



NATIONAL ASSEMBLY OF QUÉBEC

FIRST SESSION

FORTY-THIRD LEGISLATURE

Bill 211
(Private)

**An Act respecting the École
Polytechnique de Montréal**

Introduction

**Introduced by
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Member for Anjou–Louis-Riel**

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Bill 211

(Private)

AN ACT RESPECTING THE ÉCOLE POLYTECHNIQUE DE MONTRÉAL

AS the École Polytechnique de Montréal was incorporated by chapter 23 of the statutes of 1894;

AS the said Act was replaced by chapter 127 of the statutes of 1954-55, which was replaced by chapter 135 of the statutes of 1987, and it is expedient to again replace the same;

AS the École Polytechnique de Montréal is a French-language university institution of teaching and research;

AS the École Polytechnique de Montreal wishes to allow the members of its community, in particular its professors, full-time lecturers, lecturers, non-teaching staff, students and alumni, to take part in the administration of the School, and as it promotes collegial governance involving the institution's various advisory and decision-making bodies in its academic and administrative management;

AS the École Polytechnique de Montréal recognizes academic freedom and is working to protect and promote it;

AS the École Polytechnique de Montréal has full and complete autonomy over decisions related to its mission;

AS the École Polytechnique de Montréal is a university establishment at the service of society, future generations and the community that it serves;

AS the École Polytechnique de Montréal is open to the world and present in the international trends that influence the practice of engineering;

AS the École Polytechnique de Montréal adheres to the principles of sustainable development, professional integrity in the practice of engineering and representativeness of the community that it serves in the course of its activities;

AS it is expedient to adapt the constituting Act of the École Polytechnique de Montréal to new conditions resulting from the evolution and development of the School in order to enable it to pursue its mission;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

MISSION AND POWERS

1. The mission of the École Polytechnique de Montréal, hereinafter referred to as “the School”, is higher education as well as research and innovation in all fields, in particular the scientific and technological fields, related to the practice of engineering. The mission of the School is also to provide services to the community for the benefit of society.

The School may also be designated under the name of “Polytechnique Montréal”.

2. The head office of the School is located in the city of Montréal.

3. The School is a legal person. It may do all things consistent with its mission.

In particular, the School may

(1) acquire, administer, lease, exchange, hypothecate and alienate movable and immovable property, by any legal means, by gratuitous or onerous title and perform any act of ownership in respect thereof;

(2) contract loans on its credit and invest its funds in any manner considered appropriate, either in its own name or in the name of trustees;

(3) establish institutes or other bodies in connection with its mission and determine their structure and their relationship to the School;

(4) enter into any agreement with any educational or research institution that it deems useful for the pursuit of its purposes;

(5) organize public subscription campaigns; and

(6) solicit and receive any gift, legacy or other liberality, even immovable, in any manner and from any source, and benefit therefrom without acceptance or other formality.

Despite article 1824 of the Civil Code, any gift to the School may be made by private writing.

4. In the conduct of its affairs, the School may, in particular,

(1) make by-laws on the disciplinary and ethical standards applicable to the student community and to all staff of the School;

(2) make by-laws on tuition fees and other fees payable by the members of the student community;

(3) determine the terms and conditions governing the employment, remuneration and duties of the director general, senior management officers and other members of the staff;

(4) set out the organization of teaching and research;

(5) adopt programs of study and make related academic by-laws;

(6) determine the nomenclature of university degrees, diplomas and certificates and the method of administering examinations;

(7) define the criteria and procedures for appointing and promoting members of the teaching staff; and

(8) make by-laws concerning the internal management of the School and any other by-law necessary for the purposes of this Act.

5. The School awards its students with the university degrees, diplomas and certificates determined under paragraph 6 of section 4.

Throughout the term of a contract of affiliation with the Université de Montréal, the university degrees, diplomas and certificates are awarded jointly with the Université de Montréal, on the recommendation of the academic council of the School.

6. The School may, with the authorization of the minister responsible for higher education, enter into or amend a contract of affiliation with the Université de Montréal.

The contract of affiliation establishes, in particular, the terms and conditions of approval, by the Université de Montréal, of the by-laws and resolutions passed under paragraphs 5 and 6 of section 4.

A contract of affiliation entered into under this section and any amendment to the contract come into force upon being approved by the minister.

The School may terminate a contract of affiliation entered into under this section only with the approval of the minister.

CHAPTER II

BOARD OF DIRECTORS

7. The School is administered by a board of directors, hereinafter referred to as the “board”, which, in particular,

(1) ensures compliance with the mission and oversees the use of resources by management;

(2) approves the budget estimates, the annual budget, the capital plan, the financial statements and the annual report;

(3) contributes to the development of the School’s strategic orientations, approves them and ensures their implementation;

(4) approves the organizational structure of senior management;

(5) approves the School’s rules of governance, taking into account the specific characteristics of the School;

(6) approves the code of ethics applicable to its members and to staff members;

(7) approves the expertise and experience profiles required for its members;

(8) approves the criteria and procedures for evaluating its members and those applicable to the director general, drawing on best practices in the matter;

(9) approves the criteria for evaluating the operation of the board;

(10) establishes the risk management framework policies;

(11) ensures the effective and efficient management of human, material, financial and informational resources;

(12) regularly monitors the School’s financial situation and ensures that the appropriate controls are in place to preserve its financial health in the short, medium and long term; and

(13) determines, by by-law, the composition, mandate and mode of operation of its committees and ensures that they exercise their functions properly.

8. The board, which is composed in the majority of independent members, comprises the following 13 directors:

(1) the chair of the board, appointed by the Government on the recommendation of the board and who must qualify as an independent director;

(2) the director general of the School;

(3) the rector of the Université de Montréal or the person representing the rector or, if the affiliation with the Université de Montréal has ended, an additional independent member appointed by the board;

(4) five persons appointed as independent members, of whom:

(a) three are appointed by the board;

(b) one is appointed from among the School's alumni by the organization Fondation et Alumni de Polytechnique Montréal constituted under Part III of the Companies Act (chapter C-38) or by the successor of that organization recognized by the board; and

(c) one is appointed by the Government;

(5) four persons appointed by the faculty assembly, at least three of whom must be professors; and

(6) one person appointed by the students' association or students' association alliance accredited under the Act respecting the accreditation and financing of students' associations (chapter A-3.01) from among the School's student community.

If one of the bodies referred to in subparagraph *b* of subparagraph 4 and subparagraphs 5 and 6 of the first paragraph fails to make the appointment provided for therein within four months of a vacancy in the position concerned, the board may make the appointment in lieu of that body. However, before making the appointment provided for in subparagraph 6 of the first paragraph, the board must first consult the chairs of the students' associations.

9. A member qualifies as independent if, in the opinion of the board or the Government, when the member is appointed by the latter, the member has no direct or indirect relations or interests, including those of a financial, commercial, professional or philanthropic nature, likely to interfere with the quality of the member's decisions regarding the interests of the School.

A member is deemed to not be independent if a person from the member's immediate family, as defined by the board, belongs to the School's senior administrative personnel or if, in the three years before being appointed, the member was employed by the School.

The rector of the Université de Montréal or the person representing the rector is deemed to be an independent member.

10. Other than the director general and the rector of the Université de Montréal or the person representing the rector, who are members of the board *ex officio*, the term of office of members of the board is four years and is renewable twice.

Despite the first paragraph, the term of office of the member of the student community is one year and is renewable.

Appointees remain in office until they are reappointed or replaced, unless they lose the status required for their appointment.

However, the member of the student community retains the right to sit on the board even if that member loses official student status during the year of the term.

11. Any vacancy on the board is filled in accordance with the mode of appointment prescribed for the member to be replaced. The new member then begins a new term of office, the duration of which is determined or, in the case of government appointments, recommended by the board.

12. A member of the board must disclose in writing to the board and to the minister responsible for higher education, if appointed by the Government, any situation likely to cause the member to lose the qualifications required for that position.

The sole fact of being in a limited and specific conflict of interest situation does not disqualify such a member.

13. All members of the board, whether appointed as independent members or not, must make decisions in the best interests of the School.

They fulfill their duties with impartiality, independence, loyalty, prudence and diligence, in keeping with the School's mission and in strict confidentiality.

14. The chair presides over the meetings of the board, ensures that it fulfills its role and exercises its powers, and evaluates the performance of the other board members according to the criteria established by the board.

15. If the chair is absent from a meeting, the board shall designate one of its members as a replacement.

16. The quorum of the board is seven members.

17. Unless otherwise prescribed for in the by-laws, the decisions of the board are made by a majority vote of the members present.

In the case of a tie-vote, the vote of the chair is the casting vote. However, if the chair is absent, the person designated as a replacement does not have a casting vote.

18. When developing the expertise and experience profiles required of its members, the board must seek to meet the objectives of diversity and representativeness of the various components of the community served by the School.

Likewise, the board must aim to have at least one member who is a member of the Ordre des ingénieurs du Québec established under the Engineers Act (chapter I-9).

19. The composition of the board must tend towards gender parity.

However, no act or document of the School, nor any decision of the board, is invalid because the board does not have an equal number of women and men, the minimum number of engineers required or a majority of independent members.

20. The board must establish, by by-law, one or several committees with the mandate of advising the board in the exercise of its responsibilities in the areas of auditing, ethics and governance as well as human resources.

The board may also establish, by by-law, any other committee that it deems necessary for the proper operation of the School.

The board may delegate decision-making powers to its committees and determine the conditions for exercising them.

21. The committees of the board established under the first paragraph of section 20 must be presided over by an independent member of the board.

The board may appoint persons who are not board members to board committees.

CHAPTER III

ACADEMIC COUNCIL

22. The academic council is an advisory and decision-making body for teaching and research. It reports to the board of directors, which determines its responsibilities and mode of operation by by-law.

The academic council comprises the following members:

- (1) the director general, who presides over it;
- (2) 12 members of the teaching staff with regular status, appointed by the faculty assembly; and
- (3) four persons from the School's student community, appointed in the manner provided for in subparagraph 6 of the first paragraph of section 8.

The composition of the members appointed under subparagraph 2 of the second paragraph must aim to reflect the proportion of full-time lecturers in the faculty assembly.

CHAPTER IV

GENERAL MANAGEMENT

23. The director general is the School's most senior officer. The director general is appointed by the board according to the appointment procedure established by by-law of the board.

The procedure must provide equal opportunity for external and internal applicants, ensure that applications are examined independently and confidentially, and allow for the participation of the university community.

The duties of the director general are determined by by-law of the board, and the director general reports to the board on the director general's activity.

24. The director general presides over the faculty assembly, which is composed of members of the teaching staff, that is, full professors, associate professors, assistant professors and full-time lecturers.

25. The director general must ensure that the board has all the resources required to perform its duties and those of its committees.

26. The director general's term of office is five years and may be renewed once for a period determined by the board, which may not exceed five years.

At the end of the second term, the School launches an appointment procedure in accordance with the by-law provided for in section 23 and the outgoing director general may apply in the same manner as any other applicant.

27. In the absence of the director general due to illness, incapacity or any other reason, the board may designate a substitute as a temporary replacement.

If the position of director general becomes vacant, the board may designate a person to act as interim director general until the position is filled in accordance with the by-law provided for in section 23.

28. The secretary general of the School is appointed by the board on the recommendation of the director general. The board determines the secretary general's status and responsibilities.

CHAPTER V

TRANSITIONAL AND FINAL PROVISIONS

29. The principal of the School in office on the day of assent to this Act remains in office for the remainder of the term as chair of the board of directors, until replaced or reappointed in accordance with this Act.

The director in office on the day of assent to this Act remains in office for the remainder of the term as director general, until replaced or reappointed in accordance with this Act.

The term of office of the other members of the board continues for the time set out for their term, and those persons remain in office until, if applicable, they are replaced or reappointed in accordance with this Act.

The two professors appointed as members of the board by the latter as engineers having graduated from the School under subparagraph 3 of the first paragraph of section 16 of the Act respecting the Corporation de l'École Polytechnique de Montréal (1987, chapter 135) are deemed to have been appointed by the faculty assembly under subparagraph 5 of the first paragraph of section 8 of this Act. Their term of office in that capacity continues for the remainder of the term, until they are replaced or reappointed in accordance with this Act.

30. This Act replaces the Act respecting the Corporation de l'École Polytechnique de Montréal (1987, chapter 135).

Any reference to that Act or to one of its provisions is a reference to this Act or to the corresponding provision of this Act.

31. The by-laws, resolutions or ordinances passed, the contract of affiliation entered into with the Université de Montréal, the agreements or contracts signed, the acts performed, and the undertakings made by the School remain in force, to the extent that they are consistent with this Act, insofar as their object has not been attained or until they are amended, replaced, or repealed under this Act.

32. This Act comes into force on *(insert the date of assent to this Act)*.

