

Thursday, January 17, 2019

2:00 p.m. – 5:00 p.m.

North Campus, ERC 3023

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

**Members:** Francis Garwe (Chair), Doug Allingham, Lisa Edgar, Laura Elliott, Kori Kingsbury, Steven Murphy, Trevin Stratton

**Staff:** Robert Bailey, Becky Dinwoodie, Cheryl Foy

### AGENDA

No.	Topic	Lead	Allocated Time	Suggested End Time
	<b>PUBLIC SESSION</b>			
1	Call to Order	Chair		
2	Agenda (M)	Chair		
3	Conflict of Interest Declaration	Chair		
4	Approval of Minutes of the Meeting of October 11, 2018* (M)	Chair		
5	Chair's Remarks	Chair		2:05 p.m.
6	President's Remarks	S. Murphy	10	2:15 p.m.
7	<b>Governance</b>			
7.1	Faculty Governor Working Group Recommendations* (M): <ul style="list-style-type: none"> <li>Board of Governors Recruitment, Appointment and Leadership Policy*</li> <li>Teaching Staff Nominee Election Form*</li> </ul>	C. Foy	10	2:25 p.m.
7.2	By-laws Implementation* (U): <ul style="list-style-type: none"> <li>Academic Council's Governance &amp; Nominations Committee*</li> </ul>	C. Foy	5	2:30 p.m.
7.3	Board Engagement: <ul style="list-style-type: none"> <li>Board Portal (U)</li> </ul>	C. Foy & B. Dinwoodie	5	2:35 p.m.
	<b>Policy &amp; Compliance:</b>			
7.4	Compliance Update (U)	C. Foy	5	2:40 p.m.
7.5	<b>Policy:</b> (a) Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors* (M)	C. Foy	5	2:45 p.m.
No.	Topic	Lead	Allocated Time	Suggested End Time

<b>8</b>	<b>Nominations</b>			
8.1	2019-2020 Election Process* (M)	B. Dinwoodie	5	2:50 p.m.
<b>9</b>	<b>For Information:</b>			
9.1	Board of Governors Policy Review Update*: (a) Attendance Policy (b) Meeting Policy & Procedures	C. Foy		
<b>10</b>	<b>Other Business</b>	Chair		
<b>11</b>	<b>Adjournment (M)</b>	Chair		2:55 p.m.
<b>BREAK</b>				
	<b>NON-PUBLIC SESSION (material not publicly available)</b>			3:05 p.m.
<b>12</b>	<b>Call to Order</b>	Chair		
<b>13</b>	<b>Conflict of Interest Declaration</b>	Chair		
<b>14</b>	<b>Approval of Minutes of the Meeting of October 11, 2018* (M)</b>	Chair		3:10 p.m.
<b>15</b>	<b>President's Remarks</b>	S. Murphy	15	3:25 p.m.
<b>16</b>	<b>Human Resources</b>			
16.1	Labour Relations & Human Resources Update* (M)	R. Bailey	15	3:40 p.m.
<b>17</b>	<b>Nominations</b>			
17.1	Governor Member of Academic Council* (M)	C. Foy	5	3:45 p.m.
17.2	Board Recruitment Process (U)	C. Foy	5	3:50 p.m.
<b>18</b>	<b>Board Engagement (D)</b>	C. Foy	10	4:00 p.m.
<b>19</b>	<b>Confidential Questions (if any) from Public Session</b>	Chair	5	4:05 p.m.
<b>20</b>	<b>Other Business</b>	Chair		
<b>21</b>	<b><i>In Camera</i> Session (M)</b>	Chair		
<b>22</b>	<b>Termination (M)</b>	Chair		4:20 p.m.

Becky Dinwoodie, Secretary



**BOARD OF GOVERNORS  
Governance, Nominations and  
Human Resources Committee (GNHR)**

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**Public Session Minutes for the Meeting of October 11, 2018  
2:00 p.m. – 3:35 p.m., ERC 3023**

**Attendees:** Doug Allingham (Chair), Lisa Edgar, Kori Kingsbury, Steven Murphy, Trevin Stratton  
(via videoconference)

**Staff:** Robert Bailey, Jamie Bruno, Becky Dinwoodie, Cheryl Foy, Krista Secord

**Regrets:** Laura Elliott, Francis Garwe

**1. Call to Order**

The Chair called the meeting to order at 2:00 p.m.

**2. Agenda**

*Upon a motion duly made by K. Kingsbury and seconded by S. Murphy, the Agenda was approved as presented.*

**3. Conflict of Interest Declaration**

There were no conflict of interest declarations.

**4. Approval of Minutes of the Meeting of May 31, 2018**

*Upon a motion duly made by L. Edgar and seconded by K. Kingsbury, the Minutes were approved as presented.*

**5. Chair's Remarks**

D. Allingham chaired in F. Garwe's absence. He kept his remarks brief and shared F. Garwe's disappointment at missing the first committee meeting of the year.

## **6. President's Remarks**

### **Executive Compensation Plan: Recruitment & Retention**

The President updated the committee on the status of the university's Executive Compensation Plan. Almost all Ontario universities submitted their executive compensation plans for approval earlier in the year; however, only 4 were approved prior to the provincial election. He does not anticipate any further developments with respect to executive compensation for a while. This is important to note as the university is recruiting for new senior academic administrators and salaries remain frozen. The committee will continue to be updated throughout the year.

The President also discussed the university's first joint Board and Academic Council orientation session. The session was well received and the plan is to coordinate at least one more joint event during the academic year. He also discussed the shared campus with Durham College (DC). The university interacts and works closely with DC on a number of levels. Plans are underway to coordinate a joint Board meeting. The President also reported on the recent meeting of university presidents with the Deputy Ministers. He responded to questions from the committee.

## **7. Governance**

### **7.1 Faculty Governor Working Group Recommendations**

- **Board of Governors Recruitment, Appointment and Leadership Policy**
- **Teaching Staff Nominee Election Form**

C. Foy reviewed the background of the faculty research leave eligibility requirements and the development of the faculty governor working group (FGWG). She presented the FGWG's recommendations and noted the distinction between a one-year leave and six-month leave. She also reviewed the consultation path. C. Foy responded to the committee's questions. The committee supported the recommendations, as presented.

### **7.2 By-laws Implementation**

#### **Joint Orientation Session**

C. Foy distributed a summary of the evaluation responses received regarding the joint Board and Academic Council orientation session. Overall, the feedback was positive for the university's first joint orientation session. The committee members echoed the positive comments.

C. Foy also provided an update on the implementation of the updated By-laws. There was a discussion regarding the increased size of the membership of Academic Council and the effectiveness of Council given the large size.

### **7.3 GNHR Terms of Reference Review**

C. Foy reviewed the proposed amendments to the committee's Terms of Reference and invited the committee's comments on the proposed changes and Terms of Reference in general. S. Murphy added that it works well having members of the senior leadership team only attend Board committee meetings when they have work coming forward at that meeting.

*Upon a motion duly made by L. Edgar and seconded by S. Murphy, the Governance, Nominations and Human Resources Committee (GNHR) recommended the proposed amendments to the GNHR Terms of Reference, as presented, for approval by the Board of Governors.*

#### **7.4 Presidential Transition Committee**

D. Allingham provided the background to the establishment of the Presidential Transition Committee, a summary of which was included in the meeting material. He reported on the work of the committee and the feedback received from the community on the President's transition.

(T. Stratton joined the meeting at 2:39 p.m.)

The feedback has been overwhelmingly positive and the university community is appreciative of S. Murphy's active engagement.

*Upon a motion duly made by K. Kingsbury and seconded by L. Edgar, pursuant to the recommendation of the Presidential Transition Committee (PTC), the Governance, Nominations and Human Resources Committee recommended that this be the final report of the PTC and that the PTC be dissolved as of the date of receipt by the Board.*

S. Murphy shared that the internal and external communities have been very welcoming and there is a very positive energy on campus. From his perspective, he did not have any suggested changes to the transition process.

#### **7.5 Board Engagement Videoconferencing**

C. Foy reminded the committee that Board engagement is one of the committee's priorities. It is important for governors to feel that their time is being well used. Videoconferencing is a new option offered to governors to attend meetings this year. D. Allingham commented that it was an issue identified by the Board last year. He thanked B. Dinwoodie and staff for coordinating videoconferencing this year. B. Dinwoodie acknowledged the assistance of Franco Scanga.

#### **New Governor Orientation Plan**

C. Foy walked through the orientation plan and asked for the committee's feedback. D. Allingham commented that the orientation program has improved greatly from previous years. Conducting coordinated orientation sessions allows governors to get up to speed more quickly. D. Allingham expressed thanks to C. Foy, S. Murphy and staff for making it happen. It was agreed that the GNHR orientation would be rescheduled to take place by videoconference prior to the next meeting.

**7.6 Policy:****(a) Workplace Violence Policy 2017-2018 Review Report**

J. Bruno provided an update on the Workplace Violence Policy review. The results of the review were summarized in the report included in the meeting material. J. Bruno discussed the proposed amendments to the policy, which are mostly housekeeping changes. Consultations have also been initiated with Student Life and additional consultations will also take place with the Health & Safety Committee and Faculty Association. The policy has been used also to file complaints related to harassment and discrimination. J. Bruno responded to questions from the committee.

**(b) Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors**

C. Foy reviewed the proposed changes to the procedures and explained the circumstances surrounding the amendments made to the procedure regarding resolving a tie. The committee supported the proposed changes.

**(c) Board of Governors Meeting Policy Review**

C. Foy summarized the report on the Board of Governors Meeting Policy review and responded to questions from the committee.

**8. Nominations****8.1 Board Recruitment Process**

S. Murphy noted that in addition to being a tremendously successful governor recruitment process, the recent Board recruitment strategy was also a great friend-raising process. The senior leadership team is working on engaging those candidates who were not invited to join the Board. S. Murphy commented that it is an excellent opportunity to engage people and raise the university's profile across the GTA and nationally. The process has been very positive and individuals are eager to contribute in many ways. S. Murphy acknowledged the work done by the team at Arlington Partners and the selection committee to make the recruitment process a success.

**9. Human Resources****9.1 Pension Plan: Amendment to Statement of Investment Policies & Procedures (SIPP)**

J. Bruno explained that whenever there is a change to one of the funds, the university must file an amendment to the SIPP with Financial Services Commission of Ontario, which requires Board approval. He explained the process used in recommending a change in funds and confirmed that Mercer is the advisor. There was a brief discussion regarding the reason why amendments to the SIPP are presented to GNHR instead of the Investment Committee. C. Foy clarified that the changes come through GNHR because the pension plan is an employee benefit. C. Foy also informed the committee that the university worked with a law firm several years ago to develop a governance plan for the pension plan and reporting to GNHR forms part of the governance plan.

She advised that the committee also receives an annual pension plan governance compliance report.

*Upon a motion duly made by L. Edgar and seconded by T. Stratton, pursuant to the recommendation of the Senior Administration (Pension & Benefits) sub-committee, the Governance, Nominations & Human Resources Committee recommended the proposed amendments to the Statement of Investment Policies and Procedures (SIPP) for the University of Ontario Institute of Technology —Defined Contribution Pension Plan, as presented, for approval by the Board of Governors.*

**10. Other Business**

**11. Adjournment**

*There being no other business, upon a motion duly made by K. Kingsbury and seconded by L. Edgar, the public session of the meeting adjourned at 3:10 p.m.*

Becky Dinwoodie, Secretary

DRAFT



## BOARD REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** January 17, 2019

**FROM:** Cheryl Foy, University Secretary & General Counsel,  
 Chair of Faculty Governor Working Group

**SUBJECT:** Faculty Election Eligibility – Recommendations of Faculty Governor Working Group

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**COMMITTEE MANDATE:**

- One of GNHR’s responsibilities under its Terms of Reference is to oversee the process of electing new governors & recommending their appointment to the Board, in accordance with the *UOIT Act & By-laws*.
- In response to concerns raised during the spring 2018-2019 Board of Governors Election regarding Teaching Staff governor eligibility requirements, GNHR formed a Faculty Governor Working Group to review the matter over the summer.
- The Faculty Governor Working Group is presenting their recommendations to the committee for recommendation to the Board for approval.

**BACKGROUND/CONTEXT & RATIONALE:**

- The 2018-2019 Board of Governors Election took place from February 26 - April 6, 2018.
- We received 5 nominations for the 2 Teaching Staff Governor positions on the Board.
- In order to confirm eligibility to serve on the Board, each nominee was asked to advise whether she/he had research leave scheduled or she/he would be requesting research leave during the next 2 years.
- This fundamental eligibility requirement is based on the understanding and expectation that a faculty member on research leave will be spending all of



his/her time on research and participating in no other service at the university during that time (consistent with section 28.03 of the Collective Agreement).

- This eligibility criteria is used for both the Board of Governors and Academic Council faculty representative positions.
- 3 nominees responded that they planned to request research leave during the next 2 years.
- Based on this requirement, one of the nominees withdrew as a candidate.
- We notified the other 2 nominees that they were ineligible as candidates in the current election due to their planned research leave requests.
- Both ineligible nominees expressed concern about this eligibility requirement.
- A summary of the concerns is:
  - their research leave requests had not yet been approved
  - research leave does not necessarily mean all of their time is devoted to research & they can still participate in Board/Committee meetings as the time commitment is not extensive
  - this eligibility requirement would exclude many tenured/tenure track faculty from serving on the Board as they are eligible for a 6 month research leave every 3 years
  - once appointed to the Board of Governors, a faculty member is not part of the Faculty Association during the length of their term & section 28.03 of the Collective Agreement would not apply
  - there have been instances of Academic Council members who go on research leave & do not lose their seat on Academic Council
- The rationale for the eligibility requirement is:
  - governors owe a fiduciary duty to the university, which is the highest of legal obligations
  - a fiduciary duty cannot be temporarily delegated to another member
  - while a faculty member is on research leave, the expectation is that she/he is dedicated to research full-time & is not engaging in service at the university
  - if a faculty member's request for service is denied, it may be postponed for a period of no more than 1 year in accordance with the Collective Agreement – accordingly, if a faculty member's request for leave in 2019 is denied, it would generally be granted for 2020
  - to support fulfilment of their fiduciary obligations and effective governance, Board members are expected to attend all meetings when possible – attendance expectations are set out in the Board of Governors Attendance Policy
  - accordingly, a faculty member's inability to attend meetings would be inconsistent with the Board's expectations
  - inability to attend meetings would also negatively impact the member's ability to meet his/her fiduciary obligations
  - since the length of term on the Board is only 3 years, spending a portion of the term on research leave would also negatively impact the member's development as a governor & ability to contribute effectively to the Board

- serving a portion of his/her term as governor while on research leave would also leave the faculty member perspective absent from Board discussion, which would be a disservice to the faculty and Board, and the quality of the Board dialogue.

### **Faculty Governor Working Group (FGWG)**

- In order to address the concerns expressed by the Board faculty members and two of the ineligible nominees, a working group was formed to review the research leave eligibility requirement and to make a recommendation to GNHR with respect to any proposed amendments to the eligibility requirement.
- The members of the FGWG were: Cheryl Foy (Chair), Robert Bailey and the two faculty governors (terms ending August 31, 2018): Jeremy Bradbury, and Shirley Van Nuland.
- The FGWG was guided by the following considerations:
  - regular attendance at Board & Committee meetings is required (the limit of missing three meetings is not intended to be permissive - it triggers a review of the Board member's status on the Board)
  - governors' fiduciary obligations
  - the practice of appointing elected faculty for three year terms allows faculty Board members to become familiar with Board operations & then serve as effective Board members - any recommendation should ensure that faculty Board members have an opportunity to become familiar with the Board & serve effectively
  - minimize disruption & turnover of Board members
  - existing leave restrictions/parameters & the impact of the solution on decanal discretion relating to research leave
  - any recommendation must be consistent with the Act, By-Laws, and governance good practices

### **SUMMARY OF RECOMMENDATIONS:**

- The FGWG met on June 19 & July 18 – following very constructive discussions, the FGWG agreed upon the following recommendations with respect to research leave eligibility requirements:

#### **One year leave:**

- If a faculty member has submitted a request/plans to submit a request for a one (1) year research leave, to be taken during the first two (2) years of the term, the individual is ineligible to participate in the Board election.
- If a faculty member goes on a one (1) year research leave during last year of term, she/he can no longer serve on the Board & will be replaced on the Board by election.

**Six (6) month leave:**

- If a faculty member has submitted a request/plans to submit a request for a six (6) month research leave during the first year of the term, the individual is ineligible to participate in the Board election.
- If a faculty member goes on six (6) month research leave during years 2-6 of the term, she/he can continue to actively serve on the Board with the Dean's agreement.

**FGWG Recommendation to GNHR:**

- The FGWG's recommendations have been incorporated into the Board of Governors Recruitment, Appointment and Leadership Policy and Teaching Staff Nominee Election Form (documents attached).

**COMPLIANCE WITH POLICY/LEGISLATION:**

- The recommendations are compliant with the *UOIT Act* and By-laws.

**CONSULTATION:**

- GNHR – October 11, 2018 (committee supported the proposed recommendations)
- Online consultation with university community – November 19 – 30, 2018 (no comments were received)

**NEXT STEPS:**

- The policy will be presented to the Board on February 28, 2019 for approval.

**MOTION:**

*That pursuant to the recommendations of the Faculty Governor Working Group, the Governance, Nominations & Human Resources Committee hereby recommends the amended Board of Governors Recruitment, Appointment and Leadership Policy for approval by the Board of Governors, as presented.*

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**SUPPORTING REFERENCE MATERIALS:**

- blacklined Board of Governors Recruitment, Appointment and Leadership Policy
- blacklined Teaching Staff Nominee Election Form (for information only)



Classification	BRD 1000
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Original Approval Date	April 24, 2014
Date of Most Recent Review/Amendment	June 18, 2014
Review Date	June 2017
Supersedes	Board of Governors Recruitment, Appointment and Leadership Policy (April 2014)

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## BOARD OF GOVERNORS RECRUITMENT, APPOINTMENT AND LEADERSHIP POLICY

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### PURPOSE

1. The purpose of this policy is to define the method by which the Board of Governors will carry out the recruitment, appointment and re-appointment of members to the Board of Governors. Additionally, this policy outlines the process by which the Board of Governors will address the election, appointment and succession planning for leadership positions of the Board (Chair and Vice-Chair(s)) and its Committees.

### DEFINITIONS

2. For the purposes of this policy the following definitions apply:

**“Administrative Staff”** means full-time continuing and part-time continuing employees of the University who are not members of the Teaching Staff.

**“Non-Academic Administrative Staff Governor”** means a member of the Board who is elected by and from within the Non-Academic Administrative Staff of the University.

**“Board”** means the Board of Governors of the University.

**“Committee”** means any standing ~~C~~committee or sub-~~C~~committee of the Board, established in accordance with the UOIT Act and By-laws.

**“Corporations Act (Ontario)”** means the Corporations Act, RSO 1990, c C.38, and any amendments thereto.

**“Disqualifying Final Disciplinary Decision”** is a decision under the Student Conduct Policy, as amended, which has not been appealed or has been upheld on appeal and which, in the discretion of the Governance, Nominations and Human Resources Committee of the Board, indicates that the student candidate or Student Governor does not demonstrate the core competencies expected of all Governors.

**“External Governor”** means an appointed member of the Board who is external and independent from the University.

**“Elected Governors”** means the members of the Board who are elected from within their relevant constituencies within at the University. This includes Administrative Staff, Student, and Faculty Teaching Staff, Non-Academic Staff and Student Governors.

~~“Faculty Governor” means a member of the Board who is elected by and from within the teaching staff of the University.~~

“Clear Academic Standing” has the meaning ascribed to it in the General Academic Regulations of UOIT, as amended.

“Good Standing” means both that there is no record of a Disqualifying Final Disciplinary Decision and the student is in Clear Academic Standing.

~~“Non-Academic Staff” means an individual who is employed in the administrative/technical, professional/managers, or senior non-academic administrators staff groups of the University.~~

~~“Non-Academic Staff Governor” means a member of the Board who is elected by and from within the Non-Academic staff of the University.~~

**“Research Leave” has the meaning ascribed to it in the relevant Collective Agreement.**

“Student Governor” means a member of the Board who is elected by and from within the student population of the University.

“Teaching Staff” means those positions engaged in the work of teaching or giving instruction or in research at the university as defined in Section 1 of the UOIT Act.

“Teaching Staff Governor” means a member of the Board who is elected by and from within the Teaching Staff of the University.

“The By-Laws” means By-Law Number ~~1~~ os. 1 and 2 of the University of Ontario Institute of Technology, and any amendments thereto.

“UOIT Act” means the University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O, and any amendments thereto.

## SCOPE AND AUTHORITY

3. This policy applies to the recruitment, election, appointment and re-appointment of members to the Board ~~of Governors of UOIT.~~
4. This policy and the related procedures are established in accordance with the UOIT Act and The By-Laws as amended from time to time

## POLICY

5. Achieving excellence in governance and ensuring performance and accountability in the management of the affairs of the University is the primary mission of the Board ~~of Governors.~~ To meet this obligation, the Board has developed a policy that will:
  - Establish membership and leadership for the Board that demonstrates a balance of skills, expertise and knowledge, while reflecting broad demographic and cultural diversity.
  - Support transparent and effective processes for the recruitment, review, appointment and election of members to the Board and its leadership positions.

## 6. Board Composition: Skills and Competencies

- 6.1. The UOIT Board of Governors is a competency-based Board and its composition will reflect the knowledge, skills and abilities necessary for it to govern effectively and meet the strategic goals of the University.
- 6.2. Overall Board composition, and selection of individual members, will be based on the requisite skills and competencies set out in the Board Skills and Competencies Matrix (Matrix) as amended from time to time.
- 6.3. The Governance, Nominations and Human Resources Committee (GNHR), or its successor Committee, will be responsible for annually reviewing the Board composition and defining-identifying any skill or competency gaps. This assessment will form the basis of recruitment of new members and recommendation for appointment to any vacancies on the Board.

## 7. Recruitment and Appointment: General

- 7.1. In addition to the requirements set out in the UOIT Act and The By-~~l~~aws, all appointments to the Board must be made in accordance with the regulations set out in the Corporations Act (Ontario) for Corporations without Share Capital.
- 7.2. The process of recruitment, screening, selection, election, and recommendation for appointment to the Board will be overseen by GNHR, in accordance with the associated procedures.

## 8. Recruitment and Appointment: External Governors

- 8.1. Term lengths for External Governors are defined in sections 8(3) and 8(5) of the UOIT Act.
- 8.2. GNHR, or its successor Committee, will recruit, screen, and maintain a pool of eligible candidates for appointment to the Board, based on an assessment of the skills and competencies needed to fill any identified gaps.
- 8.3. GNHR, or its successor Committee, will actively seek to broaden the demographic and cultural diversity of the Board when recruiting eligible candidates to fill any identified gaps.
- 8.4. Candidates may be referred by any member of the current Board, University Senior Leadership or other member of the University community.
- 8.5. Eligible candidates will remain in the pool for three (3) years.
- 8.6. GNHR, or its successor Committee, will make recommendations to the Board from the pool of eligible candidates for the appointment of new members.

## 9. Recruitment and Appointment: Elected Governors

- 9.1. Term lengths for Elected Governors are defined in sections 8(3), 8(4) and 8(5) of the UOIT Act.
- 9.2. GNHR, or its successor Committee, will be responsible for overseeing the recruitment, nomination, and election procedures for Elected Governors.

- 9.3. Elected Governors will be recruited, nominated, and elected from within their respective constituency groups within-at the University.
- 9.4. The respective constituencies will be provided with information regarding the requisite skills and competencies for Board members in order to facilitate the nomination and election of Elected Governors who can meet the needs and obligations of Board membership.
- 9.5. In accordance with Article 43.54 of The By-Law No. 1, in order to be eligible to be nominated or to remain as an Administrative Staff Governor -Faculty or Non-Academic Teaching Staff Governor, individuals must be employed by the University. Such Governors will automatically cease to hold office if they cease to be employees of the University hold a full-time continuing appointment to the University within their relevant constituency group.

**Teaching Staff Governor Eligibility**

**9.6. Teaching Staff who:**

- a) have been granted a six (6) month Research Leave; or
- b) submitted a request for a six (6) month Research Leave; or
- c) are planning to submit a request for a six (6) month Research Leave  
that will commence at any time during the first year of their prospective first term on the Board are ineligible to be nominated as a candidate for the position of Teaching Staff Governor.

**9.7. Teaching Staff who:**

- a) have been granted a twelve (12) month Research Leave; or
- b) submitted a request for a twelve (12) month Research Leave; or
- c) are planning to submit a request for a twelve (12) month Research Leave  
that will commence at any time during the first two (2) years of their prospective first term on the Board are ineligible to be nominated as a candidate for the position of Teaching Staff Governor.

**9.8. In the event that a Teaching Staff Governor is granted a twelve (12) month Research Leave that will commence prior to the end of her/his term on the Board, the Teaching Staff Governor will cease to hold office as a Teaching Staff Governor effective as of the start date of the Research Leave.**

**9.9. In the event that a Teaching Staff Governor is granted a six (6) month Research Leave that will commence during the second or third year of her/his term on the Board, assuming the Teaching Staff Governor obtains the written agreement of the relevant Dean in accordance with the terms of the applicable Collective Agreement, the Teaching Staff Governor may continue to serve on the Board for the remainder of the term.**

~~9.5.9.10.~~ In order to be eligible to be nominated or to remain as a Student Governor, a student must be a full-time, registered undergraduate or graduate student, in Good Standing.

**10. Election and Selection of Chair, Vice-Chairs and Committee Chairs**

- 10.1.** In accordance with Section 8(13) of the UOIT Act, the Chair and Vice-Chair(s) shall be elected on an annual basis.
  - 10.1.1.** There will be one (1) Chair who will normally be nominated and elected from the incumbent Chair or Vice-Chair(s).
  - 10.1.2.** An incumbent Chair will have the opportunity to express interest in re-election to the Chair position, provided such person is within the normal term length for an External Governor.
  - 10.1.3.** There will be ~~two~~ (2) Vice-Chair(s) who will normally be nominated and elected from the incumbent Vice-Chair(s) or Committee Chairs.
  - 10.1.4.** The incumbent Vice-Chair(s) will have the opportunity to express interest in re-election to the Vice-Chair positions, provided such person is within the normal term length for External Governors.

- 10.2.** Committee Chairs will normally be recruited from within the incumbent External Governors.
  - 10.2.1.** External Governors will have an opportunity, on an annual basis, to express interest in Committee Chair positions.
  - 10.2.2.** Committee Chairs be selected from members who have demonstrated a high degree of commitment to the University, the Board and its Committees and who meet the desired skill and competency profile for leadership of the respective Committee for which they are being considered.

~~10.2.3. Board Vice-Chairs will normally not be Chairs of another Board Committee.~~

~~10.3. Board Leadership Nominating Committees for the Chair, Vice Chairs and Committee Chairs will be established as sub-Committees of GNHR. These Committees will recommend nominees for the election of the Chair and Vice-Chairs, and for the selection of Committee Chairs, to the Board.~~

~~10.4. Composition of the Board Leadership Nominating Committees are established as follows:~~

~~10.4.1. The Nominating Committee for the Chair will normally be made up of: current Board Chair, President and CEO, and two Committee Chairs.~~

~~a) The University Secretary will sit on the Committee as a non-voting member~~

~~b) The Chair of GNHR will normally fill one of the Committee Chair appointments to this Committee.~~



~~c) — Where any member of the Committee is in conflict as a result of their consideration for the Chair position, the University Secretary will recommend another Committee member who is not in conflict.~~

~~10.4.2. The Nominating Committee for the Vice Chairs will normally be made up of: current Board Chair, incoming Board Chair, President and CEO, and two Committee Chairs.~~

~~a) — The University Secretary will sit on the Committee as a non-voting member.~~

~~b) — The Chair of GNHR will normally fill one of the Committee Chair~~

~~c) — Where any member of the Committee is in conflict as a result of their consideration for a Vice-Chair position, the University Secretary will recommend another Committee member who is not in conflict.~~

~~10.4.3. The nominating Committee for the Committee Chairs will normally be made up of: current Board Chair, incoming Board Chair, President and CEO, current Board Vice-Chairs and incoming Board Vice-Chairs~~

~~a) — The University Secretary will sit on the Committee as a non-voting member.~~

~~b) — The Chair of GNHR will normally fill one of the Committee Chair~~

~~c) — Where any member of the Committee is in conflict as a result of their consideration for a Committee Chair position, the University Secretary will recommend another Committee member who is not in conflict~~

## 11. Review of Chair, Vice-Chairs and Committee Chairs

11.1. The Board Chair, Vice-Chairs and Committee Chairs will be evaluated on an annual basis.

11.2. Annual evaluations will be used to support the ongoing improvement of Board processes as well as in the consideration of incumbent nominees for re-election to Board leadership positions.

## 12. Vacancies

12.1. Vacancies in Board membership that occur prior to the end of the appointment term of a Governor will be filled in accordance with Article ~~43.116~~ of ~~The By-Law~~ By-law No. 1.

12.2. Vacancies in any of the Board Chair, Vice-Chair or Committee Chair positions that occur before the end of the appointment term will normally be filled on an acting basis until ~~the Nominating Committee~~ GNHR can recommend a new nominee for election or selection.

12.2.1. A vacancy in the Chair position will normally be filled by one of the Vice-Chairs.

12.2.2. A vacancy in one of the Vice-Chair positions will normally be filled by an incumbent Committee Chair. The selected individuals will maintain their Committee Chair role on a temporary basis until the end of the year.

12.2.3. A vacancy in a Committee Chair position will normally be filled by a Committee member.

### RELEVANT LEGISLATION

13. University of Ontario Institute of Technology Act, 2002, S.O. 2002, c. 8, Sch. O  
 By-Laws ~~Number 1~~ of the University of Ontario Institute of Technology  
 Corporations Act, RSO 1990, c C.38

### RELATED POLICIES, PROCEDURES & DOCUMENTS

14. Board of Governors and Committees Skills and Competency Matrix  
 General Academic Regulations, University of Ontario Institute of Technology  
 UOIT Student Conduct Policy  
 Governance, Nominations and Human Resources Committee Terms of Reference  
 Board Leadership Nominating Committee(s) Terms of Reference\*\*  
 Procedures for the Referral of Candidates to the Board of Governors\*\*  
 Procedures for the Appointment of External Governors\*\*  
 Procedures for the Election of Faculty, Non-Academic Staff and Student Governors\*\*  
 Procedures for the Election of Board Chair, Vice-Chairs and Appointment of Committee Chairs\*\*  
 Board Evaluation Policy\*\*  
 Board Chair Position Statement \*\*  
 Board Vice-Chair Position Statement\*\*

*\*\*To be developed*



## UOIT BOARD OF GOVERNORS - Teaching Staff Governor Nominee Declaration

**NOMINEE NAME** (please print): \_\_\_\_\_

**FACULTY:** \_\_\_\_\_ **TITLE :** \_\_\_\_\_

I hereby declare that:

- I am willing to be nominated to stand as a candidate for election to the UOIT Board of Governors.
- I am a Tenured, Tenure Track or Teaching Faculty member with a full-time, continuing appointment.
- I have not requested and am not planning on submitting a request to go on:
  - a six (6) month Research Leave during the first year of my term on the Board; or
  - a twelve (12) month Research Leave during the first two (2) years of my term on the Board.
- I have read and understand the Board of Governors Recruitment, Appointment and Leadership Policy.
- I have read and understand~~ed~~ the Board of Governors Procedures for the Election of Faculty, Non-Academic Staff and Student Governors.
- If elected, I am willing to serve as a member of the UOIT Board of Governors and to attend, and participate fully, in scheduled Board and committee meetings.
- I will first and foremost act with the best interests of the University and support the Board's decisions to the best of my ability.
- I shall be bound by UOIT Act, By-Laws and all applicable Provincial regulations, and published university policies and procedures.

**NOMINEE**

**SIGNATURE:** \_\_\_\_\_ **DATE:** \_\_\_\_\_

**E-MAIL:** \_\_\_\_\_ **BANNER ID:** \_\_\_\_\_ **EXTENSION:** \_\_\_\_\_

**Please note:**

1. This completed and signed form, along with the completed *Nomination Form*, must be submitted to [boardoffice@uoit.ca](mailto:boardoffice@uoit.ca) by **Monday, March 12 at 4 p.m.**
2. All original documents must be submitted to the Office of the University Secretary & General Counsel, DTA 344 (61 Charles St.) by **Friday, March 16 at noon**. If original copies are not received, the nomination will be considered ineligible.
3. Candidates are also required to submit a Candidate Statement for publication purposes. Candidate Statements are limited to 100 words and statements that exceed the limit will not be accepted. Candidate Statements must also be submitted to [boardoffice@uoit.ca](mailto:boardoffice@uoit.ca) no later than **4:00pm on Monday**,

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Personal information on this form is collected under the authority of the University of Ontario Institute of Technology Act, SO 2002, c 8, Sch O and will be collected, protected, used, disclosed and retained in compliance with Ontario's Freedom of Information and Protection of Privacy Act R.S.O. 1990, c. F.31. This information will be used to administer the elections process for governance positions at UOIT. Questions regarding the collection of your personal information may be directed to UOIT's Chief Privacy Officer, 2000 Simcoe Street North, Oshawa, ON L1H 7K4, 905.721.8668, ext. 6705, email: [accessandprivacy@uoit.ca](mailto:accessandprivacy@uoit.ca).

**March 12 at 4 p.m.** Nomination forms will be considered incomplete if the candidate statement is not received by the stated deadline.



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** January 17, 2019

**PRESENTED BY:** Cheryl Foy, University Secretary & General Counsel

**PREPARED BY:** Becky Dinwoodie, Assistant University Secretary

**SUBJECT:** By-laws Implementation Plan Update

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**COMMITTEE MANDATE:**

In accordance with its Terms of Reference, GNHR is responsible for advising the Board of Governors on its governance structure and processes, which includes reviewing the UOIT By-laws and recommending revisions when appropriate.

Consistent with the committee’s mandate, in anticipation of the updated By-laws coming into effect on September 1, 2018, GNHR supported the attached By-laws Implementation Plan developed in February 2018.

**BACKGROUND:**

As part of the committee’s responsibilities, a By-law Review Working Group was established in May 2015. Pursuant to the recommendations of the Working Group, GNHR recommended the updated By-law No. 1 and new By-law No. 2 for approval by the Board at the meeting of October 26, 2017. The Board approved the By-laws as presented, to come into effect on September 1, 2018.

At the GNHR meeting in November 2017, the committee reviewed and endorsed the proposed 3-year Governance Plan for the Board. One of the 2018 governance priorities identified for both the Board and Academic Council was the implementation of the

updated By-laws. Accordingly, a By-law Implementation Plan was developed to guide the process.

**UPDATE:**

We have provided a status update for the relevant items in the Implementation Plan for the committee's review.

**NEXT STEPS:**

- We will continue to update GNHR on the progress of the By-laws Implementation Plan.

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**SUPPORTING REFERENCE MATERIALS:**

- By-laws Implementation Plan Update
- Academic Council's Governance & Nominations Committee Work Plan 2018-2019



## BY-LAWS IMPLEMENTATION PLAN – BY-LAW No. 1

Article	Actions Required	Lead	Target Date	Status
Definitions - "Administrative Staff"	<ul style="list-style-type: none"> <li>Review of policy instruments to update term "non-academic staff" to "administrative staff"</li> </ul>	Office of University Secretary & General Counsel (USGC)	2020	<b>in progress</b>
	<ul style="list-style-type: none"> <li>Definition broadened to include part-time continuing employees</li> <li>Update Board Election Procedures, if required</li> </ul>	USGC	Fall 2018	<b>amendments presented to GNHR for approval Jan 2019</b>
3.3(c)	<ul style="list-style-type: none"> <li>Reduce number of elected student governors from 2 to 1 – open to undergraduate &amp; graduate students</li> <li>implement change in Spring 2018 election</li> </ul>	USGC	Spring 2018	<b>COMPLETE</b>
	<ul style="list-style-type: none"> <li>Update Board Election Procedures, if required</li> </ul>	USGC	Fall 2018	<b>n/a</b>
4.2 – 4.6	<ul style="list-style-type: none"> <li>Board "Conflict of Interest" provisions</li> <li>Include in governor orientation</li> </ul>	USGC	Fall 2018	<b>COMPLETE</b>
6.11	<ul style="list-style-type: none"> <li>Rules of Order changed to <i>Democratic Rules of Order</i> by Francis &amp; Francis</li> <li>Distribute copies to the Board during orientation</li> </ul>	USGC	Fall 2018	<b>new edition being released in May 2019 - will distribute upon receipt</b>



## BY-LAWS IMPLEMENTATION PLAN – BY-LAW No. 2

Academic Council – Immediate Priority	Lead	Target Date	Status
<ul style="list-style-type: none"> <li>Discussion regarding establishment of a governance committee/working group of Academic Council (AC)</li> </ul>	Office of University Secretary & General Counsel (USGC)	Summer 2018	<b>COMPLETE</b>
<ul style="list-style-type: none"> <li>Solicit nominations for Academic Council's Governance &amp; Nominations Committee (GNC)</li> </ul>	USGC	Summer 2018	<b>COMPLETE</b> (first meeting of GNC Nov 20, 2018)

Article	Actions Required	Lead	Target Date	Status
1.1(a)(ii)	<ul style="list-style-type: none"> <li>Develop procedure for selection of Vice-Chair for AC</li> </ul>	AC (GNC)	Summer 2018	<b>GNC work plan - Jan 2019</b>
1.1(a)(iii)	<ul style="list-style-type: none"> <li>Develop procedure for selecting temporary Chair for AC</li> </ul>	AC (GNC)	Summer 2018	<b>GNC work plan - Jan 2019</b>
1.1(a)(iv)	<ul style="list-style-type: none"> <li>Review of appointment process &amp; committee appointment procedures to be completed together with the review of AC committees' terms of reference</li> </ul>	AC (GNC)	Fall 2019	<b>GNC work plan - Feb &amp; Mar 2019</b>
2.3	<ul style="list-style-type: none"> <li>Increase in elected faculty &amp; student membership of Academic Council</li> <li>Include additional positions in 2018 Spring Election</li> </ul>	USGC	Spring 2018	<b>COMPLETE</b>
2.4	<ul style="list-style-type: none"> <li>Review &amp; update Academic Council Election procedures</li> </ul>	USGC	Spring 2018	<b>on hold</b>
5.1	<ul style="list-style-type: none"> <li>Develop procedure for selecting Academic Council liaison with the Board</li> </ul>	AC	Summer 2018	<b>GNC work plan - Jan 2019</b>





### BY-LAWS IMPLEMENTATION PLAN - PARKING LOT

Issue	Actions Required	Lead	Target Date
AC Committees	<ul style="list-style-type: none"> <li>Review Terms of Reference &amp; appointment procedures</li> </ul>	GNC	GNC work plan - Feb & Mar 2019
Faculty Councils (FC)	<ul style="list-style-type: none"> <li>Review Terms of Reference</li> </ul>	GNC	Fall 2019
	<ul style="list-style-type: none"> <li>Review meeting processes</li> </ul>	GNC	Winter 2020
	<ul style="list-style-type: none"> <li>Review communication between FC &amp; AC</li> </ul>	GNC	Winter 2020
Outdated Academic Council Handbook	<ul style="list-style-type: none"> <li>Review &amp; update Academic Council Handbook</li> <li>Consider eliminating Academic Council Handbook &amp; replacing with Terms of Reference, Policies &amp; Procedures</li> </ul>	AC/GNC	Spring 2020

**ACADEMIC COUNCIL  
Governance & Nominations Committee**

**DRAFT WORK PLAN 2018-2019**

<b>GNC Meeting</b>	<b>Agenda Item</b>	<b>Recommendation/ Approval</b>
<b>November 2018</b>	<ul style="list-style-type: none"> <li>• Terms of Reference Review</li> <li>• By-law No. 2 &amp; Implementation Plan Review</li> <li>• GNC Work Plan</li> </ul>	<b>n/a</b>
<b>January 2019</b>	<ul style="list-style-type: none"> <li>• Procedure for Selection of Vice-Chair for Academic Council</li> <li>• Procedure for Selection of Temporary Chair of Academic Council</li> <li>• Procedure for selecting Academic Council liaison with the Board</li> </ul>	<b>February AC meeting</b>
<b>February 2019</b>	<ul style="list-style-type: none"> <li>• Review Academic Council Committees' Terms of Reference: Admissions &amp; Scholarships, Curriculum &amp; Program Review, Graduate Studies</li> </ul>	<b>ToR amendments require recommendation by Academic Council &amp; approval by Board</b>
<b>March 2019</b>	<ul style="list-style-type: none"> <li>• Review Academic Council Committees' Terms of Reference: Executive, Academic Appeals, Honorary Degrees, Research Board, Governance &amp; Nominations Committee</li> </ul>	
<b>April 2019</b>	<ul style="list-style-type: none"> <li>• Review Committees Appointment Process</li> </ul>	
<b>May 2019</b>	<ul style="list-style-type: none"> <li>• Review appointment of temporary delegates to Academic Council &amp; committees</li> </ul>	



## BOARD REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** January 17, 2019

**FROM:** Cheryl Foy, University Secretary & General Counsel

**SUBJECT:** Review of Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors

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**COMMITTEE MANDATE:**

- One of GNHR’s responsibilities under its Terms of Reference is to periodically review the policies of the Board and its committees and making recommendations to the relevant governing body or administrative department for development and revision when appropriate.
- In accordance with the Procedures for the Development, Approval and Review of Policy Instruments, policy instruments will be reviewed at least once every three years.
- The Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors (“Election Procedures”) were scheduled for review in June 2018.
- The review was postponed until the work of the Faculty Governors Working Group (FGWG) was completed during the summer of 2018.
- We are seeking the committee’s approval of the proposed amendments to the Election Procedures in accordance with the authority set out in the Policy Framework.

**BACKGROUND/CONTEXT & RATIONALE:**

- We conducted a review of the Election Procedures in the context of the recent implementation of the new By-laws, as well as the recommendations of the FGWG.

- No amendments to the Election Procedures were required as a result of the FGWG's recommendations, as the Teaching Staff eligibility requirements are set out in the Board of Governors Recruitment, Appointment and Leadership Policy.
- We updated the language in the Election Procedures to reflect the updated terminology in the By-laws.
- We also made some editorial changes to simplify the language in the Election Procedures.

### **Section 7.2 - Process for Resolving a Tie**

- The Election Procedures currently provide that a tie will be resolved by the Chief Electoral Officer (CEO) conducting a coin toss in the presence of the candidates in question, under the observation of two impartial witnesses.
- In September 2017, the election for one of positions on the university's Academic Council committees resulted in a three-way tie.
- This made for a cumbersome process involving determining which candidates would face off first in the coin toss.
- It was also a time consuming process, as the coin tosses had to take place in the presence of all three candidates and two witnesses.
- In order to avoid such a scenario going forward, we are recommending using the following process in the event of a tie:
  - ...the CEO will determine the successful candidate by writing each candidate's name on a separate piece of paper. The papers will be folded and put in box. The box will be shaken and the CEO will withdraw one (1) of the folded pieces of paper. The candidate whose name is on the selected piece of paper is the winner. This process will be conducted in the presence of two independent witnesses.

### **COMPLIANCE WITH POLICY/LEGISLATION:**

- This is compliant with the Act and By-laws.

### **CONSULTATION:**

- GNHR – October 11, 2018 (committee supported the proposed recommendations)
- Online consultation with university community – November 19 – 30, 2018
  - Comment:
    - In Section 5.6, references to "24 hours" should be followed by "excluding weekends, statutory holidays, days during which the university is closed, and any weekly days of rest and other holy days that the candidate observes". This would accommodate those who observe a weekly day of rest and other holy days, as well as statutory holidays.
  - Response:
    - It is essential for the Chief Election Officer to be able to communicate with the nominees on a timely basis in the event of any alleged contraventions of the Election Procedures. The Campaign Period is only one week long and generally not

scheduled during holidays. The observation of a holy day or day of rest could be accommodated by checking immediately before and after the holy day.

**MOTION:**

*That the Governance, Nominations & Human Resources Committee hereby approves the amended Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors, as presented.*

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**SUPPORTING REFERENCE MATERIALS:**

- blacklined version of Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors



Classification	BRD 1000.01
Parent Policy	Board of Governors Recruitment, Appointment and Leadership Policy
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Approval Date	June 25, 2015
Review Date	June 2018
Supersedes	N/A

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## **BOARD OF GOVERNORS PROCEDURES FOR THE ELECTION OF ADMINISTRATIVE STAFF, STUDENT, AND FACULTY/TEACHING STAFF, NON-ACADEMIC STAFF AND STUDENT GOVERNORS**

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### **PURPOSE**

1. The purpose of these procedures is to outline the general rules and guidelines that will govern the conduct of elections for Elected Governor positions on the UOIT Board of Governors.

### **DEFINITIONS**

2. For the purposes of these procedures the following definitions apply:

**“Campaigning”** means any attempt to influence voters or solicit votes with respect to any candidate during the election process.

**“Campaign Period”** means the designated timeframe during which candidates may campaign.

**“Chief Electoral Officer (CEO)”** means the University Secretary or designate who is responsible for the conduct of the elections within the established policies and procedures, as amended.

**“Elected Governors”** means the members of the Board who are elected from within their relevant constituencies within the University. This includes Faculty, Non-Academic Administrative Staff, and Student, and Teaching Staff Governors.

**“Election Conduct Warning”** means a notice in writing made to a candidate of a violation of election procedures.

**“Nomination Period”** means the designated timeframe during which candidates may submit nomination materials to be considered as a candidate in the election.

**“Student Governor”** means a member of the Board who is elected by and from within the student population of the University.

**“Voting Period”** means the designated timeframe during which online voting will occur.

### **PROCEDURES**

#### **3. General**

- 3.1. In accordance with the Board of Governors Recruitment, Appointment and Leadership Policy, the Governance, Nominations and Human Resources Committee (GNHR), or its successor Committee, will have overall responsibility and authority for elections to the Board of Governors.

- 3.2.** The Chief Electoral Officer (CEO) shall have the following responsibilities in the conduct of the Board of Governors elections:
- a) Recommending the timelines for Board elections to GNHR;
  - b) Updating of the Board of Governors elections website;
  - c) Disseminating information about the elections to relevant constituency groups;
  - d) Providing nomination forms and instructions on the conduct of the Board elections;
  - e) Convening a mandatory information session for all student candidates prior to the start of the Campaign Period;~~;~~
  - f) Verifying the eligibility of all nominees for the Board elections;
  - g) Establishing campaign expense guidelines as required;~~;~~
  - h) ~~Providing interpretation of~~ Interpreting the election procedures;~~;~~
  - i) Investigating and reporting to GNHR any irregularities and /or infractions of ~~campaigning or voting~~ the election procedures and ~~the recommendation of~~ recommending sanctions;
  - j) Verifying the results of online voting and reporting election results to GNHR and the Board of Governors for confirmation; and~~;~~
  - k) ~~Making recommendations~~ Recommending to GNHR ~~on the updating~~ updates and /or revisions ~~of~~ to Board election policy and procedures.
- 3.3.** Email communication regarding Board of Governors elections will be to official UOIT addresses only (@uoit.ca or @uoit.net).

#### **4. Nomination**

- 4.1.** Individuals who wish to stand for election must fill out the required nomination forms and provide all other relevant information requested by the CEO. Nomination materials must be submitted according to the specified process and deadlines. Incomplete nomination materials or nomination materials submitted after the deadline will not be accepted.
- 4.2.** Candidate eligibility is determined in accordance with the Board of Governors Recruitment, Appointment and Leadership Policy, as amended.
- 4.3.** Nominations require a minimum of five (5) signatures from nominators who are deemed eligible from within the relevant constituency group of the nominee. Nominees are not eligible to sign their own nomination forms.
- 4.4.** The CEO is responsible for determining that all criteria for eligibility for both nominees and nominators has been met.
- 4.5.** Nominees will receive notification of their eligibility status by the CEO. Only nominees who have received confirmation of eligibility will be allowed to stand for election and campaign.

- 4.6. Nominees for Student Governor are required to attend a candidates' information session at a time and place to be determined by the CEO.
- 4.7. When the Nomination Period has closed, if the number of candidates nominated is equal or less than the Board positions available in a particular constituency, the candidates shall be acclaimed.
- 4.8. A nominee may withdraw their nomination by submitting a signed statement to the CEO any time before the close of nominations and at any time thereafter up to two business days following the close of nominations.

## 5. Campaigning

- 5.1. If a candidate chooses to Campaign, he/she will only do so during the Campaign Period.
- 5.2. All candidates shall conduct themselves and their activities in a manner which is considered reasonable, respectful, ethical, and fair.
- 5.3. Candidates are responsible for ensuring that all aspects of their campaign are in compliance with UOIT policies and all applicable municipal, provincial and federal laws.
- 5.4. No candidate may campaign or allow campaigning on their behalf that is in violation of the election procedures.
  - a) Candidates are personally responsible and accountable for those individuals acting on their behalf.
  - b) Candidates who are aware of unauthorized campaigning on their behalf must report the issue to the CEO.
- 5.5. No candidate is allowed to interfere or condone interference with another candidate's campaign including but not limited to, communication of any misinformation about another candidate, misuse of social media, and/or the destruction, defacing, moving or removal of physical campaign materials.
- 5.6. Candidates are required to check their UOIT email at least once every 24 hours during the Campaign Period for information from the CEO relating to the election. Candidates will be deemed to be notified and responsible for all information 24 hours after it was sent.
- 5.7. Candidate names and personal statements will be posted to the Board of Governors election website at the beginning of the Campaign Period.
- 5.8. Candidates are not entitled to use in their campaign any service or resource that is accessible by virtue of their employment at the University and/or position within a campus group or organization. This includes but is not limited to office supplies, equipment, technology, support staff, and distribution lists.
- 5.9. All expenses incurred during the course of the election campaign are the responsibility of the candidate.
- 5.10. All campaign information must include:
  - a) Name of the candidate;
  - b) Position for which the candidate is campaigning;



- c) The address of the official Board of Governors election website;
  - d) An accurate English translation of any information in other languages;
  - e) A reminder to vote during the Voting Period.
- 5.11.** Campaign information may not include the UOIT logo.
- 5.12.** Candidates must represent themselves accurately in all campaign information about their accomplishments, certifications, academic credentials, positions held and any other statements intended to influence voters.
- 5.13.** Campaigning may not interfere in any way with the normal orderly function of the University. Campaigning is not allowed during classes even with the permission of the course instructor.
- 5.14.** Campaigning may only be done on-campus and in an open, public space (e.g. hallways, atriums) and is prohibited in the following areas:
- a) All University administrative, academic and service offices;
  - b) All instructional areas including classrooms, lecture theatres, seminar rooms, labs, meeting rooms and board rooms;
  - c) Libraries, prayer rooms, designated study areas, the Health Centre, the Flex Centre and change-rooms, bathrooms, cafeterias and food service outlets;
  - d) Student residences; and
  - e) Other locations as determined by the CEO.
- 5.15.** Campaigning at University events is strictly prohibited.
- 5.16.** Candidates are allowed the use of paper posters and handbills for campaign purposes. No other physical campaign materials are permitted.
- 5.16.1.** Posters may be no larger than eleven inches by seventeen inches (11"x17") and handbills may be no larger than eight and a half inches by eleven inches (8.5" x 11"). Campaign materials do not need to be approved by the CEO in advance of distribution.
- 5.16.2.** Candidates are limited to a maximum of twenty-five (25) posters on each of the North or Downtown locations. There is no limit to the number of handbills that may be distributed.
- 5.16.3.** Posting of any kind on any glass surface, on bulletin boards that are designated for specific departments/purposes, in stairwells, in the bathrooms or outside of buildings is prohibited.
- 5.16.4.** Posters can only be affixed to surfaces by using wall putty such as fun tack or sticky tack. Tape of any kind is prohibited.
- 5.16.5.** All campaign materials must be removed and disposed of within 48 hours following the close of the Voting Period.
- 5.17.** Candidates are allowed use of any freely accessed internet site or social media platform for campaigning purposes.

- 5.17.1.** Candidates who use social media to campaign for elections must create a new account for the elections such that all candidates will start the campaign with zero followers. Only one new account on each chosen platform may be created by each candidate.
- 5.17.2.** Candidate's personal social media accounts may not be used for election purposes.
- 5.17.3.** Candidates are not allowed to utilize any official UOIT social media accounts.
- 5.17.4.** Communication using social media or posted online must comply with the campaign information requirements outlined in these procedures.
- 5.17.5.** All online content and social media use must be public. Candidates must share any social media account/group names, addresses or handles, and links to websites or internet pages with the CEO within 24 hours of being created. All candidates choosing to use social media must provide access (i.e. add, invite, friend, be followed by) to the administrative account provided by the CEO.
- 5.17.6.** Where applicable to the platform all social media communication must include the hashtag provided by the CEO.
- 5.17.7.** Candidates may not publish, broadcast, tweet, retweet, post, pin, "tag" or communicate any information related to opposing candidates.
- 5.17.8.** All online posting and social media activity must cease at the beginning of the Voting Period and all online accounts must be deactivated within twenty-four (24) hours after the close of the Voting Period.

## **6. Voting**

- 6.1.** Voting for Board of Governors elections will be conducted online.
- 6.2.** The Voting Period will be forty-eight (48) hours in duration.
- 6.3.** No minimum voter turnout is required to validate an election. Eligible voters are entitled to vote once for each position within their respective constituency.
- 6.4.** The CEO and administrative staff of the University Secretariat are ineligible to vote.
- 6.5.** In order to respect the integrity of the election process voters are entitled to cast their ballots in secret. Candidates or those acting on behalf of a candidate are prohibited from:
  - a)** Establishing polling stations;
  - b)** Providing a personal computer or any other personal electronic device for the purpose of voting;
  - c)** Assisting voters in casting of their vote;
  - d)** Observing voters as they vote;
  - e)** Interfering with the voting process;
  - f)** Casting a ballot other than one's own;
  - g)** Conducting exit polls.

- 6.6. Notification of the Voting Period and voting process will be communicated by email to relevant constituencies and posted to the Board of Governors elections website.

## 7. Election Results

- 7.1. Depending on the number of vacancies in each constituency group, the candidate(s) with the highest number of votes in the election will be deemed the successful candidate(s).
- 7.2. In the event of a tie, the CEO ~~shall will~~ determine the successful candidate by ~~means of writing each candidate's name on a separate piece of paper. The papers will be folded and put in box. The box will be shaken and the CEO will withdraw one (1) of the folded pieces of paper. The candidate whose name is on the selected piece of paper is the winner. conducting a coin toss in the presence of the candidates in question. This process will be conducted in the~~ under the observation of presence of two impartial independent witnesses.
- 7.3. In the event that a successful candidate is disqualified as a result of misconduct in the election process the candidate with the next highest number of votes will be deemed the successful candidate.
- 7.4. Election results will be certified and communicated by the CEO. Election results may be withheld at the discretion of the CEO pending the outcome of any investigations into allegations of election misconduct.

## 8. Violations of the Election Procedures

- 8.1. Allegations of violation of the election procedures must be submitted to the CEO in writing ~~and signed~~. Complaints submitted anonymously will not be investigated.
- 8.2. Allegations of violations of the election procedures must be made within one (1) business day of the alleged infraction. Complaints may be made up to one (1) business day following the end of the Voting Period.
- 8.3. Alleged violations of election procedures will be investigated by the CEO:
- a) The CEO shall inform the respective candidate of the allegations in writing, along with details of the violation that has been alleged to have occurred. The identity of complainants will be kept confidential.
  - b) Candidates will be given one (1) business day to comment upon the allegations being made.

## 9. Penalties

- 9.1. Where a violation of the elections procedures is deemed to have occurred, the CEO will implement penalties on a case by case basis, depending on the severity of the infraction.
- 9.2. If a candidate is found to have committed a violation of the election procedures, one or more of the following penalties may be imposed:
- a) Election Conduct Warning;
  - b) Public correction and/or apology for false statements in campaign information;
  - c) Penalties under the Student Conduct Policy;

- d) Disqualification of the candidate from the Board elections; or
- e) Such other penalties as the CEO may consider to be reasonable and appropriate to the circumstances.

**9.3.** The following conduct will result in immediate disqualification of a candidate from the elections:

- a) Failure to maintain the requirements for eligibility as outlined in the Board of Governors Recruitment, Appointment and Leadership Policy.
- b) Violation of any procedure related to the online voting process.
- c) Violation of an Election Conduct Warning from the CEO.
- d) Any subsequent violation under these procedures whether or not an Election Conduct Warning has been issued in respect of such subsequent violation.
- e) Failure to report to the CEO a violation of the election procedures by individuals acting on their behalf where the candidate ought reasonably to have known the conduct occurred.
- f) Failure to cooperate with the CEO in the investigation of an allegation of election misconduct.
- g) Any misrepresentation or misinformation communicated regarding an opposing candidate.
- h) Any other violation found by the CEO to be a serious violation of these procedures or electoral guidelines.

## **10. Appeals**

**10.1.** Appeals related to the decision of the CEO may be made in writing to the Chair of GNHR.

**10.2.** Appeals must be made within one (1) business day of the receipt of the CEO decision and must contain:

- a) The specific decision being appealed;
- b) Written documentation of the reason(s) for the appeal; and
- c) A summary of the evidence in support of grounds for appeal.

**10.3.** If an appeal is submitted while the election is still underway, GNHR will render a decision on the appeal within 24 hours, or as soon as practicable.

**10.4.** If a candidate is appealing disqualification from the election, the candidate will be allowed to continue their campaign until the outcome of the appeal is determined.

**10.5.** Decisions of GNHR are binding.

## **11. Election Recall**

**11.1.** Where the CEO has determined that significant irregularities or violations of election procedures have occurred, a recommendation may be made to GNHR for the election results to be overturned and a new election held.

**RELEVANT LEGISLATION**

12. University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O  
By-Laws ~~Number 1~~ of the University of Ontario Institute of Technology

**RELATED POLICIES, PROCEDURES & DOCUMENTS**

13. Board of Governors Recruitment, Appointment and Leadership Policy



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** January 17, 2019

**PRESENTED BY:** Becky Dinwoodie, Assistant University Secretary

**SUBJECT:** 2019-2020 Election Process

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**COMMITTEE MANDATE:**

- GNHR has overall responsibility and authority for elections to the Board of Governors as set out in its Terms of Reference, the Board of Governors Recruitment, Appointment and Leadership Policy, and the Board of Governors Procedures for the Election of Faculty, Non-Academic Staff and Student Governors (“Election Procedures”).
- The Chief Electoral Officer (CEO) (the University Secretary or designate) is responsible for recommending the timelines for Board elections to GNHR under section 3.2 of the Election Procedures.
- We are seeking the committee’s approval of the proposed 2019-2020 election timeline.

**BACKGROUND/CONTEXT & RATIONALE:**

- The Office of the University Secretary coordinates the annual spring Board elections.
- Only the student governor’s term ends as of August 31, 2019, which will result in only one (1) vacancy for elected positions on the Board.
- As a reminder, the number of students serving on the Board has been reduced from two to one in accordance with the updated By-law No. 1, which was approved at the Board meeting on October 26, 2018.

- The proposed election timeline was developed keeping in mind the timing of Reading Week and mid-term/final exam schedules

**COMPLIANCE WITH POLICY/LEGISLATION:**

- The proposed process and timeline comply with the Election Procedures.

**NEXT STEPS:**

- Upon the Committee's approval, the CEO will work with the I.T., Global Communications and Student Life areas to conduct the Board election.
- The CEO will return to GNHR in March with the nomination for the successful candidate.

**MOTION FOR CONSIDERATION:**

*Pursuant to the recommendation of the Chief Electoral Officer, the Governance, Nominations and Human Resources Committee hereby approves the proposed 2019-2020 Board of Governors Election Timeline, as presented.*

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**SUPPORTING REFERENCE MATERIALS:**

- Board of Governors Elections 2018-2019 – Process & Timeline

# Board of Governors Election 2019-2020

## Vacancies and Timeline

Presented to: Governance, Nominations & Human  
Resources Committee

By: Becky Dinwoodie, Assistant University Secretary

Date: January 17, 2019





# Board of Governors

## Open Elected Positions 2019-2020

Governor Position	Number of Vacancies
Student (undergraduate or graduate)	1

\*1 student eligible for renewal

# Board of Governors

## Election Timeline 2019-2020\*

Process	Proposed Dates
Nomination & Election Process Announcements	Monday, February 4
Nominations Open	Monday, February 11
Nominations Close	Monday, February 25
Review of Candidate Eligibility	Tuesday, February 26 to Friday, March 1
Student Candidate Information Meetings (mandatory)	Monday, March 4 & Tuesday, March 5
Campaign Period (if required)	Monday, March 11 – Wednesday, March 20
Voting Period (if required)	Wednesday, March 20 until Friday, March 22
Voting Results Presented to GNHR for Recommendation	Thursday, March 28 (pending any outstanding investigations per Election Procedures)
GNHR's Recommendation presented to Board of Governors for Approval	Thursday, April 24

\*scheduled to run concurrently with Academic Council election



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** January 17, 2019

**FROM:** Cheryl Foy, University Secretary & General Counsel

**PREPARED BY:** Becky Dinwoodie, Assistant University Secretary

**SUBJECT:** Review of Board of Governors Policies: Attendance Policy & Meeting Policy & Procedures

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**COMMITTEE MANDATE:**

- One of GNHR’s responsibilities under its Terms of Reference is to periodically review the policies of the Board and its committees and to make recommendations to the relevant governing body or administrative department for development and revision when appropriate.
- In accordance with the Procedures for the Development, Approval and Review of Policy Instruments, policy instruments will be reviewed at least once every three years.
- The Board of Governors Attendance Policy (“Attendance Policy”) was approved in June 2015 & was scheduled for review in June 2018.
- The Board of Governors Meeting Policy and Procedures (“Meeting Policy”) were approved in June 2015 & underwent a preliminary review in September 2015; they were scheduled for review in September 2018.

**BACKGROUND/CONTEXT & RATIONALE:**

- The Attendance Policy and Meeting Policy were reviewed in the context of the newly implemented By-laws, as well as any comments received since they were implemented and/or reviewed.
- Based on the foregoing, we do not have any proposed changes at this time.

**CONSULTATION:**

- Attendance Policy was reviewed by GNHR in April 2018 & the committee had no recommended changes.
- Meeting Policy was reviewed by GNHR in October 2018 & the committee had no recommended changes.
- The Attendance Policy and Meeting Policy were posted online for community consultation from November 19 – 30, 2018 & there were no comments received.

**NEXT STEPS:**

1. The results of the reviews will be reported to the Board for information at the meeting on February 28, 2019.
2. The Attendance Policy and Meeting Policy will be scheduled for their next review in February 2022.

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**SUPPORTING REFERENCE MATERIALS:**

- Board of Governors Attendance Policy
- Board of Governors Meeting Policy & Procedures

Classification	BRD 1003
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Approval Date	June 25, 2015
Review Date	June 2018
Supersedes	Board and Committee Attendance Policy (February, 2011)

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## BOARD ATTENDANCE POLICY

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### PURPOSE

1. The purpose of this Policy is to support the effective organization and administration of meetings of the UOIT Board of Governors and its Committees by setting out the parameters and expectations for attendance at meetings.

### DEFINITIONS

2. For the purposes of this Policy the following definitions apply:
 

**“External Governor”** means an appointed member of the Board who is external and independent from the University.

**“Elected Governors”** means the members of the Board who are elected from within their relevant constituencies within the University. This includes Faculty, Non-Academic Staff and Student Governors.

### SCOPE AND AUTHORITY

3. This Policy applies to all External and Elected Governors on the UOIT Board of Governors.
4. The University Secretary, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

### POLICY

The Board is committed to supporting the active and effective participation of Governors by establishing and communicating expectations for attendance at Board and Committee meetings.

5. **General**
  - 5.1. Governors will be expected to meet the requirements for attendance as specified in the UOIT By-Laws and this Policy.
  - 5.2. Attendance at Board and Committee meetings will be reviewed and overseen by the Chair of the Governance, Nomination and Human Resources Committee (GNHR).

## **6. Attendance Expectations**

- 6.1.** The expectation of the Board is that Governors will attend a minimum of 75% of all Board and Committee meetings within a twelve (12) month period and will not miss more than two consecutive Board or Committee Meetings.
- 6.2.** The Chair of GNHR will be responsible to meet with any Governor who does not meet the stated minimum expectations and recommend a resolution to support the Governor's attendance.
  - a)** A member who expects or finds an inability to fulfill the minimum attendance expectations will proactively contact the Chair of GNHR.
- 6.3.** Where a Governor is unable to fulfill the minimum attendance requirements it may be recommended that he or she resign from the Board and/or Committee.
- 6.4.** A Governor's attendance record will be considered in the re-appointment of External Governors and selection of Committee Chairs, in accordance with the Board of Governors Recruitment, Appointment and Leadership Policy.

## **7. Leaves of Absence**

- 7.1.** Governors may request a leave of absence from the Board, in accordance with the UOIT By-Laws.
- 7.2.** Requests for leaves of absence from the Board will be considered on their merits.

## **8. Vacancy**

- 8.1.** Membership on the Board of Governors may be vacated for failure to attend sufficient meetings, as specified in the UOIT Act and By-Laws.

## **MONITORING AND REVIEW**

- 9.** This Policy will be reviewed as necessary and at least every three years. The Governance, Nominations and Human Resources Committee, or successor thereof, is responsible to monitor and review this Policy.

## **RELEVANT LEGISLATION**

- 10.** University of Ontario Institute of Technology Act, 2002, S.O. 2002, c. 8, Sch. O  
By-Law Number 1 of the University of Ontario Institute of Technology

## **RELATED POLICIES, PROCEDURES & DOCUMENTS**

- 11.** Board of Governors Recruitment, Appointment and Leadership Policy  
Board Attendance and Leave Guidelines (To be developed)



Classification	BRD 1001
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Approval Date	June 25, 2015
Review Date	September 2015
Supersedes	N/A

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## BOARD OF GOVERNORS MEETING POLICY

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### PURPOSE

1. The purpose of this Policy is to promote the effective organization and administration of meetings of the University of Ontario Institute of Technology Board of Governors and its Committees.

### DEFINITIONS

2. For the purposes of this Policy the following definitions apply:

**“Non-Public”** means a Meeting that includes all members of the Board of Governors and those individuals invited by the Board to attend.

**“Closed”** means to move or hold a Meeting, or portion of a Meeting, to Non-Public or *In Camera*.

**“Confidential”** means information that, if broadly disseminated, would harm the organization, compromise strategic plans, disclose personal information or impact on competitive advantage.

**“In Camera”** means moving a Meeting, or portion of a Meeting, that includes only members of the Board of Governors.

**“Meeting”** means any gathering that:

- Includes the full membership, or quorum, of the Board, Executive or standing committee of the Board; and
- Is intended to discuss and/or materially advance the business or decision-making of the Board or a Committee of the Board.

**“Public”** means a Meeting open to all individuals, both internal and external to the University, in accordance with University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O.

### SCOPE AND AUTHORITY

3. This Policy applies to all meetings of the Board of Governors and the standing Committees of the Board.
4. The University Secretary, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

## POLICY

The Board is committed to conducting meetings in a manner that is open and transparent, while at the same time balancing its responsibility and accountability for effective deliberation and decision-making.

### 5. Meetings of the Board

- 5.1. Meetings of the Board will be Public in accordance with the UOIT Act unless the Meeting, or a part thereof, may be Closed as specified in the UOIT Act and By-Laws.
- 5.2. The Board will conduct three types of Meetings as part of the regular administration of the Board and its Committees:
  - Public
  - Non-Public
  - *In Camera*

### 6. Closed Meetings

There are circumstances where the Board Chair may Close a Meeting or portion thereof. In accordance with the UOIT Act and By-Law, the following topics of discussion will normally take place in a Closed Meeting:

#### 6.1. Personal

- Matters pertaining to identifiable individuals or personal information that is subject to the *Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. F.31 (FIPPA)*.

#### 6.2. Confidential

- Litigation, potential litigation or information that is subject to legal privilege;
- Labour relations;
- Contractual matters including contracts under negotiation or which have not yet been executed;
- Matters which are deemed Confidential by the Board and/or its Executive;
- Board self-governance, evaluation and management;
- Meetings held for the purpose of education or training.

### 7. Meeting Procedures

- 7.1. Meetings of the Board and its Committees will be held in accordance with the Board of Governors Meeting Procedures.

## MONITORING AND REVIEW

8. This Policy will be reviewed as necessary and at least every three years. The Governance, Nomination, and Human Resources Committee, or successor thereof, is responsible to monitor and review this Policy.



**RELEVANT LEGISLATION**

9. University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O  
By-Law Number 1 of the University of Ontario Institute of Technology Legislation  
Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. F.31

**RELATED POLICIES, PROCEDURES & DOCUMENTS**

10. Board of Governors Meeting Procedures



Classification	BRD 1001.01
Parent Policy	Board of Governors Meeting Policy
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Approval Date	November 26, 2015
Review Date	September 2018
Supersedes	Board of Governors Meeting Procedures, June 2015

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## BOARD OF GOVERNORS MEETING PROCEDURES

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### PURPOSE

1. The purpose of these Procedures is to ensure the consistent administration of Meetings of the Board of Governors and its Committees.

### DEFINITIONS

2. For the purposes of these Procedures the following definitions apply:

**“Non-Public”** means a Meeting that includes all members of the Board of Governors and those individuals invited by the Board to attend.

**“Closed”** means to move or hold a Meeting, or portion of a Meeting, to Non-Public or *In Camera*.

**“Confidential”** means information that, if broadly disseminated, would harm the organization, compromise strategic plans, disclose personal information or impact on competitive advantage.

**“In Camera”** means a Meeting, or portion of a Meeting, that includes only members of the Board of Governors.

**“Meeting”** means any gathering that:

- Includes the full membership, or quorum, of the Board, Executive or standing Committee of the Board; and
- Is intended to discuss and/or materially advance the business or decision-making of the Board or a Committee of the Board.

**“Public”** means a Meeting open to all individuals, both internal and external to the University, in accordance with University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O.

### SCOPE AND AUTHORITY

3. These Procedures apply to all Meetings of the Board of Governors and the standing Committees of the Board.
4. The University Secretary, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of these Procedures.

## PROCEDURES

### 5. Public Meetings

- 5.1. A meeting will be deemed Public in accordance with the Board of Governors Meeting Policy.
- 5.2. Notice of regularly scheduled Public Meetings of the Board and its standing Committees will be posted on the Board of Governor's website.

### 6. Attending and Participating in Public Meetings

- 6.1. Attendance at Public Meetings will be subject to space limitations. Attendees will be admitted on a first come, first served basis.
- 6.2. Individuals requesting to address or present to a Public Meeting will need to make a request in writing to the University Secretariat at least ten (10) working days prior to the Public Meeting. All requests will be approved by the Chair of the Board. Requests will include:
  - Subject and purpose of the address or presentation;
  - Copies of presentation materials and/or materials to be distributed to the Board;
  - Name, address and telephone number of the spokesperson; and
  - Names of all individuals participating.
- 6.3. The University Secretariat will inform the individual of the Board Chair's decision regarding the request address/present to the Board. If an individual's request is approved, the University Secretariat will also advise the individual of the time allotted for the address/presentation.
- 6.4. A copy of the Public Meeting agenda and supporting materials will be posted on the Board of Governors website prior to the Public Meeting. Minutes of each Public Meeting will be posted on the Board of Governor's website following approval of the minutes by the standing Committees and the Board.

### 7. Non-Public Meetings

- 7.1. The Board's standing Committees will hold Non-Public Meetings as part of their regular administration, in accordance with section 5.2 of the Board of Governors Meeting Policy.
- 7.2. Depending on the nature of the discussion, additional participants may be invited to attend all or part of a Non-Public Meeting.
- 7.3. Meeting materials and minutes for Non-Public Meetings will be deemed Confidential and will only be distributed to members of the Board and those individuals invited to attend.

**8. In Camera Meetings**

- 8.1. *In Camera* Meetings will be scheduled as part of the regular agenda for each Board Meeting.
- 8.2. Depending on the nature of the discussion of an *in Camera* Meeting, certain individuals normally present at a Board Meeting may be excused.
- 8.3. The agenda, if any, for *in camera* Meetings will be reviewed and approved by the Board Chair.
- 8.4. Minutes will not be taken for *in camera* Meetings. The actions or decisions arising from discussion in *in camera* Meetings will be brought forward and minuted in either a Non-Public or Public Meeting of the Board.

**MONITORING AND REVIEW**

- 9. These Procedures will be reviewed as necessary and at least every three years. The Governance, Nomination and Human Resources Committee, or successor thereof, is responsible to monitor and review these Procedures.

**RELEVANT LEGISLATION**

- 10. University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O  
By-Law Number 1 of the University of Ontario Institute of Technology Legislation  
Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. F.31

**RELATED POLICIES, PROCEDURES & DOCUMENTS**

- 11. Board of Governors Meeting Policy