

Wednesday, September 27, 2017

Public Session

10:00 a.m. – 11:15 a.m.

North Campus, ERC 3023

Toll-Free: 1-877-385-4099 Participant Passcode: 1028954#

Members: Karyn Brearley (Chair), Doug Allingham, Andrew Elrick, Francis Garwe, Jay Lefton, Tim McTiernan

Staff: Robert Bailey, Becky Dinwoodie, Craig Elliott, Cheryl Foy, Doug Holdway, Brad MacIsaac, Susan McGovern

AGENDA

No.	Topic	Lead	Allocated Time	Suggested End Time
1	Call to Order	Chair		
2	Agenda (M)	Chair		
3	Conflict of Interest Declaration	Chair		
4	Approval of Minutes of the Meeting of June 7, 2017* (M)	Chair		
5	Chair's Remarks	Chair		
6	President's Remarks	R. Bailey		10:10 a.m.
7	Governance			
7.1	By-law Review Project – Draft By-laws 1 & 2* (M)	R. Bailey/ C. Foy	25	10:35 a.m.
7.2	Board Processes (D)	Chair	10	10:45 a.m.
7.3	Executive Compensation Plan (U)	R. Bailey	10	10:55 a.m.
7.4	Policy: (a) Implementation of Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence* (U)	R. Bailey	15	11:10 a.m.
8	Other Business	Chair		
9	Termination (M)	Chair		11:15 a.m.
	* - Documents attached			
	D - Discussion			
	M - Motion			
	P - Presentation			
	U - Update			

Becky Dinwoodie, Secretary

Public Session Minutes for the Meeting of June 7, 2017

Attendees: Karyn Brearley (Chair), Andrew Elrick, Francis Garwe, Adele Imrie, Tim McTiernan

Staff: Robert Bailey, Becky Dinwoodie, Craig Elliott, Douglas Holdway, Susan McGovern

Regrets: Jay Lefton, Mike Snow

Guests : Mike Eklund

1. Call to Order

The Chair called the meeting to order at 12:20 p.m.

2. Agenda

The Chair proposed deferring agenda item 7(a) – By-law Review Project until the fall to allow for additional consultation.

Upon a motion duly made by A. Imrie and seconded by F. Garwe, the Agenda was approved as amended.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Approval of Minutes of the Meeting of March 29, 2017

Upon a motion duly made by A. Imrie and seconded by T. McTiernan, the minutes were approved as presented.

5. Chair's Remarks

The Chair noted that there are a number of important topics on the agenda. She added that the draft of By-law Number 1 will be deferred until the fall to allow for further comment.

6. President's Remarks

The President expressed his excitement at the upcoming convocation ceremonies. He is looking forward to seeing the graduates' faces shining with a sense of accomplishment.

The Board will be receiving a briefing from the Ministry at the AGM regarding the focus and expectations for the university's next Strategic Mandate Agreement (SMA). The university will also be engaging in discussions with the Ministry on the first draft of the SMA, including enrolment targets.

7. Governance

7.1 By-Law Review Project

Deferred.

7.2 Annual Board Practices Assessment 2016-2017

The Chair introduced the Annual Board Practices Assessment results. She noted that a substantive review had been completed earlier in the year and the updated assessment form was used. This year's assessment was conducted through e-mail instead of the online polling format and the Chair was pleased with the high participation rate.

The Chair commented on the variety of successes identified by the Board. Many governors' responses were well flushed out and it was clear that a lot of thought was put into the comments.

B. Dinwoodie walked through the summary of responses and noted the general themes. The concerns expressed about the time commitment and volume of meeting material will be included on the committee's work plan for the following year.

7.3 Policy - Student Sexual Violence Policy Review

R. Bailey presented the report on the proposed amendments to the Student Sexual Violence Policy to the committee. He reviewed the background to the ongoing review of the Student Sexual Violence Policy and discussed the proposed substantive changes to the policy.

R. Bailey invited M. Bowman to address the committee. M. Bowman sought GNHR's direction on whether the comments relating to sections 4 and 5 of the attached amended policy should be incorporated into the document. The Committee supported making those changes and also suggested removing the parentheses from the proposed change to section 4. These changes reflect feedback from the student community. M. Bowman reviewed several of the other changes resulting from community feedback. The policy is intended to reassure students that all disclosures and reports will be taken seriously.

Upon a motion duly made by A. Imrie and seconded by T. McTiernan, the Governance, Nominations and Human Resources Committee recommended the Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence, as amended, for approval by the Board of Governors.

8. Consent Agenda:

Upon a motion duly made by T. McTiernan and seconded by A. Elrick, the committee approved the following items on the Consent Agenda:

8.1 Board Schedule 2017-2018

8.2 Pension Plan Amendment

9. Other Business

10. Termination

There being no other business, upon a motion duly made by T. McTiernan and seconded by A. Imrie, the meeting terminated at 12:45 p.m.

Becky Dinwoodie, Secretary

DRAFT



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: September 27, 2017

PRESENTED BY: Robert Bailey, Provost (Interim) &
 Cheryl Foy, University Secretary & General Counsel

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: By-law Review Project – Draft By-law Nos. 1 & 2

COMMITTEE/BOARD MANDATE:

In accordance with its Terms of Reference, GNHR is responsible for periodically reviewing the UOIT By-laws and making recommendations to the Board for revision, when appropriate.

The Board of Governors By-law Review Project Working Group (Working Group) recommends approval of the following motion:

Pursuant to the recommendation of the Board of Governors By-law Review Project Working Group, the Governance, Nominations and Human Resources Committee hereby recommends By-law Numbers 1 and 2 for approval by the Board of Governors, as presented.

BACKGROUND:

a) Why Review the By-law?

GNHR established the By-law Review Project Working Group in September 2015 in order to review and update the University’s By-law No. 1 (By-law). The purpose of the review includes: addressing inconsistencies between the By-law and the *UOIT Act*,

identifying and remedying gaps in the By-law and reviewing the provisions relating to the authority of Academic Council (AC).

b) Working Group:

The members of the 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 many times since September 2015.

c) Principles and Objectives:

Principles

GNHR asked the Working 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.

Objectives

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

d) Proposed Changes:

Structure:

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

For ease of reference and in support of bicameral governance, the Working Group is 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 developed the attached By-law No. 1. The changes are generally 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.

Overview of Changes in By-law No. 1:

Definitions:

We have added definitions for “Administrative Staff” and “Teaching Staff” to provide additional clarity to the By-law.

We have also included definitions for “*In Camera*”, “Non-Public” and “Public” to be consistent with the Board of Governors Meeting Procedures.

Article 3:

Article 3.1 has been deleted in its entirety as it duplicates the Board composition set out in s.8(1) of the Act.

Article 3.3 – Elected Governors

The number of elected student governors is being reduced from two (one graduate and one undergraduate) to one (one position open to all full-time students) to be consistent with the university’s legislation. The *Act* establishes the number of employees and students at four. Currently, UOIT has two faculty, one staff, and two students. At the June meeting of GNHR, the committee asked the Working Group to consider whether the number of student governors could remain at two.

The Working Group had an engaged discussion regarding the committee’s feedback and the implications of reducing the number of student representatives on the Board. The Working Group also discussed options available to continue having two student members on the Board. The Working Group feels that having two faculty and one staff is appropriate and that it would not be appropriate to remove any of these positions in

order to have two students. The Working Group felt that while serving as a member of the Board does provide an opportunity for student engagement, there are other means of strengthening student engagement that would be consistent with the *UOIT Act*. The majority of the Working Group feels that it is not an option to choose not to comply with the UOIT legislation. Accordingly, the consensus of the Working Group is to recommend having only one student representative on the Board of Governors in order to comply with the *UOIT Act*. As part of the “parking lot” of items coming out of this By-Law review, one action will be exploring strategies that include more structured and diverse forms of engagement with students and other key stakeholders.

Former Article 4:

Former Article 4.1 dealing with the Chancellor has been deleted as it duplicates s.11 of the Act.

The provisions dealing with governor rotation and the requirement for a term to begin on the first day of September (former Article 4.3) have been removed in order to facilitate GNHR’s succession planning and better manage the Board’s membership in the event of mid-year vacancies arising.

The wording in former Article 4.5 has been updated to be consistent with the Act.

Former Articles 4.6 and 4.7 have been deleted due to duplication of the Act.

The provisions for vacating membership in new Articles 3.6 and 3.7 have been clarified and incorporate references to the applicable policy documents.

Former Article 4.11 has been deleted in its entirety as it is inconsistent with the Act, which requires that vacancies be filled in a timely fashion in same manner and by same body as member whose membership is vacant was elected or appointed.

New Article 4 - Standard of Conduct

The Board’s standard of conduct has been expanded upon in order to reflect Board policies and procedures that have since been implemented.

Additional guidance has also been provided to assist governors in identifying potential conflicts of interest in Articles 4.2 - 4.6.

Article 5 - Officers

The authority of the Board to specify additional University officer roles in policy on the recommendation of the President is clarified in Article 5.1

Articles 5.2 - 5.4 have been deleted in their entirety as duplications of the Act and their procedural nature.

Former Article 5.5 has been updated to reflect the Board’s current practice.

New Article 5.6 has been added to provide additional clarity regarding the role of the Board Secretary.

Article 6 - Meetings

The three-hour maximum time limit for Board meetings set out in Article 6.2 was considered by and discussed with the governance consultant. As part of a strategy to improve the efficiency of Board meetings and to make the most of governors' time, it was decided to leave this provision as is, with the option of extending the meeting time by way of motion.

Articles 6.4 to 6.6 have been updated to reflect the Board of Governors Meeting Policy and Procedures.

The Rules of Order in Article 6.11 have been changed to a condensed and simpler version, which is also consistent with the Rules of Order used by Academic Council. This will improve governance, as both bodies will be governing their meetings using the same rules. The Board retains the authority to adopt different Rules of Order.

Articles 6.16 has been added to reflect the practice of the Board and to provide Governors with additional options to participate in meetings. Article 6.17 provides the Board with an expedient option to deal with unanticipated matters and reflects common corporate practice.

Former Article 7

The Conflict of Interest provisions are now included under Article 4 – Standard of Conduct.

Former Article 8

This Article deals specifically with AC and has been deleted in its entirety, as By-law Number 2 will be dedicated to AC.

New Article 7 – Committees

The amendments made in this article are generally clean-up changes. The general Committee Regulations set out in the former Article 9 have also been incorporated so that all general provisions governing Board committees are located in one Article.

Article 7.8 clarifies the process for agenda setting.

Former Article 11

This article was deleted to reflect the Board's current practice due to the province's executive compensation legislation.

New Article 13 – Protection of Governors

The language in the Article has been amended to limit its application to Governors and former Governors. Further, former subsection 17.3 dealing with Governor remuneration has been moved to Article 14 – Remuneration.

New Article 15 – Dispute Resolution

This Article has been added to govern disputes that may arise among Governors or committee members. It stipulates that the dispute shall be settled by arbitration and all proceedings shall be kept confidential.

New Article 16 – By-laws

This Article repeals By-law Number 1.

New Article 17 – Severability

This provides protection in the event that one of the Articles is found to be invalid or unenforceable as the remainder of the By-law will be interpreted as though that part is excluded.

BY-LAW NO. 2

The composition of AC under the By-law No. 2 is a key change to the existing by-law and has been discussed several times with GNHR and AC.

By-law No. 2 will replace and expand upon Article 8 of the current General By-Law. The same general principles apply:

- Remove duplication with the Act
- Remove procedural provisions
- Identify gaps for procedure development
- Ensure consistency between By-Law and Act
- Reorganize for clarity

The changes of note in By-law No. 2 are:

- Composition
- Clear delegation of authority over Academic Council process and procedures
- Clearer statement about matters on which AC will provide advice to Board and how the advice will be provided
- More clearly reflecting AC's role in quality processes and tying into existing quality processes

Overview of Changes in By-law No. 2:

Definitions:

We have incorporated the definitions from By-law No. 1 by reference. We have also included a definition for “Non-Public” to clarify that AC may hold non-public sessions, where necessary.

ARTICLE 1 – AUTHORITY AND DUTIES

Article 1.1: Sets out the delegated authority from the Board to AC and provides examples thereof.

Article 1.3: Sets out the matters on which the Board will consult with AC.

Article 1.4: Sets out the matters on which AC will make recommendations to the Board.

ARTICLE 2 - COMPOSITION

The proposed amendments to the composition of AC were presented in an update to AC in April 2017. The most significant changes to the composition (Articles 2.1 – 2.3) are:

- Size (overall increase from 38 to 48 – voting members from 36 to 47)
- Increase in number of elected faculty members (16 to 24)
- Increase in number of students (3 to 6)
- Addition of a governor as a voting member
- Removal of VP, External Relations
- Removal of non-teaching staff member (*under consideration by Working Group*)
- Addition of academic administrator responsible for Student Life as a voting member
- Addition of the COU Academic Colleague as the only non-voting member

Rationale for Composition Changes:

- Broaden perspectives to further strengthen bicameral governance
- Majority of elected faculty members in response to issues raised by a working group of AC, and supportable because many other institutions have a similar balance
- Proportionate allocation of members among faculties (small faculties = 1 representative & large faculties = 3 representatives)
- At-large positions would cover faculty interest from smaller faculties

Further Change – Add Back a Non-teaching Staff Member?

During the most recent AC consultations, there was strong representation made to continue the inclusion of an elected non-teaching staff member on AC in order to ensure a diversity of perspectives and in recognition of the key role staff play in the academic mission and work. Benchmarking of senates/academic councils at other institutions

showed that it is not uncommon for the membership of senates/academic councils to include a non-teaching staff member.

Given the timing of the AC consultations, the Working Group will be reconvening on September 22 to consider the AC feedback, which might result in an amendment to the recommended composition to include a non-teaching staff member.

Other Working Group Discussions:

Voting Status:

The Working Group has debated a few of the proposed changes, namely the voting status of the University Librarian and governor, and whether to implement an associated reduction in the number of at-large faculty by two. The majority of the Working Group supports keeping the voting status of these members as it is for the following reasons:

- Although the University Librarian has not been previously categorized as an academic position at UOIT, the University Librarian plays an integral role in the academic mission of the institution – maintaining voting status would also allow for further evolution of the role.
- Maintaining voting status for the governor will ensure equal participation, encourage engagement, and strengthen bicameral governance.

AC was specifically asked for feedback on the voting status of these members and although the faculty members of the working group raised the issue, there was no support expressed for these members to have non-voting status. Benchmarking of senates at other institutions showed that it is not uncommon for the university librarian and a board member to be voting members of a senate/academic council.

Quorum:

Article 2.2: Section 1 of the Act defines “teaching staff”¹ very broadly. The intention of this Article is to clarify the definition of teaching staff for the limited purpose of determining quorum. The majority of the working group considered the Act’s definition in the context of the substantive roles and interests of these academic administrator positions and concluded that the most legally consistent and inclusive definition of a member of the University’s teaching staff includes these particular members of the academic community.

There has been considerable discussion by the Working Group regarding the quorum provision in Article 2.2, with a minority of the working group expressing concern about the possibility of achieving quorum in situations where few elected faculty members are

¹ “teaching staff” includes 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;

in attendance at an AC meeting and the effect this might have on engagement and the validity/quality of the decisions made.

As a result of the discussion, the working group asked the Secretariat to review the attendance of AC meetings over the last several years and compare the attendance of Deans and elected faculty members. The Secretariat reported that generally there is not a significant difference between the number of elected faculty members absent compared to Deans over the last 4 years except during the month of June, where there is a pattern of a much larger number of elected faculty members not attending over the last several years.

The majority of the working group share the view that engagement of AC members would be better addressed through other means (e.g. a governance advisory group) than through a quorum provision. Further, agendas are circulated in advance so AC members are aware when significant matters will be considered at a particular meeting and are in a position to ensure that they make efforts to attend that meeting.

During the recent consultations with AC, the faculty members of the working group raised the issue with AC, and expressed to the AC members their dissatisfaction with the majority recommendation of the working group. They shared the view that “rank and file” faculty members are the only members who should be included in the definition of teaching staff. The impact of this proposal is that AC would achieve quorum only if more than half of the attendees were “rank and file” faculty members.

After being briefed and considering the issue, AC members expressed support for the broad definition of “teaching staff” for the purpose of determining quorum.

Article 2.5: Sets the term of students to 1 year with the option to renew for an additional year.

ARTICLE 3 – LEADERSHIP

Article 3.2: Clarifies AC’s authority to select a member to act as temporary Chair of an AC meeting, as well as to determine the manner in which a temporary Chair will be selected.

ARTICLE 4 – MEETINGS

Confirms that meetings of AC and its committees are public, unless they meet the criteria set out in Article 4.3, in which case AC may hold a non-public meeting. Article 4 also sets out the limitations on attendance at meetings, as well as the Rules of Order that will apply and means of participation. Article 4.7 will allow AC to pass written resolutions, which will assist in improving efficiency of Council.

ARTICLE 5 - COMMUNICATIONS

In advancing the objective of strengthening bicameral governance, Article 5.1 provides for the appointment of a member of AC to provide regular reports to AC on the work of the Board and vice versa.

ARTICLE 6 – ACTIONS TAKEN ON BEHALF OF THE BOARD

Article 6 was updated to include the committees of Academic Council. There are no other substantive changes.

CONSULTATION:

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.

Consultation Process for By-law Nos. 1 & 2:

- SLT – March 27, 2017, June 5, 2017, Sept. 5, 2017
- GNHR – Sept 29, 2016, March 29, 2017, June 7, 2017
- PAC – April 20, 2016, May 18, 2017, June 15, 2017
- Board (update) – May 3, 2017, June 22, 2017
- AC – April 19, 2017, May 15, 2017, June 20, 2017, September 12, 2017, September 19, 2017

Legal Opinion:

The working group has had the benefit of governance advice and support from Louis Charpentier, former University Secretary for UofT. In addition, both By-law Nos. 1 and 2 have been reviewed by Robert Kligman of Cassels, Brock. Mr. Kligman has indicated support for both By-laws. Most importantly, UOIT has an opinion from Mr. Kligman that By-law No. 2 represents an appropriate and defensible delegation of authority from the Board to Academic Council. This opinion is important because the *UOIT Act* creates Academic Council as an advisory body only and there is a question as to whether or not an advisory body can be delegated powers. Mr. Kligman has opined that the general powers of board delegation are such that the powers delegated to Academic Council under By-law No. 2 are appropriately delegated.

Approval:

GNHR – September 27 for deliberation & recommendation
 Board – October 26 for approval

NEXT STEPS:

If recommended for approval by GNHR, the By-laws will be presented to the Board at the meeting on October 26.

MOTION FOR CONSIDERATION:

Pursuant to the recommendation of the Board of Governors By-law Review Project Working Group, and upon receiving confirmation that appropriate legal advice has been obtained verifying the work of the By-law Review Project Working Group, the Governance, Nominations and Human Resources Committee hereby recommends By-law Numbers 1 and 2 for approval, as presented, by the Board of Governors.

SUPPORTING REFERENCE MATERIALS:

- comparison of updated By-law No. 1 to original By-law
- draft By-law No. 2



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: September 27, 2017

PRESENTED BY: Robert Bailey, Provost (Interim) &
 Cheryl Foy, University Secretary & General Counsel

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: By-law Review Project – Draft By-law Nos. 1 & 2 - Addendum

BY-LAW NO. 2

REQUEST:

This is an addendum to the report issued on September 22, 2017. We are seeking GNHR’s direction with respect to the Working Group’s proposals set out below.

OPTIONS:

Proposed Academic Council (AC) Composition –

Inclusion of an Administrative Staff Member

As set out in the preceding Committee Report, during the most recent AC consultations, there was strong representation made to continue including an elected administrative staff member on AC in order to ensure a diversity of perspectives and in recognition of the key role administrative staff play in the academic mission and work. Benchmarking of senates/academic councils at other institutions showed that it is not uncommon for the membership of senates/academic councils to include an administrative staff member.

The Working Group reconvened on Monday, September 25 to consider feedback given by AC, as well as other administrative staff and faculty. The Working Group listened to the comments and supports including an elected administrative staff member as part of AC.

Throughout the By-law Review, the Working Group has expressed support for increasing the number of elected teaching staff representatives on AC so that the proportion of elected teaching staff voting members represents the majority of AC as compared to the *ex-officio* and other members (elected students & governor). The Working Group achieved that proportion with the proposed composition of 24 elected voting faculty members to 23 other voting members (*ex-officio*, students, governor). By reintroducing the elected administrative staff member into the proposed AC composition, the proportion of elected teaching staff representatives would return to 50% (24 elected voting faculty members to 24 other voting members (*ex-officio*, students, staff & governor)).

There was thoughtful discussion regarding how to implement the reinstatement of an elected administrative staff member into the AC composition while maintaining a majority of elected faculty representation. The Working Group considered several options and, after much dialogue, proposes the following two options for GNHR's consideration:

- 1) that one of the proposed undergraduate student representative positions be non-voting; or
- 2) adding an additional elected at-large faculty representative position.

Implications

In order to assist GNHR with considering the proposed options, the implications of each are set out below.

1) That one of the proposed undergraduate student representative positions be non-voting

- This option would maintain the number of elected voting teaching staff members to other voting members at 24 to 23 and increase overall membership to 49 (includes 2 non-voting members)
- The original recommended composition of AC included a 100% increase of undergraduate student representatives by increasing the number of undergraduate student positions from 2 to 4
- The pattern of past elections has shown it has been a challenge to fill all of the student positions on AC
- In order to re-establish the majority representation of elected teaching staff on AC, one of the proposed undergraduate student positions could be non-voting
- This would result in an increase of voting undergraduate student representation on AC by 50% (2 to 3)

- The fourth position could be a non-voting member role allocated to the President of the UOIT Student Union (SU), which would allow for the individual to participate in discussions and share the SU's perspective
- There was mixed opinions on the Working Group with respect to this option
- A couple of members of the Working Group commented that keeping four undergraduate student positions on AC would allow for an increase and evolution of student engagement on Council

2) Add an additional elected at-large faculty representative

- This option would increase the number of elected voting at-large faculty members from 7 to 8, changing the number of elected voting teaching staff members to 25 and other voting members to 24
- This would accomplish the increased representation of elected faculty on Academic Council, as well as maintaining the originally proposed increase (from 2 to 4) in undergraduate student representation
- This would also increase the total membership of AC from 48 to 50 (including 1 non-voting member). It is a marginal increase.
- This would eliminate a "hierarchy" of membership by ensuring all elected members to AC have a vote

Based on the foregoing, the By-law Review Working Group would greatly appreciate GNHR's direction with respect to the options for implementing a re-introduction of an elected administrative staff member into the proposed AC composition.

**SENATE QUORUM PROVISIONS
COMPARISON**

UNIVERSITY	QUORUM REQUIREMENT	MEMBERSHIP BREAKDOWN	TOTAL MEMBERS	QUORUM	MINIMUM # OF FACULTY FOR QUORUM	# of BOARD MEMBERS ON SENATE
Brock	Oct - May = 1/2 of members June - Aug = 7 members	faculty = 38 <i>ex officio</i> = 22 other = 10	70	35	3	Chair = <i>ex officio</i> 2 other members
Guelph	1/3 members	faculty = 63 <i>ex officio</i> = 59 other = 41	163	55	0	2
Lakehead	1/3 voting members	faculty = 11 <i>ex officio</i> = 71 other = 14	96	32	0	1 & 1 senator elected to Board
Laurier	majority of all members	faculty = 38 <i>ex officio</i> = 21 other = 18	77	39	0	3
McMaster	Sept - June = 30 members July - Aug = 20 members	faculty = 31 <i>ex officio</i> = 16 other = 19	66	30	0	3
Queen's	1/3 full membership	faculty = 36 <i>ex officio</i> = 12 other = 20	68	23	0	0
Ryerson	Sept - June = 1/2 members July = 25 members	faculty = 33 <i>ex officio</i> = 21 other = 18	72	36	0	0
Trent	1/2 membership	faculty = 24 <i>ex officio</i> = 12 other = 11	47	24	1	1 official visitor (non-voting)
Waterloo	majority of members	faculty = 47 <i>ex officio</i> = 26 other = 20	93	47	1	Chair = <i>ex officio</i> 4 other Board members
Western	Sept - May = 1/2 voting members June - Aug = 25 voting members	faculty = 46 <i>ex officio</i> = 21 other = 36	103	52	0	2
Windsor	1/2 members	faculty = 44 <i>ex officio</i> = 23 other = 17	84	42	2	2
York	20% membership	faculty = 99 <i>ex officio</i> = 20 other = 48	167	33	0	Chair + 1 other = <i>ex officio</i> 2 senators appointed to Board



<u>Classification</u>	
<u>Framework Category</u>	
<u>Approving Authority</u>	<u>UOIT Board of Governors</u>
<u>Policy Owner</u>	
<u>Approval Date</u>	REVISED DRAFT June 1, 2017
<u>Review Date</u>	
<u>Supersedes</u>	



<u>Item</u>	<u>1-3</u>
Approved by UOIT <u>BY-LAW 1</u>	<u>UOIT Board</u>
<u>ARTICLE 1 - Interpretation</u>	<u>ARTICLE 9 - Execution of Documents</u>
<u>ARTICLE 2 - Head Office and Seal</u>	<u>ARTICLE 10 - Borrowing</u>
<u>ARTICLE 3 - Board Composition</u>	<u>ARTICLE 11 - Auditors</u>
<u>ARTICLE 4 - Standard of Conduct</u>	<u>ARTICLE 12 - Financial Matters</u>
<u>ARTICLE 5 - Officers</u>	<u>ARTICLE 13 - Protection of Governors</u>
<u>ARTICLE 6 - Meetings</u>	<u>ARTICLE 14 - Remuneration</u>
<u>ARTICLE 7 - Committees</u>	<u>ARTICLE 15 - Dispute Resolution</u>
<u>ARTICLE 8 - Executive Committee</u>	<u>ARTICLE 16 - By-laws</u>
	<u>ARTICLE 17 - Severability</u>
<u>Date approved</u>	<u>June 2017</u>

UOIT BY-LAW 2

REVISED DRAFT**June 1, 2017***(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 *full-time continuing and part-time continuing employees of the University who are not members 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. "College" means *The Durham College of Applied Arts and Technology*.
- ~~f-g.~~ ~~g.~~ "Governor" means a member of the Board.
- h. "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*.
- h. ~~i.~~ "In Camera" means *a meeting, or a portion of a meeting, that includes Governors and only those individuals invited by the Board to attend, at which no motions are made and no minutes are recorded*.
- i. "Non-Public" means *a meeting that includes Governors and only those individuals invited by the Board to attend*.
- ~~g-j.~~ "President" means the person appointed to be the president, chief executive officer and vice-chancellor of the University.
- ~~k.~~ ~~j.~~ "Public" means *a meeting open to all individuals, both internal and external to the University*.
- ~~h-l.~~ "Secretary" means the secretary of the Board, *who shall be a non-voting officer of the Board*.
- ~~i-m.~~ ~~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.
- n. ~~l.~~ "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*.
- ~~j-o.~~ "University" means the University of Ontario Institute of Technology.
- ~~k-p.~~ ~~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 in accordance with Article 5.1, including "designated from time to time by executives" as defined in the President Broader Public Sector Executive Compensation Act, 2014, as amended or replaced*.
- ~~l-q.~~ ~~n.~~ "Vice-Chair" means the person elected or appointed to the position of vice-chair of the Board.
- ~~m-r.~~ ~~o.~~ "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.

REVISED DRAFT
June 1, 2017

- 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

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**~~

~~Subject to section 8.9(a)(iii) below, 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.~~

~~**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 will 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 in Ontario.~~

~~**4.3.2 Appointed Governors**~~

~~The Governors appointed pursuant to paragraphs ~~34~~ and ~~45~~ 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-~~

REVISED DRAFT
June 1, 2017

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~~Normally, 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**begins** on the first day of September immediately following the appointment.

4.4

3.3 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" (as defined in the Act)Teaching Staff of the University;
- b. one shall be elected by and from ~~among~~ the full-time staffAdministrative 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~~3.4 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 employeeemployees 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 (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.~~

~~3.5 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~~

REVISED DRAFT
June 1, 2017

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 in good standing.

4-8-3.6 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 having Governor who has~~ 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 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~~4.9 ~~the~~the Board ~~shall have the right,~~ in its sole and absolute discretion ~~to declare, rescinds a Governor's~~to declare, rescinds a Governor's membership ~~in on~~in the Board ~~vacant where on the basis that the Governor has not met the standard of conduct referred to set out herein or described in other applicable Board policies or agreements. In the event the Governor is serving as a Lieutenant Governor in section 4.12-Council (LGIC) appointee, the rescission will take effect on the date on which the LGIC approves the Board's request for rescission.~~

~~4.10-3.7~~4.10-3.7 The Board's declaration that a Governor's membership ~~in on~~in 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~~are delivered by ordinary mail to the address of the Governor ~~as it appears~~as it appears ~~affected at such electronic or most recent address appearing~~ in the records of the Board.

The resolution declaring the vacancy ~~in on~~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 Standard of Conduct

~~Governors shall be expected:~~

ARTICLE 4 - STANDARD OF CONDUCT

4.1 Governors are fiduciaries of the University and are expected:

REVISED DRAFT**June 1, 2017**

- 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.

4.2 Conflict of Interest

"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:

- a. directorships or other employment;
- b. interests in business enterprises or professional practices;
- c. share ownership;
- d. beneficial interests in trusts;
- e. existing professional or personal associations with the University; Professional associations or relationships with other organizations;
- f. personal associations with other groups or organizations, or
- g. personal or family relationships.

4.3 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.

4.4 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.**4.5 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.****4.6 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 holding that office or of the fiduciary relationship established thereby.**

REVISED DRAFT
June 1, 2017

ARTICLE 5 - OFFICERS

5.1 University Officers

~~There shall be a The President and such other officers ("is hereby designated a University Officers") as the President may determine from time to time.~~

~~5.2 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 Officer. Other University Officers may be designated by the Board or approved by the Board on the recommendation of the President.~~

~~All University Officers shall report to the President.~~

~~5.5.2 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 5.3 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 Duties of Chair and Vice-Chair~~

The Chair shall preside at all meetings of the Board.

~~5.8.5~~ 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 of all Board Committees, whether standing, special or ad hoc. In addition to other committee memberships, the Vice-Chair shall be a member of any presidential search committee.

~~5.6 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 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 University or as may be assigned by the Board or by the Chair thereof.~~

ARTICLE 6 - MEETINGS

6.1 Meetings of the Board

REVISED DRAFT
June 1, 2017

Board meetings may be formally called by the Chair, the Vice-Chair or the President ~~or~~. Board meetings may also be called 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.

6.2 The ~~Chair, the President and the Secretary shall set the~~ agenda for each Board meeting ~~of~~ will be prepared by the Secretary in consultation with the Chair and the President and will be approved by the Board. ~~Chair.~~ Each meeting of the Board ~~shall be terminated~~ will terminate 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 by way of a motion passed by a simple majority of the Governors present.

6.3 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~~ envelope addressed to the Governor ~~or officer at a home or business~~ the most recent address ~~as the same appears~~ recorded on the books of the University. A notice or other document so sent by mail shall be deemed to be ~~sent~~ received 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~~ received on the ~~first business day after~~ it was transmitted or, if delivered, shall be deemed to be ~~given~~ received on the date of delivery. For the purpose of sending any notice, the address of any Governor ~~or officer shall~~ will be the ~~last~~ most recent address ~~as~~ recorded on the books of the University.

6.4 Subject to sections 6.5 and 6.6 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~~ specified in the Act and the related procedures, as approved by the Board from time to time.

6.5 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.

6.6 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,~~

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REVISED DRAFT
June 1, 2017

~~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.~~

6.7 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.

6.8 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.

6.9 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.~~

6.10 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.

6.11 Rules of Order

Meetings of the Board and its committees ~~shall~~will 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~~will be conducted in accordance with "Procedures for Meetings Democratic Rules of Order by Francis and Organizations" by Kerr and King, Francis (9th edition), as amended or a similar text approved by the Chair and in general use for replaced, or such meetings, except where said other rules conflict with the By-laws of order most recently adopted by the Board and its committees.

6.12 Adjournments

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

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

REVISED DRAFT
June 1, 2017

6.14 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.

6.15 Place of Meeting ~~and Participation by Communications Facilities~~

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~~ 6.16 Participation by Electronic Means

~~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 Governor 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.~~

6.17 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.~~

6.18 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,

- ~~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.~~

REVISED DRAFT
June 1, 2017

~~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**~~

- ~~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.~~

REVISED DRAFT**June 1, 2017**

- b. ~~The Board may by resolution appoint members of the Board, including the Chancellor, as members of the Academic Council.~~
- e. ~~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(2) 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.~~
- e. ~~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.~~
- 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.~~

REVISED DRAFT
June 1, 2017

~~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.~~
- ~~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.~~

REVISED DRAFT
June 1, 2017

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.~~
- ~~c. 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.~~

REVISED DRAFT
June 1, 2017

~~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

- ~~97.1~~ Subject to ~~the following sections 9~~ ~~subsections 7,2 to 97.9~~ and ~~Article 7,12 below to 7.22~~, 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.
- ~~97.2~~ There shall be an Executive Committee as provided in Article ~~108~~ below.
- ~~97.3~~ The majority of the members of all committees must be ~~members~~ Governors of the Board, ~~subject to section 10.2 below.~~
- ~~97.4~~ The Chair and President shall be members of all Board Committees, whether standing, special or ad hoc.
- ~~7.5~~ The voting members of all committees shall be appointed by the Board.
- ~~9-57.6~~ 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 of such committees during the term of any such appointment.
- ~~9-67.7~~ Each committee of the Board shall have a chair appointed by the Board. If the committee chair is not present at a meeting, the committee shall select another member of the committee to act as chair for that meeting.
- ~~7.8~~ The agenda for each Board committee meeting will be prepared by the Secretary in consultation with the committee chair and the appropriate member(s) of the University's administration as designated by the President, and will be approved by the committee chair.
- ~~7.9.7~~ **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.
- ~~9-87.10~~ **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 of the committee must be a Governor.
- ~~9-97.11~~ 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 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.

REVISED DRAFT
June 1, 2017

General Regulations

- 7.12 All members of committees, other than ex-officio members, 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 of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.
- 7.13 Meetings shall be held at the call of the chair of the committee, and shall be held at such places, or by teleconference, and at such times as the chair of the committee may determine. On the requisition of any three members 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 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 Governor's most recent address recorded in the books of the Board;
 - c. prepaid post to the Governor's most recent address recorded in the books 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 may waive the time requirements for such notices.
- 7.14 A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the committee consent thereto.
- 7.15 A resolution signed by all of the members of a committee shall have the same force and effect as if passed at a regularly constituted meeting.
- 7.16 Any omission in good faith to give notice to any Governor, or any inadvertent irregularity in connection with the giving of notice, shall not invalidate the proceedings of a meeting.
- 7.17 The chair of the committee shall preside at meetings. If the chair is absent, the members present shall appoint one of their number as acting chair to preside at the meeting.
- 7.18 Except where otherwise stated, quorum requires that half of the Committee members entitled to vote be present.
- 7.19 Each voting member of the committee present in person or by teleconference at a meeting shall be entitled to one vote.
- 7.20 All questions at a committee meeting shall be decided by a majority of the votes of the members present, including the vote of the chair. In the case of equality of votes, the motion will be declared defeated.
- 7.21 A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the chair of the committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter.
- 7.22 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 108 - EXECUTIVE COMMITTEE

- 108.1 The Board shall by resolution establish the size, composition, duties and responsibilities of the Executive Committee.

REVISED DRAFT
June 1, 2017

~~408.2~~ 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 of the Board~~Governors who shall be appointed by the Board to serve on the Executive Committee.

~~408.3~~ 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 of the Executive Committee or any other such search committee.~~

~~10.4 — The Secretary of the Board shall be the secretary of the Executive Committee.~~

~~**ARTICLE 11 – SENIOR COMPENSATION COMMITTEE**~~

~~11.1 — There shall be a Senior Compensation Committee composed of the following members: 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 4.3 above) appointed by the Board. The elected Governors referred to in section 4.4 above shall not be eligible to serve on the Senior Compensation Committee.~~

~~11.2 — The Senior Compensation Committee shall have the following duties and responsibilities:~~

- ~~a~~e. 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~~f. 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~~g. 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.

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

~~**ARTICLE 12 – 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:~~

~~12.1 — All members of committees, other than ex-officio members, 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,~~

REVISED DRAFT**June 1, 2017**

~~notwithstanding such vacancies, the remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.~~

- ~~12.2 Meetings shall be held at the call of the chair of the committee, and shall be held at such places, or by teleconference, and at such times as the chair of the committee may determine. On the requisition of any three members 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 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 address as it appears in the records of the Board;~~
 - ~~c. prepaid post to the member'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 may waive the time requirements for such notices.~~

- ~~12.3 A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the committee consent thereto.~~
- ~~12.4 A resolution signed by all of the members of a committee shall have the same force and effect as if passed at a regularly constituted meeting.~~
- ~~12.5 Any omission in good faith to give notice to any member, or any inadvertent irregularity in connection with the giving of notice, shall not invalidate the proceedings of a meeting.~~
- ~~12.6 The chair of the committee shall preside at meetings. If the chair is absent, the members present shall appoint one of their number as acting chair to preside at the meeting.~~
- ~~12.7 Except where otherwise stated, a majority of the voting members 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.~~
- ~~12.8 Each voting member of the committee present in person or by teleconference at a meeting shall be entitled to one vote.~~
- ~~12.9 All questions at a committee meeting shall be decided by a majority of the votes of the members present, including the vote of the Chair. In the case of equality of votes, the motion will be declared defeated.~~
- ~~12.10 A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the chair of the committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter.~~
- ~~12.11 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 139 - EXECUTION OF DOCUMENTS**139.1 Execution of Documents**

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

REVISED DRAFT
June 1, 2017

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.

~~139~~.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.

~~139~~.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 ~~1410~~ - BORROWING

~~1410~~.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.

~~1410~~.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 ~~1511~~ - AUDITORS

~~15.1~~ 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.

ARTICLE ~~1612~~ - FINANCIAL MATTERS

~~1612~~.1 **Fiscal Year**

Unless otherwise ordered by the responsible government Ministry of Training, Colleges and Universities, the fiscal year of the University shall terminate on the 31st day of March in each year.

REVISED DRAFT**June 1, 2017****1612.2 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 – INDEMNITIES¹³ – PROTECTION OF GOVERNORS**1713.1 Indemnities to Governors¹³ 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, and every Officer of the Board, former Board member or Officer of the Board, or other person who has undertaken or is about to undertake any liability on behalf of the University~~ Every Governor or former Governor, 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.

1713.2 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.

1713.3 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.

REVISED DRAFT
June 1, 2017

ARTICLE 14 - REMUNERATION

14.1 ~~Governors 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.~~

14.2 Subject to compliance with Article ~~7 above~~4, 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 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.

ARTICLE ~~18~~ - REMUNERATION¹⁵ – DISPUTE RESOLUTION

~~18.1~~ ~~The members 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.~~

If a dispute or controversy among Governors, committee members, or officers of the Board of the University arising out of or related to the Act or By-laws, or out of any aspect of the activities or affairs of the University is not resolved in private meetings between the parties, then such dispute or controversy 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), as amended or replaced, 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 ~~19~~ - AMENDMENT¹⁶ – BY-LAWS

~~19.1-16.1~~ All By-Laws of the University enacted prior to the date hereof are hereby repealed.

16.2 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~~no 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.

ARTICLE 17 – SEVERABILITY

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

ENACTED by the ~~board~~Board of ~~directors~~Governors on the ~~11th~~ day of ~~June, 2003~~, 2017.

REVISED DRAFT
June 1, 2017

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

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UOIT BY-LAW 2

[ARTICLE 1 – Authority and Duties](#)

[ARTICLE 2 - Composition](#)

[ARTICLE 3 - Leadership](#)

[ARTICLE 4 - Meetings](#)

[ARTICLE 5 - Communications](#)

[ARTICLE 6 – Actions Taken on Behalf of Board](#)

BY-LAW NUMBER 2 OF THE UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY

(being a by-law to govern the affairs of the Academic Council)

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

DEFINITIONS

In this By-law:

- a. the definitions set out in By-law Number 1 are incorporated by reference into By-law Number 2.
- b. “Non-Public” means a meeting that includes members of Academic Council or a committee of Academic Council and only those individuals invited by the Chair of Academic Council or the Chair of a committee of the Academic Council to attend.

ARTICLE 1 – AUTHORITY AND DUTIES

1.1 Delegated Authority from the Board

Without limiting or otherwise constraining the statutory powers and duties of the Board and pursuant to section 5 and subsections 9(1)(i) and (n) of the Act, the Board hereby delegates to the Academic Council the authority to establish the academic standards and curricular policies and procedures of the University, and to regulate such standards, policies and procedures, including:

- a. any procedures necessary to effect the intent of this By-law, including but not limited to:
 - (i) the election of its members, including the establishment of constituencies and voting practices;
 - (ii) selection of a Vice-Chair;
 - (iii) selection of an acting Chair in the absence of the President; and
 - (iv) appointment procedures for its committee members.

- b. determining academic quality, which includes determining the contents and curricula of all programs and courses of study;
- c. governing the academic standards for:
 - (i) admission of students to the University;
 - (ii) academic integrity and professional suitability; and
 - (iii) graduation.
- d. governing matters arising in connection with the award of fellowships, scholarships, medals, prizes, and other awards for academic achievement;
- e. establishing and implementing general academic regulations;
- f. establishing and implementing academic and research policies except those that are organizational in nature and/or those implemented to fulfill legal compliance obligations;
- g. granting bachelor's degrees, master's degrees, doctoral degrees, honorary degrees and all other degrees, certificates, and diplomas in any and all branches of learning;
- h. providing for the convening and conduct of convocations;
- i. establishing a faculty council for each Faculty of the University, which will be responsible for the policies and procedures of the Faculty as set out by the Academic Council;
- j. appointing committees and working groups to provide investigative, informational or advisory services to Academic Council; and
- k. subject to any limitations imposed by law or contract, such other authority as the Board may, through by-law or resolution, confer on the Academic Council or a committee of the Academic Council to act on the Board's behalf with respect to any matter or class of matters.

1.2 The delegation of authority under Article 1.1 subsections (d), (e) and (h) fulfill the Board's duty to consult with the Academic Council set out in subsection 10(5) of the Act with respect to matters referred to in subsections 9(1)(b), (g) and (h) of the Act.

1.3 **Consultation by the Board**

In accordance with section 10(5) of the Act, the Academic Council will be consulted by the Board on the following matters:

- a. the mission, vision and values of the University;
- b. the establishment of service and institutional policies and plans, and academic and research policies and plans that are organizational in nature or those implemented to fulfill legal compliance obligations and the manner in which they are implemented; and

c. the appointment and removal of the Chancellor.

1.4 **Recommendations to the Board**

Academic Council will make recommendations to the Board on matters including:

- a. the establishment or termination of degree programs;
- b. the establishment of faculties, schools, institutes and departments;
- c. the establishment of chairs and councils in any faculty, school, institute or department;
- d. the establishment and terms of reference of committees to exercise the Academic Council's delegated authority under this Article; and
- e. such other matters as may be referred to it by the Board.

1.5 The duty of the Academic Council to make recommendations under Article 1.4 (b) and (c) fulfills the Board's duty to consult with the Academic Council set out in subsection 10(5) of the Act with respect to matters referred to in subsection 9(1)(f) of the Act.

1.6 All recommendations made by the Academic Council pursuant to Article 1.4 will be made by resolution and reported to the Board by the President. The Board will consider the recommendation(s) of the Academic Council during its deliberations on the matter. If the Board does not adopt a recommendation of Academic Council, the Board will communicate its reasons for the decision to the Academic Council through a report by the President.

ARTICLE 2 - COMPOSITION

2.1 *Ex-officio* Members

In accordance with section 10 of the Act, the Academic Council will be composed of the following *ex-officio* members:

- a. the Chancellor;
- b. the President;
- c. the Provost and Vice-President, Academic;
- d. the Dean of each Faculty and School of the University;
- e. the Registrar;
- f. the University Librarian;
- g. the academic administrator responsible for Student Life;
- h. the academic administrator responsible for Quality Enhancement;
- i. the academic administrator responsible for Research;
- j. a Governor; and
- k. the Council of Ontario Universities Academic Colleague (non-voting).

2.2 For the purpose of determining quorum, the following *ex-officio* members will be counted as Teaching Staff:

- a. the Provost and Vice-President, Academic;
- b. the Dean of each Faculty and School of the University;
- c. the academic administrator responsible for Quality Enhancement; and
- d. the academic administrator responsible for Research.

2.3 Elected Members

a. Faculty, elected from among full-time continuing Associate Deans, tenured and tenure-track faculty and teaching faculty, in the following numbers:

- (i) Faculty of Business and Information Technology – three (3)
- (ii) Faculty of Education – one (1)
- (iii) Faculty of Energy Systems and Nuclear Science – one (1)
- (iv) Faculty of Engineering and Applied Science – three (3)
- (v) Faculty of Health Sciences – three (3)
- (vi) Faculty of Science – three (3)
- (vii) Faculty of Social Science and Humanities – three (3)
- (viii) Faculty At-Large – seven (7)

b. Students, elected from among their respective constituencies, in the following numbers:

- (i) undergraduate – four (4)
- (ii) graduate – two (2)

2.4 Elections

The Academic Council will establish the rules and regulations governing the election of its members pursuant to Article 1.1(a)(i).

2.5 Terms

Elected faculty members will serve for three-year terms. Elected student members will serve for a one-year term, which is renewable for an additional year. The Academic Council will establish the eligibility requirements and procedures for the renewal of the student members pursuant to Article 1.1(a)(i).

ARTICLE 3 – LEADERSHIP

3.1 Chair

In accordance with subsection 10(3) of the Act, the President is the Chair of the Academic Council.

3.2 Temporary Chair

In the absence of the President, the Academic Council may select one of its members to act as temporary Chair of the meeting. The Academic Council will determine the manner in which the temporary Chair will be selected pursuant to Article 1.1(a)(iii).

ARTICLE 4 - MEETINGS

4.1 Subject to subsections 4.2, 4.3 and 4.4 of this Article, meetings of the Academic Council and its committees will be Public.

4.2 The Academic Council and its committees may conduct two (2) types of meetings as part of their regular administration:

- Public; and
- Non-Public.

4.3 Where the Academic Council or a committee of the Academic Council considers matters confidential to the University or of a personal nature concerning an individual, that part of the meeting concerning such matters will be Non-Public.

4.4 Attendance at Public meetings will be subject to space limitations and the provisions of the related procedures. No person will be removed from a meeting except for improper conduct as determined by the chair.

4.5 Meetings of the Academic Council and its committees will be conducted respectfully, efficiently and with a view to reaching consensus in accordance with the values of the University. In case of controversy, meetings of the Academic Council and its Committees will be conducted in accordance with *Democratic Rules of Order* by Francis and Francis (9th edition), as amended or replaced, or such other rules of order most recently adopted by the Academic Council and its committees.

4.6 Participation by Electronic Means

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 Academic Council or its committees, 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 Academic Council or a committee of the Academic Council 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 member of the Academic Council or its committees will be represented by proxy.

4.7 **Written Resolutions**

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

ARTICLE 5 - COMMUNICATIONS

- 5.1 Effective communications between the Academic Council and the Board are an integral aspect of collegial governance. Accordingly, the Academic Council will appoint one of its members who will deliver a report at every public meeting of the Board and Academic Council.

ARTICLE 6 – ACTIONS TAKEN ON BEHALF OF BOARD

6.1 **Report of Action Taken**

Subject to Article 6.2, action taken by the Academic Council or one of its committees under delegated authority will:

- 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 approved.

6.2 **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 committee of the Academic Council (the “decision-making body”) the authority to act on behalf of the Board, 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 appointed pursuant to Article 7.6 of By-Law 1),



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations, and Human Resources Committee

DATE: Sept 27, 2017

PRESENTED BY: Robert Bailey, Provost and VP Academic

SUBJECT: Implementing the Sexual Violence Policies

- *The following is an update related to implementing the [Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence](#) (the student policy) and the [Policy Against Violence, Harassment and Discrimination in the Workplace](#) (workplace violence policy). Areas reported on are:*
 - The training/training tools that have been developed and delivered
 - Communication/education efforts made with the students
 - Plans to train adjudicators under the policy
 - The nature of support being provided to students

BACKGROUND/CONTEXT & RATIONALE:

- The student policy was implemented January 2017. An extended comment period was held through early 2017 to solicit improvements suggested by the UOIT community. A final version was approved June 2017 by the Board.

ONGOING INITIATIVES SUPPORTING POLICY IMPLEMENTATION

Training

- [First Year Me](#)
- All incoming students are invited to orientation which includes [a play](#), developed with students and detailing UOIT’s opposition to sexual violence. Facilitators debrief students on what the student policy offers and what to do if sexual violence is experienced.
- [In-Person Training](#)
- Miles Bowman & Olivia Petrie, AVP Student Life delivered in-person training related to the student policy to all faculties, Graduate Studies, Student Life, Research Services(January-February, 2017), and SLT (September 2017).

- Jarred Cacnio, Equity and Inclusivity Advisor is delivering educational programming to students including:
 - Respecting Individuals and Supporting Equity ([RISE](#)) –a multi-workshop series detailing how to spot behaviours associated with discrimination and inequity and how to oppose them.
 - [Advanced Disclosure Training](#) – an extended training session for students most likely to receive disclosures from other students (e.g., ambassadors).
- Online Training
- Dr. Miles Bowman has begun work with the [Teaching and Learning Centre](#) (TLC) to develop online training modules for the UOIT community. The modules cover material related to sexual violence, verify understanding through embedded quizzes, and feature a diverse cross section of UOIT members. Four modules are planned. Module 1 is planned to be mandatory; all other modules are assigned relative to role.
 - Module 1 covers consent, the definition of sexual violence and what to do if you experience sexual violence or receive a disclosure. This module focuses on the student policy and introduces the workplace violence policy. Projected completion, October 2017.
 - Module 2 and Module 3 will instruct on workplace violence content. Only employees will be required to complete these two modules. Modules 2 and 3 are in development.
 - Module 4 will be developed with Student Life collaboration with students.

Communications Efforts

- Distributed Materials
- Student Life delivers a “[Pledge](#)” across campus indicating support for victim/survivors and publicly displaying messages related to opposing sexual violence.
- All syllabuses include a sexual violence help section.
- Student Life is developing “how to get help” slides for presentation in first class
 - Projected availability, Winter 2018.
- Online
- Student Life launched www.uoit.ca/sexualviolence in January 2017 detailing our institution’s resources and how to contact third-party resources where required.
- Communications and Marketing have announced the student policy online and are developing a plan to feature initiatives to oppose sexual violence.

Community Survey

- UOIT will facilitate the delivery of an Ontario Government student survey related to sexual violence experiences.

NATURE OF SUPPORT

- Student Disclosure results in, with the discloser’s consent, meeting a Support Worker, a member of the Mental Health Support Team in Student Life. Speaking with a Support Worker creates “the circle of safety,” a confidential space into which resources can be brought to the student (and minimizing re-telling confidential and sensitive information).
 - Mental Health Support Team members who may be exposed to disclosures were trained on trauma-informed counselling, January 2017.
- Employee can request a referral to Oshawa Psychological Services to disclose in an anonymous environment. Resources for aid can be discussed in this meeting.

NEXT STEPS:

- Further development for the Online Training is needed to have all modules available to the community this academic year.
- The Healthy Sexuality Committee must meet with students to determine their level of involvement and guidance to the student policy in the future.