



**UNIVERSITY
OF ALBERTA**

Board of Governors Bylaws

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THE BOARD OF GOVERNORS OF THE UNIVERSITY OF ALBERTA BYLAWS

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1.0 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- a) “**Act**” means the *Post-Secondary Learning Act* (Alberta) and the regulations promulgated thereunder, as amended from time to time;
- b) “**APAGA**” means the *Alberta Public Agencies Governance Act* and the regulations promulgated thereunder, as amended from time to time;
- c) “**BARC**” means the Board Audit and Risk Committee, or its successor Committee;
- d) “**Board**” means the corporation continued under the Act and legally referred to as “The Governors of The University of Alberta”;
- e) “**BGC**” means the Board Governance Committee, or its successor Committee;
- f) “**Business Day**” means a day other than a day that the University is closed or a Saturday, Sunday, statutory or civic holiday in Edmonton, Alberta;
- g) “**Chair**” means the Chair of the Board;
- h) “**CIA**” means the Conflict of Interest Act (Alberta) and the regulations promulgated thereunder, as amended from time to time;
- i) “**Committee**” means a standing or *ad-hoc* committee established by the Board;
- j) “**Confidential Information**” means all information, in whatever form, concerning the Board, the University or any of its affiliates that becomes available to a person as a result of their position on the Board or their participation in one or more facets of the work of the Board. As used herein, the term:
 - i. “provider” means the person who is providing information to a recipient;
 - ii. “recipient” means the person who is receiving information from a provider; and
 - iii. “Confidential Information” as used herein shall not include information that:
 - 1. is or becomes generally available to and known by the public (other than as a result of its disclosure directly or indirectly by the recipient thereof in contravention of these Bylaws);
 - 2. is or becomes available to the recipient from a source other than the discloser thereof, provided that such source, to the best of the recipient’s knowledge, after reasonable inquiry, was not and is not bound by a covenant of confidentiality regarding the disclosure of such information, or is otherwise prohibited from disclosing such information to the recipient by a legal, contractual or fiduciary obligation;
 - 3. was already known by or in the possession of the recipient as established by documentary evidence, prior to being disclosed by or on behalf of the discloser; and/or
 - 4. has been independently developed by the recipient as established by documentary evidence, without contravening these Bylaws or use of or reference to, in whole or in part, the Confidential Information;
- k) “**electronic means**” means the following communication methods: email, facsimile transmission,

secure electronic transmission, or another method or system specified by the Board as available for use in connection with a meeting or the exercise of voting rights by Governors or Non-Governor Committee Members;

- l) **“External Advisor”** means a person external to the University, who is neither a member of the Board nor a Committee, engaged to provide advice to the Board or a Committee;
- m) **“Ex-officio”** means a person who holds a role because of the office or position they have and who ceases to hold the role when the person ceases to hold such office or position;
- n) **“FOIP”** means the *Freedom of Information and Protection of Privacy Act* (Alberta), as amended from time to time;
- o) **“Governor”** means a member of the Board;
- p) **“Internal Resource”** means a person from the University, who is neither a member of the Board nor a Committee, engaged to provide advice to the Board or a Committee;
- q) **“Mandate”** means the mandate of the University approved by the Minister that sets out the University’s authority to operate and specifies the types of activities that the University may engage in, including programs of study, scope of research, learner groups, and primary geographic service region;
- r) **“Meeting Year”** means the period from September to June in each year;
- s) **“Minister”** means the Minister responsible for the Act;
- t) **“Nominated Governor”** means a Governor of the Board as constituted in the Act, who is a nominated representative of a constituent group as set out in in the Act (currently comprised of Senate members, academic staff, non-academic staff, alumni and students) and appointed by Ministerial Order;
- u) **“Non-Governor Committee Member”** means a person who is not a Governor but who is a voting member of a Committee, appointed by the Board;
- v) **“person”** means any individual, partnership (whether general, limited, or limited liability), corporation, association, trust or other entity and, for greater certainty, includes a Committee;
- w) **“President”** means the President and Vice-Chancellor of the University;
- x) **“Public Governor”** means a Governor of the Board as constituted in the Act, who has been appointed from the public-at-large by the Lieutenant Governor-in-Council;
- y) **“signed”** means any mark, word, symbol, or other attestation that is adopted or made by an individual indicating either an intent to be bound, or to evidence a vote on a resolution;
- z) **“University”** means the University of Alberta; and
- aa) **“Vice Chair”** means the Vice Chair of the Board.

All terms contained in these Bylaws which are not defined and which are defined in the Act have the meaning given in the Act.

1.2 Interpretation

Unless the context otherwise requires, words in the singular include the plural and references to one gender include all genders, as the case may be, and vice versa.

The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board on any question of interpretation, or upon any matters affecting the University and provided for by these Bylaws, is final and binding.

1.3 Conflict with Bylaws

In the event of a conflict between the provisions of these Bylaws and the provisions of the Act, the provisions of the Act govern.

1.4 Invalidity of Provisions

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

1.5 Application of Bylaws

These Bylaws apply to Governors, any Committee of the Board and other such individuals as may engage with the Board from time to time.

1.6 Authority of Bylaws

These Bylaws take precedence over any policies, procedures, standards, protocols, or terms of reference adopted by the Board, except where expressly indicated in these Bylaws.

2.0 THE BOARD

2.1 Composition

In accordance with the Act, the Board is comprised of:

- The Chair;
- The Chancellor of the University;
- The President;
- Nominated Governors; and
- Public Governors.

2.2 Term of Office

The term of office for Governors, including the Chair, is for a fixed term as prescribed in the Act.

2.3 Recruitment

As part of the Government of Alberta appointment process, the Board can identify skill and competence areas and potential candidates that are reflective of the Board's goal to achieve an equitable, diverse and inclusive membership consistent with the objectives set out in the University's Strategic Plan for Equity, Diversity, and Inclusivity (as the same may be amended, supplemented, restated, or replaced from time to time).

The recruitment of Nominated Governors is carried out by each nominating group, which follows its own

process and makes a recommendation to the Minister for appointment.

2.4 Resignation, Removal and Vacancies

Any Governor may resign from the Board by sending written notice to the Minister and the Chair. Nominated Governors' terms automatically expire when they cease to meet the qualification of their position. The Chancellor and the President are members of the Board until they cease to hold their position. Otherwise, the term of office of a Governor concludes when the Order-in-Council or Ministerial Order that appointed them is no longer valid, which occurs upon the earlier of the person's successor being appointed or the elapse of 3 months after the end of the appointment term.

The Chair will advise the Minister if, for any reason, a Governor is no longer capable of acting or of fulfilling the duties of a Governor.

The Board may continue to act notwithstanding one or more vacancies.

2.5 Remuneration

Governors will not be remunerated for their service. The University will reimburse Governors for reasonable expenses incurred in the performance of their duties in accordance with University policies in effect from time to time.

3.0 ROLE, POWERS AND RESPONSIBILITIES

3.1 Role, Powers, Duties, and Responsibilities of the Board

The Board has the powers, duties, and authority set out in the Act. The Board has the capacity and, subject to the Act, the rights, powers, and privileges of a natural person.

The Board is legislated by the Act to manage and operate the University in accordance with the University's Mandate and to act in the best interests of the University. The principal role and legal duty of the Board is to oversee the management and operation of the University's business and affairs. Except for those matters where final authority is assigned by the Act to other bodies or persons, the governance of the University, the control of its property and revenues, and the conduct of its business affairs are vested in the Board.

Subject to the Act, the major responsibilities of the Board include:

- a) To act in the best interests of the University;
- b) To ensure that, where any other decision-making body within the University makes recommendations or decisions, the Board exercises its ultimate authority, wherever necessary;
- c) To approve and advance the long-term vision, mission, and strategic direction of the University;
- d) To monitor the achievement of the University's goals;
- e) To establish a framework for the conduct of the Board and to assess the Board's effectiveness;
- f) To recruit, appoint, evaluate and make decisions regarding the President;
- g) To provide the University administration with the support, authority, and responsibility required to lead and manage its affairs successfully;
- h) To approve an annual budget and to approve the allocation of resources consistent with the achievement of the University's Mandate;

- i) To approve and ensure policies are in place in areas of mandated responsibility;
- j) To support the University's autonomy; and
- k) To advocate on behalf of the University to the external community.

3.2 Delegation

The Board may delegate in writing any of its powers, duties or functions to any person or Committee, except the power to make bylaws. The Board has the right to revoke or alter any delegation at any time.

3.3 Responsibilities of Governors

As mandated by the Act, Governors have a fiduciary responsibility and are required to act honestly, in good faith, and in the best interests of the University.

Although Governors bring special expertise and points of view to the Board's deliberations, the best interests of the University remain paramount in all Board activities. Governors must be conscientious in contributing to and helping the Board fulfill its responsibilities. Governors are prohibited from acting in self-interest or furthering their private interests by virtue of their position or through carrying out their duties. At all times Governors will, in the performance of their duties, adhere to the Board's Bylaws, the Board Code of Conduct, the University's policies, and other applicable laws.

Specific responsibilities of a Governor include:

- a) coming to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Board to exercise its best judgment in decision making and advising; and
- b) ensuring that they are able to devote sufficient time and energy to carrying out their duties effectively.

3.4 Code of Conduct

As required by the CIA, the Board has established, or will establish a Code of Conduct that provides guidance and structure to the Board in fulfilling its obligations and duties under the Act, including addressing conflicts of interest and ethical conduct. The Code of Conduct applies to all Governors, who will carry out the duties of their office in accordance with the Code of Conduct.

3.5 Confidential Information

Each Governor owes a duty of confidence to the University and will undertake to keep all confidential or proprietary information in strictest confidence.

Except where disclosure is authorized by University policy, required by law, or otherwise determined by the Board, Governors, Non-Governor Committee Members, Internal Resources, External Advisors and other permitted resources to the Board will protect confidential information and respect the confidentiality of proceedings at closed and in-camera sessions of the Board, its Committees, and other internal and external meetings. It is the responsibility of all individuals who receive confidential information to ensure the security of all confidential information entrusted to them at all times. All Board records provided to Governors for individual use or created by a Governor remain the property of the Board and will be returned to the Board at the request of the Board.

This duty of confidence and obligation to not disclose confidential or proprietary information remains binding on Governors after the expiration of their appointment and continues indefinitely.

4.0 BOARD OFFICERS

4.1 Chair

The Chair is appointed by the Lieutenant Governor in Council and is the presiding officer of the Board.

The Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring the Board is properly organized, functions effectively, and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the Board and a culture where the Board works ethically and cohesively in the best interests of the University.

The 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. With direction from the Board, the Chair represents the Board and its interests in dealing with government officials, the President, stakeholders, and the community.

4.2 Vice Chair

The Board will appoint a Vice Chair for a designated period. The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out the Chair's responsibilities, and will have those additional powers and duties assigned by the Chair and the Board from time to time.

4.3 President

The President is appointed by the Board and is the Chief Executive Officer of the University. The President reports to and is accountable to the Board for the successful operation of the University, development and implementation of a Board-approved strategic plan, advancing and executing policy recommendations and ensuring adherence to the institution's approved Mandate. The President has all the powers required for the discharge of these duties, as well as such other powers and duties as may be assigned to them by the Board.

4.4 University Secretary

The University Secretary plays a central role in the guidance and support of good governance at the University, reporting administratively to the President and functionally to the Chair in that role.

4.5 Board Secretary

The Board Secretary guides and supports Board governance and is responsible for the records and minutes of the Board. The Board Secretary has the powers, duties and responsibilities as assigned by the University Secretary or that are incidental to the role of the Board Secretary.

5.0 MEETINGS

5.1 Schedule & Notice

In each Meeting Year, the Board will meet in accordance with the meeting calendar. Additional regular or special meetings may be called by the Chair as necessary and may occur outside of the Meeting Year. Additional regular or special meetings may also be called upon the written request of at least two-thirds ($\frac{2}{3}$) of the Governors. A Board meeting may be postponed or cancelled by agreement of the Chair and the President (or delegate).

Governors will be provided with a calendar of meeting dates for regularly scheduled Board meetings in advance of each Meeting Year, which is deemed to be sufficient notice to all Governors of any meeting shown in the calendar. Except in the case of an emergency meeting, notice of meetings that do not appear in the calendar will be provided at least two Business Days in advance of the meeting date. No minimum notice is required for an emergency meeting.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.

Notice to the public will be sufficiently given when posted on the University's website, and will include the agenda, location, and time.

5.2 Quorum

A majority of the total number of Governors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, those Governors present may adjourn the meeting without further notice until a quorum is obtained

5.3 Conduct of Meetings

Meetings will be conducted in accordance with applicable laws and these Bylaws or, where applicable laws or these Bylaws are silent on the matter, as determined by a ruling of the Chair, acting reasonably. The Chair is responsible for the orderly conduct of Board meetings and will maintain order and decorum and 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.

The Chair may consult the University Secretary and Board Secretary for guidance on the conduct of meetings, and the Chair retains the discretion to make a final and binding determination on the matter, subject to a challenge as provided below.

A Chair's determination may be nullified where a motion challenging the determination has been duly moved, seconded and approved by at least two-thirds ($\frac{2}{3}$) of the votes cast by the Governors present and voting at the meeting.

In the event that the Chair is unable to attend a specific meeting, the Vice Chair will act as Chair for that meeting. In order for a meeting to be validly constituted for the transaction of business, either the Chair or the Vice-Chair must be present.

Except as otherwise set out in these Bylaws, the Board Secretary or designate will act as the Secretary at meetings of the Board.

5.4 Open, Closed and *In Camera* Sessions

The Board may hold open, closed and *in camera* meetings or sessions of the Board in compliance with the FOIP and all other applicable laws.

- a) **Open session:** The regular meetings of the Board will include a session that is open to the public.
 - i. **Attendance:** Any individual may attend as an observer with notice to the Board Secretary, subject to the limitation of space and good conduct as determined by the Chair. No observer may be permitted to address the Board in an open session, except with the permission of the Chair.
 - ii. **Documents:** Minutes summarizing the discussion and decision of an open session will be taken, provided to the Board for approval at the subsequent meeting, and filed with the Board Secretary.

- iii. **Publication:** Approved minutes of open sessions of Board meetings may be posted on the University website at the discretion of the University Secretary.
 - iv. **Broadcast:** Subject to budget availability and unavoidable technical issues, open session portions of regular meetings of the Board are broadcast on the internet via live video stream. The broadcast is not recorded and is not accessible to the public after the meeting. Video broadcasting and recording outside of the University Secretariat webcast are not permitted.
- b) **Closed session:** The Board may at any time determine that a meeting, or part of a meeting, be designated as a closed session to deal with confidential matters.
- i. **Attendance:** The University Secretary and/or the Board Secretary or delegate will attend closed sessions. The Chair, in consultation with the President, may designate Internal Resources, External Advisors, or guests to attend the closed session, or the Chair, in consultation with the President, may designate the closed session to be without Internal Resources, External Advisors, or guests.
 - ii. **Documents:** Minutes summarizing the discussion and decisions of a closed session will be taken, provided to the Board for approval at the subsequent meeting, and filed confidentially with the Board Secretary.
 - iii. **Confidentiality:** Closed session matters, including all discussion, action, and documentation will be kept in confidence by every Governor and attendee.
- c) **In camera session:** The Board may at any time determine that a meeting, or part of a meeting, be designated as an *in camera* session to deal with confidential matters.
- i. **Attendance:** Only Governors and those invited by the Chair, may attend.
 - ii. **Documents:** There is no agenda and minutes are not typically taken at an *in camera* session. No decisions are made *in camera*. Recommendations or actions from an *in camera* session may be moved to an open or closed meeting for a decision to be made by the Governors and for such decision to be entered into the minutes. If the President is not in attendance, the Chair or a delegate will convey to the President, as necessary, matters from an *in camera* meeting for the information and/or action of administration.
 - iii. **Confidentiality:** *In camera* session matters, including all discussion, action, and documentation will be kept in confidence by every Governor and attendee.

5.5 Internal Resources and External Advisors

Internal Resources and External Advisors may be engaged to provide advice to the Board. Internal Resources and External Advisors may be invited to Board meetings on a regular or ad hoc basis and attend and participate in discussion at Board meetings to provide input, make presentations, and update the Board on activities related to the Board.

5.6 Guests and Observers

Guests may be invited to attend and speak at a Board meeting with the approval of the Chair given in advance of the meeting or, in the sole discretion of the Chair of the meeting, during the meeting.

Observers in attendance at an open session of a Board meeting may speak only if expressly invited to do so by the Chair. All observers are expected to maintain decorum. Attendees are expected to respect the rulings of the Chair. In the event of a breach of these rules or a disturbance, the Chair may eject individuals from the meeting or adjourn the meeting.

5.7 Agendas

Agendas will be developed by the Chair and the President (or delegate), produced and reviewed in accordance with procedures adopted by the Office of the University Secretary, and approved by the Board at the commencement of the meeting.

Additions to the agenda during a Board meeting require approval by a majority of the votes cast by the Governors present and voting at the meeting to be considered.

5.8 Board Meeting Materials

Whenever possible, meeting materials will be provided to Governors one week in advance of a scheduled meeting and will be provided electronically through the Board portal.

Material related to an open session of a Board meeting may be available to the public through the Board Secretary upon request, and subject to the discretion of the Board Secretary or the direction of the Board.

5.9 Remote Meeting Attendance

The Board may meet by other means of communication that allow all individuals participating to communicate adequately with each other simultaneously and instantaneously, such as a video conference or teleconference. The Chair can decide to hold a meeting entirely via such means, or to allow a Governor to participate in an in-person meeting remotely. The same rights and responsibilities apply to Governors participating in video conference or teleconference meetings as applied to in-person meetings. In such circumstances, Governors are deemed to be present, counted to determine the presence of a quorum and have the ability to vote on motions.

5.10 Attendance of Governors

Regular attendance of Governors at Board meetings is required to ensure a quorum and to expedite the carrying out of the business of the Board. Governors who find themselves unable to attend a regular meeting of the Board will notify the Board Secretary at least twenty-four hours in advance of the meeting. The Board Secretary will advise the Chair of all such notices of absence.

If a Governor is absent from three or more meetings of the Board within a Meeting Year, the Chair may contact the Governor to determine the reason for the absence and the Governor's interest in continuing to serve as a Governor. In the case of a Governor absent from three or more meetings of the Board within a Meeting Year without sufficient reason or without having made satisfactory arrangements with the Chair, the Chair may refer the matter to the BGC for handling, which may include a request for the Governor's resignation from the Board or advising the Lieutenant Governor in Council of Alberta that the Governor is no longer capable of acting as a Governor or of fulfilling the Governor's duties, and requesting that the Lieutenant Governor in Council terminate the appointment of the Governor.

5.11 Procedural Matters and Guiding Principles

The Board is authorized, from time to time, to establish, modify, and approve specific procedural rules, guidance and principles as it deems necessary or desirable for its effective governance. Such procedural rules, guidance and principles, once approved by the Board, shall be adopted and incorporated as Appendices to these Bylaws. Each Appendix shall have the same force and effect as if fully set forth herein, provided that it does not conflict with these Bylaws or applicable law. The Board may, in its sole discretion, amend or repeal any such procedural rules, guidance and/or principles as necessary.

6.0 VOTING

6.1 General

Subject to a conflict of interest, including the conflicts of interest identified in the Code of Conduct, each present Governor may move, second, and vote on motions presented at Board meetings. Voting by proxy is not allowed. Each Governor is entitled to one vote and the Chair does not have a second vote in the event of a tie. If there is a tie vote, the motion is defeated.

Motions will be passed by a majority of the votes cast by the Governors present and voting at the meeting and such motions are binding on all Governors. Abstentions will not be counted. The Chair will declare that a motion has been carried and an entry to that effect will be recorded in the minutes.

6.2 Electronic or Written Voting

A resolution in writing signed by at least a majority of the Governors and/or Non-Governor Committee Members entitled to vote on that resolution at a meeting is as valid as if it had been passed by resolution at a meeting. Such resolutions shall be kept with the minutes of meetings. Each Governors and Non-Governor Committee Member may exercise their right to vote by electronic means.

6.3 Conflicts of Interest

Governors declaring a conflict of interest must recuse themselves from voting on motions involving the conflict unless the determined method of managing an allowed conflict permits the Governor to vote.

A Governor may participate in the discussion of and vote on matters related to tuition fees or other student fees that the University may levy, even if the Governor or the Governor's spouse, child, or parent is affected by any tuition or student fees levied.

7.0 COMMITTEES

7.1 Establishment

The Board may establish standing Committees or *ad hoc* Committees with such responsibilities, authorities, memberships, and operational rules as the Board considers appropriate to assist the Board in its work. The Board may dissolve any Committee at any time.

7.2 Authority

A Committee may establish a sub-committee, with the membership it deems necessary, to be responsible for specific aspects of the Committee's work. A Committee may delegate its powers, duties, and functions to sub-committees or individuals.

7.3 Procedural Rules

Unless otherwise specified in these Bylaws or the Committee's Terms of Reference, Committees will be subject to the same procedural rules as the Board, modified as necessary to fit the circumstances.

7.4 Committee Terms of Reference

Each Committee must operate under Board approved Terms of Reference. The Committee Terms of

Reference will:

- a) set out the functions, powers, responsibilities, delegated authorities, and operation of the Committee;
- b) specify the number of members and conditions the Board determines are appropriate regarding the composition of the Committee's membership; and
- c) include any further terms the Board determines is necessary.

Committees will review their Terms of Reference annually and when necessary recommend revisions to the Board. The Board may approve revisions to the Terms of Reference at any time.

7.5 Membership

Composition of standing Committees will be set out in each Committee's Terms of Reference. With the exception of Ex-officio members, all Committee members will be appointed by the Board.

Members of Committees may be Governors or Non-Governor Committee Members, as may be provided in the Committee's Terms of Reference. All Governors are eligible to serve on Board standing Committees except in those circumstances where a Committee's mandate requires independence of its members, meaning that a Governor does not have a direct or indirect relationship arising from their status as a Nominated Governor or Public Governor that could, in the view of the Board, reasonably be expected to interfere with or influence the exercise of a Governor's independent judgment as outlined in the Code of Conduct, and/or where a Governor may have a conflict of interest.

With the exception of Ex-officio members, Non-Governor Committee Members will be appointed for a term of up to three (3) years, while Governors will be appointed for a term ceasing on the earlier of the cessation of their term as a Governor, or their removal or resignation from the applicable committee.

Subject to the above paragraph, a Committee member may be re-appointed for two (2) additional terms, up to a maximum term of nine (9) years. In exceptional circumstances, the Board, in its sole discretion, may appoint a Committee member even if the appointment will result in a total term that exceeds nine (9) years.

The Chair, the Chancellor, and the President are ex-officio members of each Standing Committee. Ex-officio members have the same rights as other Committee members for all Standing Committees, with the exception the Board Audit and Risk Committee, of which the President is not entitled to vote.

A Committee Chair will be recommended by the Chair for approval and appointment by the Board. A Committee Vice-Chair will be elected by the Committee from its appointed voting members. In addition to meeting the obligations as a Governor, the Committee Chair will provide effective leadership to the Committee so as to fulfil its duties as outlined in its Terms of Reference.

7.6 Internal Resources and External Advisors

If the Committee determines that an individual with particular expertise is needed on a Committee, the President or Committee may choose to engage Internal Resources or External Advisors to provide advice to the Committee.

7.7 Meetings and Reporting

Committees will generally meet cyclically in the weeks leading up to a Board meeting and may call additional meetings as required. The Committee Chair is responsible for calling meetings and setting the draft agenda for each meeting of that Committee.

Subject to these Bylaws and the Committee Terms of References, a Committee Chair may establish rules of procedure to be followed at each meeting of that Committee. The Committee Chair is empowered to adjudicate rules of order and procedures for Committee meetings, if and when necessary. If the Committee Chair is not present, the Committee Vice-Chairs acts as the Committee Chair.

Each Committee will regularly report to the Board on the deliberations and actions of that Committee. In making such reports, the Chair will be prepared to provide such additional information and detail to the Board as may reasonably be required for the Board to be properly informed as to the activities and decisions of the Committee.

7.8 Quorum

Quorum for Committee meetings is a majority of the current members on the Committee other than ex-officio members. For clarity, ex-officio members will not be included in the calculation of the number of voting members when determining quorum.

In order for a meeting to be validly constituted for the transaction of business, either the Committee Chair or the Committee Vice-Chair must be present.

7.9 Non-Committee Members at Committee Meetings

Governors who are not a member of a Committee but who are interested in observing a Committee meeting may do so at the expressed consent of the Committee Chair. All Governors have a prima facie privilege to access and review the meeting materials prepared and disseminated for any meeting of a Committee excepting that a Governor's access to any such materials may be limited by operation of applicable law, University policy, and/or a decision or directive of the Chair or the chair of the particular Committee.

7.10 General Committee Considerations

- a) In conducting their work, each Committee is charged with considering enterprise risk and opportunities associated with all items that come before such Committee and communicating the same as needed to the BARC along with such other matters as may be requested by the Board.
- b) In addition, each Committee will, as and when appropriate, review, approve, or make recommendations to the Board with respect to changes to existing University policies relating to the Committee's purpose and new University's policies and procedures applicable to the development, maintenance and approval of policies.

8.0 RECORDS

Agendas and minutes of proceedings of all Board and Committee meetings, as well as records of all decisions of the Board and Committees made outside of a meeting, will be maintained. A register of Governors, including mailing addresses, telephone numbers, and other contact information will also be maintained. The Board Secretary will be the custodian of these records and the Board may instruct the Board Secretary to keep additional records from time to time.

Access to the records of the Board by individuals other than Governors will be determined in accordance with applicable legislation and University policies in effect from time to time.

9.0 BOARD ORIENTATION, DEVELOPMENT, AND ASSESSMENT

9.1 Orientation

Within a reasonable period of time after joining the Board, Governors will be provided with an orientation to the Board, the University, and the context in which they operate.

9.2 Development

Where possible, the Board will facilitate ongoing training for Governors to enhance the function and capacity of the Board.

9.3 Assessment

The Board will carry out an annual assessment of its performance and operations in accordance with a process approved by the BGC or its delegate.

10.0 EXECUTION OF DOCUMENTS AND UNIVERSITY OPERATIONAL SEAL

10.1 Execution

All documents or instruments in writing requiring execution on behalf of the Board will be signed by the Chair, the Vice Chair, or those authorized signatories specified in, and in accordance with, applicable University policies approved by the Board or an authorization of the Board.

All transactions, arrangements, documents or instruments authorized and signed on behalf of the Board as provided above will be valid and binding on the Board.

10.2 University Operational Seal

The University Operational Seal will be kept in the custody of the University Secretary, or with such other person as the University Secretary may designate from time to time. The University Operational Seal will be affixed to documents in accordance with the University Operational and Academic Seal Procedure.

11.0 BREACH OF BYLAWS

Governors must report all material potential or actual breaches of these Bylaws to the Chair or the University Secretary for handling as soon as possible.

Upon notification of a potential or actual breach, the Chair will review the circumstance and details and will notify the Governor involved and seek a response. The Chair will make a determination regarding compliance and will notify the Governor, the notifier (if applicable and if appropriate/permitted), the University Secretary, and the Audit and Risk Committee if the conduct is a potential breach of the Code of Conduct or the BGC if the conduct is not a potential breach of the Code of Conduct. The identity of the notifier will not be disclosed unless required by law or in a legal proceeding. The Audit and Risk Committee or BGC, as appropriate, will assess the non-compliance and will decide on an appropriate action. A breach of an obligation under these Bylaws may result in disciplinary action, up to and including a request for a Governor's resignation or a request for the termination of their appointment. The Audit and Risk Committee, BGC or the Chair will provide the Board with a summary report regarding breach notifications at least annually.

A report of a potential or actual breach of these Bylaws committed by the Chair should be made to the Chair

of the Audit and Risk Committee. In the event of a report of an alleged breach of these Bylaws by the Chair, the Chair of the Audit and Risk Committee will perform all of the duties normally performed by the Chair as outlined above.

12.0 PROTECTION FROM LIABILITY AND INDEMNITY

12.1 Protection from Liability

Governors are afforded the following protection from liability under the Act:

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

12.2 Indemnity

- a) Subject to any restrictions or conditions imposed on the University under applicable laws, the University will indemnify a Governor, a former Governor or a voting member of a Committee of the Board (collectively, the "Covered Persons"), and their heirs and legal representatives, from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual 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:
 - i. they acted honestly and in good faith with a view to the best interests of the University; and
 - ii. 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.
- b) Notwithstanding the above, the University's obligation to indemnify and save harmless will not apply with respect to any costs, charges or expenses, including any amount paid to settle an action or satisfy a judgment relating to an action by or on behalf of the University against the Governor. As part of the above indemnity, Covered Persons will:
 - i. provide written notice to the University as soon as reasonably possible upon becoming aware of any claim, demand, action, or proceeding;
 - ii. cooperate continuously and fully with the University and legal counsel approved or appointed by the University, including attending hearings and trials, assisting in securing and giving evidence, and assisting in obtaining the attendance of witnesses;
 - iii. upon the University's request, assist in settling legal proceedings and in enforcing any right of contribution or indemnity against any person or organization who may be liable to the Covered Persons; and
 - iv. not, without the University's prior written approval, make any admission of liability nor voluntarily make any payment, assume any obligation, or incur any expenses.

12.3 Insurance

The University will maintain Directors & Officers Insurance to protect the Governors and will provide Governors with a Certificate of Insurance and/or a summary of the policy terms upon request.

13.0 REVIEW AND CHANGES TO BYLAWS

These Bylaws will be reviewed by the BGC at least once every three years and the BGC will recommend revisions to the Board for approval as necessary.

Subject to the applicable laws, these Bylaws may be amended, replaced or repealed by resolution of the Board, effective on the date specified in the resolution or, if no date is specified, on the date the resolution was passed. Anything done pursuant to, or in reliance on, these Bylaws before they were amended, replaced or repealed is conclusively deemed to be valid for all purposes.

14.0 EFFECTIVE DATE

These Bylaws will be effective on the date specified in the approval Motion by the Board. All prior or existing Bylaws of the Board are repealed as of the effective date of these Bylaws.