, *The Interpretation Act* or any other legislation that applies to the Council, the provision of the legislation prevails.

1.5 Invalidity of a Provision

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions.

2. **Purpose**

This By-law establishes rules for the conduct of meetings by the Council.

3. **Applicability**

This By-law applies to all meetings of the Council. The conduct of meetings of a committee of COPSE, where established, will be addressed in the by-law establishing that committee.

4. **Quorum for Meetings**

4.1 Legislative Direction

Subsection 5(1) of the *Act* states that the Council consists of 11 members appointed by the Lieutenant Governor in Council. Section 7 of the *Act* states that a majority of the Members constitute a quorum of the Council. Section 19, item 1, of *The Interpretation Act* states: "If the body has a fixed number of members, a majority of that number is a quorum."

4.2 Quorum

In light of the legislative provisions outlined in 4.1, at all times:

- (a) six (6) Members of the Council constitute a quorum of the Council.
- (b) the Chairperson and Vice-chairperson are Members of the Council for the purposes of calculating a quorum.

5. **Regular Meetings**

5.1 Meeting Schedules

- (a) As required by clause 13(b) of the *Act*, the Council must hold regularly scheduled meetings.
- (b) The Council must endeavour to meet at least once a month, but is not required to meet in the month of August.
- (c) The Council must adopt, by resolution, a schedule of meetings for the upcoming fiscal year at a meeting prior to the end of the current fiscal year.

5.2 Meetings with Stakeholder Groups

The Council may arrange meetings of the Council with stakeholders such as post-secondary institutions, student groups, etc. and interested parties as it considers necessary and advisable.

6. **Special Meetings**

The Chairperson must call a special meeting of the Council if:

- (a) in the opinion, of the Chairperson, such a meeting is necessary or advisable; or
- (b) the Chairperson receives a written request for a special meeting from a majority of the Members. The request must state the reason for requesting the meeting.

7. **Emergency Meetings**

The Chairperson may call an emergency meeting of the Council if, in his or her opinion, such a meeting is necessary.

8. **Place of Meetings**

In terms of the place of meetings, the Secretary:

- (a) shall determine the place where meetings are to be held in the meeting schedule referred to in subsection 5.1 of this By-law.
- (b) may change the place of a meeting with sufficient notification.

9. Teleconference or Video, Etc

9.1 Participation of a Member by Teleconference, etc.

As provided in clause 20(1)(a) of *The Interpretation Act*, a Member may participate in a meeting of the Council by means of teleconference or other means of communication that permits all Members participating in the meeting to communicate with each other simultaneously. A Member so participating is considered to be present at the meeting.

9.2 Teleconference or Video Meetings

The Council may hold a meeting, including a regular, special, or emergency meeting, by video or teleconference if the method of communication permits all Members to communicate with each other simultaneously and if:

- (a) the notice of the meeting clearly states that the meeting is to be held by way of video or teleconference;
- (b) the notice includes:
 - (i) all information necessary for each Member to participate in the meeting by way of video or teleconference, and
 - (ii) all other information required in this By-law for a meeting of that type (regular, special or emergency, etc.); and
- (c) materials related to the meeting are appropriately distributed or are available to the all Members.

10. Public Attendance at Meetings

10.1 Council Meetings Closed to the Public

As in carrying out its mandate, the Council deals with highly sensitive and confidential matters, Council meetings (including regular, special and emergency meetings) are closed to the public. However:

- (a) The Council may pass a resolution, supported by a vote of at least two-thirds of the Members, that the public may attend a meeting of the Council.

- (b) The Council may permit stakeholders such as post-secondary institutions, student groups, etc. and other interested parties to attend meetings and to make presentations to the Council on an agenda item.

10.2 Council Decisions Made in Closed Sessions

Council must make all its decisions in closed sessions.

11. Minutes of Meetings

11.1 Records Must be Kept

Clause 13(c) of the *Act* requires that the Council "prepare and maintain full and accurate records of its proceedings, transactions and finances". To that end, the minutes of all meetings of the Council, including regular, special and emergency meetings, must accurately record the proceedings and transactions at the meeting.

11.2 Approved Minutes Official

- (a) Minutes of a Council meeting are not official until they are adopted by a resolution of the Council.
- (b) Once the minutes are adopted by the Council, a summary of decisions will be posted to the Council's website as soon as possible.

12. Notice of Meetings

12.1 Secretary to Give Notice of Meetings

Except where otherwise provided in this or any other By-law, the Secretary must give notice of meetings of the Council in writing.

12.2 Conditions of Notice

The notice of a meeting must contain the date, time and place of the meeting, and must include:

- (a) the agenda for the meeting;
- (b) to the extent possible, supporting materials; and
- (c) to the extent possible, information to be presented at the meeting by a stakeholder or interested party.

12.3 Timing of Notice

Notice of a meeting:

- (a) must be given to Members by mail or personal delivery or by way of electronic transmission (such as facsimile transmission (fax) or e-mail).
- (b) must be given so as to ensure there is at least one weekend between the receipt of the notice and the meeting.

12.4 Meetings without Notice

Meetings of the Council may be held at any time without notice if:

- (a) all the Members are present; or
- (b) the Members who are absent have waived notice.

12.5 Waiver of Notice

A Member may waive notice verbally or in writing. A waiver may be validly given before or after the meeting to which it relates.

12.6 Errors or Omission of Notice

Any error or omission in giving notice of a meeting, or non-receipt of a notice by a Member, does not invalidate any by-law or resolution properly passed or any action or decision properly taken at the meeting.

12.7 Special or Emergency Meetings

Subsections 12.1 12.2, 12.3, and 12.4 do not apply to a special meeting or an emergency meeting.

13. Voting

13.1 Majority Vote

As provided in section 18 of *The Interpretation Act*, motions arising at a meeting of the Council will be determined by a majority of votes, unless this or another by-law requires a higher percentage of supporting votes.

13.2 Tie Defeats Motion

If a vote results in a tie, the motion is defeated.

13.3 Chairperson is a Voting Member

The Chairperson is a Member of the Council and (subject to conflict of interest) is entitled to participate in, debate and vote on all matters in the same way as any other Member.

13.4 Declaration and Recording of Motions Carried

A declaration by the Chairperson that a motion has been carried, and an entry to that effect in the minutes, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

13.5 Vote Count

At the request of a Member, an actual vote count must be recorded in the minutes.

13.6 Consolidating Items into a Single Vote

The Chairperson may consolidate multiple agenda items of a similar nature for the purpose of voting if the Chairperson:

- (a) specifies the items to be voted upon; and
- (b) asks if any Member objects to the consolidation. The objection of a single Member is sufficient to require a separate vote on each item.

13.7 Decision Evidenced by Signed Document

As provided in clause 20(1)(c) of *The Interpretation Act*, if the Council is unable to meet, the Council may make a decision by means of a document that is signed by all the Members required or authorized to act or make the decision.

13.8 Vote Not Required to Add Agenda Items

The Council may add items to the agenda of a regularly scheduled meeting by general consensus (as determined by the Chairperson). A formal vote is not required.

14. Procedures Not Addressed

If a procedure relating to the conduct of a meeting is not dealt with in the *Act* or *The Interpretation Act*, or in this or another by-law of the Council, the Chairperson may refer to Roberts Rules of Order.

Enacted this 11th day of April, 2008.

<<original signed by>>

Chairperson

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Vice-Chairperson