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**PART I ENACTMENT, DEFINITIONS, AND INTERPRETATION****1. Enactment**

- 1.1 The rules of the Athabasca University General Faculties Council ("Council") are enacted.

**2. Amendment of Rules**

- 2.1 Notice of any motion to enact, amend, or repeal any rule of Council will be given at the regular meeting of Council before the Council meeting at which the motion is to be considered or at a Council Executive Committee meeting before the Council meeting at which the motion is to be considered.
- 2.2 Amendments to any rule of Council must be approved by a majority of two thirds of the members of Council whether present or not.
- 2.3 An amendment is effective on the date indicated in the motion. If no date is specified, then it becomes effective on the date of passing the amending motion.

**3. Definitions and Interpretation of Rules**

3.1 In these rules:

- 3.1.1 **Academic staff** means academic staff who are appointed under the Faculty Association agreement to a full-time faculty position in which the person has been or may be granted tenure, and includes Professors, Associate Professors, Assistant Professors, and Academic Coordinators.
- 3.1.2 **Act** means the *Post-Secondary Learning Act* (SA 2003 cP-19.5).
- 3.1.3 **Appointed members** shall mean those members of Council whose appointments are made pursuant to section 10(1)(m) of the Regulation and section 25 of the Act.
- 3.1.4 **Board** means The Governors of Athabasca University.
- 3.1.5 **Committee** means a committee established by the Council under Part III of these rules.
- 3.1.6 **General Faculties Council (Council)** means The Athabasca University General Faculties Council.
- 3.1.7 **Elected members** shall mean those members of Council whose appointments are made pursuant to section 10(1)(h) of the Regulation and section 24 of the Act.
- 3.1.8 **Member or Members** means member(s) of Council.
- 3.1.9 **Non-academic staff** means staff members who are appointed to a full-time Professional or Excluded Professional position.
- 3.1.10 **Regulation** means the Athabasca University Regulation (AR 50/2004).
- 3.1.11 **Student** means a person enrolled at Athabasca University.
- 3.1.12 **Tutor** means a part time staff member who provides tutorial services to students and includes academic experts.
- 3.1.13 **University** means Athabasca University.

- 3.2 The headings used in these rules are for reference only.

- 3.3 These rules are subject to the Act and the Regulation. If any part of these rules is inconsistent with the Act or the Regulation or is unenforceable or invalid, the rest of the rules will be interpreted as if that part had not been included.

## **PART II COUNCIL**

### **4. Membership**

- 4.1 The composition of the Council is set in accordance with the Regulation and is not subject to alteration and amendment by the rules.

#### **4.2 Terms of Office**

##### Ex-officio (s. 10(1)(a) to (g) of the Regulation)

- 4.2.1 An ex-officio member shall be a member only while holding the University office that entitles the member to be an ex-officio member.

##### Elected faculty members (s.10(1)(h) of the Regulation)

- 4.2.2 A member elected by a faculty shall hold office for a term of three (3) years or until the member's successor is elected (s. 24(3) of the Act).
- 4.2.3 A member elected by a faculty ceases to hold office if the member ceases to be a full-time member of the academic staff of the faculty (s. 24(4) of the Act).
- 4.2.4 Notwithstanding paragraph 2.2, a faculty may elect a member to hold office for a term of less than three (3) years so as to provide overlapping terms of office for the representatives of the faculty and may when a member ceases to hold office before the expiry of that member's term of office, elect a new member to hold office for the remainder of the unexpired term (s. 24(5) of the Act).

##### Student members (s.10(1)(i) and (j) of the Regulation)

- 4.2.5 The students association members shall take office at the time designated for the changeover by the council of the students association, be appointed for a one (1) year term, and may be reappointed.
- 4.2.6 The graduate students association member shall take office at the time designated for the changeover by the council of the graduate students association, be appointed for a one (1) year term and may be reappointed.

##### Tutor member (s.10(1)(k) of the Regulation)

- 4.2.7 The tutor member shall take office at the time designated for the changeover of officers of the organization representing tutors, be appointed for a three (3) year term and may be reappointed.

##### Non-academic staff members (s.10(1)(l) of the Regulation)

- 4.2.8 Non-academic staff members shall hold office for a term of three (3) years and may be reappointed.

- 4.2.9 A non-academic staff member ceases to hold office if the member ceases to be a member of the non-academic staff of the University.

Appointed members (s.10(1)(m) of the Regulation)

- 4.2.10 Appointed staff members shall hold office for a term of three (3) years.

- 4.2.11 Appointed students association and graduate students association members shall hold office for a term of one (1) year and may be reappointed.

Vacancies

- 4.2.12 When there is a vacancy before a term of office expires, the same body that nominated the member whose office has become vacant shall nominate a replacement by the date of the next Council meeting. Appointments, excluding students and tutors, shall be approved by a simple majority vote of Council.

- 4.3 Members of the academic and non-academic staff on any combination of leave for over three (3) continuous months are ineligible to be nominated or serve as members of Council.

- 4.4 The Council will continue to conduct its business despite any vacancy.

- 4.5 A person shall cease to be a member:

- 4.5.1 upon receipt by the Office of the Chief Governance Officer and General Counsel of his or her resignation from the Council in writing,

- 4.5.2 on the expiry of his or her term of appointment to Council or, in the case of members elected by a faculty, when the member's successor is elected,

- 4.5.3 on the expiration of or effective date of resignation from an ex officio appointment,

- 4.5.4 on the effective date of termination of appointment to the University, whether such termination is by resignation, expiration of appointment, or other cause,

- 4.5.5 for student members:

- on the expiry of the appointment,
- as a condition of a student disciplinary action,
- when a student is no longer considered to be enrolled at Athabasca University, or
- when a resignation by a student member is received in writing by the Chief Governance Officer and General Counsel

- 4.5.6 after missing three consecutive meetings, except for ex-officio members and members of the Student Academic Appeals Committee. The position shall be declared vacant.

- 4.6 The Chair shall be the President of the University as prescribed by section 10(1)(a) of the Regulation.

- 4.7 The Vice-Chair shall be the Provost and Vice-President, Academic of the University.

4.8 If the Chair is not present at the time appointed for holding the meeting, the Vice-Chair shall preside.

4.9 Members may not send alternates to meetings of Council.

## **5. Responsibilities of Members**

5.1 In exercising their powers and discharging their duties under the Act, the members shall:

5.1.1 act honestly and in good faith with a view to the best interests of the University; and

5.1.2 exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

## **6. Chief Governance Officer and General Counsel or Designate**

6.1 The Chief Governance Officer and General Counsel or designate will:

6.1.1 give notice of meetings to members, attend all meetings, and keep and make accessible regular minutes of all the proceedings,

6.1.2 prepare and maintain a record of the current membership,

6.1.3 prepare all resolutions, reports, or other documents that the Council may direct and all copies that may be required of any such documents and papers,

6.1.4 arrange for nominations and conduct elections of members of Council and its committees,

6.1.5 discharge such other duties as are prescribed by the Council or by the Chair thereof.

## **7. Council Year**

7.1 The Council year is July 1 to June 30 of the following year.

## **8. Powers and Duties**

8.1 The powers and duties of the Council and its members are established by the Act and the Regulation and if these rules or any resolutions passed by Council in regard to its members are inconsistent with the provisions of the Act and the Regulation, the Act and the Regulation will govern.

## **9. Rules of Order**

9.1 Except where altered by these rules, the most recently published version of Robert's Rules of Order shall govern the proceedings of Council.

9.2 At all meetings of Council, the Chair shall maintain order and decorum, exercise the authority to exclude or cause to be removed from the meeting any persons whose improper conduct impedes the orderly transaction of business of Council, and conduct the meeting in conformity with the rules of Council.

### 9.3 Agendas

9.3.1 The Council Executive Committee shall approve the agenda outlining items of business for each regular meeting of Council.

9.3.2 A matter not on the agenda may be considered at a regular meeting of Council, on a motion to consider the issue that is supported by two-thirds of the members present. The member moving the consideration of the matter may briefly explain why the matter should be considered but the motion to consider the matter shall not be debated, unless permitted by the Chair.

9.3.3 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.

9.3.4 Members may request that an item be added to a Council meeting agenda by submitting a request in writing two (2) weeks prior to the next scheduled GFC Executive Committee meeting, to the Office of the Chief Governance Officer and General Counsel who, through the Chair will bring the request to the GFC Executive Committee for consideration. The request should clearly set out, at a minimum:

- how the item falls within the purview of GFC,
- the motion, if one, and the action requested of the GFC,
- the proposer(s),
- the key considerations, including the rationale,
- the intended and potential consequences and impacts,
- the consultation that has been done, and
- include any supporting documentation for the item.

The GFC Executive Committee will determine whether the request is within the purview of the GFC and may:

- add the item to a GFC meeting agenda,
- request more information from the proposer(s), or
- determine that the item should not be brought to the GFC.

The Office of the Chief Governance Officer and General Counsel will communicate the decision of the GFC Executive Committee to the person(s) who submitted the request.

#### 9.4 Regular Meetings

- 9.4.1 Regular Council meetings are normally held six (6) times per year. Dates and times for regular Council meetings shall be determined by the Council Executive Committee.

#### 9.5 Notice

- 9.5.1 Once approved by the Council Executive Committee, a schedule of regular Council meetings for one (1) year (July 1 to June 30) shall be provided to members and posted.
- 9.5.2 Members shall normally receive at least seven (7) calendar days notice of a change in meeting date, times, or location.
- 9.5.3 Members shall normally receive a meeting agenda and notice, including date, time, and location, at least seven (7) calendar days before a meeting date.
- 9.5.4 Notice to the public shall be sufficient if posted on the University's web site.

#### 9.6 Quorum

- 9.6.1 A majority of the members of Council, excluding vacant positions, shall constitute a quorum at any meeting.

#### 9.7 Voting

- 9.7.1 Each member present, including the Chair and ex officio members, is entitled to one vote and only the members present may vote on any question.
- 9.7.2 When a question is put to vote by the Chair, members will indicate their vote in such manner as the Chair may direct. The Chair will declare the result of the vote and such declaration will be conclusive. If, prior to the time when the Chair 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 his or her abstention from voting on any question, the member must do so immediately following the declaration by the Chair. Abstentions will not be counted.
- 9.7.3 If in the opinion of the Chair, or the chair of one of the Standing Committees, it is desirable to pass a motion or resolution outside of a regularly scheduled meeting, or when in the opinion of the Chair or the chair of one of the Standing Committees it is impracticable to hold a special meeting, a resolution passed by written response by at least 75 per cent of Council or committee membership polled by e-mail, or other technologically-assisted means shall be valid.
- 9.7.4 Voting by proxy is not permitted.

## 9.8 Meeting Participation

- 9.8.1 Council and Committees established by Council may meet by any means of communication that allow all persons to participate in the meeting. Any member participating in such a meeting is considered present at the meeting.
- 9.8.2 Council and Committees established by Council may meet asynchronously by any means of communication that allows all persons to participate in the meeting. A member participating in such a meeting is deemed to be present at the meeting.

## 9.9 Special Meetings

- 9.9.1 The Chief Governance Officer and General Counsel or designate shall call a special meeting when requested to do so by the Chair or upon receipt of a request, in writing, signed by not fewer than fifteen (15) members.
- 9.9.2 A special meeting shall only deal with the business for which it is called.

## 9.10 Questions Decided by Majority

- 9.10.1 Unless otherwise expressly provided in these rules, all questions that come before Council shall be decided by a majority of the members present. In the case of a tie, the question shall be deemed to have been decided in the negative.

## 9.11 Decisions by Resolution to be Recorded

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

## 9.12 Open and In-Camera Sessions

- 9.12.1 Subject to the other provisions of this section, all meetings of Council are open to the public unless, by resolution, the majority of the members present choose to go into an in camera session.
- 9.12.2 The Council Executive Committee shall determine and identify on the agenda any item that might reasonably engage or disclose confidential financial or personal information about a person or people during the debate of that item. Such determination by the Council Executive Committee may not be challenged. The debate on that item shall be conducted in camera, unless the person or all of the people whose confidential financial or personal information is engaged request that the item be debated in public.
- 9.12.3 If during public debate in Council the Chair decides that confidential financial or personal information about a person or people might be disclosed, the Chair may declare a recess to consider whether further debate in public would be inappropriate. If the Chair decides that further debate in public would be inappropriate, the remainder of the debate on that item shall be conducted in camera, unless the person or all of the



people whose confidential information is engaged request that the item be debated in public.

- 9.12.4 Minutes of any part of a meeting of Council that is held in camera to avoid public disclosure of confidential financial or personal information about any person or people, including a record of decisions taken, shall not form part of the regular minutes of Council but shall be kept separately by the Chief Governance Officer and General Counsel and made available for scrutiny only to members of Council and to anyone who may be authorized by the Council Executive Committee to see them. The regular minutes shall recite only that Council moved in camera to discuss an item.
- 9.12.5 When Council conducts its proceedings in camera, all persons who are not members shall withdraw from the meeting with the normal exception of the Chief Governance Officer and General Counsel, and such named persons as may be specifically invited by Council to remain.
- 9.12.6 An in camera session of Council ends with the adjournment of the meeting or following a resolution to return to open session.
- 9.12.7 Notwithstanding the provisions of confidentiality outlined in these rules, where the Council Executive Committee considers it to be in the public interest that such decision be publicly recorded, it may enter into the regular minutes a statement of the decision taken in camera. Such statements will not indicate the grounds upon which Council arrived at its decision or the nature of the debate preceding such decision.

#### 9.13 Debate of Council

- 9.13.1 A person who is not a member may not participate in debate in any meeting of Council unless:
  - a) such person is invited by the Chair to participate in a specified manner; or
  - b) the members decide by a two-thirds majority of the members present that a named individual be heard. In such a case, the mover may briefly indicate reasons why the named individual should be heard, but otherwise the motion shall not be debatable.
- 9.13.2 Any person so invited to participate in debate shall be bound by the rules of order prescribed by the rules of Council.
- 9.13.3 Unauthorized recording  
No person is allowed to use a recording or broadcasting device in a Council 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.

#### 9.14 Minutes of the Meeting

- 9.14.1 Draft minutes of each regular or special meeting shall be prepared and made available for review prior to the next regular meeting of Council, at which they shall be considered for approval.
- 9.14.2 Once adopted by Council (after any necessary corrections or amendments), the approved minutes shall be made available in a timely manner on the University's web site.

### 10. Confidentiality

- 10.1 Except as required by operation of law, each member shall ensure all confidential Council records and information to which they have access and/or are in their custody by virtue of Council membership, remain confidential.
- 10.2 Except as otherwise expressly provided herein, the proceedings of any meeting or part of a meeting of Council or its committees conducted in camera, including the minutes or any other records concerning any such meetings or part thereof, will be kept in confidence by every member and by any other person invited or permitted to attend any such meeting or part thereof.
- 10.3 A member's duty to maintain the confidentiality of records and information shall continue after the member ceases to be a member of Council.

### 11. Conflict of Interest

- 11.1 Council members and members of committees of the Council must be guided by the best interests of the University, the welfare of the University community, and the honest and good faith discharge of their powers and duties under the Act.
- 11.2 A Council member who has a conflict of interest with respect to a matter that comes before the Council shall disclose the conflict when speaking to the matter in the Council meeting, and shall be recused from voting on any motion to which the conflict relates. Notwithstanding anything else in these Rules, for the purpose of determining a majority of votes on any motion, members recused by reason of conflict of interest shall be deemed not to be present or participating in that part of the meeting to which the recusal applies.

## PART III OFFICIAL RECORDS

### 12. Records

- 12.1 The Chief Governance Officer and General Counsel or designate will maintain the following records:
  - 12.1.1 minutes and agendas of all Council meetings and minutes and agendas of all committee meetings,

12.1.2 a register of Council members and its committee members,

12.1.3 other records as required by Council.

## **PART IV ACADEMIC SEAL**

### **13. Academic Seal and Signing Authority**

#### **13.1 Academic Seal**

The seal shall be the seal of the University for academic purposes. It shall be in the custody of the Chief Governance Officer and General Counsel or such other person as the Council may from time to time designate.

#### **13.2 Authority to Use Academic Seal**

Any diplomas, documents, or instruments in writing requiring execution under the academic seal on behalf of the University, except official transcripts of student records and documents attesting to information contained on student records, shall be signed by any two of:

- the Registrar,
- the Provost and Vice-President, Academic,
- the Chair of the Board, and
- the President.

Official transcripts of student records and documents attesting to information contained on student records shall be signed by the Registrar or designate.

Any diploma, document, or instrument in writing given under seal and signed as aforesaid shall be deemed to have been given under the academic authority of the University, without further authorization or formality. Such diplomas, documents, or instruments in writing given under the academic seal and signed as aforesaid may bear in addition the signature of such other officers as may be deemed appropriate by the Council.

#### **13.3 Applications of Academic Seal to be Recorded**

All applications of the academic seal shall be recorded. Each entry shall include the date of use, a title or brief description of the diploma, document, or instrument in writing being executed, and a record of those persons signing on behalf of the University.

#### **13.4 Mechanical Reproduction**

The signatures of the Chair of the Board, the Registrar, the Provost and Vice-President Academic, and the President may be engraved, lithographed, printed, stamped, or otherwise reproduced mechanically on any document or instrument in writing executed under the academic seal of the University.

### 13.5 Appointment of Others to Sign Academic Documents

The signatures of such others as may be deemed appropriate by the board may likewise be engraved, lithographed, printed, stamped, or otherwise reproduced mechanically on any document or instrument in writing executed under the academic seal of the University.

### 13.6 Custody and Use

The Registrar and the Chief Governance Officer and General Counsel are responsible for the proper custody and use of any such mechanical means of reproduction of signatures and any such use shall be first authorized by the signatory.

## PART V COMMITTEES

The Act gives Council responsibility, subject to the authority of the Board, over “academic affairs” (s. 26(1)).

Also, the Act permits Council to delegate any of its powers, duties and functions under the Act as it sees fit and to prescribe conditions governing the exercise or performance of any delegated power, duty, or function, including the power of sub-delegation (s. 26(3)).

## 14. General

14.1 Council may by resolution establish committees to deal with matters of interest.

14.2 When a committee is formed, Council shall determine:

- 14.2.1 the name of the committee,
- 14.2.2 whether the committee will be a Standing Committee or an Ad Hoc Committee (e.g., a task force, a working group, or an advisory group),
- 14.2.3 the number of members of the committee,
- 14.2.4 any conditions Council determines are appropriate regarding the composition of the committee's membership and number or composition of the committee's supporting staff, if any,
- 14.2.5 terms of reference of the committee,
- 14.2.6 any other matters in respect to functions, powers, duties, or operation of the committee that Council may feel are appropriate, and
- 14.2.7 if the committee is an Ad Hoc Committee, the date or event which shall result in the dissolution of the committee.

14.3 Council may, by resolution, dissolve any committee at any time.

14.4 Council may, by resolution, modify any of the conditions established in accordance with section 2 of this part of these rules in regard to any committee, at any time.

14.5 Committees may, at the discretion of the Chair, at any time, determine that a meeting, or part thereof be held in camera to deal with confidential matters.

- 14.6 Standing committees shall review their terms of reference at least once every three (3) years and when necessary recommend changes to Council.
- 14.7 Unless otherwise specified, Standing and Ad Hoc Committees shall be subject to the same procedural rules as the Council.
- 14.8 Unless otherwise specified, the Chief Governance Officer and General Counsel or designate shall be secretary to a committee.
- 14.9 The chair of each committee shall report on the deliberations and actions of that committee to the next required meeting of Council.
- 14.10 Unless otherwise provided in these rules, the Chief Governance Officer and General Counsel or designate shall keep minutes of all meetings of all committees.
- 14.11 Committee Membership
  - 14.11.1 Committee members shall be elected at the time the committee is formed and thereafter annually, or as required to fill vacancies.
  - 14.11.2 Unless otherwise stated, length of term for committee members shall be three (3) years, except for student members, whose term will be one (1) year.
  - 14.11.3 In the case of elected members, terms shall be staggered to ensure continuity.
  - 14.11.4 An ex-officio member shall be a member only while holding the University office that entitles the member to be an ex-officio member.
  - 14.11.5 A member elected by a faculty ceases to hold office if the member ceases to be a member of the academic staff of the faculty.
  - 14.11.6 An appointed member ceases to hold office if the member ceases to be a member of the non-academic staff, students association, graduate students association, or organization representing tutors.
  - 14.11.7 Members of the academic and non-academic staff on any combination of leave for over three (3) continuous months are ineligible to serve as members of committees.
  - 14.11.8 Members may not send alternates to meetings of Council committees.
  - 14.11.9 A person shall cease to be a member after missing three consecutive meetings, except for ex-officio members and members of the Student Academic Appeals Committee. The position shall be declared vacant.

#### 14.12 Delegation

- 14.12.1 Pursuant to section 26(3) of the Act, Council hereby delegates to the Committees identified in these rules, certain authority of the Council. The extent of such delegation is set out in the terms of reference for each committee.
- 14.12.2 Committees established under this Part of these rules may establish a sub-committee or sub-committees and sub-delegate certain authority of that committee. The extent of such delegation will be set out in the terms of reference for that sub-committee.

#### 14.13 Successor Title

- 14.13.1 In the event the title of any constituent member of any committee is altered, the Office of the Chief Governance Officer and General Counsel will make the required change to the membership and terms of reference.

### 15. Standing Committees

#### 15.1 The Standing Committees established by Council shall be:

- 15.1.1 Executive Committee (EXEC)
- 15.1.2 Academic Planning, Policy, and Standards Committee (APPSC)
- 15.1.3 Student Academic Appeals Committee (SAAC)
- 15.1.4 Academic Excellence Awards Committee (AEAC)
- 15.1.5 Student Awards Committee (SAC)
- 15.1.6 Academic Research Committee (ARC)
- 15.1.7 Any other committees Council may, from time to time, establish.

#### History

Date	Action
November 8, 2011	GFC approved
July 9, 2015	GFC approved amendments
May 9, 2018	GFC approved amendments
May 2, 2024	GFC approved amendments