



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

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 person appointed to the public office of Auditor established under Section 101 of the Constitution, or any such auditor as may be engaged by 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.
3. The Bermuda College Act 1974 is the governing statute for the Bermuda College, and any conflict arising between these by-laws and the Bermuda College Act 1974 shall be resolved in favour of the Act.

ARTICLE I
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 II
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 III
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 it may deem necessary.

ARTICLE IV
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 shall 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 V
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, hiring 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 all 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 designee, shall attend all meetings of the Board committees and act as the resource person to such committees.

ARTICLE VI
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 VII
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 the College Board Room.

4. 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.
5. 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.
6. 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.
7. A meeting of the Board may be held by means of such 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.
8. All members of the Board may vote on all matters coming before the Board for consideration, except the faculty member shall not vote on individual faculty compensation 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.
9. In the case of a tie vote, the Chairperson of the meeting shall be entitled to cast a second vote.
10. 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.
11. 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 VIII 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 IX
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 X
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.
2. Standing Committees shall include: Academic and Student Affairs, Buildings and Grounds, Finance, Honorary Fellows and Legal.
3. Academic and Student Affairs: Members review new academic courses/programmes, articulation agreements, performance indicators, programme review outcomes, accreditation reports and programme terminations. Members also review student affairs matters related to recruitment, admissions, enrolment and student services.
4. Buildings and Grounds: Members review capital and facilities issues including prioritization of construction, maintenance, and equipment projects.
5. Finance: Members review financial policies, the annual budget and monitor financial reports prepared by staff and external auditors.
6. 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.
7. Legal: Members are the lawyers on the Board who provide legal advice to the Board and also work with the College's lawyers on matters pertaining to the College.

ARTICLE XI
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 XII
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 XIII
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 XIV
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.


Board Chairperson

8/12/2015
Date


Minister of Education

7/12/15
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 |

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: _____