



# GENERAL BYLAWS

## BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

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## ARTICLE I STATUTORY BASIS OF BYLAWS

### 1.1 OVERVIEW

1.1.1 Athabasca University is a public post-secondary institution established under the *Post-secondary Learning Act* ("Act") and the *Athabasca University Regulation* ("Regulation") of the Province of Alberta. The Governors of Athabasca University (the "Board") is established pursuant to the Regulation. The Bylaws of the Governors of Athabasca University ("Bylaws") provide guidance and structure to the proceedings of the Board in fulfilling its obligations and duties under the Act.

### 1.2 AUTHORITY OF THE BYLAWS

1.2.1 The Bylaws are enacted in accordance with the Act and the Regulation.

1.2.2 In the event of a conflict between the provisions of these Bylaws and the provisions of the Act or the Regulation, the provisions of the Act and Regulation shall govern.

1.2.3 These Bylaws take precedence over any policies, procedures, standards, protocols, or terms of reference adopted by the Board.

## ARTICLE 2 DEFINITIONS AND INTERPRETATION OF BYLAWS

### 2.1 DEFINITIONS

In these Bylaws:

- a) **Act** means the *Post-secondary Learning Act*, S.A. 2003, c P-19.5, as amended from time to time and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in these Bylaws shall be read as referring to the amended or substituted provisions;
- b) **Ad Hoc Committee** means a committee which deals with matters of short term interest and which will only exist for a certain term or until a certain task has been completed;
- c) **Alumnus Member** means a person appointed by the Minister as the designated alumnus member in accordance with the Regulation;
- d) **Board** means "The Governors of Athabasca University" as defined in the Regulation;
- e) **Board Chair** means the individual appointed as Chair of the Board pursuant to the Regulation.
- f) **Business Day** means any day in which normal business is conducted at Athabasca University. (Monday through Friday from 9am to 5pm local time, excluding weekends and public holidays);
- g) **Code** means the "Code of Conduct and Ethics for Members of the Governors of Athabasca University".
- h) **Code Administrator** means the Board Chair whose role it is to administer the Board's Code of Conduct as defined in these Bylaws;
- i) **Committee** means a Standing or *Ad-Hoc* Committee established by the Board;
- j) **Committee Member** means an individual appointed by the Board to serve as a member of a Board committee;
- k) **Consent Agenda** means an agenda of multiple matters brought before the Board, as part of its regular agenda, for approval through a single motion;
- l) **Department** means the department of the Provincial Government that is responsible for post-secondary education;



- m) **External Advisor** means a member of a Committee who is not a member of the Board, appointed by the Board to provide advice to the Board or to a Committee of the Board;
- n) **Mandate** means the mandate of the University as approved by the Minister, in accordance with the Act;
- o) **Mandate and Roles Document** means the Mandate and Roles Document (MRD) required under the *Alberta Public Agencies Governance Act (APAGA)*;
- p) **Member** means an individual, including the Board Chair, appointed to the Board in accordance with the Act and the Regulation;
- q) **Minister** means the Minister determined under the *Government Organization Act* as the Minister responsible for the Act;
- r) **Motion** means a proposal formally placed before a meeting for consideration, debate, and vote. Once adopted and recorded, the motion converts to a resolution;
- s) **President** means the individual as constituted in the Act and the Regulation and appointed by the Board to serve as President, Interim President, or Acting President of the University;
- t) **Presiding Officer** means the person responsible for presiding over a meeting of the Board, who will be the Chair, or in the absence of the Chair, the Vice-Chair, or in the absence of both the Chair and the Vice-Chair, that person elected as Presiding Officer in accordance with these Bylaws;
- u) **Public Member** means a person appointed through an Order in Council by the Lieutenant Governor in Council. The Alumnus Member shall be considered a Public Member;
- v) **Regulation** means the *Athabasca University Regulation*, Alta. Reg. 50/2004, as amended from time to time;
- w) **Representative Member** means a person who is recommended for appointment by specific constituency groups within the institution and, subject to the Minister's discretion, are appointed by the Minister.
- x) **Resolution** means a motion that has been adopted and recorded and reflects the decision made at a meeting;
- y) **Standing Committee** means a committee which deals with matters of ongoing interest and continues to exist until dissolved by the Board;
- z) **University** means the public university constituted under the Act and the Regulation and incorporated as The Governors of Athabasca University;
- aa) **University Seal** means the corporate seal of the University.
- bb) **University Secretary** means the individual holding the position of University Secretary and acting as the secretary to the Board.

## 2.2 INTERPRETATIONS AND APPLICATION

- 2.2.1 The Board is the sole authority for the interpretation of these Bylaws including any question of interpretation brought to the Board for resolution. A decision of the Board regarding the interpretation of these Bylaws is final and binding.
- 2.2.2 These Bylaws apply to Members, any committee of the Board, and other such persons as may engage with the Board from time to time.
- 2.2.3 In these Bylaws, unless the context otherwise requires, words implying the singular number will include the plural number and vice versa; words implying gender will include all genders; and references to persons shall include firms and corporations. The headings used in these Bylaws are for convenience only and shall not affect the interpretation of these Bylaws.



- 2.2.4 The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

### **ARTICLE 3 THE BOARD**

#### **3.1 COMPOSITION**

- 3.1.1 As prescribed in the Act and the Regulation, the Board shall consist of the Chair, the President, up to eight members representative of the general public, up to an additional two members representative of the general public if requested by the Board, two members of the academic staff, one member of the non-academic staff, one tutor, two students, one graduate student, and up to one alumnus if requested by the Board.

#### **3.2 TERM OF OFFICE**

- 3.2.1 The term of office for Members, including the Chair, shall be for a fixed term, as prescribed in the Act and the Regulation.

#### **3.3 RECRUITMENT AND COMPETENCIES**

- 3.3.1 The Minister has an established recruitment process that applies to the Board. The recruitment of Public Members is competency-based and led by the Department in conjunction with the Board. As part of this process, the Board recommends candidates for the positions of Chair and Public Member.
- 3.3.2 The Board will perform ongoing succession planning, tracking upcoming vacancies while having regard to the principle that Board membership should represent a diversity of backgrounds, experience and skills.

#### **3.4 RESIGNATION, REMOVAL**

- 3.4.1 Any Member may resign from the Board by sending notice in writing to the Minister and the Board Chair.
- 3.4.2 Pursuant to the Regulation, the Board will advise the Minister or the Lieutenant Governor in Council, as appropriate, that a Member is no longer capable of acting as a Member or of fulfilling the duties of a Member. Without limiting the generality of the foregoing, a Member may be determined to be incapable of acting as a Member or of fulfilling the duties of a Member if he or she has:
- a) Breached the standards of conduct or responsibilities as set out in these Bylaws and Athabasca University policy;
  - b) Disclosed information that might impact the ability of Athabasca University to carry out its responsibilities or information relating to the personal interest, reputation or privacy of an individual; or
  - c) Become mentally incompetent to act as a Member or to fulfill the duties of a Member.

- 3.4.3 The Board may continue to act notwithstanding one or more vacancies of its Members.



## **ARTICLE 4      POWERS, DUTIES, ROLES AND RESPONSIBILITIES**

### **4.1      DELEGATION**

4.1.1 The Board may delegate its powers in accordance with the Act through policy, resolution, or other written directive. The Board reserves the right to revoke such delegation.

### **4.2      RESPONSIBILITIES OF THE BOARD**

4.2.1 Further to the responsibilities set out in the Act and Regulations, the responsibilities of the Board include:

- a) Acting in the best interest of the University;
- b) Setting the long-term vision, mission, and strategic direction of the University;
- c) Review, updating and approving the University's Mandate and Roles Document and submitting it to the Minister for approval;
- d) Approving policy in areas of mandated responsibility;
- e) Holding the President accountable for the achievement of the University's goals;
- f) Supporting the University's autonomy and systems of governance;
- g) Advocating on behalf of the University to the external community;
- h) Recruiting, appointing, and evaluating the President;
- i) Ensuring that an effective succession plan is in place for the President and Senior Administration;
- j) Providing the University administration with the support, authority, and responsibility required to lead and manage its affairs successfully;
- k) Approving the allocation of resources consistent with the achievement of the University's objectives;
- l) Setting out a framework for the conduct of the Board's affairs and monitoring its effectiveness; and
- m) Performing other duties and responsibilities as specifically set out in the Act, the Regulation, and other applicable legislation.

### **4.3      RESPONSIBILITIES OF MEMBERS**

4.3.1 As stated in the Act, Members bear a fiduciary responsibility and are expected to act in the best interests of the University. Although Members bring special expertise and points of view to the Board's deliberations, the best interests of the University remain paramount in all board activities. Members must adhere to the Board's Bylaws, the University's policies and applicable legislation.

4.3.2 The specific responsibilities of a Member include:

- a) Supporting the Board in fulfilling its obligations and responsibilities;
- b) Acting in an ethical manner and complying with the Board's Bylaws, the Code and University policies;
- c) Preparing for, attending and participating in regular and special Board meetings;
- d) Attending committee meetings as required;
- e) Discussing issues frankly and respectfully at all meetings and abiding by the will of the majority of the Board;



- f) Participating in University activities, as required;
  - g) Maintaining confidentiality over Board matters, discussions and materials in accordance with the terms of these Bylaws, relevant legislation and the Code; and
  - h) Exercising judgment regarding real, perceived or potential conflicts of interest.
- 4.3.3 Members are required to provide contact information to the University Secretary and ensure that this contact information is kept current.
- 4.3.4 Members are expected to attend meetings of the Board and the Committees to which they are appointed. If a Member is absent from five meetings within a twelve month period, or three consecutive meetings, the Board Chair shall contact the Member to determine the reason for the absence and the Member's interest in continuing to serve. In the case where the absence is without sufficient reason or without having made satisfactory arrangements with the Board Chair, the Board Chair may request the Member's resignation or may refer the matter to the Board in accordance with Article 3.4.2.

#### **4.4 BOARD CHAIR**

- 4.4.1 The Board Chair will lead the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board, ensuring that the distinction between Board and administration is understood and ensuring that the Board is properly organized, functions effectively, and meets its obligations and responsibilities. The Board Chair shall ensure that the Board stays on task and conducts itself ethically while complying with the Bylaws and applicable legislation. The Board Chair is responsible for providing leadership to the Board and for effectively facilitating the work of the Board. The Board Chair sits as an *ex-officio* voting member of all Board and Board Committee meetings.
- 4.4.2 The Board Chair is the official spokesperson of the Board, an official signatory of the University, and serves as a link between the Board and the President.
- 4.4.3 Without limiting the foregoing and in addition to obligations as a Member, the responsibilities of the Chair include:
- a) Ensuring effective, ongoing relationships and communications between the Board and the President and among Board members concerning matters impacting the University and the functioning of the Board;
  - b) Ensuring there is an appropriate policy and practice in place for the recruitment, selection, evaluation and compensation of the President;
  - c) Ensuring that the Board and its committees have opportunities to meet independent of administration;
  - d) Acting as the primary liaison between the Board and the President, including the provision of coaching, counselling and feedback;
  - e) Working closely with the President to ensure that strategies, plans and accountabilities are presented to the Board;
  - f) Ensuring that Members comply with these Bylaws and specifically with the articles on Code of Conduct, Conflict of Interest and Confidentiality;
  - g) Overseeing the annual evaluation of the President and ensures retention of all records pertaining to the President's contract and performance;



- h) Providing the Minister with regular updates on the Board's operations informing the Minister regarding emergent issues;
- i) Maintaining effective relationships with members, administration and stakeholders; and
- j) Representing the Board at official functions sponsored by the Board, and at all functions at which the Board is to be formally represented, except as the Board Chair may designate otherwise.

#### **4.5 VICE CHAIR**

- 4.5.1 The Board shall appoint one Public Member as Vice-Chair who will carry out such duties as may be assigned by the Chair. If the Chair is temporarily absent or unable to act, the Vice-Chair will carry out the responsibilities of the Chair. In instances where the Chair is not available, the Vice Chair may serve as an official signatory on behalf of the Board.

#### **4.6 ACTING BOARD CHAIR**

- 4.6.1 In the event that the Board Chair and the Vice-Chair are absent or unable to act, the Board may appoint another Public Member to serve as the Acting Board Chair.

#### **4.7 COMMITTEE CHAIR**

- 4.7.1 The Board shall appoint a Public Member as Committee Chair of each Standing Committee. In the case of *Ad-Hoc* committees, task forces, or advisory committees, the Board shall appoint a Committee Chair from among the Public Members.

- 4.7.2 The Board may revoke the appointment of a Committee Chair.

- 4.7.3 The Committee Chair shall provide effective leadership to the committee so as to fulfil its duties as outlined in its terms of reference. Without limiting the foregoing and in addition to obligations as a Member, the responsibilities of a Committee Chair include:

- a) Applies the Board's bylaws as they relate to the committee;
- b) Conducts committee work in accordance with the committee's terms of reference as approved by the Board;
- c) Presides over all committee meetings ensuring they are conducted in an efficient, effective, and focused manner;
- d) Fosters responsible decision making by the committee and its individual members;
- e) Ensures that all new committee members receive an orientation to the committee;
- f) Reports to the Board on a regular basis on the committee's activities and recommendations;
- g) Conducts an annual self-assessment of the performance of the committee against its terms of reference and reports the findings to the Board;
- h) Ensures the committee reviews its terms of reference as outlined in these Bylaws and reports any matters and recommendations to the Board;
- i) Carries out any other duties and responsibilities assigned by the Board, the Board Chair, or delegated by the committee.





#### **4.8 UNIVERSITY SECRETARY**

##### **4.8.1 The duties of the University Secretary include:**

- a) Giving notice of meetings to Members, attending all meetings of the Board, and keeping and making accessible regular minutes of all the proceedings;
- b) Preparing and maintaining a record of the current Members with each Member's postal addresses, telephone numbers, and e-mail addresses recorded as furnished by the Member;
- c) Preparing all resolutions, reports, and other documents that the Board may direct and all copies that may be required of any such documents;
- d) Arranging for nominations and conducting elections of Members of the Board in accordance with proceedings approved by the Board; and
- e) Discharging such other duties as are prescribed by the Board or Board Chair.

#### **ARTICLE 5 CONFIDENTIALITY**

##### **5.1 CONFIDENTIAL INFORMATION**

5.1.1 Confidential information is defined in the Code. Without limiting the generality of the foregoing, confidential Board records and information includes: all non-public information that might be of use to competitors of the University, or harmful to the University or its stakeholders if disclosed; all information described as confidential in Articles 5.1.2 and 5.1.3; and all information otherwise identified as confidential by the Board or the Chair.

5.1.2 Information and written material brought before open meetings or sessions of the Board and its Committees, as well as the proceedings of open meetings or sessions, will not be considered to be confidential, unless specifically identified as confidential by the Board.

5.1.3 Information and written material brought before closed and *in camera* meetings or sessions of the Board and its committees, as well as the proceedings of those sessions, are designated as confidential unless otherwise explicitly directed by the Board, and shall not be disclosed to any person not attending the relevant meeting without the prior permission of the Chair unless made available for public release on the authority of the Chair, or in accordance with University policy or law in respect of disclosure of confidential information.

##### **5.2 CONFIDENTIALITY REQUIREMENT**

5.2.1 Except where disclosure is authorized by Board policy, required by law, or otherwise determined by the Board Chair, and as required by the Code, each Member shall protect and secure all confidential and privileged Board records and information to which they have access and/or is in their custody by virtue of their Board membership.

5.2.2 All information, materials, and records provided to Members for individual use or created by a Member are the property of the Board and when the individual ceases to be a Member will be returned to the University Secretary or destroyed.



- 5.2.3 It is the responsibility of Members who receive confidential information to ensure the security of all confidential information entrusted to them at all times. Each Member shall sign a confidentiality agreement to acknowledge confidentiality requirements at the start of his or her term of office, which is binding in perpetuity.

## **ARTICLE 6 CONFLICT OF INTEREST**

### **6.1 DEFINITION OF A CONFLICT OF INTEREST**

- 6.1.1 Conflict of Interest for Members and Committee Members is defined in the Code. Without limiting the generality of the foregoing, a conflict of interest may exist when a Member or Committee Member has an incompatibility between their private interests and their official or professional responsibilities as a Member or Committee Member, and between competing official or professional responsibilities.

### **6.2 REQUIREMENT TO DISCLOSE**

- 6.2.1 A Member or a Committee Member who has a real, potential, or perceived conflict of interest must disclose the conflict to the Board or the Board Chair.
- 6.2.2 Any such disclosure shall be made to the Board or the Board Chair as required by these Bylaws and the Code at the earliest possible opportunity and, in addition, annually, through the completion of a conflict of interest disclosure form, in a format approved by the Board.
- 6.2.3 In the event that a perceived conflict is not disclosed, other Members may bring the perceived conflict to the attention of the Board or the Board Chair.
- 6.2.4 In accordance with these Bylaws and the Code, Members and Committee Members acknowledge that disclosure of a conflict of interest does not remove the conflict of interest. Members and Committee Members must comply with the Code and the directions of the Board regarding resolution of a conflict of interest.

### **6.3 EFFECT OF DISCLOSURE**

- 6.3.1 A Member who has disclosed a conflict of interest shall be counted to determine the presence of a quorum.
- 6.3.2 When matters related to a perceived, potential, or real conflict of interest are being discussed:
- a) The Member may recuse themselves from the vote
  - b) The Member may recuse themselves from the discussion and the vote on the matter.

In the event that the Member does not recuse her or himself, the majority of Members present may exclude the Member from participation in the discussion and/or vote.

- 6.3.3 The conflict of interest disclosure and Member's participation in the matter, if any, shall be recorded in the minutes of the meeting.



#### **6.4 EFFECT OF FAILURE TO DISCLOSE**

- 6.4.1 If a Member fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these Bylaws, the Board may, in its discretion, take action to require the Member to account for any benefit derived from the interest.
- 6.4.2 If a Member fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these Bylaws, the Board may, in its discretion, take action to void an implicated contract or transaction.
- 6.4.3 If a Member is an employee of the University and fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these Bylaws, apart from any other steps which may be permitted by these Bylaws, the Member may be subject to discipline or discharge in accordance with the policies applicable to University employees and any applicable contract governing the employment relationship.
- 6.4.4 If a Member fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these Bylaws or the Code, the Board Chair may request the Member's resignation or may refer the matter to the Board in accordance with Article 3.4.2.

### **ARTICLE 7 BOARD CODE OF CONDUCT**

#### **7.1 PURPOSE, APPLICATION, AND ADMINISTRATION**

- 7.1.1 The Code applies to all Members and to all Committee Members.
- 7.1.2 Upon appointment to the Board or a Committee, the Members or Committee Members shall be apprised of the Code by the Board Chair.
- 7.1.3 For the purpose of these Bylaws, the Board Chair will be the Code Administrator for Members and Committee Members. In the event of an allegation that the Board Chair has breached the Code, the Code Administrator will be the Board Vice-Chair.

#### **7.2 REPORTING, NON-COMPLIANCE AND BREACH**

- 7.2.1 Members acknowledge that a breach of any term of the Bylaws or the Code may subject them to sanction of the Board, including a request by the Board Chair for the Member's resignation or a referral by the Board Chair of the matter to the Board in accordance with Article 3.4.2.
- 7.2.2 A Member who in good faith and on reasonable grounds perceives the Bylaws or the Code have been breached, must report the matter to the Code Administrator. A Member who makes a report ("Reporter") shall be protected from retaliation for such reporting. The identity of the Reporter will not be disclosed unless required by law or in a legal proceeding.
- 7.2.3 Upon notification of an alleged Code breach, the Code Administrator will proceed with the matter in accordance with the Code.



## **ARTICLE 8 MEETINGS**

### **8.1 RULES OF ORDER**

- 8.1.1 Except where altered by these Bylaws, the most recently published version of Robert’s Rules of Order shall govern the proceedings of Board and Committee meetings.
- 8.1.2 At all meetings of the Board, the Chair will maintain order and decorum, exercise the authority to exclude, or cause to be removed from the meeting any person whose improper conduct impedes the orderly transaction of business of the Board, and will conduct the meeting in conformity with the Bylaws of the Board.

### **8.2 NOTICE OF MEETINGS**

- 8.2.1 The Board shall hold meetings at such times and places as determined by the Board. All regular meetings require notice of the time and place be given to Members and the public at least four (4) Business Days in advance. The notice to Members will specify the general nature of the business that will come before the meeting. The public notice will specify the general nature of the business that will come before the open session of the meeting. Notice of all special meetings will be provided not less than twenty-four (24) hours in advance of the meeting date. The required notice may be waived at the discretion of the Board.

All regular meetings of Committees require notice of the time and place be given to members at least four (4) Business Days in advance and will specify the general nature of the business that will come before the meeting. Notwithstanding the provisions of these Bylaws, where circumstances require that any Standing Committee or *Ad Hoc* Committee meet on an expedited basis, the majority of the voting membership of that Committee may waive the requirement for advance notice of the meeting.

- 8.2.2 Each Member will notify the University Secretary in writing of the email address at which such Member desires to be served with notices of meetings and, in the absence of such notification, notices of meetings will be held for the Member by the University Secretary.
- 8.2.3 It is the responsibility of Members who change their email address to notify the University Secretary in writing of the change.
- 8.2.4 Any notice of meeting will be sufficiently given to a Member if:
- a) It is delivered personally to the Member to the e-mail address recorded for that Member by the University Secretary; or
  - b) Where a Member has not notified the University Secretary in writing of the email address at which the Member desires to be served with notice as provided in these Bylaws, the notice is held for the Member in the Board Office.
- 8.2.5 Notice to the public will be sufficiently given when posted on the University’s website, and will include the location and applicable teleconference information for attendance. All Board meetings are open to the public unless designated otherwise.



- 8.2.6 Nothing in these Bylaws will be interpreted as denying the University Secretary the use of other means of communication to give notice to Members and the public.
- 8.2.7 The accidental omission to give notice of a meeting, or the non-receipt of any notice by, any person entitled to such notice shall not invalidate the proceedings of the meeting. The failure to give notice of any particular item of business will not invalidate the proceedings of the meeting for which the notice was given.

**8.3 SCHEDULE OF MEETINGS**

- 8.3.1 The Board will have no fewer than four (4) regularly scheduled meetings per year, on a date, time and place as determined by the Executive Committee. Additional regular or special meetings may be held at such other times as determined by the Board Chair. Any meeting may be postponed or canceled at the discretion of the Board or the Board Chair and the President.

Standing Committees, except the Honorary Awards Committee, will generally meet quarterly, if there is business to be considered. Where the Committee Chair deems it necessary, a special meeting of the Committee will be called to deal with urgent matters and make specific recommendations which may be dealt with at a special or regular meeting of the Executive Committee.

Ad Hoc Committees and the Honorary Awards Committee will meet at the call of the Committee Chair.

**8.4 BOARD MEETING AGENDAS**

- 8.4.1 The Board Executive Committee will approve the agenda, outlining items of business for discussion at each regular meeting of the Board.
- 8.4.2 A matter not on the agenda may be introduced at a regular meeting of the Board with the agreement of two-thirds (2/3) of the Members present. The member moving the consideration of the matter may briefly explain why the matter should be introduced but otherwise the motion will not be debatable.
- 8.4.3 Agendas shall be developed in two parts: an open session agenda; and a closed session agenda, indicating which items are to be held in open and closed sessions. Should a Member wish to question the designation of an agenda item as open or closed, the request should be directed to the University Secretary in advance of the Board meeting. The University Secretary will consult with the Board Chair who shall make the final determination on the matter.
- 8.4.4 A Consent Agenda may be employed. Members will have the option to have any item included in the Consent Agenda. Should a Member wish to separate an item for discussion and/or vote, the Member may request this prior to or during the discussion of the motion to adopt the Consent Agenda.

**8.5 QUORUM**

- 8.5.1 A majority of the Members shall constitute a quorum at any Board meeting. Quorum for Committee Meetings is a majority of the voting members on the Committee.



## **8.6 VOTING**

- 8.6.1 Each Member present, including the Presiding Officer, will be entitled to one vote and only the Members present may vote on any question. Voting by proxy will not be permitted.
- 8.6.2 When a question is put to vote by the Presiding Officer, Members will indicate their vote in such manner as the Presiding Officer may direct. The Presiding Officer will declare the result of the vote and such declaration will be conclusive. If, prior to the time when the Presiding Officer has undertaken to determine the vote, any three Members request that a count of the votes be recorded, then the number of votes for and against the question will be counted and this count recorded in the minutes of the meeting. If any Member wishes to record their abstention from voting on any question, the Member must do so immediately following the declaration by the Presiding Officer. Abstentions will not be counted.
- 8.6.3 If in the opinion of the Chair, the chair of one of the Standing Committees, or the President it is desirable to pass a motion or resolution outside of a regularly scheduled Board or Standing Committee meeting or when in the opinion of the Chair, the chair of one of the Standing Committees, or the President it is impracticable to hold a special meeting, a resolution passed by written response by at least seventy-five (75%) percent of the Board Members or Committee Members polled by e-mail or other technologically-assisted means shall be valid.

## **8.7 MAJORITY DECISIONS**

- 8.7.1 Unless otherwise expressly provided in these Bylaws, all resolutions that come before the Board will be decided by a majority of the Members present and voting. In the case of a tie, the question will be deemed to have been decided in the negative.

## **8.8 DECISIONS BY RESOLUTION TO BE RECORDED**

- 8.8.1 Except where the Board exercises its powers by Bylaw or where it is otherwise provided herein, the decision of the Board regarding any matter coming before it will be made by resolution and will be recorded in the minutes of the Board.

## **8.9 MEETING AND VOTING BY TELEPHONE AND ELECTRONIC MEANS**

- 8.9.1 Members may participate in meetings by telephone or other communication facilities which permit all participants to communicate adequately with each other. Any Member participating in such a meeting is considered present at the meeting.
- 8.9.2 Committees established by the Board may meet asynchronously by whichever communication means that allow all persons participating in the meeting to read or hear all comments presented and a Member participating in such a meeting is considered present at the meeting.
- 8.9.3 To facilitate the Board's business outside of its regular meeting schedule, the Board and Committees may use an asynchronous process for voting on motions, in which case Members shall have a minimum of one (1) Business Day to cast their votes.



## **8.10 SPECIAL MEETINGS**

8.10.1 The University Secretary shall call a special meeting when requested to do so by:

- a) The Board Chair, Vice-Chair, or Acting Chair; or
- b) A request, in writing, signed by not fewer than seven Members.

8.10.2 A special meeting will only deal with the business for which it is called.

## **8.11 OPEN, CLOSED AND *IN CAMERA* SESSIONS**

8.11.1 The Board may meet in open, closed and *in camera* sessions. Subject to the other provisions of this section, all meetings of the Board are open to the public unless, by resolution, the majority of the members present choose to go into a closed or *in camera* session.

### **8.11.2 OPEN SESSION**

8.11.2.1 Any person may attend the open session of a Board meeting as an observer, subject to the limitation of space and good conduct as determined by the Board Chair. Minutes summarizing the discussion and decisions of an open session shall be taken, provided to the Board for approval at the subsequent meeting, posted on the Board's webpage once approved, and filed with the University Secretary.

### **8.11.3 CLOSED SESSION**

8.11.3.1 The Board may at any time determine that a meeting or part thereof, be designated as a closed session to deal with confidential matters. The Board Chair, in consultation with the President, may designate University staff or resource people to attend certain parts of the closed session, or designate the closed session to be without University staff or resource people. Minutes summarizing the discussion and decisions of a closed session shall be taken, provided to the Board for approval at the subsequent meeting, and filed confidentially with the University Secretary. If the University Secretary is excused by the Chair from a closed session, the Chair will appoint one of the Members present to act as secretary for the session, which Governor shall record any discussions, decisions and actions of the Board pertaining to University business done during the closed session, and will provide a signed record to the University Secretary for the official records. Closed session matters, including all discussion, action, and documentation, shall be kept in confidence by every Member and attendee.

### **8.11.4 *IN CAMERA* SESSION**

8.11.4.1 *In Camera* means a Board meeting, or a part of a Board meeting without administration or other parties present for which there is no agenda, at which no minutes are taken, and from which recommendations may be moved to an open or closed meeting for a decision to be entered into the minutes.

8.11.4.2 The Board may, at any time, determine that a meeting, or part thereof be held *in camera* to deal with confidential matters.



- 8.11.4.3 Only Members, the University Secretary, or designate, and those invited by the Chair shall attend an *in camera* meeting or session.
- 8.11.4.4 No decisions are made *in camera* and no minutes shall be taken but agreed upon actions shall be brought into the minutes of the subsequent open or closed meeting and provided to the Board for approval at the subsequent meeting.
- 8.11.4.5 If the President is not in attendance, the Chair shall convey to the President, as necessary, matters from an *in camera* meeting for the information and/or action of administration.
- 8.11.4.6 *In camera* matters, including all discussion, action, and documentation, shall be kept in confidence by every Member and attendee.

## **8.12 BOARD DEBATE**

- 8.12.1 A person who is not a Member may not participate in debate in any meeting of the Board unless:
- a) Such person is invited by the Presiding Officer to participate in a specified manner; or
  - b) The Members decide by a two-thirds ( $\frac{2}{3}$ ) majority of the Members present and voting that a named individual be heard. In such a case, the mover will briefly indicate reasons why the named individual should be heard, but otherwise the motion will not be debatable.
- 8.12.2 Any person so invited to participate in debate will be bound by the Bylaws.

## **8.13 PUBLIC CONDUCT IN MEETINGS**

- 8.13.1 Members of the public, internal or external to the University, in attendance at a meeting may speak only if expressly invited by the chair of the meeting. Attendees are expected to maintain the decorum prescribed for parliamentary galleries and act in accordance with the principles outlined in the Bylaws and the University Code of Conduct. Without limiting the foregoing, attendees must show respect for the law and University governance, act in a fair, respectful and professional manner, and demonstrate care and diligence in fulfilling any responsibilities. Attendees must respect the rulings of the Chair.
- 8.13.2 Any member of the public who breaches these principles or disrupts the proceedings will be asked to leave and may be removed.

## **8.14 UNAUTHORIZED RECORDING**

- 8.14.1 No person is allowed to use a recording or broadcasting device in a Board Meeting. The expression "recording or broadcasting device" includes any equipment that can be used to record or broadcast either through photography, videotaping, or audio recording, an image, sound, or a conversation, including cameras, cellular telephones, smart phones, or any similar device.





## ARTICLE 9 BOARD COMMITTEES

### 9.1 ESTABLISHMENT AND AUTHORITY OF BOARD COMMITTEES

- 9.1.1 The Board may establish Standing Committees, *Ad Hoc* Committees or working groups. The Board may dissolve any *Ad Hoc* Committee or working group.
- 9.1.2 The Board may delegate any of the Board's powers, duties, or functions except the power to make Bylaws to a Committee. Committees may, with the approval of the Board, delegate their powers, duties, and functions to sub-committees. The Board may alter or revoke the delegation of a Committee's powers, duties, and functions at any time.
- 9.1.3 When a Committee is established, the Board will determine:
- a) The name of the Committee;
  - b) Whether the Committee is a Standing Committee or an *Ad Hoc* Committee;
  - c) If the Committee is an *Ad Hoc* Committee, the date or event which will result in the dissolution of the Committee;
  - d) The number of members of the Committee; and any conditions the Board determines are appropriate regarding the composition of the Committee's membership or number or composition of the Committee's supporting staff, if any;
  - e) The terms of reference for the Committee; and
  - f) Any other matters in respect to functions, powers, duties, or operation of the Committee that the Board determines to be appropriate.
- 9.1.4 Committees deal with topics that involve a considerable degree of confidentiality, and meetings shall therefore be closed. Each Committee shall report its actions to the Board. An *Ad Hoc* Committee shall conform to the practice designated for Standing Committees unless otherwise instructed by the Board.
- 9.1.5 The Committee may, at any time, determine that a meeting, or part thereof be held *in camera* to deal with confidential matters. Sections 8.11.4.3 – 8.11.4.6 of these Bylaws shall apply to committee meetings.
- 9.1.6 Standing Committees shall review their terms of reference at least once every three years and when necessary recommend any changes to the Board.

### 9.2 COMMITTEE MEMBERSHIP

- 9.2.1 The Board Chair will be an *ex-officio*, voting member on all Standing and *Ad Hoc* Committees of the Board. The President will be an *ex-officio*, voting member on all Standing and *Ad Hoc* Committees of the Board, except for the Audit Committee.
- 9.2.2 All Committee members shall be appointed by the Board after consideration of skills and abilities required to carry out its terms of reference. If the Board or Committee determine that an external advisor with particular expertise is needed to advise and participate in a Committee, the Board may choose to appoint such person(s) as a temporary, non-voting Committee member.



9.2.3 The Board shall appoint a Committee Chair in accordance with clause 4.7.1 of these Bylaws.

9.2.4 An orientation will be provided to new Committee members highlighting the specific aspects of the University that are applicable to members of that Committee.

### **9.3 MINUTES AND AGENDAS**

9.3.1 Committees shall have a calendar of business for the purpose of ensuring the meeting agenda addresses responsibilities outlined in the Committees' terms of reference.

9.3.2 The minutes of the Committee meetings shall record the decision(s) reached and summarize the discussion(s) held.

9.3.3 The University Secretary shall keep and make accessible minutes of all meetings of Committees in the same manner as those of the Board.

### **9.4 DELEGATION OF AUTHORITY**

9.4.1 The Board may by resolution confer upon any Committee it has established the authority to act on its behalf with respect to any matter or class of matters.

9.4.2 Each Committee will have the authority to call for information and reports as it considers necessary to pursue its role and responsibilities. Each Committee may establish subcommittees as necessary and, if permitted by the Board, may delegate any of its functions and responsibilities except the power of sub-delegation to any group or person.

### **9.5 REPORTING**

9.5.1 The Chair of each Committee will report on the deliberations and actions of that Committee to the next regularly scheduled meeting of the Board.

9.5.2 Action taken by a Committee on behalf of the Board under the authority of a resolution of the Board or delegation of authority will be reported to the Board for information and such action will have the same effect as a resolution passed by the Board.

### **9.6 VOTING**

9.6.1 Unless otherwise stated by resolution of the Board, voting by Committees will be conducted in accordance with Section 8.6 of these Bylaws.

### **9.7 STANDING COMMITTEES**

9.7.1. The Standing Committees constituted by the Board shall be:

- a) Executive Committee;
- b) Audit Committee;
- c) Governance Committee;
- d) Finance & Property Committee;



- e) Honorary Awards Committee;
- f) Human Resources & Compensation Committee; and
- g) any other committees the Board may, from time to time, establish.

**ARTICLE 10 BOARD COMMUNICATION**

- 10.1 Communications between the University and the Board, the Board and Members, and the Board and the public will be conducted in a manner that encourages open discussion and dialogue. Correspondence to, inquires of, or requests to make a presentation to the Board are to be referred to the Board Chair through the University Secretary.
- 10.2 Non-governmental communications to the Board of a non-administrative nature shall be recorded in a log accessible to all members of the Board. These communications will be made available to Members upon request.

**ARTICLE 11 PROTECTION FROM LIABILITY, INDEMNITY AND INSURANCE**

**11.1 PROTECTION FROM LIABILITY**

11.1.1 Members are afforded the following protection from liability under the Act:

- a) Neither the Board, nor the Members are liable for any act or omission of an academic staff association, a student organization or a student; and
- b) A Member is not personally liable for anything done by the Board or for anything done by a Member in good faith in the purported exercise or performance of the Member's powers, duties and functions under the Act.

**11.2 INDEMNITY**

11.2.1 Subject to any restrictions or conditions imposed on the University under applicable laws, the University shall indemnify a Member, a former Member, or a Member of a Committee of the Board (collectively, the "Covered Persons"), and their heirs, executors, administrators, successors, assigns, and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individuals in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved by reason of being a Covered Person, if:

- a) they acted honestly, in good faith, in a manner reasonably believed to be in the best interests of the University; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful,

except such costs, charges, or expenses occasioned by the person's own willful neglect, dishonesty, default, or acts made in bad faith.



### **11.3 DIRECTORS & OFFICERS INSURANCE**

11.3.1 The University will obtain Directors & Officers Insurance to protect the Members and will provide Members with an opportunity to review the policy upon request.

## **ARTICLE 12 BOARD ORIENTATION, DEVELOPMENT, AND EVALUATION**

### **12.1 ORIENTATION**

12.1.1 Upon joining the Board, Members will be provided with a full orientation to the Board, the University, and the context in which they operate.

### **12.2 DEVELOPMENT**

12.2.1 The Board will shall facilitate ongoing training for Members to enhance the function and capacity of the Board.

### **12.3 EVALUATION**

12.3.1 The Board shall develop and implement a process to evaluate the performance and effectiveness of the Board, its Committees and individual Members in fulfilling their responsibilities. Each Member is expected to participate in the evaluation process as directed by the Board.

## **ARTICLE 13 REMUNERATION AND EXPENSE REIMBURSEMENT**

13.1 Members will not be remunerated for the performance of their duties as Members of the Board. The University will reimburse Members for reasonable expenses incurred in the performance of their duties as Members, in accordance with the University policies in effect from time to time.

## **ARTICLE 14 OFFICIAL RECORDS**

14.1 The University Secretary will maintain the following records of the Board:

- a) Agendas and minutes of all meetings of the Board, including resolutions passed by the Board;
- b) Agendas and minutes of all meetings of Board committees;
- c) A registry of Members and their contact information; and
- d) Such other records as the Board may instruct the University Secretary to keep from time to time.

## **ARTICLE 15 UNIVERSITY SEAL**

### **15.1 USE AND CUSTODY OF THE SEAL**

15.1.1 There shall be a corporate seal of the University known as The University Seal (the "Seal"). The Seal will be in the custody of the University Secretary or with such other person as the Board may from time to time designate.



15.1.2 The Seal may, when required, be affixed to contracts, documents, or instruments in writing signed by a person authorized by these Bylaws or by resolution of the Board to execute documents on behalf of Board to attest to the legal validity of documents requiring execution under Corporate Seal.

15.1.3 The University Secretary will ensure that all applications of the Seal are recorded in a journal provided for this purpose. Each entry will include the date of use, a title or brief description of the contract, document, or instrument in writing being executed, and a record of those persons signing on behalf of the University.

## **15.2 AUTHORITY TO EXECUTE DOCUMENTS**

15.2.1 Any contract, document, or instrument in writing requiring execution under Corporate Seal on behalf of the Board will be signed by the executive officer having the duties and responsibilities of the chief financial officer and one of the following:

- a) the Chair or Vice-Chair or Acting Chair of the Board;
- b) the President or Acting President; or
- c) an officer appointed as Vice President; and

all contracts, documents, and instruments in writing so signed under seal will be binding upon the Board without further authorization or formality.

15.2.2 The Board may by resolution appoint any officer or officers or any person or persons to sign contracts, documents, or instruments in writing on behalf of the Board, in accordance with the terms of the resolution.

15.2.3 All cheques, drafts, or orders for payment and all notes, acceptances, and bills of exchange will be signed by such officers or other persons in such manner as the Board may from time to time designate by resolution.

## **15.3 FACSIMILE SIGNATURES**

15.3.1 The Board may by resolution provide that the signatures of the officers or other persons designated to sign cheques, drafts, orders for the payment of money, notes, acceptances, and bills of exchange may be reproduced in facsimile form.

## **15.4 CUSTODY OF MECHANICAL MEANS**

15.4.1 The Board will provide for the proper custody and use of any mechanical means of reproduction of signatures and any such use will be first authorized by the signatory.

## **ARTICLE 16 AMENDMENT AND REPEAL OF BYLAWS**

### **16.1 AMENDMENT OF BYLAWS**

16.1.1 These Bylaws, or any part hereof, may be amended, replaced, or repealed. These Bylaws will be reviewed by the Governance Committee at least once every three (3) years and any changes will be recommended to the Board for approval.



16.1.2 Notice of any motion to enact, amend, or repeal any by-law of the Board shall be given at the regular meeting of the Board before the Board meeting at which the motion is to be considered.

16.1.3 Amendments to any bylaw of the Board must be approved by at least two-thirds (2/3) of the members of the Board.

16.1.4 Any such amendment, replacement, or repeal of a bylaw will be effective on the date specified in the resolution or, if no date is specified, on the date the resolution is passed.

## **16.2 REPEAL OF EXISTING BYLAWS**

16.2.1 All prior or existing bylaws of the Board are repealed as of the effective date of these bylaws. The repeal of the previous bylaws does not affect anything performed under them or any rights acquired or obligations created as a result of those bylaws.