



## ACADEMIC COUNCIL REPORT

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**DATE:** May 16, 2017

**TO:** Academic Council

**FROM:** Karyn Brearley, Chair of Governance, Nominations and Human Resources Committee (GNHR)

**SUBJECT:** By-law Review Project Overview

### A. Purpose

The Purpose of this memorandum is to provide an update to Academic Council on the Board's By-law Review Project.

In June, GNHR intends to request the Board's approval of new By-laws. The existing By-law No. 1 is the original and only university by-law. It is outdated and in some cases inconsistent with UOIT's governing legislation. In addition, several years ago Academic Council (AC) requested a review of those sections of the By-law governing AC.

This memorandum summarizes information shared in the April Academic Council meeting and is provided as a cover note to a draft of the amended By-Law Number 1 for information as requested by Academic Council at the April meeting.

### B. Background/Context

#### Why Review the By-law?

At the request of the Board, GNHR established the By-law Review Project Working Group in September 2015 in order to review and update the University's By-law. The purpose of the review includes: addressing inconsistencies between the By-law and the Act, identifying and remedying gaps in the By-law and reviewing the provisions relating to AC's composition and authority.

#### Working Group:

The members of the By-law Review Project Working Group are: **Cheryl Foy**, Chair, **Karyn Brearley**, GNHR Chair, **Glenna Raymond**, former Board Chair, **Robert Bailey**, Acting Provost, **Mike Eklund**, elected by AC, **Hannah Scott**, elected by AC, **Becky Dinwoodie**, support. The Working Group has met multiple times since September, 2015.

## What Guides the Group?

### Principles and Objectives:

#### **GNHR asked the Group to work consistently with the following principles:**

- Be guided by **good governance** principles - consider best practices in post-secondary institutions & outside of the university environment
- **Law** - Keep an eye on the progress of the proposed new Ontario Not For Profit Corporations Act as it progresses into law & ensure UOIT By-law is compliant
- **Efficiency** - Recognize the tools that we already have – many improvements in governance practices can be accomplished within the present framework & do not have to wait for completion of By-law review
- **Focus** on substantive issues - remain cognizant of what can be accomplished through by-law amendment & create a “Parking Lot” of related issues to be dealt with through other means & documents.

#### **GNHR approved the following objectives:**

- Strengthen bicameral governance of the University
- Support & strengthen UOIT’s collegial processes & atmosphere
- Support & strengthen communications between the Board of Governors & AC
- Increase faculty member engagement by improving the efficacy of AC & its Committees
- Improve the By-law’s consistency with the UOIT Act
- Update the By-law to take advantage of new technology & clean up unclear and/or outdated language
- Ensure the By-law is compliant

## What Changes Will Academic Council See?

### **Structure:**

**From one by-law to two:** The Group started with the AC section (Art. 8) of the By-law, which includes an updated membership of AC.

For ease of reference and to support bicameral governance, the Group will be recommending a new by-law structure to be comprised of two separate by-laws:

- By-law Number 1 – General By-law
- By-law Number 2 – Academic Council By-law

### **By-Law No. 1 Updated:**

The Group has reviewed a first draft of By-law No. 1 (**attached**). Changes are non-substantive and fall into the following categories:

- Keeping same general structure as much as possible
- Removing duplications of Act provisions from by-law (e.g. Article 3)

- Removing procedural provisions - plan is to rely on existing or develop new policy instruments
- Identify gaps for procedure development (e.g. Articles 4.1, 4.5, 4.8(c))
- Ensure consistency between by-law & Act (e.g. Article 4.11(a))
- Reorganize where it makes sense to group like topics i.e. President to have role on all Committees – move to Committee section
- Ensure language in by-law consistent with that used in related policies and procedures.

**By-Law No. 2 (New):**

Much of the Group’s work over the past year and a half has focused on the AC portion of the current By-law. We are currently working on a draft of By-law No. 2. Changes will be consistent with the list above. Specific changes are as follows:

- Composition: A key change is to the composition of AC to increase its size. Please see the **attached** slides depicting the current and proposed composition of AC. This proposal has the support of AC and GNHR.
- Clarify delegation of authority over AC process and procedures
- Clearer statement about matters on which AC will provide advice to Board and how the advice will be provided (e.g. some matters go to AC first)
- More clearly reflecting AC’s role in quality processes and tying into existing quality processes (IQAP)

**Consultation and Approval:**

**Assumptions:**

The By-laws are Board documents. They are also technical and legal in nature. As such, the focus of consultation has been on the governing bodies and senior leadership. The intent was to incorporate AC comments through regular updates to AC and through the participation of its elected representatives on the working group. At the last meeting, AC asked to see a draft of By-law No. 1 and, as such, we are circulating the draft to AC for information at the May 15, 2017 AC meeting.

**Consultation:**

- SLT – March 27, April 24 (rescheduled), June 5
- GNHR – March 29
- PAC – April 20, May 18, June 15
- Board (update) – May 3
- AC – April 18, May 15, June 20
- PACIP – June

**Approval:**

GNHR – June 7 for deliberation and recommendation  
 Board – June 22 for approval

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Item	1.3
Approved by	UOIT Board of Governors
Date approved	June 2003

**UOIT BY-LAW 1**

- [ARTICLE 1 - Interpretation](#)
- [ARTICLE 2 - Head Office and Seal](#)
- [ARTICLE 3 - Board Composition](#)
- [ARTICLE 4 - Qualification and Terms](#)
- [ARTICLE 5 - Officers](#)
- [ARTICLE 6 - Meetings](#)
- [ARTICLE 7 - Conflict of Interest](#)
- [ARTICLE 8 - Academic Council](#)
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- [ARTICLE 5 - Meetings](#)
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- [ARTICLE 7 - Executive Committee](#)
- [ARTICLE 118 - Senior Compensation Committee](#)
- [ARTICLE 129 - Committees – General Regulations](#)
- [ARTICLE 130 - Execution of Documents](#)
- [ARTICLE 141 - Borrowing](#)
- [ARTICLE 1512 - Auditors](#)
- [ARTICLE 1613 - Financial Matters](#)
- [ARTICLE 17 - Indemnities](#)
- [ARTICLE 14 - Protection of Governors](#)
- [ARTICLE 1815 - Remuneration](#)
- [ARTICLE 16 - Dispute Resolution](#)
- [ARTICLE 19 - Amendment](#)
- [ARTICLE 17 - By-laws](#)

**BY-LAW NUMBER 1 OF THE UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY**

*(being a by-law to regulate generally the affairs of the ~~university~~University)*

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the University as follows:

**DEFINITIONS**

In this By-law:

- a. ~~a.~~ "Act" means the *University of Ontario Institute of Technology Act, 2002*.
- b. ~~b.~~ "Administrative Staff" means *continuing full-time continuing and part-time continuing employees of the University who are not Governors of the Teaching Staff.*
- ~~b.c.~~ "Board" means the Board of Governors of the University.
- ~~c.d.~~ ~~c.~~ "By-laws" means this by-law and any other by-laws of the University as they exist from time to time.
- ~~d.e.~~ ~~d.~~ "Chair" means the person elected or appointed to the position of chair of the Board.
- ~~e.f.~~ ~~e.~~ "Chancellor" means the person appointed by the Board, pursuant to s. 11 of the Act, to be the chancellor of the University.
- ~~f.g.~~ ~~f.~~ "College" means ~~The~~ Durham College of Applied Arts and Technology.
- h. ~~g.~~ "Conflict of Interest" means *a situation in which a person has a personal interest that conflicts, might conflict or may be perceived to conflict with the interests of the University. Conflicts of interest may arise in relation to personal matters including:*
  - i. *Directorships or other employment;*

<sup>1</sup> Approved by the UOIT Board of Governors, June 2003 (with amendments to 8.3 (a), August 2009)

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- ii. [Interests in business enterprises or professional practices;](#)
  - iii. [Share ownership;](#)
  - iv. [Beneficial interests in trusts;](#)
  - v. [Existing professional or personal associations with the University; Professional associations or relationships with other organizations;](#)
  - vi. [Personal associations with other groups or organizations, or](#)
  - vii. [Personal or family relationships. \[INTD: This definition has been drafted to be consistent with the Government of Ontario definition applicable to LGIC appointees to the Board.\]](#)
- ~~g.i.~~ "Governor" means a member of the Board.
- ~~j.~~ ~~h.~~ ["In Camera" means a meeting, or a portion of a meeting, that includes only Governors of the Board of Governors and others invited by the Board to attend.](#)
- ~~k.~~ ["Non-Public" means a meeting that includes all Governors of the Board of Governors and those individuals invited by the Board to attend.](#)
- ~~h.l.~~ "Officer of the Board" means any duly elected or appointed officer of the Board, namely: the Chair, the Vice-Chair, the President, the Secretary, and such other officers as the Board may so designate from time to time.
- ~~i.m.~~ ~~i.~~ "President" means the person appointed to be the president, chief executive officer and vice-chancellor of the University.
- ~~n.~~ ~~j.~~ ["Public" means a meeting open to all individuals, both internal and external to the University.](#)
- ~~j.o.~~ "Secretary" means the secretary of the Board, who shall be a non-voting officer of the Board.
- ~~k.p.~~ ~~k.~~ "Student" means a student who is registered throughout the academic year as a full-time student in accordance with the academic regulations of the University.
- ~~g.~~ ~~t.~~ ["Teaching Staff" means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all others engaged in the work of teaching or giving instruction or in research at the University.](#)
- ~~t.r.~~ "University" means the University of Ontario Institute of Technology.
- ~~m.s.m.~~ "University Officer" means any duly appointed officer of the University, namely: the President and the Vice Presidents, and such other persons as may be designated from time to time by the President, [and approved by the Board.](#)
- ~~a.t.~~ ~~a.~~ "Vice-Chair" means the person elected or appointed to the position of vice-chair of the Board.
- ~~e.u.~~ ~~e.~~ "Vice-President" means a vice-president of the University.

In the event of a conflict between any provision of the Act and any provision of the By-laws, the provision of the Act prevails [to the extent of the conflict.](#)

**ARTICLE 1 - INTERPRETATION**

- 1.1 In all By-laws of the University, where the context so requires or permits, the singular shall include the plural and the plural shall include the singular, and the word "person" shall include firms and corporations.
- 1.2 In all By-laws and resolutions of the University, unless the context otherwise requires, words and expressions have the same meaning as defined in the Act.
- 1.3 References in all By-laws and resolutions of the Board to the Act shall, unless the context otherwise requires, mean and include that Act and any amendments thereto from time to time or any act that may hereafter be substituted therefor.
- 1.4 The marginal notes and headings in the body of this By-law do not form part hereof and are inserted for convenience of reference only.

**ARTICLE 2 - HEAD OFFICE AND SEAL**

- 2.1 **Head Office**

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The head office of the University shall be in the City of Oshawa in the Regional Municipality of Durham in the Province of Ontario and at such place therein as the Board may from time to time determine.

**2.2 Seal**

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

**ARTICLE 3 – BOARD COMPOSITION**

~~3.1 Pursuant to the Act, there shall be a Board, consisting of not more than 25 members, as follows:~~

- ~~a. the President, by virtue of office;~~
- ~~b. the Chancellor, by virtue of office;~~
- ~~c. three members appointed by the Lieutenant Governor in Council;~~
- ~~d. at least 12 and not more than 16 members, as determined by the Board from time to time, appointed by the Board, at least six of whom shall be members of the board of governors of the College but who are not employees or students of the College; and~~
- ~~e. four members who are students or employees of the University and who are elected by the relevant constituencies of the University.~~

**ARTICLE 4 – QUALIFICATIONS AND TERMS**

**4.1 Chancellor**

**3.1 Chancellor**

Subject to section ~~8.9(a)(iii) below~~ 10(5) of the Act, the Chancellor shall be appointed by the Board in such manner as it shall determine for an initial term of three years and the Chancellor may be re-appointed, normally for a second three-year term up to a maximum of six years.

**4.2 All Governors**

In addition to other qualifications set forth in the Act or in the By-laws, all Governors appointed under paragraphs 3 or 4 of subsection 8(1) of the Act and Governors elected under paragraph 5 of that subsection shall also meet the qualifications prescribed for directors of corporations without share capital under the *Corporations Act (Ontario), RSO 1990 (as amended or replaced)* and other qualifications which may be prescribed by legislation for governors of a university ~~University~~ in Ontario.

**4.3 Appointed Governors**

The Governors appointed pursuant to paragraphs 3 and 4 of subsection 8(1) of the Act shall be appointed in such manner as the Board will determine and shall retire in rotation so that normally one-third of such governors will retire and be appointed in each year. ~~For the initial appointments of such Governors, approximately one-third of such Governors shall be appointed to hold office until August 31, 2003, approximately one-third of such Governors shall be appointed to hold office until August 31, 2004 and approximately one-third of such Governors shall be appointed to hold office until August 31, 2005. Thereafter, the Governors appointed each year pursuant to paragraphs 3 and 4 of subsection 8(1) of the Act to fill the positions of those Governors whose term of office has expired shall be appointed for a term of not more than three years, the term beginning on the first day of September immediately following the appointment.~~ Normally, the term begins on the first day of September.

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**3.4.4 Elected Governors**

In accordance with paragraph 5 of subsection 8(1) of the Act, four of the Governors shall be elected as follows:

- a. two shall be elected by and from among the full-time ~~teaching staff~~ and part-time ~~Teaching Staff~~ (as defined in the Act) of the University;
- b. one shall be elected by and from among the ~~full-time staff~~ Administrative Staff of the University ~~who are not "teaching staff";~~; and
- c. one shall be elected by and from among the Students.

~~4.5 Governors elected by and from among the employees of the University under paragraph 5 of subsection 8(1) of the Act. The Board shall approve the rules and regulations governing the election of the Teaching and Administrative Staff. Teaching and Administrative Staff Governors shall be persons who, at the time of their election and during their term on the Board, are employed full-time by the University. The term of office of each such Governor shall be for not more than three years beginning on the first day of September immediately following the said election. Such a Governor shall be eligible for re-election subject to the (6 year) limitation contained in subsection 8(6) of the Act. Each such Governor~~ Governors shall automatically cease to hold office if he or she ceases they cease to be a full-time employee employees of the University.

~~The term of office of each Governor who is a Student shall be one year with the term beginning on the first day of September immediately following the election. Such a Governor shall be eligible for re-election subject to the (3, 6 year) limitation contained in subsection 8(6) of the Act. Each such Governor shall automatically cease to hold office if he or she ceases to be a Student except that such a Governor whose term starts on September 1 in a year shall be entitled to serve a full one-year term if that person continues to be a Student throughout the academic year.~~

~~Notwithstanding the foregoing, the term of office shall begin on September 1, 2003 for each Governor referred to in section 4.4 above who is elected for the academic year commencing on September 1, 2003.~~

~~The Board shall approve the rules and regulations governing the election of such employees and Students.~~

**4.6 Number of Years of Service**

~~A person shall not be a Governor for more than six consecutive years. Any such Governor shall again be eligible for election after one year's absence from the Board.~~

**4.7 Notice of Expiring Terms**

~~Each year by January 31, the Secretary shall advise the Board in writing of the names of the Student Governors whose terms will expire. Student Governors shall be persons who, at the time of their election and during the current year their term on the Board, are registered and in good standing. Such Governors shall automatically cease to hold office if they cease to be registered as Students in good standing.~~

**4.8 3.7 Membership Vacated**

The membership of a Governor is vacated when:

- a. such Governor resigns or ceases to be eligible for appointment or election to the Board;
- b. such Governor becomes incapable of acting as a Governor and the Board declares such membership vacant; ~~or~~
- c. within any twelve month period, a ~~member~~ Governor of the Board, other than an ex-officio ~~member~~ Governor and a ~~member~~ Governor having been granted a leave of absence by the Board, is absent for four consecutive regular meetings of the Board, or attends less than 50 ~~percent~~ per cent of

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such regular meetings in any year from September 1 to August 31. In any such case, the Board may, by resolution, declare his or her membership vacant ~~;~~ or

~~4.9 The~~ the Board ~~shall have the right~~, in its sole and absolute discretion ~~to declare, rescinds a Governor's~~ Governor's membership ~~in~~ on the Board ~~vacant where a~~ on the basis that the Governor has not met the standard of conduct ~~referred to in section 4.12 set out herein or described in other applicable Board policies or agreements.~~

~~4.10-3.8~~ The Board's declaration that a Governor's membership ~~in~~ on the Board is vacated shall be made by a resolution of the Board carried by at least two-thirds of the votes cast by the Governors at a meeting of the Board ~~held. Such declaration may not less than 30 days be made until~~ after the delivery of written notice of the proposed declaration of the Board and the reasons therefor ~~have been delivered by ordinary mail~~ to the address of the Governor as it appears ~~affected at such electronic or other address appearing~~ in the records of the Board.

The resolution declaring the vacancy in the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.

**~~4.11~~ Filling Vacancies on the Board**

~~Where a vacancy on the Board occurs before the term of membership for which that person had been appointed or elected has expired;~~

- ~~a. if the vacancy is that of an appointed Governor, the vacancy may be filled in a timely fashion by the same authority which appointed the person whose membership is vacant; and~~
- ~~b. if the vacancy is that of an elected Governor, the Board in its sole discretion shall determine if and when the vacancy is to be filled and, if so, the manner and procedure for doing so; and~~
- ~~c. a person appointed or elected hereunder shall hold membership for the remainder of the vacated term and the years of service in filling a vacancy shall be counted toward the maximum number of years of service referred to in section 4.6.~~

**~~4.12-3.9~~ Standard of Conduct**

Governors ~~shall be~~ are ~~fiduciaries of the University~~ are expected:

- ~~a. to meet the requirements of the Act~~ and, the By-laws and applicable policies, including, without limitation, the standard of conduct prescribed in section 9(3) of the Act;
- ~~b. to exercise their duties in the best interests of the University, consistent with its objects and mission, rather than in the interests of any other person, entity or constituency; and~~
- ~~c. to respect their duty of confidentiality with respect to Board matters;~~ and
- ~~d. to adhere to the Conflict of Interest requirements in this By-Law and in any applicable University policy, as approved by the Board from time to time.~~

~~3.10~~ Governors who believe that they may have a Conflict of Interest shall:

- ~~a. declare the nature and extent of the interest as soon as possible and no later than the meeting at which the matter is to be considered, and, if requested by the Board;~~
- ~~b. refrain from taking part in any discussion or vote related to the matter; and/or~~
- ~~c. withdraw from the meeting when the matter is being discussed.~~

~~3.11~~ A Student Governor or a Governor whose partner or relative is a Student, may take part in discussions and vote on all matters relating generally to the operations of the University, except for those matters which deal with the circumstances of the particular Student as an isolated issue, separate and apart from consideration of the other Students of the University.



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3.12 A Teaching or Administrative Staff Governor or a Governor whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the operations of the University including, without limitation, issues concerning general conditions of employment for employees of the University, unless the discussion and voting deal with the circumstances of the particular employee as an isolated issue, separate and apart from consideration of the other employees of the University.

3.13 A Governor who has declared an interest in a contract or transaction, or a proposed contract or transaction, and who has not voted in respect thereof, shall not be accountable to the University, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of the Governor's holding that office or of the fiduciary relationship established thereby.

**ARTICLE 54 - OFFICERS**

**54.1 University Officers**

There shall be a President and such other officers ("University Officers") ~~as as the Board may specify in policy and may approve from time to time on the recommendation of the President may determine from time to time.~~

54.2 The Board shall appoint or remove the President and the President shall have the powers and duties prescribed by the Board from time to time pursuant to section 12 of the Act.

5.3 The President shall be a member of all Board Committees, whether standing, special or ad hoc.

**5.4 Reporting of the University Officers**

All University Officers shall report to the President.

**5.5 Election of Chair and Vice-Chair, ~~Appointment of Officers of the Board~~**

The Board shall elect annually a Chair and ~~at least one, and normally no more than two,~~ Vice-Chair~~Chairs~~ from among its ~~members;Governors~~ (the "external Governors") who were appointed pursuant to paragraphs 3 and 4 of subsection 8(1) of the Act.

**5.6 ~~4.3~~ Appointment of the Secretary and Other Officers of the Board**

The Board shall appoint a Secretary and such other officers of the Board as the Board may determine from time to time by resolution.

**5.7 ~~4.4~~ Duties of Chair and Vice-Chair**

The Chair shall preside at all meetings of the Board.

4.5-8 The Chair, together with the Secretary, shall sign all by-laws. During the absence or inability of the Chair, the duties and powers of the Chair may be exercised by the Vice-Chair, and if the Vice-Chair or such other external Governor as the Board may, from time to time, appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed without reference thereto. The Chair shall be a ~~member~~Governor of all Board Committees, whether standing, special or ad hoc. In addition to other committee memberships, the Vice-Chair shall be a ~~member~~Governor of any presidential search committee.

**4.6 Duties of Secretary**

The Secretary shall: give notice of and attend all meetings of the Board and keep regular minutes of all the proceedings thereat; prepare and maintain a record of the current membership with their mailing

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[addresses furnished by the Governors; use such means as he or she deems necessary to record the proceedings of the meetings of the Board; keep minutes of the proceedings of all committees of the Board; prepare all resolutions, reports or other papers which the Board may direct, and all copies which may be required of any such documents and papers; discharge such other duties as are prescribed by the By-laws of the Board or as may be assigned by the Board or by the Chair thereof.](#)

**ARTICLE 65 - MEETINGS**

**65.1 Meetings of the Board**

Board meetings may be formally called by the Chair, the Vice-Chair or the President or by the Secretary on the direction in writing of eight Governors. Notice of such meeting shall be given to the public by posting on one or more notice boards on campus and delivered, telephoned, or sent electronically to each Governor not less than seven days before the meeting is to take place in the case of regular meetings and not less than two days before the meeting is to take place in the case of special meetings. (In either case, the day of the meeting shall not be counted.) The written declaration of the Secretary or the Chair that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and, in respect of such regular meetings, no notice need be sent. The Governors may consider or transact any business, either special or general, at any meeting of the Board provided that advance notice of any such special business is given in accordance with the policies and procedures approved by the Board.

No formal notice (except for the said notice to the public) of any such meeting shall be necessary if all of the Governors are present or if those absent have signified their consent to the meeting being held in their absence.

65.2 The Chair, the President and the Secretary shall set the agenda for each meeting of the Board. Each meeting of the Board shall be terminated after three hours from its commencement or on completion of the business before the Board at the meeting, whichever is earlier, unless the Board agrees to extend the time of termination [beyond the three hour maximum. The motion would pass with a simple majority.](#)

65.3 Whenever, under the provisions of the By-laws, notice is required to be given to an individual, such notice may be given either personally or electronically (as provided above), or by depositing same in the post office or a public mail box, in a prepaid, sealed wrapper addressed to the Governor or officer at a home or business address as the same appears on the books of the University. A notice or other document so sent by mail shall be deemed to be sent on the date which is two business days after the date when the same was deposited in a post office or public mail box as aforesaid or, if sent electronically, shall be deemed to be sent on the first business day after it was transmitted or, if delivered, shall be deemed to be given on the date of delivery. For the purpose of sending any notice, the address of any Governor or officer shall be the last address as recorded on the books of the University.

65.4 Subject to ~~sections 6~~[section 5.5](#) and [65.6](#) hereof, ~~all regular~~ meetings of the Board ~~shall will~~ be open to the Public in accordance with [section 13 of the Act unless the meeting, or a part thereof, may be held in the absence of the public as observers and not specified in the Act and the related procedures, as approved by the Board from time to time.](#)

[5.5 The Board will conduct three types of meetings as part of the regular administration of the Board and its committees:](#)

- [Public;](#)
- [Non-Public; and](#)
- [In-Camera.](#)

Commented [LR1]: Insert hyperlink.

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- ~~5.6~~ ~~Attendance at Public meetings will be subject to space limitations and the provisions of the related procedures. No person shall be excluded/removed from a meeting except for improper conduct as determined by the Chair.~~
- ~~6.5~~ ~~Where a matter determined by the persons referred to in section 6.2, by the Board, or by the Executive Committee on behalf of the Board, to be confidential is to be considered (including, without limitation, legal and contractual matters), the part of the meeting concerning such confidential matter shall be held "in camera".~~
- ~~6.6~~ ~~Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be held in camera unless such individual requests, and the Board agrees, that such part of the meeting be open to the public.~~
- ~~6.5.7~~ **Errors in Notice**  
No error or omission in the giving of such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, and any Governor may, at any time, waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- ~~6.5.8~~ **Voting**  
Except as otherwise provided in the By-laws, questions arising at any meeting of the Board shall be determined by a majority of votes, including the vote of the Chair and, in the case of equality of votes, the question shall be deemed ~~to be~~ defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present, but if no demand ~~be~~ made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- ~~6.5.9~~ Any Governor may abstain from casting a vote and may request that the abstention be recorded in the minutes of the meeting. Governors may not vote by proxy and may only vote if they are attending the meeting in person or by teleconference.
- ~~6.5.10~~ **Reconsideration**  
After any question has been decided, any Governor who voted thereon in the majority may move for a reconsideration of the question, but no discussion on the main question shall be allowed unless the matter is reconsidered and there shall be no reconsideration unless:
- a. notice of the motion to reconsider is given either at a meeting of the Board or in the same manner as notice of a regular meeting of the Board is given, and such notice to reconsider is in any event given at least two days before the meeting at which the motion to reconsider is to be presented; and
  - b. two-thirds of the Governors attending such a meeting vote in favour of such reconsideration.
- ~~6.5.11~~ **Rules of Order**  
Meetings of the Board and its committees shall be conducted respectfully, efficiently and with a view to reaching consensus in accordance with the values of the University. In case of controversy, the conduct of meetings of the Board and its Committees shall be in accordance with "~~Procedures for Meetings and Organizations" by Kerr and King, or a similar text approved by the Chair and in general use for such meetings, except where said rules conflict with the By-laws Democratic Rules of Order" by Francis and Francis (9<sup>th</sup> edition).~~
- ~~6.5.12~~ **Adjournments**

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Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

65.13 Such adjournment may be made notwithstanding that no quorum is present.

65.14 **Quorum**

A quorum of the Board consists of a majority of the Governors and that majority must include at least half of the Governors who are not the Student and employee Governors who were elected to the Board pursuant to paragraph 5 of subsection 8(1) of the Act.

65.15 **Place of Meeting ~~and Participation by Communications Facilities of Members~~**

Unless otherwise directed by the Chair, all meetings of the Board shall be held on the campus of the University. ~~A member of the Board or of a committee of the Board may participate at such a meeting, whether open or in camera, by such teleconference facilities as permit all of the persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member participating in such a meeting by such means shall be deemed to be present at the meeting.~~

~~6.16~~5.16 **Participation by Electronic Means at Meetings of Governors**

~~If the University chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Board, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the By-laws, any person participating in a meeting of the Board pursuant to this Article who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the University has made available for that purpose. No Governor shall be represented by proxy.~~

5.17 **Written Resolutions**

~~A resolution signed (electronically or otherwise) by all Governors entitled to vote is as valid and effective as if passed at a meeting of the Governors duly called, constituted and held for the purpose. Written resolutions may be signed in counterparts and such resolutions signed by one or more Governors entitled to vote and transmitted by facsimile, electronic mail, or other electronic means to the Secretary shall be deemed to be duly signed by such Governors.~~

5.18 **Books and Records**

The Secretary shall see that all necessary corporate books and records required by the By-laws or by any applicable statute or law are regularly and properly kept. A record of the proceedings of each meeting of the Board shall be kept in a book provided for that purpose and the minutes, or a précis thereof, of the previous meeting shall be submitted at the next meeting of the Board and, after adoption by the Board of the minutes, they shall be signed by the Chair and Secretary and such minutes shall be kept in the custody of the Secretary. Except where the Board exercises its powers by by-law or where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the minutes of the Board shall be prima facie evidence of the action taken.

**ARTICLE 7 — CONFLICT OF INTEREST**

~~7.1~~ For the purposes of the By laws,

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- a. ~~two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives; and~~
- b. ~~two persons are relatives if they are related by blood, marriage or adoption.~~

~~7.2 A member of the Board, or of a committee of the Board, who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board or such committee created by it shall:~~

- a. ~~declare the nature and extent of the interest as soon as possible and no later than the meeting at which the matter is to be considered;~~
- b. ~~refrain from taking part in any discussion or vote related to the matter; and~~
- c. ~~withdraw from the meeting when the matter is being discussed.~~

~~7.3 A member of the Board who is a student, or whose partner or relative is a student, may take part in discussions and vote on all matters relating generally to the operations of the University, except for those matters which deal with the circumstances of the particular student as an isolated issue, separate and apart from consideration of the other students of the University.~~

~~7.4 A member of the Board who is an employee of the University, or whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the operations of the University including, without limitation, issues concerning general conditions of employment for employees of the University, unless the discussion and voting deal with the circumstances of the particular employee as an isolated issue, separate and apart from consideration of the other employees of the University.~~

~~7.5 A member of the Board or of a committee created by it who has declared an interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the University, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of the member's holding that office or of the fiduciary relationship established thereby.~~

~~7.6 A member of the Board does not have a conflict of interest by virtue only of the fact that the member is also a member of the board of governors of the College and, despite section 7.2 above, any such member may take part in discussing and voting on issues before the Board of either the University or the College concerning the University or the College unless the discussion and voting deals with the circumstances of the particular member as an isolated issue, separate and apart from general matters affecting the University or the College.~~

~~**ARTICLE 8 – ACADEMIC COUNCIL**~~

~~**Academic Council – Composition**~~

~~**8.1 – Composition – General**~~

~~As set out in Section 10 of the Act, the membership of the Academic Council consists of the President and such voting and non-voting members as provided for in the By-laws, so long as a majority of the voting members are members of the teaching staff of the University. Subject to sections 8.2 to 8.7 below, the detailed composition and duties of the Academic Council shall be established by a resolution of the Board.~~

~~**8.2 – Number of Members**~~

~~Initially, the voting membership of the Academic Council shall be between 30 and 36 members.~~

~~**8.3 – Voting Members**~~

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- a. ~~The President, the Provost, the Dean of each academic school of the University, the University Registrar, the University Librarian, the Vice President of Student Services, the Associate Provost, Research, the Associate Provost, Teaching and Learning, and the Dean of Graduate Studies shall be voting members. The Vice President, Finance, shall be an ex officio, non-voting member.~~
- b. ~~The Board may by resolution appoint members of the Board, including the Chancellor, as members of the Academic Council.~~
- c. ~~Teaching staff, other than those referred to in subsections (a) and (b) above, shall be elected by and from among the teaching staff of the academic schools of the University. At least one member shall be elected from each academic school. Beyond this minimum requirement, the relative numbers elected from each school will be in proportion to the relative sizes of the full time equivalent teaching staff of such schools.~~
- d. ~~All teaching staff with appointments of 25% or greater (of a full time equivalent) shall be eligible to vote and to be elected as members of the Academic Council.~~
- e. ~~Student and non-academic staff members of the Academic Council shall be elected by and from among their respective constituencies.~~
- f. ~~The Board, by resolution, may provide for voting membership on the Academic Council to be extended to persons who are not members of any of the teaching staff, the non-academic staff or the student body.~~

**8.4 — Elections**

~~The Board shall determine, on recommendation of the Executive Committee and the President, the manner and rules for electing members of the Academic Council, including the establishment of constituencies and voting practices.~~

**8.5 — Terms**

~~Elected or appointed non-student members of the Academic Council shall serve for three-year terms. Student members shall serve for two-year terms.~~

**8.6 — Non-voting members**

~~The Board may, on recommendation of the President, appoint non-voting members of the Academic Council, either ex officio or otherwise.~~

**8.7 — Chair and Vice-Chair**

- a. ~~As provided in subsection 10(3) of the Act, the President shall preside over the meetings of the Academic Council.~~
- b. ~~The Academic Council shall elect, in a manner to be specified by the Board, a Vice-Chair of the Academic Council.~~
- c. ~~If the President is unable to preside over a meeting of the Academic Council, the Vice-Chair shall act as chair. If both the President and the Vice-Chair are unable to preside over such a meeting, the Academic Council shall appoint one of its members to act temporarily as chair.~~

**8.8 — Presidential Representatives**

- a. ~~The Provost is the designate of the President with respect to the discharge of the President's responsibilities with respect to matters that may come before the Academic Council. The President may designate another University Officer to act in the absence of the Provost. Neither of such designated persons shall be entitled to act as chair of a meeting of the Academic Council without being so appointed under subsection 8.7(c) above.~~

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- b. ~~The President may appoint the Provost or another University Officer as the Presidential Representative to committees of the Academic Council, for the purpose of assisting in the discharge of the President's responsibilities with respect to such committees.~~

~~Academic Council – Duties~~

**8.9 – Advice to the Board**

- a. ~~As provided in the Act, the Academic Council shall be consulted for its advice with respect to:~~
- ~~i. the mission, vision and values of the University;~~
  - ~~ii. the establishment of academic, research, service and institutional policies and plans, and Board decisions concerning their manner of implementation;~~
  - ~~iii. the appointment and removal of the Chancellor; and~~
  - ~~iv. other matters, as may be referred by the Board.~~
- b. ~~The Academic Council shall advise the Board on:~~
- ~~i. the establishment and termination of degree programs;~~
  - ~~ii. the establishment of faculties, schools, institutes and departments and of chairs and councils in any faculty, school, institute or department of the University;~~
  - ~~iii. the disestablishment of a faculty, school, institute or department; and~~
  - ~~iv. policies on the conduct of academic work, such as those concerning appointment, promotion, tenure, the conduct of research, and the ownership of intellectual property.~~
- c. ~~Matters falling under (b) above shall be considered by the Academic Council prior to their consideration by the Board.~~
- d. ~~All advice of the Academic Council shall be given by resolution and will be conveyed to the Board by the President. The Board shall take such advice into consideration prior to its determination of the matter. Normally, the Board will act on the advice of the Academic Council by either accepting it or referring it back for further consideration.~~

**8.10 – Authority to Act**

- a. ~~Subject to the general authority of the Board to plan, determine policies for and provide for the overall development of the University, including the Board's authority to approve strategic plans, budgets and expenditure plans, the Academic Council holds delegated authority from the Board to establish academic standards and curricular policies and procedures of the University and to regulate such standards, policies and procedures, including the powers:~~
- ~~i. to govern academic standards for admission of students to the University and for graduation;~~
  - ~~ii. to determine and regulate the contents and curricula of all courses of study;~~
  - ~~iii. to govern matters arising in connection with the award of fellowships, scholarships, medals, prizes, and other awards for academic achievement;~~
  - ~~iv. to provide for the conduct of examinations and the appointment of examiners;~~
  - ~~v. to provide for the hearing and determination of appeals by students from decisions with respect to their academic standing in a course or program of study; and~~
  - ~~vi. to authorize the conferring of degrees.~~

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- b. Subject to the approval of the Board, the Academic Council may appoint committees and authorize them to exercise its powers under this section 8.10. The Academic Council shall have the power to appoint other committees it deems advisable; such committees shall report to the Academic Council.

**8.11 — Academic Council — Procedures**

As provided in subsection 10(4) of the Act, a quorum of the Academic Council consists of a majority of its voting members, which majority must include at least half of the members who are members of the teaching staff.

8.12 Subject to section 8.11, and with the approval of the Board, the Academic Council may establish rules for the conduct of its affairs.

**8.13 — Communications**

All communications to the Board on any subject coming properly within the duties and responsibilities of the Academic Council or a committee of the Board shall stand referred as of course to that body, which shall consider the matter under its rules and procedures and report its action or advice, if any, to the Board.

8.14 Questions and comments from members of the Board that are or will be before the Board, the Academic Council or a committee of the Board shall stand referred as of course to the appropriate body and to the President, for reply or discussion at the time such matters are on the agenda of the relevant body.

**Actions by the Academic Council or Board Committees**

**8.15 — Authority to Act**

Subject to any limitations imposed by law or contract, the Board may, through the By-laws or by resolution, confer on the Academic Council or a committee of the Board authority to act on its behalf with respect to any matter or class of matters. In the case of Board committees, a majority of the voting members thereof must be members of the Board.

**8.16 — Report of Action Taken**

Subject to section 8.17, action taken by the Academic Council or a Board Committee under delegated authority, shall:

- a. be reported to the Board for information;
- b. have the same effect as a resolution passed by the Board; and
- c. have effect from the end of the meeting at which it was adopted.

**8.17 — Review of Action Taken**

- a. Where the Board, with respect to any matter or class of matters, has conferred on the Academic Council or a Board Committee authority to act on its behalf, and where, prior to the adoption by the decision-making body of a resolution to determine the matter, the Chair of the Board, the President (or the relevant Presidential Representative), the Chair of the body, or the body itself is of the opinion that the matter is major in significance with respect to the public or fiduciary responsibilities of the Board, the relevant individuals or body may require that the action of the body be submitted to the Board for confirmation.
- b. Where a matter is referred to the Board pursuant to subsection (a) of this section, the action taken by the body shall not have effect unless confirmed by the Board. If so confirmed, such action shall have the same effect as a resolution passed by the Board and shall have effect from the end of the Board meeting to which the matter was referred.



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~~e. Subsections (a) and (b) of this section do not apply to the actions taken by any committee established to make decisions on academic appeals or on cases of alleged academic or non-academic misconduct.~~

**8.18 Reconsideration**

~~No matter decided by the Academic Council or by a committee of the Academic Council or of the Board or referred to the Board and confirmed by it under the provisions of section 8.17 may be considered again by the Board, the Academic Council or the committee within 12 months of the meeting at which the matter was decided or of the Board meeting at which the action was confirmed, unless a motion for reconsideration is carried by a two-thirds majority of the members of the Board, the Academic Council or the committee, as the case may be.~~

**ARTICLE 9- COMMITTEES**

**Committees of the Board - General Provisions**

- ~~96.1~~ Subject to the following sections ~~96.2~~ to ~~96.9~~ and Article ~~429~~ below, the number of committees of the Board and their names, size, composition, duties and responsibilities shall be as determined from time to time by resolution of the Board.
- ~~96.2~~ There shall be an Executive Committee as provided in Article ~~407~~ below.
- ~~96.3~~ The majority of the ~~members~~Governors of all committees must be ~~members~~Governors of the Board, ~~subject to section 10.2 below.~~
- ~~96.4~~ The Chancellor, Chair and President shall be Governors of all Board Committees, whether standing, special or ad hoc.
- ~~6.5~~ The voting members of all committees shall be appointed by the Board.
- ~~9-56.6~~ The President may appoint a University Officer as the presidential representative to committees of the Board, except for the Executive Committee and any special or sub-committee thereof, for the purpose of assisting in the discharge of the President's responsibilities with respect to such committees. Such a presidential representative shall be a non-voting ~~member~~Governor of such committees during the term of any such appointment.
- ~~9-6.7~~ Each committee of the Board shall have a chair appointed by the Board. If the ~~chair~~Chair is not present at a meeting, the committee shall select another ~~member~~Governor of the committee to act as ~~chair~~Chair for that meeting.
- ~~6.8~~ The agenda for a specific Board committee meeting will be determined by the Chair of the committee and the Secretary following advice from the appropriate Governor(s) of the University's administration as designated by the President.
- ~~6.9-7~~ **Other Committees**
- In addition to the Executive Committee, standing committees may be constituted by the Board as committees whose duties are normally continuous, and which may include in their membership one or more persons who are not Governors.
- ~~9-86.10~~ **Special and Ad Hoc Committees**
- Other committees constituted by the Board or by the standing committees shall be special or ad hoc committees, being those committees appointed for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Governors, subject to the proviso that the ~~chair~~Chair of the committee must be a Governor.
- ~~9-96.11~~ Unless specifically provided by the resolution by which it is constituted, each special or ad hoc committee shall automatically be dissolved on the date of the receipt of its final report by the Board or by the

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standing committee, as the case may be. Such committees may, at the discretion of the Board or the standing committee, as the case may be, be re-appointed with the same or different membership.

**ARTICLE ~~107~~ - EXECUTIVE COMMITTEE**

- ~~107~~.1 The Board shall by resolution establish the size, composition, duties and responsibilities of the Executive Committee.
- ~~107~~.2 Unless changed by resolution of the Board, the Executive Committee shall be composed of the Chair and Vice-Chair(s) of the Board, the President and a maximum of four other ~~members~~Governors of the Board who shall be appointed by the Board to serve on the Executive Committee.
- ~~107~~.3 The Executive Committee shall have the following duties and responsibilities:
- a. to exercise on behalf of the Board, between regular meetings of the Board, in circumstances where a matter cannot be delayed until the next regular meeting, and where a special meeting of the Board cannot be called, all the powers of the Board. The power of the Executive Committee to act for the Board is subject to prior delegation of powers from the Board to any other committee of the Board and to any specific directions given by the Board to the Executive Committee from time to time;
  - b. to make recommendations to the Board on the results of any search undertaken for the appointment of the President whether that search is undertaken by the Executive Committee or by another committee chosen by the Board;
  - c. to act as a committee to review, from time to time, the functioning of the governance system of the University; and
  - d. to exercise such of the powers of the Board as the Board may by resolution provide.

In matters relating to the appointment of the President, the incumbent President shall not participate as a ~~member~~Governor of the Executive Committee or any other such search committee.

- ~~107~~.4 The Secretary of the Board shall be the secretary of the Executive Committee.

**ARTICLE ~~118~~ - SENIOR COMPENSATION COMMITTEE**

- ~~118~~.1 There shall be a Senior Compensation Committee composed of the following ~~members~~Governors: the Chair of the Board, who shall chair the committee, the Vice-Chair of the Board, the President, and a maximum of two other Governors (referred to in section ~~43~~.3 above) appointed by the Board. The elected Governors referred to in section ~~43~~.4 above shall not be eligible to serve on the Senior Compensation Committee.
- ~~118~~.2 The Senior Compensation Committee shall have the following duties and responsibilities:
- a. to review and approve annually, on behalf of the Board, the performance of the President, to report to the Board annually with respect to such performance and to approve the compensation of the President and any changes thereto;
  - b. to approve, on behalf of the Board, recommendations from the President concerning the compensation of University Officers reporting directly to the President and the compensation of the Secretary; and
  - c. to approve the compensation of other individuals in positions which the Board may, by resolution on recommendation of the President, designate from time to time.

**ARTICLE ~~129~~ - COMMITTEES - GENERAL REGULATIONS**

Every committee, unless otherwise specifically provided for in the By-laws or in the resolutions of the body by which it is constituted, shall be subject to the following general regulations:

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- 129.1** All ~~members~~Governors of committees, other than ex-officio ~~members~~Governors, shall serve at the pleasure of the Board. Vacancies occurring in the membership of a Board committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient but, notwithstanding such vacancies, the remaining ~~members~~Governors of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.
- 129.2** Meetings shall be held at the call of the ~~chair~~Chair of the committee, and shall be held at such places, or by teleconference, and at such times as the ~~chair~~Chair of the committee may determine. On the requisition of any three ~~members~~Governors of a committee, a meeting of such committee shall be called by the secretary of such committee. Notice of the time and place of every meeting shall be given to each ~~member~~Governor of the committee at least forty-eight (48) hours before the meeting. The means of delivery shall be either by:
- a. telephone or facsimile;
  - b. hand-delivered courier to the ~~member's~~Governor's address as it appears in the records of the Board;
  - c. prepaid post to the ~~member's~~Governor's address as it appears in the records of the Board; or
  - d. electronic mail.
- The notice need not specify the nature of the business to be transacted at such meeting. In exceptional circumstances, the committee ~~chair~~Chair may waive the time requirements for such notices.
- 129.3** A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the ~~members~~Governors of the committee consent thereto.
- 129.4** A resolution signed by all of the ~~members~~Governors of a committee shall have the same force and effect as if passed at a regularly constituted meeting.
- 129.5** Any omission in good faith to give notice to any ~~member~~Governor, or any inadvertent irregularity in connection with the giving of notice, shall not invalidate the proceedings of a meeting.
- 129.6** The ~~chair~~Chair of the committee shall preside at meetings. If the ~~chair~~Chair is absent, the ~~members~~Governors present shall appoint one of their number as ~~acting chair~~Acting Chair to preside at the meeting.
- 129.7** Except where otherwise stated, a majority of the voting ~~members~~Governors of a committee shall constitute a quorum, provided that a quorum must include at least one Governor who is not ~~an employee or a student of the University~~Teaching Staff, Administrative Staff or Student Governor.
- 129.8** Each voting ~~member~~Governor of the committee present in person or by teleconference at a meeting shall be entitled to one vote.
- 129.9** All questions at a committee meeting shall be decided by a majority of the votes of the ~~members~~Governors present, including the vote of the Chair. In the case of equality of votes, the motion will be declared defeated.
- 129.10** A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the ~~chair~~Chair of the committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter.
- 129.11** The secretary of a committee shall issue, or cause to be issued, notices of all meetings of such committee, when directed to do so.

**ARTICLE ~~13~~10 - EXECUTION OF DOCUMENTS**

- ~~13~~10.1 Execution of Documents**

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Any two individuals holding the position of the Chair, Vice-Chair, President or Secretary or any person or persons from time to time designated by the Board, may execute any documents on behalf of and in the name of the University, may transfer any and all shares, bonds or other securities from time to time standing in the name of the University in its individual or any other capacity or as trustee or otherwise, and may accept, in the name and on behalf of the University, transfers of shares, bonds, or other securities from time to time transferred to the University, and the Secretary or President of the University may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute, and deliver under the corporate seal, any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

~~1310.2~~ Notwithstanding any provisions to the contrary contained in the By-laws, the Board may, at any time, by resolution direct the manner in which, and the persons by whom, any particular instrument, contract, or obligation of the University may or shall be executed.

~~1310.3~~ **Cheques, Etc.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University shall be signed by such officer or officers, agent or agents of the University, and in such manner as shall, from time to time, be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and cheques for deposit with the University's bankers for the credit of the University, or the same may be endorsed "for collection" or "for deposit" with the bankers of the University by using the University's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the University and the University's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

**ARTICLE ~~1411~~ - BORROWING**

~~1411.1~~ The Board is hereby authorized by resolution, from time to time, to:

- a. borrow money on the credit of the University in such amounts, on such terms and from such persons, firms, or corporations, including chartered banks, as may be determined by resolution of the Board;
- b. make, draw and endorse promissory notes or bills of exchange;
- c. hypothecate, pledge, charge or mortgage all or part of the property of the University to secure any money so borrowed or for the fulfilment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it; and
- d. issue bonds, debentures and obligations on such terms and conditions as the Board may, by resolution, decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may, by resolution, decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

~~1411.2~~ The Board may, by resolution, delegate to officers of the Board all or any powers necessary for the purposes of borrowing and giving security by the University to such extent and in such manner as the Board may determine.

**ARTICLE ~~1512~~ - AUDITORS**

~~1512~~ The Board shall appoint one or more public accountants licensed under the Public Accountancy Act to hold office as the auditors of the University until a further appointment is made. The accounts, trust funds and transactions of the University shall be audited at least once per year.

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**ARTICLE ~~16~~13 - FINANCIAL MATTERS**

**~~16~~13.1 Fiscal Year**

Unless otherwise ordered by the Ministry of [Training, Colleges Advanced Education](#) and [Universities Skills Development, or its successor](#), the fiscal year of the University shall terminate on the 31st day of March in each year.

~~16~~

**~~13~~.2 Deposit of Securities for Safekeeping**

The securities of the University shall be deposited for safekeeping with one or more bankers or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the University signed by such officer or officers, agent or agents of the University and in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall not be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**ARTICLE ~~17~~ – INDEMNITIES~~14~~ – PROTECTION OF GOVERNORS**

**~~17~~14.1 Indemnities to Governors~~Indemnification~~**

Except in respect of an action to procure a judgment in favour of the University, every ~~member of (i) the Board or (ii) any committee of the Board,~~ [Governor](#) and every Officer of the Board, former Board ~~member~~ [Governor](#) or Officer of the Board, or other person who has undertaken or is about to undertake any liability on behalf of the University, and every person who acts or has acted at the request of the University as a director or officer of a body corporate in which the University directly or indirectly has a controlling interest, and that person's heirs, legal personal representatives, and the estate and effects of each of them respectively, shall from time to time and at all times be indemnified and held harmless out of the funds of the University from and against:

- a. all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of that person's office or in respect of any such liability; and
- b. all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by that person's own wilful neglect or default.

**~~17~~14.2 Protection of Governors**

No Governor or officer for the time being of the University or of the Board shall be liable for the acts, receipts, neglects or defaults of any other Governor, or officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the University, through the insufficiency or deficiency of title to any property acquired by the University or for or on behalf of the University, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the University shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or institution with whom any moneys, securities, or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful act or through their own wilful neglect or default.

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~~17.14.3~~ Subject to compliance with Article ~~73.9 to 3.13~~ above, if any Governor or officer of the University shall be employed by or shall perform services for the University otherwise than as a Governor or officer or shall be a ~~member~~Governor of a firm or a shareholder, director or officer of a company which is employed by or performs services for the University, the fact of the person being a Governor or officer of the University shall not disentitle such Governor or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

14.4 Insurance

Subject to the Act and all other relevant legislation, the University may purchase and maintain insurance for Governors against any liability incurred by any Governor in the capacity as Governor, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the University.

**ARTICLE ~~18.15~~ - REMUNERATION**

~~18.1~~—The ~~members~~Governors of the Board shall serve without remuneration for acting as such but they shall be reimbursed for expenses incurred in connection with meetings of the Board or other business of the University.

**ARTICLE ~~19~~ – AMENDMENT ~~16~~ – DISPUTE RESOLUTION**

~~19.1~~ If a dispute or controversy among Governors, committee Governors, or Officers of the Board of the University arising out of or related to the Act or By-laws, or out of any aspect of the activities or affairs of the University is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

(a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and

(b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

**ARTICLE 17 – BY-LAWS**

17.1 Any by-laws and resolutions previously passed by the Board or by a sub-committee of the Board, insofar as the same are inconsistent with this By-Law, are repealed. Such repeal does not affect anything heretofore done or any right heretofore acquired under or pursuant to any such by-laws or resolutions repealed by this By-law.

17.2 Notice of any motion that a By-law is to be presented, enacted, amended or repealed shall be sent to each Governor and postmarked ~~not to~~ later than seven (7) days before the meeting at which the Notice of Motion is to be presented. The actual motion may only be acted upon at the meeting following the meeting at which the Notice of Motion is presented or a future meeting of the Board. A motion to enact, amend or repeal any by-law of the University shall not carry unless it receives the affirmative vote of at least two-thirds of the Governors present at the said meeting.

ENACTED by the ~~board~~Board of ~~directors~~Governors on the ~~11th~~ 22<sup>nd</sup> day of June, ~~2003~~2017.

**REVISED DRAFT**  
**April 26, 2017**

President - ~~Gary Polonsky~~ ~~Tim McTiernan~~  
University Secretary - ~~Cathy Pitcher~~ ~~Cheryl Foy~~

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