



## BOARD OF GOVERNORS

### Governance, Nominations & Human Resources Committee (GNHR)

Thursday, May 27, 2021

2:00 p.m. – 4:20 p.m.

[Videoconference](#)

Toll-Free: 1.888.240.2560 Meeting ID: 920 008 600

**Members:** Maria Saros (Chair), Lisa Edgar, Laura Elliott, Mitch Frazer, Francis Garwe, Kori Kingsbury, Steven Murphy, Dietmar Reiner, Trevin Stratton

**Staff:** Jamie Bruno, Becky Dinwoodie, Cheryl Foy, Lori Livingston

### AGENDA

| No. | Topic  | Lead                           | Allocated Time | Suggested Start Time |
|-----|--|--------------------------------|----------------|----------------------|
|     | <b>PUBLIC SESSION – 2:00 p.m.</b>  |                                |                |                      |
| 1   | Call to Order  | Chair                          |                |                      |
| 2   | Agenda (M)   | Chair                          |                |                      |
| 3   | Conflict of Interest Declaration   | Chair                          |                |                      |
| 4   | Chair's Remarks  | Chair                          | 5              | 2:05 p.m.            |
| 5   | President's Remarks  | Steven Murphy                  | 5              | 2:10 p.m.            |
| 6   | <b>Governance:</b>   |                                |                |                      |
| 6.1 | Governance EDI Strategy (U)  | Chair                          | 5              | 2:15 p.m.            |
| 6.2 | Review of Committee Structure* (M)   | Dietmar Reiner                 | 15             | 2:20 p.m.            |
| 6.3 | Board Engagement:  |                                |                |                      |
|     | (a) Annual Board & Committee Practices Assessment Results* (D)   | Cheryl Foy                     | 15             | 2:35 p.m.            |
| 7   | <b>Policy Updates:</b>   |                                |                |                      |
| 7.1 | Annual Report on Student Sexual Violence Policy Implementation* (U)  | Lori Livingston & Sarah Rasile | 10             | 2:50 p.m.            |
| 7.2 | Annual Review of Workplace Violence Policy* (U)  | Jamie Bruno                    | 5              | 3:00 p.m.            |
| 7.3 | First Annual Human Rights Report* (U)  | Cheryl Foy                     | 10             | 3:05 p.m.            |
| 8   | <b>Consent Agenda (M):</b>   | Chair                          | 5              | 3:15 p.m.            |
| 8.1 | Amendments to By-law No. 1*  |                                |                |                      |
| 8.2 | Policy Documents:<br>(a) Board of Governors Recruitment, Appointment and Leadership Policy*<br>(b) Board of Governors Procedures for the Election of Administrative Staff, |                                |                |                      |

| Student, and Teaching Staff Governors* |   |               |                |                      |
|--|---|---------------|----------------|----------------------|
| No.                                    | Topic   | Lead          | Allocated Time | Suggested Start Time |
| 8.3                                    | Annual Board Report* (M)  |               |                |                      |
| 8.4                                    | Board Schedule 2021-2022*   |               |                |                      |
| 8.5                                    | Minutes of the Meeting of March 30, 2021*                               |               |                |                      |
| <b>9</b>                               | <b>Other Business</b>   | Chair         |                |                      |
| <b>10</b>                              | <b>Adjournment (M)</b>  | Chair         |                | 3:20 p.m.            |
|  | <b>BREAK</b>  |               | <b>10</b>      |                      |
|  | <b>NON-PUBLIC SESSION – 3:30 p.m. (material not publicly available)</b> |               |                |                      |
| <b>11</b>                              | <b>Call to Order</b>  | Chair         |                |                      |
| <b>12</b>                              | <b>Conflict of Interest Declaration</b>                                 | Chair         |                |                      |
| <b>13</b>                              | <b>President's Remarks</b>  | Steven Murphy | 5              | 3:30 p.m.            |
|  | <b>Governance</b>   |               |                |                      |
| 13.1                                   | Board & Committee Assessments* (confidential aspects)                   | Cheryl Foy    | 10             | 3:35 p.m.            |
| <b>14</b>                              | <b>Nominations</b>  |               |                |                      |
| 14.1                                   | Board Renewals & Appointments* (M)                                      | Chair         | 5              | 3:45 p.m.            |
| 14.2                                   | Board & Committee Leadership* (M)                                       | Chair         | 5              | 3:50 p.m.            |
| <b>15</b>                              | <b>Human Resources</b>  |               |                |                      |
| 15.1                                   | Labour Relations & Human Resources Update* (M)                          | Jamie Bruno   | 10             | 3:55 p.m.            |
| <b>16</b>                              | <b>Consent Agenda (M):</b>  | Chair         | 5              | 4:05 p.m.            |
| 16.1                                   | Minutes of the Meeting of January 28, 2021*                             |               |                |                      |
| <b>17</b>                              | <b>Other Business</b>   | Chair         |                | 4:10 p.m.            |
| <b>18</b>                              | <b>In Camera Session</b>  | Chair         |                |                      |
| <b>19</b>                              | <b>Termination (M)</b>  | Chair         |                | 4:20 p.m.            |

Becky Dinwoodie, Secretary



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** May 27, 2021

**FROM:** Dietmar Reiner, Board Chair

**PREPARED BY:** Becky Dinwoodie, Associate University Secretary & Judicial Officer

**SUBJECT:** Review of Committee Structure

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**COMMITTEE MANDATE:**

- In accordance with its Terms of Reference, GNHR is responsible for providing advice to the Board of Governors on its governance structure and processes, which includes advising the Board on matters pertaining to the organization of the Board of Governors and its committees.
- We are seeking GNHR’s approval to implement the proposed changes to the Board’s committee structure and the committees’ Terms of Reference for approval by the Board of Governors.

**BACKGROUND/CONTEXT & RATIONALE:**

- A review of the Board’s committee structure was included on GNHR’s 2020-2021 work plan.
- GNHR is continuously assessing governance issues, including the efficient use of members’ and management’s time and resources, effective decision-making, and the engagement and interest of members.
- The committee had a preliminary discussion regarding committee structure at their meeting in January.
- Some considerations identified to assist with the review were:
  - continued improvement of governor engagement;
  - increased focus on strategy;
  - appropriate distribution of workload across committees;

- streamlining of committee and meeting structure;
- best use of the Board members' capability and experience; and
- ability of governors to fulfill their fiduciary obligations.
- Having reviewed and considered the mandates of the committees, keeping the above factors in mind, we are recommending changes to the Board's committee structure and updates to the committees' Terms of Reference.

## **RECOMMENDATIONS:**

### **1. *Merge the Investment Committee with the Audit & Finance Committee.***

- The Investment Committee is a subcommittee of the Audit & Finance Committee and must bring recommendations to the Audit & Finance Committee for approval.
- This often leads to the duplication of discussions and efforts with respect to the university's investment and disbursement of its endowment funds, which may result in committee members becoming mired in details instead of playing a more strategic oversight role.
- The merger of the committees would help streamline the Board's committee and meeting structure.
- It would also assist with more timely decision-making with respect to the university's investment portfolio as the investment manager's recommendations would be presented directly to the Audit & Finance Committee for approval.

### **2. *Transfer oversight of capital projects from the Audit & Finance Committee to the Strategy & Planning Committee.***

- With the shift of oversight of the investment portfolio to the Audit & Finance Committee, this would help distribute the workload more evenly among committee.
- This would also align with the Strategy & Planning Committee's responsibility for the oversight of the strategic planning for all aspects of the university and assessment of the implementation of the university's plans in the context of the university's vision, mission and values, which includes reviewing plans in the area of infrastructure.

### **3. *Add role of Vice-Chair to the Terms of Reference for all committees.***

- Starting in 2019, in an effort to identify potential leadership successors and to ensure the committee chairs have support, governors were identified to serve effectively as committee vice-chairs.
- Formalizing the role of committee vice-chair will provide additional leadership opportunities for Board members, provide committee chairs with additional support, and assist with succession planning.
- The committee vice-chair will serve as back-up for the committee chair when unavailable and the committee chair will serve as a mentor to the vice-chair.

**4. Increase elected member composition for the Strategy & Planning Committee to 4**

- Historically, the Strategy & Planning Committee has usually been the committee of preference for elected governors.
- The current Terms of Reference for the Strategy & Planning Committee limits the number of elected governors to three (3) and there are four (4) elected governors on the Board.
- This change would allow all elected governors to serve on the Strategy & Planning Committee.

**5. Update the membership composition of the Audit & Finance Committee to include only external governors.**

- Currently, the Audit and Finance Committee's Terms of Reference allows for up to three (3) elected (internal) governors.
- It is best practice to have a Board's audit committee composed of only external Board members to allow for independent oversight of the university's financial reporting and audit practices.

**CONSULTATION:**

- The proposed changes in the report are supported by the senior leadership team, the committee chairs, and the Board Chair.

**MOTION:**

*That the Governance, Nominations and Human Resources Committee hereby recommends the proposed committee structure and the changes to the committees' Terms of Reference, as set out in this report, and directs the Office of the University Secretary & General Counsel to implement the recommended changes for approval by the Board of Governors.*

**NEXT STEPS:**

1. With the committee's approval of the proposed changes in principle, the Office of the University Secretary & General Counsel (USGC) will update the proposed committee membership assignments for 2021-2022 and circulate them to GNHR for written approval before the Board meeting on June 24.
2. The USGC will update the committees' Terms of Reference to reflect the proposed changes and present the updated Terms of Reference and proposed committee assignments to the Board for approval on June 24.

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**SUPPORTING REFERENCE MATERIALS:**

- Committees' Terms of Reference

## **BOARD OF GOVERNORS Audit and Finance Committee**

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### **1. TERMS OF REFERENCE**

The Audit and Finance Committee is a standing committee of the university's Board of Governors and is responsible for overseeing the financial affairs of the university with respect to all auditing, financial reporting and internal systems and control functions, budget approvals, risk management, and other internal and external audit functions and activities at the university. The Committee will report and make recommendations to the Board of Governors regarding these and other related matters.

The Committee shall also consider such other matters that are delegated to the Committee by the Board of Governors, including special examinations as may be required from time to time, and if appropriate retain special counsel or experts to assist.

Specifically, the Audit and Finance Committee shall have the following responsibilities:

#### **a. Finance**

- i) Ensuring fiscal responsibility with respect to the financial resources of the university, including:
  - 1) Reviewing and recommending approval of the annual operating budgets, capital budgets, tuition fees and ancillary fees;
  - 2) Reviewing on a quarterly basis financial statements and financial performance against budget;
  - 3) Reviewing policies on financial administration and recommending their approval by the Board;
  - 4) Reviewing and monitoring all long-term debt and providing recommendations as appropriate; and
  - 5) Providing financial oversight for major capital projects, auxiliary operations, and structures.

#### **b. Audit and Financial Reporting**

- i) Ensuring that appropriate financial controls, reporting processes and accountabilities are in place at the university, including:
  - 1) Appointing the external auditor, and approving the fee for such service;

- 2) Reviewing the external auditor's letter of engagement, independence, and the scope of services;
  - 3) Reviewing the external auditor's comprehensive audit plan, scope of the examination, and the nature and level of support to be provided by the internal audit function;
  - 4) Meeting with the external auditor, independent from management, to review audit results and when planning the upcoming audit year;
  - 5) Assessing the performance of the external audit function; and
  - 6) Providing an avenue of communication between the external auditor, management and the Board of Governors.
- ii) Reviewing and recommending to the Board approval of the university's annual audited financial statements, as well as reviewing significant findings or recommendations submitted by the external auditor.
  - iii) Overseeing the provision of internal and external audit functions at the university, including annual reviews, area specific evaluations, functional assessments and process appraisals
- c. Risk Management**
- i) Reviewing and approving the risk management process at the university that ensures that appropriate processes are in place to determine management's risk parameters and risk appetite.
  - ii) Monitoring and ensuring that appropriate processes are in place to identify, report and control areas of significant risk to the university and ensuring that appropriate mitigative actions are taken or planned in areas where material risk is identified.
  - iii) Receiving regular reports from management on areas of significant risk to the university, including but not limited to legal claims, development (fundraising activities), environmental issues, health, safety and other regulatory matters.

## **2. MEETINGS**

The Committee shall meet at least four (4) times per year, or otherwise at the Committee's discretion. In accordance with the university's Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

## **3. MEMBERSHIP**

The Committee shall be composed of:

- Between three (3) and seven (7) external governors

- Up to three (3) elected governors

At least one member of the committee shall have an accounting designation or related financial experience.

All members of the committee shall be financially literate and have the ability to read and understand the university's financial statements, or must be able to become financially literate within a reasonable period of time after his/her appointment to the Committee. In this regard, the Chief Financial Officer or other financial expert will ensure that each new member receives appropriate training in reading and understanding the financial statements.

#### **4. QUORUM**

Quorum requires that half of the Committee members entitled to vote be present.



## **BOARD OF GOVERNORS**

### **Investment Committee of the Audit and Finance Committee**

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#### **1. TERMS OF REFERENCE**

The Investment Committee is a sub-committee of the Audit and Finance Committee and is responsible for overseeing the management of the university's investments (Funds) as outlined below and in accordance with the university's Statement of Investment Policies ("SIP"). The university's investments include all funds invested by the university other than funds that may be invested from time to time in the university's pension plan(s).

The Committee shall also consider such other matters delegated to the Committee by the Board of Governors under the auspices of the Audit and Finance Committee.

The Investment Committee shall have the following responsibilities:

- i) Maintaining an understanding of applicable legal and regulatory requirements and constraints;
- ii) Reviewing on an annual basis the SIP and making appropriate recommendations to the Audit and Finance Committee;
- iii) Providing semi-annual reports to the Audit and Finance Committee, and through that Committee to the Board of Governors, on the performance of the Funds and any other aspects of the Funds that the Investment Committee deems appropriate or as requested by the Board;
- iv) Formulating recommendations to the Audit and Finance Committee regarding the selection, engagement and dismissal of the Investment Manager ("Manager"), the Custodian, the Consultant, and any other agents or advisors that may be necessary to prudently manage the Funds;
- v) Overseeing the Funds and the activities of the Manager, including the Manager's compliance with their mandate and the investment performance of assets;
- vi) Considering ESG factors in its investment process;
- vii) Ensuring that the Manager is apprised of any new amendments to their mandate; and
- viii) Informing the Manager of any significant cash flows.

#### **2. MEETINGS**

The Committee shall meet at least four (4) times per year, or otherwise at the Committee's discretion. In accordance with the university's Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

### **3. MEMBERSHIP**

Committee members shall be appointed by the Board of Governors in consultation with the Audit and Finance Committee and be comprised of:

- Between three (3) and seven (7) external governors, including:
  - one governor who is also a member of the Audit and Finance Committee; and
  - one governor who is also a member of the Strategy and Planning Committee
- Up to three (3) elected governors

Consideration shall be given to governors who possess the requisite financial and investment expertise to provide knowledgeable oversight of the investment portfolio.

The Chair will be selected from among the external governors.

### **4. QUORUM**

Quorum requires that half of the Committee members entitled to vote be present.

## **BOARD OF GOVERNORS**

### **Governance, Nominations and Human Resources Committee**

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#### **1. TERMS OF REFERENCE**

The Governance, Nominations and Human Resources Committee is a standing committee of the university's Board of Governors and is responsible for providing advice to the Board on its governance structure and processes, the nomination and election of new members and board performance, and matters concerning the university's human resources policies, strategies and plans.

The Governance, Nominations and Human Resources Committee is empowered with decision-making authority on behalf of the Board of Governors with respect to the setting of human resources policies, compensation plans and collective bargaining mandates.

The Committee shall also consider such other matters that are delegated to the Committee by the Board of Governors.

Specifically, the Governance, Nominations and Human Resources Committee shall have the following responsibilities:

#### **i) Governance**

- Advising the Board on matters pertaining to the organization of the Board of Governors and its committees and the Board's relationship with other bodies at the university as established in the university's Act and By-Laws.
- Periodically reviewing the university's By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate.

#### **ii) Nominations**

- Overseeing the process of recruiting, selecting and electing new governors and recommending their appointment to the Board, in accordance with the university's Act and By-laws. In doing so, the Committee shall strive to achieve a balance of skills, expertise and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by the university.
- Overseeing the development of programs for the orientation and ongoing education of governors on university operations, matters affecting the post-secondary education sector, and good governance practices.

- Developing, implementing and monitoring procedures for assessing the effectiveness of the Board and its committees.
- Overseeing the nomination and election of a Chair and Vice-Chair from among the external governors of the Board.
- Assessing the leadership needs of the Board, and in consultation with committee chairs, recommend chair and individual member assignments for each of the standing committees.

### iii) **Human Resources**

- Establishing collective bargaining mandates for the university's representatives engaged in negotiation of collective agreements with certified bargaining agents representing persons employed at the university
- Establishing human resources policies that govern terms and conditions of employment of university staff and faculty.
- Establishing changes to the compensation of university staff and faculty not represented by a bargaining agent.

## **2. MEETINGS**

The Committee shall meet at least four (4) times per year, or otherwise at the Committee's discretion. In accordance with the university's Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

## **3. MEMBERSHIP**

The Committee shall be composed of:

- Between three (3) and seven (7) external governors.

## **4. QUORUM**

Quorum requires that half of the Committee members entitled to vote be present.

## **BOARD OF GOVERNORS STRATEGY AND PLANNING COMMITTEE**

### **1. Terms of Reference**

The Strategy and Planning Committee is a standing committee of the university's Board of Governors and is responsible for overseeing the strategic planning for all aspects of the university and assessment of the implementation of the university's plans in the context of the university's vision, mission and values.

The Committee shall engage in broad strategic planning by reviewing, at least once every 2 years, and making recommendations to the Board on the following:

- i) the university's strategic plan;
- ii) the plans supporting the implementation of the strategic plan, including those plans that reinforce the core mission of the university including, but not limited to plans in the area of:
  - (1) strategic differentiation and positioning;
  - (2) government and institutional relations;
  - (3) advancement;
  - (4) infrastructure, and;
  - (5) strategic plan performance metrics.
- iii) strategic foresight, risk, and scenario planning;
- iv) annual Board of Governors retreat planning; and
- v) other areas as the Board may assign to the Committee.

Governance, governance plans and human resources plans are within the purview of the Governance, Nominations and Human Resources Committee.

### **2. Meetings**

The Committee shall meet at least four (4) times per year, or otherwise at the Committee's discretion. In accordance with the university's Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

### **3. Membership**

The Committee shall be composed of:

- Between three (3) and seven (7) external governors
- Up to three (3) elected governors

The Chair shall be selected from among the external governors.

### **4. Quorum**

Quorum requires that half of the Committee members entitled to vote be present.



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** May 27, 2021

**SLT LEAD:** Lori Livingston, Provost and VP, Academic

**PREPARED BY:** Sarah Rasile, Director, Student Success

**SUBJECT:** Annual Report on Student Sexual Violence Policy Implementation

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**COMMITTEE MANDATE:**

GNHR is responsible for the oversight of and providing advice to the Board on matters concerning the university’s human resources policies, strategies and plans.

This report provides data and information on measures that have been taken in 2020-21 related to sexual violence prevention and support at Ontario Tech University.

**BACKGROUND/CONTEXT & RATIONALE:**

Bill 132, Sections 17 (7) and (7.1) state that universities are to provide their Board of Governors with an annual report that contains the following information:

1. The number of times supports, services and accommodations relating to sexual violence were requested and obtained by students enrolled at the university, and information about the supports, services and accommodations.
2. Any initiatives and programs established by the university to promote awareness of the support and services available to students.

3. The number of incidents and complaints of sexual violence reported by students, and information about such incidents and complaints.
4. The implementation and effectiveness of the policy.

**ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:**

The data and strategies outlined in the report are aimed at advancing the university's commitment to maintaining a healthy and safe environment for work and study.

**CONSULTATION:**

Data and information for this report was provided by Student Mental Health Services, the Office of Campus Safety, Student Engagement and Equity, the Human Rights Office and Human Resources as these units oversee the provision of support, training and programming related to the implementation of the Student Sexual Violence policy and procedures. In addition, the data and information was discussed by the Advisory Committee on Student Sexual Violence Prevention and Support at its meeting on May 17, 2021.

**COMPLIANCE WITH POLICY/LEGISLATION:**

In accordance with Bill 132, Section 17 (7) and (7.1), the following information is being provided for the Board's information:

**1. Supports, services and accommodations:**

- Five Support Workers, through the university's Student Mental Health Services, provide assistance and accommodations to students who have experienced sexual violence. Since the closure of the university due to the pandemic, all support is being provided at a distance, by telephone or through video-conferencing. All counsellors participate in ongoing training in trauma-informed therapy and have experience working with survivors of sexual assault. In addition, an Outreach Worker in the residence works very closely with the Support Workers in providing onsite support for students living in residence.
- From April 1, 2020 to March 31, 2021, Support workers received 47 disclosures from students who have experienced sexual violence, including recent incidents that may have occurred on or off campus, and those that occurred historically or during childhood.
- All students received additional support and accommodations, including the coordination of any or all of the following:
  - Therapeutic support (41 students)
  - Academic accommodations (12 students)
  - Housing accommodations (0 students)
  - Other forms of support, such as referrals to community supports, other campus services, or advocacy groups (14 students)
  - Formal university investigation (1 student)



- Within the institution, the following offices were consulted in the provision of support and accommodations: Student Accessibility Services, Campus Safety, Legal Counsel, Campus Living Centre, International Education, Student Awards and Financial Aid, Human Resources and several academic advisors and Deans.

## 2. Awareness and programming

In 2020-21, efforts to raise awareness and educate students about the policy, supports and services were largely driven by the student members of the Advisory Committee on Student Sexual Violence Prevention and Support in collaboration with the Student Engagement and Equity team in Student Life. Initiatives to raise awareness and educate on sexual violence included:

- **Equity Advocates:** Seventeen student ambassadors took on the role of Equity Advocates this year working as a team to identify opportunities to expand equity programming on campus. They create their own program goals and outcomes; and develop and facilitate initiatives, campaigns and events that encourage students to act more inclusively. This year, the Equity Advocates developed initiatives to address gender equity such as articles highlighting influential women and a video where students share what feminism means to them.
- **16 Days of Activism Against Gender-Based Violence:** From November 25, to December 10, Ontario Tech worked in collaboration with Durham College to host a campaign for 16 Days of Activism. The campaign helped students, staff and faculty learn more about gender-based violence prevention. The program included a speaker, discussion group, social media content, and a call to action, asking members of the university community to share what they will do to contribute to ending gender-based violence. In total, we had over 180 people engage with the campaign.
- **#WeGetConsent:** The #WeGetConsent campaign continued this year with several initiatives to educate students on consent and sexual violence prevention. Programming included a social media campaign, blog posts, a pledge asking members of the university community to share what they will do to contribute to a culture of consent and an interactive theatrical performance around the theme of consent during September Orientation programming.
- **#LetsTalkSex Workshop Series:** New this year, emerging from feedback from the Advisory Committee on Student Sexual Violence Prevention and Support, a series of sex-positive and sexual health workshops were delivered to help students feel more comfortable having conversations about consent. These workshops were provided through a collaboration with the AIDS Committee of Durham Region and included topics such as HIV 101, destigmatizing sex, harm reduction practices and exploring your body.
- **Staff and Faculty Training:** Online training modules are available for faculty and staff to provide information about the sexual violence policies and procedures, and the supports for employees and students who experience, or witness, sexual violence. For 2021-2022, the university will be bringing together a committee to create an overarching training intended for all members of the university community that will be supplemented by additional training designed for specific audiences.

- **Consent Matters: A Forum Theatre Production:** As part of the September Orientation programming, students participated in a virtual theatrical production that leads students through the fictional lives of three students who are beginning their first year at university. The play focusses on the social aspects of being a university student including dating and relationships, partying, academics and sexual violence. This interactive play gave students the opportunity to identify behaviours that were unacceptable and practice bystander intervention strategies in real time. A de-brief after the play focused on identifying the sexual violence supports available to students at the university, recognizing by-stander intervention strategies as they relate to sexual violence, identifying victim blaming and supportive responses to disclosures of sexual violence, observing how consent relates to everyday life and to sexual activity and recognizing the many aspects that contribute to the existence of rape culture. This year we had over 150 students participate in the play.
- **RISE: Sexual Violence Prevention:** 755 students participated in the Respect Inclusivity and Support Equity (RISE) program with 30 students participating in supplementary workshops on sexual violence. The RISE program is a series of workshops focusing on the development of by-stander intervention strategies. All students who take on the peer leadership role of Ambassador are required to complete the general RISE session providing them with tools to intervene, prevent and address individual discrimination and harassment. This supplementary workshop focuses specifically on practical issues related to consent, gender-based violence and sexual violence, and preventing and responding to sexual violence in our community.
- **Disclosure Training: Supporting Survivors of Sexual Violence:** This training was offered twice to the general student population and a total of 24 students participated. This workshop provides an overview of sexual violence, reviews the on-campus resources available to survivors and helps students develop effective and supportive responses to victims and survivors who disclose having experienced sexual violence.
- **Community Partnerships:** The Student Engagement and Equity team worked with several community partners this year to offer the Ontario Tech community engaging educational programming related to sexual violence prevention and support. The collaborations included a webinar on understanding the legal definitions of consent with the Sexual Harassment and Assault Resource Exchange (SHARE), the #Let'sTalkSex workshop series with the AIDS Committee of Durham Region and a panel event with the Durham Rape Crisis Center.

### 3. Reported incidents and complaints

- Of the 47 disclosures that were reported to the Support Workers, 1 was filed as complaints through the formal university procedure, and 0 were reported to the Durham Regional Police.
- 16 incidents were classified as having occurred in the last 12 months; 31 were classified as historical, and of these, 8 incidents occurred during childhood.

- 29 incidents involved sexual assault (ranging from unwanted sexual contact to rape); 3 incidents involved verbal sexual harassment or threatening behaviour; 14 involved both sexual assault and verbal assault or threatening behaviour.
- 9 incidents were perpetrated by romantic partners; 17 were perpetrated by friends or neighbours; 11 were perpetrated by family members; (landlord/property manager - 3, manager/supervisor - 4, faith leader - 1, coworker -2 , roommate - 1, lawyer -1, OTU student 1, OTU employee - 1 and 4 were perpetrated by persons unknown to the complainant, with some students disclosing more than one incident. The remaining were classified as “Other,” such as a student at another institution or individual in the local community. The sum differs from 47 due to multiple victimizations for some students.
- 1 incident occurred on campus; 46 incidents occurred off campus. We have disclosures provided by 47 students which may include many - at times repeated - victimizations. Out of these, 1 happened on campus.
- The Human Rights Office was involved with 11 issues of potential sexual violence
  - 3 disclosures
  - 7 reports (of the 7, 4 relate to the same incident)

#### **4. Implementation and effectiveness of the policy and support services**

The Advisory Committee on Student Sexual Violence Prevention and Support, established in December 2017, is mandated to ensure that the university’s policies on sexual violence, and the support services, programming and training that sustain these policies, are reviewed on a regular basis and continuously improved upon. This year, the Committee was composed of 9 students, 2 faculty, a representative from the Ontario Tech Student Union, 6 staff from across the university, 1 community partner and 1 alumni.

In spring 2020, the Committee participated in a planning session where time was spent identifying possible policy, procedural and programmatic gaps. Based on recommendations from this session, the following actions were taken over the last academic year:

- A comprehensive review of the anonymous disclosure procedure available to both current and past Ontario Tech students resulting in the creation of a new online process and updated website content.
- Lengthy conversations about the competing role of the Case Manager as defined in the policy resulting in the creation of a new Gender-Based Violence Education and Support role
- A review of the mandate and membership of the Sexual Violence Response Team. A small working group is working to finalize the recommendations and create a Terms of Reference for inclusion with recommended policy and procedural changes in 2021-2022

A report from the Committee, summarizing its work along with any recommendations on policy amendments and other improvements, is in development and will be submitted to the Provost by December 2021.

## **NEXT STEPS:**

The Advisory Committee on Student Sexual Violence Prevention and Support will continue to advise and assess the university's efforts to oppose sexual violence among students on campus through support, training and education.

## **SUPPORTING REFERENCE MATERIALS:**

- Advisory Committee on Student Sexual Violence Prevention and Support – Terms of Reference <https://studentlife.uoit.ca/sexualviolence/policy.php#tab1-4>
- Sexual Violence Support and Education Website <https://studentlife.uoit.ca/sexualviolence/index.php>
- Student Voices on Sexual Violence Climate Survey <https://ontariosuniversities.ca/student-voices-on-sexual-violence-survey>



## COMMITTEE/BOARD REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

Financial Impact  Yes  No

Included in Budget  Yes  No

**TO: Governance, Nominations and Human Resources Committee**

**DATE: May 27, 2021**

**PRESENTED BY: Jamie Bruno, Chief Work Transformation and Organization Culture Officer**

**SLT LEAD: Jamie Bruno, Chief Work Transformation and Organization Culture Officer**

**SUBJECT: Annual Review of Workplace Violence Policy**

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**BACKGROUND/CONTEXT & RATIONALE:**

- The *Policy Against Violence, Harassment and Discrimination in the Workplace* was approved in December 2016 and last reviewed in May 2020.
- Since the last review, the University has continued in its efforts to focus and enhance its policy framework in a manner that both consolidates student, staff and faculty communities as it relates to the prevention of harassment and discrimination, as well as to isolate necessarily the policy and procedures governing workplace violence prevention.
- In spring 2020, the new policy framework recommending a stand-alone harassment and discrimination prevention policy was endorsed by senior leadership. Following policy consultation that commenced last fall, the University received approval for its *Respectful Campus Policy and Procedures* on April 22, 2021.
- The alignment between the *Respectful Campus Policy and Procedures* and the University’s organizational structure is now more clear and unambiguous; the creation of a dedicated, institution-wide human rights office attends to complaints of harassment and discrimination originating from all university members. Further, the existence of a single

- anti-harassment/discrimination policy instrument replaces the dual and separate pathways previously in place for students and staff/faculty.
- We have prepared an interim *Policy Against Violence in the Workplace* that removes all references and criteria involving harassment and discrimination. The provisions governing workplace violence prevention have remained unchanged.
  - Moving forward, the University will post its interim *Policy Against Violence in the Workplace* to further bring attention to only having one policy address harassment and discrimination complaints.
  - Other proposed changes to the *Policy Against Violence, Harassment and Discrimination in the Workplace* make it necessary to proceed through a formal policy review and approvals process.
  - We are committed to the applicable policy framework that will allow for proper consultation with the university community for the purposes of collecting feedback and recommendations, and will work to finalize revisions to the *Policy Against Violence in the Workplace*, and corresponding *Procedures*, by early fall.

**IMPLICATIONS:**

- The commitment to comply with the terms of our policy framework supports the transparent and timely exchange of information and ideas from across the University community, and serves to strengthen the final version of the applicable policy and procedures in a manner that best supports staff, faculty and students.

**NEXT STEPS:**

- The University will continue in its outreach to community members over the next two months, including to administrative leadership and Academic Council, to have ready a final version of the policy and procedures for GNHR to review and approve in early fall.

5/17/2021

# Annual Report

Human Rights Office

DRAFT

Andrew Sunstrum  
DIRECTOR HUMAN RIGHTS

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## PART I INTRODUCTION

In September 2019, the University hired a dedicated, experienced Director of Human Rights and commenced an institutional scan of its human rights program in order to assess existing processes and identify opportunities for improvement.

The review included:

- A complete policy scan of existing policies, procedures and guidelines;
- Stakeholder Consultations – meetings with 17 key individuals (within HR, Student Life, Campus Safety, all Bargaining Units and Student Representatives);
- A review of previously completed formal investigations and workplace restoration processes; and,
- Input was sought from the Advisory Committee on Student Sexual Violence.

The review exercise resulted in several recommendations that were endorsed by the Provost and President in 2020; including the creation of a dedicated Human Rights Office. The Human Rights Office has taken oversight to ensure a consistent and compliant approach to handling human rights disputes raised by Faculty, Staff, Students and Visitors. Additionally, the Office is implementing process controls, including the creation of a fully aligned suite of human rights policy instruments to clarify roles and responsibilities.

The expressed goal of the recommendations flowing from the systems review was to promote a Sticky Campus by supporting and enforcing a culture of respect and inclusivity and creating a seamless complaints resolution process. The key recommendations are as follows:

- Human Rights Policy Framework – consolidate, align and update Human Rights Policies and Procedures.
- Human Rights Office Oversight – create a dedicated one-stop-shop with institution-wide accountability for a compliant human rights program.
- Renewed focus on Alternative and Early Dispute Resolution – promote the benefits of ADR processes and implement an institutional focus on addressing disrespect and micro-aggressions as a means to prevent conflict escalation.

The newly-created Human Rights Office will play a crucial role in promoting institutional capacity for identifying and resolving human rights-related disputes and conflict; and is available on a confidential basis to provide advice and direction to any university member who is experiencing, witnessed or has received information about alleged harassment, discrimination, sexual violence, micro-aggressions or other forms of interpersonal conflict/disputes. The Human Rights Office supports: de-escalation, dialogue, facilitated discussions, formal investigations and training/education.

## PART II STATUS UPDATE

### 1. HISTORICAL OVERVIEW

This is the University's Inaugural Human Rights Annual Report. The Report details progress to-date on the implementation of the University's Human Rights Office and reports data related to human rights-based complaints and consultations, which will serve as a baseline for future trends-based reporting.

As established in the University's Respectful Campus Policy dated April 2021, and as approved by the Board, Ontario Tech University is committed to providing this report annually to assist the Board and University Members to understand the state of the University's Human Rights Program and identify progress and trends from year to year.

### 2. DATA & TRENDS

Dispute Resolution Data is a key component of this report as it provides an annual snapshot of the Human Rights issues and concerns brought forward for resolution by University Members. Data is compiled regarding the type of complaint or concern raised, the source of the complaint or concern (i.e. student, faculty, staff or visitor) the prohibited ground cited in the complaint or inquiry (e.g. race, sex, disability, etc.); and the action(s) taken to address the complaint or concern.

The reporting period is the University's fiscal year; April 1 – March 31. Although some data was compiled by the Human Rights Office between September 2019 and March 2020, the fiscal year 2020-2021 represents the first full year of Human Rights Office data.

#### a. Issue Type

To assist in understanding the data, it is important to have some understanding of the Human Rights Office's processes. There are five (5) Issue types under which the Human Rights Office has accountability: Discrimination, Duty to Accommodate, Harassment, Student Sexual Violence and issues of a general Human Rights nature - the general category includes consultations regarding broad human rights principles or inquiries of a programmatic nature, e.g. requests to review policy instruments or training materials to ensure human rights compliance, questions about legislative and policy interpretation, procedural inquiries, etc.

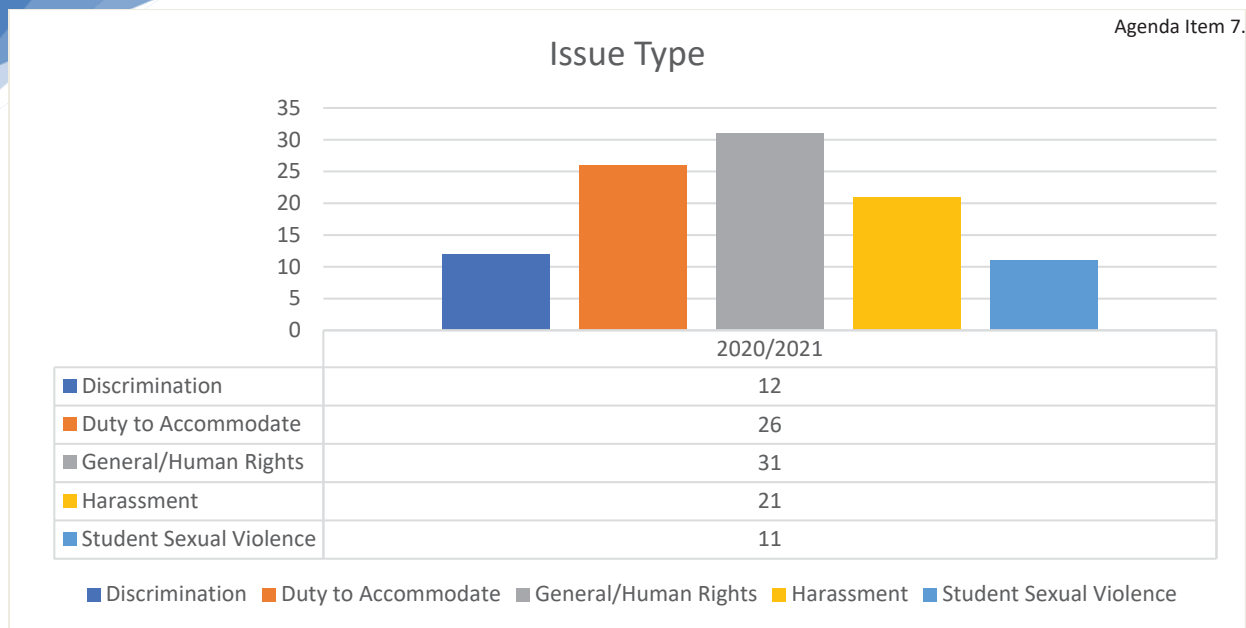
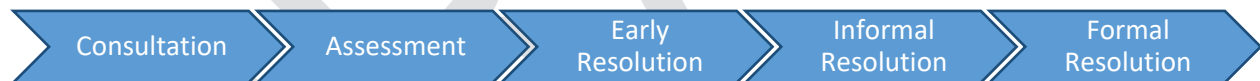


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Between September 2019 and March 31, 2020, the Human Rights Office was approached with 27 issues for resolution. In the 2020-2021 fiscal year, 101 issues were brought forward. The increase of issues between the initial 7-month period in 2019-2020 (when the Office was first establishing itself) and the full 2020-2021 fiscal year is likely attributable to the Human Rights Office's outreach activities. Since early September 2019, the Human Rights Office has steadily built awareness of its existence and of its role in addressing and resolving human rights matters.

### b. Intervention Type



The Human Rights Office is available for confidential consultations that provide University members with information about their various rights, responsibilities and obligations. The Human Rights Office also intervenes directly in cases where allegations describe a human rights violation. The Human Rights Office promotes informal and early dispute resolution processes wherever possible or feasible. Informal approaches to resolving conflict can foster prompt resolution and prevent escalation; particularly when concerns are raised expeditiously. These are opportunities for parties to resolve a dispute, ensure Harassment and Discrimination do not occur and address broader issues that caused or contributed to the dispute. There are five (5) stages or actions included in the Human Rights Office's dispute resolution program. They include:

1. Consultation: the act of reaching out to the Human Rights Office for advice or information.
2. Assessment: A Human Rights Office analysis of the content of a complaint to determine whether the matter falls under the Office's mandate.

- Agenda Item 7.3
3. Early Resolution: The Human Rights Office works with parties to resolve complaints prior to the receipt of a formal complaint, or to assist persons of authority to address incidents/concerns in a manner compliant with human rights obligations.
  4. Informal Resolution: The Human Rights Office employs a structured process, such as a mediation or restorative justice process, to resolve a complaint to the satisfaction of the parties in dispute.
  5. Formal Resolution: The Human Rights Office ensures an investigation of the alleged human rights violation and a determination of whether a policy violation has occurred.

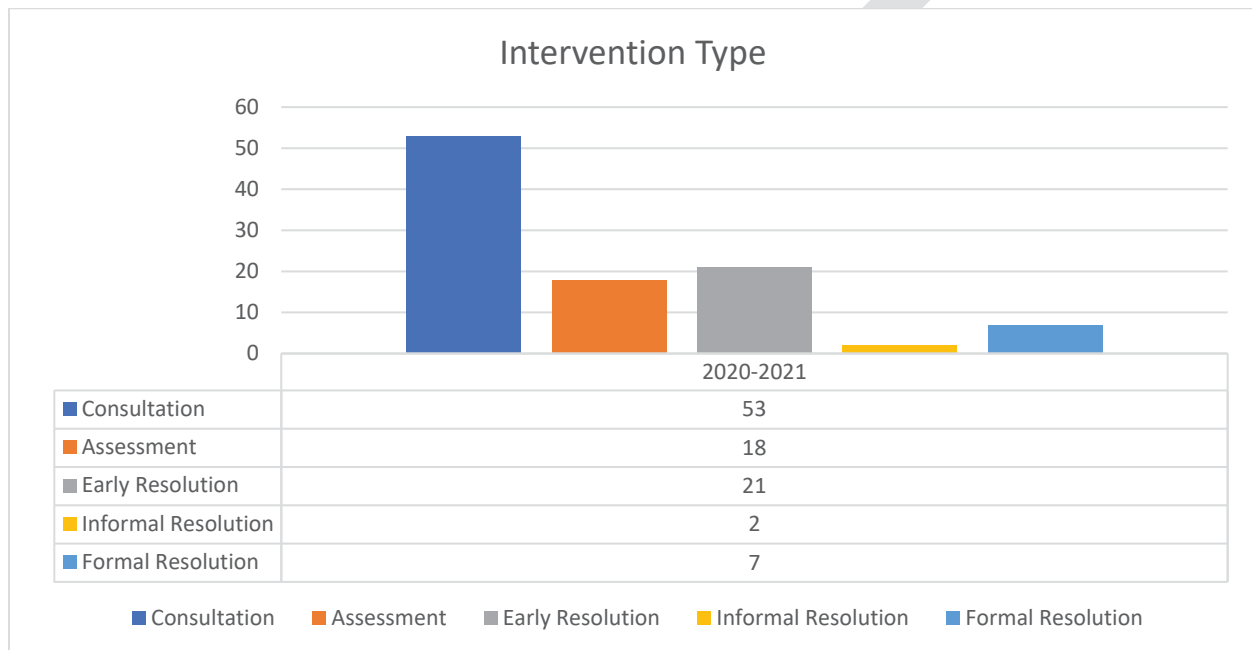


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### c. Issue Source

The Human Rights Office provides services to all University Members, including Faculty, Staff, Students and Visitors. The following table shows the source of issues that were brought to the attention of the Human Rights Office.

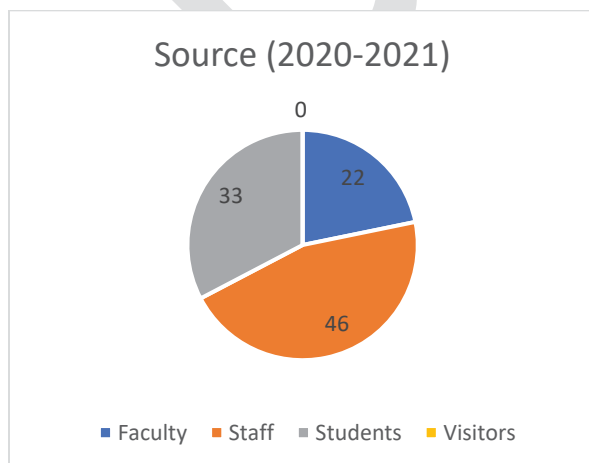


Table: 3

### d. Protected Grounds

Protected Grounds are the grounds contained in the Ontario Human Rights Code (OHRC) under which individuals are protected against discrimination and harassment. Most, but not all, of the Human Rights Office's work is connected to a Protected Ground under the OHRC. Additionally, the Human Rights Office intervenes to address incidents and complaints that fall under other legislation, but overlap with a Protected Ground, i.e., the Occupational Health and Safety Act (Workplace Sexual Harassment) and the Ministry of Training, Colleges and Universities Act (Student Sexual Violence).

A number of consultations completed by the Human Rights Office are of a general human rights nature in which no specific protected ground is cited – these are captured in the following table under the “unspecified” column. The Human Rights Office is also accountable for addressing incidents of workplace harassment, in which a connection to a protected ground is not required.

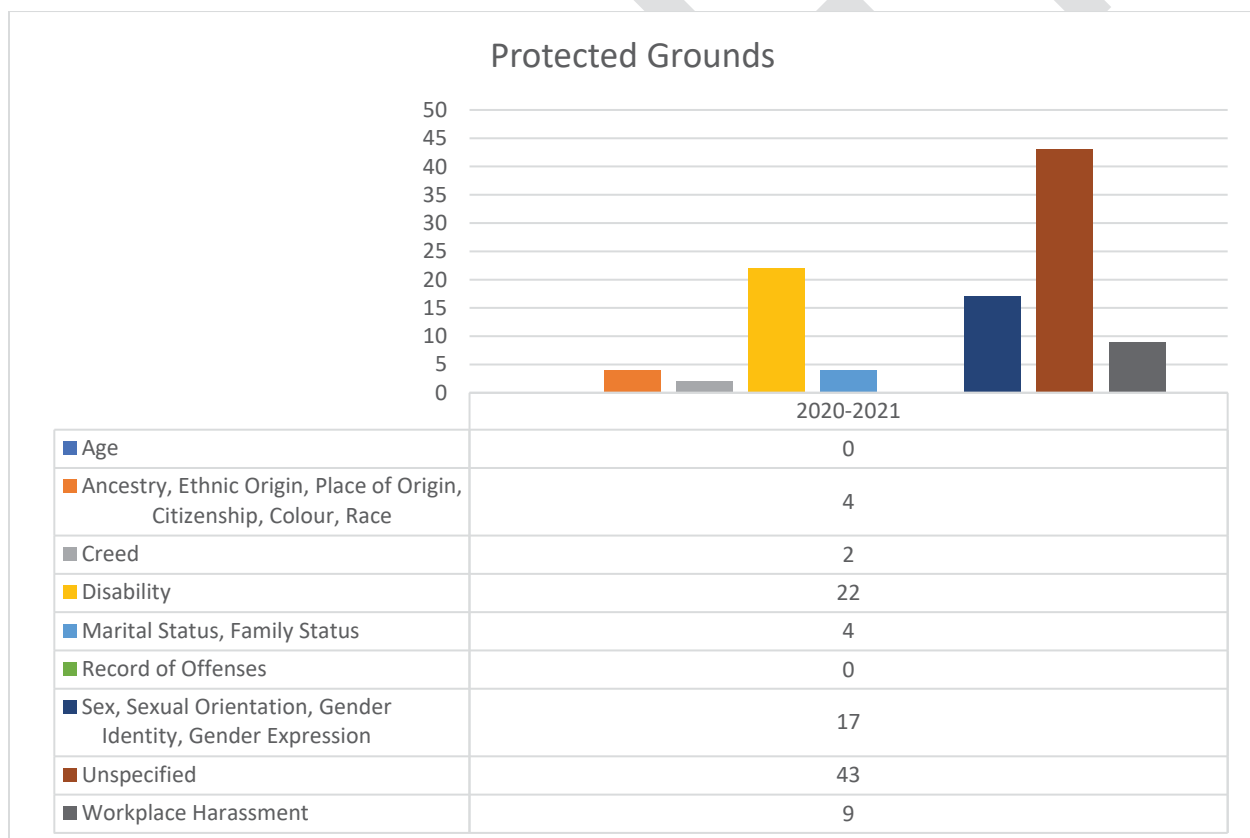


Table: 4

## 3. MEASURING PROGRESS

### Launch of the Human Rights Office

From its inception in September 2019, the Human Rights Office has been working directly with University Members to address and respond to allegations of harassment,

discrimination and student sexual violence. At the same time, the Office has been steadily working towards implementing a dedicated Human Rights Program for all University Members.

### **DATE MILESTONES ACHIEVED**

- Human Rights Systems Review - commenced Fall 2019 & completed January 2020
- New Policy Framework endorsed by Senior Leadership - spring 2020
- Policy development - Summer 2020
- Policy consultation - commenced Fall 2020
- Respectful Campus Policy and Employee Procedures - approved April 22, 2021
- Accommodation Policy – approved April 22, 2021

The Human Rights Office has made significant progress in a short amount of time by working collaboratively and effectively with key internal stakeholders to promote and champion human rights principles, clarify roles and responsibilities, gain buy-in, and implement a consistent and compliant dispute resolution program applicable for all University members.

This groundwork is demonstrated in the Board of Governors recent approval of the University's overarching Human Rights and Anti-Harassment Policy; the Respectful Campus Policy (accompanied by a procedure for employees that was approved simultaneously). The Accommodation Policy, also recently approved by the Board, is another Human Rights Policy with institutional scope and reflects the University's commitment to accommodating Faculty, Staff, Students and Visitors on all Protected Grounds under the Ontario Human Rights Code.

## **PART III GOING FORWARD**

### **4. 2021 – 2022 GOALS AND OBJECTIVES**

As we look back on our progress to-date, we recognize that there is still a way to go to realize the University's goal of creating and maintaining a campus culture of respect and inclusivity. We also know that the Human Rights Office cannot achieve this alone. Only if we work together can we ensure a respectful campus environment in which the human dignity of each individual is valued, and the diverse perspectives, ideas and experiences of all members of the community are able to flourish.

Indeed, all University Members have a role in confronting and addressing rude and disrespectful behavior when it occurs and creating and maintaining a campus environment that is inclusive for all. As a community, we can help to prevent conflict escalation by remaining respectful and focusing on addressing conflict in a timely, constructive and cooperative manner. While misunderstandings and conflicts will occur in a complex, demanding and diverse campus environment where collaboration is



essential to success, early and informal approaches to resolution should be sought whenever possible and appropriate.

The Human Rights Office will continue to support the community in this endeavor by providing advice; assistance; early and informal approaches to dispute resolution; and if necessary, formal investigation of human rights disputes.

Over this next fiscal year, we will also support and promote a respectful campus by focusing upon the following three (3) priority areas:

1. **Policy Framework:** The Human Rights Office has drafted a Human Rights Dispute Resolution Procedure for Students that will finalize the implementation of the University's Human Rights policy framework. The Student Procedures will be presented to the Board of Governors for approval after a mandatory consultation process.
2. **Communications:**
  - a. The Human Rights Office will enhance campus communications starting with the launch of a dedicated Human Rights Office webpage in Spring/Summer 2021.
  - b. The Human Rights Office is in the process of developing informational resources to assist University Members in understanding their rights, responsibilities and obligations. Resources in development include a guide to the Duty to Accommodate, and a guide to the intersection between Human Rights principles and online communications (e.g. class chats, social media, etc.)
3. **Training/Education:** The Human Rights Office is currently focused on working with key internal stakeholders (Human Resources, Student Life, etc.) to update and enhance online compliance-based human rights training.

## 5. CONCLUSION

The Human Rights Office would like to extend a heart-felt thank-you to the Ontario Tech University Community, and particularly to the stakeholder groups that participated in the Human Rights Systems Review in late 2019. The Human Rights Office would not have been able to achieve so much in such a short amount of time if it weren't for the support and cooperation of University Members.

Of equal importance has been an unwavering commitment from the University's Senior Leadership Team. The tone from the top is of critical importance to the work of the Human Rights Office; particularly in a year where the pandemic could have easily derailed momentum towards progress.

Over the last fiscal year, we led with our values through very difficult times. This is evidence of a deep, underlying appreciation for and commitment to the human rights principles of inclusivity and respect. We very much look forward to working with all community members to continue the enrichment of the University's Human Rights program.



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** May 27, 2021

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

**SUBJECT:** Proposed Amendments to By-law No. 1 Arising from Board of Governors Election Teaching Staff Eligibility Arbitration Decision

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**COMMITTEE MANDATE:**

- Under its Terms of Reference, GNHR is responsible for the oversight of the process of electing new governors and recommending their appointment to the Board, in accordance with the university’s Act and By-laws.
- GNHR is also responsible for reviewing the university’s By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate.
- **Request:** In accordance with the committee’s mandate, we are seeking the committee’s recommendation of the proposed amendments to the university’s By-law No. 1 for approval by the Board of Governors (see attached).
- These amendments will clarify and improve the language in the By-law and address changes arising from a recent arbitration decision regarding faculty member eligibility for board membership.

**BACKGROUND/CONTEXT & RATIONALE:**

- A detailed report setting out the background to the proposed changes to By-law No. 1 was presented to GNHR for consultation on January 28, 2021 and is attached for ease of reference (Appendix A).



**PROPOSED AMENDMENTS TO BY-LAW NO. 1:**

- The proposed amendments to By-law No. 1 (Appendix B) flow directly from the arbitration decision.

**Articles 3.4 and 3.5 of By-law No. 1:**

- The arbitrator relied on section 8(2) of the *University of Ontario Institute of Technology Act, 2002* (the “Act”), which provides:

*“8(2) The board shall by by-law determine the manner and procedure for the election of members described in paragraph 5 of subsection (1) and eligibility requirements for election to the board. 2002, c. 8, Sched. O, s. 8 (2).”*

- We recommend amending Articles 3.4 and 3.5 of By-law No. 1 to further clarify the Board’s authority to establish eligibility requirements and election rules and regulations through policy and procedures. The Board has the authority to approve the amendments under section 9(1)(p) of the Act.

**Article 4.1 of By-law No. 1 – Standard of Conduct:**

- We recommend adding the expectation that governors are able to commit the time to prepare for and attend Board and Committee meetings, as well as to attend university events and support other university endeavours.
- This is an expectation for all governors and is a question asked of all external governor candidates during the interview process.
- In response to the arbitration decision that refers to the requirement for the Board to set eligibility through the By-laws, this will make it explicit that Board members are expected to attend all meetings.

**NEXT STEPS:**

- The proposed amendments to By-law No. 1 will be presented to the Board for approval on June 24, 2021.
- Changes to By-law No. 1 to be posted online following approval.

**MOTION:**

*That the Governance, Nominations, and Human Resources Committee hereby recommends the proposed amendments to By-law No. 1, as presented, for approval by the Board of Governors.*

- In accordance with Article 16.2 of By-law No. 1, a motion to amend any by-law of the university will not carry unless it receives the affirmative vote of at least two-thirds of the governors present at the meeting.

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**SUPPORTING REFERENCE MATERIALS:**

- Appendix #A – GNHR Report re: Proposed Approach to Board of Governors Election Teaching Staff Eligibility Arbitration Decision dated January 28, 2021
- Appendix #B - Blacklined version of By-law No. 1 showing proposed amendments



## 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 28, 2021

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

**SUBJECT:** Proposed Approach to Board of Governors Election Teaching Staff Eligibility Arbitration Decision

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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 university's Act & By-laws.
- **Request:** We are seeking the committee's feedback on the proposed amendments to By-law No. 1 and the relevant policy documents. See attached. These amendments will clarify and improve the By-Law language and address changes arising from a recent arbitration decision regarding faculty member eligibility for board membership.

**BACKGROUND/CONTEXT & RATIONALE:**

- 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 of 2018.
- The Faculty Governor Working Group presented their recommendations to the committee for recommendation to the Board for approval.
- Pursuant to the recommendation of GNHR, the Board approved changes to the Board of Governors Recruitment, Appointment and Leadership Policy ("Recruitment Policy") in February 2019 (attached for ease of reference as attachment #1 with relevant sections marked in yellow).
- An overview of the issue giving rise to a policy grievance by the Faculty Association (the "Grievance") is attached as attachment #2.

- An arbitration decision in respect of the Grievance was issued in September 2020 and is attached to this report as attachment #3.

### **Key Elements of Arbitrator’s Decision:**

Key arbitral findings are:

- The Board has the right to pass a proper by-law setting out qualifications, expertise, and responsibilities for service but must not violate the Collective Agreement (CA).
- Restricting eligibility to faculty members who did not plan to take research leave targeted tenured faculty.
- Others on the Board have full-time jobs and serve on the Board and just because a faculty member is on Research Leave does not mean the faculty member cannot volunteer on the Board.
- Eligibility must be clearly stated in the by-law (not enough that the by-law permits the establishment of a policy).
- Key quotation: “There is nothing in Article 28.03 that could be reasonably interpreted to preclude Board service during a 100% research leave”.
- Academic freedom includes the right to stand for election to the Board.
- If the Board has concerns about competencies, attendance, and engagement, they can be addressed separate and apart from this restriction on eligibility.

### **Effect of Arbitrator’s Decision:**

Based on the reasoning set out in the arbitrator’s decision regarding eligibility of Teaching Staff for the Board of Governors, By-Law No. 1, the Recruitment Policy, and Exempt Academic Staff Employment Policy & Deans, Associate Deans and Teaching Staff Governors Procedures should be amended as follows:

#### **STEP 1 – Amendments to Recruitment Policy**

- Removal of sections 9.6-9.9 from Recruitment Policy in response to Arbitrator’s decision.

#### **STEP 2 – Amendments to By-law No. 1**

- The proposed amendments flow directly from the arbitration decision.
- The arbitrator relied on section 8.2 of the Act, which provides:

*(2) The board shall by by-law determine the manner and procedure for the election of members described in paragraph 5 of subsection (1) and eligibility requirements for election to the board. 2002, c. 8, Sched. O, s. 8 (2).*

- We propose amending Articles 3.4 and 3.5 of By-law No. 1 (as set out in attachment #4) to further clarify the Board’s authority to establish eligibility requirements and election rules and regulations through policy and procedures. The Board has the authority to approve the amendments (section 9(1)(p) of the Act).

### **Article 4.1 – Standard of Conduct**

- We recommend adding the expectation that governors are able to commit the time to prepare for and attend Board and Committee meetings, as well as to attend university events and support other university endeavours (as set out in attachment #4).
- This is an expectation for all governors and is a question asked of all external governor candidates during the interview process.
- In response to the arbitration decision that refers to the requirement for the Board to set eligibility through the By-laws, this will make it explicit that Board members are expected to attend all meetings.

### **STEP 3 – Update Board Election Procedures**

- We recommend updating the Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors (“Election Procedures”) to include the declaration statements that must be included in the nomination form. This will make it clear that the statements must be checked off in order for a nomination to be considered complete.
- Organizational Commitment is considered to be a core competency for potential new Board members. All external Board candidates are asked the following question:
  - Serving as a Governor will require a commitment of time to prepare for and attend Board and Committee meetings. As well, Governors are sometimes asked to contribute their time and energy to attend University events or support other University endeavours. How much time do you anticipate you will have to devote to the Board and what level of flexibility do you have relative to your other commitments?
- We recommend including a statement about the candidate’s ability to commit to attending Board and Committee meetings throughout their term. There is already a similar statement on the declaration form and we propose updating it to make it clearer.
- The proposed amendments to the Election Procedures are set out in attachment #5.

### **STEP 4 – Update Exempt Academic Staff Employment Policy & Deans, Associate Deans and Teaching Staff Governors Procedures (attachment #6)**

- These policy documents do not currently include Research Leave for Teaching Staff Governors.
- We recommend asking the AVP, HR to review the *Deans, Associate Deans and Teaching Staff Governors Procedures* to manage the issue of leave for research purposes and Board membership with the stipulation that Teaching Staff Governors are expected to actively participate on the Board while on Research Leave, unless the Board grants the Teaching Staff Governor a leave of absence in accordance with the provisions of Article 3.6(c) in [By-law No. 1](#) and the [Board Attendance Policy](#).

### **NEXT STEPS:**

- The policy documents will undergo consultation in accordance with the Policy Framework.

- The relevant policy documents will return to GNHR for recommendation and to the Board for approval.

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**SUPPORTING REFERENCE MATERIALS:**

- Attachment #1 – blacklined Board of Governors Recruitment, Appointment and Leadership Policy
- Attachment #2 – Overview of Issue Giving Rise to a Grievance By the Faculty
- Association #3 – Arbitration Decision
- Attachment #4 – blacklined By-law No. 1
- Attachment #5 – blacklined Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors
- Attachment #6 – Exempt Academic Staff Employment Policy & Deans, Associate Deans and Teaching Staff Governors Procedures



|                     |   |
|---------------------|---|
| Classification      | BRD 1000  |
| Framework Category  | Board   |
| Approving Authority | Board of Governors  |
| Policy Owner        | University Secretary  |
| Approval Date       | February 28, 2019   |
| Review Date         | March 2022  |
| Supersedes          | Amendment, June 18, 2014<br>Original Approval, April 24, 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.
  - “**Administrative Staff Governor**” means a member of the Board who is elected by and from within the Administrative Staff of the University.
  - “**Board**” means the Board of Governors of the University.
  - “**Committee**” means any standing committee or sub-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 at the University. This includes Administrative Staff, Student and Teaching Staff Governors.

“**Clear Academic Standing**” has the meaning ascribed to it in the General Academic Regulations of ~~UOIT~~the university, 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.

“**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 Nos. 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.
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. 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~~university’s 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, Nomination and Human Resources Committee (GNHR), or its successor Committee, will be responsible for annually reviewing the Board composition and 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-laws, 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 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 3.4 of By-Law No. 1, in order to be eligible to be nominated or to remain as an Administrative Staff Governor or 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.

#### **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.

- 9.10. 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-Chairs.

- 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-Chairs 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.

#### **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 3.6 of 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 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 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 Administrative Staff, Students and Teaching Staff 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*

**Attachment #2*****Overview of Issue Giving Rise to a Grievance By the Faculty Association:***

- The 2018-2019 Board of Governors Election took place from February 26 - April 6, 2018.
- We received five nominations for the two 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 two years.
- Three nominees responded that they planned to request research leave during the next two years. One nominee withdrew as a candidate. The two other nominees were advised that they were ineligible due to their planned research leave requests.

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

- The decision to disqualify certain faculty raised concerns with the faculty themselves. Faculty Board members also raised concerns. In order to address the concerns, a working group was formed to review the research leave eligibility requirement and to make a recommendation to GNHR.
- 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
  - respect for the Collective Agreement provision indicating that research leave is to be reserved for 100% research activity (no requirement to provide "Service" – Board of Governor membership would normally constitute Service).
  - any recommendation must be consistent with the Act, By-Laws, and governance good practices
- The FGWG made recommendations and the Board of Governors Recruitment, Appointment and Leadership Policy was amended.
- The Faculty Association filed a policy grievance regarding the eligibility requirements.

**IN THE MATTER OF AN ARBITRATION**

**BETWEEN:**

**The University of Ontario Institute of Technology**

**and**

**The University of Ontario Institute of Technology Faculty Association**

**(Policy Grievance re: BOG)**

**Before:** William Kaplan  
Sole Arbitrator

**Appearances**

**For the University:** George Avraam  
Ajanthana Anandarajah  
Baker & McKenzie  
Barristers & Solicitors

**For the Association:** David Wright  
Ryder Wright Blair & Holmes  
Barristers & Solicitors

The matters in dispute proceeded to a hearing by Zoom on August 27, 2020.

## **Introduction**

This case concerns an April 2018 policy grievance filed by the Faculty Association at the University of Ontario Institute of Technology (hereafter “the Association” and “the University”). Summarily stated, the dispute arose for the following reason: The University took the position that otherwise eligible faculty members who were on, or who would be applying for, a research leave – a cohort of only tenured members – could not seek election and serve on the Board of Governors (hereafter “the BOG”) if their research leave would overlap with part of their three-year BOG term. Three faculty members were excluded from running for election.

The explanation for the restriction advanced by the University was that pursuant to Article 28 of the collective agreement, faculty members on research leave are to devote 100% of their time to research. The University also takes the position that the grievance was not arbitrable as election to the BOG does not involve the collective agreement but is an independent process governed by BOG rules. For its part, the Association took the position that the collective agreement was fully engaged as the BOG was the employer and was bound by the terms and conditions of the collective agreement. In the Association’s submission, the effect of the prohibition was to potentially exclude tenured faculty members from ever serving on the BOG as they are eligible for a research leave every three years (although, as noted below, a new less strict policy was promulgated in the aftermath of these events). The dispute proceeded to mediation on May 26, 2020, and then to a hearing by Zoom on August 27, 2020.

## **The Collective Agreement**

### **Article 4 – Management Rights**

4.01 The Employer retains the exclusive right to manage the University which includes policy formulation and execution, except to the extent modified by the terms of this Agreement and provided this right is exercised in a fair, reasonable and equitable manner.

### **Article 14 – Academic Freedom**

14.02 Academic freedom of Faculty Members resides at the core of the University's mission....

### **Article 16 – Academic and Professional Career/Workload**

...

- b) Faculty Members have the right and responsibility to engage in an appropriate combination of the following activities:
- i. Research: Whereby Faculty Members make original contributions to their fields of learning.
  - ii. Teaching: Whereby Faculty Members convey information and techniques to students and foders critical and creative thinking.
  - iii. Service: Whereby Faculty Members contribute to the governance of the University through active and engaged participation on its collegial and administrative bodies....

### **Article 28 – Leaves of Absence**

...

#### **28.03 Research Leave**

- a) Faculty Members with tenure are eligible for Research leave for a period of up to, but not exceeding, twelve (12) months, after completing six (6) Appointment Years of full-time Research, Teaching and Service, unless a period of less than six (6) Appointment Years is specified in the Faculty Member's letter of appointment.
- b) For clarity the workload of a Faculty Member on Research Leave is 100% Research, 0% Teaching, and 0% Service. Any variation from this must be documented and have the mutual agreement by the Faculty Member and the Dean.

### **Some Background Facts**

Elections to the BOG were held in late winter/early spring 2018. There was no specific policy or by-law in place, at the time, restricting faculty members eligible for a research leave during their prospective BOG term from seeking election – although there was some contested extremely limited anecdotal evidence about a past practice to the effect. There was also some contested extremely limited anecdotal evidence to the contrary. Given its nature and scope, none of this is of any legal or factual significance.

In any event, five faculty were nominated for two faculty positions on the BOG. Prior to the election, all five were contacted and asked if they intended to take a research leave in the next two years, i.e., the first two years of their three-year term. They were asked to complete a form providing this information. While forms had been used in the past, this was the first time the research leave question was asked. Three faculty members who expressed interest in taking a research leave during the BOG term were deemed ineligible to stand for election because of Article 28.03. Two of the five faculty were deemed eligible and they were acclaimed. A grievance was filed. The BOG also convened a subcommittee to look into the matter and it adopted a policy – not a by-law – addressing eligibility issues for faculty members on research leave, but one that still imposes significant fetters on tenured faculty.



## **Submissions**

In the Association's submission, the starting point was with applicable legislation, the *University of Ontario Institute of Technology Act, 2002* (hereafter "*the Act*"). *The Act* – which Association counsel extensively reviewed – made manifest that the BOG was the employer, it was the University, and it was bound by the collective agreement. Indeed, when faculty members were told they were ineligible to serve, their attention was drawn to Article 28.03 affirmatively establishing the collective agreement's application to this dispute and, accordingly, conferring arbitral jurisdiction. Other collective agreement provisions, in the Association's view, confirmed this conclusion.

Under the Management Rights clause the University had to exercise its functions in a fair, reasonable and equitable manner. Moreover, faculty members enjoyed academic freedom and it was axiomatic, and widely accepted, that academic freedom includes the right to participate in collegial governance. Indeed, in the Association's view, this entitlement was unequivocally set out in Article 16.01(b)(iii). An arbitrary rule that effectively excluded tenured faculty members from BOG service was completely inconsistent with the Management Rights provision, Academic Freedom and the right of faculty members to participate in collegial governance. This conclusion was reinforced by the fact that no other faculty members were prohibited from service – including those on a variety of other leaves such as maternity, parental or professional development.

The Association did not dispute that the University had the legal right to determine aspects of BOG eligibility – but it had to do so in a proper way – and that meant compliance with *the Act* through passage of a proper by-law. That also meant that while doing so it had to respect its obligations under the collective agreement. Significantly, there was no policy or by-law in place in the late winter/early spring of 2018 restricting faculty on 100% research leave from BOG service. Nevertheless, the University took unilateral steps and prohibited tenured faculty members from putting themselves forward for election.

It was also noteworthy, in the Association's view, that when the BOG considered this issue in the aftermath of the spring 2018 election, it promulgated a new policy, instead of passing a by-law as it was legally required to do. The new policy continued to breach the collective agreement, just like the old one, the Association argued, but making matters even worse, it was of no legal force or effect in the Association's opinion because a by-law was not passed as is categorically required.

The BOG certainly had the right to pass a proper by-law setting out competencies, qualifications, expertise and responsibilities for service, but it could not do so if it violated negotiated provisions of the collective agreement. Likewise, it could not do so where the result was completely discriminatory: intentionally or not, the restrictions targeted tenured faculty members to the exclusion of everyone else. It was also worth mentioning, the Association argued, that virtually everyone else who served on the BOG was either fully employed at the University or elsewhere, and it

was nowhere suggested that these full-time activities somehow interfered with BOG service. Simply because a faculty member was fully engaged with research did not mean that she or he could not fulfill BOG duties. The former did not preclude the latter, nor was it inconsistent with it. The Association asked that the grievance be allowed, appropriate declarations issued, and that I remain seized should any implementation issues arise.

For its part, the University took the position that the BOG was fully entitled to determine eligibility for membership, and that included its good faith determination that someone who was 100% engaged in research should not be allowed to serve. To whatever extent faculty members could decide on their University service, that did not give them the right to serve on the BOG or otherwise. Collective agreement references to the BOG were scant, and BOG members were excluded from coverage during their term. The fact of the matter was that a BOG member who took a 100% research leave would be unavailable for many months depending on the length of their leave. In determining that such persons should not, because they could not, serve on the BOG, the BOG was properly exercising its statutory powers.

The University also took the position that there was nothing in the collective agreement that entitled the Association to challenge or contest the BOG's determination of its membership. The BOG was separate and apart from the University. The latter was bound by the collective agreement; the former was not. BOGs act through by-laws, reflected in turn by more detailed policies giving effect to

those by-laws. And that is exactly what happened here. The decisions that were taken were reflected in past practice, fully lawful, appropriately authorized and made in good faith for legitimate operational reasons. Whether earlier nomination forms asked about current or future research leaves or had evolved over time, was neither here nor there and was immaterial to the threshold jurisdiction issue. There was, in any event, ample rationale for the decision that the BOG reached, one that was not subject to arbitral review. The University asked that the grievance be dismissed.

### **Decision**

Having carefully considered the evidence, I conclude that the collective agreement is engaged, has been breached, and the grievance is, therefore, allowed.

In my view, following a thorough canvass of the legislative framework and the collective agreement, the conclusion is inescapable that the collective agreement applies. Under section 2(2) "The University....shall consist of members of the board." Under section 9.1 of *the Act*, the BOG is responsible for governing and managing the University. The University acts through the BOG. There are numerous references to the Board in the collective agreement. Under section 8(1) of *the Act* the composition of the BOG is prescribed. But under section 8(2) the BOG may "by by-law determine the manner and procedure for election of members....and eligibility requirements for election to the board" and it can amplify that in policies, provided that doing so does not violate negotiated entitlements in the collective

agreement. There is no power to set *ad hoc* election eligibility requirements, even if well intentioned.

In this case, not only has no by-law been passed, but the policy that was promulgated subsequent to the grievance infringes on the collective agreement. It is true enough that a faculty member who is elected to the BOG is no longer covered by the collective agreement for the period of their term. However, in seeking election to the BOG, a faculty member may rely on the terms and conditions of the collective agreement and the corollary of this is that the University cannot infringe on them. Management Rights, Academic Freedom and Article 16(b)(iii) are directly engaged by this grievance conferring jurisdiction and making this grievance arbitrable.

There is nothing in Article 28.03 that could be reasonably interpreted to preclude BOG service during a 100% research leave. Put another way, experience indicates that the purpose of provisions such as this are to limit what other duties *can be assigned* during the period of the research leave: namely, none (emphasis mine). This overall conclusion is reinforced by the discriminatory effect of the rule with its unfortunate effect of largely precluding tenured faculty from collegial governance. Faculty members enjoy academic freedom and that includes the right, as provided for in this collective agreement in Article 16(b)(iii), to stand for election to the BOG. There is nothing about being on a 100% research leave that is inconsistent with BOG service. The actions in the late winter/early spring of 2018 precluding tenured track faculty members with already approved research leaves, or faculty members

who were entitled to a research leave and who anticipated taking one, from BOG service was not fair, reasonable or equitable. To the extent the BOG has legitimate concerns about competencies, attendance and engagement, they can be addressed separate and apart from this restriction on eligibility. To the extent a faculty member fails to accomplish their research leave objectives by failing to properly dedicate themselves during that leave, that too is something that the University can address.

### **Conclusion**

Accordingly, and for the foregoing reasons, the grievance is allowed and a declaration of collective agreement breach, together with a cease and desist, is issued. At the request of the parties, I remain seized with respect to the implementation of this award.

DATED at Toronto this 3<sup>rd</sup> day of September 2020.

*"William Kaplan"*

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William Kaplan, Sole Arbitrator



## UOIT BY-LAW 1

[ARTICLE 1 - Interpretation](#)

[ARTICLE 2 - Head Office and Seal](#)

[ARTICLE 3 - Board Composition](#)

[ARTICLE 4 – Standard of Conduct](#)

[ARTICLE 5 - Officers](#)

[ARTICLE 6 - Meetings](#)

[ARTICLE 7 - Committees](#)

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[ARTICLE 9 - Execution of Documents](#)

[ARTICLE 10 - Borrowing](#)

[ARTICLE 11 - Auditors](#)

[ARTICLE 12 - Financial Matters](#)

[ARTICLE 13 -Protection of Governors](#)

[ARTICLE 14 - Remuneration](#)

[ARTICLE 15 – Dispute Resolution](#)

[ARTICLE 16 – By-laws](#)

[ARTICLE 17 - Severability](#)

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

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

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

#### DEFINITIONS

In this By-law:

- a. "Act" means the *University of Ontario Institute of Technology Act, 2002*.
- b. "Administrative Staff" means full-time continuing and part-time continuing employees of the University who are not members of the Teaching Staff.
- c. "Board" means the Board of Governors of the University.
- d. "By-laws" means this by-law and any other by-laws of the University as they exist from time to time.
- e. "Chair" means the person elected or appointed to the position of chair of the Board.
- f. "Chancellor" means the person appointed by the Board, pursuant to s. 11 of the Act, to be the chancellor of the University.
- g. "Governor" means a member of the Board.
- h. "*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.

- j. "President" means the person appointed to be the president, chief executive officer and vice-chancellor of the University.
- k. "Public" means a meeting open to all individuals, both internal and external to the University.
- l. "Secretary" means the secretary of the Board.
- m. "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. "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.
- o. "University" means the University of Ontario Institute of Technology.
- p. "University Officer" means any duly appointed officer of the University in accordance with Article 5.1, including "designated executives" as defined in the *Broader Public Sector Executive Compensation Act, 2014*, as amended or replaced.
- q. "Vice-Chair" means the person elected or appointed to the position of vice-chair of the Board.
- r. "Vice-President" means a vice-president of the University.

In the event of a conflict between any provision of the Act and any provision of the By-laws, the provision of the Act prevails to the extent of the conflict.

#### **ARTICLE 1 - INTERPRETATION**

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

#### **ARTICLE 2 - HEAD OFFICE AND SEAL**

##### **2.1 Head Office**

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 All Governors

In addition to other qualifications set forth in the Act or in the By-laws, all Governors 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.

#### 3.2 Appointed Governors

The Governors appointed pursuant to paragraphs 4 and 5 of subsection 8(1) of the Act shall be appointed in such manner as the Board will determine and shall retire in rotation so that normally one-third of such governors will retire and be appointed in each year. Normally, the term begins on the first day of September.

#### 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 the full-time Teaching Staff of the University;
- b. one shall be elected by and from the Administrative Staff of the University; and
- c. one shall be elected by and from the Students.

3.4 The Board shall establish eligibility requirements, rules, and regulations governing the election of the Teaching and Administrative Staff through policy and procedures. ~~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 by the University. Such Governors shall automatically cease to hold office if they cease to be employees of the University.

3.5 The Board shall establish eligibility requirements, rules, and regulations governing the election of the Student Governors through policy and procedures. ~~approve the rules and regulations governing the election of Student Governors.~~ Student Governors shall be persons who, at the time of their election and during their term on the Board, are registered and in good standing. Such Governors shall automatically cease to hold office if they cease to be registered and in good standing.

#### 3.6 Membership Vacated

**Commented [BD1]:** Amended to align with the Board of Governors Recruitment, Appointment and Leadership Policy eligibility requirements

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;
- c. within any twelve month period, a Governor of the Board, other than an ex-officio Governor and a 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 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
- d. the Board, in its sole and absolute discretion, rescinds a Governor's membership on the Board on the basis that the Governor has not met the standard of conduct set out herein or described in other applicable Board policies or agreements. In the event the Governor is serving as a Lieutenant Governor in Council (LGIC) appointee, the rescission will take effect on the date on which the LGIC approves the Board's request for rescission.

- 3.7 The Board's declaration that a Governor's membership on the Board is vacated shall be made by a resolution of the Board carried by at least two-thirds of the votes cast by the Governors at a meeting of the Board. Such declaration may not be made until after the delivery of written notice of the proposed declaration of the Board and the reasons therefor to the Governor affected at such electronic or most recent address appearing in the records of the Board.

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

#### **ARTICLE 4 - STANDARD OF CONDUCT**

- 4.1 Governors are fiduciaries of the University and are expected:
- a. to meet the requirements of the Act, 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;
  - c. to commit the time to prepare for and attend Board and Committee meetings throughout the duration of their term, as well as to attend university events and support other university endeavours;
  - ed. to respect their duty of confidentiality with respect to Board matters; and
  - de. 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.

## **ARTICLE 5 - OFFICERS**

### **5.1 University Officers**

The President is hereby designated a University Officer. Other University Officers may be designated by the Board or approved by the Board on the recommendation of the President.

### **5.2 Election of Chair and Vice-Chair**

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

### **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.

### **5.4 Duties of Chair and Vice-Chair**

The Chair shall preside at all meetings of the Board.

### **5.5**

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**

Board meetings may be formally called by the Chair, the Vice-Chair or the President. 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 agenda for each Board meeting will be prepared by the Secretary in consultation with the Chair and the President and will be approved by the Chair. Each meeting of the Board 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 envelope addressed to the Governor at the most recent address recorded on the books of the University. A notice or other document so sent by mail shall be deemed to be 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 received on the day it was transmitted or, if delivered, shall be deemed to be received on the date of delivery. For the purpose of sending any notice, the address of any Governor will be the most recent address recorded on the books of the University.
- 6.4 Subject to sections 6.5 and 6.6 hereof, meetings of the Board will be 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 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 removed from a meeting except for improper conduct as determined by the Chair.

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 defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present, but if no demand is 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.

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 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 Board and its Committees will be conducted in accordance with *Democratic Rules of Order* by Francis and Francis (9<sup>th</sup> edition), as amended or replaced, or such other rules 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.

**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**

Unless otherwise directed by the Chair, all meetings of the Board shall be held on the campus of the University.

**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 - COMMITTEES**

### **General Provisions**

- 7.1 Subject to subsections 7.2 to 7.9 and 7.12 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.
- 7.2 There shall be an Executive Committee as provided in Article 8 below.
- 7.3 The majority of the members of all committees must be Governors of the Board.
- 7.4 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.
- 7.6 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.
- 7.7 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 **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.
- 7.10 **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.



- 7.11 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.

**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 8 - EXECUTIVE COMMITTEE**

- 8.1 The Board shall by resolution establish the size, composition, duties and responsibilities of the Executive Committee.
- 8.2 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 Governors who shall be appointed by the Board to serve on the Executive Committee.
- 8.3 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;
  - d. to exercise such of the powers of the Board as the Board may by resolution provide;
  - 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;
  - f. to approve, on behalf of the Board, recommendations from the President concerning the compensation of University Officers; and
  - 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 9 - EXECUTION OF DOCUMENTS**

##### **9.1 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 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.

9.2 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.

##### **9.3 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 10 - BORROWING**

10.1 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.
- 10.2 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 11 - AUDITORS**

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 12 - FINANCIAL MATTERS**

##### **12.1 Fiscal Year**

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

##### **12.2 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 13 – PROTECTION OF GOVERNORS**

##### **13.1 Indemnification**

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 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.

### 13.2 **Protection of Governors**

No Governor shall be liable for the acts, receipts, neglects or defaults of any other Governor, or officer or employee, 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.

### 13.3 **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.

## **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 4, if any Governor shall be employed by or shall perform services for the University otherwise than as a Governor 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 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 15 – DISPUTE RESOLUTION**

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 16 – BY-LAWS**

- 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 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 of Governors on the 1 day of September, 2018.

President – Steven Murphy

University Secretary – Cheryl Foy



|                     |   |
|---------------------|---|
| Classification      | BRD 1000.01   |
| Parent Policy       | Board of Governors<br>Recruitment, Appointment<br>and Leadership Policy   |
| Framework Category  | Board   |
| Approving Authority | Board of Governors  |
| Policy Owner        | University Secretary  |
| Approval Date       | January 17, 2019  |
| Review Date         | January 2022  |
| Supersedes          | Board of Governors<br>Procedures for the Election<br>of Faculty, Non-Academic<br>Staff and Student Governors<br>June 25, 2015 |

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**BOARD OF GOVERNORS PROCEDURES FOR THE ELECTION OF ADMINISTRATIVE STAFF,  
STUDENT, AND TEACHING STAFF 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 Administrative Staff, 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) Interpreting the election procedures;
  - i) Investigating and reporting to GNHR any irregularities and/or infractions of the election procedures and recommending sanctions;
  - j) Verifying the results of online voting and reporting election results to GNHR and the Board of Governors for confirmation; and
  - k) Recommending to GNHR updates and/or revisions 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. Nominations forms will include all of the following declaration statements:**

- a. "I am willing to be nominated to stand as a candidate for election to the Ontario Tech Board of Governors".
- b. "I am a Tenured, Tenure Track or Teaching Faculty member with a full-time, continuing appointment." OR: "I am a full-time, registered student in Good Standing and consent for the Office of the University Secretary and General Counsel to view my student record to confirm my eligibility." OR: "I am a full-time or part-time continuing employee of the University from one of the relevant constituency groups".

- c. "I have read and understood the Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors."
  - d. "If elected, I am willing to serve as a member of the Ontario Tech Board of Governors and commit to attending, and participating fully, in scheduled Board and committee meetings throughout the entire duration of my 3-year term (1 year for students) unless granted a leave of absence by the Board of Governors in accordance with the relevant Policies and Procedures."
  - e. "I will exercise my 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."
  - f. "I will meet the requirements of the Act, the By-laws and applicable policies, including, without limitation, the standard of conduct prescribed in section 9(3) of the Act."
- ~~4.1.~~

**Commented [BD1]:** updated to be consistent with language in Article 4.1 of By-law No. 1

**Commented [BD2]:** updated to be consistent with language in Article 4.1 of By-law No. 1

- ~~4.2.4.3.~~ Candidate eligibility is determined in accordance with the Board of Governors Recruitment, Appointment and Leadership Policy, as amended.
- ~~4.3.4.4.~~ 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.
- ~~4.4.4.5.~~ The CEO is responsible for determining that all criteria for eligibility for both nominees and nominators has been met.
- ~~4.5.4.6.~~ 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.
- ~~4.6.4.7.~~ Nominees for Student Governor are required to attend a candidates' information session at a time and place to be determined by the CEO.
- ~~4.7.4.8.~~ 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.
- ~~4.8.4.9.~~ 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 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 a 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.
- 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. 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 of the University of Ontario Institute of Technology

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

- 13. Board of Governors Recruitment, Appointment and Leadership Policy

|                     |  |
|---------------------|--|
| Classification      | ADM 1319                                       |
| Framework Category  | Administrative                                 |
| Approving Authority | Senior Leadership Team                         |
| Policy Owner        | Vice-President responsible for Human Resources |
| Approval Date       | November 20, 2017                              |
| Review Date         | November 2020                                  |
| Supersedes          | Academic Staff Employment Policies             |

## Exempt Academic Staff Employment Policy

### PURPOSE

1. The purpose of this Policy is to establish the principles that support the employment of Exempt Academic Staff within the institution.

### DEFINITIONS

2. For the purposes of this Policy the following definitions apply:  
**“Exempt Academic Staff”** means any of the following positions:
  - Associate Dean;
  - Teaching Staff Governor;
  - Dean;
  - Limited Term Academic Associate;

See associated procedures for complete definition.

### SCOPE AND AUTHORITY

3. This Policy applies to any Exempt Academic Staff employees.
4. The Vice-President responsible for Human Resources, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

### POLICY

The University of Ontario Institute of Technology (UOIT) recognizes that the expertise, effectiveness and commitment the Exempt Academic Staff contribute to the level of excellence in teaching, research, service and opportunities that students receive. The main intent of this document is to establish and explain various procedures that apply to at UOIT.

5. **General**



**5.1.** All Exempt Academic Staff appointments will be made in accordance with the applicable policies and procedures for that position.

**5.2.** Appointments to Exempt Academic Staff positions will be term appointments, subject to review, renewal and term limitations, as specified in the applicable appointment policies and procedures.

**6. Approval of Appointments, Suspension and Removal**

**6.1.** Unless the Board otherwise delegates authority, the appointment, renewal, suspension and removal of a Exempt Academic Staff member will be made, in accordance with the applicable articles outlined in the relevant procedure.

**7. Appointment Procedures**

**7.1.** The University will establish detailed Procedures for all Exempt Academic Staff positions.

**MONITORING AND REVIEW**

**8.** This Policy will be reviewed as necessary and at least every three years. The Vice-President responsible for Human Resources, or successor thereof, is responsible to monitor and review this Policy.

**RELEVANT LEGISLATION**

**9.** 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, as amended

**RELATED POLICIES, PROCEDURES & DOCUMENTS**

**10.** Deans, Associate Deans and Teaching Staff Governors Procedures  
Limited Term Academic Associates Procedures



|                     |  |
|---------------------|--|
| Classification      | ADM 1319.01                                    |
| Parent Policy       | Exempt Academic Staff Policy                   |
| Framework Category  | Administrative                                 |
| Approving Authority | Vice-President responsible for Human Resources |
| Policy Owner        | Vice-President responsible for Human Resources |
| Approval Date       | November 20, 2017                              |
| Review Date         | November 2020                                  |
| Supersedes          | Academic Staff Employment Policies S. 1, 4, 5  |

## DEANS, ASSOCIATE DEANS AND TEACHING STAFF GOVERNORS PROCEDURES

### PURPOSE

1. The University of Ontario Institute of Technology (UOIT) recognizes that the expertise, effectiveness and commitment the Deans, Associate Deans and Teaching Staff Governors contribute to the level of excellence in teaching, research, service and opportunities that students receive. The main intent of this document is to establish and explain various procedures that apply to Deans, Associate Deans and Teaching Staff Governors at UOIT.

### DEFINITIONS

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

**“Associate Dean”** means a person who holds an Associate Dean appointment/position. The Associate Dean, as part of the management team of the academic unit, is involved in contributing in a confidential capacity to decisions. An Associate Dean may be appointed to serve as Acting Dean of the unit in the Dean’s absence.

**“Teaching Staff Governor”** means a member of the UOIT Board of Governors who holds a full-time continuing position, and is elected by and from within the teaching staff of the University.

**“Dean”** means a person who holds a Dean appointment/position. The Dean is responsible for the overall direction and development of the academic unit

### SCOPE AND AUTHORITY

3. These Procedures apply to Deans, Associate Deans and Teaching Staff Governors.
4. The Vice-President responsible for Human Resources, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of these Procedures.

### PROCEDURES

5. **Appointment to the position**

Refer to current policies or procedures in the Policy Library: Policy on Senior Academic Administrative Appointments (ADM 1313) (for Deans), Appointment of Associate Deans, Program Directors and Program Coordinators (ADM 1399.02) and Board of Governors Recruitment, Appointment and Leadership (BRD 1000).

**5.1. Academic Freedom**

UOIT regards academic freedom as indispensable to the pursuit of knowledge. The freedom of faculty members to define research questions, to pursue the answers with rigor, and to disseminate knowledge according to their best judgment resides at the core of the University's mission. Accordingly, academic freedom is the right of every Dean, Associate Dean and Teaching Staff Governor. The University expects its Deans, Associate Deans and Teaching Staff Governors to exercise this freedom with integrity and with due regard for the rights and freedoms of others.

**5.2. Ranks**

Employees undertaking an exempt academic staff position maintain the rank they last held prior to accepting the exempt academic staff position. In addition, the terms and conditions of their employment will remain the same.

**The Award of Tenure or Promotion to Professor**

**5.3. Tenure**

A Dean, Associate Dean or Teaching Staff Governor who is being considered for tenure will follow an appointment process that parallels the Tenure process for Tenured and Tenure Track Faculty.

**5.4. Promotion to Professor**

A Dean, Associate Dean or Teaching Staff Governor who is a candidate for promotion will follow the promotion to Professor process for Tenured and Tenure Track Faculty.

**Promotion to Associate Teaching Professor or Senior Teaching Professor**

**5.5.** An Associate Dean or Teaching Staff Governor who is a candidate for promotion to Senior Lecturer will follow an appointment process that parallels the promotion process for Teaching Faculty.

**5.6.** An Associate Dean or Teaching Staff Governor who is a candidate for promotion will follow the promotion to Associate Teaching Profe appointment process for Teaching Faculty.

**Academic Administrators, Designations and Termination**

**5.7. Academic Administrators**

**Amended: Section 5.7 is superseded by the Policy on Senior Academic Administrative Appointments, February 2016**

**5.8. Required Professional Designations**

Needs exist in some Faculties, for program accreditation or other reasons, for faculty to acquire and maintain in good standing certain professional credentials or designations. All such Deans, Associate Deans and Teaching Staff Governors must have, or will be required to obtain, these relevant credentials and to maintain them. Failure to do so could be grounds for dismissal or non-renewal. Required credentials or designations known at the time of appointment will be noted by the supervisor in the letter of appointment. Deans, Associate Deans and Teaching Staff Governors will be notified if other credential requirements arise during their employment and will be expected to obtain the new qualification.

**5.9. Removal of an Associate Dean**

An Associate Dean may be dismissed from the role for adequate cause. Adequate cause entails a fundamental breach of the contract of employment involving either serious wrongdoing or an accumulated record of unsatisfactory employment, including professional incompetence, persistent failure to carry out duties, refusal to carry out reasonable assignments, or gross misconduct, as documented in performance reviews or other written notification.

Gross misconduct does not include free inquiry, discussion, exercise of judgment or honest criticism of views whether inside or outside the University.

In dismissal for cause, the burden of proof shall rest with the University.

**5.10. Removal of a Teaching Staff Governor**

A Teaching Staff Governor may be removed only in accordance with Board of Governors policy and procedures.

**5.11. Removal of a Dean**

The removal of a Dean is governed by the Faculty Dean Appointment and Renewal Procedures. (ADM 1313.05)

**ORIENTATION AND PERFORMANCE REVIEW**

**6. Orientation**

- 6.1.** The University recognizes that the orientation of and continuing assistance to Deans, Associate Deans and Teaching Staff Governors is important in establishing good employment relationships. An effective orientation process promotes morale, well-being and loyalty, encourages a well-informed faculty, fosters a sense of equity, and

serves as an essential human resource function. To that end, the University will provide a thorough and welcoming orientation process for new appointees and continuing assistance with the development of skills that facilitate learning.

## **7. Performance Review**

### **Preamble**

The University recognizes that a primary method of promoting excellence in the facilitation of learning, in research and creative professional practice, and in community involvement is through effective and constructive evaluation. In addition, the University believes that it is essential that exemplary performance be recognized and rewarded and, to that end, that it is important that a formal process be established to set and maintain standards of high quality.

### **7.1. Annual Review**

Annual Review: May 1 – April 30

By April 30th, Deans, Associate Deans and Teaching Staff Governors will submit to their respective supervisors an annual activity report summarizing their achievements in the areas of Research (if applicable), Teaching and Service for the past review period.

Deans, Associate Deans and Teaching Staff Governors shall submit an annual activity report on a form supplied by their supervisor.

The report may include the following information:

- a) Academic leadership;
- b) Curriculum development;
- c) Course development, including innovation in delivery models;
- d) Teaching responsibilities including courses taught and supervised;
- e) Results of student evaluations;
- f) Books and papers published;
- g) Conference papers, presentations, exhibitions, etc. given;
- h) Research, completed or in progress;
- i) Research grants and contracts awarded, including name of granting body, research grant title, amount awarded and the date of the award;
- j) Awards and other honours received;
- k) Faculty, Academic Council, and other University Service activities;
- l) Contributions to their profession;
- m) Contributions to their community and other forms of external Service;
- n) A statement of their outside professional practice in the previous year;
- o) An account of the academic activities pursued by the Dean, Associate Dean, or Teaching Staff Governor during the semester in which they were not Teaching;  
and
- p) Any other information that the Dean, Associate Dean, or Teaching Staff Governor

deems relevant.

- 7.2. The Supervisor shall provide a copy of the Dean's, Associate Dean's or Teaching Staff Governor's written performance assessment (as described in Article 9.1) to the Provost no later than June 15th for inclusion in the Dean's, Associate Dean's, or Teaching Staff Governor's Official File.
- 7.3. The Dean, Associate Dean or Teaching Staff Governor has the right to add a letter of response or rebuttal to the Supervisor's assessment, and this letter shall be attached to the Supervisor's written statement.

## **RIGHTS AND RESPONSIBILITIES**

**Dean's, Associate Dean's and BoG's will continue to participate in the University's programs made available to all full time continuing appointments as outlined on the UOIT HR website (i.e. Pension, Benefits, Dependent Tuition Assistant Program, Short Term Disability Leave, Pregnancy and Parental Leave and Professional Development, etc).**

### **8. Vacation Entitlement**

- 8.1. Deans, Associate Deans and Teaching Staff Governors shall be entitled to 25 days of paid vacation annually (30 days after ten years). Vacation days will accrue at the rate of one-twelfth of the annual entitlement per month. While these vacation entitlements will be the normal rule, factors related to seniority and work experience may be taken into account in assigning vacation entitlement at the time of the initial contract or at any subsequent renewal. Normally, vacation days may not be carried from one year to another. However, in certain special situations, and with prior approval from their immediate supervisor, vacation days may be allowed to carry over. Deans, Associate Deans and Teaching Staff Governors have a high degree of independence in scheduling their own time and as such are deemed to have taken their vacation entitlement in a given year. Therefore, they are not entitled to any payout of unused vacation days upon resignation, retirement or other form of termination.

### **9. Bereavement Leave**

- 9.1. A Dean, Associate Dean or Teaching Staff Governor shall be entitled to a leave of absence with pay in the event of the death of a member of their family.
- 9.2. Bereavement leave to arrange or attend the funeral of an immediate family member shall be granted by the Dean's, Associate Dean's or Teaching Staff Governor's immediate supervisor. The paid portion of such leaves will be based on the amount of time the Dean, Associate Dean or Teaching Staff Governor is scheduled to work that week and will not exceed five (5) Days for a Dean, Associate Dean or Teaching Staff Governor except in instances where extensive travel is

required outside of Canada., In which case the immediate supervisor at their discretion, may give the Dean, Associate Dean or Teaching Staff Governor up to two (2) additional days of paid leave for travel purposes.

- 9.3. "Immediate family" is defined as the Dean's, Associate Dean's or Teaching Staff Governor's spouse, common law spouse, same-sex partner, son, daughter, children of the Dean's, Associate Dean's or Teaching Staff Governor's spouse, children of a common law spouse, children of same-sex partner, step-children, ward, brother, sister, father, and mother.
- 9.4. Bereavement leave to arrange or attend the funeral of an extended family member shall be granted by the Dean's, Associate Dean's or Teaching Staff Governor's immediate supervisor. The paid portion of such leaves will be based on the amount of time the Dean, Associate Dean or Teaching Staff Governor is scheduled to work that week and will not exceed three (3) Days for that Dean, Associate Dean or Teaching Staff Governor, except in instances where extensive travel is required outside of Canada, in which case the immediate supervisor at their discretion may give the Dean, Associate Dean or Teaching Staff Governor up to two (2) additional days of paid leave for travel purposes.
- 9.5. "Extended family" is defined as the Dean's, Associate Dean's or Teaching Staff Governor's father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandchild, grandmother and grandfather, grandparents of the employee's spouse, common-law spouse, or same-sex partner, step-mother and step-father.
- 9.6. If bereavement leave is required in the event of the death of a person significant to the Dean, Associate Dean or Teaching Staff Governor and not specifically named in the definitions listed above, or additional bereavement leave is required in circumstances covered by the definitions listed above, it may be granted up to a maximum of two (2) days, with the approval of the Dean's, Associate Dean's or Teaching Staff Governor's immediate supervisor.
- 9.7. It is recognized that the circumstances that call for leave in respect of bereavement are based on individual circumstances. On request, the Employer may, after considering the particular circumstances involved, grant leave with pay for a period greater than and/or in a manner different than that provided above.
- 9.8. Bereavement leave may be taken at the time of the bereavement and/or in a non-consecutive manner in the event of a later memorial service. A Dean, Associate Dean or Teaching Staff Governor is expected to give their immediate supervisor adequate notice in the event of a later memorial service
- 9.9. Additional time off may be approved by a Dean's, Associate Dean's or Teaching Staff Governor's immediate supervisor and may include the use of personal days, or any

other paid time owing to the Dean, Associate Dean or Teaching Staff Governor, or, if none is available, unpaid time.

- 9.10.** A Dean, Associate Dean or Teaching Staff Governor shall contact their immediate supervisor to request bereavement leave when it is required.

**10. Unpaid leave of absence**

- 10.1.** A Dean, Associate Dean or Teaching Staff Governor may request approval for an unpaid leave of absence from their Supervisor, who will take into account various factors, including the merits of the case, whether the position can be adequately filled during the course of the leave, and its impact on the operations of the Faculty. Leaves in excess of four calendar months must also be approved by the Supervisor. Copies of written approvals from the Supervisor must be given to Human Resources.
- 10.2.** Normally, unpaid leave may be granted for a maximum of 12 months.
- 10.3.** Pension and benefits implications of such leaves should be reviewed with Human Resources before leave is requested. While on an unpaid leave of absence, Employer and employee pension contributions will cease and the Dean, Associate Dean, or Teaching Staff Governor will not be eligible for short-term disability benefits or long-term disability benefits.
- 10.4.** While on an unpaid leave of absence a Dean, Associate Dean, Teaching Staff Governor has the option of paying both the employee and Employer premiums for major medical, dental, life insurance and accidental death and dismemberment insurance coverage.
- 10.5.** In all cases, the University expects that the Dean, Associate Dean or Teaching Staff Governor will return to the University at the end of the leave.
- 10.6.** Any other statutory leaves, as requested by the Dean, Associate Dean or Teaching Staff Governor, will be granted in accordance with Employment Standards Act (i.e. Family Caregiver Leave, Critically Ill Child Care Leave and Crime-related Child Death or Disappearance Leave).

**11. Political Leave**

**Preamble**

The University recognizes that, from time to time, employees, including Deans, Associate Deans and Teaching Staff Governors, may wish to participate in the public life of Canada, a province or a municipality by running for and holding public elective office. For purposes of this policy, a public elective office shall include Member of Parliament, Member of a Provincial



Parliament, municipal (including Regional) councillor, Mayor of a municipality, member of a Board of Education or other office filled by a vote conducted under the Ontario Municipal Elections Act. The University acknowledges the importance of such activities by adopting policies and procedures that are both supportive of such endeavours and as fair as possible to leave seekers, their colleagues and the University. This policy applies to faculty and staff with continuing appointments regardless of partisan affiliations or political beliefs.

### **Candidates for the House of Commons or the Ontario Provincial Legislature**

- 11.1.** An official candidate for a seat in the House of Commons or the provincial legislature should normally be granted a leave without pay for the purposes of campaigning. The period of leave will normally begin after the issuance of writs and will normally cover the period between nomination day and polling day. In federal elections, a leave for campaigning would normally be no more than 90 days and no less than 28 Calendar Days. In provincial elections, nomination day may be from 23 to 60 days after writs are issued; as a result, a leave might be as long as 74 days or as short as 14 Calendar Days.
- 11.2.** Candidates elected to serve in the House of Commons or the Ontario Legislature will normally be granted leave without pay for the life of that Parliament, up to and including polling day for the subsequent Parliament. If the employee is re-elected to serve in successive Parliaments, she/he will be required to apply for a further leave, which will be granted, unless the total number of consecutive years of leave would exceed six.
- 11.3.** If an employee continues to serve in such an office after the expiry of a University-granted leave, the employee shall be deemed to have resigned her/his University post. Such a resignation does not preclude the possibility of reappointment by the University under conditions satisfactory to all concerned. It should be noted that an employee who is elected to the House of Commons or the Ontario Legislature and is appointed a Minister of the Crown may be asked by the Prime Minister or Premier to resign from the University immediately.

### **Candidates for Municipal Office**

- 11.4.** Normally, candidates elected to municipal office will not require a leave of absence; the performance of duties can be considered a form of community service and can often be combined with regular University duties. However, any elected official whose civic duties infringe upon her/his University responsibilities should contact their Supervisor immediately and seek an appropriate adjustment of University responsibilities and compensation under the provisions of Leave of Absence Policies
- 11.5.** If, in the assessment of the Supervisor, the individual's performance is being adversely affected by civic duties, then she/he may request an adjustment of

University responsibilities and compensation. In both cases, the goal should be to preserve the integrity of University operations while facilitating, to the extent possible, the performance of community service.

- 11.6.** While on an approved leave for these purposes, an employee shall retain all normal rights of those on leave, including pension and benefit entitlements. Such an employee shall be able to return to the University at the same rank or position and at the same salary plus any adjustments that may have been granted during the leave. Deans, Associate Deans or Teaching Staff Governors on conditional appointments may return at the expiration of the leave without pay to complete the conditional term held when elected.
- 11.7.** Employees who intend to seek election to municipal office (including Boards of Education) normally do not require a leave for campaigning. Instead, some flexibility should be sought, where necessary and where possible, in the performance of regular University duties during the last three weeks before polling day. Possibilities include partial unpaid leave of absence, flexible arrangements or the use of vacation entitlement.
- 11.8.** No candidate for, or holder of, a public elective office shall speak as a representative of UOIT.
- 12. Complaints and Appeals**

  - 12.1.** Every Dean, Associate Dean, and Teaching Staff Governor has the right to make, without fear of reprisals, a complaint or appeal in accordance with University policies and procedures.
- 13. Employment of Members of the Same Family**

  - 13.1.** The University does not discourage, and in certain cases actively encourages, the employment of more than one member of a family. A member of the immediate family of a Dean, Associate Dean or Teaching Staff Governor may apply for, and shall be considered in competition for, positions at UOIT. However, because of the potential for conflicts of interest, the appointment of an immediate relative of a current employee to the same department is discouraged and requires prior declaration to the appropriate authority, normally by the immediate Supervisor.
  - 13.2.** All opportunities and benefits normally accruing to employees will obtain when such an appointment is made. However, normally a family member should not exercise any form of supervision or direct influence over an immediate relative. For the purposes of this policy, immediate relative is defined as spouse, common-law spouse, same-sex partner, child, stepchild, sibling, parent, sister/brother-in-law, mother/father-in-law, grandparent or grandchild. This policy should also be applied in circumstances involving intimate personal relationships.

**13.3.** Full disclosure of all such familial or intimate relationships must be made to the University. Conflicts of interest related to the employment of relatives include:

- a) Hiring decisions
- b) Tenure decisions
- c) Promotions
- d) Renewal of contracts
- e) Performance evaluation
- f) Disciplinary procedures
- g) Salary considerations
- h) Confidentiality

**13.4.** In the event a conflict arises, no family member shall be the sole decision-making authority.

#### **14. Professional Service, Consulting and Related Work**

##### **Preamble**

Dean, Associate Dean, and Teaching Staff Governors are expected to devote all their professional endeavours to the purposes of the University. UOIT believes that a great university should reach out to the world. Accordingly, the University encourages its staff to seek and participate in sponsored research, to consult widely, and to engage in other activities that may benefit not only the participants but also the University itself, and the larger community. Hence, Dean, Associate Dean, and Teaching Staff Governors who engage in contract research administered by the University may benefit personally from their research by receiving in addition to their regular University salary up to one quarter of their University salary, as outlined in the University's Compensation Policy. Recognizing the benefits of such activities, the University is also committed to ensuring that they are conducted properly and consistent with the right of free inquiry and membership in the University community.

##### **Conflict of Interest and Conflict of Commitment**

**14.1.** Professional service, consulting, and related work are defined as activities involving the application of professional effort and expertise on behalf of individuals or agencies outside the University community. In pursuit of its own mission and consistent with the requirements of external agencies, the University has formulated the following policies to identify and address potential, actual and apparent conflicts of interest and commitment. The fundamental premise of this policy is that each member of the University community has an obligation to act in the best interest of the University, and must not let outside activities or outside financial interests interfere with that obligation.

##### **Conflict of Commitment**

**14.2.** A conflict of commitment occurs when the commitment to external activities of a

Dean, Associate Dean, and Teaching Staff Governors adversely affects her/his capacity to meet University responsibilities. Accordingly, the nature and extent of professional service, consulting and related work undertaken should complement the primary commitment of faculty members to the University.

- 14.3.** The nature and extent of any individual's participation in professional service and related work, and the use of the University's facilities in connection with such work, are matters to be agreed upon beforehand with the University. Such agreements may relate to specific proposals or they may be more general, relating to types of professional service, consulting, and related work, and to limits on the time that may be devoted to such work. In general, a Dean, Associate Dean, or Teaching Staff Governor may not accept salaried employment at another institution while a full-time employee of the University, and may not spend more than one day in a seven-day week on consulting activities.
- 14.4.** The University requires that its Deans, Associate Deans, and Teaching Staff Governors will meet their classes. It also expects that they will be available to students outside the classroom, will carry their share of committee responsibilities, and will remain productively involved in their research, creative professional practice and other scholarly pursuits. Deans, Associate Deans, and Teaching Staff Governors are expected to satisfy all of the requirements of their jobs, and should not permit outside activities to interfere with the performance of their University obligations. External activities that compromise or diminish an individual's capacity to meet these obligations represent a conflict of commitment
- 14.5.** Professional service, consulting, and related work of limited scope may be undertaken without the prior agreement of the University. However, the details of all such professional service, consulting, and related work, and the time committed to it, must be reported to the University on a regular and timely basis. This report shall include details about the specific nature of the work and a summary of the time devoted to it.

#### **Conflict of Interest**

- 14.6.** A conflict of interest exists when an individual, including Dean, Associate Dean, or Teaching Staff Governor, has an economic interest that affects or provides an incentive to affect the individual's conduct of her/his University activities. Conflicts of interest can arise naturally from an individual's engagement with the world outside the University, and the mere existence of a conflict of interest does not necessarily imply wrongdoing on anyone's part.
- 14.7.** Conflicts of interest may also exist with respect to University financial decisions in which the individual is involved, such as investments, loans, purchases or sales of goods or services, and financial accounting decisions, and with respect to non-financial matters, including in particular the conduct of research and the treatment

of students and colleagues. Conflicts may also exist with respect to matters with both financial and non-financial implications, such as decisions about the use of University equipment and facilities and the negotiation of research agreements and license agreements.

- 14.8.** For the purposes of this procedure, an individual's economic interests include the use of University facilities, an interest in obtaining, maintaining or increasing the value of relationships, such as employment, independent contractor or consulting relationships; management positions, board memberships and other fiduciary relationships with for-profit organizations; and any other activity from which the individual receives or expects to receive remuneration. They also include such interest on the part of the individual's spouse and her/his financially dependent children. When conflicts of interest arise, they must be recognized, disclosed to the appropriate Supervisor, and either eliminated or properly managed.
- 15. Conflict of Interest in Research**  
**Refer to current policies or procedures in the Policy Library: Conflict of Interest in Research (LCG1122).**

#### **MONITORING AND REVIEW**

- 16.** These Procedures will be reviewed as necessary and at least every three years. The Vice-President responsible for Human Resources, or successor thereof, is responsible to monitor and review these Procedures.

#### **RELEVANT LEGISLATION**

- 17.** Employment Standards Act, 2000, SO 2000, c 41

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

- 18.** Exempt Academic Staff Employment Policy (TBA)  
Conflict of Interest in Research Policy (LCG 1122)  
Policy on Senior Academic Administrative Appointments (ADM 1313)  
Appointment of Associate Deans, Program Directors and Program Coordinators (ADM 1399.02)  
Board of Governors Recruitment, Appointment and Leadership (BRD 1000)



## UOIT BY-LAW 1

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

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

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

#### DEFINITIONS

In this By-law:

- a. "Act" means the *University of Ontario Institute of Technology Act, 2002*.
- b. "Administrative Staff" means full-time continuing and part-time continuing employees of the University who are not members of the Teaching Staff.
- c. "Board" means the Board of Governors of the University.
- d. "By-laws" means this by-law and any other by-laws of the University as they exist from time to time.
- e. "Chair" means the person elected or appointed to the position of chair of the Board.
- f. "Chancellor" means the person appointed by the Board, pursuant to s. 11 of the Act, to be the chancellor of the University.
- g. "Governor" means a member of the Board.
- h. "*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.

- j. "President" means the person appointed to be the president, chief executive officer and vice-chancellor of the University.
- k. "Public" means a meeting open to all individuals, both internal and external to the University.
- l. "Secretary" means the secretary of the Board.
- m. "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. "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.
- o. "University" means the University of Ontario Institute of Technology.
- p. "University Officer" means any duly appointed officer of the University in accordance with Article 5.1, including "designated executives" as defined in the *Broader Public Sector Executive Compensation Act, 2014*, as amended or replaced.
- q. "Vice-Chair" means the person elected or appointed to the position of vice-chair of the Board.
- r. "Vice-President" means a vice-president of the University.

In the event of a conflict between any provision of the Act and any provision of the By-laws, the provision of the Act prevails to the extent of the conflict.

#### **ARTICLE 1 - INTERPRETATION**

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

#### **ARTICLE 2 - HEAD OFFICE AND SEAL**

##### **2.1 Head Office**

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 All Governors

In addition to other qualifications set forth in the Act or in the By-laws, all Governors 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.

### 3.2 Appointed Governors

The Governors appointed pursuant to paragraphs 4 and 5 of subsection 8(1) of the Act shall be appointed in such manner as the Board will determine and shall retire in rotation so that normally one-third of such governors will retire and be appointed in each year. Normally, the term begins on the first day of September.

### 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 the full-time Teaching Staff of the University;
- b. one shall be elected by and from the Administrative Staff of the University; and
- c. one shall be elected by and from the Students.

3.4 The Board shall establish eligibility requirements, rules, and regulations governing the election of the Teaching and Administrative Staff Governors through policy and procedures. ~~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 by the University. Such Governors shall automatically cease to hold office if they cease to be employees of the University.

3.5 The Board shall establish eligibility requirements, rules, and regulations governing the election of the Student Governors through policy and procedures. ~~approve the rules and regulations governing the election of Student Governors.~~ Student Governors shall be persons who, at the time of their election and during 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.

### 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;
  - c. within any twelve month period, a Governor of the Board, other than an ex-officio Governor and a 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 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
  - d. the Board, in its sole and absolute discretion, rescinds a Governor's membership on the Board on the basis that the Governor has not met the standard of conduct set out herein or described in other applicable Board policies or agreements. In the event the Governor is serving as a Lieutenant Governor in Council (LGIC) appointee, the rescission will take effect on the date on which the LGIC approves the Board's request for rescission.
- 3.7 The Board's declaration that a Governor's membership on the Board is vacated shall be made by a resolution of the Board carried by at least two-thirds of the votes cast by the Governors at a meeting of the Board. Such declaration may not be made until after the delivery of written notice of the proposed declaration of the Board and the reasons therefor to the Governor affected at such electronic or most recent address appearing in the records of the Board.

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

#### **ARTICLE 4 - STANDARD OF CONDUCT**

- 4.1 Governors are fiduciaries of the University and are expected:
- a. to meet the requirements of the Act, 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;
  - c. to commit the time to prepare for and attend Board and Committee meetings throughout the duration of their term, as well as to attend university events and support other university endeavours;
  - ed. to respect their duty of confidentiality with respect to Board matters; and
  - de. 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.

**ARTICLE 5 - OFFICERS****5.1 University Officers**

The President is hereby designated a University Officer. Other University Officers may be designated by the Board or approved by the Board on the recommendation of the President.

**5.2 Election of Chair and Vice-Chair**

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

**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.

**5.4 Duties of Chair and Vice-Chair**

The Chair shall preside at all meetings of the Board.

5.5 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**

Board meetings may be formally called by the Chair, the Vice-Chair or the President. 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 agenda for each Board meeting will be prepared by the Secretary in consultation with the Chair and the President and will be approved by the Chair. Each meeting of the Board 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 envelope addressed to the Governor at the most recent address recorded on the books of the University. A notice or other document so sent by mail shall be deemed to be 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 received on the day it was transmitted or, if delivered, shall be deemed to be received on the date of delivery. For the purpose of sending any notice, the address of any Governor will be the most recent address recorded on the books of the University.
- 6.4 Subject to sections 6.5 and 6.6 hereof, meetings of the Board will be 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 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 removed from a meeting except for improper conduct as determined by the Chair.

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 defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present, but if no demand is 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.

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 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 Board and its Committees will be conducted in accordance with *Democratic Rules of Order* by Francis and Francis (9<sup>th</sup> edition), as amended or replaced, or such other rules 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.

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**

Unless otherwise directed by the Chair, all meetings of the Board shall be held on the campus of the University.

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 - COMMITTEES**

### **General Provisions**

- 7.1 Subject to subsections 7.2 to 7.9 and 7.12 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.
- 7.2 There shall be an Executive Committee as provided in Article 8 below.
- 7.3 The majority of the members of all committees must be Governors of the Board.
- 7.4 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.
- 7.6 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.
- 7.7 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 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.

### **7.10 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.

- 7.11 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.

### **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 8 - EXECUTIVE COMMITTEE**

- 8.1 The Board shall by resolution establish the size, composition, duties and responsibilities of the Executive Committee.
- 8.2 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 Governors who shall be appointed by the Board to serve on the Executive Committee.
- 8.3 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;
  - d. to exercise such of the powers of the Board as the Board may by resolution provide;
  - 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;
  - f. to approve, on behalf of the Board, recommendations from the President concerning the compensation of University Officers; and
  - 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 9 - EXECUTION OF DOCUMENTS**

### **9.1 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 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.

9.2 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.

### **9.3 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 10 - BORROWING**

10.1 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.
- 10.2 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 11 - AUDITORS**

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 12 - FINANCIAL MATTERS**

##### **12.1 Fiscal Year**

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

##### **12.2 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 13 – PROTECTION OF GOVERNORS**

##### **13.1 Indemnification**

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 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.

### 13.2 **Protection of Governors**

No Governor shall be liable for the acts, receipts, neglects or defaults of any other Governor, or officer or employee, 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.

### 13.3 **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.

## **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 4, if any Governor shall be employed by or shall perform services for the University otherwise than as a Governor 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 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 15 – DISPUTE RESOLUTION**

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 16 – BY-LAWS**

- 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 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 of Governors on the 1 day of September, 2018.

President – Steven Murphy

University Secretary – Cheryl Foy



## COMMITTEE REPORT

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**SESSION:**

Public   
 Non-Public

**ACTION REQUESTED:**

Decision   
 Discussion/Direction   
 Information

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

**DATE:** May 27, 2021

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

**SUBJECT:** Proposed Amendments to Policy Documents Arising from Board of Governors Election Teaching Staff Eligibility Arbitration Decision

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**COMMITTEE MANDATE:**

- Under its Terms of Reference, GNHR is responsible for the oversight of the process of electing new governors and recommending their appointment to the Board, in accordance with the university’s Act and By-laws.
- GNHR is also responsible for reviewing the university’s By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate.
- **Request:** In accordance with the committee’s mandate, we are seeking the committee’s recommendation of the proposed amendments to the Board of Governors Recruitment, Appointment and Leadership Policy (“Recruitment Policy”) for Board approval and the committee’s approval of the amendments to the Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors (“Election Procedures”).
- These amendments will clarify and improve the language in the policy documents and address changes arising from a recent arbitration decision regarding faculty member eligibility for board membership.

**BACKGROUND/CONTEXT & RATIONALE:**

- A detailed report setting out the background to the proposed changes to these policy instruments was presented to GNHR for consultation on January 28, 2021.

**Proposed Amendments to Recruitment Policy:**

- Removal of sections 9.6-9.9 from Recruitment Policy in response to Arbitrator’s decision (see attached).

**Proposed Amendments to Election Procedures**

- We recommend updating the Election Procedures to include the declaration statements that must be included in the nomination form. This will make it clear that the statements must be checked off in order for a nomination to be considered complete.
- Organizational Commitment is considered to be a core competency for potential new Board members. All external Board candidates are asked the following question:
  - Serving as a Governor will require a commitment of time to prepare for and attend Board and Committee meetings. As well, Governors are sometimes asked to contribute their time and energy to attend University events or support other University endeavours. How much time do you anticipate you will have to devote to the Board and what level of flexibility do you have relative to your other commitments?
- We recommend including a statement about the candidate’s ability to commit to attending Board and Committee meetings throughout their term. There is already a similar statement on the declaration form and we propose updating it to make it clearer.
- The proposed amendments are attached.

**CONSULTATION:**

- **GNHR:** January 28, 2021
- **Online:** April 5 – 16, 2021
- **GNHR:** May 27, 2021 (policy for recommendation & procedures for approval)
- **Board:** June 24, 2021 (policy for approval)

**MOTIONS:**

- (a) *That the Governance, Nominations, and Human Resources Committee hereby recommends the proposed amendments to the Board of Governors Recruitment, Appointment and Leadership Policy, as presented, for approval by the Board of Governors.*
- (b) *That the Governance, Nominations, and Human Resources Committee hereby approves the proposed amendments to the Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors.*

**NEXT STEPS:**

- The proposed amendments to the Recruitment Policy will be presented to the Board for approval on June 24, 2021.
- Changes to the policy documents will be posted online following approval.

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**SUPPORTING REFERENCE MATERIALS:**

- blacklined Board of Governors Recruitment, Appointment and Leadership Policy
- blacklined Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors



|                     |   |
|---------------------|---|
| Classification      | BRD 1000  |
| Framework Category  | Board   |
| Approving Authority | Board of Governors  |
| Policy Owner        | University Secretary  |
| Approval Date       | February 28, 2019   |
| Review Date         | March 2022  |
| Supersedes          | Amendment, June 18, 2014<br>Original Approval, April 24, 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.
  - “**Administrative Staff Governor**” means a member of the Board who is elected by and from within the Administrative Staff of the University.
  - “**Board**” means the Board of Governors of the University.
  - “**Committee**” means any standing committee or sub-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 at the University. This includes Administrative Staff, Student and Teaching Staff Governors.

“**Clear Academic Standing**” has the meaning ascribed to it in the General Academic Regulations of ~~UOIT~~the university, 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.

“**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 Nos. 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.
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. 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~~university's 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, Nomination and Human Resources Committee (GNHR), or its successor Committee, will be responsible for annually reviewing the Board composition and 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-laws, 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 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 3.4 of By-Law No. 1, in order to be eligible to be nominated or to remain as an Administrative Staff Governor or 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.

#### **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.

9.10-9.6. 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-Chairs.
- 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-Chairs 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.

## **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 3.6 of 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 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 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 Administrative Staff, Students and Teaching Staff 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*



|                     |   |
|---------------------|---|
| Classification      | BRD 1000.01   |
| Parent Policy       | Board of Governors<br>Recruitment, Appointment<br>and Leadership Policy   |
| Framework Category  | Board   |
| Approving Authority | Board of Governors  |
| Policy Owner        | University Secretary  |
| Approval Date       | January 17, 2019  |
| Review Date         | January 2022  |
| Supersedes          | Board of Governors<br>Procedures for the Election<br>of Faculty, Non-Academic<br>Staff and Student Governors<br>June 25, 2015 |

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## BOARD OF GOVERNORS PROCEDURES FOR THE ELECTION OF ADMINISTRATIVE STAFF, STUDENT, AND TEACHING STAFF 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 Administrative Staff, 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) Interpreting the election procedures;
  - i) Investigating and reporting to GNHR any irregularities and/or infractions of the election procedures and recommending sanctions;
  - j) Verifying the results of online voting and reporting election results to GNHR and the Board of Governors for confirmation; and
  - k) Recommending to GNHR updates and/or revisions 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. Nominations forms will include all of the following declaration statements:**
- a. "I am willing to be nominated to stand as a candidate for election to the Ontario Tech Board of Governors".
  - b. "I am a Tenured, Tenure Track or Teaching Faculty member with a full-time, continuing appointment." OR: "I am a full-time, registered student in Good Standing and consent for the Office of the University Secretary and General Counsel to view my student record to confirm my eligibility." OR: "I am a full-time or part-time continuing employee of the University from one of the relevant constituency groups".



- c. "I have read and understood the Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors."
  - d. "If elected, I am willing to serve as a member of the Ontario Tech Board of Governors and commit to attending, and participating fully, in scheduled Board and committee meetings throughout the entire duration of my 3-year term (1 year for students) unless granted a leave of absence by the Board of Governors in accordance with the relevant Policies and Procedures."
  - e. "I will exercise my 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."
  - f. "I will meet the requirements of the Act, the By-laws and applicable policies, including, without limitation, the standard of conduct prescribed in section 9(3) of the Act."
- 4.1.**

Commented [BD1]: updated to be consistent with language in Article 4.1 of By-law No. 1

Commented [BD2]: updated to be consistent with language in Article 4.1 of By-law No. 1

**4.2.4.3.** Candidate eligibility is determined in accordance with the Board of Governors Recruitment, Appointment and Leadership Policy, as amended.

**4.3.4.4.** 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.

**4.4.4.5.** The CEO is responsible for determining that all criteria for eligibility for both nominees and nominators has been met.

**4.5.4.6.** 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.

**4.6.4.7.** Nominees for Student Governor are required to attend a candidates' information session at a time and place to be determined by the CEO.

**4.7.4.8.** 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.

**4.8.4.9.** 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 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 a 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.
- 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. 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 of the University of Ontario Institute of Technology

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

- 13. Board of Governors Recruitment, Appointment and Leadership Policy

# **Governance, Nominations & Human Resources Committee (GNHR)**

## **2020-2021 Annual Report**

# 2020-2021 Work Plan

## MANDATE-DRIVEN PRIORITIES

### Board Nominations & Recruitment

- Appointment of Governor to Academic Council for 2020-2021
- 2020 student governor election results
- LGIC appointments
- Board & leadership succession planning
- Board recruitment
- Annual election
- Board leadership & committee composition for 2021-2022

### Board Professional Development & Education

- PD work plan

### Human Resources

- Annual Pension Plan Report
- Collective bargaining



# 2020-2021 Work Plan

## MANDATE-DRIVEN PRIORITIES

### Governance

- Terms of Reference review
- By-laws Implementation oversight
- Development of Board Governance EDI strategy
- Engagement with Durham College Board of Governors
- Review of Board committee structure
- Board engagement review
- Policy work:
  - Investigating & Responding to Allegations of Violence, Sexual Violence, Harassment & Discrimination by Governors & Senior Leaders
  - Review of Board of Governors Meeting Procedures
  - Workplace Violence Policy Review
  - Accommodation Policy
  - Respectful Campus Policy
  - Harassment and Discrimination Procedures for Employees

# 2020-2021 Work Plan

## MANDATE-DRIVEN PRIORITIES

### Governance

- Compliance oversight
- Annual Board Practices Assessment & Committee Assessment
- Annual Report on Student Sexual Violence Policy implementation
- Bicameral Governance & Community Engagement
- Review of Standardized Orientation Material

# Accomplishments

## Board Recruitment & Nominations

- Appointed external governor to Academic Council for 2020-2021.
- Engaged in process to appoint two new governors.

## Board Professional Development & Education

- Developed annual PD work plan.
- Joint orientation for new governors and Academic Council in September and October 2020.
- New governor orientation in February 2021.
- Board and Committee Chairs PD session in September 2020.
- Optional PD sessions with SLT members: *Asking Strategic Questions; The Price of Learning/Learning the Price; The Provost Primer*

# Accomplishments

## Board Professional Development & Education

- OnBoard portal training sessions with new governors.
- PD sessions: *Ontario Tech Talent, Equity, Diversity & Inclusion; and Research Presentations*

## Governance

- Review of Board committee structure & recommended merger of Investment and Audit & Finance Committees.
- Reviewed committee Terms of Reference & recommended updates.
- Engaged in strategic discussions on: Mental Health in the Time of COVID; Strategic Goals for Board Governance EDI Strategy;
- Conducted annual Board Practices Assessment & Committee Practices Assessment.

## Engagement with Durham College Board of Governors

- Coordination of joint meetings with the executive members of the DC Board

# Accomplishments

## Policy Work:

- Recommended approval of: Accommodation Policy and Respectful Campus Policy
- Approved Procedures to Prevent and Address Discrimination and Harassment By or Against Employees
- Recommended amendments Board of Governors Recruitment, Appointment and Leadership Policy and By-law No. 1
- Approved amendments to Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors

## Human Resources

- approved the establishment of a salary cap for the new role of the Vice-President, Administration.
- Approved collective bargaining mandates for the University of Ontario Institute of Technology Faculty Association and Public Service Alliance of Canada (PSAC), Local 555
- Oversight of university's labour relations & human resources.

# In Progress

## Governance

- Development of Board Governance EDI strategy.
- Continued implementation of By-law Nos. 1 & 2, which came into effect in September 2018.
- Continued oversight of OnBoard portal implementation, which was introduced in March 2019.
- Continued improvement of Board engagement.
- Continued focus on Board meeting efficiency, materials preparation & professional development.

# In Progress

## Policy

- Continued oversight of implementation of the Student Sexual Violence Policy and Procedures.
- Oversight of Policy Against Violence, Harassment and Discrimination in the Workplace 2018-2019.

# Future Planning

## **Equity, Diversity & Inclusion**

- Continued prioritization of equity, diversity & inclusion into Board practices and decision-making in accordance with the Board's governance EDI strategy

## **Board Composition & Succession**

- Continued development of strategic succession plan.

## **Board Professional Development & Education**

- Further development of strategies to encourage Board engagement.
- Update standardized governor orientation & educational material for new governors.
- Continued incorporation of technology into Board meeting participation & educational material.

## **General Governance**

- Continue to strengthen bicameral governance.
- Strengthen community engagement.



# Future Planning

## Policy Work:

- Oversight of Accommodation Policy, Respectful Campus Policy, and Procedures to Prevent and Address Discrimination and Harassment By or Against Employees

**DRAFT BOARD SCHEDULE 2021-2022**

| <b>COMMITTEE</b>                                    | <b>DATE</b>       | <b>TIME</b>            |
|---|-------------------|------------------------|
|   |                   |                        |
| Audit & Finance Committee                           | November 24, 2021 | 2:00 - 5:00 p.m.       |
| Audit & Finance Committee                           | February 23, 2022 | 2:00 - 5:00 p.m.       |
| Audit & Finance Committee                           | April 13, 2022    | 2:00 - 5:00 p.m.       |
| Audit & Finance Committee                           | June 15, 2022     | 1:00 - 5:00 p.m.       |
|   |                   |                        |
| Board of Governors Retreat                          | tbd               |                        |
|   |                   |                        |
| Board of Governors                                  | December 9, 2021  | 12:00 - 5:00 p.m.      |
| Board of Governors                                  | March 10, 2022    | 12:00 - 5:00 p.m.      |
| Board of Governors                                  | April 28, 2022    | 12:00 - 5:00 p.m.      |
| Board of Governors - AGM                            | June 29, 2022     | 9:00 a.m. - 3:00 p.m.  |
|   |                   |                        |
| Governance, Nominations & Human Resources Committee | October 21, 2021  | 2:00 - 5:00 p.m.       |
| Governance, Nominations & Human Resources Committee | January 27, 2022  | 2:00 - 5:00 p.m.       |
| Governance, Nominations & Human Resources Committee | March 31, 2022    | 2:00 - 5:00 p.m.       |
| Governance, Nominations & Human Resources Committee | May 26, 2022      | 2:00 - 5:00 p.m.       |
|   |                   |                        |
| Investment Committee                                | November 24, 2021 | 11:30 a.m. - 1:30 p.m. |
| Investment Committee                                | February 23, 2022 | 11:30 a.m. - 1:30 p.m. |
| Investment Committee                                | June 1, 2022      | 11:30 a.m. - 1:30 p.m. |
| Investment Committee                                | August 10, 2022   | 11:30 a.m. - 1:30 p.m. |
|   |                   |                        |
| Strategy & Planning Committee                       | October 7, 2021   | 2:00 - 5:00 p.m.       |
| Strategy & Planning Committee                       | January 13, 2022  | 2:00 - 5:00 p.m.       |
| Strategy & Planning Committee                       | March 17, 2022    | 2:00 - 5:00 p.m.       |
| Strategy & Planning Committee                       | May 12, 2022      | 2:00 - 5:00 p.m.       |
|   |                   |                        |
| <b>OTHER DATES</b>                                  |                   |                        |
| CCOU Conference                                     | Spring 2021       | tbd                    |
| Convocation   |                   |                        |



## BOARD OF GOVERNORS

### Governance, Nominations & Human Resources Committee (GNHR)

Minutes of the Public Session of the Meeting of March 30, 2021

2:00 – 2:50 p.m., Videoconference

**Members:** Maria Saros (Chair), Laura Elliott, Francis Garwe, Mitch Frazer, Kori Kingsbury, Steven Murphy, Dietmar Reiner, Trevin Stratton

**Regrets:** Lisa Edgar

**Staff:** Jamie Bruno, Cheryl Foy, Barb Hamilton, Lori Livingston, Andrew Sunstrum

**Guests:** Mike Eklund

#### 1. Call to Order

The Chair called the meeting to order at 2:01 p.m.

#### 2. Agenda

*Upon a motion duly made by L. Elliott and seconded by F. Garwe, the Agenda was approved as presented.*

#### 3. Conflict of Interest Declaration

There were no conflict of interest declarations.

#### 4. Chair's Remarks

The Chair thanked the members for attending the meeting. It is difficult to believe that we are a year into the pandemic. We have adjusted to the normalcy of meeting virtually and look forward to when we can meet in person again. The Chair extended her thanks to the senior leadership team for their continued support of the community. There is reason for optimism as the vaccine rollout continues to improve in pace and supply. She shared that the committee chairs have been working with the Secretariat to ensure there is more time

allocated for strategic discussion during meetings. She looks forward to the continued discussion of EDI during today's meeting.

## 5. President's Remarks

The President reported on the release of the President Equity Taskforce (PET) Report, which was recently released to the university community. The report serves as a template for the university. He confirmed that the university has hired a Director of Equity, Diversity and Inclusion and she is already working on setting an agenda of goals for the university in the short, medium and long-term. The President reported that throughout the pandemic, the university has been alerted to a number of issues related to EDI:

**Accessibility:** As we move online, access does not mean only access to buildings and the university as a whole. It also includes access to broadband internet. The Province has committed to improving broadband access. We will have to consider ongoing solutions.

**Ideology:** Universities are microcosms of society. Part of a university's mission should be to be leaders in society and be self-reflective. Many institutions take the approach that EDI should be handled in one way when there are many ways to approach EDI and if a different approach is taken, can be subject to criticism from an ideological perspective. The President shared a story of his interaction with Elders in the university. He had a discussion with them about land acknowledgments and the Elders encouraged him to personalize it so that it takes the acknowledgment off the page and gives it more meaning.

At the Board level, the President shared that he is proud of the gains that have been made since he joined. He referred to the 2018 Board recruitment process, which was focused on EDI principles. The Board looked for the very best people and, as a result of the focused search, there were no white male appointees. He emphasized the importance of being guided by principles to achieve the best results. It is essential to think about how we can incorporate EDI into our Board processes going forward.

## 6. Governance

### 6.1 Strategic Discussion: Governance EDI Strategy

The Chair reminded the committee that they received the PET Report at the December Board meeting. She referenced the recommendations included in the report. The Chair also discussed the educational session with Dr. Brown in December, during which he made a powerful comment about moving from inclusion to belonging.

The Chair posed the following questions for the committee to discuss:

- (a) *How important is it for the Board to ensure Board composition reflects the broader university community?*

Comments from the committee included:

- must balance with a diversity of skills, thought and expertise;
- the 2018 recruitment process was rigorous and aligned with an EDI focus - it was evident in the process that EDI was a priority;
- do we have any statistical information on community demographics that would assist with determining whether Board composition reflects our community?
- important to focus on underrepresented groups and be mindful of the community composition of the immediate vicinity of the university;
- should set goals for Board membership diversity and when recruiting, should focus on achieving those goals; should also focus on the recruitment of individuals with disabilities;
- would be helpful to establish a targeted recruitment process;
- concern that setting specific targets might have unintended consequences;
- suggestion that we should have a principled focus setting out the Board's commitment and intent rather than establishing specific targets;
- there are elements in the PET report that will be crucial;
- in the healthcare sector, they rely heavily on demographic data available on Durham Region – there is demographic information available;
- data will help inform the Board's direction and strategy;
- must determine KPIs to help us identify when we are making progress;
- will be helpful to have data to identify where we might be underrepresented;
- when we look at community, it is also important to look at our student population – important to ensure that students and faculty can see themselves in the Board membership;
- representation from underrepresented communities integral;
- also important to take into account intersectionality – an individual may represent several communities;
- do we have an EDI evaluation of the Board? must identify gaps on the Board as they consider future vacancies; and
- should also be mindful of just “ticking boxes”.

*(b) What commitments will the Board make to improving their understanding of EDI?*

Comments from the committee included:

- the Board should commit to continuous professional development;
- must keep abreast of education on EDI;
- committee members expressed support for committing to further education on EDI; and

- optional PD sessions provide further opportunities for learning – also referenced Pi Day Speaker Series, which included some EDI topics;
- should also consider adding EDI questions to the Board/Committee annual assessment – do governors feel included? Could be used to assess current status of Board’s inclusiveness;
- helpful to be a bit more specific with respect to diversity aspect of the Board;
- suggestion that the new EDI Director provide an update to the Board to ensure the work is being done in parallel; and
- governors would be willing to share their learnings from their professional lives.

## 6.2 Annual Board & Committee Practices Assessment

C. Foy provided an overview of the report included in the materials. She asked the committee to consider whether the assessments should go into a greater level of individual assessment and whether we should use the assessments as an opportunity to gather additional information from governors. We have not yet asked governors to self-identify on intersectionality. Should this be added to the annual assessment or should a separate survey be developed? What question(s) would the committee want to add this year, if any?

A member noted that the assessment would provide an opportunity to identify a few areas where the Board could be more helpful to the university. There was a discussion regarding what other institutions’ Boards are doing with respect to EDI. B. Dinwoodie updated the committee on the benchmarking exercise that was conducted at the start of the Board year with respect to the approach other institutions’ Boards are taking with respect to EDI. The responses collected during the benchmarking indicated that other institutions’ Boards had not yet developed an EDI statement and that it was being addressed at the institutional level. The Board Chair shared his experience working at a provincially owned organization and advised that EDI is front and centre of every discussion with the shareholders.

The committee supported aiming for a 100% response rate for the annual assessments. They also agreed that EDI is critical for Board effectiveness. They want to ensure that the Board takes intentional steps when making their EDI commitments. Whatever the Board does with respect to EDI, it is important to ensure it is thoughtful and purposeful. A member commented that the Board must also be “wary of symbolism.” It was suggested to add an open-ended question to the Board Practices Assessment to the effect of “What is your perspective about the Board’s role in EDI?” It is important to engage with the communities that you want to represent. The Board must have the buy in of the community and ensure it is authentic and developed from a place of true meaning. The

committee agreed that it is a good time to leverage the survey and assess the governors' perceptions of EDI.

**7. Consent Agenda:**

The Chair noted that the policies being presented underpin the university's work on EDI.

*Upon a motion duly made by K. Kingsbury and seconded by D. Reiner, the Consent Agenda was approved as presented..*

**7.1 Accommodation Policy**

**7.2 Respectful Campus Policy**

**7.3 Procedures to Prevent and Address Discrimination and Harassment By or Against Employees**

**7.4 Minutes of the Meeting of January 28, 2021**

**8. For Information:**

**8.1 Annual Pension Plan Report**

**9. Other Business**

**10. Adjournment**

*There being no other business, upon a motion duly made by L. Elliott, the public session of the meeting adjourned at 2:55 p.m.*

Becky Dinwoodie, Secretary