

The following Motions and Documents were considered by the Board of Governors during the Open Session of its Friday, December 13, 2024 meeting:

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Agenda Title: **“Changing the Story”: Integrated Action Plan and Metrics**

APPROVED AMENDED MOTION: THAT the Board of Governors (“the Board”), on the recommendation of the Board Human Resources and Compensation Committee, approve ‘Changing the Story; An Integrated Action Plan for Transforming our Vibrant and Interconnected University Community,’ including the metrics therein as recommended by the Board Learning, Research and Student Experience Committee, in the form presented to the Board for review, as a successor to the university's Strategic Plan for Equity, Diversity, and Inclusivity (2019–2023); and direct the administration to review the Integrated Action Plan to ensure it reflects a balanced representation of Canadian history, avoiding the endorsement of any singular perspective or prescribing specific viewpoints.”

**Final Amended Item: 5.**

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Agenda Title: **Envision 2.0**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, execute a Borrowing Resolution for phase 1 of the Envision 2.0 Energy Management Program in an amount not to exceed \$5 million in Canadian funds for a term not to exceed 15 years at an interest rate of not more than 7.35%, and make an application to the Minister of Advanced Education for the required approval.

**Final Item: 6b.**

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Agenda Title: **Revisions to Board of Governors Bylaws**

APPROVED MOTION: THAT the Board of Governors (the **“Board”**), on the recommendation of the Board Governance Committee, approve revised Board Bylaws in the form presented to the Board, such revised Board Bylaws to take effect January 6, 2025.

**Final Item: 6c.**

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Agenda Title: **Proposed Revisions to the Vice-Presidential Review Procedure**

APPROVED MOTION: THAT the Board of Governors (the **“Board”**), on the recommendation of the Board Human Resources and Compensation Committee (**“BHRCC”**), approve the revised *Vice-Presidential Review Procedure* in the form presented to the Board.

**Final Item: 6d.**

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Decision  Discussion  Information

**ITEM OBJECTIVE:** To seek approval from the Board of Governors on the Integrated Action Plan, including the Key Performance Indicators that will be used to measure progress.

<b>DATE</b>	December 13, 2024
<b>TO</b>	Board of Governors
<b>RESPONSIBLE PORTFOLIO</b>	Office of the Provost + Vice President (Academic) Office of the Vice Provost - (Access, Community + Belonging)

**AMENDED MOTION:** THAT the Board of Governors (“**the Board**”), on the recommendation of the Board Human Resources and Compensation Committee, approve ‘Changing the Story; An Integrated Action Plan for Transforming our Vibrant and Interconnected University Community’, including the metrics therein as recommended by the Board Learning, Research and Student Experience Committee, in the form presented to the Board for review, as a successor to the university's Strategic Plan for Equity, Diversity, and Inclusivity (2019-2023); **and direct the administration to review the Integrated Action Plan to ensure it reflects a balanced representation of Canadian history, avoiding the endorsement of any singular perspective or prescribing specific viewpoints.**

## EXECUTIVE SUMMARY

### Background

The University of Alberta’s Strategic Plan for Equity, Diversity, & Inclusivity reached the end of its four-year horizon in 2022. At the time of strategy closure, the Office of the Provost had published two reports that have been instrumental in summarizing the current state and impact of the first Strategic Plan.

The 2018/2019 Equity, Diversity and Inclusivity Annual Report mapped our first year of institutional progress by highlighting major achievements in the areas of institutional leadership, research, teaching, workforce, student life and culture. Stories from the Field: Reporting on Equity, Diversity, and Inclusion in Action offered final reflections on the Strategic Plan by highlighting key learnings, major successes, personal frustrations and institutional challenges.

### Development

Beginning in November 2023, the Office of the Vice Provost began engaging community and interest-holders in discussions with the intent of developing the next iteration of the Strategic Plan. Due to the integration of this work into SHAPE and other strategic documents released by the University of Alberta, an early recalibration of the efforts identified that an action plan was needed in place of a strategy.

In the Winter semester of 2024, the Steering Committee and the EDI Leads Network were deployed to consult with their constituent units. 950 community members attended those consultation meetings.



The Office of the Vice Provost then held specific focus groups to elaborate on themes emerging from the more comprehensive consultation. Those findings can be found in [Continuing Our Stories: What We Heard During Consultations for the Integrated EDI Action Plan](#). Continuing our stories summarizes priorities and informs the Integrated Action Plan.

## Risk Discussion / Mitigation of the Risk

Previous EDI Strategies have provided the University ecosystem with a confusing laundry list of action items with little accountability. Changing the Story provides ways for the University to take seriously its commitments to its students as well as support instructional and academic staff while focusing on essential matters related to access, belonging and fostering a vibrant and sustainable community.

The action plan allows the University of Alberta to develop shared language around these critical concerns. The development and implementation of the action plan will require meaningful community engagement, positioning the Office of Vice Provost and other units in a listening stance. Realizing the goals and actions within the plan requires the university to re-engage accountability partners and map how a shared responsibility moves the institution forward. The actions are written in a way that encourages units to align their actions within four trajectories but contextually enables colleges, faculties, departments and units to make informed decisions in line with their strategic priorities. Changing the Story is a novel approach to enabling success for all and the University of Alberta.

## RENEWING THE PORTFOLIO

The language of ‘EDI’ and the perception around the meaning of this acronym has been a flashpoint within an increasingly polarized public discourse. Even proponents have cautioned against the way in which its use has encouraged superficial, “checkbox” or performative approaches. As a unit with a broad mandate that works toward mutual flourishing for all, a new language is required that better describes the U of A’s commitments to pluralism and connecting across differences. Critically, this serves as an opportunity for the university community to examine the desired outcomes for its constituents and the shared purpose that energizes that collective pursuit.

The goal of equity is fairness in **access** for all. Diversity is a broad descriptor and often describes representational approaches to EDI that have long been deemed insufficient on their own. Building a diverse and vibrant **community** is the goal, where we cultivate our relations to one another around our core mission. And while inclusion is used commonly across Canadian PSIs, cultivating a sense of **belonging** where everyone is valued is the goal of inclusive practices.

More information can be found in the supporting briefing note (Attachment 2) outlining the Vice Provost’s portfolio renewal into the Vice Provost (Access, Community + Belonging).

## INDICATORS FOR CHANGING THE STORY

Indicators sew together the themes of the indicators of success in each trajectory of “Changing the Story.” They help us imagine the first steps toward a vibrant and sustainable interconnected university. They are predicated upon the completion of several initiatives, tracking engagement with those initiatives and across aligned institutional strategies, and observing shifts in trends that demonstrate



mutual flourishing for all community members. The first year of the action plan, 2025, will provide the baseline for future measurement.

To review the indicators, please visit the indicator supplement (Attachment 3).

## UPDATES TO VERSION

The “November 10, 2024” version presented to BHRCC on November 26 and BLRSEC on November 29 was reviewed by the Vice Provost and the action plan writing team in preparation for presenting a publication- and design-ready version to the Board of Governors on December 13, 2024. Limited changes were adopted in response to feedback from the board and senior leadership. The action plan included in this outline is the “December 2, 2024” version.

The limited changes include:

- A new title for the action plan that more accurately reflects the intention and logic of the action plan, in addition to the strategic renewal of the portfolio.
- Re-organization of the front matter that more linearly outlines the context of the plan within the strategic suite and more progressively scaffolds into the core ideas of the plan.
- Increased emphasis on the actions and mechanisms the Office of the Vice Provost will use to support the plan as the office of responsibility.
- Added letter from the Vice Provost at the end of the action plan.
- Clarification of language

## SUPPORTING MATERIALS

1. Changing the Story Integrated Action Plan (28 pages) – for approval
2. Briefing Note: VPEDI Renewal to VPACB (4 pages)
3. Indicators Supplement (2 pages) – for approval
4. Changing the Story presentation (14 pages)

### Schedule A (*additional Items*)

- [Continuing Our Stories: What We Heard During Consultations for the Integrated EDI Action Plan](#)
- [2018 Strategic Plan for Equity, Diversity, & Inclusivity](#)
  - [Stories from the Field: Reporting on Equity, Diversity, and Inclusion in Action](#)
  - [2018/2019 Equity, Diversity and Inclusivity Annual Report](#)



## ENGAGEMENT AND ROUTING

Consultation and Stakeholder Participation / Approval Route (parties who have seen the proposal and in what capacity) <[Governance Resources Section Student Participation Protocol](#)>

**Those who are actively participating:**

- The Office of the Provost and Vice-President (Academic)
- The Office of the Vice-Provost - Equity, Diversity and Inclusion
- The EDI Action Plan Steering Committee

**Those who have been consulted:**

- Council on Systemic Ableism
- The Black Faculty Collective
- The Fyrefly Institute
- Provost’s Council
- Colleges, Faculties and service units
- UASU Student Council
- GSA Student Council
- Dean’s Council
- Community Engagement over Zoom
- Senior Leadership portfolio consultation (VPRI, VPER, VPUSOF) (forthcoming)

**Approval Route:**

- Nov 26 - BHRCC
- Nov 29 - BLRSEC
- Dec 13 - Board of Governors

# CHANGING THE STORY

## An Integrated Action Plan for Transforming Our Vibrant and Interconnected University Community

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# A Note About Language

Language is powerful, and words carry worlds of meaning. Several key terms, each with meanings unique to this Integrated Action Plan, appear throughout the document. Each of these terms may not have been chosen five years ago and they may not reflect wise thinking two years from now. To help contextualize the use of these terms, definitions are provided below.

- **“Our”** means all of us – not just senior leadership or an abstract concept. When the words “our” or “we” are used, they are intended to represent the whole interconnected community of people who work, study and engage across all areas of the University of Alberta.
- **“Institutional Story”** refers to the narrative used to guide us, instruct us and give us a sense of shared identity.
- **“Equity, Diversity and Inclusion”** or **“EDI”** refers to a framework, process or commitment to promote meaningful participation and better outcomes for all. The three concepts of EDI are separate, yet interrelated. When used together in continuous and coordinated ways, they have the potential to create organizations that not only respect human dignity, but also encourage the development of learning and working environments shaped by curiosity, rigorous inquiry, mutual flourishing and respect.
- **“Institutional Ecosystem”** refers to the complex network of interacting, interconnected and interdependent parts (e.g., people, spaces, units, policies, technologies, to name a few) of our institutional whole.
- **“Institutional Decision Makers”** refers to the section of our institutional ecosystem where strategic decisions are approved and communicated to the university community.
- **“Coordinating Offices and Groups”** refers to the section of our institutional ecosystem responsible for coordinating institutional priorities and mandates with the needs and insights shared by community members at all levels of the university.
- **“Everyday Contributors and Advocates”** refers to the section of our institutional ecosystem that represents everyday actions and grassroots advocacy taking place in various locations across the university.
- **“Trajectories of Action”** is used to describe the interconnected paths required to build and sustain a vibrant and interconnected university. The word “trajectory” signals a shared direction, which may not be linear, and emphasizes the importance of approaching this work as ongoing, dynamic, responsive and perpetually in motion.

# Honouring Lands and Relations

There is much to be learned from Indigenous communities about how to build and sustain an interconnected university. At their core, many Indigenous knowledge systems stress the importance of mutuality, reciprocity and responsibility. Embracing these principles is one way that acknowledges the University of Alberta's relationship with Indigenous communities is an essential part of this Integrated Action Plan.

The University of Alberta, its buildings, labs, and research stations are primarily located on the territory of the Néhíyaw (Cree), Niitsitapi (Blackfoot), Métis, Nakoda (Stoney), Dene, Haudenosaunee (Iroquois) and Anishinaabe (Ojibway/ Sauteaux) – lands that are now known as part of Treaties 6, 7 and 8 and homeland of the Métis.

Out of respect for the treaties and histories of these lands, the University of Alberta is committed to working in good relations with and being held accountable to Indigenous Peoples and nations who, through the treaty processes and historical agreements, generously offered to share these lands with settlers. Our institutional commitment to being a vibrant and interconnected university is therefore a commitment to Indigenous resurgence and self-determination.

In this regard, we are grateful to the creators of *Braiding Past, Present and Future: University of Alberta Indigenous Strategic Plan* for helping guide the way and for informing our efforts so that we can be better allies and accomplices. By recognizing the primacy of Treaty relationships, learning from the knowledge and experiences of Indigenous students, faculty and staff, and centring our shared relationship to the land, this document aims to ensure the mutual, reciprocal and interconnected thriving of our University of Alberta collective through actions that amplify and support the work of *Braiding Past, Present and Future*.

Rising above colonialism will only be possible through respectful nation-to-nation relationships. It is a journey that will require us to collectively reckon with the weight of our colonial past and present, honour what both can teach us and take steps to imagine and create a different, transformative future.

## Evolving from Institutional Commitments

### Aligned Strategies

The University of Alberta's *Strategic Plan for Equity, Diversity, & Inclusivity*, launched in 2018-19, reflected decades of expertise and advocacy. It offered direction for institutional commitments intended to promote meaningful participation and better outcomes for all. Since that time, the university has released a number of strategic documents and a new University Strategic Plan, *SHAPE: A Strategic Plan of Impact*. The institutional commitments expressed in the 2018-19



Strategic Plan for EDI no longer stand separate from other strategic documents, but now find their place within all university plans.

The Strategic Plan for EDI reached the end of its four-year horizon in 2022. In 2023, the Office of the Provost engaged in a number of reporting and consultative processes that have been instrumental in evolving our approach. A great deal has been accomplished to advance commitments at the department, faculty, college, unit and institution-wide levels. But the reports and consultations also suggest that there is still much more to be done.

*Changing the Story: An Integrated Action Plan for Transforming Our Vibrant and Interconnected University Community* enables SHAPE and related University of Alberta strategic and action plans to reach their stated outcomes. Positioned as a values statement, an aspirational goal or a key objective, our commitment to building a community in which all may thrive offers us a mandate for deliberate and purposeful action toward greater access and belonging across the three pillars of SHAPE: education, research and community engagement.

Drawn from the learnings and insights of the past, especially these past five years of rapid and disorienting – and at times life-altering – shifts, *Changing the Story* is intended to help realize the commitments offered in these strategic documents. It outlines the multi-level approach, practices and actions needed to successfully transform our vibrant and interconnected university community.

### **University of Alberta Strategic Commitments** <design element in final copy>

- **Shape: A Strategic Plan of Impact**

*“Rooted in the university’s deep commitment to equity, diversity and inclusion, we envision a university where everyone feels included and valued” (p. 4).*

*“[O]ur initiatives will meaningfully integrate our commitments reflected in Braiding Past, Present and Future and our commitments to equity, diversity and inclusion” (p. 34).*

- **Forward Together: The University of Alberta People Strategy**

*“We work to achieve a more diverse, equitable, accessible and inclusive environment for all who work, learn and live within our community. We value academic freedom, and welcome and celebrate a diversity of perspectives and experiences” (p. 9).*

- **Forward with Purpose: A Strategic Plan for Research and Innovation**

*“Our university demonstrates strength in research that addresses systemic inequities and injustices for equity-denied groups through numerous researchers who bring a diversity of perspectives and knowledge. We are willing to have courageous conversations in support of our national commitments to reconciliation, the Scarborough Charter and the Dimensions Charter. Our university commits to centering the principles of equity, diversity,*

*inclusion and decolonization to embrace diverse ways of knowing, learning and doing” (p. 18).*

*“Our research excellence is underpinned by the principle of equity and the practices of inclusion and decolonization. By remaining accountable to these principles and practices, we strive to build a culture where diversity flourishes and where we work in partnership to dismantle systemic barriers with ethical integrity and social responsibility” (p. 21).*

- **Igniting Purpose: The Student Experience Action Plan**

*“[S]tudent experiences vary, and for some students, exceptional experiences are only attained after systemic barriers to equity and access are addressed” (p. 11).*

- **A Culture of Care: Safety Action Plan**

*“This strategic plan aims to embed equity, diversity and inclusivity into the culture of the University of Alberta community, from the grassroots to the senior-most levels” (p. 7).*

- **Braiding Past, Present and Future: The University of Alberta Indigenous Strategic Plan**

*“One of my strongest commitments as college dean is to promote a college community that enables an equitable and inclusive society. One that acknowledges history and where equity and diversity are essential to excellence on campus” (p. 37).*

*“Align Indigenous-focused policy work with revisions of the Equity, Diversity and Inclusivity (EDI) plan and implementation” (p. 53).*

## Written and Unwritten History

There is a long and rich history of initiatives at the University of Alberta that have shaped how EDI came to be understood on our campuses. Beginning as early as 1908, initiatives were introduced and risks were taken in the name of building a more equitable, diverse and inclusive university community. The timeline offers a small selection.

There is much to be celebrated, but this incomplete list cannot be offered without the recognition that it privileges some pivotal moments while excluding others. Many parallel lists run alongside this one – not only of initiatives and risks taken, but also of those not taken, of barriers fortified or erected, of injustices and harms unspoken.

Such lists also cannot account for the most impactful moments of the last century. Moments created by the thousands of people who dared and demanded to be in places they were never thought to belong, those who asked the challenging questions, those who opened their research and classes to new ideas and methods, those who leveraged their roles in this institution in ways that helped build university cultures in which more people and more ideas could thrive – those who were willing to change the story.

## **A History of the University of Alberta** <design element in final copy>

**1908:** The U of A opens its doors, providing education to women and men of any denomination.

**1908:** In the first convocation address, President H.M. Tory makes the promise for the U of A to “uplift the whole people” and offer “recognition of merit irrespective of social distinction” (published 1923).

**1911:** Decima Eveline Robinson is the first woman to graduate from the U of A in the field of mathematics.

**1972:** The first ombudsman is appointed.

**1977:** Collège St. Jean becomes a faculty, becoming Faculté Saint-Jean and in 2005 Campus Saint-Jean.

**1980:** Student Support and Disability Services is established.

**1982:** Women in Scholarship, Engineering, Science and Technology (WISEST) is formed.

**1990:** The Office of Human Rights is formed.

**1993:** Safewalk, a free, volunteer-operated service that assists students, is founded.

**1998:** Archbishop Desmond Tutu gives the inaugural Visiting Lecture in Human Rights.

**2004:** Welcoming its first students in 1911 as Camrose Lutheran College, the Faculty of Augustana is incorporated as a predominantly rural-serving campus.

**2005:** The first Associate Dean of Diversity is established.

**2006:** The School of Native Studies becomes Canada’s first Faculty of Native Studies.

**2008:** The Institute for Sexual Minority Studies and Services launches in the Faculty of Education, renamed Fyrefly Institute for Gender and Sexual Diversity in 2022.

**2013:** The Department of Women’s and Gender Studies is established in the Faculty of Arts.

**2017:** The Equity, Diversity and Inclusion Scoping Group is formed.

**2018:** The U of A develops its first Canada Research Chairs EDI Action Plan.

**2019:** The U of A’s *Strategic Plan for Equity, Diversity and Inclusivity* is released.

**2019:** The position of Vice-Provost (Indigenous Programming and Research) is established.

**2019:** The U of A signs the Dimensions Charter in support of diversity research.

**2019:** The U of A conducts its first Workforce Diversity Census.

- 2020:** The Black Faculty Collective, a Black-led, grassroots group, is established.
- 2020:** The Board of Governors approves a major revision to the Recruitment and Selection of Employees Policy Suite.
- 2021:** The U of A signs the Scarborough Charter on Anti-Black Racism and Black Inclusion in Canadian Higher Education.
- 2021:** The U of A conducts its first Student Diversity Census.
- 2022:** The U of A launches *Braiding Past, Present and Future: University of Alberta Indigenous Strategic Plan*.
- 2022:** The position of Vice-Provost (Equity, Diversity and Inclusion) is established.
- 2022:** The Black Academic Excellence Cohort Hire brings 12 new faculty members to the U of A.
- 2022:** The Black-led Research Network Initiative (BRNI) is created by a consensus of Black academics and researchers.
- 2022:** The all-gender washroom pilot program is launched.
- 2023:** The Council on Systemic Ableism is established.
- 2024:** The Primary-Affirmed Name Project is implemented.

## Toward Integration

The gains we have made and the learnings we have shared in the name of equity, diversity and inclusion must not be undervalued. EDI is a useful framework for promoting fairness and increasing representation. The three letters have come to signal a shared understanding that to be truly excellent, we need all voices and perspectives at the table as well as a collective commitment from those responsible for writing, approving and implementing strategic direction to take courageous action. But barriers still persist. And we have made many mistakes and missteps in our efforts to build a more equitable, diverse and inclusive university – mistakes and missteps that have alienated and excluded people at all levels, across all disciplines and within all social locations. It would be easy to respond with defensiveness and a narrowing of our collective work towards a more 'right' kind of EDI. Instead, we must evolve the work of EDI.

Common themes that emerged in the reports and consultations over the last five years highlight the need for an integrated approach to meaningful participation and achieving better outcomes for all that 1) interweaves the various institutional strategies, plans and structures; 2) develops coordinated processes to support and amplify the work of faculties, departments, colleges, units and other institutional groupings alongside everyday contributors and advocates; 3) adopts shared outcomes that amplify the voices and experiences of diverse knowledge holders; 4) recognizes the need for institutional commitments that move beyond values statements and

instead translate into values-based practices that shift our culture; and 5) embraces the principles of mutuality, reciprocity, responsibility and interdependence.

With the release of *Changing the Story*, we mobilize these learnings towards embracing a plurality of practices, paradigms and approaches to action that will collectively enable all members of the University of Alberta to come together across many kinds of difference in order to co-create a different story – a story that acknowledges and builds on our past, reflects our present and helps transform our future.

## Telling a Different Story: Adopting Values-Based Practices

Building and sustaining a vibrant and interconnected university requires that we tell a different and transformative story. Now, more than any other time in our history, we have the institutional support to create this story – to meet our varying needs as we build toward flourishing for all, now and sustained for years to come. But in order to do so, we must move beyond simply naming collective injustices and individual harms. We must create new narratives, identify new patterns and enact practices that centre mutuality, reciprocity, responsibility and interdependence.

These pages are an invitation to embrace a kind of unified disunity – to create a university community that challenges the politics of sameness by ensuring everyone has the freedom to be different while remaining connected. These pages are an invitation for us to change the story by learning from ideas that draw on varied disciplines, paradigms, ideologies and cultural traditions. A story where the values-based practices in the list below are no longer things we aspire to, but are foundational to how we collectively operate.

Some of the practices listed below might not feel like practices a university can, or should, embrace. But this does not need to be the case. Collectively, we must guard against the temptation to believe that our institutional boundaries define the limits of how we relate to each other and the outcomes of those relations. This list below, while not exhaustive, is intended to help us build the stamina and grow the capacities needed to take up the actions in this plan as well as support the commitments and principles of all our institutional plans. The practices offer new, more expansive, ways of conceptualizing our responsibilities to one another, with the overall goal of redefining what it means to study and work at the University of Alberta.

### Embracing Our Interconnectedness

We are, as we always have been, already interconnected. No matter what unit, college, faculty or department we study or work within, our research, teaching, administration, service, supervision, mentorship and communication activities have been impacted by

interconnected pieces of the past and will go on to impact interdependent pieces of our future. “*This*,” as noted by the sociologist and activist Ruha Benjamin, “*is what disability justice organizers have been trying to tell us, and what Indigenous peoples have long asserted — that whether we want to accept it or not, we are connected, not just to other living things but to those yet born .... Interdependence is not only part of a sacred philosophy but also a guiding ethos for refashioning social and political structures*” (*Viral Justice: How We Grow the World We Want*, 2022, p. 9).

### Engaging in Acts of Collective Remembering

Having collective understandings of history is essential when attempting to embrace our interconnectedness. Learning from the past through multiple, divergent perspectives and methods better equips us for understanding and collectively engaging with complex contemporary and future challenges. In this sense, history – when shared by a number of diverse voices – is a teacher. It teaches us about the injustices of the past, highlights the strength of those who have survived these injustices and reminds us that there is no such thing as a predetermined future. This is how collective remembering becomes a tool for collective action. If we look back with a critical curiosity we not only reckon with the weight of our past, we can also use this knowledge to build more loving, peaceful and joyous futures for all living and nonliving beings.

### Promoting Mutual Flourishing for All

Mutual flourishing is the outcome of a world-making project that strives to ensure all living beings, both human and non-human, are thriving, peaceful and connected. The concept of mutual flourishing is rooted in an acknowledgement that all living things are simultaneously interconnected and interdependent. Those who are committed to the realization of mutual flourishing are therefore committed to transforming decision-making frameworks, interpersonal relationships and institutional cultures in ways that promote access, create belonging and cultivate healing.

### Realizing the Possibilities of Uncomfortable Encounters

Encounters tend to be understood as new or unexpected meetings, within or across species, ideas or with the world around us. Everyone of us carries a history of encounters that contribute to who we are. Encounters contain within them the possibility to catalyze something new, such as a new perspective or approach; when not held with care, they can also make us less willing to engage with new ideas or perspectives. When thinking about encounters, the question isn't, “How do we reduce or eliminate uncomfortable, unfamiliar, or disruptive moments?” Rather, the question is “How might we better support people through such encounters in ways that might enable more transformational learning and relationships?” Many social movements, cultural traditions and scholarly fields have developed approaches for supporting open minded and open hearted encounters (including in and through conflict), based on principles like dignity, consent, care, curiosity, humility, accountability and mutuality.

## Engaging our Critical Consciousness

Engaging our critical consciousness is active intellectual work that is available to anyone. It requires becoming familiar with theories and tools that illuminate how particular systems, structures, policies and practices are inherently relational. This is a different way of thinking about the world. It suggests that our social, political and economic systems (such as settler colonialism, predatory capitalism, racism, ableism, sexism and other oppressive systems) are not “things” in and of themselves. Rather, they only exist because of particular interactions between people. When we awaken our critical consciousness we therefore acknowledge that oppressive systems – because they are upheld by the interactions of people – can (and must) be transformed. We can be part of transforming those systems.

## Positioning Love as a Guiding Ethos

The word love, as noted by the civil rights activist James Baldwin, should not be used “*merely in the personal sense but as a state of being, or a state of grace ... of quest and daring and growth*” (*The Fire Next Time*, 1963, p. 78). Suggesting there is much to learn from those with whom we most differ, Baldwin encourages us to cultivate a deeper, more vulnerable human connection by leaning into the possibilities of love – not as an individual feeling, but as reciprocal and ongoing practice. When we love in this way, we exchange pieces of our humanity with one another. When we love in this way, we dare to become vulnerable with one another. When we love in this way, we deepen our collective kinship in ways that allow us to promote dignity and mutual flourishing for all.

## Investing in Processes of Creation and Community Building

In order for us to build and sustain a different future, change needs to happen right now. We cannot wait to build tomorrow. There will never be a finalized vision of the future that we will all begin to work toward. There is only a present that moves towards what we choose to imagine, value and resource. By creating the communities where we reckon with the weight of our past, recognize our interconnectedness and continuously improve our relationships, we are acting in the present. And it is through these day-to-day actions that we will craft the cultures and strengthen the infrastructure – from our built environment in labs and classrooms to our human connections in student groups and work teams – required to build and sustain a vibrant and interconnected university community.

Our future is not predetermined. Telling different stories – ones that result in different futures – is therefore timely and necessary work. It is work that begins by noticing the ways small actions create complex connections that, in turn, shape larger ecosystems. No one person or no one decision exists in isolation. What we practice in our offices, our labs, our classrooms, in the field or in the library sets the patterns for the entire ecosystem. Whether we are contributing to our



university community as students and staff, as decision-makers, or through influence of committees and networks, we are impacted by and can impact our institutional ecosystem.

## Changing the Story

### A Multi-dimensional Model for Transformation

It bears repeating: we are, as we always have been, already interconnected. In an attempt to illustrate the relationship among existing forms of institutional coordination, the multi-dimensional model below has been organized around three interdependent sections of our institutional ecosystem: Institutional Decision Makers, Coordinating Offices and Groups, and Everyday Contributors and Advocates. Each section of our ecosystem is positioned as part of a larger wheel, which represents collaboration and steady movement. As the three interdependent sections make mutually beneficial decisions and take transformative action, the wheel gains traction and momentum across four trajectories, weaving them increasingly together. The four trajectories are: 1) Supporting Uncomfortable Encounters; 2) Enhancing Expansive Excellence; 3) Ensuring Access to Academic and Community Life; and 4) Nurturing Transformative Collaborations.

A detailed overview of each section of the model is provided in the following pages.



IMAGE 1. A MULTIDIMENSIONAL MODEL FOR TRANSFORMING THE U of A'S INSTITUTIONAL ECOSYSTEM

### Interdependent Sections of Our Institutional Ecosystem

Universities are ordered and patterned in many ways, whether through academic disciplines and departments, service units, or policies and procedures. There are many ways the patterns and connections that exist across our institutional ecosystem could have been articulated. The three interdependent sections that are detailed in the model above are meant to attend to the



historical and structural relations that predate this document, while simultaneously accounting for the possibilities that exist when the relationships between and among these sections are reimagined. Each section should therefore not be viewed as static, nor the relationships unidirectional. New mechanisms and documents will be added as outdated ones are removed. Additionally, different groups and strategies will guide our work at different times and from different locations. It is for this reason that these core pieces of our institutional ecosystem are not overly detailed. Each section needs to allow for the ever-changing elements and collaborative constellations that come with our transformative action. By limiting the pieces of the ecosystem to the three sections detailed below, the model provides a tool to help conceptualize the differing roles and responsibilities, while also recognizing that these roles and responsibilities will (and must) adapt to changes in our institutional ecosystem.

### Institutional Decision Makers

This section of the ecosystem represents the strategic decisions that are approved at the highest level and communicated to the university community. The decision makers at this level use both community engagement processes and collegial governance processes when defining priorities and formalizing mandates. Examples of institutional decision makers that are included in this section of the ecosystem include: U of A Senior Leaders; supervisors, directors and managers; U of A Senate; U of A Board of Governors, to name a few.

### Coordinating Offices and Groups

This section of the ecosystem represents the mechanisms required for coordination between institutional priorities and mandates and the needs and insights shared by community members at all levels of the university. It includes the formal ways in which we gather. Those positioned within this section reflect a commitment to engage a plurality of voices and perspectives, support differing needs and amplify the work taking place in various locations. Examples of coordinating offices and groups that are included in this section of the ecosystem include: advisory and unit-level committees, departments, organizational teams, offices, networks and working groups; EDI Leads Network; Integrating Equity Group; Indigenous Advisory Council; Council on Systemic Ableism; Culture of Care Focus Group; Black-Led Research Network Initiative; Black Faculty Collective, to name a few.

### Everyday Contributors and Advocates

This section of the ecosystem represents everyday actions and grassroots advocacy taking place in various locations across the university. Representing the wealth of knowledge and innovation among members of the university community, this section highlights the essential role of researchers, teachers, staff members and students. It also emphasizes the need for transformative community leadership and reinforces the importance of “nothing about us without us.” Examples of communities and

mechanisms that are included in this section include: community-driven initiatives; student groups and clubs; research labs and classrooms; faculty and staff collectives and all individuals attempting to influence systems and enact change in their own sphere of influence.

## Trajectories for Action

Cutting across the interdependent sections in the model there are four trajectories for action: 1) Supporting Uncomfortable Encounters; 2) Enhancing Expansive Excellence; 3) Ensuring Access to Academic and Community Life; and 4) Nurturing Transformative Collaborations. The word “trajectory” has been chosen to signal that as a university and as individuals, we are not at the beginning, nor is there a specified end – instead, there is a shared direction, which may not be linear, with many indicators of success or opportunities for redirection plotted all along each trajectory. It also demonstrates that the work requires vertical, horizontal and cross-cutting relationships and interactions. There is not one entry point into the work, nor is it fixed – it is ongoing, dynamic, responsive and in motion. People, units and initiatives from all three areas of the institutional ecosystem can act in any trajectory at any point along our path to build and sustain a vibrant and interconnected university community. Small actions create complex connections that, in turn, shape larger ecosystems. As we collectively work to transform our institutional ecosystem we must remember that every person and every decision is part of a greater whole. What we practice in our offices, our labs and our classrooms sets the patterns for the entire ecosystem. Therefore, whether we are contributing to the ecosystem as students and staff, as decision-makers, or through influence of committees and networks, we have a role to play in changing our institutional story.

## Collective Actions for Change

The stories we tell can guide us, instruct us and give us a sense of shared identity. As we look to evolve the work of EDI we have the opportunity to embrace a different institutional story. A story that suggests we are a university community capable of connecting across our differences. That we are a university community willing to embrace our interconnectedness in ways that promote mutual flourishing for all. That we are unafraid to engage in acts of collective remembering because we have the skills and the stamina to realize the possibilities of uncomfortable encounters. That we are a university community that remains loving as we work to awaken and enliven our individual and collective consciousness. That we will always, no matter what the political environment, choose creation and unity over destruction and division.

The actions in the following pages reflect our commitment to change our institutional story. Gathered through a series of engagements with members of the university community representing more than 1000 interactions, these actions are intended to contribute to work that is already underway, while simultaneously highlighting new actions that can be started over the next two years. Some actions echo, amplify and add weight to those in other institutional strategic and action plans, whether explicitly or implicitly. Others remain broad for now, in order

to offer as much creativity and unit-level input as possible; these will be built out with units and impacted communities once the plan is launched. The actions help us demonstrate where connections and relationships already exist, identify what bridges must be built, determine where efficiencies could be leveraged and highlight the need for mechanisms that engage and amplify a plurality of voices.

In the engagements with members of the university community, identification of barriers and inequities emerged that pointed toward commonality. To capture this shared experience, the actions have been crafted around specific issues (such space allocation, retention or mentorship) rather than particular identities. The actions therefore represent an intersectional and holistic approach to change rather than change specified primarily by race, ethnicity, gender, sexuality, religion, disability, or socioeconomic status. However, this is not to suggest that experiences of barriers and inequities of all community members are the same, nor that the starting points and opportunities to address these are universal. Frameworks such as those offered by human rights, decolonization, EDI, or universal design for learning, among others, help move us along in this work in an issue-focused way. The high level actions begin with a recognition that there is so much that is shared in our efforts to change the story, but that community-specific needs must be thoroughly addressed during living implementation and measurement of success.

In each trajectory, the actions have been organized using a series of tables. Each table represents a different suite of actions in three domains: 1) Improving Structures that Guide Us (e.g., guidelines, policies, procedures); 2) Improving Cultures that Support Us (e.g., processes, resources); 3) Improving the Ways We Share Knowledge (e.g., transformative tools for communication, learning, celebrating). All sections of our institutional ecosystem – Institutional Decision Makers, Coordinating Offices and Groups, and Everyday Contributors and Advocates – have a role to play in realizing the actions in each domain. And while each action has been assigned ecosystem leads, success will only be achieved if we embrace our shared responsibility. As we move to charting the plan's living implementation, individual portfolios or units will identify their responsibilities for carrying out specific, context- and unit-based actions. This will include the development of individual workbooks and role-specific application guides with example actions to help this process.

## Trajectory #1: Supporting Uncomfortable Encounters

*Supporting Uncomfortable Encounters* represents our institutional commitment to fostering spaces where freedom of expression, intellectual pluralism, individual consent and dissent can co-exist. Moments of tension, discomfort, disagreement and conflict can lead to significant harms, disciplinary divides and deepening divisiveness. However, if engaged consensually, supported skillfully and held with care, humility, mutuality, dignity, respect and accountability, these moments can be sites of immense personal and collective transformational impact. We need to equip U of A members with the skills they need to engage and succeed in a pluralistic

community. The actions in this trajectory are intended to help us build the skills, capacities and strategies required to meaningfully engage within and across difference.

Below are a list of questions – questions that align with our values-based practices – that should be considered as we realize the actions in this trajectory.

- How do we acknowledge that history is not singular and use the processes of **collective remembering** as a foundation for meaningfully and carefully engaging with tension, discomfort and disagreement?
- How do we ensure **love** (rather than fear, power, or comfort) is positioned as our guiding ethos when developing spaces intended to promote freedom of expression, intellectual pluralism, individual consent and dissent?
- How do we embrace our **interconnectedness** in ways that reject a politics of sameness?

Improving Structures that Guide Us	
Action	Section of the Ecosystem Responsible
1.1. Develop transparent principles aligned with the values-based practices of this plan to guide decision-making and official communications in times of conflict and crisis.	Institutional Decision Makers
1.2. Develop robust and relational ‘toolkits’ of institutional programs and policies that can be efficiently mobilized in response to emergent conflicts, crises (personal, institutional, local, global) and harms, and identify gaps.	Institutional Decision Makers / Coordinating Offices and Groups
1.3. Develop transparent institutional strategies for supporting safety while forefronting freedom of expression in relation to contentious conversations and dissent-based events held on U of A campuses.	Institutional Decision Makers / Coordinating Offices and Groups
1.4. Develop and implement non-disciplinary accountability options (e.g., restorative, skill-building, trauma-informed) that can be chosen in instances of interpersonal harm, conflict and breach of policy; develop structure and process to support their delivery.	Institutional Decision Makers

Improving Cultures that Support Us	
Action	Section of the Ecosystem Responsible
1.5. Assess, clarify and diversify trauma-informed supports and responses for community members in all roles who are impacted by personal, institutional, local and global crises, and identify gaps.	Institutional Decision Makers
1.6. Develop and share trauma-informed and power-aware resources that enable those in teaching, researching, service and leadership roles to support contentious conversations and uncomfortable encounters by drawing on and amplifying the work of everyday contributors and groups who offer innovative or	Coordinating Offices and Groups / Everyday Contributors and Advocates

exemplary critical approaches to prioritizing transparency and affirming dignity and respect for all.	
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Improving the Ways We Share Knowledge	
Action	Section of the Ecosystem Responsible
1.7. Develop and collaborate on regular gatherings, workshops and events in colleges, faculties and units that involve collective sharing, storytelling and building greater capacity for supporting uncomfortable encounters while also supporting the well-being of those engaging in the work.	Coordinating Offices and Groups / Everyday Contributors and Advocates
1.8. Develop mechanisms to clearly articulate how the U of A statements on freedom of expression and academic freedom are operationalized for different roles within the University, and in relation to human rights, Treaty rights and collective agreements, including the responsibility to serve and teach all community members with dignity and respect.	Institutional Decision Makers

Indicators of Success		
Completion Indicators	Engagement Indicators	Shifting Trends
Principles, toolkits, strategies, resources and processes (those listed in the actions above) are developed and available to all community members.	<p><b>Online engagement:</b> Website hits and trajectory specific resource downloads increase annually.</p> <p><b>Individual engagement:</b> Number of people who attend/complete relevant conversation, gatherings, workshops and other learning modules increases annually.</p> <p><b>Institutional engagement:</b> Colleges, units, faculties and departments meet their own interrelated goals through implementing portions of this action plan. Uptake of role-specific training and resource use.</p>	<p>Students, faculty and staff report increases in safety and wellbeing.</p> <p>Students, faculty and staff report increases in respect, affirmation and belonging.</p> <p>Students, faculty and staff report increases in trust and confidence in leadership.</p> <p>Increased usage of non-disciplinary accountability options.</p> <p>Shifts in kinds/directions of disclosures.</p> <p>Shifts in the types and numbers of appeals from students.</p> <p>Improvements in our institutional crisis response rollout and readiness.</p>

## Trajectory #2: Enhancing Expansive Excellence

*Enhancing Expansive Excellence* represents our institutional commitment to acknowledge the relationship among intellectual pluralism, diverse experiences, participation and quality. True innovation involves engagement not just with what we already know but with novel and wide-ranging perspectives, ideas, theories and methods that drive creativity. We will not achieve success in rankings, research, enterprise, enrolments or workforce readiness by staying narrowly aligned with that to which we have grown accustomed. Excellence requires us to think and act expansively, to enact evidence-based improvements to assessing merit in academic, research, educational and organizational performance and outcomes, and to do so with curiosity and bravery. The actions outlined in this trajectory are intended to contribute to the relational, structural and systemic changes required to attract and retain the students, faculty and staff who can best support the University’s vision of outstanding achievements in learning, discovery and citizenship.

Below are a list of questions – questions that align with our values-based practices – that should be considered as we realize the actions in this trajectory.

- How do we promote **mutual flourishing for all** when developing new decision-making frameworks in the areas of admissions, hiring, promotions and recognition?
- How might we embed processes of **collective remembering** into our decision-making frameworks so that we can account for historical harms and ongoing inequities?
- What processes are necessary to engage our **critical consciousness** in ways that illuminate which systems, structures, policies and practices need to be transformed?

Improving Structures that Guide Us	
Action	Section of the Ecosystem Responsible
2.1. Develop formal and buttress informal structures and mechanisms for mentorship, peer-networks, community building as well as faculty and instructor development in key areas (e.g., research networks) that support colleges and faculties in their efforts to attract and retain innovators in strategic areas of global excellence and growth.	Institutional Decision Makers
2.2. Develop and recommend transparent practices, systems and infrastructure for chairs, deans and hiring managers to better enable strategic recruitment and retention that expands workforce excellence and continuity with accountability checks (e.g., onboarding of new leaders, principles for academic offers, approaches to partner-hires, fairness in negotiation).	Institutional Decision Makers / Coordinating Offices and Groups
2.3. Develop and recommend frameworks and approaches to annual evaluation, awards processes and other forms of performance adjudication (e.g., faculty evaluation, academic and support staff evaluation, teaching evaluation, teaching awards) to reward excellence expansively and responsibly (including exploring values-enacted measures, community engagement frameworks, DORA, etc.), and enable individual and collective success.	Institutional Decision Makers / Everyday Contributors and Advocates

2.4. Explore, review and recommend opportunities for collaborative, transparent, fair and flexible work and workplace guidelines, approaches and practices, including through a more systematic approach to exit interviews.	Institutional Decision Makers / Everyday Contributors and Advocates
2.5. Develop and recommend guidelines and systems for graduate/undergraduate programs seeking to implement holistic recruitment/admissions that address multiple indicators of success while reducing known barriers.	Institutional Decision Makers / Coordinating Offices and Groups

### Improving Cultures that Support Us

Action	Section of the Ecosystem Responsible
2.6. Review processes that support student rights to ensure transparency, consistency and reduce systemic barriers, such as those regarding appeals procedures, training for decision makers, or mechanisms to address concerns with supervision.	Institutional Decision Makers / Coordinating Offices and Groups
2.7. Develop and integrate strategies during student transition to university that support retention and success, considering systemic issues and experiences that are impacting academic achievements for each community of students in order to support all students to succeed.	Coordinating Offices and Groups
2.8. Support peer-led affinity groups and/or spaces that help connect students, staff and faculty with mentorship, resources, advocacy networks and community for greater belonging and success.	Institutional Decision Makers / Everyday Contributors and Advocates
2.9. Develop, coordinate and support the adoption of resources on student assessment, course design and teaching practices that are learner-centred, evidence-based, expand excellence and promote fairness, accessibility, interdependence and success.	Coordinating Offices and Groups / Everyday Contributors and Advocates
2.10. Develop resources and coordinate strategies that enable all staff to learn about Indigenous, anti-oppressive, restorative, trauma-informed and emerging pedagogies and ways of working together.	Coordinating Offices and Groups / Everyday Contributors and Advocates
2.11. Develop and prioritize plans to bring student and employee census data together with data in administrative systems (respecting confidentiality), and support coordinated and data-informed decision-making around allocating resources and supports in a manner that expands excellence and promotes fairness, interdependence and belonging (e.g., to better understand the student experience lifecycle, research grant support needs, staff retention opportunities).	Institutional Decision Makers

### Improving the Ways We Share Knowledge

Action	Section of the Ecosystem Responsible
2.12. Communicate how existing benefits and policies can be leveraged to support and affirm employees and their goals (e.g., what suite of benefits can	Coordinating Offices and Groups



be accessed to support fertility, caregiving) and identify opportunities to address gaps through targeted initiatives (e.g., resources for front line staff/support roles vulnerable to secondary trauma).	
2.13. Create/review and circulate resources that support greater transparency and fairness in assigning or assessing teaching, service and workloads for faculty and staff.	Institutional Decision Makers
2.14. Develop and adopt principles that establish transparency on when and how institution-wide resources (e.g., print, services, training) should be created and/or offered in both French and English.	Institutional Decision Makers

Indicators of Success		
Completion Indicators	Engagement Indicators	Shifting Trends
<p>Frameworks, guidelines, strategies, resources and processes (those listed in the actions above) are developed and available to all community members.</p>	<p><b>Online engagement:</b> Website hits and trajectory specific resource downloads increase annually.</p> <p><b>Individual engagement:</b> Number of people who attend/complete relevant conversation, gatherings, workshops and other learning modules increases annually.</p> <p><b>Institutional engagement:</b> Colleges, units, faculties and departments meet their own interrelated goals through implementing portions of this action plan. Uptake of role-specific training and resource use.</p>	<p>Faculty and staff report having appropriate resources, development opportunities and pay and benefits.</p> <p>Increased understanding of the systemic issues that are impacting retention rates (for faculty, staff and students).</p> <p>Evidence of greater intention to achieve parity in career progression, compensation, work load, opportunity, etc. across a number of data points.</p> <p>Increased number of undergraduate and graduate programs that have holistic admission options.</p> <p>Increased understanding of systemic issues that are impacting workforce readiness and post-graduation career success among recent alumni.</p> <p>Shifts in student acceptance and completion rates with specific attention to communities with rates lower than the average for all students.</p> <p>Increased award rates in national and international research grants overall with specific attention to communities with rates lower than the institutional average; increase in funded research in social innovation and community-led initiatives.</p>



		Rise in place on alternative ranking systems, such as the global sustainability rankings (THE) and open data rankings (Leiden), while solidifying or improving place in traditional global academic and research rankings (Shanghai, THE, QS).
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### Trajectory #3: Ensuring Access to Academic and Community Life

*Ensuring Access to Academic and Community Life* refers to our institutional commitment to confirm that all students, staff and faculty have the support they need to flourish. There are many ways to reduce recurring and preventable barriers that interfere with access to institutional services, spaces, resources and thereby a shared sense of community. The actions outlined in this trajectory are intended to provide tangible solutions that can be applied across a range of areas and initiatives.

Below are a list of questions – questions that align with our values-based practices – that should be considered as we realize the actions in this trajectory.

- How do we promote **mutual flourishing for all** when deciding which barriers to remove or reduce?
- How might processes that engage our **critical consciousness** create opportunities to identify tangible solutions that can be applied across a range of areas and initiatives?
- How might processes that centre **creation and community building** increase access to institutional services, spaces and resources?

Improving Structures that Guide Us	
Action	Section of the Ecosystem Responsible
3.1. Develop detailed, transparent plans (including prioritization) for how various administrative offices will support and invest in the institutional commitment to cultural and psychological safety and well-being that recognize and account for the differential impacts of these safety considerations across communities.	Institutional Decision Makers
3.2. Develop and adopt guidelines and/or processes to ensure that new or revised policies, procedures and academic programs minimize the need for continuous exceptions and accommodations, resulting in efficiencies and increased belonging; ensure these are reflected in regular review mechanisms (e.g., Quality Assurance reviews).	Institutional Decision Makers / Coordinating Offices and Groups
3.3. Develop and adopt shared access frameworks and access practices for determining, communicating and ensuring accessibility and community connection, reducing the need for exceptions and accommodations and resulting in efficiencies and increased belonging (e.g., in digital infrastructure).	Institutional Decision Makers / Coordinating Offices and Groups

3.4. Commit to and fund strategic, sustainable and impactful access improvements to the built environment, including commitments for all new builds and prioritized renovations as well as resourcing strategic access enhancements.	Institutional Decision Makers
3.5. Plan and coordinate space allocation to address under-met community needs (e.g., prayer and lactation spaces, affirming washrooms, sensory-safe spaces).	Institutional Decision Makers

Improving Cultures that Support Us	
Action	Section of the Ecosystem Responsible
3.6. Improve the student and staff accommodation process by promoting mutual and collaborative responsibility for access and accessibility across all levels of the organization alongside identifying opportunities for greater clarity around and potential improvements to formal accommodations processes.	Institutional Decision Makers/ Coordinating Offices and Groups / Everyday Contributors and Advocates
3.7. Develop more robust, transparent and intersectional wrap-around supports for international students, particularly in areas where there are known challenges and barriers.	Coordinating Offices and Groups
3.8. Clarify informal and formal mechanisms and processes (disclosures, complaints), and expand the Options Navigation Network (ONN) to include all forms of interpersonal and psychosocial harm (e.g., racism) and ensure ONN members are given support for training, role clarity.	Institutional Decision Makers / Coordinating Offices and Groups

Improving the Ways We Share Knowledge	
Action	Section of the Ecosystem Responsible
3.9. Develop and launch Disability Cultures and Access Hub to coordinate projects, information, and resources around access, accessibility, accommodations and disability services across all units and to secure access commitments from leaders (e.g., for U of A hosted events).	Institutional Decision Makers / Coordinating Offices and Groups / Everyday Contributors and Advocates
3.10. Endorse a suite of resources that support community members to understand days of significance and other days of note or observance in order to increase critical consciousness, promote collective remembering, realize commitments to action and support students and staff through potential temporary accommodation.	Institutional Decision Makers / Coordinating Offices and Groups

Indicators of Success		
Completion Indicators	Engagement Indicators	Shifting Trends
Plans, frameworks, guidelines,	<b>Online engagement:</b>	Students, faculty and staff report

<p>resources and processes (those listed in the actions above) are developed and available to all community members.</p>	<p>Website hits and trajectory specific resource downloads increase quarterly.</p> <p><b>Individual engagement:</b> Number of people who attend/complete relevant conversations, gatherings, workshops and other learning modules increases annually.</p> <p><b>Institutional engagement:</b> Colleges, units, faculties, and departments meet their own interrelated goals through implementing portions of this action plan. Uptake of role-specific training and resource use.</p>	<p>increases in safety and wellbeing.</p> <p>Students, faculty and staff report increases in connection and collaboration.</p> <p>Students, faculty, and staff report increases in respect, affirmation and belonging.</p> <p>Shifts in kinds/directions of disclosures.</p> <p>Shifts in the number of accommodations requested by faculty, staff and students.</p> <p>Increase in space allocation for needs-based spaces.</p>
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### Trajectory #4: Nurturing Transformative Collaborations

*Nurturing Transformative Collaborations* refers to our institutional commitment to not only come together across units, faculties, disciplines and paradigms, but also to question the boundaries of those entities in ways that transform how we collectively work, teach, learn and research. There are many ways to collaborate across institutional boundaries – there are interdisciplinary collaborations, transdisciplinary collaborations and transversal collaborations. All of these ways are relational and founded on the knowledge that a diversity of experiences, knowledges, approaches and positionalities leads to better outcomes. The actions outlined in this trajectory are not intended to highlight areas where collaboration might exist. Instead, they are intended to outline actions that will help us reimagine how we learn, relate and innovate together.

Below are a list of questions – questions that align with our values-based practices – that should be considered as we realize the actions in this trajectory.

- How can engaging our **critical consciousness** make it easier for us to come together to question and transform how we collectively work, teach, learn and research?
- How does embracing **uncomfortable encounters** allow us to question the boundaries of our units, faculties, disciplines and paradigms?
- How might processes of **creation and community building** increase the possibility of transformative collaborations?

Improving Structures that Guide Us	
Action	Section of the Ecosystem Responsible

4.1. Develop detailed and transparent plans that outline how administrative offices will support and invest in those who lead others and those who lead with influence to support change and institutional culture crafting.	Institutional Decision Makers
4.2. Develop and implement an audit framework for assessing systemic barriers to services delivery and access as part of the institutional review of shared services and to improve strategic partner models for increased collaboration.	Institutional Decision Makers
4.3. Develop a set of collaboration and community-engagement guidelines that can be used by groups wanting to enable values-based practices in reaching their project or team goals and to support networks recommended elsewhere in this plan.	Coordinating Offices and Groups

Improving Cultures that Support Us	
Action	Section of the Ecosystem Responsible
4.4. Develop and launch online learning modules and certification, as well as develop processes to encourage the uptake of these and related learning (e.g., Black Canadians, Indigenous Canada) for individuals, teams and committees (e.g., hiring, awards) looking to calibrate their professional development, activities or decisions around the principles of mutuality, reciprocity, responsibility and interdependence in order to increase success through access and belonging for all community members.	Institutional Decision Makers / Coordinating Offices and Groups / Everyday Contributors and Advocates
4.5. Build more formalized processes for recognizing, accounting for, mentoring and supporting those who are often called on to engage in, support or champion community-oriented work to meet the goals of all institutional strategic and action plans, including embedding recognition into existing programs and developing novel recognition procedures (e.g., awards) for those advancing the goals of all four trajectories in this plan.	Institutional Decision Makers / Coordinating Offices and Groups
4.6. Establish dedicated support for internal university groups and networks to host events or launch initiatives that amplify the core values-based practices and overarching goals of this plan or contribute to our collective capacity to enact this plan.	Institutional Decision Makers / Coordinating Offices and Groups// Everyday Contributors and Advocates

Improving the Ways We Share Knowledge	
Action	Section of the Ecosystem Responsible
4.7. Create a resource hub for accessing all tools, resources, services and learning opportunities across the institution that support the four trajectories of the plan and identify gaps.	Institutional Decision Makers
4.8. Improve the communication of strategic commitments, goals and actions (including those in institutional strategic and action plans beyond this plan) that advance the principles of mutuality, reciprocity, responsibility and interdependence, including reviewing the structure and impact of equity-oriented coordinating groups as well as communication among and	Institutional Decision Makers / Coordinating Offices and Groups

from institutional decision makers on matters relevant to the goals of this plan.	
4.9. Develop mechanisms by which individual action plans along with the activities of informal groups, units and champions feed into and are visibly impacting transformative institutional change.	Institutional Decision Makers / Everyday Contributors and Advocates
4.10. Champion the accessible and impact-driven mobilization of U of A research that can support the implementation and reach of this plan.	Everyday Contributors and Advocates

Indicators of Success		
Completion Indicators	Engagement Indicators	Shifting Trends
Plans, guidelines, modules, resources and processes (those listed in the actions above) are developed and available to all community members.	<p><b>Online engagement:</b> Website hits and trajectory specific resource downloads increase quarterly.</p> <p><b>Individual engagement:</b> Number of people who attend/complete relevant conversations, gatherings, workshops and other learning modules increases annually..</p> <p><b>Institutional engagement:</b> Colleges, units, faculties and departments meet their own interrelated goals through implementing portions of this action plan. Uptake of role-specific training and resource use.</p>	<p>Students, faculty, and staff report increases in connection, collaboration and ways of working interdisciplinarily.</p> <p>Increased use/uptake of collaboration or community-engagement guidelines.</p> <p>Students, faculty, and staff report increases in trust of university leadership.</p> <p>Student, faculty and staff report increases in/increased uptake of development opportunities (including mentee/mentorship opportunities, leadership development, support with funding applications, etc.).</p> <p>An increase in the number of individuals leading collaborative, transdisciplinary research initiatives with a focus on social innovation.</p> <p>An increase in the number of people who are formally recognized for their efforts toward advancing the goals of all four trajectories of this plan.</p>

## Strengthening the Story: Actions for Shared Responsibility and Responsiveness

We recognize the work it will take to transform our vibrant and interconnected university community cannot be adequately captured in the pages of a plan. Nor can responsibility or impact be neatly contained in separate sections of our ecosystem. The work we are collectively

doing to support uncomfortable encounters, enhance expansive excellence, ensure access to academic and community life and nurture transformative collaborations is messy and beautiful, difficult and generous, and it is being championed (in one way or another) in every corner of the institution. We therefore invite you to think of this living document as a portrait in time that will never fully capture the dynamic, expansive movement behind the words. The actions in the tables above are not, and can never be, complete; they can (and must) be built out, added to and adjusted as needs shift, capacities change and curiosities ignite.

For this reason, we need to have the structures in place to learn from our successes and mistakes as we begin to implement the actions above. We also need to have the processes and mechanisms to make decisions beyond a two-year period, in order to strengthen our story. The actions in the table below are intended to be a first step in building these structures, processes and mechanisms. This work has already begun with the strategic renewal of the Office of the Vice-Provost (Equity, Diversity and Inclusion) as the Office of the Vice-Provost (Access, Community and Belonging). Led by this reimagined office, these below actions will allow us to continue to listen, learn and imagine new stories as/when necessary. They are a commitment to the community that we will steward this plan well.

But improving the ways we change and strengthen our stories isn't just the work of the Office of the Vice-Provost (Access, Community and Belonging). Imagining different institutional stories requires all of us. Each of us can be pattern-changers, world-makers and cycle-breakers. And we can do so in our own way and with our unique skills. We therefore invite you to share your story by using the Individual Action Planning Workbook <LINK> to consider what role(s) you play within our institutional ecosystem and articulate your commitments to transforming our vibrant and interconnected university community.

<b>Improving Mechanisms to Strengthen the Story</b> <b>Responsibilities of the Office of the Vice-Provost (Access, Community + Belonging)</b>
5.1. Engage in values-mapping exercises and design an evaluative framework, in collaboration with key researchers and practitioners, to establish a baseline for change in order to assess how well individual units and the institution as a whole are progressing across all four trajectories that measure outcomes, process alignment and impact.
5.2. Develop a community-facing dashboard to communicate institutional goals and report on progress. The evaluative framework will provide the data to be displayed on the dashboard.
5.3. Establish mechanisms for continuous U of A community feedback, and for reviewing and updating the plan at least every two years, or when stories need to be continued, closed, expanded, woven in and changed due to institutional shifts, demographic changes and community needs. This includes communicating updates to the plan to the community.
5.4. Ensure currency, relevance and accessibility of all outputs in this plan (e.g., resources, toolkits, guides); engage impacted communities in regular feedback, review and revision; establish data, access and sharing protocols to support implementation and tracking of impacts across all four trajectories.
5.5. Gather everyday contributors and advocates, coordinating networks and groups, decision-makers and

community interest holders intermittently to share in constructive and solutions-focused conversations that propel the trajectories and actions of this plan.

5.6. Craft and lead a change management approach guided by values-based practices to support everyday contributors and advocates, coordinating networks and groups, decision-makers and the U of A community and to promote shared understandings, tools and frameworks that enable broad change through unit-specific and contextual transformations.

### Improving the Ways We Co-Author the Story Sharing Responsibilities

5.7. Complete the Individual Action Planning Workbook using the worksheet available on the *Changing the Story* website <LINK> and upload your commitments at the link provided. You may also use the Form <LINK> to complete the questions.

5.8. Review the application guides available on the *Changing the Story* website <LINK> for inspiration regarding role-specific and unit-specific action planning (e.g., for deans, chairs, people managers, student leaders).

### Indicators of Success

Completion Indicators	Engagement Indicators	Shifting Trends
<p>The evaluative framework, the dashboard, the community feedback mechanism, and the change management approach are developed and available to all community members.</p>	<p><b>Online engagement:</b> Dashboard hits and evaluative feedback responses increase quarterly.</p> <p><b>Individual engagement:</b> Number of people who participate in evaluative and solutions-focused conversations increases annually.</p> <p>Number of people who submit individual action plans increases annually.</p> <p><b>Institutional engagement:</b> Colleges, units, faculties, and departments meet their own interrelated goals.</p> <p>Uptake of role-specific action planning resources increases annually.</p>	<p>Increased understanding of the overall institutional impact of this plan based on the shifting trends in each of the four trajectories.</p> <p>Shifts in how we gather and collect data required to report on the successes in each of the four trajectories.</p>



# Open Endings: A Message from the Vice-Provost (Access, Community + Belonging)

Change doesn't only result from grandiose interventions. Building different futures is also made possible through small, everyday actions in varied areas of our learning and working environment. This means each of us, wherever we are located in our institutional ecosystem, can begin where we are.

I am deeply grateful to the *Changing the Story* writing collective; without you, the words on these pages would not be making the worlds imagined. My gratitude also goes out to the members of the Integrated Action Plan Steering Committee for their guidance and generosity throughout this process. Finally, my ongoing appreciation goes to the members of the EDI Leads Network past and present for their expertise, leadership and courage. And to all of you who participated in one way or another, whether on committees, in gatherings, or in hallway conversations: thank you.

The development of *Changing the Story: An Integrated Action Plan for Transforming Our Vibrant and Interconnected University Community* began in my first year as the U of A's inaugural Vice-Provost (Equity, Diversity and Inclusion). It also began at a time when consultation fatigue was setting in. Repeatedly, we heard the need for change, and that actions should be integrated and intended to uplift, support and sustain those engaged in the work. After more than 12 months of consultation and engagement sessions, co-creation workshops, collaborative development and calibrations, *Changing the Story* launches with the energy and honesty of more than 1000 interactions with individual members of the U of A community. While many spoke of persisting barriers and varying degrees of frustration or even disillusionment, the dominant undercurrent was hope – hope that we can utilize this moment to catalyze a way forward that is informed by mutual flourishing; celebrates our vibrancy; and is mission-driven, proactive and rooted in our relations, interconnectedness and responsibility to one another.

The actions in this plan emerged from these many touchpoints, and have been crafted to attend to *each* individual experience while leading toward improved opportunities for *all*. *Each* and *all*. By focusing on intersectional and holistic approaches to change but also recognizing that the decisions we make and the actions we take have differential impacts on people from different communities, the plan strives to improve the well-being and thriving of every member of the University of Alberta. Knowing this is essential for how the actions of this plan are implemented across our institutional ecosystem. Our interdependence is our strength.

The story has already begun to change. With the strategic renewal of this portfolio as Access, Community and Belonging, we hope to reflect the wide range of priorities highlighted by students, faculty and staff during the consultations. This renewal is not about endings, but about openings. We will continue to honour the efforts that have brought us to this point, while also inviting new contributors, questions, imaginations and approaches as we transform



ourselves towards an increasingly vibrant and interconnected university community, one that is resilient, tenacious and responsive in the face of the greatest challenges of our time.

For Review

This briefing note addresses an evolution in the Vice-Provost (Equity, Diversity and Inclusion) portfolio.

## Senior Leadership in EDI at the U of A

The Vice-Provost (Equity, Diversity and Inclusion) will evolve to reflect the intention to support the new story for our institutional commitments. Starting in January, the portfolio will be **Vice-Provost (Access, Community and Belonging)**.

'Equity, Diversity and Inclusion' is an established framework and process to support meaningful participation and better outcomes for all. The outcomes of EDI are greater fairness in access, connecting as a community and cultivating a sense of belonging. A greater variation of titles for EDI offices is seen across the sector (appendix 1). The University of Alberta has chosen to be a leader in evolving the work to focus on outcomes of pursuing access, community and belonging for all.

## Why This Proposed Name?

The language of 'EDI' and the perception around the meaning of this acronym has been a flashpoint within an increasingly polarized public discourse. Even proponents have cautioned against the way in which its use has encouraged superficial, "checkbox" or performative approaches. As a unit with a broad mandate that works toward mutual flourishing for all, a new language is required that better describes the U of A's commitments to pluralism and connecting across differences. Critically, this serves as an opportunity for the university community to examine the desired outcomes for its constituents and the shared purpose that energizes that collective pursuit.

The goal of equity is fairness in **access** for all. Diversity is a broad descriptor and often describes representational approaches to EDI that have long been deemed insufficient on their own. Building a diverse and vibrant **community** is the goal, where we cultivate our relations to one another around our core mission. And while inclusion is used commonly across Canadian PSIs, cultivating a sense of **belonging** where everyone is valued is the goal of inclusive practices.

## Risks

The risks of an evolution in the portfolio at this moment include loss of recognizability, perception of non-compliance and misalignment, potential loss of granting opportunities, or an internal belief in the work being “watered down.” Most risks can be managed through a change management strategy that re-orientes the work toward the outcomes of shared access, community and belonging. Our approach continues to evolve and mature as we strive toward greater integration and lasting sustainability for the work across the institution.

## Next Steps

Engaging the university community in a change-management process aligned with the implementation of the Integrated Action Plan.

## Engagement

Those who are actively **participating**:

- The Office of the President
- The Office of the Provost and Vice-President Academic
- The Office of the Vice Provost (Access, Community and Belonging)

Those who have been **consulted**:

- Council of Deans
- Provost’s Council
- EDI Leads Network

Those who have been **informed**:

- Provost’s Advisory Chairs Council
- General Faculties Council

## Context

This briefing note is attached to UGOV-00082, which is primarily routing the Integrated Action plan through Board governance.

## Appendix 1

### Scan of Canadian PSIs

In Alberta, the current approach is to use equity, diversity, and inclusion or EDI.

- U of A: [Equity, Diversity and Inclusion](#) (Vice-Provost)
- U of C: [Equity, Diversity and Inclusion](#) (Associate Vice President, Research)
- U of L: [Equity, Diversity and Inclusion](#) (Vice-Provost)
- Athabasca: [Equity, Diversity and Inclusion](#) (Associate Vice President)
- Mount Royal: [Equity, Diversity and Inclusion](#) (Associate Vice President)
- Bow Valley College: [People, Equity, Diversity & Inclusion](#) (Vice President)

For U15s/top comprehensives across Canada, **equity** is in every title, and **people** is common.

- UBC: [Equity and Inclusion](#) (Associate Vice President)
- McMaster: [Equity and Inclusion](#) (Vice-Provost)
- McGill: [Equity Office](#) (no senior-level leader)
- Toronto: [Equity Office](#), Division: [People, Strategy, Equity & Culture](#) (Vice President)
- Dalhousie: [Equity and Inclusion](#) (Vice-Provost)
- Saskatchewan: [Equity, Diversity and Inclusion](#) (no senior-level leader)
- Manitoba: [Office of Equity Transformation](#) (Vice-Provost)
- TMU: [Equity and Community Inclusion](#) (Vice President)
- York U: [Equity, People & Culture](#) (Vice President)
- Queen's U: [Culture, Equity, and Inclusion](#) (Vice Principal)
- U of Windsor: [People, Equity & Culture](#) (Vice President)
- SFU: [People, Equity & Inclusion](#) (Vice President)

The overwhelming approach to acronyms is to use EDI. The most common variation is EDIA (access). Other variations include EDII (Indigenization), EDID (Decolonization) or JEDI (justice). The [Government of Alberta](#) uses diversity and inclusion or D&I, as does the private sector.

## Appendix 2

Word Cloud generated from consultation notes captured during the action planning process, from November 1, 2023 to May 1, 2024, representing ~1000 touch points.





Indicators sew together the themes of the indicators of success in each trajectory of “Changing the Story.” They help us imagine the first steps toward a vibrant and sustainable interconnected university. They are predicated upon the completion of several initiatives, tracking engagement with those initiatives and across aligned institutional strategies, and observing shifts in trends that demonstrate mutual flourishing for all community members. The first year of the action plan, 2025, will provide the baseline for future measurement.

## Completion

### **1. Completion of Foundational Frameworks and Resources**

Percentage of principles, toolkits, guidelines and resources (outlined across trajectories) developed, published and made accessible to all community members.

### **2. Adoption of Digital and Institutional Infrastructure to Enable Data-driven Decision Making**

Implementation of an evaluative framework, dashboard, data governance and solutions that empower units to make contextual and strategic data-informed decisions that support their students, faculty members and staff.

## Engagement Factors

### **3. Development and Reach of Accessible Communication and Knowledge Sharing**

Growth in digital engagement metrics (e.g., resource downloads, webpage hits) and uptake of shared resources, with year-over-year increases in access and a biannual review of knowledge-sharing gaps.

### **4. Engagement with Educational and Developmental Opportunities**

Annual growth in participation in gatherings, workshops, online learning modules, and certification programs related to Access, Community and Belonging, as well as qualitatively capturing key impacts across units. Benchmarking to begin with the launch of this plan.

### **5. Reported Sense of Safety, Respect and Belonging**

Annual survey responses indicating increases in safety, respect, affirmation, belonging and trust within the institution, disaggregated by institutional role, area or unit and demographic data.

## **6. Enhanced Leadership Trust and Confidence**

Increase in reported confidence in leadership's handling of Access, Belonging and Community issues, conflict resolution and crisis response among students, faculty and staff.

## Shift In Trends

### **7. Shifts in Disclosures Seeking Resolutions Grounded in Disciplinary Accountability and in Adoption and Usage of Non-disciplinary Accountability Options**

Tracking the number of incidents addressed through restorative, skill-building or trauma-informed approaches, along with participant satisfaction ratings.

### **8. Shifts in the Number of Formal Accommodation Requests**

Tracking the implementation of formal accommodations (e.g., flexible policies and space allocations) as proactive, instructor-supportive and universally designed approaches increases access.

### **9. Retention of U of A Innovators**

Tracking retention rates for all faculty and staff, and retention and completion rates for all students measured through annual reports and disaggregated data. Increase in those pursuing and receiving awards, grants and development opportunities heretofore showing as lower than U of A and/or Canada-wide benchmarks.

### **10. Successful Transdisciplinary Initiatives that Enhance Impact**

Increase in funded grants, recognized research projects and strategic institutional initiatives using interdisciplinary and cross-portfolio approaches that empower, support and showcase our vibrant and interconnected University community.



# Changing the Story

An Integrated Action Plan for  
Transforming our Vibrant and  
Interconnected University Community

Office of Access, Community + Belonging



# Continuing our Stories

## Background and Timeline

Winter 2023 <b>Stories from the Field</b>	Fall 2023 <b>Broad Engagement</b>	Winter 2024 <b>Deep Engagement</b>	Fall 2024 Draft <b>Changing the Story</b>
<p><b>Closure of the 2018 Strategic Plan for EDI</b></p>	<p><b>Conversations with Communities</b></p>	<p><b>Development and Consultation</b></p>	<p><b>Preparing for Living Implementation</b></p>
<p>Due to pandemic-related delays, only one cycle of was completed.</p> <p>Stories from the Field collected anecdotal data.</p>	<p>Diverse perspectives informed the approach to strategic planning.</p> <p>Community members requested clearer guidance and tangible actions.</p>	<p><i>Continuing our Stories</i> was released after two cycles of engagement: broad and issues-focused.</p> <p>Strategy holders, units and students communicated diverse approaches and priorities.</p>	<p><b>Shift toward addressing shared barriers and issues; away from identity.</b></p> <p><b>Innovative cross-unit collaborations balanced with unit-specific actions and goals.</b></p>
<p><b>Transformations require greater clarity, commitments and accountability.</b></p>	<p><b>An action plan would prove more valuable than another strategy.</b></p>	<p><b>This action plan needs to effectively align strategy and resources.</b></p>	<p><b>It's about how we do the work, not who does the work or adding more work</b></p>

# Approach to setting institutional targets and metrics

## Alignment with Institutional Priorities

- Education with Purpose
- Research with Purpose
- Engagement with Purpose

## Continuous Tracking and Reporting

Utilize EDI census data to monitor student body and workforce composition to understand landscape and evolving needs



## Progress Monitoring

Implement surveys to assess the realism and efficacy of set targets, ensuring optimal resource use

## Augmenting Measures of Progress

Integrate with institutional plans to coordinate and amplify priorities, and identify gaps not addressed in other institutional plans

# Building our New Story

## A Multi-Dimensional Model for our Institutional Ecosystem



- Shift **STRUCTURES** that guide us
- Shift **CULTURES** that sustain us
- Shift the ways we **SHARE** knowledge



# Key Performance Indicators

- Completion
- Engagement Factors
- Shifts in Trends

# Key Performance Indicators

## **Completion** (2 of 10)

### **1. Completion of Foundational Frameworks and Resources**

Percentage of principles, toolkits, guidelines and resources (outlined across trajectories) developed, published and made accessible to all community members.

### **1. Adoption of Digital and Institutional Infrastructure to Enable Data-driven Decision Making**

Implementation of an evaluative framework, dashboard, data governance and solutions that empower units to make contextual and strategic data-informed decisions that support their students, faculty members and staff.

# Key Performance Indicators

## Engagement Factors (4 of 10)

### 3. Development and Reach of Accessible Communication and Knowledge Sharing

Growth in digital engagement metrics (e.g., resource downloads, webpage hits) and uptake of shared resources, with year-over-year increases in access and a biannual review of knowledge-sharing gaps.

### 4. Engagement with Educational and Developmental Opportunities

Annual growth in participation in gatherings, workshops, online learning modules, and certification programs related to Access, Community and Belonging, as well as qualitatively capturing key impacts across units. Benchmarking to begin with the launch of this plan.

# Key Performance Indicators

## Engagement Factors (6 of 10)

### 5. Reported Sense of Safety, Respect and Belonging

Annual survey responses indicating increases in safety, respect, affirmation, belonging and trust within the institution, disaggregated by institutional role, area or unit and demographic data.

### 6. Enhanced Leadership Trust and Confidence

Increase in reported confidence in leadership's handling of Access, Belonging and Community issues, conflict resolution and crisis response among students, faculty and staff.

# Key Performance Indicators

## **Shifts in Trends** (8 of 10)

### **7. Shifts in Disclosures Seeking Resolutions Grounded in Disciplinary Accountability and in Adoption and Usage of Non-disciplinary Accountability Options**

Tracking the number of incidents addressed through restorative, skill-building or trauma-informed approaches, along with participant satisfaction ratings.

### **8. Shifts in the Number of Formal Accommodation Requests**

Tracking the implementation of formal accommodations (e.g., flexible policies and space allocations) as proactive, instructor-supportive and universally designed approaches increases access.



# Key Performance Indicators

## Shifts in Trends (10 of 10)

### 9. Retention of U of A Innovators

Tracking retention rates for all faculty and staff, and retention and completion rates for all students measured through annual reports and disaggregated data. Increase in those pursuing and receiving awards, grants and development opportunities heretofore showing as lower than U of A and/or Canada-wide benchmarks.

### 10. Successful Transdisciplinary Initiatives that Enhance Impact

Increase in funded grants, recognized research projects and strategic institutional initiatives using interdisciplinary and cross-portfolio approaches that empower, support and showcase our vibrant and interconnected University community.

# Actions for Shared Responsibility + Responsiveness

- Design an evaluative framework
  - Develop a community facing dashboard
  - Develop mechanisms for continuous community feedback
  - Ensure currency and relevance for all outputs related to the plan
  - Gather community members in solution-focused conversations
  - Lead the change management approach
- 
- Providing a plans and resources to support individual action
  - Providing application guides for inspiration and guidance for specific actions

# Refocusing on the 'What,' not the how

- Organizational maturity: toward integration and sustainability
- Equity-centred actions enable access
- Appreciative diversity builds sustainable communities
- Meaningful inclusion creates experiences of belonging

Office of the Vice Provost  
Equity, Diversity + Inclusion



Office of the Vice Provost  
Access, Community + Belonging

The action plan has been in development since November 2023.

In that time, over 1000 points of contact have provided us with their feedback and vision for a U of A community.



# Leading with Purpose.



UNIVERSITY  
OF ALBERTA



**ITEM NO. 2**

**Decision**  **Discussion**  **Information**

**ITEM OBJECTIVE:** To obtain Board of Governors’ support for the Envision 2.0 Energy Management Program and approval of phase 1 borrowing of \$5 million from the Government of Alberta.

<b>DATE</b>	December 13, 2024
<b>TO</b>	Board of Governors
<b>RESPONSIBLE PORTFOLIO</b>	University Services, Operations and Finance

**MOTION:** THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, execute a Borrowing Resolution for phase 1 of the Envision 2.0 Energy Management Program in an amount not to exceed \$5 million in Canadian funds for a term not to exceed 15 years at an interest rate of not more than 7.35%, and make an application to the Minister of Advanced Education for the required approval.

**EXECUTIVE SUMMARY:**

- Energy management programs allow the University of Alberta to use leveraged funds to invest in initiatives that will reduce energy consumption to offset future energy costs and reduce carbon dioxide equivalent (CO<sub>2</sub>e) emissions.
- As outlined in the *Envision 2.0* business case (Attachment 1), the program is estimated at \$25 million over 5 phases and will realize the benefits of new technologies and opportunities, with phase 1 borrowing of \$5 million from the Government of Alberta. (Attachment 2).
- **New** (based on questions / discussions at BFPC): The lending rate offered is set by the Treasury Board and Finance. The business case references a lending rate of 4.72% per annum for a 15-year amortization period (based on the August 29, 2024, rate). As of November 15, 2024, the lending rate is 5.02% for a 15-year amortization period.
- It is projected that at the end of *Envision 2.0*, the university’s annual utility cost avoidance and CO<sub>2</sub>e will be over \$2.9 million and approximately 20,000 tonnes, respectively.

Background

A series of energy management programs have been in place at the university since the mid-1970s, and they have generated an accumulated cost avoidance exceeding \$490 million. Despite a campus that has grown considerably in that time, overall energy intensity, considering electricity, steam, and chilled water consumption per unit area, has decreased, and the program has also resulted in substantial cumulative emissions reductions.

Energy management programs allow the university to use leveraged funds to invest in initiatives that will reduce energy consumption to offset future energy costs. Investments are made into infrastructure initiatives (often built into larger maintenance or renewal projects) with a view to reducing future energy costs. Monies made available by avoided utility costs are reinvested into subsequent energy and climate initiatives for the life of the loan. The savings are used to repay the loan and then ongoing savings are retained by the university to invest in other priorities.



**ITEM NO. 2**

*Envision 1.0*, developed in 2011, identified \$35 million in energy management initiatives over five phases, the last of which is still being implemented. The program was presented to the Board of Governors with a borrowing resolution for each phase. At completion, annual savings are estimated to be \$8.1 million and CO<sub>2</sub>e emission reductions are anticipated to be 30,000 tonnes.

Analysis / Discussion

Energy management programs have a long history of keeping the university's energy use as low as is cost-effectively feasible, contributing to reduced operating and maintenance costs, efficiently addressing deferred maintenance, and reducing CO<sub>2</sub>e emissions. This is especially important for a large, research-intensive institution like the University of Alberta. Further, the success of *Envision 1.0* has demonstrated how financial gains can accrue to the university even when using leveraged funds.

Because many of the most significant projects have already been pursued under *Envision 1.0*, investments under *Envision 2.0* are not anticipated to have the same rate of return. However, *Envision 2.0* has a business case that follows the same proven path of investments leading to meaningful impact (Attachment 1).

The *Envision 2.0* program cost is estimated at \$25 million, with an execution plan over 5 phases. Phase 1 will realize the benefits of new technologies and opportunities, with the borrowing of \$5 million from Treasury Board and Finance to implement the program (Attachment 2). To establish an upper limit for borrowing purposes, an analysis and cash flow projection was performed for phase 1 to determine the effect of inflationary pressures. The fifteen-year amortization financial model can support interest rate increases up to 7.35% with a 1.5% escalation in utility rates.

Projections indicate that at the conclusion of *Envision 2.0*, the university's annual utility cost avoidance will be over \$2.9 million and CO<sub>2</sub>e emission reductions will be approximately 20,000 tonnes annually.

Risk Discussion / Mitigation of the Risk

The following risks are mitigated by the university's *Envision 2.0* program:

- Reputation/relationship with stakeholders - Lack of a clear and ongoing commitment to CO<sub>2</sub>e emissions reductions and environmental sustainability may negatively impact the university's overall reputation and its relationship with members of the community.
- Financial sustainability/resource management - The program objective and financing approach will result in cost savings for the university and funds are frequently leveraged in a way that increases the financial viability of a particular building renewal.
- Environmental sustainability - Demand-side energy management continues to be the best lever for reducing CO<sub>2</sub> emissions for the university.

Legislation (where applicable, list the legislation that is being relied upon)

- Post-secondary Learning Act
- Board Finance and Property Committee Terms of Reference
- UAPPOL Capital Expenditure Authorization Request (CEAR) Policy

Next Steps

- Submit a formal request for borrowing to the Minister of Treasury Board and Finance.

**SUPPORTING MATERIALS:**

1. *Envision 2.0* - Business Case, September 2024 (22 pages)
2. *Envision 2.0* - Phase 1 Borrowing Resolution (2 pages)



uab.ca/eca

# Energy & Climate Action



## *ENVISION 2.0*

Energy Management Program

Business Case

September 2024

**ENVISION**  
INTELLIGENT ENERGY REDUCTION



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## Section 1 Introduction and Background

A very successful Energy Management Program has been in place at the University of Alberta since the mid-1970s. The University's program resulted in an annual cost avoidance of \$27.7 million in 2022/2023, with an accumulated cost avoidance in excess of \$490 million achieved since its inception in 1975/1976 (Appendix 1). While building area has increased 75% since 1975/76, utility consumption per square metre has decreased. As demonstrated in Appendices 2-6, utility consumption per square metre for electricity and steam would be 26% and 51% higher respectively had energy conservation measures not been implemented. Further, overall energy intensity, considering electricity, steam and chilled water consumption per unit area has reduced by 33% overall.

As well the program has resulted in substantial cumulative emissions reductions:

Year	Gas		
	CO2 (MT)	SO2 (MT)	NO2 (MT)
Total up to 2022/23	3,466,680	4,040	3,822

The University is currently implementing an Energy Management Program that was developed in the spring of 2011, and subsequently rebranded under the name *ENVISION 1.0*, which identified the potential for \$35 million of energy management initiatives. *ENVISION 1.0* program performance is detailed in Appendix 7. Annual savings at the completion of the five phase program are estimated to be \$8.1 million (based on 2023/2024 utility rates R53) and CO<sub>2</sub> emission reductions are anticipated to be 30,000 tonnes (Appendix 8).

Continued implementation of the *ENVISION 1.0* program is warranted to keep the University's energy use as low as cost effectively feasible. Other benefits are reduced operating and maintenance costs, improved space conditions, infrastructure renewal to address deferred maintenance, reduced demand on the District Energy System (DES), tighter integration with the overall utility to implement the Master Energy Plan (MEP) that will green the supply and distribution infrastructure, and significant environmental benefits in the form of reduced air pollution and greenhouse gas (GHG) emissions.

Implementation of the *ENVISION 1.0* program also further demonstrates the University's on-going commitment to sustainability. Many programs such as Campus as a Living Lab, Green Spaces, Green Buildings Certifications and Rating systems, as well as applied research, partner funding on major capital projects and renovations to enhance performance in all built environments are supported by the energy management program.

Actions taken by the University of Alberta to improve energy efficiency through programs such as *ENVISION 1.0* align with the strategic direction of the University, support of the current *ENVISION 1.0* Energy Reduction Master Plan, the DES Master Energy Plan, and the GHG Reduction Plan. Beyond the University's boundary, initiatives also contribute to city-wide, regional, provincial and national efforts to reduce the impact of greenhouse gas emissions globally.

*ENVISION 1.0* also supports the University's commitment to reporting and enhancing our Sustainability Development Goals (SDG's) under the Times Higher Education Impact Rankings framework, and the Sustainability Tracking, Assessment and Rating System (STARS) which is a self-reporting framework for colleges and universities to measure sustainability performance under the Association for the Advancement of Sustainability in Higher Education (AASHE).

## Section 2 ENVISION 2.0 Rationale

In spite of the significant energy reductions that have been made in the past and a strong commitment to energy management by the University, concerns about energy usage, environmental impacts, and increasing utility costs remain.

As well, several factors are increasing energy consumption at the University, and off-setting of previous gains.

- Heavier energy demands are being placed on existing facilities with respect to occupancy and usage, and facilities are continually becoming more equipment intensive.
- Upgrading funds are not keeping pace with the decay of facilities. Facilities and systems are continually aging with subsequent loss of efficiency and increased energy consumption. With an on-going deterioration of facilities, there is also a continual erosion of energy efficient operation strategies.
- Systems are required to run for longer hours including increased usage after normal hours to meet the increased demands being placed on facilities.
- The ongoing growth of the University and addition of new, energy intense laboratory and research facilities over time increases the University's consumption of energy and increases utility costs.

These factors are compounded by rising utility rates over time, resulting in increased utility costs to the University overall. In addition, the University is not immune to utility rate increases and has no control over the world or local market forces that influence them. However, through vigilance in energy conservation efforts the institution can exercise control over energy consumption, and consequently the cost of our utility bill and impact on the environment.

There are still cost-effective energy reductions to be made at the University of Alberta to address these issues and concerns. A continued energy reduction program is necessary to keep the University's energy bill as low as cost-effectively feasible, to reduce consumption of non-renewable resources, and to minimize environmental impact – all of which are in the best long-term interests of the University.

Preliminary audits and feasibility studies for *ENVISION 2.0* have identified opportunities that have the potential to provide significant energy savings for the institution. These include continued demand based ventilation projects under the Smart Labs framework; targeted enterprise energy analytics enhancements; campus wide LED lighting retrofits and controls; integrated energy efficiency enhancements under major facility renewals; continued renewable and alternative energy systems deployments; and continued support of Campus As A Living Lab projects that directly help reduce overall utility consumption on campus.

An ENVISION 2.0 program is estimated at \$25 million, with an execution plan over 5 phases to implement and capitalize on these new technologies and opportunities.

## Section 3 New Technologies and Opportunities

As indicated above, a number of technologies and opportunities have presented themselves that will lead to further operational efficiencies, utility cost avoidance, and GHG reductions. These are:

- Smart Labs
- Enterprise Energy analytics
- North Campus, Augustana Campus, and Campus St. Jean campus wide LED lighting retrofits and controls

Each of these initiatives, outlined briefly below, is expected to significantly reduce the University's energy consumption, energy intensity, greenhouse gas emissions, and utility costs.

### **Smart Labs Implementation**

Laboratory environments consume significant amounts of energy, typically exchanging air at 8-10 times an hour with 100% outside air, often 24 hours a day, 7 days a week, and typically consume twice the amount of energy as an office/classroom space. In addition to the energy required to supply and exhaust large quantities of air, significant amounts of energy are expended to heat or cool, and condition this air.

The University of Alberta plans to undertake the Smart Labs process to minimize energy consumption while maintaining, or even increasing, safety within the various laboratories on the campus. Laboratory Ventilation Risk Assessment (LVRA), Ventilation Effectiveness Tests, and the Laboratory Ventilation Management Program (LVMP) are processes that form the foundation of the Smart Lab program.

The Smart Labs process is a strategic approach that connects safety, facilities engineering, and building maintenance to optimizing ventilation performance. It provides the necessary framework to coordinate efforts, integrate resources, and achieve strategic goals through assessment, optimization, and management of labs and critical workspace facilities.

Smart Labs is a complex program consisting of numerous elements that are combined to achieve safe, energy efficient, and sustainable performance of exposure control devices and ventilation systems used to protect people working in labs with airborne hazards. The techniques that will be employed on this project will allow laboratory exhaust systems to operate both safely and efficiently. These techniques minimize the potential for re-entraining adverse air quality while optimizing energy consumption by minimizing the need for bypass air at the exhaust manifold. Three of the control strategies, which include Simple Turndown, Wind Responsive Control, and Monitored exhaust systems will be employed.

Building off of the previous ENVISION 1.0 Demand Based Ventilation project, this Smart Labs implementation will integrate the exhaust systems as well. This will include a holistic assessment of lab spaces and the entire building from an exhaust perspective with an in depth analysis of the physical spaces, air distribution, delivery of heating / cooling / ventilation / exhaust into the lab environments, waste, and laboratory equipment while balancing health and safety and occupant comfort.

Smart Lab Tool kits will be implemented for continuous monitoring, tracking, and improvements based on KPI's as a result of running through the Smart Lab processes. Through continuous analysis of indoor and outdoor environments, the system dynamically reduces supply and exhaust rates when the air is clean, saving vast amounts of energy, but raises the rates as required to maintain indoor and outdoor environmental quality when pollutants are sensed.

The continuous monitoring and analysis process inherent in the technology also facilitates real time commissioning that allows system degradation to be easily observed and corrected, maintaining long term energy savings. Actionable system information that helps to quickly address issues when they arise results in better management of the facility, tracking of airside energy use, and improvement in lab management and safety.

## **Enterprise Energy Analytics**

The objective of energy analytics is to develop a long term strategy for energy cost reduction as a result of improvements in energy and operational efficiency of heating, ventilating, and air-conditioning (HVAC) systems. These improvements in facility management can be achieved through the implementation of an Enterprise Energy Information Management System (EEIMS) solution.

The EEIMS directly or indirectly interfaces with and consolidates various real-time and historical energy related data sources (e.g. energy consumption, costs, building automation system information, control and monitoring points) into a data warehouse, analyzes and normalizes the data for subsequent processing, develops a common database, and provides a platform for analytics tools to easily access the data and obtain actionable information. This information is categorized, stored, and analyzed to provide a series of functions that include energy usage history, benchmarking, recognition of anomalies, display on dashboards, fault diagnostics, and detection.

The EEIMS makes data-driven information, analytics, tools, and resources available so that facility engineering, maintenance, and operations staff are able to perform in-depth diagnostics, engineering analysis, and monitoring to develop actionable strategies in a fraction of the time it took with earlier methods.

The goal is to gain a better understanding of the real-time and historical trending through use of rule-based engines and analytics tools that can define key areas of improvement. Improvements fall into categories such as:

- Elimination of simultaneous heating and cooling across facilities
- Establishing air handling unit filter replacement schedules through tracking reduced air flow
- Identification and elimination of passing heating/cooling valves
- Scheduling improvements
- System optimizations
- Energy load shedding and/or shifting strategies
- Maintenance process improvements including deferred maintenance and predictive maintenance versus scheduled maintenance
- Predicting energy cost deviations versus usage
- Identifying usage patterns and anomalies and identifying system process adjustments for greater optimization

Analytics, continuous commissioning, fault detection and diagnostic software-based tools will monitor the operation of building HVAC systems and identify potential performance problems for corrective action.

Overall, the EEIMS will help to identify areas to improve energy and operational efficiency, enhance operational and management effectiveness, improve building performance, save energy, reduce environmental footprint, systematically improve comfort, lower maintenance costs, measure and verify results, and allow deployment of internal and external maintenance and operations resources in a proactive and efficient manner.

## **LED Lighting Retrofits**

Under *ENVISION 2.0*, North Campus, Augustana, and Campus St. Jean will undergo a full LED retrofit and upgrade program. Further savings will be realized through the addition of lighting controls, occupancy sensing, and daylight harvesting where feasible.

The benefits of a campus wide, LED lighting retrofit program are:

1. **Greater overall energy efficiency.** Roughly 90% of a building's total lifetime cost (including the initial cost of the building itself) is made up in operating expenses, the largest portion of which is energy costs from energy using systems such as lighting. LEDs emit very little heat in comparison to fluorescent lights, which can release up to 90% of their energy as heat. Most of the energy used in LED lighting goes directly to lighting output.
2. **Wider range of lighting color.** The primary measure of the quality of a light is its Color Rendering Index (CRI). The CRI scale runs from 0 (grayscale) to 100 (natural light) – the higher this number the better the quality of light. Any light with a CRI of 90 or above is considered excellent, which LED lighting achieves. LED bulbs are versatile and come in a variety of color and lighting options that can be tailored for specific applications. This creates safe and productive workspaces.
3. **Low maintenance.** LED bulbs are very dependable and require minimal maintenance. LEDs can last over 40,000 operating hours. This means reduced lamp replacements, which not only saves time, but also better utilizes labour resources.
4. **More flexible lighting design option.** LED lighting is directional, meaning the light can be better focused where it is needed. This helps reduce the number of fixtures required, and results in reduced energy consumption, compared to a similar fluorescent design.
5. **Enhanced safety.** LED lights operate much cooler than incandescent or fluorescent lights, reducing the risk of combustion and accidental fires. Switching to LED fixtures also increases the safety of facilities due to the improved visibility.

## Section 4

## Leveraged Opportunities

ENVISION 2.0 is not only focused on energy, but also on other aspects of building efficiencies. The program will leverage investment opportunities in the areas of water conservation, infrastructure renewal and energy reduction synergies, renewable energy, and education and awareness.

### ***Water Conservation***

Water conservation opportunities may become available through other focused initiatives and these will be considered. Under BOMA BEST, water audits and feasibility studies were performed on several of the University's facilities. The findings of these studies will assist in the assessment and identification of the scale and scope of water reduction initiatives.

### ***Infrastructure Renewal and Energy Reduction Synergies***

Where feasible, opportunities to implement energy management initiatives in conjunction with maintenance, infrastructure renewal, or facility alteration projects will be explored. While some energy management initiatives may not be entirely economical on their own, when incorporated into other maintenance or renewal activities, the return on investment is equally meaningful. This allows the optimization of available funding and an efficient use of resources to mutual benefit.

### ***Renewable Energy***

A focus on the implementation of renewable energy technologies where possible will continue. For example, solar photovoltaic (PV) offers good potential for generating renewable electricity on site, especially as the costs of procuring and install drop. Considering the rise in utility rates and growing Carbon Levy, solar PV opportunities are becoming much more feasible under the current 15 year payback criteria.

Notwithstanding the current economics of renewable technologies, increased demand for renewables, acceleration of the technological development curve and increasing competitiveness is only accelerating the decline in the costs for renewables. Moreover, carbon-based energy costs are anticipated to rise over time, meaning that grid parity for solar energy is possible in the foreseeable future. On the basis of these predictions an increased focus on the implementation of renewable energy technologies is anticipated. This will also create opportunities for teaching and experiential learning, course work, education and awareness, and the engagement of students, faculty, and staff.

### ***Education and Awareness***

As energy management projects and initiatives are implemented across campuses, there are opportunities for education, awareness, engagement, and behavioural change related to environmental sustainability.

## Section 5 ENVISION 2.0 Phase 1

The projected cost for implementing *ENVISION 2.0* is \$25 million. Based on utility forecasts from 2024/25 R53 and a 1.5% escalation thereafter, payback of each phase of the overall program occurs within a fifteen-year period and is conservatively projected to be \$2.9 million annually. As in the previous energy management programs, it is proposed that *ENVISION 2.0* be financed through borrowing from Treasury Board and Finance.

Because many of the most significant projects have already been pursued under *ENVISION 1.0*, investments under *ENVISION 2.0* don't have the same rate of return. However, beyond cost savings, environmental and other aspects of continuing to invest in an energy management program can't be overlooked. *ENVISION 2.0* will continue to keep the University's energy use as low as possible, decrease consumption of non-renewable resources, and maintain the University's on-going commitment to sustainability, as well as to regional and national efforts in this area.

*Phase 1 of ENVISION 2.0* will realize the benefits of new technologies and opportunities, with borrowing of \$5 million to implement the program. The following projects have been identified and are currently being developed and further investigated.

Multiple Building LED Retrofits
Universiade Pavilion Enhanced Energy Efficiency Measures
I2SL Smart Labs Measures
Small Scale Solar PV
Steam Trap efficiency upgrades

Financial performance is reviewed through each stage of development of a project including preliminary feasibility, detailed audit, preliminary design, detailed design, and tender - with project costs and energy savings refined at each stage of the process to confirm viability. Projects are modified if necessary during the various development stages to maintain feasibility. As well, the financial performance of individual phases and the program as a whole are reviewed on an on-going basis to confirm viability.

Following is the financial analysis for Phase 1 of the *ENVISION 2.0* program and the cash flow projection and payment schedule that would be required to service a \$5 million loan over a fifteen-year term, modeled at an interest rate of 5.5% (Table 1). *The lending rate from the Treasury Board and Finance as of August 29, 2024 is 4.72% per annum for a fifteen-year amortization period.* To establish an upper limit for borrowing purposes, an analysis and cash flow projection was also performed to determine the effect if inflationary pressures caused interest rates to rise above the 5.5% used in the model, with concurrent inflation / escalation on the utility rates. The fifteen-year amortization financial model can support interest rate increases up to 7.35% with 1.5% escalation in utility rates (Table 2).

With an investment of \$5 million towards the implementation of the proposed energy efficiency measures, it is estimated that the University will yield utility cost savings of \$575,000 per year at the start of the program. The savings are based on the University of Alberta Utilities department rates R53 to October 31, 2024 with a 1.5% per year increase in utility rates thereafter.

The internal rate of return (IRR) for Phase 1 of the *ENVISION 2.0* program with an economic life of twenty-five years is 12.02%. The net present value (NPV)<sup>1</sup> with a fifteen year amortization period, 5% opportunity cost of capital, and 5.5% assumed financing cost is \$4.2 million. The 12.02% IRR<sup>2</sup> is well above the opportunity cost of capital at 5%, and the NPV is positive, which would indicate good project viability for Phase 1 of the *ENVISION 2.0* program.

<sup>1</sup> NPV is the value of the monetary impact of the project in terms of today's dollars, i.e. if all future cash flows are discounted into today's dollars, and the cost of the project is subtracted, this will give a NPV total. If the total is positive the project is deemed as acceptable, if negative it is not. For this analysis, an opportunity cost of capital of 5% was used and financing costs were assumed to be 5.5%.

<sup>2</sup> IRR is a measure of the interest yield on a project over a 25 year project life. As long as the IRR is greater than the opportunity cost of capital (5.0%), the project is deemed acceptable.



## ENVISION 2.0 Projected Phase 1 – Table 1 Cash Flow, Loan Payment, and Savings Schedule 15 Year Amortization Period, 5.5% Interest Model

Fiscal Year	Project Expense	Energy Savings	Loan Payment	Principal	Loan Interest 5.5%	Loan Balance	Net Cumulative Cash Flow
Apr-25	\$37,500						-\$37,500
May-25	\$50,000						-\$87,500
Jun-25	\$87,500						-\$175,000
Jul-25	\$125,000						-\$300,000
Aug-25	\$175,000						-\$475,000
Sep-25	\$237,500						-\$712,500
Oct-25	\$406,250						-\$1,118,750
Nov-25	\$506,250						-\$1,625,000
Dec-25	\$625,000						-\$2,250,000
Jan-26	\$687,500						-\$2,937,500
Feb-26	\$750,000						-\$3,687,500
Mar-26	\$687,500						-\$4,375,000
Apr-26	\$625,000		\$5,000,000				\$0
2026/27		\$575,000	(\$498,128)	\$223,128	\$275,000	\$4,776,872	\$76,872
2027/28		\$583,625	(\$498,128)	\$235,400	\$262,728	\$4,541,472	\$162,369
2028/29		\$592,379	(\$498,128)	\$248,347	\$249,781	\$4,293,125	\$256,620
2029/30		\$601,265	(\$498,128)	\$262,006	\$236,122	\$4,031,119	\$359,757
2030/31		\$610,284	(\$498,128)	\$276,416	\$221,712	\$3,754,702	\$471,914
2031/32		\$619,438	(\$498,128)	\$291,619	\$206,509	\$3,463,083	\$593,224
2032/33		\$628,730	(\$498,128)	\$307,658	\$190,470	\$3,155,425	\$723,826
2033/34		\$638,161	(\$498,128)	\$324,580	\$173,548	\$2,830,845	\$863,859
2034/35		\$647,733	(\$498,128)	\$342,432	\$155,696	\$2,488,413	\$1,013,464
2035/36		\$657,449	(\$498,128)	\$361,265	\$136,863	\$2,127,148	\$1,172,785
2036/37		\$667,311	(\$498,128)	\$381,135	\$116,993	\$1,746,013	\$1,341,968
2037/38		\$677,321	(\$498,128)	\$402,097	\$96,031	\$1,343,916	\$1,521,161
2038/39		\$687,480	(\$498,128)	\$424,213	\$73,915	\$919,704	\$1,710,513
2039/40		\$697,793	(\$498,128)	\$447,544	\$50,584	\$472,159	\$1,910,178
2040/41		\$708,260	(\$498,128)	\$472,159	\$25,969	\$0	\$2,120,309
2041/42		\$718,883		\$0	\$0	\$0	\$2,839,193
2042/43		\$729,667		\$0	\$0	\$0	\$3,568,860
2043/44		\$740,612		\$0	\$0	\$0	\$4,309,471
2044/45		\$751,721		\$0	\$0	\$0	\$5,061,192
2045/46		\$762,997		\$0	\$0	\$0	\$5,824,189
2046/47		\$774,442		\$0	\$0	\$0	\$6,598,630
2047/48		\$786,058		\$0	\$0	\$0	\$7,384,689
2048/49		\$797,849		\$0	\$0	\$0	\$8,182,538
2049/50		\$809,817		\$0	\$0	\$0	\$8,992,355
2050/51		\$821,964		\$0	\$0	\$0	\$9,814,319
<b>TOTAL</b>		<b>\$19,540,965</b>	<b>\$17,471,920</b>	<b>\$5,000,000</b>	<b>\$2,471,920</b>		<b>\$9,814,319</b>

**ENVISION 2.0 Projected Phase 1 – Table 2**  
**Cash Flow, Loan Payment, and Savings Schedule**  
 (to establish upper limit of borrowing)  
**15 Year Amortization Period, 7.35% Interest Model**

Fiscal Year	Project Expense	Energy Savings	Loan Payment	Principal	Loan Interest 7.35	Loan Balance	Net Cumulative Cash Flow
Apr-25	\$37,500						-\$37,500
May-25	\$50,000						-\$87,500
Jun-25	\$87,500						-\$175,000
Jul-25	\$125,000						-\$300,000
Aug-25	\$175,000						-\$475,000
Sep-25	\$237,500						-\$712,500
Oct-25	\$406,250						-\$1,118,750
Nov-25	\$506,250						-\$1,625,000
Dec-25	\$625,000						-\$2,250,000
Jan-26	\$687,500						-\$2,937,500
Feb-26	\$750,000						-\$3,687,500
Mar-26	\$687,500						-\$4,375,000
Apr-26	\$625,000		\$5,000,000				\$0
2026/27		\$575,000	\$(561,171)	\$193,671	\$367,500	\$4,806,329	\$13,829
2027/28		\$583,625	\$(561,171)	\$207,906	\$353,265	\$4,598,423	\$36,283
2028/29		\$592,379	\$(561,171)	\$223,187	\$337,984	\$4,375,237	\$67,492
2029/30		\$601,265	\$(561,171)	\$239,591	\$321,580	\$4,135,645	\$107,586
2030/31		\$610,284	\$(561,171)	\$257,201	\$303,970	\$3,878,444	\$156,699
2031/32		\$619,438	\$(561,171)	\$276,105	\$285,066	\$3,602,339	\$214,966
2032/33		\$628,730	\$(561,171)	\$296,399	\$264,772	\$3,305,940	\$282,525
2033/34		\$638,161	\$(561,171)	\$318,184	\$242,987	\$2,987,756	\$359,515
2034/35		\$647,733	\$(561,171)	\$341,571	\$219,600	\$2,646,185	\$446,077
2035/36		\$657,449	\$(561,171)	\$366,676	\$194,495	\$2,279,509	\$542,356
2036/37		\$667,311	\$(561,171)	\$393,627	\$167,544	\$1,885,882	\$648,496
2037/38		\$677,321	\$(561,171)	\$422,559	\$138,612	\$1,463,323	\$764,645
2038/39		\$687,480	\$(561,171)	\$453,617	\$107,554	\$1,009,706	\$890,955
2039/40		\$697,793	\$(561,171)	\$486,958	\$74,213	\$522,749	\$1,027,577
2040/41		\$708,260	\$(561,171)	\$522,749	\$38,422	\$0	\$1,174,665
2041/42		\$718,883		\$0	\$0	\$0	\$1,893,549
2042/43		\$729,667		\$0	\$0	\$0	\$2,623,215
2043/44		\$740,612		\$0	\$0	\$0	\$3,363,827
2044/45		\$751,721		\$0	\$0	\$0	\$4,115,548
2045/46		\$762,997		\$0	\$0	\$0	\$4,878,545
2046/47		\$774,442		\$0	\$0	\$0	\$5,652,986
2047/48		\$786,058		\$0	\$0	\$0	\$6,439,045
2048/49		\$797,849		\$0	\$0	\$0	\$7,236,894
2049/50		\$809,817		\$0	\$0	\$0	\$8,046,711
2050/51		\$821,964		\$0	\$0	\$0	\$8,868,675
<b>TOTAL</b>		<b>\$17,286,239</b>	<b>\$(8,417,564)</b>	<b>\$5,000,000</b>	<b>\$3,417,564</b>		<b>\$8,868,675</b>

## Section 6

## Conclusion

Notwithstanding the University's past success with energy management programs, including that of the program currently in progress, energy reduction opportunities remain. Implementation of the *ENVISION 2.0* program and the related new technologies is warranted to keep the University's energy bill as low as is cost effectively feasible, reduce consumption of non-renewable resources, minimize environmental impact, and demonstrate an on-going commitment to sustainability.

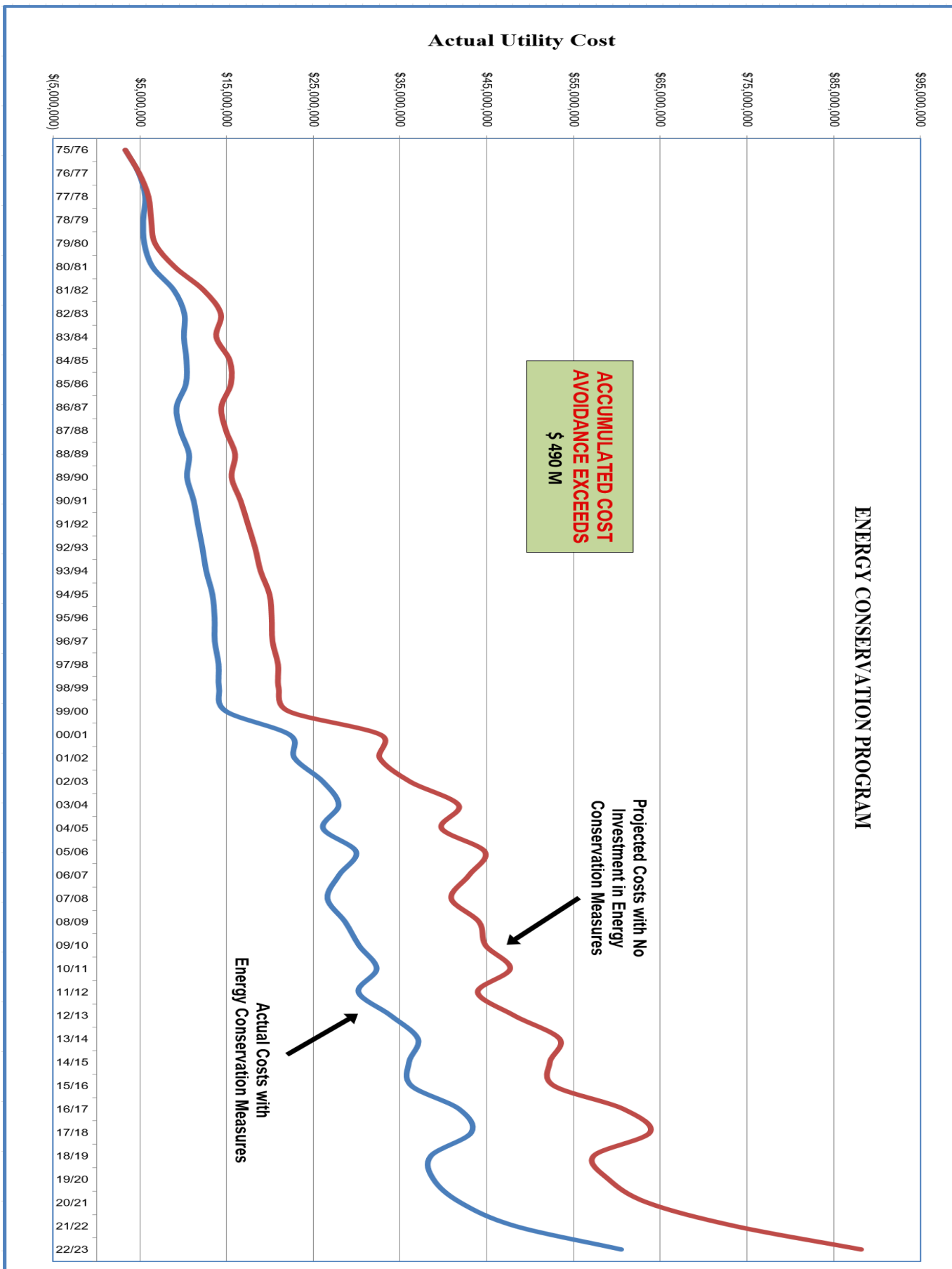
Through the *ENVISION 2.0* program, the University will realize significant benefits from taking advantage of opportunities in Smart Labs deployments, demand based ventilation, LED lighting retrofits across all campus locations, broadening the implementation of energy analytics, and the continued deployment of distributed, alternative, and renewable generation technologies.

Projections indicate that at the conclusion of *ENVISION 2.0*, the University's annual utility cost avoidance will be over \$2.9 million and CO<sub>2</sub> emission reductions will be approximately 20,000 tonnes annually.

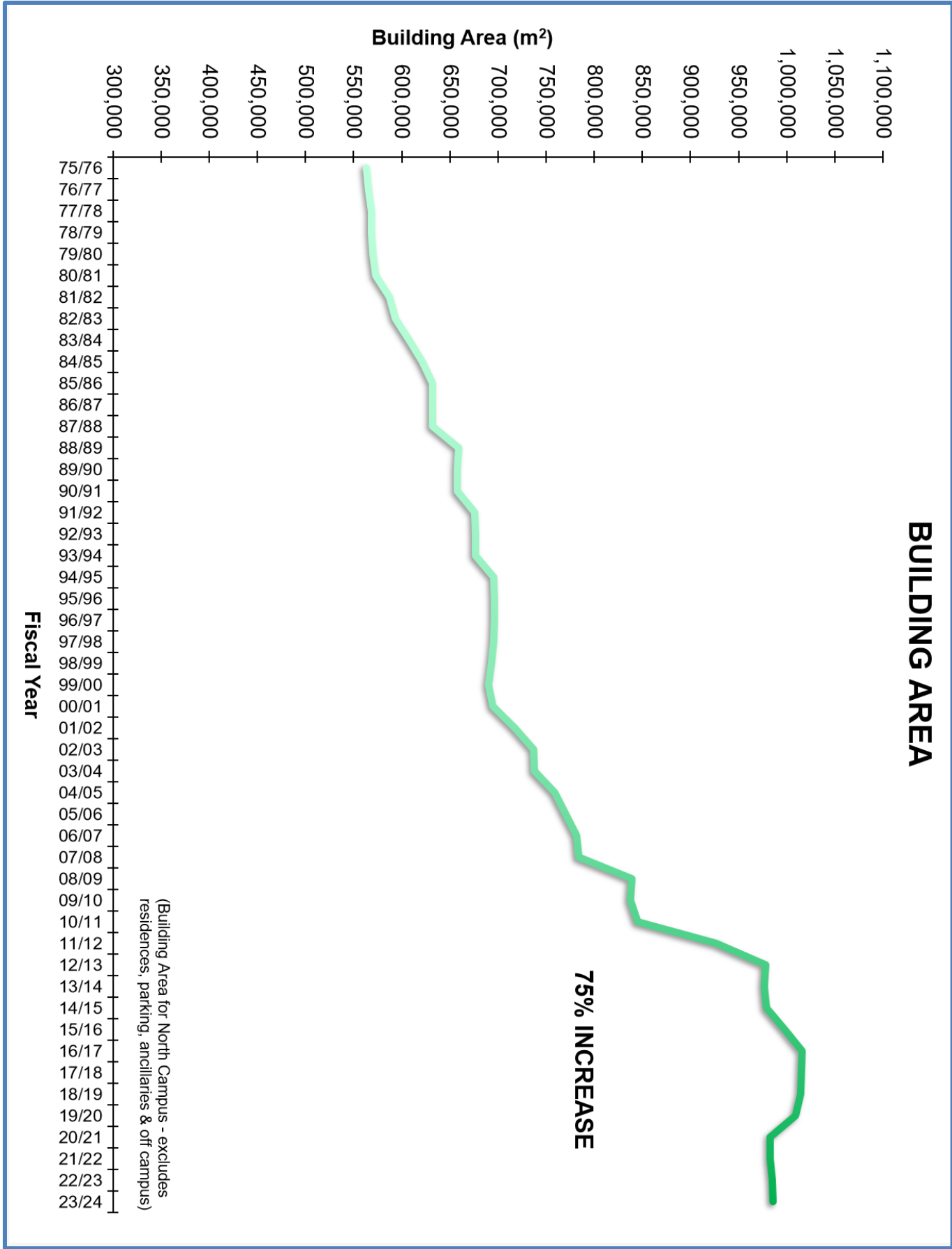
# Appendices

1. Utility Costs
2. Building Area
3. Electrical Consumption
4. Steam Consumption
5. Water Consumption
6. Total Energy Intensity
7. *ENVISION 1.0* Program Performance
8. Greenhouse Gas Profile

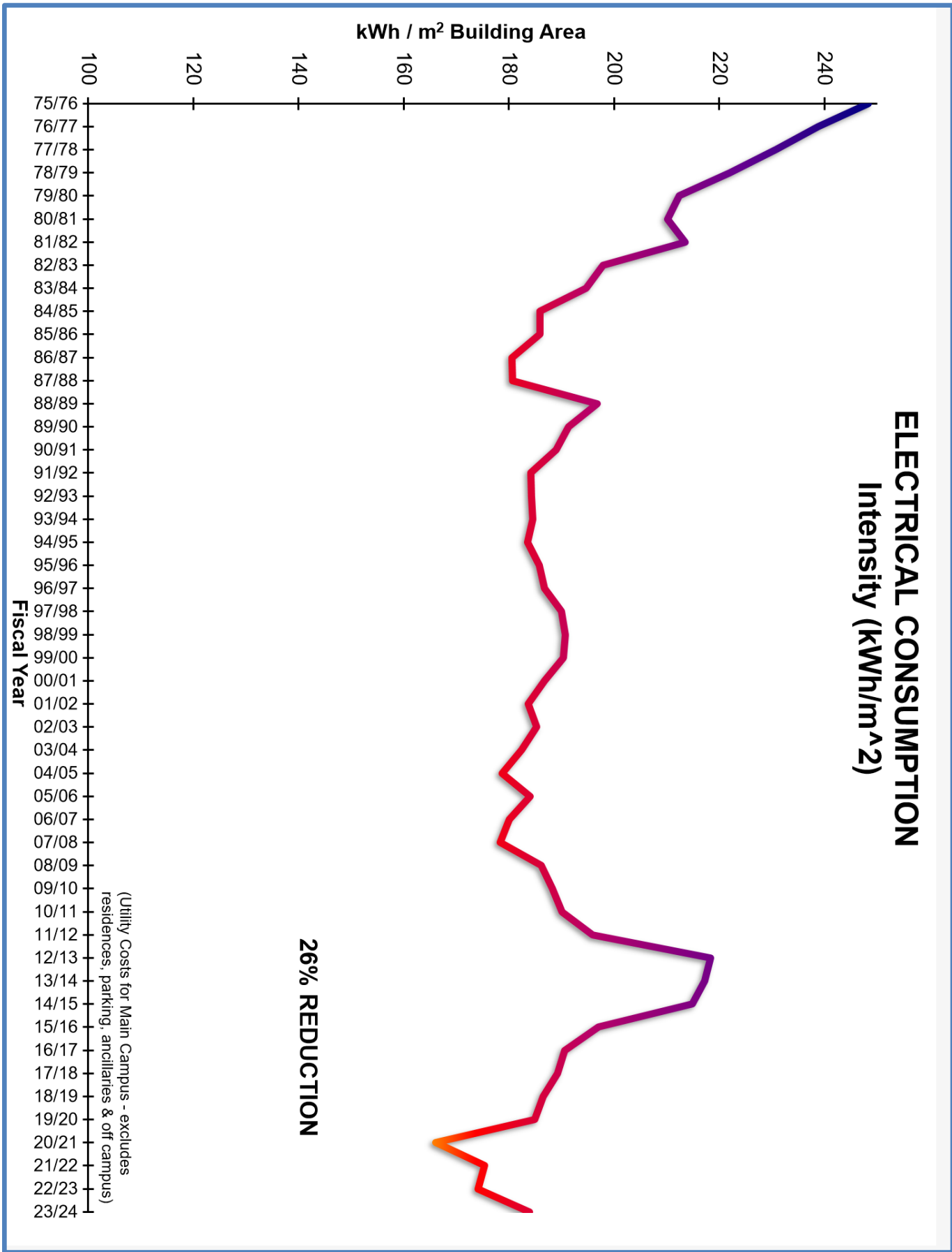
# Appendix 1 Utility Costs



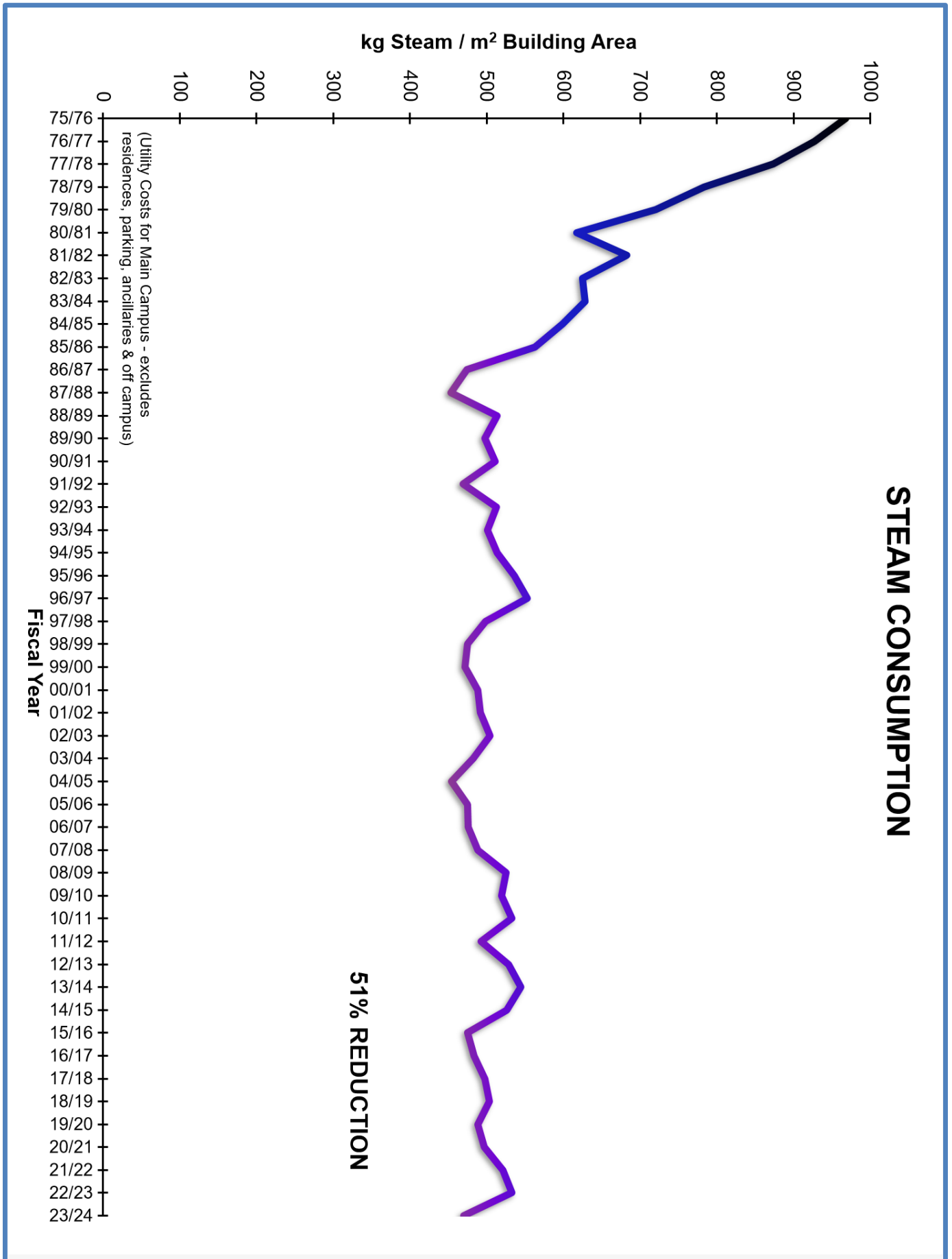
## Appendix 2 Building Area



# Appendix 3 Electrical Consumption

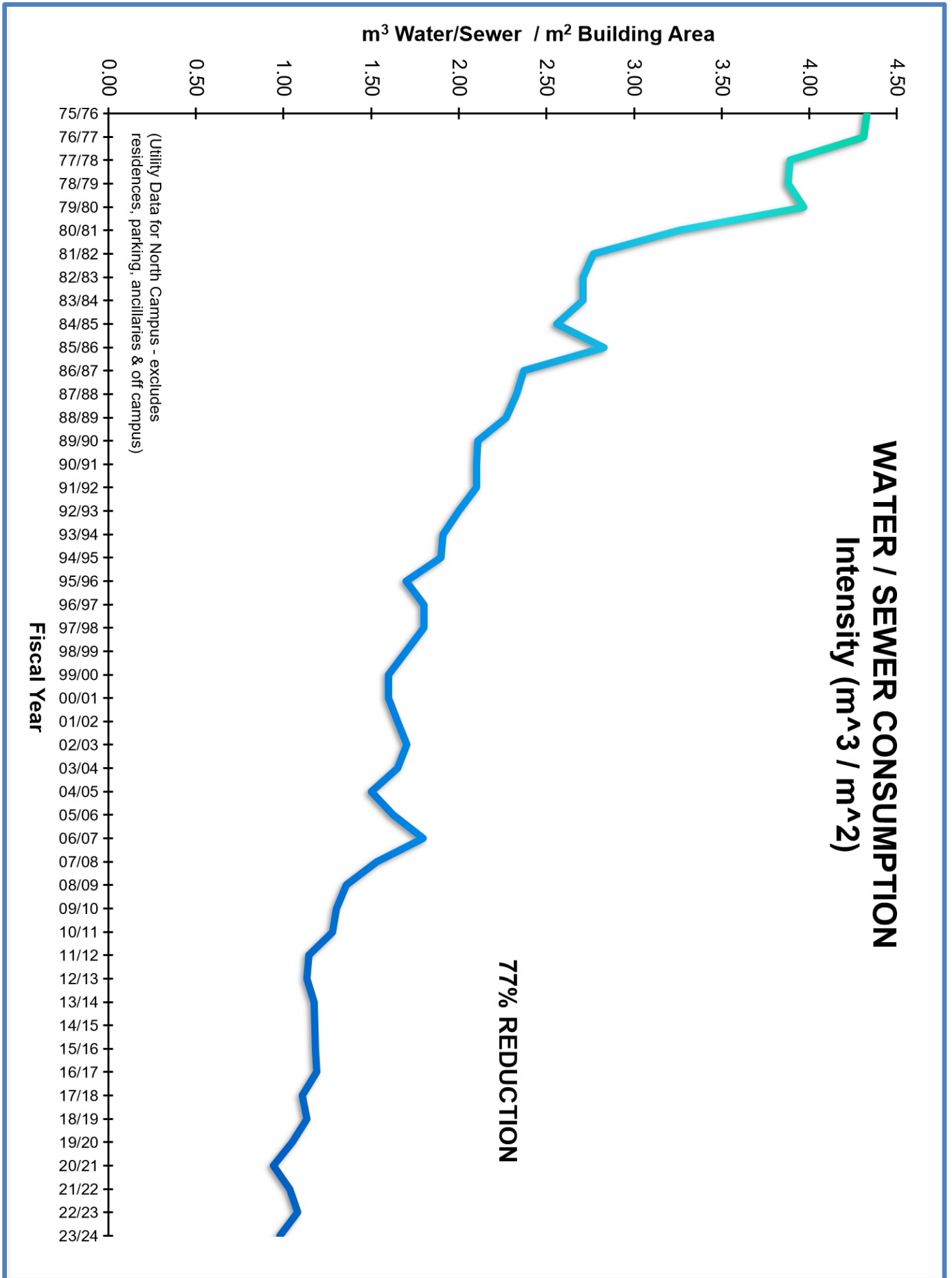


## Appendix 4 Steam Consumption

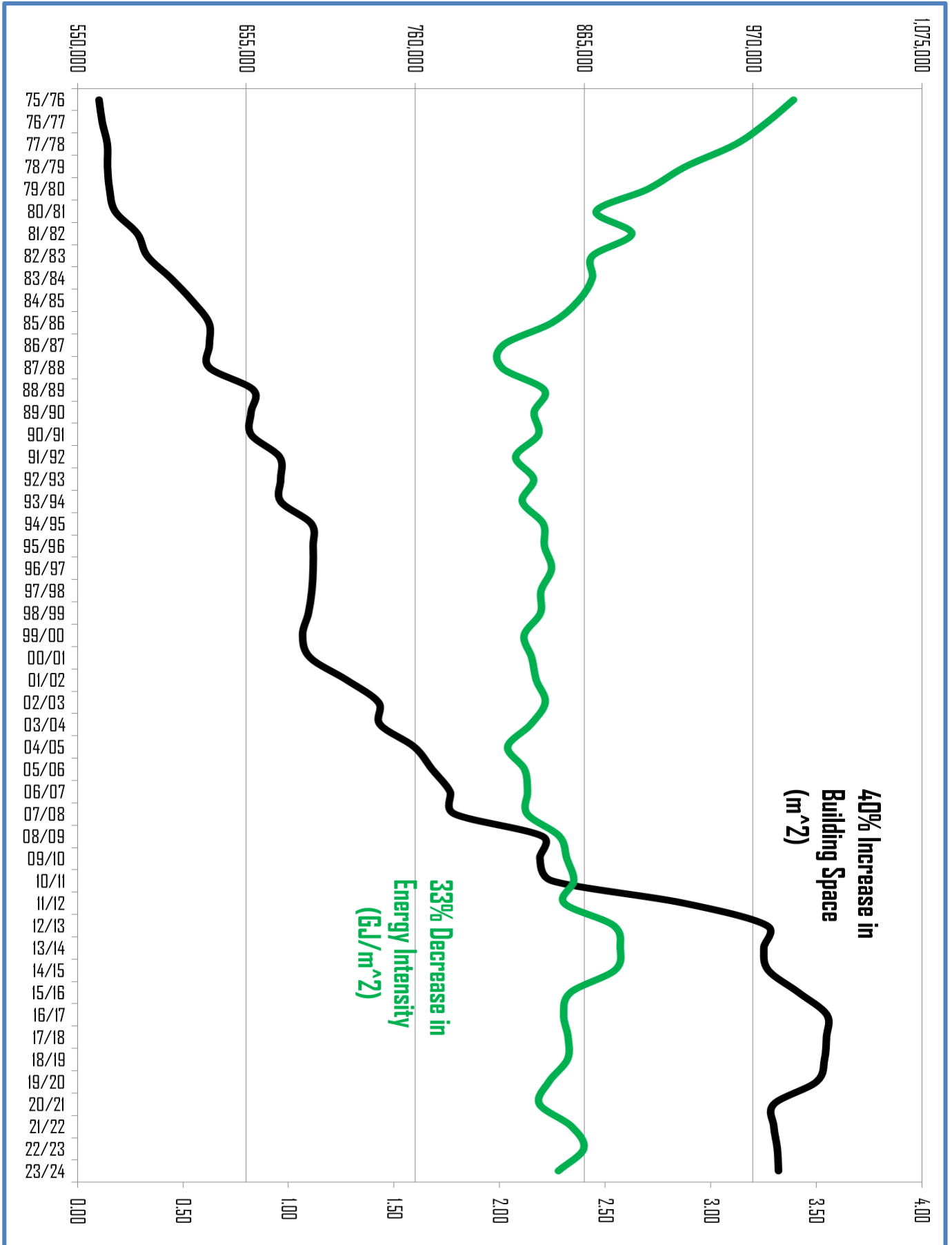




## Appendix 5 Water Consumption



## Appendix 6 Total Energy Intensity



## Appendix 7 ENVISION 1.0 Program Performance

Phase 1 Start Date	Total Project Cost	Annual Savings	Loan Interest Rate
June 2015	\$ 5 million	\$1.6 million	2.676%
<b>ENVISION 1.0 Phase 1 Projects</b>			
CCIS Demand Based Laboratory Ventilation			
Li-Ka Shing Demand Based Laboratory Ventilation			
NREF Demand Based Laboratory Ventilation			
ECV Infill Residences Energy Efficiency Measures			
Peter Lougheed Leadership College Energy Efficiency Measures			
RTF Lighting Retrofit			
Human Ecology LED Lighting Retrofit			

Phase 2 Start Date	Total Project Cost	Annual Savings	Loan Interest Rate
December 2016	\$ 5 million	\$1.8 million	2.459%
<b>ENVISION 1.0 Phase 2 Projects</b>			
Augustana Residence Lighting Retrofit			
Camrose Performing Arts Centre (CPAC) Energy Efficiencies and Renewable Energy			
PAW Centre Energy Efficiencies and Renewable Energy			
Katz Demand Based Laboratory Ventilation			
South Academic Building Window Replacement			
Car Park Lighting Retrofits (Ed, ECERF, Timms / Telus, Southfield, Stadium, Windsor)			

Phase 3 Start Date	Total Project Cost	Annual Savings	Loan Interest Rate
June 2017	\$ 9 million	\$1.8 million	2.420%
<b>ENVISION 1.0 Phase 3 Projects</b>			
Multiple CHP Installations (4X)			
Occupancy Based Space Ventilation Implementations			
Waste to Energy High Solids Anaerobic Digester Facility (HSADF)			
Campus Saint-Jean – Mechanical / HVAC Upgrades			
Pump System VSD's and Controls - Medical Sci, Bio Sci, CSB			
Domestic Water Reduction – General Services Building			
Chemistry Complex – Demand Based Laboratory Ventilation			
Augustana - Mechanical / HVAC Upgrades			
Saville – LED Lighting Retrofits / Mechanical & HVAC upgrades			
Augustan Campus – PV Installation			
South Campus – Lighting retrofits			
SUB - Renovations			

Phase 4 Start Date	Total Project Cost	Annual Savings	Loan Interest Rate
June 2019	\$ 8 million	\$2 million	2.872%

**ENVISION 1.0 Phase 4 Projects**

North Campus - Service corridor & Pole mounted LED retrofit

BARB Mechanical Efficiency Enhancements

North Campus - Multiple building steam trap upgrades

MSL Enhanced Energy Efficiency Measures

University Commons Enhanced Energy Measures

HMRC - Tie-in to Li Ka Shing turbine generator

Lister Complex Renewals

Greenhouses LED Retrofits

Swine Research Facility - HVAC / Mechanical system upgrades

CMEB Demand Based Laboratory Ventilation

Phase 5 Start Date	Total Project Cost	Annual Savings	Loan Interest Rate
December 2023	\$ 8 million	\$ 0.9 million	3.885%

**ENVISION 1.0 Phase 5 Projects**

NINT – Demand Based Laboratory Ventilation & LED Retrofit

North Campus – Pole Mounted LED Retrofits

CMEB Lab Enhancements

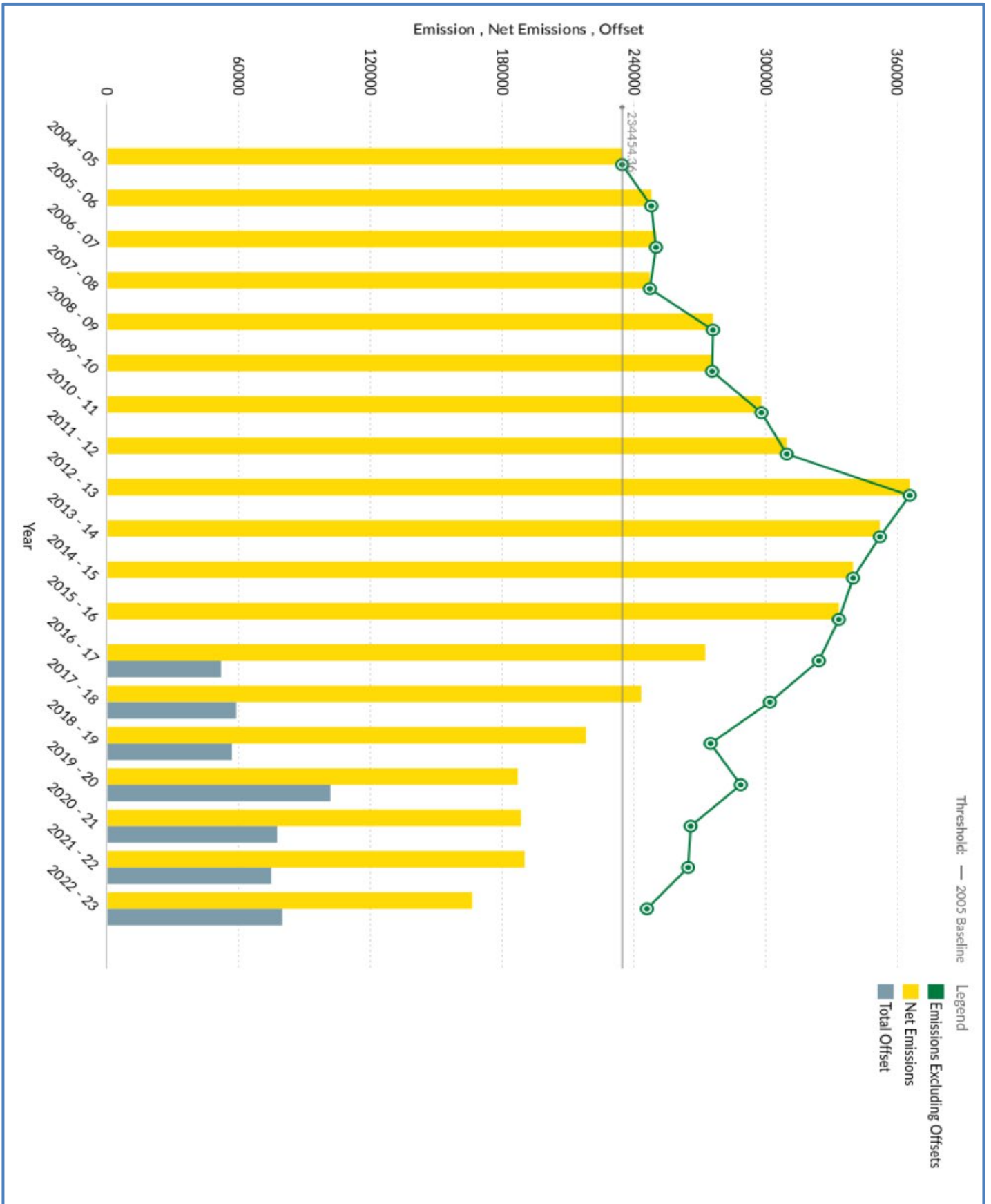
First Peoples House Enhanced Energy Measures

Tory Mechanical Enhanced Measures

Myer Horowitz Enhanced Energy Measures (PV)

ENVISION 1.0 Total Project Cost	Annual Savings
\$ 35 million	\$ 8.1 million

## Appendix 8 ENVISION 1.0 Greenhouse Gas Profile



RESOLUTION OF THE GOVERNORS OF THE  
UNIVERSITY OF ALBERTA (the "**Board**")

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**WHEREAS:**

- A. The Board, to carry out the purposes of the University of Alberta, considers it appropriate and necessary to proceed with the implementation of the first phase of the five-phase Envision 2.0 energy management program at a currently budgeted cost of CAD \$5,000,000.00 ("**Project**"); and
- B. The Board considers it appropriate and necessary to borrow funds from the lender described in this resolution.

**BE IT RESOLVED THAT:**

- 1. Pursuant to Section 73 of the *Post-secondary Learning Act* (Alberta), and subject to the prior approval of the Minister of Advanced Education, the Board, for the purposes of the University of Alberta, authorizes and approves the borrowing of an amount to fund the Project not to exceed FIVE MILLION DOLLARS (\$5,000,000) in Canadian funds (the "**Loan**").
- 2. The Loan be:
  - (a) from a lender which is Treasury Board and Finance Authority (the "**Lender**") in an amount not to exceed FIVE MILLION DOLLARS (\$5,000,000) in Canadian funds;
  - (b) for a term not to exceed 15 years;
  - (c) at an interest rate not to exceed 7.35% per annum.

And that within the parameters set out in this section 2, the establishment of the amount, term and interest rate be made by the Vice-President (University Services, Operations and Finance).

- 3. To secure repayment of the Loan, the Board grant to the Lender such security as may be required by the Lender and agreed to by the Vice-President (University Services, Operations and Finance).
- 4. The Vice-President (University Services, Operations and Finance) be and is hereby authorized for and on behalf of the Board to:

- (a) negotiate, execute and deliver to the Lender such notes, bonds, debentures or other securities in such form, with or without seal, and containing such terms and conditions related to amount, denomination, time and place of payment, principal and interest and redemption as the Lender requires as a condition of the Loan;
  - (b) include in the security the Lender requires as a condition of the Loan all such securities, debentures, charges, pledges, mortgages, conveyances, assignments and transfers to or in favour of the Lender of all or any property, real or personal, moveable or immovable, owned by the Board or in which it may have an interest as the Lender may require; and
  - (c) give the Lender any other documents or contracts necessary to give or furnish to the Lender the security or securities required by the Lender including without limiting the generality of the foregoing, all or any receivables, book debts due or growing due, stocks, bonds, insurance policies, promissory notes, bills of exchange and securities of all kinds.
5. All agreements, securities, documents and instruments proposing to be signed, made, drawn, accepted, executed, or endorsed as provided in this resolution shall be valid and binding on the Board.
6. The Lender shall be furnished with a signed copy of this resolution.
7. This resolution may be executed and delivered in digital form or by any other electronic means including execution by electronic signature and may be delivered by transmission in electronic format, including portable document format (PDF) or tagged image file format (TIFF), and if so executed and delivered this resolution will be for all purposes effective as if the Board had delivered and executed the original resolution.

The undersigned consents to the resolution herein recorded as evidenced by the signature set out below as of the \_\_\_\_ day of December, 2024.

**THE GOVERNORS OF THE UNIVERSITY OF ALBERTA**

Per: \_\_\_\_\_  
Kate Chisholm, KC  
Chair



**Decision**  **Discussion**  **Information**

**ITEM OBJECTIVE:** To consider to consider a revised version of the Board of Governors bylaws, which have been recommended for approval by the Board of Governors by the Board Governance Committee, and, if desired, approve of the same.

<b>DATE</b>	December 13, 2024
<b>TO</b>	Board of Governors
<b>RESPONSIBLE PORTFOLIO</b>	University Governance

**MOTION:** THAT the Board of Governors (the “**Board**”), on the recommendation of the Board Governance Committee, approve revised Board Bylaws in the form presented to the Board, such revised Board Bylaws to take effect January 6, 2025.

**EXECUTIVE SUMMARY:**

Background

**1. Revised Bylaws**

The revised Board Bylaws (the “**Bylaws**”) came before the Board Governance Committee (“**BGC**”) at its meetings on October 2, 2024 and November 20, 2024, and have been recommended by that committee for approval by the Board.

To summarize the proposed revisions to the Bylaws:

**a. Key Definition Changes:**

- A definition of “*Confidential Information*” has been added. This addition seeks to avoid ambiguity and ensure that all Governors clearly understand what constitutes confidential information.
- A definition of this nature also helps hold individuals accountable for breaches of confidentiality by providing a reference point for what information needs to be protected.

**b. Governance and Decision-Making Procedures:**

- Strengthened procedures around board meeting conduct, including refinements to the rules governing open, closed, and *in-camera* sessions.
- Voting procedures were enhanced, especially around electronic or written voting, ensuring greater transparency and efficiency.
- The new Section 5.11 provides that procedural rules and guiding principles (as currently exist or may be adopted by the Board from time to time) are appendices to the bylaws. Such rules and guiding principles will now have a more direct and substantial connection to the bylaws.





**ITEM NO. 6c**

For example, the Board currently has “*Principles for Board Delegation of Authority*” and “*Principles for Board Standing Committee Composition*”, and is expected to adopt “*Guidance for the Use of Consent of Agendas*”. Should this new Section 5.11 be adopted, these documents would respectively become Appendices 5.11(a), 5.11(b), and 5.11(c) to the bylaws.

**c. Protection from Liability and Indemnity:**

- Revised language for indemnity and insurance coverage for Governors, with a focus on clarifying the conditions under which board members are protected from liability.

**d. Updates on Committee Operations:**

- Detailed updates on committee membership, quorum, and meeting procedures, allowing for improved operational clarity, flexibility, and oversight of the university’s risk and policy frameworks.
- The new Section 7.10 specifies certain responsibilities for Board committees to consider in the course of conducting their work. These responsibilities were included in each Board committee terms of reference, however, University Governance believes it valuable to have these responsibilities set out in the bylaws and restated in Board committee terms of reference where appropriate.

An all-inclusive track changes version of the Bylaws are attached, along with a clean copy of the same.

**2. Code of Conduct**

It was noted during the meetings of BGC on October 2 and November 20 that University Governance has reviewed the Code of Conduct, which was last revised on March 9, 2022 and no further revisions are being recommended at this time.

Risk Discussion / Mitigation of the Risk

The governance framework of the Board is central to ensuring regulatory compliance, institutional integrity, and effective decision-making. The Bylaws must safeguard the integrity of the Board's decision-making processes and maintain the University's reputation for sound governance. This includes ensuring transparency, accountability, and adherence to ethical standards across all Board operations. To mitigate risks related to operational inefficiencies or ambiguities, the Bylaws seek enhanced clarity, practicality, and direct support of the Board’s strategic objectives.

Authority

Board Governance Committee, Terms of Reference, at s. 2.m)  
ISO 37000, *Governance of organizations - Guidance*, at s. 6.3.3.1.2.f)

**SUPPORTING MATERIALS:**

1. Attachment 1: Revised Bylaws (track changes) (19 pages)
2. Attachment 2: Revised Bylaws (clean copy) (18 pages) – for approval
3. Attachment 3: [Board Code of Conduct](#) (11 pages) - shared by link
4. Attachment 4: ISO 37000, *Governance of organizations - Guidance*, at s. 6.3.3.1.2.f) (1 page)



UNIVERSITY  
OF ALBERTA

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# Board of Governors Bylaws

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Last revised: [\*\*\*], 2024~~Last revised: May 13, 2022~~

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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

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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;
- ~~b)c)~~ **“BARC”** means the Board Audit and Risk Committee, or its successor Committee;
- ~~e)d)~~ **“Board”** means the corporation continued under the Act and legally referred to as “The Governors of The University of Alberta”~~means the Board of Governors of the University of Alberta;~~
- ~~e)e)~~ **“BGC”** means the Board Governance Committee, or its successor Committee;
- ~~e)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;
- ~~f)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;

g)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;

h)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~~the office or position terminates;~~

i)n) **“FOIP”** means the *Freedom of Information and Protection of Privacy Act* (Alberta), as amended from time to time;

j)o) **“Governor”** means a member of the Board;

k)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;

l)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;

m)r) **“Meeting Year”** means the period from September to June in each year;

n)s) **“Minister”** means the Minister responsible for the Act;

o)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;

p)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;

q)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;

r)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;

s)z) **“University”** means the University of Alberta; and

t)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

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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

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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

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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

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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

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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

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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

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

## 2.3 Recruitment

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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 is the governing body established by the Act and has the powers, duties, and authority set out in the Act.~~ **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

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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, ~~Governors will~~** 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 Conflict of Interest Act~~, 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**

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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**

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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**

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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.~~The quorum for all Board meetings is a simple majority of the Governors currently on the Board.~~

### 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-Act 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.
  - ~~iii.iv. **Broadcast:** Approved minutes of open sessions of Board meetings may be posted on the University website at the discretion of the University Secretary.~~

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

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Agendas will be developed by the Chair and the President (or delegate), produced and reviewed in accordance with ~~University Secretariat~~ 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

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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 Minutes~~

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~~Minutes of meetings of the Board will be summaries of decisions made and discussions held. The Board Secretary will ensure that, with the exception of in-camera sessions, minutes are recorded, approved, and distributed, for all Board meetings.~~

### 5.105.9 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.

### 5.115.10 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

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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. The Board may use an electronic or written process for voting on motions outside of its regular meeting schedule. The Chair may designate matters that may be decided by electronic or written vote of the voting Governors. The outcome of an electronic or written vote will be reported at the next regular meeting of the Board and a record contained in the minutes of that meeting. A motion passed in this manner will be of the same force and effect as if it had been duly passed at a meeting.~~

### 6.3 Conflicts of Interest

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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

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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

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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

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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 Mmembers 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, Aa 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**

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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**

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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 Board Standing Committees**

---

The Board's Standing Committees are:

- a) ~~Audit and Risk Committee;~~
- b) ~~Finance and Property Committee;~~
- e) ~~Governance Committee;~~
- d) ~~Human Resources and Compensation Committee;~~
- e) ~~Investment Committee;~~
- f) ~~Learning, Research, and Student Experience Committee; and~~

~~Reputation and Public Affairs Committee.~~

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#### **7.10 General Committee Considerations**

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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**

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Within a reasonable period of time after ~~Upon~~ 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**

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

of the Board.

### 9.3 Assessment

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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

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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

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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

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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.



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# Board of Governors Bylaws

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Last revised: [\*\*\*], 2024

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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

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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**

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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**

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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**

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

### **2.3 Recruitment**

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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

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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

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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

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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

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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

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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

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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

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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

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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

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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

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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**

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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**

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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**

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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**

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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**

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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

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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

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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

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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

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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

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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

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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

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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**

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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**

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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**

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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**

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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**

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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**

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- 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

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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

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

### 9.3 Assessment

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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

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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

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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

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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

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- 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

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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.

When setting the strategic outcomes and guiding the organizational strategy, the governing body should consider the organization's internal and external context, including:

- a) the organizational purpose, the application of the organizational values and the organization's value generation model;
- b) the envisaged time scales of the strategic outcomes and of the organizational strategy;
- c) the organization's risk landscape;
- d) the defined value generation objectives;
- e) the interdependence between the natural environment, social and economic context – the organization's material impact on the context and its material impact on the organization;
- f) the organization's need for, and access to, resources, including financial resources;
- g) the quality and nature of stakeholder relationships and effectiveness of stakeholder engagement;
- h) the organization's impact on stakeholders;
- i) the organization's strengths, weaknesses, competitive positioning and operational resilience;
- j) relevant stakeholder expectations;
- k) potential opportunities for innovation.

**6.3.3.1.2 Establish governance policies**

The governing body should establish governance policies and ensure that these:

- a) clarify the governing body's intentions and expectations with respect to the organizational purpose, organizational values and the organization's value generation objectives;
- b) clarify delegations within the organization, including in relation to the strategy process;
- c) define the structures (e.g. committees) and roles involved in the governance of the organization, including their authority, responsibilities, performance and reporting requirements;
- d) provide guidance on what, rather than detailing how, responsibilities are to be fulfilled;
- e) set expectations for internal controls, compliance, risk management and risk taking;
- f) clarify the manner in which the governing body itself is to operate and govern the organization;**
- g) address the governing body's own commitment to continual improvement;
- h) are regularly reviewed, and updated as necessary, to ensure that they remain aligned with the organization's constituting documents, and the organization's changing context, and are based on relevant guidance and best practices such as standards and codes.

The governing body should ensure that the governance policies are effectively applied across the organization and that they achieve the governing body's intentions.

The governing body should ensure that those to whom they delegate are empowered to create management policies, which are consistent with the governance policies, and are also empowered to provide proposals for changes to the governance policies.

The governing body should ensure that the responsibilities for developing and approving all policies are clear and that governance policies are not open to change without the governing body's agreement.

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**AGENDA ITEM NO. 6d.****Decision**  **Discussion**  **Information** 

**ITEM OBJECTIVE:** The objective of this item is to consider and discuss proposed amendments to the existing procedure for evaluating university vice-presidents for re-appointment, and, if desired, approve the same.

<b>DATE</b>	December 13, 2024
<b>TO</b>	Board of Governors
<b>RESPONSIBLE PORTFOLIO</b>	President and Vice-Chancellor

**MOTION:** THAT the Board of Governors (the “**Board**”), on the recommendation of the Board Human Resources and Compensation Committee (“**BHRCC**”), approve the revised *Vice-Presidential Review Procedure* in the form presented to the Board.

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**EXECUTIVE SUMMARY:**

The revisions to the *Vice-Presidential Review Procedure* went to the General Faculties Council as an information item at its meeting on November 18, 2024, and were reviewed and discussed by BHRCC at its meeting on November 26, 2024. BHRCC recommended the revisions for approval by the Board, subject to the completion of certain minor revisions to the document by University Governance, which are discussed in more detail below.

Background

The University’s [Vice-Presidential Review Procedure](#) (the “**Procedure**”) was originally approved by the Board on December 11, 2009, and amended on June 14, 2024, to reflect the creation of the Office of the Vice-President (International and Enterprise).

Further amendments are now proposed to differentiate the review processes for two specific vice-presidential portfolios:

- Vice-President, University Services, Operations and Finance (“**VPUSOF**”); and
- Vice-President, External Relations (“**VPER**”).

These positions are typically held by individuals who, at the conclusion of their term, are **not** expected to return to academic appointments within the University (referred to herein as “**Academics**”).



**AGENDA ITEM NO. 6d.**

During its meeting on November 26, the BHRCC reviewed the revised Procedure, which initially proposed distinct review processes for vice-presidents based on whether the officeholder was an Academic. However, following consultative feedback from the AASUA,<sup>1</sup> this approach was revised.

The updated Procedure now distinguishes the review processes for VPUSOF and VPER based on the nature of these roles rather than the office holder's status as an Academic. These positions are generally not held by Academics, but if an Academic does occupy one of these roles, they will not be subject to review by an advisory review committee solely because of their status as an Academic.

Under the proposed changes, decisions to reappoint vice-presidents will remain with the Board. However, for all vice-presidential positions except VPUSOF and VPER, the decision will be informed by advice and recommendations from a review committee. For VPUSOF and VPER, the Board will instead rely on advice and recommendations from the President of the University.

In addition to the foregoing, and at the direction of the BHRCC, changes have been made to the Procedure to reflect that the Office of the Vice-Provost (Equity, Diversity and Inclusion) will be known going forward as the Office of the Vice-Provost (Access, Community and Belonging).

Analysis / Discussion

It is reasonable and appropriate to make a distinction between the review processes for the VPUSOF and the VPER for the following reasons:

1. **Complexity of Academically Oriented Portfolios**: The responsibilities of the academically oriented portfolios<sup>2</sup> often involve intricate academic and research-related matters that benefit from the input of multiple perspectives within the academic community. A review advisory committee provides a more comprehensive and nuanced evaluation of these areas, compared to a single individual review.
2. **Administrative vs. Academic Functions**: The VPUSOF and VPER roles are more appropriately assessed based on administrative performance, making a direct review by the President more suitable and efficient.

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<sup>1</sup> Pursuant to the Collective Agreement, the Board cannot change procedures that affect the terms and conditions of employment of AASUA members without prior consultation with AASUA. Part of those terms and conditions of employment is a responsibility on the part of members to be actively engaged in service to the University. As the changes to the Procedure limit an opportunity for AASUA members to serve on an advisory review committee, the document was sent to AASUA to provide consultative feedback.

<sup>2</sup> Provost and Vice-President (Academic), Vice-President (Research and Innovation), and Vice-President (International and Enterprise).

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**AGENDA ITEM NO. 6d.**

3. ***Efficiency and Streamlined Decision-Making***: For the VPUSOF and VPER, the scope of their duties is often more operational or managerial in nature, which can be effectively evaluated by the President. This streamlines the review process and allows for quicker decision-making in areas where input from the academic community is less critical.

**Risk Discussion / Mitigation of the Risk**

The current approach to reviewing incumbent vice-presidents, which involves the formation of an advisory review committee in every case, is administratively burdensome. It does not adequately account for the differences between vice-presidential portfolios within the University setting. Approving the proposed revisions to the Procedure will alleviate administrative burden and help to ensure that vice-presidential review processes are aligned with the University's broader goal to augment administrative efficiency.

**Authority**

*Post-secondary Learning Act*, S.A. 2003, c. 19.5, at s. 82.

Board Human Resources and Compensation Committee Terms of Reference, at s. 2.m).

Collective Agreement between The Governors of the University of Alberta and The Association of the Academic Staff of the University of Alberta, July 1, 2020 to June 30, 2024, at s. A2.04.

**SUPPORTING MATERIALS:**

Revised Procedure (clean) [Attachment 1](#)

Revised Procedure (track changes) [Attachment 2](#)