



**BY-LAWS**  
**OF**  
**BERMUDA COLLEGE BOARD OF GOVERNORS**

**Revised 2023**

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## ARTICLE I

### Purpose

The following by-laws are written by the Board of Governors for the purposes of internal management of the Board and its activities. The Board, in conjunction with the Principal Executive Officer, develop and revise the by-laws as necessary to insure legal compliance with all government and accreditation regulations.

## ARTICLE II

### Definitions

1. In these by-laws the following words and expressions shall, where not inconsistent with the context, have the following meanings respectively:
  - (1) "Act" means the Bermuda College Act 1974.
  - (2) "Auditor" means the accounting firm appointed by the Board to audit the financial records of Bermuda College in consultation with the Office of the Auditor General.
  - (3) "Board" means the Board of Governors of the Bermuda College appointed by the Minister, pursuant to the Act.
  - (4) "College" means the Bermuda College for which these by-laws are confirmed by the Board and approved by the Minister.
  - (5) "Honorary Fellows" means those individuals elected and installed in to the Bermuda College Company of Honorary Fellows
  - (6) "May" shall be construed as permissive.
  - (7) "Minister" means the Minister responsible for Education.
  - (8) "Notice" means written notice unless otherwise specifically stated.
  - (9) "Principal Executive Officer" means the President of Bermuda College.
2. In these by-laws, unless there be something in the subject or context inconsistent with such construction, words importing the plural number shall be deemed to include the singular number.

### ARTICLE III The Bermuda College Act

The Bermuda College Act 1974 is the governing statute for the Bermuda College, and the by-laws should be read alongside the Act. Any conflict arising between these by-laws and the Bermuda College Act 1974 shall be resolved in favour of the Act.

### ARTICLE IV Board Composition and Responsibilities

The composition of the Board and its responsibilities are as stated in the Bermuda College Act.

### ARTICLE V Policies

1. The Board may from time to time and at any time by power of attorney appoint any company, firm, or person or body of persons, to be the attorney or attorneys of the Board for such purposes and with such powers, authorities and discretions as the Board shall prescribe but in any event not exceeding those vested in or exercisable by the Board under these by-laws.
2. The Board shall be responsible for establishing policies to guide the effective operations of the College and evaluating the success of the College's operations.

### ARTICLE VI Code of Ethics for Board Members & Conflict of Interests

1. Board members are required to adhere to the principles of independence, accountability, integrity and transparency that have been adopted by the Board's Conflict of Interest Code. High standards of ethical behavior must be appropriately reflected in the performance of their functions.
2. It shall be the obligation of each Board member of the College to disclose to the Board any personal interest which he may have in any business transaction of the College.
3. Board members shall be required to sign a Confidentiality Agreement as shown in Appendix A and a Declaration of Interests Form as shown in Appendix B on an annual basis.

**ARTICLE VII**  
**Officers of the College**

1. The Officers of the College shall consist of the Principal Executive Officer, the Chairperson and Deputy Chairperson, and such other officers as the Board may deem necessary.

**ARTICLE VIII**  
**Duties of Officers**

1. The Chairperson shall preside at each regular and special meeting of the Board, sign all legal and official documents recording actions of the Board, and review the agenda prepared for each meeting of the Board. The Chairperson shall, while presiding at official meetings, have full rights of discussion and vote. The Chairperson may serve as an ex-officio member of all committees and shall have such other duties as may be prescribed by the Board.
2. The Deputy Chairperson shall act as chairperson of the Board in the absence of the Chairperson and shall have such other duties as may be prescribed by the Board.

**ARTICLE IX**  
**Duties of the Principal Executive Officer**

1. The Principal Executive Officer of the College is responsible for all educational, operational and managerial affairs. The Principal Executive Officer shall be responsible for leading the college, final approval on the hiring of all employees, implementing the Board's policies, keeping the Board informed on appropriate matters, and serving as the key spokesperson for the College.
2. The Principal Executive Officer shall ensure that minutes of all meetings of the Board are maintained and proper notices of all meetings of the Board are issued.
3. The Principal Executive Officer has the authority to execute documents on behalf of the College and the Board of Governors consistent with Board policies and the best interests of the College.
4. The Principal Executive Officer, or his/her designee, shall attend and participate in all meetings of the Board except where his/her absence is expressly desired by the Board.
5. The Principal Executive Officer, or his/her designee, shall attend all meetings of the Board committees and act as the resource person to such committees.

**ARTICLE X**  
**Evaluation of the Principal Executive Officer**

1. The Board shall conduct an annual evaluation of the Principal Executive Officer utilizing a comprehensive evaluation process as agreed by the Board.
2. The Chairperson will establish a Committee consisting of at least three Board members to conduct the evaluation.

**ARTICLE XI**  
**Meetings of the Board of Governors**

1. A simple majority of the members of the Board is required for the transaction of business.
2. The Principal Executive Officer of the College, with the concurrence of the Chairperson, shall prepare a written agenda for each regular meeting, a copy of which shall be supplied to each member of the Board at least 3 days prior to such meeting.
3. The Board shall meet monthly, except during July. Meetings will normally be held in person in the College Board Room or electronically.
4. The Board shall hold an open meeting once per year.
5. The Chairperson, or in his/her absence, the Deputy Chairperson shall preside as Chairman at every Board meeting. If there is no such Chairperson or Deputy Chairperson, or if at any meeting neither the Chairperson nor the Deputy Chairperson is present, the other members of the Board present shall choose one of their number to act.
6. Special meetings of the Board may be convened by the Chairperson or a majority of the members of the Board provided written or electronic notice of such meeting is given to each individual governor at least forty-eight (48) hours prior to such a meeting. Such notice shall specify the date, time and place of meeting.
7. Anything which may be done by resolution of the Board in a Board meeting may, without a meeting and without any previous notice being required, be done by resolution in writing, signed by a majority of the members of the Board. The effective date of the resolution is to be the date stated on the resolution. A resolution in writing made in accordance with this By-law is as valid as if it had been passed by the Board in a meeting of the Board.
8. Closed session meetings shall be called to allow the President to present employee or union matters to the Board. Bermuda College employees will not be present at said meetings.

9. A meeting of the Board may be held by telephone, electronic or other communication facilities as to permit those participating in the meeting to communicate with each other simultaneously and instantaneously and participation in such a meeting shall constitute presence in person at such meeting.
10. All members of the Board may vote on all matters coming before the Board for consideration, except employees who shall not vote on compensation or collective bargaining agreement matters. Votes may be given in person or by proxy, the holder of such proxy being a Board member. The instrument appointing a proxy shall be in writing under the hand of the member and shall be in such form as the Board may from time to time approve.
11. In the case of a tie vote, the Chairperson of the meeting shall be entitled to cast a second vote.
12. A resolution in writing signed by a majority of the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
13. The Chairperson shall cause minutes to be made and books kept for the purpose of recording the names of the members of the Board and other persons (if any) present at each meeting of the Board and of all proceedings at meetings of the Board.

#### ARTICLE XII Parliamentary Procedures

1. In the event that the Bermuda College Act 1974 or these by-laws are not instructive regarding applicable procedures, the Board shall consult Robert's Rules of Order for applicable procedures.

#### ARTICLE XIII Alternate Members

1. In the event that the Chairman of the National Training Board is not able to serve as the representative on the Board, another member of the National Training Board may serve as the representative.

#### ARTICLE XIV Board Committees

1. The Board may delegate any of its duties to one or more committees consisting of two or more of the members of the Board, but every such committee shall conform to such directions as the Board shall impose on them. The Chairperson shall appoint the members of all committees and such membership shall continue at the discretion of the Chairperson.

The Committees shall make regular reports to the Board and make recommendations to the Board for consideration per their terms of reference.

2. Standing Committees shall include: Academic Council, Academic and Student Affairs, Buildings and Grounds, Executive, Finance, and Honorary Fellows.
3. Academic Council: Per the Bermuda College Act, the Academic Council will have delegated responsibility from the Board to conduct examination and to determine the courses of study and admissions standard for the College.
4. Academic and Student Affairs: Members review new academic courses/programmes, articulation agreements, performance indicators, programme review outcomes, accreditation reports, programme terminations and any other items approved by Academic Council. Members also review student affairs matters related to recruitment, admissions, enrolment and student services.
5. Buildings and Grounds: Members review capital and facilities issues including prioritization of construction, maintenance, and equipment projects.
6. Executive Committee: Members include the Chair, Deputy Chair, Chairs of the Academic & Student Affairs, Finance and Buildings & Grounds Committees. The main purpose being to consider urgent matters between meetings of the Board.
7. Finance: Members review financial policies, the annual budget and monitor financial reports prepared by staff and auditors.
8. Honorary Fellows: On an annual basis the Honorary Fellows are responsible for nominating and electing potential Fellows to the Company of Honorary Fellows and submitting names to the Board for its consideration. The Fellows may also assist the College in fundraising activities for major capital projects and any other programmes as requested by the Board.

#### ARTICLE XV Financial Audit

1. The Auditor shall at all reasonable times have access to all books kept by the College and to all accounts and vouchers relating thereto; additionally, he/she may call on the Board or officers of the College for any information or documents under their control to provide relating to the books or affairs of the College.

The financial records of the College shall be made available for examination by the Auditor, and he/she shall make a written report stating whether the financial records are a true and correct view of the state of affairs of the College.

**ARTICLE XVI**  
**Financial Contributions to the College**

1. Recognizing and understanding the importance of Board leadership and that many donors prioritize organizations that demonstrate full Board support, each member of the Board may commit to making a financial gift to the College via the Bermuda College Foundation during each fiscal (financial) year.

**ARTICLE XVII**  
**Official Seal**

1. The Board shall maintain an official seal for use upon any and all official documents of the Board. The seal shall not be affixed to any instrument except over the signature of the Board Chairperson or his/her designate.

**ARTICLE XVIII**  
**Indemnity**

1. The members of the Board and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the College from and against all actions, costs, charges, losses, damages and expenses which they or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, except such (if any) as they shall incur or sustain by or through their willful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the College shall or may be lodge or deposited for safe custody, or for any other loss, misfortune or damage which may happen in the execution of their respective offices, or in relation thereto, unless the same shall happen by or through their own willful neglect or default respectively.

**ARTICLE XIX**  
**Amendments to By-laws**

1. No by-law shall be rescinded, altered or amended, and no new by-law shall be made until the same has been proposed and passed at a meeting of the Board and approved by the Minister. Amendments are to be proposed at least one meeting prior to the meeting at which the vote is taken.

The above by-laws have been approved by the undersigned and are effective on the date that they are signed by the Minister of Education.



Board Chairperson

Nov 24, 2023

Date



Minister of Education

Nov 22, 2023

Date

## APPENDIX A

### CONFLICT OF INTEREST CODE

This Conflict of Interest Code provides guidance for handling conflicts that may arise when Board Members (Members) are deliberating and conducting business on behalf of Bermuda College (the College). As the Board of the College (the Board) is responsible for setting the overall direction of the College, all Members are required to adhere to the principles of independence, accountability, integrity and transparency that have been adopted by the Board. High standards of ethical behaviour must be appropriately reflected in the performance of Board's functions.

In this Code and Declaration, the following definitions will apply:

*"associated person"* means the domestic partner or child or children of the Board Member.

*"associated institution"* means (i) any organisation or corporation in which the Board Member is serving as an officer, director, trustee, partner or employee, with which Bermuda College has an agreement, contract or relationship; or (ii) any person, organisation or corporation with whom the Board Member is negotiating or has an arrangement concerning prospective employment.

*"conflict of interest"* means, a conflict between the public duties and private interests of a Member, in which the Member has a private-capacity interest which could improperly influence the performance of his/her Board duties and responsibilities. Private interests include: i) direct and material indirect monetary interests; ii) family, employment, business, professional, charitable, trustee and other advisory or governmental relationships. Such conflicts could be real or perceived. Determination of a potential conflict of interest should be guided by whether the Board Member can be reasonably assumed to exert influence over the relevant private interest and, in the case of business or similar interests, owns in excess of 10% of the relevant entity.

*"you"* refers to yourself and an associated person.

Concepts that are important to the implementation of this Code include:

There may be risks of conflicts impacting the College's activities; therefore, this Code seeks to mitigate the risks arising from any residual conflicts of interest at the Board level.

The identification of potential conflicts is a collaborative exercise whereby both the College and the Member will seek to disclose possible sources of conflict.

Transparency is required for the effective operation of this Code; however, reasonable confidentiality of personal circumstances must be maintained to the extent practical.

The Code anticipates that effective judgment will be critical to an adequate resolution of any potential issues. Where there is doubt, matters of conflict must be resolved in favour of the College.

Members shall observe the following:

1. When conducting College business, Members are required to fulfil all regulatory and statutory obligations as prescribed by the relevant laws of Bermuda, including the Bermuda College Act and subsequent amendments.
2. Members will comply with such procedures as the Board may establish from time to time, in relation to the identification, monitoring and reporting of Members' conflicts of interest, which might otherwise impact the deliberations and/or decisions of the Board. Members' conflicts of interests include those conflicts (that members are aware of) that their spouses or associated persons have with any of the items under discussion or consideration by the Board. Determination of a potential conflict of interest should be guided by whether the Member can be reasonably assumed to exert influence over the relevant private interest and, in the case of business or similar interest, owns in excess of 10% of the relevant entity.
3. In order for Members to evaluate any conflicts, the College in August of each year will provide Members with a list of all organisations and corporations with which the College has a contractual relationship. When disclosing conflicts, Members must ensure that they consider any professional interests, company directorships, trustee appointments and/or financial interests that they have in any entity. Declarations of interests in entities should be made formally on an annual basis by completing the Declaration of Interest Form.
4. Once details of the conflict of interest have been disclosed, the Member shall recuse himself/herself from any dealing or business at the Board level related to that matter unless the Board instructs otherwise. In the event of any cases of difficult judgment, the Chairman (or when the Chairman is the party, the Deputy Chairman) will determine the appropriate level of participation by the Member.
5. All Members will be expected to read the Board of Directors Conflict of Interest Code and sign a declaration stating that they have read and agree to abide by the Code.
6. Potential breaches arising from the application of this Conflict of Interest Code shall be referred to the Chairman (or when the Chairman is the party, the Deputy Chairman). Breaches may be subject to sanctions, the most serious of which could lead to a recommendation to the Minister to have the Member removed from the Board.

## APPENDIX B

### DECLARATION OF INTERESTS FORM FOR BERMUDA COLLEGE BOARD MEMBERS

*To be completed on an annual basis by each Member and returned to the Principal Executive Officer.*

This form accompanies the Bermuda College Conflict of Interest Code for Board Members. To ensure the highest integrity and public confidence in its activities, Bermuda College requires that Board Members disclose any circumstances that could give rise to a potential conflict of interest related to their role as Board Members.

Board Members are requested to disclose on this Declaration of Interest form any financial, professional or other interest relevant to the work of the Board and any interest that could be affected by the outcome of Board decisions. Board Members must also declare relevant interests of associated persons as defined in the Conflict of Interest Code.

Please complete this form and return it to the Principal Executive Officer of Bermuda College. You are requested to also promptly inform the Principal Executive Officer if there is any change in this information. All Board members are required to complete this form before participating in a Bermuda College Board meeting.

#### 1. EMPLOYMENT AND CONSULTING

Within the past 7 years, have you received remuneration from a commercial entity or other organisation with an interest related to the work of the Bermuda College?

1a. Employment	YES	NO
1b. Consulting, including service as a technical or other advisor	YES	NO

#### 2. FINANCIAL SUPPORT

Within the past 7 years, have you received support from a commercial entity or other organisation with an interest related to the work of the Bermuda College?

2a. Grants, sponsorships or other funding	YES	NO
2b. Non-monetary support valued at more than \$5,000 overall	YES	NO
2c. Support (including honoraria) for speaking or training	YES	NO

### 3. INVESTMENT INTERESTS

Do you have investments comprising more than 10% of the stock in a commercial entity with an interest related to work with the College? (You may exclude mutual funds, pension funds or similar investments that are broadly diversified and over which you exercise no control.)

3a. Stocks, bonds, stock options, other securities YES NO

3b. Commercial business interests YES   NO

#### 4. OTHERINTERESTS

To your knowledge, would the decisions of the Board directly benefit or adversely affect the direct interests of others with whom you have substantial common personal, professional, financial or business interests such as your adult children, siblings or close professional colleagues.

## **EXPLANATION OF "YES" RESPONSES**

If the answer to any of the above questions is "yes" briefly describe the circumstances below.

**CONSENT TO DISCLOSURE:** By completing and signing this form, you consent to the disclosure of any relevant conflicts to other Bermuda College Board members.

**DECLARATION:** I hereby declare that the disclosed information is true and complete to the best of my knowledge. Should there be a change to the above information, I will promptly notify Bermuda College Principal Executive Officer and complete a new declaration of interest form that describes the changes.

**NAME:** \_\_\_\_\_

**SIGNATURE:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

## APPENDIX C

### ACADEMIC COUNCIL TERMS OF REFERENCE

#### I. Terms of Reference

1. An Academic Council, per the Bermuda College Act, may be established to assist in the planning, co-ordination, development and overseeing of the educational work of the Bermuda College and to protect, maintain and develop the academic standards of the courses and activities of the college.
2. The majority of the members shall be holders of academic appointments within Bermuda College and at least one shall be a registered student.
3. The members appointed to the academic council shall hold the office for a period of two consecutive years and shall be eligible for reappointment. There is no limit to the number of times a member may be reappointed.
4. Without prejudice the Academic Council shall have the following particular functions:
  - a) to design, develop and/or assist in implementing programmes of study in accordance with the annually approved budget which are consistent with the functions of the college;
  - b) to design, develop and/or assist in implementing courses of study in accordance with the referred to at paragraph (a) of this subsection;
  - c) to make recommendations to the Vice President Academic & Student Affairs for the establishment of appropriate structures to implement the programmes and/or courses of study referred to at paragraphs (a and b) of this subsection;
  - d) to be responsible, subject to the approval of the Vice President Academic & Student Affairs, for making the academic regulations of the college;
  - e) to make recommendations to the Vice President Academic & Student Affairs those students who are in good academic standing and eligible for conferring of degrees;
  - f) to set the sessional dates of the academic calendar, subject to the approval by the Vice President Academic & Student Affairs;
  - g) to establish an ad hoc research ethics committee.
5. Research Ethics Committee: College research is governed by policies and practices that ensure the protection of research participants, researchers, the College, and the public. These policies and practices cover research involving humans and/or the use of animals. Individual researchers may also be governed by external ethical guidelines imposed by

professional associations and/or government agencies. All funded or unfunded research involving humans or animals undertaken at Bermuda College facilities and conducted by Bermuda College faculty, students, and staff and/or researchers external to the College is subject to review and approval. This committee may also be used to assist faculty who are seeking guidance in non-traditional teaching undertakings.

6. The academic council may establish subcommittees, as it thinks proper to assist the Academic Council in performing all of its functions. Membership on such committees need not be restricted to members of the college.

## **II. Membership**

1. Faculty representation shall consist of one faculty member from Business and Hospitality, one faculty member from Applied Science and Technology, one faculty member from Nursing and Allied Health, one faculty member from the ARC, and two faculty members from Arts and Science. The faculty member from Hospitality and Business, the faculty member from Nursing and Allied Health and one of the faculty members from Arts and Science shall be appointed on alternate years from the faculty member from Applied Science and Technology, the faculty member from the ARC, and the second faculty member from Arts and Science.
2. The Dean of Arts and Science, the Dean of Business, Hospitality and Technical Education, the Director of Nursing and Allied Health and the Director of Counseling and Student Activities shall serve on the Academic Council.
3. The Registrar shall serve on the Academic Council as the secretary and is a non-voting member of the Academic Council.
4. The Chair will be a senior Faculty member whose tenure will be for a period of two consecutive years. The Chair will be elected by the Faculty at the end of the academic year in which his or her term ends, and is a non-voting member of the Academic Council. There is no limit to the number of times a senior Faculty member may be elected to this position. student as selected by the Student Government Council. In the event that the Student Government Council fails to put forward a student representative by the third meeting of the start of the academic year, that position will remain unfilled until the following academic year. After this time period, additional appointments would be disruptive to the Academic Council processes.
5. A member of the Council may send a substitute to meetings of the Council or committees of the Council under special circumstances, such as vacation, extended illness, maternity leave. However, no member of the Council may substitute for another member and no person shall substitute for more than one member at a time.

### **III. Conduct of Meetings of the Academic Council**

1. The Academic Council shall ordinarily meet on the first and third week of each month of the academic year. An academic year shall run from September to May. The Chair may cancel or reschedule meetings of the Council subject to the restriction that two consecutive meetings shall not be cancelled. Special meetings may be called by the Chair of the Academic Council as needed throughout the calendar year.
2. The agenda for regular Council meetings, the minutes of the previous meeting, and the Committee Status Report shall be distributed to Council members at least five working days preceding the meeting. The Registrar, as Secretary to the Academic Council, shall maintain a complete file of Council activities in his or her office.
3. All documents for circulation to members of the Council shall be lodged with the Secretary at least seven working days in advance of the meeting to which they refer. The Secretary will ensure that documents for a meeting are circulated at least five working days in advance of the meeting.
4. **Agenda** - The agenda will contain items for discussion at the meetings. Agenda items must be relevant to the terms of reference of the Academic Council as listed above. Any member of the Council can place an item for discussion on the agenda, subject to the Secretary receiving it seven working days in advance of the meeting to which it refers. The adoption of the agenda shall be the first item of business at each meeting. Members may alter, delete or postpone draft items, but may not add new items at a meeting, save as provided hereunder.
5. **Emergency Items** - A member may seek to add an item to the agenda as an 'emergency item'. An emergency item can only be one which could not have been foreseen seven working days in advance of the meeting, and which must be resolved before the next scheduled meeting of the Council. A vote must be held on every proposal for an emergency item to be inscribed, and for it to be inscribed it must receive the assenting votes of at least two thirds of the members present and voting.
6. **Questions** - Any Bermuda College employee may submit a question relevant to the work of the Council for reply at the Council. Questions may be addressed to the Chairperson, the Secretary, or Division Heads. Questions must be lodged in writing with the Secretary at least seven working days in advance of the meeting. A question may be submitted as an 'Emergency Question' under the same conditions and following the same procedure as outlined in Section III paragraph 5.
7. **Other Business** -The 'other business' item of each agenda shall only be used to:
  - Inform the meeting of agenda items that are proposed for the next meeting
  - Convey briefly other items or information of a factual nature

8. **Quorum** - A quorum is defined as five voting members. If a quorum is not present, the meeting will not proceed.
9. **Voting** - Voting shall normally be by show of hands. The results of voting shall be counted and recorded by the Secretary. If the votes for and against a proposal are equal, the Chairperson will cast the deciding vote.
10. All curricula and programme changes require a minimum of two readings; non-curricula and programme items can be passed on the first reading.
11. **Confidentiality** - The Academic Council recognise that certain discussion items may be of a confidential nature. A member of the Academic Council or any Sub-Committee shall not disclose to any person/persons not a member of the Council any business of the Academic Council which is deemed to be confidential. This may also require that the student representative remove him or herself from certain proceedings (e.g. eligibility of conferring of degrees).
12. In cases not covered by these Rules, Robert's Rules of Order, shall be the authority.

## APPENDIX D

### ACADEMIC & STUDENT AFFAIRS SUB-COMMITTEE TERMS OF REFERENCE

#### 1. Composition of the Academic and Student Affairs Sub-Committee (the "ASA")

- a. The ASA may be comprised of at least two Board of Governor representatives, one of whom shall serve as the Chair; the President of the College; the Vice President of Academic & Student Affairs; the Commissioner of Education or his/her designate; and the Faculty Representative from the Board of Governors.
- b. Additional members may be appointed to the Sub-Committee, for specific projects, at the discretion of the ASA Chair.

#### 2. Tenure

The Chairperson of the Board shall appoint the members of the committee and membership shall be continuous at the discretion of the Chairperson.

#### 3. Mandate

- a. The ASA is a committee of the Board of Governors. It has delegated authority from and a reporting responsibility to the Board of Governors for matters relating to the quality of academic programmes and level of student engagement at the College.
- b. It has a responsibility for the formulation of recommendations to the Board of academic student programme policies for the Board's approval, and for their application thereafter, and for policy review of the academic programme and student activities of the College. In addition, it has responsibility for the formulation of recommendations to the Board on pedagogical policies for its approval and for their application thereafter.
- c. The ASA also has the overall responsibility of facilitating interaction between faculty, staff, students, and the greater community of stakeholders.

#### 4. Functions of the ASA

The ASA Sub-committees, shall:

- a. Make regular reports to the Board after each meeting and make recommendations to the Board for consideration.
- b. Oversee the quality of the College's academic programs and curriculum.
- c. Receive reports from the Academic Council on new academic courses/programmes.
- d. Receive reports on new articulation agreements, performance indicators, programme review outcomes, accreditation reports and programme terminations.
- e. Recommend to the Board changes to the regulations of all academic programmes.
- f. Offer advice at the request of the Board, or at its own discretion, on any matter concerning the academic programmes of the College.
- g. Act upon directives from Board concerning the work of all academic programmes.

- h. Oversee policies that promote the social, moral, and leadership development of Bermuda College students in the interest of maintaining and advancing the community college. Areas of focus may include social, cultural, community service and athletic activities, and the general physical, psychological and spiritual well-being of students.
- i. Review student affairs matters related to recruitment, admissions, enrolment, engagement and student services.
- j. Offer advice at the request of the Board, or at its own discretion, on any matter concerning student programmes and initiatives of the College.
- k. Receive reports on any aspects of academic programmes, student activity or key stakeholders from department members, students, members or organisations of or from the community.
- l. Recommend to the Board various policies which will promote and foster effective interaction, synergy and allocation of physical and human resources among the various academic and student programmes and departments, and the greater community of stakeholders in Bermuda.

## **5. Meetings and Quorum**

- a. Quorum of the Academic and Student Affairs Committee shall be fifty percent of the voting members including at least two Board members.
- b. The ASA shall meet at least once per term or at the call of the Chair.
- c. One meeting per academic year will be open to the College Community.

## **6. Governance**

The ASA is governed by the Board of Governors' by-laws.

## APPENDIX E

### BUILDINGS & GROUNDS SUB-COMMITTEE TERMS OF REFERENCE

#### **1. Composition of the Buildings & Grounds Sub-Committee (B&G)**

- a. The B&G will comprise at least 3 members of the Board of Governors, one of whom shall be appointed by the Chairperson of the Board to serve as Chair. Other members will include the VP Finance and Operations, the Manager of Facilities & Security and the Director of Information Technology.
- b. Other members may be appointed to the Sub-Committee, for specific projects, at the discretion of the B&G Chair.

#### **2. Tenure**

Membership shall be continuous at the discretion of the Chairperson of the Board.

#### **3. Mandate**

The B&G's function is to review, identify and make appropriate recommendations to the Board related to:

- a. Capital projects and capital spending.
- b. Major equipment purchases and infrastructure upgrades.
- c. Any such other related matters as may be referred to it by the Board.

#### **4. Functions of the B&G Committee**

The B&G Committee shall:

- a. Review and discuss with management capital projects and capital spending.
- b. Review and discuss with management major equipment purchases and infrastructure upgrades.
- c. Assist management in the prioritization of capital projects and recommend to the Board.
- d. Make recommendations to the Finance Committee on capital spending based on the capital grant received from the Government.

#### **5. Meetings & Quorum**

- a. The Committee shall meet at least once per semester.
- b. A quorum shall be fifty percent of the members including at least two (2) board members.

#### **6. Governance**

The B&G is governed by the Board of Governors' by-laws.

## APPENDIX F

### EXECUTIVE COMMITTEE TERMS OF REFERENCE

#### 1. Composition of the Executive Committee (EC) of the Board

The Executive Committee is comprised of:

- a. Board Chairman who serves as the Chair
- b. Board Deputy Chairman
- c. Academic and Student Affairs Sub-Committee Chair
- d. Finance Sub-Committee Chair
- e. Buildings and Grounds Sub-Committee Chair

#### 2. Tenure

Members of the EC remain members until they cease to be a Chair of one of the aforementioned sub-committees above or cease to be a member of the Board.

#### 3. Mandate

- a. The Executive Committee ("EC") is a standing committee of the Board of Governors ("the Board") established to assist the Board in carrying on the affairs of the Bermuda College ("BC") in accordance with BC's By-Laws.
- b. Its purpose is to consider urgent matters between meetings of the Board. In addition, the EC considers matters as specified below.

#### 4. Functions of the EC

The EC shall:

- a. Act on all matters that may be referred to or delegated to it by the Board.
- b. Act on behalf of the Board between regular Board meetings and on other occasions when a decision is required and it is not convenient nor otherwise possible to assemble the full Board, for example, during the summer or Christmas break.
- c. Report to the Board following the EC meeting on matters the Executive Committee has considered and any decisions it has taken on the Board's behalf PROVIDED ALWAYS THAT all decisions made on behalf of the Board shall be presented to the Board for ratification at the first Board meeting following the Executive Committee meeting.
- d. Conduct the Principal Executive Officer's annual performance and compensation review as per the Board by-laws.
- e. Negotiate and ratify all contractual arrangements for the employment of the Principal Executive Officer, and to approve, from time to time, any amendments to the Principal Executive Officer's contract or additional Board designated executive management contracts as deemed to be in the best interests of the College.

#### 5. Meetings and Quorum

- a. Meetings will be called when appropriate, as determined by the Chairman; or, in the absence of the Chairman, by the Deputy Chairman or upon the written request of three (3) or more members of the EC. The EC may also conduct its business via telephonic or electronic means when it is not possible or convenient to physically meet.

- b. A quorum shall consist of at least three members of the EC, one of which must either be the Chairman or Deputy Chairman.
- c. Where there is no quorum any meeting is not properly constituted and no matters may be decided upon.

**6. Administrative Support**

- a. One of the EC members shall be appointed as Secretary.
- b. The Secretary shall maintain minutes of meetings of the EC and such minutes shall be distributed to the Board at the next meeting of the Board.

**7. Limitations of Executive Committee's Role**

- a. The EC does not have the power to delegate its functions.
- b. Furthermore, in no event may the EC (i) reverse any decision made by the Board, (ii) suspend, dismiss or place on leave the President, (iii) approve the creation or elimination of a programme offered or to be offered by the BC, (iv) approve any change in the BC's mission, (v) approve the incurrence by the BC of any debt or (vi) amend or repeal any By-Law of the BC.

**8. Governance**

The EC is governed by the Board of Governors by-laws.

**APPENDIX G**  
**FINANCE SUB-COMMITTEE TERMS OF REFERENCE**

**7. Composition of the Finance Sub-Committee (FC)**

- c. The FC will comprise at least 3 members of the Board of Governors, one of whom shall be appointed by the Chairperson of the Board to serve as Chair. Other members will include the President, and the VP Finance and Operations
- d. Appointed members should have financial or other business-related professional backgrounds.
- e. Other members may be appointed to the Sub-Committee, for specific projects, at the discretion of the FC Chair.

**8. Tenure**

Membership shall be continuous at the discretion of the Chairperson of the Board.

**9. Mandate**

The Fe's function is to review, identify and make appropriate recommendations to the Board on:

- d. Financial reports prepared by staff and auditors.
- e. The financial policies and the annual budget of the College.
- f. The integrity of the College's financial statements.
- g. Matters identified in any finance-related matter conducted on the College's operations.
- h. Any such other related matters as may be referred to it by the Board.

**10. Functions of the FC**

The Committee, to the extent it deems necessary or appropriate, may:

- e. Review and discuss with management all contracts/agreements entered in to with the College.
- f. Review and discuss with management the quarterly financial reports, annual budget submission and other financial reports.
- g. Review and discuss with management the annual audited financial statements, Finance observations and recommendations and management's response to such.
- h. Discuss with management significant financial reporting issues and judgments made in connection with the preparation of the College's financial statements, including any significant changes in the College's selection or application of accounting principles, any major issues as to the adequacy of the College's internal controls and any special steps adopted in light of material control deficiencies.
- i. The Committee shall make monthly reports to the Board.
- j. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

**11. Meetings & Quorum**

- c. The Committee shall meet monthly.
- d. The Committee may also meet periodically with management and the Auditor if required.
- e. A quorum shall be fifty percent of the members including at least two (2) board members.

**12. Limitation of Finance Committee's Role**

While the Committee has the responsibilities and powers set forth in this document, it is not the duty of the Committee to plan or conduct audits or to determine that the College's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the auditor.

**13. Governance**

The FC is governed by the Board of Governors by-laws.