

University of Prince Edward Island BY-LAW 1

Being the General By-Laws of the Board of Governors of the University of Prince Edward Island

- Definitions
- Article 1 – Interpretation
- Article 2 – Head Office and Seal
- Article 3 – Board Values
- Article 4 – Board Composition and Role
- Article 5 – Board Roles and Standard of Conduct
- Article 6 – Board Recruitment, Nomination and Selection
- Article 7 – Board Leaders and Officers
- Article 8 – Meetings
- Article 9 – Committees
- Article 10 – Minutes
- Article 11 – Participation in Public Board Meeting
- Article 12 – Notice
- Article 13 – No Remuneration
- Article 14 – Dispute Resolution
- Article 15 – Execution of Documents
- Article 16 – Banking Resolutions
- Article 17 – Fiscal Year
- Article 18 – Auditors
- Article 19 – Cheques, Drafts and Notes
- Article 20 – Investments
- Article 21 – Deposit of Securities
- Article 22 – Indemnification
- Article 23 – By-Laws
- Article 24 – Severability

BY-LAW NUMBER 1 OF THE UNIVERSITY OF PRINCE EDWARD ISLAND

(being a by-law to regulate generally the affairs of the Board of Governors)

BE IT ENACTED AND EXCEPT AS OTHERWISE NOTED EFFECTIVE UPON APPROVAL
as a by-law of the University as follows:

DEFINITIONS

- a. "Act" means the *University Act*, RSPEI 1988, Cap. U-4, as amended.
- b. "Ad hoc Committee" is a Committee appointed for a specified duration to fulfil specific duties of a non-recurrent nature.
- c. "Alumni Board Member" means a Board Member elected by the University's Alumni Association pursuant to s. 8 (1) (h) of the Act.
- d. "Annual Meeting" is a meeting held in conjunction with a regular Board meeting, at

which, among other matters, the Board confirms the selection of the Board Officers, Standing Committee assignments, and the appointment of new Board members, and approves the annual audited financial statements and any annual report for publication.

- e. "Board Elected Member" means a Board Member elected by the Board pursuant to s. 8 (1) (i) of the Act.
- f. "Board Leader" means the Board Chair, Vice Chair(s), Secretary, and Committee Chairs.
- g. "Board Member" means a member of the Board appointed or elected pursuant to s. 8 (1) of the Act.
- h. "Board Officer" means a person selected by the Board to hold a Board office, and includes, but is not limited to, the Chair, Vice Chair, Secretary, and University Secretary.
- i. "Board Year" means the period from September 1st to August 31st annually.
- j. "By-laws" means this By-law and any other by-laws of the University as they exist from time to time.
- k. "Chair" means the person elected chair of the Board.
- l. "Committee" means a Standing Committee or an *Ad hoc* Committee.
- m. "Confidential" means those matters determined by the Board Chair to be confidential, and includes:
 - i. Nominations of persons to the Board.
 - ii. Personnel and student matters including, but not limited to, matters of health, human resources, or other issues_in which personal information must be considered.
 - iii. Matters relating to collective bargaining.
 - iv. Matters relating to the negotiation of commercially sensitive contracts, the acquisition or sale of real property.
 - v. Legal matters including, but not limited to, those relating to the settlement or disposition of court actions.
- n. "Elected Board Member" means a Board Member elected pursuant to s. 8 (1) (e) through (i) of the Act.
- o. "Electing Constituencies" means the Senate, Teaching Staff, Students, and the Alumni Association.
- p. "*Ex Officio* Board Member" means any of the Chancellor, the President, and the President of Holland College.
- q. "External Board Member" means an LGIC Board Member, a Board Member elected by the Alumni Association, or a Board Member elected by the Board from among persons other than officers, members, employees or students of the University.
- r. "Governing Body" means the Board of Governors or the Senate of the University.
- s. "*In Camera*" means a meeting, or a portion of a meeting, that includes only those

persons invited by the Board Chair to attend, at which no motions are made, and no minutes are recorded.

- t. "Informal" describes a meeting or portion of a meeting held for the purposes of Board Member development, learning, planning or relationship-building.
- u. "Lieutenant Governor in Council" ("LGIC") means the Lieutenant Governor acting on the advice of the Executive Council of Prince Edward Island.
- v. "LGIC Board Member" means a Board Member appointed by the Lieutenant Governor in Council.
- w. "Non-Public" describes a meeting or portion of a meeting that includes Board Members and only those persons invited by the Board Chair to attend.
- x. "Personal Dispute" means a dispute within the scope of the Universities' policies pertaining to discrimination, fair treatment, harassment, or sexual violence.
- y. "Policy Instrument" means a written policy, procedure, guideline, or process approved in accordance with the University's policy framework.
- z. "Public Meeting" describes a meeting open to all persons, both internal and external to the University.
- aa. "Regular Meeting" means a meeting included in the published list of scheduled Board meetings.
- bb. "Secretary" means the Board Member who is elected as secretary of the Board.
- cc. "Senate Board Member" means a Board Member who is elected by Senate pursuant to s. 8 (1) (e) of the Act.
- dd. "Special Meeting" means a meeting that is not included in the published list of scheduled Board meetings.
- ee. "Standing Committee" means a Committee of the Board created and constituted by the Board with duties that are continuing.
- ff. "Student" means a student who is registered as a full- time student and who maintains good standing in accordance with the academic regulations of the University.
- gg. "Student Association" means the University of Prince Edward Island Student Union or the University of Prince Edward Island Graduate Students Association or a successor thereof.
- hh. "Student Board Member" means a Student elected as a Board Member by the student body pursuant to s. 8 (1) (g) of the Act.
- ii. "Teaching Staff" has the same meaning as faculty pursuant to the Act.
- jj. "Teaching Staff Board Member" means a Board Member elected by and from the Teaching Staff under s. 8 (1) (f)
- kk. "Term" means the period of time for which a Board Member is appointed or elected or reappointed or re-elected.
- ll. "University" means the University of Prince Edward Island, established under the Act.

- mm. "University Officer" means, in addition to those specified as Officers in the Act, the President and any of the President's direct reports, along with any other person designated as University Officer by the Board.
- nn. "University Secretary" means the Officer employed by the University to support the Board and Senate and the University to ensure effective university governance.
- oo. "Vice-Chair" means the Board Member elected vice-chair of the Board.
- pp. "Vice-President" means a vice-president of the University.
- qq. "Visitor" means, pursuant to s. 26 of the Act, the Lieutenant Governor who is entitled, upon prior written notice to the Board Chair, to attend meetings of the Board and Senate and to address either body.

ARTICLE 1 – INTERPRETATION

- 1.1 In all By-laws and resolutions of the Board, where the context so requires or permits, the singular will include the plural and the plural will include the singular, and the word "person" will include firms and corporations.
- 1.2 In all By-laws and resolutions of the Board, unless the context otherwise requires, words and expressions have the same meaning as defined in the Act.
- 1.3 References in all By-laws and resolutions of the Board to the Act will, unless the context otherwise requires, mean and include that Act and any amendments thereto from time to time or any act that may hereafter be substituted therefor.
- 1.4 The headings in the body of this By-law do not form part hereof and are inserted for convenience of reference only.
- 1.5 In the event of a conflict between any provision of the Act and any provision of the By-laws, the Act prevails to the extent of the conflict.
- 1.6 In the event of a conflict between any provision of any by-laws and any other Policy Instrument, the by-laws prevail to the extent of the conflict.

ARTICLE 2 - HEAD OFFICE AND SEAL

2.1 Head Office

The head office of the University will be in the City of Charlottetown, in the Province of Prince Edward Island, Canada.

2.2 Seal

The seal, an impression whereof is stamped in the margin hereof, will be the corporate seal of the University. The University Secretary will be responsible for the custody of the corporate seal and for maintaining a record of its use.

ARTICLE 3 – BOARD VALUES

- 3.1 In addition to working to advance the values of the University as they may be restated from time to time, the Board of Governors is committed to:
- a. Careful and sound stewardship of the University.
 - b. Effective bicameral governance.
 - c. Working consistently with, and with a view to advancing, inclusivity, diversity, transparency, and accountability.

ARTICLE 4 – BOARD COMPOSITION AND ROLE

4.1 Board Composition:

The Board will work to ensure that its composition is diverse and reflects diverse perspectives. The Board will seek the cooperation of the Electing Constituencies and the Lieutenant Governor in Council to ensure a diverse Board composition.

4.2 Terms and Term Limits

- a. With the agreement of the Electing Constituency and with a view to increasing continuity of membership, it is preferable that Board Members serve as follows:
 - i. LGIC Board Members will serve for up to three years ending on May 31st in the third year following the year the member is appointed in accordance with s. 10 (1) of the Act.
 - ii. *Ex Officio* Board Members will hold office for the duration of the appointment associated with their role as a Board Member.
 - iii. Senate Board Members will serve for three (3) years.
 - iv. Teaching Staff Board Members will serve for three (3) years.
 - v. Student Board Members will serve as follows:
 - a. One (1) Student Board Member will serve a one-year Term.
 - b. One (1) Student Board Member will serve a two-year Term.
 - vi. Alumni Board Members will serve for three (3) years.
 - vii. Board Elected Members will serve for three (3) years.
- b. If an Electing Constituency would like to vary the Term of the Board Member(s) it nominates from that specified above, it will provide written notice to the Board Chair of the proposed change and the reasons for it. The Committee of the Board responsible for governance matters will consider the matter and work with the Electing Constituency to reach consensus.
- c. Normally, Board Members will serve no more than two (2) Terms or more than six (6) years, whichever is less. Under no circumstances shall a Board Member be reappointed or re-elected for more than three consecutive (3) Terms or nine

consecutive (9) years, whichever is less. Service will be considered consecutive when there is a break of less than one year between Terms.

- d. *Ex Officio* Board Members will cease to hold office immediately upon the effective date of resignation, leave (not including vacation), or termination from their respective role as Chancellor, President or President of Holland College.
- e. In accordance with the Act (s. 10(3)), Board Members continue in office until their respective successors have been elected or appointed. The Board will take all reasonable steps to ensure that appointment and election processes are such that no Board Member exceeds the nine-year (9) Term limit.

4.3 **Elected Board Members**

- a. For Elected Board Members, other than Student Members, the Board will establish eligibility requirements, rules, and regulations governing their election.
- b. The Board will establish eligibility requirements for Student Board Members. Student Board Members will automatically cease to hold office if they cease to be registered as full-time, or if they lose good standing.
- c. Effective September 1, 2027, a Student holding a leadership role with a university Student Association, will be ineligible to stand for election as a Student Board Member.

4.4 **Membership Vacated**

- a. The membership of a Board Member is vacated when:
 - i. The Board determines that the membership is vacated as described in s. 10(4) of the Act.
 - ii. A Board Member resigns or ceases to be eligible for appointment or election to the Board.
 - iii. The Board determines that a Board Member is incapable of acting as a Board Member and the Board declares such membership vacant.
 - iv. Within any twelve-month period, a Board Member of the Board, other than an *Ex Officio* Board Member and a Board Member who has been granted a leave of absence by the Board, is absent for three consecutive regular meetings of the Board or attends less than fifty (50) per cent of such regular meetings in any Board Year. In any such case, the Board may, by resolution, declare the membership vacant; or
 - v. The Board, in its sole and absolute discretion, rescinds a Board Member's membership on the Board on the basis that the Board Member has not met the standard of conduct set out herein or described in other applicable Board policies or agreements. In the event the Board Member is serving as a LGIC Board Member, the rescission will take effect only upon the date on which the LGIC approves the Board's request for rescission.
- b. The Board's declaration that a Board Member's membership on the Board is

vacated will be made on recommendation of the applicable Board Committee and by a resolution of the Board carried by at least two-thirds of the votes cast by the Board Members at a Non-Public Meeting of the Board. Such declaration may not be made until after the delivery of written notice of the proposed declaration of the Board and the reasons therefor to the Board Member affected at such electronic or most recent address appearing in the records of the Board.

- c. The resolution declaring the vacancy on the Board will be entered in the minutes of the Board and will be conclusive evidence of the vacancy.

ARTICLE 5 – BOARD ROLES AND STANDARDS OF CONDUCT

5.1 Board

The Board’s role is that of University steward providing institutional oversight, strategic direction, and effective governance to ensure the long-term sustainability of the University.

5.2 Board Members are fiduciaries of the University, owe a duty of care to the University, and are expected:

- a. to meet the requirements of the Act, the By-laws and applicable University policies.
- b. to exercise their duties in the best interests of the University, consistent with its objects and mission, rather than in the interests of any person, entity or constituency.
- c. to commit the time to prepare for, attend and fully engage in Board and Standing Committee meetings throughout the duration of their Term.
- d. to regularly attend University events and support other University endeavours.
- e. to respect their duty of confidentiality with respect to all University matters; and
- f. to adhere to the Conflict-of-Interest requirements in this By-Law and in any applicable University policy, as approved by the Board from time to time.

5.3 Conflict of Interest

“Conflict of Interest” means a situation in which a Board Member has a personal interest that conflicts, might conflict or may be perceived to conflict with the interests of the University and impede the Board Member’s ability to make a decision in the best interests of the University. Conflicts of interest may arise in relation to personal matters including:

- a. directorships or other employment.
- b. interests in business enterprises or professional practices.
- c. share ownership.
- d. beneficial interests in trusts.
- e. existing professional or personal associations with the University.

- f. professional associations or relationships with other organizations.
 - g. personal associations with other groups or organizations, or
 - h. personal or family relationships.
- 5.4 Board Members who believe that they may have a Conflict of Interest will:
- a. declare the nature and extent of the interest as soon as possible and no later than the meeting at which the matter is to be considered, and, if requested by the Board, refrain from taking part in any discussion or vote related to the matter; and/or withdraw from the meeting when the matter is being discussed.
- 5.5 **EFFECTIVE AS OF SEPTEMBER 1ST, 2026:** While at all times keeping in mind their duty to act in the best interests of the University, a Student Board Member or a Board Member whose partner or relative is a Student, may take part in discussions and vote on all matters relating generally to the operations of the University, except for those matters which deal with the circumstances of the particular Student as an isolated issue, separate and apart from consideration of the other Students of the University.
- 5.6 While at all times keeping in mind their duty to act in the best interests of the University, a Teaching Staff Board Member or a Board Member whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the operations of the University including, without limitation, issues concerning general conditions of employment for employees of the University, unless the discussion and voting deal with the circumstances of the particular employee as an isolated issue, separate and apart from consideration of the other employees of the University.
- 5.7 A Board Member who has declared an interest in a contract or transaction, or a proposed contract or transaction, and who has not voted in respect thereof, will not be accountable to the University, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of the Board Member holding that office or of the fiduciary relationship established thereby.

ARTICLE 6 – BOARD RECRUITMENT, NOMINATION, AND SELECTION

- 6.1 The Board will ensure that the Board and its Standing Committees are composed of Board Members with the diversity, skills and experience necessary to steward and govern the University. The Board will maintain a skills matrix and will be guided by the matrix in the recruitment and selection of new Board Members and the appointment of Board Members to Standing Committees. The Board will seek the cooperation of the Electing Constituencies and the LGIC to recruit and select diverse Board Members with the required skills and experience indicated by the application of the skills matrix.
- 6.2 The Board will develop, maintain, document and publish in Policy Instruments the means, processes, and procedures for:
- a. The identification of the skills and attributes and characteristics needed for an effective and diverse Board.

- b. The application of skills-based recruitment criteria to the recruitment of Board Members.
- c. The application of skills-based recruitment criteria to the appointment and election of Board Members.
- d. The identification of the skills, attributes and characteristics required for Board Leaders.
- e. The application of skills-based nomination criteria to the recruitment, selection, and appointment of those nominated to be Board Leaders and, where applicable Officers.
- f. The application of skills-based nomination criteria to the recruitment, selection, and appointment of Board Members to Standing Committees.
- g. A transparent and easily accessible process for potential Board candidates to apply to be a Board Member.

ARTICLE 7- BOARD LEADERS AND OFFICERS

7.1 Board Leaders will actively encourage Board Members to contribute to a positive Board culture and to fulfill their duties. Board Leaders will model standards of expected Board Member behaviour, including those in any Board or University code of conduct.

7.2 Election of Chair and Vice-Chair

The Board will develop and publish a process to elect annually a Chair and at least one, and normally two Vice-Chairs from among the External Board Members.

7.3 Role of Chair

- a. The Chair will serve as the presiding officer over all meetings of the Board. The Chair will determine the procedures for the conduct of such meetings consistent with these By-Laws and any applicable rules of procedure, and subject to such direction or procedures as may be adopted from time to time by the Board.
- b. The Chair will encourage full and respectful engagement of Board Members in the Board's work.
- c. The Chair will oversee and participate in the development of Board workplans and meeting agendas to ensure that the Board is fulfilling its role and duties, and that Board priorities are addressed.
- d. The Chair will serve as the sole spokesperson for the Board, unless the Board approves a motion permitting another Board Member to speak on behalf of the Board.
- e. The Chair will meet regularly with the President to assist the Board in its role of supporting, directing, and managing the work and performance of the President.
- f. The Chair will determine who will be permitted to attend Non-Public and *In Camera*

Board meetings or parts thereof.

- g. The Chair will support the Vice Chair(s) to gain experience and knowledge of the requirements and functions of a Board Chair to ensure the future smooth transition of the Vice Chair into the Chair's role.
- h. The Chair, together with the University Secretary, will sign all By-Laws, and approved Board Minutes.

7.4 **Role of Vice Chair**

- a. The Vice Chair will be an External Board Member who is willing and able to be considered as a successor to the Board Chair.
- b. The Vice Chair will assist the Board Chair as the Board Chair requests.
- c. A Vice Chair will assume the responsibilities of the Board Chair in the Chair's absence.
- d. In the absence of the Vice-Chair the Board may appoint any External Member to assume the responsibilities of the Board Chair in the Chair's absence.

7.5 **Role of Standing Committee Chair**

- a. It is the role of the Standing Committee Chair to ensure that a Standing Committee fulfills its obligations under its terms of reference. A Standing Committee Chair:
 - i. serves as the presiding officer over Standing Committee meetings.
 - ii. ensures that Committee members understand the role of the Standing Committee.
 - iii. oversees and participates in the development of the Standing Committee's workplans and meeting agendas to ensure that the Standing Committee is fulfilling its role and its terms of reference.
 - iv. ensures that the Standing Committee is actively engaged and demonstrates diligence in its activities.
 - v. presents recommendations to the Board outlining the Standing Committee's recommendation or decision, process, and associated reasons.
 - vi. provides to the Board written reports summarizing the nature of the Committee's work at each of its meetings; and,
 - vii. reports to the Board annually on the progress of the Standing Committee against delegated priorities, the Standing Committee's workplan, and the Standing Committee's terms of reference.

7.6 **Governance Role of the President**

The President has a crucial role to play in the effective governance of the University. In serving multiple governance roles (including but not limited to the Vice Chancellor and Chief Executive Officer, Board Member, Senate Chair and Senate Member), the

President is uniquely positioned to observe and influence the effectiveness of the relationships within UPEI's bicameral governance system and to recommend measures to improve the University's governance.

- 7.7 In addition to other roles and responsibilities, including those described in the Act (s. 28) and those assigned by the Board, the President will support the Board's work to ensure healthy and effective bicameral governance at UPEI and will:
- a. Monitor the effectiveness of the University's governance and recommend to the Board measures to enhance governance or address areas of governance concern.
 - b. Work with the Board Chair and University Secretary on the development of Board work plans and agendas.
 - c. Ensure the quality and sufficiency of the materials and information and support provided to the Board and its Committees.
 - d. Support the work of the University Secretary.

7.8 **Secretary**

The Secretary will serve as chair of the Board's Standing Committee responsible for University governance.

- 7.9 The Secretary will work with the University Secretary to ensure effective governance at the University.

7.10 **University Secretariat**

There will be a University Secretariat led by a University Secretary reporting to the Board Chair and the President and responsible for:

- a. Supporting the University's effective governance through the adoption of wise and leading governance practices.
- b. Providing governance advice, education and training, and support to the Governing Bodies.
- c. Ensuring effective governance processes including:
 - i. Meeting schedules and notices.
 - ii. Taking minutes and maintaining a minute book.
 - iii. Monitoring and ensuring follow up on the decisions taken by the Governing Bodies and their Standing Committees.
- d. Working with the President to ensure the quality, adequacy and timeliness of materials provided to the Governing Bodies.
- e. Working with the President to ensure the appropriate and timely engagement of the Board in matters falling within its purview.
- f. Providing governance leadership and education within the University.
- g. Ensuring transparency through the publication of Governing Body By-Laws, Policy Instruments, and processes, and generally communicating the work of the

Governing Bodies to University constituencies.

- h. Overseeing the University's policy framework and associated processes.
- i. Retaining an index of and a secure repository for the University's (including those of the Board and Senate) corporate and governance records.
- j. Ensuring the appropriate storage and use of the University seal.

ARTICLE 8 - MEETINGS

8.1 The Board will conduct three types of meetings as part of the regular administration of the Board and its Committees:

- Public
- Non-Public, and
- *In-Camera*.

8.2 With the approval of the Chair, Informal meetings may also be held. The Chair will determine who may attend an Informal meeting as well as the extent to which any information about the Informal meeting is recorded and published.

8.3 The Board will conduct as much of its deliberations and decision-making as possible in Public Meetings, subject to obligations of confidentiality.

8.4 The Board Chair will determine whether a matter is Confidential and Confidential matters will be considered in Non-Public Meetings of the Board.

8.5 Regular Meetings

The Board will approve its Public Meeting schedule, as well as that of its Standing Committees, for the following Board Year by not later than June 30 each year. The meeting schedule will be published by not later than September 30 each year. Public Meetings of the Board will be held at least quarterly, or at such other time as may be determined by the Board. The Annual Meeting of the Board shall be held in conjunction with one regularly scheduled Public Meeting of the Board in the Board Year (normally September).

8.6 Approval and publication of the Public Meeting schedule will constitute notice to Board Members and the public of the time and place of each regular Board meeting.

8.7 Board meeting agendas and all materials required to address the items on the agenda for all meetings will be provided to Board Members normally no less than one (1) week in advance of the meeting date. Agendas will specify in reasonable detail the matters to be considered at the meeting.

8.8 Agendas and all materials required to address the items on the agenda for Public Meetings will be published normally no less than one (1) week in advance of the meeting date.

8.9 Special Meetings

Special Meetings of the Board may be convened at any time either:

- i. at the request of the Chair or, in case of the Chair's absence or illness, a Vice-Chair or the President, or
- ii. at the written and signed request of any eight (8) Board Members

The University Secretary, upon receipt of the direction of the Chair or Vice-Chair or President or the request of any eight Board Members, will convene a special meeting of the Board.

8.10 Notice of each Special Meeting shall be given to each Board Member not less than three days before the Special Meeting is to take place; provided always that Special Meetings of the Board may be held at any time without formal notice if all the Members are present or those absent have waived notice or have signified their consent orally or in writing, either before or after the Special Meeting being held in their absence, or if the University Secretary has taken reasonable steps to attempt to give notice of the Special Meeting but has been unable to contact not more than one-third of the Members and those Members present at the Special Meeting vote in favour of the waiver of notice for the Special Meeting. Notice of any Special Meeting or any irregularity in the Special Meeting or notice thereof may be waived by any Member. Such notice shall include an agenda specifying in reasonable detail the purpose for which the Special Meeting is called as well as all materials required to address the items in the agenda.

8.11 Special Meetings will be held as Public Meetings unless the Chair determines that the meeting should be held as a Non-Public Meeting to consider Confidential matters. Where a Special Meeting is a Public Meeting, notice of the Special Meeting will be published on the Board's website no less than three (3) days in advance of the Special Meeting.

8.12 ***In Camera Meetings***

In Camera sessions will be held at the end of every Board Public Meeting and Standing Committee meeting to consider governance matters including the status of work to complete Board and Standing Committee work plans, the adequacy and the sufficiency of the materials provided, and the effectiveness of the meeting. The Board or Standing Committee Chair will provide a summary of the discussion to the Board Chair, and, if applicable the President.

8.13 The Board or Standing Committee will move out of *In Camera* into a Public or Non-Public session to make and record in the minutes any decisions arising out of the *In Camera* session discussion.

8.14 The Board or Standing Committee Chair will determine whether additional Confidential topics will be discussed at any *In Camera* session and will determine who, other than Board Members, may attend. The President will be entitled to remain unless the topic of the *In Camera* session is the President's performance.

8.15 **Electronic Participation in Meetings By Board Members**

Any meeting held by means of teleconference, videoconference or other such technology must be conducted in a manner that enables all participants in the meeting to hear the deliberations of the meeting at the same time and to actively participate.

8.16 Any Board Member may, subject to logistical constraints, participate in a meeting by means of teleconference, videoconference or other such technology. A Board Member participating in a meeting by such means shall be deemed to be present at the meeting.

8.17 **Voting at Meetings**

Each Member present at a Board or Standing Committee meeting, excluding the Chair, is entitled to one vote and only Members present in person or by teleconference, video conference or other such technology, may vote. Matters being voted on will be decided on by a majority of the Members present and voting. In the case of an equality of votes, the Chair shall have a casting vote. All votes at any meeting shall be taken by ballot if so demanded by any Member present, but if no demand is made the vote shall be taken in the usual way by a voice vote or a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

8.18 Under exceptional circumstances, and with the consent of the Chair of the Board, the Board may use an electronic or written process for voting on special resolutions outside of its regular meeting schedule. Such resolutions require approval of a two-thirds majority of the members of the Board. The outcome of an electronic vote will be reported at the next regular meeting of the Board and a record contained in the minutes of that meeting. A resolution signed by two-thirds of the Members shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

8.19. Any Board Member may abstain from casting a vote and may request that the abstention be recorded in the minutes of the meeting.

8.20 **Reconsideration**

After any question has been decided, any Board Member who voted thereon in the majority may move for a reconsideration of the question, but no discussion on the main question will be allowed unless the matter is reconsidered and there will be no reconsideration unless:

- a. notice of the motion to reconsider is given either at a meeting of the Board or in the same manner as notice of a regular meeting of the Board is given, and such notice to reconsider is in any event given at least two days before the meeting at which the motion to reconsider is to be presented; and
- b. two-thirds of the Board Members attending such a meeting vote in favour of such reconsideration.

8.21 **Rules of Order**

Meetings of the Board and its Standing Committees will be conducted respectfully, efficiently and with a view to reaching consensus in accordance with the values of the University. In case of controversy, meetings of the Board and its Standing Committees will be conducted in accordance with Francis and Francis *Democratic Rules of Order 10th edition* as amended or replaced, or such other rules of order most recently adopted by the Board and its Standing Committees.

8.22 Adjournments

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

8.23 Place of Meeting

Unless otherwise directed by the Chair, all meetings of the Board will be held on the University campus.

ARTICLE 9 – COMMITTEES

9.1 General Provisions

The number of Committees of the Board and their names, size, composition, quorum, duties and responsibilities will be as determined from time to time by resolution of the Board after consideration of University and Board priorities and requirements.

9.2 The Committee structure of the Board will be reviewed periodically (at least once every five (5) years) to ensure that the structure remains effective to support the work of the Board.

9.3 The Chair will be a member of all Board Committees.

9.4 Each Committee of the Board will have a chair appointed by the Board. The chair will preside over Committee meetings. If the Committee chair is not present at a meeting, the Committee will select another member of the Committee to act as chair for that meeting.

9.5 The Board will approve the Committee meeting schedule for the following Board Year by not later than June each year.

9.6 The Committee meeting schedule will be published by not later than September each year.

9.7 The agenda for each Committee meeting will be prepared by the University Secretary in consultation with the Committee chair and the appropriate member(s) of the University's administration as designated by the President and will be approved by the Committee chair.

- 9.8 Vacancies occurring in the membership of a Board Committee will be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient but, notwithstanding such vacancies, the remaining members of the Committee will have authority to exercise the full powers of the Committee, providing that a quorum remains in office.
- 9.9 Except where otherwise stated, quorum requires that half of the Committee members entitled to vote be present.
- 9.10 The University Secretary will issue, or cause to be issued, notices of all meetings of such Committee, when directed to do so.
- 9.11 **Standing Committees**
Standing Committees are created to enhance the Board's capacity to fulfil its obligations of oversight and diligence.
- 9.12 Standing Committees are accountable to the Board to fulfil their terms of reference and will regularly (at least annually) report their work to advance their terms of reference to the Board.
- 9.13 Standing Committee meetings will be held at least quarterly, and at such other time as may be determined by the Standing Committee Chair.
- 9.14 Unless otherwise approved by the Board, members of all Standing Committees will normally be Board Members with voting status.
- 9.15 The President will be a member of all Standing Committees except those required to be composed entirely of External Board Members or as determined by the Board.
- 9.16 The President may, with the consent of the Chair, appoint a President's Representative to Standing Committees of the Board for the purpose of assisting in the discharge of the President's responsibilities with respect to such Standing Committees. A President's Representative will be a non-voting member of such Committees.
- 9.17 On the requisition of any three members of a Standing Committee, a meeting of such Standing Committee will be called by the University Secretary. Notice of the time and place of every meeting will be given to each member of the Standing Committee at least forty- eight (48) hours before the meeting. The means of delivery will be by electronic mail at the email address typically used for the Board Member.
- 9.18 The notice need not specify the nature of the business to be transacted at such meeting. In exceptional circumstances, the Standing Committee chair may waive the time requirements for such notices.
- 9.19 **Ad Hoc Committees**
Other Committees constituted by the Board or by the Standing Committees (if so, authorized within their terms of reference) will be *Ad hoc* Committees.
- 9.20 *Ad hoc* Committees may include in their membership one or more persons who are not Board Members, subject to the proviso that the chair of the Committee must be a Board Member and that the Board remains accountable for the work of the Committee.

- 9.20 *Ad hoc* Committee meetings will be held at such frequency and duration as may be determined by the Committee Chair.
- 9.21 Unless specifically provided by the resolution by which it is constituted, each *Ad hoc* Committee will automatically be dissolved on the date of the receipt of its final report by the Board or by the Standing Committee. At the discretion of the Board or Standing Committee, such Committees may be re-appointed with the same or different membership.

ARTICLE 10 - MINUTES

- 10.1 Save and except as otherwise herein provided, the action of the Board or Committee upon any matter coming before it shall be evidenced by resolution and the entering thereof in the minutes of the Board or Committee shall be *prima facie* evidence of the action taken.
- 10.2 Minutes will be taken as a record of the proceedings and decisions taken at each meeting of the Board and Committee. The minutes of the previous meeting will be submitted at the next meeting of the Board or Committee, and after adoption by the Board or Committee, the minutes shall be signed by the Chair of the Board or Committee and the University Secretary.
- 10.3 Minutes of Public Meetings are the primary means of communicating Board decisions, and as such, will be posted on the Board's website in a timely fashion after approval by the Board.
- 10.4 Minutes of Non-Public Board meetings and of Non-Public Committee meetings, and materials relating to Informal Meetings will not be published and will not be available for inspection by any person who is not a Member of the Board without the written consent of the Chair of the Board, unless otherwise determined by the Board.

ARTICLE 11 - PARTICIPATION IN PUBLIC BOARD MEETINGS

- 11.1 The role of the Board is one of oversight and, as such, the Board does not engage in matters of administration falling within the purview of the President and senior administration. A member of the University community may request to have an item placed on the agenda of a Public Board meeting and may request to speak to the item. A written request (including the name of the requester, a description of the proposed topic, and a request to speak to the item, if any) must be provided to the University Secretary along with any materials on which the requester intends to rely, no less than three weeks prior to the Public Board meeting. The Board Chair will grant only those requests that are not matters of administration and that are appropriately brought before the Board and will otherwise direct the request to the President.
- 11.2 Attendance at Public Meetings will be subject to space limitations and will take place on a first come, first admitted basis to guests who will be required to provide their names to the University Secretary prior to entry. No person will be removed from a meeting except for improper conduct as determined by the Chair. Members of the

public attending the Public Meeting will not be permitted to address the meeting.

- 11.3 Members of the University community and/or the public attending the Public Meeting are not permitted to use cameras, video or audio recording devices or other electronic equipment during the Board meeting unless permission is granted by a majority vote of the Board and subject to such conditions as the Board may impose.

ARTICLE 12 – NOTICE

- 12.1 No error or omission in the giving of such notice for a meeting of the Board will invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, and any Board Member may, at any time, waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 12.2 No formal notice (except for the said notice to the public) of any meeting will be necessary if all the Board Members are present or if those absent have signified their consent to the meeting being held in their absence.

ARTICLE 13 – NO REMUNERATION

- 13.1 Board Members will serve without remuneration for acting as such, but they will be reimbursed for expenses incurred in connection with meetings of the Board or other business of the University in accordance with University policy.
- 13.2 Subject to compliance with the University's Conflict-of-Interest Policy, if any Board Member will be employed by or will perform services for the University otherwise than as a Board Member or will be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the University, the fact of the person being a Board Member will not disentitle such Board Member or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 14– DISPUTE RESOLUTION

- 14.1 This Article does not apply to a Personal Dispute. If a dispute or controversy among Board Members, Committee members, or officers of the Board of the University arising out of or related to the Act or By-laws, or out of any aspect of the activities or affairs of the University is not resolved in private meetings between the parties, then such dispute or controversy will be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:
- a. the dispute will be settled by arbitration before a single arbitrator unless otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration will be kept confidential, and there will be no disclosure of any kind. The decision of the arbitrator will be final and binding and will not be subject to appeal on a

- question of fact, law or mixed fact and law; and
- b. all costs of the arbitrator will be borne by such parties as may be determined by the arbitrator.

ARTICLE 15 - EXECUTION OF DOCUMENTS

- 15.1 Any contract, document, or instrument in writing requiring execution under seal on behalf of the Board of Governors may be signed by one of the following: The Chair, the Vice-Chair, the Acting Chair of the Board, or the President together with the Secretary of the Board.
- 15.2 The Board shall have power from time to time to appoint any other person or persons on behalf of the Board either to execute contracts, documents or instruments in writing, generally, or to execute specific contracts, documents or instruments in writing.

ARTICLE 16 -- BANKING RESOLUTIONS

- 16.1 The banking affairs of the University shall be transacted with such bank or banks or other corporations carrying on a banking business as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such one or more officers and/or other persons as the Board may designate by resolution and to the extent therein provided.

ARTICLE 17 - FISCAL YEAR

- 17.1 The fiscal year of the University shall terminate on the 30th day of April in each year.

ARTICLE 18 - AUDITORS

- 18.1 The Board at each Annual Meeting shall appoint one or more external auditors to hold office until the next annual meeting, provided however, in the unusual event that an appointment is not so made the serving auditor shall continue until a successor is appointed. The accounts of the University shall be audited at least once a year.

ARTICLE 19 -- CHEQUES, DRAFTS AND NOTES

- 19.1 All cheques, drafts or orders for payment of money, and all notes and acceptances and bills of exchange received or issued by the University, shall be signed by such Officer of the Board or University Officer, and by such signing authority of the University in

such manner as may be determined from time to time by resolution of the Board or by policy of the Board.

ARTICLE 20 - INVESTMENTS

- 20.1 All policies in relation to the management of the investment of funds under the control of the University shall be approved by the Board considering the recommendations of the Board Committee with responsibility for supporting the Board's oversight of investments.

ARTICLE 21 - DEPOSIT OF SECURITIES

- 21.1 The securities of the University shall be deposited for safekeeping with such banking or other financial institution as may be designated by resolution of the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the University signed by such University Officers, or agents of the University, and in such a manner as shall from time to time be determined by resolution or policy of the Board and such authority may be general or confined as specific instances require.

ARTICLE 22 - INDEMNIFICATION

- 22.1 The University shall indemnify any person who has been, now is, or shall become a member of the Governing Bodies, their Committees, an ex-officio member of the Governing Bodies, Dean of Faculty, or senior administrative officer, acting in the course of their duties:
- a. In respect of any action, lawsuit, legal proceeding or claim of a civil or administrative nature instituted by a third party against that person, in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of, or as a result of holding office, including all sums of money paid in settlement of litigation or to execute a judgment, except in any case where that person has committed an act of gross negligence, an act unrelated in whole or in part to the duties of office or an act of fraud;
 - b. in respect of any action, lawsuit, legal proceeding or claim of a civil or administrative nature, instituted against that person by the University, or by anyone acting for the latter and in its name in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of, or as a result of holding office unless the University is successful therein; in the event the University is successful only in part, the court or adjudicating body shall be entitled to establish the amount of costs, charges and expenses for which that person shall be indemnified.

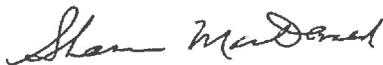
ARTICLE 23 – BY-LAWS

- 23.1 All By-Laws of the University enacted prior to the date hereof are hereby repealed and to the extent that any University policy instrument or other document contradicts this By-Law No. 1, this By-Law No. 1 will prevail.
- 23.2 Notice of any motion that a By-law is to be presented, enacted, amended or repealed will be sent to each Board Member no later than one (1) week before the meeting at which the Notice of Motion is to be presented. The actual motion may be acted upon at the meeting at which the Notice of Motion is presented or a future meeting of the Board. A motion to enact, amend or repeal any by-law of the University will not carry unless it is recommended by the Committee of the Board responsible for governance and receives the affirmative vote of at least two-thirds of the Board Members present at the said meeting.

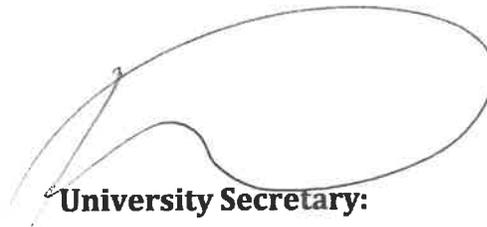
ARTICLE 24 – SEVERABILITY

- 24.1 If any part of this By-law is held to be invalid or unenforceable, the remainder of this By-law will be interpreted as if such part had not been included

ENACTED by the Board and **EXCEPT AS NOTED**, effective on the 6th day of February 2025



Board Chair:



University Secretary: