

**BOARD OF GOVERNORS
Governance, Nominations and
Human Resources Committee**

Wednesday, June 7, 2017

Public Session

11:50 a.m. – 1:00 p.m.

North Campus, ERC 3023

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

Members: Karyn Brearley (Chair), Andrew Elrick, Francis Garwe, Adele Imrie, Jay Lefton, Tim McTiernan, Mike Snow

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

Guests: M. Bowman

AGENDA

No.	Topic	Lead	Allocated Time	Suggested End Time
1	Call to Order	Chair	1	
2	Agenda (M)	Chair	1	
3	Conflict of Interest Declaration	Chair	1	
4	Approval of Minutes of the Meeting of March 29, 2017* (M)	Chair	2	
5	Chair's Remarks	Chair	5	
6	President's Remarks	T. McTiernan	5	12:05 p.m.
7	Governance			
7.1	By-Law Review Project* (M)	C. Foy	30	12:35 p.m.
7.2	Annual Board Practices Assessment 2016-2017* (P)	B. Dinwoodie	5	12:40 p.m.
7.3	Policy			
	Student Sexual Violence Policy Review* (P)(M)	R. Bailey	10	12:50 p.m.
8	Consent Agenda (M):	Chair	5	
8.1	Board Schedule 2017-2018*			
8.2	Pension Plan Amendment*			
9	Other Business	Chair	3	
10	Termination (M)	Chair	2	1:00 p.m.
	* - Documents attached			
	D - Discussion			
	M - Motion			
	P - Presentation			
	U - Update			

Becky Dinwoodie, Secretary



**BOARD OF GOVERNORS
Governance, Nominations and
Human Resources Committee**

**Public Session Minutes for the Meeting of March 29, 2017
12:10 p.m. to 1:30 p.m., ERC 3023**

Attendees: Karyn Brearley (Chair), Adele Imrie, Tim McTiernan,

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

Guests: Mikael Eklund

Regrets: Dan Borowec, Andrew Elrick, Jay Lefton, Mike Snow

1. Call to Order

The Chair called the public session to order at 12:23 p.m.

2. Agenda

The Agenda was approved, as presented.

3. Conflict of Interest Declaration

There was none.

4. Approval of Minutes of the Meeting of January 25, 2017

A typo was noted in the time of the end of the meeting – it ended at 12:30 p.m. and not 2:30 p.m.

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

5. Chair's Remarks

The Chair welcomed Francis Garwe, a new governor, to the GNHR Committee and she looks forward to his active participation.

6. President's Remarks

The President advised that the Canada Foundation for Innovation announced its new President, Roseann O'Reilly Runte, effective August 1, 2017. R. Runte recently resigned as President of Carleton.

He also reported on the Academic Award Luncheon for UOIT's student athletes. They celebrated 47 student athletes who also have exceptional academic achievements. He informed the Committee of the success of the UOIT team that participated in McMaster's Life Sciences Challenge and received the award for best presentation.

7. Governance

7.1 Annual Board Practices Assessment Review

The Chair provided the background to the Annual Board Practices Assessment Review and introduced S. Van Nuland and J. Bradbury, who conducted a substantive review of the assessment form.

S. Van Nuland identified the main concern with the questions, which was that they were double-barreled. She and J. Bradbury separated out the questions to ensure that each question focuses on single area.

S. Van Nuland walked through the proposed changes with the Committee. No changes were required to the section regarding the structure of the Board.

It was recommended to send the form out to individual Board members as a link as opposed to performing the assessment collectively in order to make the best use of Board members' time.

There was a discussion regarding the difference between "neither agree/disagree" and "no response". S. Van Nuland also suggested running it through "google docs".

Concern was expressed about the participation rate if we move away from the online poll method. The response rate via e-mail will be monitored. The consensus of the Committee was to use the amended assessment form going forward.

Upon a motion duly made by T. McTiernan and seconded by A. Imrie, the Committee approved the amended Board Practices Assessment Form, as presented.

7.2 By-Law Review Project

C. Foy provided an update on the By-Law Review Project. The working group will be recommending two by-laws: 1 general by-law and a second by-law dedicated to Academic Council. At the next meeting of the working group, the group will be reviewing the initial draft of By-law Number 1. C. Foy asked the Committee to consider whether it will be an appropriate time for the governor members of the working group to begin attending meetings as most of the groundwork has been laid. The Committee supported this approach.

7.3 Risk Management

C. Foy provided an update on the progress being made on the risk register over the past year. After reviewing all of the risks, the risks have been grouped and will be assigned to specific departments. She used the example of a common risk of space constraints and advised that that it will be assigned to the Space Working Group. The next step will be taking the compiled risk registers to the risk owners. The goal is to bring it forward to the Board at the AGM. There was a general discussion regarding the progress made so far and the work being done on changing the culture of the institution.

7.4 Policy

(a) Student Sexual Violence Policy Review

M. Bowman provided an update on the steps taken since the Board meeting in December. He listed the engagement efforts undertaken over the last 3 months, including:

- the development of the website
- training of staff/faculty
- Healthy Sexuality Committee - 30 staff volunteers and 80 student volunteers
- classroom visits, online student survey (approximately 650 respondents)

He also discussed several of the challenges, including:

- delivering, developing & selecting training
- cancellation of Healthy Sexuality Summit due to lack of participation
- discrepancy between intention & action

M. Bowman summarized the consultation history since December, as well as the feedback received. There is positive support for the policy documents. There has been active engagement from staff members following the training sessions. The proposed changes to the policy documents are largely formatting and not substantive. They are also building an awareness strategy with Communications & Marketing, as well as developing online training.

There was discussion regarding whether they will try to reschedule the Summit or organize another event. M. Bowman advised that they will try to schedule the event in September. The Committee was supportive of the Summit idea. M. Bowman will review how best to organize the Summit while maintaining the student focus.

(b) Workplace Violence Policy Review

C. Foy reported on the Workplace Violence Policy review. She provided a summary of the consultation conducted prior to the approval of the policy and procedures in December. They committed to an additional three month period for the community to provide comments and feedback. All of the comments were included in the Committee's materials for reference.

She highlighted the key comments received and how they are being addressed. She discussed the process of implementing a single policy library with one person managing them to remove outdated policies from the website. She walked through the proposed changes to the policy

documents. She clarified that the Workplace Violence Policy only supersedes the Harassment and Discrimination Policy in part, as it currently still applies to students.

Upon a motion duly made by A. Imrie and seconded by T. McTiernan, the Governance, Nominations and Human Resources Committee recommended the proposed amendments to the Policy Against Violence, Harassment and Discrimination in the Workplace and Procedures to Prevent and Address Violence, Harassment and Discrimination in the Workplace, as presented, for approval by the Board of Governors.

8. Other Business

9. Termination

There being no other business, upon a motion duly made by T. McTiernan and seconded by A. Imrie, the meeting terminated at 1:15 p.m.



BOARD REPORT

Non-Public: ☒
Public: ☐

Action Required:

Discussion ☒
Decision ☐

DATE: June 7, 2017

TO: Board of Governors

FROM: Cheryl Foy, University Secretary and General Counsel

SUBJECT: By-law Review Project – By-law Number 1

A. Purpose

We are seeking the Committee's recommendation of the attached By-law Number 1 for approval by the Board of Governors.

B. Background/Context

Why Review the By-law?

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

Working Group:

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

What Guides the Group?

Principles and Objectives:

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

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

GNHR approved the following objectives:

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

Proposed Changes:

Structure:

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

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

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

By-Law No. 1 Updated:

The Group has developed the attached By-law No. 1. The changes are generally non-substantive and fall into the following categories:

- Keeping same general structure as much as possible
- Removing duplications of Act provisions from by-law (e.g. Article 3)
- Removing procedural provisions - plan is to rely on existing or develop new policy instruments

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

C. Overview of Changes:

Definitions:

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

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

Article 3:

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

Former Article 4:

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

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

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

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

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

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

New Article 4 - Standard of Conduct

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

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

Article 5 - Officers

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

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

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

New Article 4.6 has been added to provide additional clarity regarding the role of the Board Secretary.

Article 6 - Meetings

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

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

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

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

Former Article 7

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

Former Article 8

This Article deals specifically with Academic Council and has been deleted in its entirety as it will be the focus of the new By-law Number 2.

New Article 7 – Committees

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

New Article 14 – Protection of Governors

The language in the Article has been amended to limit its application to Governors and former Governors. Further, former subsection 17.3 dealing with Governor remuneration has been moved to Article 15 – Remuneration.

New Article 16 – Dispute Resolution

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

New Article 17 – By-laws

This Article repeals By-law Number 1, except for Article 8 and the related definitions, as this Article will remain in force and effect until By-law Number 2 is approved.

New Article 18 – Severability

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

D. Consultation and Approval:

Assumptions:

The By-laws are Board documents. They are also technical and legal in nature. As such, the focus of consultation has been on the governing bodies and senior leadership. A draft of By-law No. 1 was circulated AC for information at the May 15, 2017 AC meeting.

Consultation:

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

Approval:

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

The draft of By-law No. 1 has also been reviewed by external legal counsel and his comments have been incorporated.

E. Request:

We are requesting that the Governance, Nominations and Human Resources Committee recommend the draft of By-law Number 1 for approval by the Board of Governors, as presented.



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



<u>Item</u>	<u>1-3</u>
<u>Approved by UOIT</u> <u>BY-LAW 1</u>	<u>UOIT Board</u>
<u>ARTICLE 1 -</u> <u>Interpretation</u>	<u>ARTICLE 10 - Execution</u> <u>of Documents</u>
<u>ARTICLE 2 - Head</u> <u>Office and Seal</u>	<u>ARTICLE 11 -</u> <u>Borrowing</u>
<u>ARTICLE 3 - Board</u> <u>Composition</u>	<u>ARTICLE 12 - Auditors</u>
<u>ARTICLE 4 – Standard</u> <u>of Conduct</u>	<u>ARTICLE 13 - Financial</u> <u>Matters</u>
<u>ARTICLE 5 - Officers</u>	<u>ARTICLE 14 -Protection</u> <u>of Governors</u>
<u>ARTICLE 6 - Meetings</u>	<u>ARTICLE 15 -</u> <u>Remuneration</u>
<u>ARTICLE 7 -</u> <u>Committees</u>	<u>ARTICLE 16 – Dispute</u> <u>Resolution</u>
<u>ARTICLE 8 - Executive</u> <u>Committee</u>	<u>ARTICLE 17 – By-laws</u>
<u>ARTICLE 9 - Senior</u> <u>Compensation</u> <u>Committee</u>	<u>ARTICLE 18 -</u> <u>Severability</u>
<u>Date approved</u>	<u>June 2003</u>

UOIT BY-LAW 1¹

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

REVISED DRAFT
June 1, 2017

~~ARTICLE 1 – Interpretation~~
~~ARTICLE 2 – Head Office and Seal~~
~~ARTICLE 3 – Board Composition~~
~~ARTICLE 4 – Qualification and Terms~~
~~ARTICLE 5 – Officers~~
~~ARTICLE 6 – Meetings~~
~~ARTICLE 7 – Conflict of Interest~~
~~ARTICLE 8 – Academic Council~~
~~ARTICLE 9 – Committees~~
~~ARTICLE 10 – Executive Committee~~

~~ARTICLE 11 – Senior Compensation Committee~~
~~ARTICLE 12 – Committees – General Regulations~~
~~ARTICLE 13 – Execution of Documents~~
~~Article 14 – Borrowing~~
~~Article 15 – Auditors~~
~~Article 16 – Financial Matters~~
~~Article 17 – Indemnities~~
~~Article 18 – Remuneration~~
~~Article 19 – Amendment~~

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

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

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

DEFINITIONS

In this By-law:

- a. ~~a.~~ "Act" means the *University of Ontario Institute of Technology Act, 2002*.
- b. ~~b.~~ "Administrative Staff" means *full-time continuing and part-time continuing employees of the University who are not members of the Teaching Staff*.
- ~~b.c.~~ "Board" means the Board of Governors of the University.
- ~~c.d.~~ ~~c.~~ "By-laws" means this by-law and any other by-laws of the University as they exist from time to time.
- ~~d.e.~~ ~~d.~~ "Chair" means the person elected or appointed to the position of chair of the Board.
- ~~e.f.~~ ~~e.~~ "Chancellor" means the person appointed by the Board, pursuant to s. 11 of the Act, to be the chancellor of the University.
- ~~f.g.~~ ~~f.~~ "College" means ~~The~~ Durham College of Applied Arts and Technology.
- ~~g.h.~~ ~~g.~~ "Governor" means a member of the Board.
- i. ~~h.~~ "Officer" *In Camera* means *a meeting, or a portion of a meeting, that includes only Governors and others invited by the Board* ~~means any duly elected or appointed officer to attend, at which no motions are made and no minutes are recorded~~.
- ~~h.j.~~ "Non-Public" means *a meeting that includes all Governors of the Board, namely: the Chair, the Vice-Chair, the President, the Secretary, and such other officers as of Governors and those individuals invited by the Board may so designate from time to time to attend*.
- ~~i.k.~~ ~~i.~~ "President" means the person appointed to be the president, chief executive officer and vice-chancellor of the University.
- ~~j.l.~~ ~~j.~~ "Public" means *a meeting open to all individuals, both internal and external to the University*.
- ~~j.m.~~ "Secretary" means the secretary of the Board, ~~who shall be a non-voting officer of the Board~~.
- ~~k.n.~~ ~~k.~~ "Student" means a student who is registered throughout the academic year as a full-time student in accordance with the academic regulations of the University.
- ~~o.~~ ~~l.~~ "Teaching Staff" means *professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all others engaged in the work of teaching or giving instruction or in research at the University*.
- ~~l.p.~~ "University" means the University of Ontario Institute of Technology.

REVISED DRAFT
June 1, 2017

~~4.1.1.~~ ~~4.1.~~ "University Officer" means any duly appointed officer of the University, namely: the President ~~and the Vice Presidents~~, and such other persons as may be designated from time to time by the President, and approved by the Board.

~~4.1.2.~~ ~~4.1.~~ "Vice-Chair" means the person elected or appointed to the position of vice-chair of the Board.

~~4.1.3.~~ ~~4.1.~~ "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 ~~2~~ BOARD COMPOSITION

- 3.1 ~~Pursuant to the Act, there shall be a Board, consisting of not more than 25 members, as follows:~~
 - ~~a. the President, by virtue of office;~~
 - ~~b. the Chancellor, by virtue of office;~~
 - ~~c. three members appointed by the Lieutenant Governor in Council;~~
 - ~~d. at least 12 and not more than 16 members, as determined by the Board from time to time, appointed by the Board, at least six of whom shall be members of the board of governors of the College but who are not employees or students of the College; and~~
 - ~~e. four members who are students or employees of the University and who are elected by the relevant constituencies of the University.~~

REVISED DRAFT
June 1, 2017

ARTICLE 4 – QUALIFICATIONS AND TERMS

4.1 – Chancellor

Subject to section 8.9(a)(iii) below, the Chancellor shall be appointed by the Board in such manner as it shall determine for an initial term of three years and the Chancellor may be re-appointed.

4.2 – All Governors

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

4.3.2 Appointed Governors

The Governors appointed pursuant to paragraphs ~~34~~ and ~~45~~ of subsection 8(1) of the Act shall be appointed in such manner as the Board will determine and shall retire in rotation so that normally one-third of such governors will retire and be appointed in each year. ~~For the initial appointments of such Governors, approximately one third of such Governors shall be appointed to hold office until August 31, 2003, approximately one third of such Governors shall be appointed to hold office until August 31, 2004 and approximately one third of such Governors shall be appointed to hold office until August 31, 2005. Thereafter~~ Normally, the Governors appointed each year pursuant to paragraphs 3 and 4 of subsection 8(1) of the Act to fill the positions of those Governors whose term of office has expired shall be appointed for a term of not more than three years, the term beginning ~~begins~~ on the first day of September immediately following the appointment.

4.4.3.3 Elected Governors

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

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

~~4.5 – Governors elected by and from among the employees of the University under paragraph 5 of subsection 8(1) of the Act~~ 3.4 The Board shall approve the rules and regulations governing the election of the Teaching and Administrative Staff. Teaching and Administrative Staff Governors shall be persons who, at the time of their election and during their term on the Board, are employed ~~full-time~~ by the University. ~~The term of office of each such Governor shall be for not more than three years beginning on the first day of September immediately following the said election. Such a Governor shall be eligible for re-election subject to the (6-year) limitation contained in subsection 8(6) of the Act. Each such Governor~~ Governors shall automatically cease to hold office if ~~he or she ceases~~ they cease to be ~~a full-time employee~~ employees of the University.

~~The term of office of each Governor who is a Student shall be one year with the term beginning on the first day of September immediately following the election. Such a Governor shall be eligible for re-election subject to the (6-year) limitation contained in subsection 8(6) of the Act. Each such Governor shall~~

REVISED DRAFT
June 1, 2017

~~automatically cease to hold office if he or she ceases to be a Student except that such a Governor whose term starts on September 1 in a year shall be entitled to serve a full one-year term if that person continues to be a Student throughout the academic year.~~

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

~~3.5~~ The Board shall approve the rules and regulations governing the election of ~~such employees and Students.~~

~~4.6~~ Number of Years of Service

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

~~4.7~~ Notice of Expiring Terms

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

~~4.8-3.6~~ Membership Vacated

The membership of a Governor is vacated when:

- a. such Governor resigns or ceases to be eligible for appointment or election to the Board;
- b. such Governor becomes incapable of acting as a Governor and the Board declares such membership vacant; ~~or~~
- c. within any twelve month period, a ~~member~~Governor of the Board, other than an ex-officio ~~member~~Governor and a ~~member having~~Governor who has been granted a leave of absence by the Board, is absent for four consecutive regular meetings of the Board, or attends less than 50 ~~percent~~per cent of such regular meetings in any year from September 1 to August 31. In any such case, the Board may, by resolution, declare his or her membership vacant; ~~or~~

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

~~4-10-3.7~~ The Board's declaration that a Governor's membership ~~in on~~ the Board is vacated shall be made by a resolution of the Board carried by at least two-thirds of the votes cast by the Governors at a meeting of the Board ~~held. Such declaration may not less than 30 days be made until after the delivery of~~ written notice of the proposed declaration of the Board and the reasons therefor ~~have been delivered by ordinary mail to the address of~~ the Governor ~~as it appears~~affected at such electronic or most recent address ~~appearing~~ in the records of the Board.

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

~~4.11~~ Filling Vacancies on the Board

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

- a. if the vacancy is that of an appointed Governor, the vacancy may be filled in a timely fashion by the same authority which appointed the person whose membership is vacant; and

REVISED DRAFT
June 1, 2017

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

4.12 — Standard of Conduct

~~Governors shall be expected:~~

ARTICLE 4 - STANDARD OF CONDUCT

4.1 ~~Governors are fiduciaries of the University and are expected:~~

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

4.2 ~~Conflict of Interest~~

~~“Conflict of Interest” means a situation in which a person has a personal interest that conflicts, might conflict or may be perceived to conflict with the interests of the University. Conflicts of interest may arise in relation to personal matters including:~~

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

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

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

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

REVISED DRAFT
June 1, 2017

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's holding that office or of the fiduciary relationship established thereby.

ARTICLE 5 - OFFICERS

5.1 University Officers

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

~~5.2 The Board shall appoint or remove on the President and recommendation of the President shall have the powers and duties prescribed by the Board from time to time pursuant to section 12 of the Act.~~

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

~~5.4 Reporting of the University Officers~~

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

~~5.5.2 Election of Chair and Vice-Chair, Appointment of Officers of the Board~~

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

~~5.6 5.3 Appointment of the Secretary and Other Officers of the Board~~

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

~~5.7.4 Duties of Chair and Vice-Chair~~

The Chair shall preside at all meetings of the Board.

~~5.8.5~~ The Chair, together with the Secretary, shall sign all by-laws. During the absence or inability of the Chair, the duties and powers of the Chair may be exercised by the Vice-Chair, and if the Vice-Chair or such other external Governor as the Board may, from time to time, appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed without reference thereto. The Chair shall be a member of all Board Committees, whether standing, special or ad hoc. In addition to other committee memberships, the Vice-Chair shall be a member of any presidential search committee.

~~5.6 Duties of Secretary~~

The Secretary shall: give notice of and attend all meetings of the Board and keep regular minutes of all the proceedings thereat; prepare and maintain a record of the current membership with their mailing addresses furnished by the Governors; use such means as he or she deems necessary to record the

REVISED DRAFT
June 1, 2017

proceedings of the meetings of the Board; keep minutes of the proceedings of all committees of the Board; prepare all resolutions, reports or other papers which the Board may direct, and all copies which may be required of any such documents and papers; discharge such other duties as are prescribed by the By-laws of the Board or as may be assigned by the Board or by the Chair thereof.

ARTICLE 6 - MEETINGS

6.1 Meetings of the Board

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

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

6.2 The Chair, the President and the Secretary shall set the agenda for each meeting of the Board. Each meeting of the Board shall be terminated after three hours from its commencement or on completion of the business before the Board at the meeting, whichever is earlier, unless the Board agrees to extend the time of termination beyond the three hour maximum by way of a motion passed by a simple majority of the Governors present.

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

6.4 Subject to sections 6.5 and 6.6 hereof, ~~all regular~~ meetings of the Board ~~shall will~~ be open to the Public in accordance with section 13 of the Act unless the meeting, or a part thereof, may be held in the absence of the public as observers and 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

Commented [LRC1]: Insert hyperlink.

REVISED DRAFT
June 1, 2017

• In-Camera.

6.6 ~~Attendance at Public meetings will be subject to space limitations and the provisions of the related procedures. No~~ person shall be ~~excluded/removed~~ from a meeting except for improper conduct as determined by the Chair.

6.5 ~~Where a matter determined by the persons referred to in section 6.2, by the Board, or by the Executive Committee on behalf of the Board, to be confidential is to be considered (including, without limitation, legal and contractual matters), the part of the meeting concerning such confidential matter shall be held 'in camera'.~~

6.6 ~~Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be held in camera unless such individual requests, and the Board agrees, that such part of the meeting be open to the public.~~

6.7 **Errors in Notice**

No error or omission in the giving of such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, and any Governor may, at any time, waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.8 **Voting**

Except as otherwise provided in the By-laws, questions arising at any meeting of the Board shall be determined by a majority of votes, including the vote of the Chair and, in the case of equality of votes, the question shall be deemed ~~to be~~ defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Governor present, but if no demand ~~be~~ made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.9 Any Governor may abstain from casting a vote and may request that the abstention be recorded in the minutes of the meeting. ~~Governors may not vote by proxy and may only vote if they are attending the meeting in person or by teleconference.~~

Commented [BD2]: Deleted reference to proxy voting & voting by teleconference as covered by 6.16

6.10 **Reconsideration**

After any question has been decided, any Governor who voted thereon in the majority may move for a reconsideration of the question, but no discussion on the main question shall be allowed unless the matter is reconsidered and there shall be no reconsideration unless:

- a. notice of the motion to reconsider is given either at a meeting of the Board or in the same manner as notice of a regular meeting of the Board is given, and such notice to reconsider is in any event given at least two days before the meeting at which the motion to reconsider is to be presented; and
- b. two-thirds of the Governors attending such a meeting vote in favour of such reconsideration.

6.11 **Rules of Order**

Meetings of the Board and its committees shall be conducted respectfully, efficiently and with a view to reaching consensus in accordance with the values of the University. In case of controversy, the conduct of meetings of the Board and its Committees shall be in accordance with "~~Procedures for Meetings and Organizations~~" by Kerr and King, or a similar text approved by the Chair and in general use for such meetings, ~~except where said rules conflict with the By-laws.~~ Democratic Rules of Order" by Francis and Francis (9th edition), as amended or replaced.

REVISED DRAFT
June 1, 2017

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 ~~and Participation by Communications Facilities of Members~~

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

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

If the University chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Board, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the By-laws, any 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.

REVISED DRAFT
June 1, 2017

ARTICLE 7 - CONFLICT OF INTEREST

- 7.1 For the purposes of the By-laws,
- a. ~~two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives; and~~
 - b. ~~two persons are relatives if they are related by blood, marriage or adoption.~~
- 7.2 A member of the Board, or of a committee of the Board, who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board or such committee created by it shall:
- a. ~~declare the nature and extent of the interest as soon as possible and no later than the meeting at which the matter is to be considered;~~
 - b. ~~refrain from taking part in any discussion or vote related to the matter; and~~
 - c. ~~withdraw from the meeting when the matter is being discussed.~~
- 7.3 A member of the Board who is a student, or whose partner or relative is a student, may take part in discussions and vote on all matters relating generally to the operations of the University, except for those matters which deal with the circumstances of the particular student as an isolated issue, separate and apart from consideration of the other students of the University.
- 7.4 A member of the Board who is an employee of the University, or whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the operations of the University including, without limitation, issues concerning general conditions of employment for employees of the University, unless the discussion and voting deal with the circumstances of the particular employee as an isolated issue, separate and apart from consideration of the other employees of the University.
- 7.5 A member of the Board or of a committee created by it who has declared an interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the University, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of the member's holding that office or of the fiduciary relationship established thereby.
- 7.6 A member of the Board does not have a conflict of interest by virtue only of the fact that the member is also a member of the board of governors of the College and, despite section 7.2 above, any such member may take part in discussing and voting on issues before the Board of either the University or the College concerning the University or the College unless the discussion and voting deals with the circumstances of the particular member as an isolated issue, separate and apart from general matters affecting the University or the College.

ARTICLE 8 - ACADEMIC COUNCIL

Academic Council - Composition

8.1 - Composition-General

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

8.2 - Number of Members

REVISED DRAFT
June 1, 2017

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

8.3 Voting Members

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

8.4 Elections

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

8.5 Terms

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

8.6 Non-voting members

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

8.7 Chair and Vice-Chair

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

8.8 Presidential Representatives

REVISED DRAFT
June 1, 2017

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

~~**Academic Council – Duties**~~

~~**8.9 – Advice to the Board**~~

- a. ~~As provided in the Act, the Academic Council shall be consulted for its advice with respect to:

 - i. ~~the mission, vision and values of the University;~~
 - ii. ~~the establishment of academic, research, service and institutional policies and plans, and Board decisions concerning their manner of implementation;~~
 - iii. ~~the appointment and removal of the Chancellor; and~~
 - iv. ~~other matters, as may be referred by the Board.~~~~
- b. ~~The Academic Council shall advise the Board on:

 - i. ~~the establishment and termination of degree programs;~~
 - ii. ~~the establishment of faculties, schools, institutes and departments and of chairs and councils in any faculty, school, institute or department of the University;~~
 - iii. ~~the disestablishment of a faculty, school, institute or department; and~~
 - iv. ~~policies on the conduct of academic work, such as those concerning appointment, promotion, tenure, the conduct of research, and the ownership of intellectual property.~~~~
- c. ~~Matters falling under (b) above shall be considered by the Academic Council prior to their consideration by the Board.~~
- d. ~~All advice of the Academic Council shall be given by resolution and will be conveyed to the Board by the President. The Board shall take such advice into consideration prior to its determination of the matter. Normally, the Board will act on the advice of the Academic Council by either accepting it or referring it back for further consideration.~~

~~**8.10 – Authority to Act**~~

- a. ~~Subject to the general authority of the Board to plan, determine policies for and provide for the overall development of the University, including the Board's authority to approve strategic plans, budgets and expenditure plans, the Academic Council holds delegated authority from the Board to establish academic standards and curricular policies and procedures of the University and to regulate such standards, policies and procedures, including the powers:

 - i. ~~to govern academic standards for admission of students to the University and for graduation;~~
 - ii. ~~to determine and regulate the contents and curricula of all courses of study;~~
 - iii. ~~to govern matters arising in connection with the award of fellowships, scholarships, medals, prizes, and other awards for academic achievement;~~~~

REVISED DRAFT
June 1, 2017

- iv. ~~to provide for the conduct of examinations and the appointment of examiners;~~
- v. ~~to provide for the hearing and determination of appeals by students from decisions with respect to their academic standing in a course or program of study; and~~
- vi. ~~to authorize the conferring of degrees.~~
- b. ~~Subject to the approval of the Board, the Academic Council may appoint committees and authorize them to exercise its powers under this section 8.10. The Academic Council shall have the power to appoint other committees it deems advisable; such committees shall report to the Academic Council.~~

8.11 — Academic Council — Procedures

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

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

8.13 — Communications

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

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

Actions by the Academic Council or Board Committees

8.15 — Authority to Act

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

8.16 — Report of Action Taken

- ~~Subject to section 8.17, action taken by the Academic Council or a Board Committee under delegated authority, shall:~~
 - a. ~~be reported to the Board for information;~~
 - b. ~~have the same effect as a resolution passed by the Board; and~~
 - c. ~~have effect from the end of the meeting at which it was adopted.~~

8.17 — Review of Action Taken

- a. ~~Where the Board, with respect to any matter or class of matters, has conferred on the Academic Council or a Board Committee authority to act on its behalf, and where, prior to the adoption by the decision-making body of a resolution to determine the matter, the Chair of the Board, the President (or the relevant Presidential Representative), the Chair of the body, or the body itself is of the opinion that the matter is major in significance with respect to the public or fiduciary responsibilities of the~~

REVISED DRAFT
June 1, 2017

~~Board, the relevant individuals or body may require that the action of the body be submitted to the Board for confirmation.~~

- ~~b. Where a matter is referred to the Board pursuant to subsection (a) of this section, the action taken by the body shall not have effect unless confirmed by the Board. If so confirmed, such action shall have the same effect as a resolution passed by the Board and shall have effect from the end of the Board meeting to which the matter was referred.~~
- ~~c. Subsections (a) and (b) of this section do not apply to the actions taken by any committee established to make decisions on academic appeals or on cases of alleged academic or non-academic misconduct.~~

8.18 — Reconsideration

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

ARTICLE 9 — COMMITTEES

~~Committees of the Board — General Provisions~~

- ~~97.1~~ Subject to ~~the following sections 9~~ subsections 7.2 to 97.9 and Article 7.12 below to 7.22, the number of committees of the Board and their names, size, composition, duties and responsibilities shall be as determined from time to time by resolution of the Board.
- ~~97.2~~ There shall be an Executive Committee as provided in Article ~~408~~ below.
- ~~97.3~~ The majority of the members of all committees must be ~~members~~ Governors of the Board, ~~subject to section 10.2 below.~~
- ~~97.4~~ The Chancellor, Chair and President shall be members of all Board Committees, whether standing, special or ad hoc.
- ~~7.5~~ The voting members of all committees shall be appointed by the Board.
- ~~9-57.6~~ The President may appoint a University Officer as the presidential representative to committees of the Board, except for the Executive Committee and any special or sub-committee thereof, for the purpose of assisting in the discharge of the President's responsibilities with respect to such committees. Such a presidential representative shall be a non-voting member of such committees during the term of any such appointment.
- ~~9-67.7~~ Each committee of the Board shall have a chair appointed by the Board. If the ~~chair~~ Chair is not present at a meeting, the committee shall select another member of the committee to act as ~~chair~~ Chair for that meeting.
- ~~7.8~~ The agenda for a specific Board committee meeting will be determined by the Chair of the committee and the Secretary following advice from the appropriate member(s) of the University's administration as designated by the President.
- ~~7.9-7~~ **Other Committees**
- In addition to the Executive Committee, standing committees may be constituted by the Board as committees whose duties are normally continuous, and which may include in their membership one or more persons who are not Governors.

REVISED DRAFT
June 1, 2017

9.87.10 Special and Ad Hoc Committees

Other committees constituted by the Board or by the standing committees shall be special or ad hoc committees, being those committees appointed for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Governors, subject to the proviso that the ~~chair~~Chair of the committee must be a Governor.

~~9.97.11~~ Unless specifically provided by the resolution by which it is constituted, each special or ad hoc committee shall automatically be dissolved on the date of the receipt of its final report by the Board or by the standing committee, as the case may be. Such committees may, at the discretion of the Board or the standing committee, as the case may be, be re-appointed with the same or different membership.

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.

Commented [BD3]: Changed to be consistent with committees' terms of reference

REVISED DRAFT
June 1, 2017

7.21 A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Chair of the committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter.

7.22 The secretary of a committee shall issue, or cause to be issued, notices of all meetings of such committee, when directed to do so.

ARTICLE ~~108~~ - EXECUTIVE COMMITTEE

~~108~~.1 The Board shall by resolution establish the size, composition, duties and responsibilities of the Executive Committee.

~~108~~.2 Unless changed by resolution of the Board, the Executive Committee shall be composed of the Chair and Vice-Chair(s) of the Board, the President and a maximum of four other ~~members~~Governors of the Board who shall be appointed by the Board to serve on the Executive Committee.

~~108~~.3 The Executive Committee shall have the following duties and responsibilities:

- a. to exercise on behalf of the Board, between regular meetings of the Board, in circumstances where a matter cannot be delayed until the next regular meeting, and where a special meeting of the Board cannot be called, all the powers of the Board. The power of the Executive Committee to act for the Board is subject to prior delegation of powers from the Board to any other committee of the Board and to any specific directions given by the Board to the Executive Committee from time to time;
- b. to make recommendations to the Board on the results of any search undertaken for the appointment of the President whether that search is undertaken by the Executive Committee or by another committee chosen by the Board;
- c. to act as a committee to review, from time to time, the functioning of the governance system of the University; and
- d. to exercise such of the powers of the Board as the Board may by resolution provide.

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

~~108~~.4 The Secretary of the Board shall be the secretary of the Executive Committee.

ARTICLE ~~119~~ - SENIOR COMPENSATION COMMITTEE

~~119~~.1 There shall be a Senior Compensation Committee composed of the following ~~members~~Governors: the Chair of the Board, who shall chair the committee, the Vice-Chair of the Board, the President, and a maximum of two other Governors (referred to in section ~~43~~.3 above) appointed by the Board. The elected Governors referred to in section ~~43~~.4 above shall not be eligible to serve on the Senior Compensation Committee.

~~119~~.2 The Senior Compensation Committee shall have the following duties and responsibilities:

- a. to review and approve annually, on behalf of the Board, the performance of the President, to report to the Board annually with respect to such performance and to approve the compensation of the President and any changes thereto;
- b. to approve, on behalf of the Board, recommendations from the President concerning the compensation of University Officers reporting directly to the President and the compensation of the Secretary; and
- c. to approve the compensation of other individuals in positions which the Board may, by resolution on recommendation of the President, designate from time to time.

REVISED DRAFT
June 1, 2017

ARTICLE 12 – COMMITTEES – GENERAL REGULATIONS

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

- ~~12.1 All members of committees, other than ex-officio members, shall serve at the pleasure of the Board. Vacancies occurring in the membership of a Board committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient but, notwithstanding such vacancies, the remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.~~
- ~~12.2 Meetings shall be held at the call of the chair of the committee, and shall be held at such places, or by teleconference, and at such times as the chair of the committee may determine. On the requisition of any three members of a committee, a meeting of such committee shall be called by the secretary of such committee. Notice of the time and place of every meeting shall be given to each member of the committee at least forty-eight (48) hours before the meeting. The means of delivery shall be either by:~~
- ~~a. telephone or facsimile;~~
 - ~~b. hand-delivered courier to the member's address as it appears in the records of the Board;~~
 - ~~c. prepaid post to the member's address as it appears in the records of the Board; or~~
 - ~~d. electronic mail.~~
- ~~The notice need not specify the nature of the business to be transacted at such meeting. In exceptional circumstances, the committee chair may waive the time requirements for such notices.~~
- ~~12.3 A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the committee consent thereto.~~
- ~~12.4 A resolution signed by all of the members of a committee shall have the same force and effect as if passed at a regularly constituted meeting.~~
- ~~12.5 Any omission in good faith to give notice to any member, or any inadvertent irregularity in connection with the giving of notice, shall not invalidate the proceedings of a meeting.~~
- ~~12.6 The chair of the committee shall preside at meetings. If the chair is absent, the members present shall appoint one of their number as acting chair to preside at the meeting.~~
- ~~12.7 Except where otherwise stated, a majority of the voting members of a committee shall constitute a quorum, provided that a quorum must include at least one Governor who is not an employee or a student of the University.~~
- ~~12.8 Each voting member of the committee present in person or by teleconference at a meeting shall be entitled to one vote.~~
- ~~12.9 All questions at a committee meeting shall be decided by a majority of the votes of the members present, including the vote of the Chair. In the case of equality of votes, the motion will be declared defeated.~~
- ~~12.10 A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the chair of the committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter.~~
- ~~12.11 The secretary of a committee shall issue, or cause to be issued, notices of all meetings of such committee, when directed to do so.~~

REVISED DRAFT
June 1, 2017

~~ARTICLE 13~~ - EXECUTION OF DOCUMENTS

~~13~~10.1 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.

~~13~~10.2 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.

~~13~~10.3 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 ~~14~~11 - BORROWING

~~14~~11.1 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.

~~14~~11.2 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.

REVISED DRAFT
June 1, 2017

ARTICLE ~~15~~12 - AUDITORS

- ~~15.1~~ The Board shall appoint one or more public accountants licensed under the Public Accountancy Act to hold office as the auditors of the University until a further appointment is made. The accounts, trust funds and transactions of the University shall be audited at least once per year.

ARTICLE ~~16~~13 - FINANCIAL MATTERS

~~16~~13.1 Fiscal Year

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

~~16~~13.2 Deposit of Securities for Safekeeping

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

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

~~17~~14.1 Indemnities to Governors Indemnification

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

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

~~17~~14.2 Protection of Governors

No Governor ~~or officer for the time being of the University or of the Board~~ shall be liable for the acts, receipts, neglects or defaults of any other Governor, or officer or employee, or for ~~joining in any receipt or act for conformity or for~~ any loss, damage or expense happening to the University, through the insufficiency or deficiency of title to any property acquired by the University or for or on behalf of the University, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the University shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or institution with whom any moneys, securities, or effects

REVISED DRAFT
June 1, 2017

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.

~~17.3~~ **14.4 Insurance**

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

ARTICLE 15 - REMUNERATION

15.1 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.

15.2 Subject to compliance with Article ~~7 above~~ 4, if any Governor ~~or officer of the University~~ shall be employed by or shall perform services for the University otherwise than as a Governor ~~or officer~~ or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the University, the fact of the person being a Governor ~~or officer of the University~~ shall not disentitle such Governor or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE ~~18~~ - REMUNERATION 16 – DISPUTE RESOLUTION

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

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

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

ARTICLE ~~19~~ - AMENDMENT 17 – BY-LAWS

19.1 All By-Laws of the University enacted prior to the date hereof are hereby repealed with the exception of Article 8 of By-law Number 1 and the definitions relating thereto, which shall continue in full force and effect.

17.2 Notice of any motion that a By-law is to be presented, enacted, amended or repealed shall be sent to each Governor and postmarked ~~not 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

REVISED DRAFT
June 1, 2017

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 18 – SEVERABILITY

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

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

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



REPORT on Student Sexual Violence Policy

Action Required:

Public: ☒
 Non-Public: ☐

Discussion ☒
 Decision ☒

TO: Governance, Nominations & Human Resources Committee

DATE: June 7, 2017

FROM: Robert Bailey, Provost and VP Academic

SUBJECT: Policy to Prevent and Respond to Sexual Violence for Students

A. Purpose

We are seeking the recommendation of the Governance, Nominations & Human Resources Committee of the changes to the Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence (aka Student Sexual Violence Policy) for approval by the Board of Governors.

B. Background/Context

The passing of the *Sexual Violence and Harassment Action Plan Act (Supporting Survivors and Challenging Sexual Violence and Harassment)*, 2015 (the "SVHAP Act"), required universities to update their policies and processes for preventing and responding to sexual violence and harassment on their campuses. The University approved its Student Sexual Violence Policy Dec 7, 2016.

Following approval and implementation a comment period was promised for three months. Collected feedback was to be incorporated into a report presented to the board May 3, 2017 detailing proposed amendments and upgrades to the policy. Although the majority of the proposed changes to the policy were editorial in nature, there were also substantive changes needed that corresponded with compliance regulations and with how we train our community. Therefore, some proposed changes resulted in a re-engagement with the university's approval process and deferring this plan until the June 22, 2017 annual meeting for the Board of Governors.

Discussion and Rationale

Editorial changes have been highlighted in the attached policy draft for review.

Substantive changes made to the policy are twofold:

- [Ontario Regulation 131/16](#) requires tracking data related to sexual violence and reporting on collected data annually to the Ontario Government. The proposed reporting structure is to make use of the oversight committee indicated in section 5 of the Policy to deliver the report to the Provost's Office. Per standard reporting practices a summary report will be delivered to Board of Governors.
- When any member of the community receives a disclosure they are advised to indicate such to disclosure@uoit.ca. Following up in this way allows the university to advise individual confidentially and to track incidents of Sexual Violence in its community.

Request

We are seeking a resolution from GNHR to recommend the policy for approval by the board. This recommendation will account for advice and/or recommended changes on the draft Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence.

POLICY ON SEXUAL VIOLENCE FOR STUDENTS AND PROCEDURES FOR RESPONDING TO INCIDENTS OF SEXUAL VIOLENCE

In an emergency, call for help

In North Campus buildings:

Help EMS easily locate you,
call x2400 or 905-721-3211

Downtown Campus:

Call 9-1-1

Anywhere off campus:

Call 9-1-1

- ~~UOIT can help you if~~ you have experienced ~~an incident involving~~ Sexual Violence, ~~UOIT can help you~~. The best way to receive help is to contact a [Support Worker](#) in the Sexual Violence Care Unit (905.721.7723 or email supportworker@uoit.ca) who can provide you with support and aid in a confidential environment ([per the Freedom of Information and Protection of Privacy Act](#)).
- This policy details UOIT's intent to prevent and address incidents of Sexual Violence and sets out the procedures that will be followed for reporting, investigating and addressing incidents of Sexual Violence for Students. [Helpful guidance is found is available online 24/7](#)
- This document uses ~~key terms that are~~ hyperlinked ~~to their~~ definitions found in [Appendix A](#);
- ~~To Request request an alternative document format from AODA of this document can, make an AODA request here~~ be requested.

TABLE OF CONTENTS

WHAT ARE UOIT'S COMMITMENTS? – Guiding Principles	2
HOW DOES UOIT HELP? – Purpose of this Policy	3
WHO DOES THIS COVER? WHEN? and WHERE? – The Scope of this Policy	43
HOW DOES THIS POLICY WORK? WHAT CAN I EXPECT? – Procedures	4
HOW DO I TELL SOMEONE ABOUT WHAT HAS HAPPENED? – Disclosure and Reporting	5
<i>WHAT IS A DISCLOSURE? – Talking to a trusted person</i>	5
<i>WHO SHOULD I TALK TO? – Reporting to a Support Worker</i>	6
HOW WILL ALLEGATIONS OF SEXUAL VIOLENCE BE ADDRESSED? – Support Services	7
<i>WHAT OTHER RESOLUTIONS ARE AVAILABLE? – Informal Resolution Processes</i>	8
<i>IF I FILE A FORMAL REPORT, WHAT WILL HAPPEN? – The Formal Report Process</i>	8
<i>HOW DO INVESTIGATIONS WORK? – Investigations & Corrective Actions</i>	9
<i>HOW IS A DECISION REACHED? – Associate Provost's Decision</i>	10

Parent Policy: Anti Violence Policy; [Classification LCG 1138](#);

Framework Category: Legal, Compliance and Governance;

Approving Authority: Board of Governors; Policy Owner: Provost and VP Academic;

Approval Date: Dec 7, 2016; Review Date: May 2017

Page 1 of 17

HOW CAN A DECISION BE CHALLENGED? – Appeal	11
HOW OFTEN WILL THIS POLICY BE REVIEWED? – Monitoring and Review	11
WHAT OTHER POLICIES WORK WITH THIS POLICY? Related Policies	11

WHAT ARE UOIT'S COMMITMENTS? – Guiding Principles

1. [The University of Ontario Institute of Technology \(UOIT\)](#) is committed to maintaining healthy and safe learning, living, social, recreational and working environments. Acts that perpetuate [Sexual Violence](#), including [Sexual Harassment](#), are against [UOIT's values](#) and will not be tolerated. Thus, UOIT will:
 - Condemn all acts that perpetuate or reinforce Sexual Violence and hold individuals who perpetrate such acts accountable;
 - Help those who have experienced Sexual Violence by providing resources and aid, regardless of whether or not an [Informal Report](#) or [Formal Report](#) is filed;
 - Help our community to oppose Sexual Violence through preventative educational programming;
 - Continually improve how the university addresses Sexual Violence by examining the efficacy of programming choices, how aid is administered, and how [Students](#) use our services.
2. There are many myths and misconceptions about Sexual Violence (e.g., rape myths) that downplay the seriousness of Sexual Violence and confuse an individual's understanding of [consent](#). These ways of thinking contribute to a social context in which individuals who experience Sexual Violence may blame themselves for what happened, worry that they will not be believed, and ~~make may reduce reporting reports of~~ Sexual Violence ~~less likely to happen~~. These misconceptions contribute to victim-blaming responses that excuse perpetrators for their actions. UOIT strongly opposes this kind of thinking. ~~This policy was and has developed this policy in to~~ support ~~of~~ those who have experienced Sexual Violence and ~~to ensure they are treated will treat individuals~~ with dignity and respect during [disclosure](#), investigation and institutional response.
3. The University, recognizes that each individual is free to label their experiences using whatever terminology they choose. The label "survivor" may work for some individuals, and may not for others. To that end, this policy refers to individuals based on their interaction with the policy. When dealing with individuals, the [U](#)niversity will respect each individual's preferred term.
4. UOIT is aware of and acknowledges the diverse backgrounds and cultures of Students and will ~~consider~~ and take reasonable measures to accommodate needs emerging from this diversity when dealing with individual cases.
5. An Advisory Committee, comprised of [a diverse selection of](#) Students, [Faculty](#) and [Staff](#), will be established to ~~oversee and review and recommend revisions to this policy as well as the~~ programming and training choices ~~in consultation with community partners that stand against~~ Sexual Violence by:

Commented [A1]: UOIT prides itself on its diverse student population. The variance in student identities (including LGBTQ+), backgrounds, and cultures will be considered when accommodating needs emerging from this diversity when dealing with individual cases.

Commented [A2]: Move to "established to consult with community partners and review and recommend revisions..."

- Advising on training programs for development and delivery to Staff, Faculty, and Students, [senior administrators and the UOIT Board of Governors. This training which will include UOIT's process for responding to, and addressing incidents and complaints](#);
- ~~Consulting on up to date information on~~ [Identifying updates to](#) supports, ~~and~~ services, ~~including and~~ online content;
- Reviewing [information, not including personal information about](#) instances of Sexual Violence committed against, or perpetrated by, members of UOIT and the help-seeking behaviours related to such incidents;
- Evaluating the efficacy of programming, activities, and help processes related to tracked behaviours and advising on changes, where necessary;
- Overseeing the implementation of a survey of [UOIT Members](#), as required, relating to the effectiveness of Sexual Violence aspects of this policy;
- Drafting an annual report ~~informed by available~~ [highlighting](#) data related to measures listed above in this section and make recommendations to the Provost or delegate; and
- ~~Preparing a written~~ [annual](#) review to the Office of the Provost detailing recommended changes to this policy and related procedures.

HOW DOES UOIT HELP? – Purpose of this Policy

6. For any [UOIT Student](#) who has experienced [Sexual Violence](#) and for any Student who has perpetrated Sexual Violence, this policy and related procedures detail how UOIT will:
 - Empower Students to make separate choices on [1\)](#) whether to [disclose](#) within a safe space [at the university](#) in order to receive support, and [2\)](#) whether to officially report that experience to the [University](#) in order to pursue a path to justice;
 - Accommodate the needs of Students affected by Sexual Violence,
 - Offer fair paths to justice as alternatives to, and not replacements for, external judicial proceedings;
 - Implement [interim measures](#) to protect Students affected by Sexual Violence, where appropriate.
 - Investigate incidents of Sexual Violence, where requested or where required as listed in [section 27](#) below; and
 - Detail how incidents of Sexual Violence will be addressed.
7. UOIT stands against Sexual Violence through a preventative approach. This approach involves educational programming and training to empower our community and to minimize behaviours that contribute to the perpetuation of Sexual Violence. Key topics to be addressed include, but are not limited to:
 - Abuses of power dynamics and victim blaming;
 - Alcohol and substance consumption;
 - Cultural competency and sources of [discrimination](#);
 - [Consent](#) culture;
 - How sexism, ableism, ageism, and racism intersect with Sexual Violence;
 - Rape culture;
 - Understanding aggression and standing up to aggression; and
 - Understanding online harassment through social media.

WHO DOES THIS COVER? WHEN? and WHERE? – The Scope of this Policy

If you are a Student and you have experienced Sexual Violence, UOIT can help you.

8. **WHO?** - This policy applies to *all* incidents of alleged [Sexual Violence](#) involving [Students](#).
9. **WHAT BEHAVIOUR? & WHERE?** This policy applies:
 - To Students experiencing Sexual Violence or who have previously experienced Sexual Violence anywhere within the university community;
 - To Students accused of perpetrating an act of Sexual Violence against a member of the [UOIT](#) community, both on and off campus (e.g., parking garages, residences, gatherings of UOIT Students) including:
 - a) Through any conduct in the course of work, co-op, practicum, research, or study arising out of or related to UOIT's interests, and;
 - b) Through any media (e.g., in-person, written, recorded, online).
10. **WHAT IF A NON-UOIT MEMBER IS INVOLVED?** Reports of Sexual Violence involving a UOIT Student can be filed by any individual, even if they are not affiliated with UOIT. For example, students at other institutions can file a Report to UOIT about a [UOIT Member](#) by contacting [General Counsel](#). Incidents involving a Student, [Faculty](#) or [Staff](#) member from Durham College or Trent in Oshawa, resulting from the shared campus environment, will be investigated in collaboration with those institutions.
11. **WHAT LEGISLATION APPLIES?** The [Ministry of Training, Colleges and Universities Act](#) requires universities to have sexual violence policies to prevent and respond to incidents involving students. The [Criminal Code of Canada](#) prohibits [Sexual Assault](#), [Voyeurism](#) and [Criminal Harassment](#) (including [Stalking](#) and [Cyberbullying](#)). The [Ontario Human Rights Code](#) prohibits harassment on the basis of sex, sexual orientation, gender identity and gender expression in educational and employment matters and environments.
12. **WHAT IF A UOIT EMPLOYEE IS INVOLVED?** Collective Agreements and/or employee policies prohibit Sexual Violence for UOIT employees. In incidents where a UOIT employee is involved, this policy will work in conjunction with the requirements of those agreements and policies. In these circumstances, Human Resources may be consulted to ensure the requirements set out under the *Policy to Prevent and Respond to Violence, Harassment and Discrimination in the Workplace*, and related procedures, are also applied and upheld.
13. **WHO ENFORCES THIS POLICY?** The Vice President Academic and Provost, or successor thereof, is the policy owner, which means they are responsible for overseeing the implementation, administration, interpretation, and application of the policy.

HOW DOES THIS POLICY WORK? WHAT CAN I EXPECT? – Procedures

14. The procedures set out in this document are intended to address incidents and allegations of [Sexual Violence](#) involving [Students](#).
15. Students who may have experienced Sexual Violence have the right to:

- Choose whether to initiate, continue or discontinue telling their story, including the right to tell whomever they trust, the right to participate or not participate in any aspect of processes that result from filing a [Formal Report](#) or [Informal Report](#);
 - [Choose not to request an investigation, and have the right not to participate in any investigation that may occur](#);
 - Be protected from irrelevant questions such as those related to past sexual history or sexual expression;
 - Choose whether to access support and accommodations, regardless of whether there is an [official-Formal Report](#) or [Informal Report](#); and
 - Choose whether to pursue recourse through external processes, such as an application to the Human Rights Tribunal of Ontario, and processes of criminal or civil justice.
16. Individuals have the right to be accompanied by legal counsel, union representative or other person at any point during this procedure and related processes.
17. In order to ensure procedural fairness, the following principles will apply:
- Participation in an Informal Resolution Process (described below) will not prejudice those involved in a subsequent Report or investigation;
 - [Disclosers](#) will be provided with an opportunity to submit all of their allegations along with relevant information;
 - [Respondents](#) will be provided with the information that is required to fully understand the allegations and provide a complete response;
 - Where an investigation and/or a hearing is conducted, witnesses will be given a reasonable opportunity to understand the allegations and provide relevant information; and
 - Individuals have the right to be accompanied by legal counsel, union representative, or other person at any point during this procedure and related processes.
18. Any Reprisal, or expressed or implied threat of Reprisal, for reporting an incident or making a complaint about Sexual Violence under this procedure may itself be the subject of a Report and may be subject to [interim measures](#) (such as a conduct contract, restrictions from certain buildings on campus, or other appropriate measure).

HOW DO I TELL SOMEONE ABOUT WHAT HAS HAPPENED? – Disclosure and Reporting

19. This policy distinguishes between telling someone about what has happened ([Disclosure](#)) and telling a designated [Support Worker](#) who can provide help from a confidential space ([Reporting](#)).
20. Disclosing and Reporting [Sexual Violence](#) are personal acts. [Students](#) who share their experience have the right to be treated respectfully, and for the information provided to be kept in confidence, shared only on a need-to-know basis, where legally required. All information will be handled in accordance with the [Freedom of Information and Protection of Privacy Act](#).

WHAT IS A DISCLOSURE? – Talking to a trusted person

21. [UOIT](#) recognizes that individuals who have experienced Sexual Violence may initially disclose to a friend, peer leader, or trusted [Faculty](#) or [Staff](#). ~~The~~ [Any](#) individual receiving a Disclosure should

act in a caring and supportive way and should maintain confidentiality, except where the [Disclosing](#) individual consents to further information sharing in order to access help. Any [person individual](#) who receives a Disclosure should inform the discloser about this policy and, where needed, help them to access a Support Worker. [After receiving a Disclosure, the individual should email disclosure@uoit.ca sharing only the time of the disclosure and confirming that the student who disclosed has been directed toward the website and Support Worker.](#) Help for those who have received a Disclosure [and guidance on how to receive a Disclosure](#) are posted [online](#).

22. ~~In any event,~~ Those who receive a Disclosure must promptly share that information to the Office of Campus Safety in the following circumstances [\(and must inform the discloser of this action\)](#):
- The information received suggests there is a perceived threat or risk of harm, including self-harm, to a Student or other individual;
 - The information received suggests that the actions constitute harassment and/or result in an individual feeling as though their personal safety is at risk, whether in person or online; or
 - The information received suggests an incident occurred involving Workplace Violence or Workplace Harassment under the *Occupational Health and Safety Act*;
23. Those who receive a Disclosure are encouraged to consult with the Director, Campus Safety for advice about whether, and to what extent, that information must be shared. The Office of Campus Safety will use and share the information provided to the extent that is required by law.

WHO SHOULD I TALK TO? – Reporting to a Support Worker

24. In an emergency call for help. When on North campus, call Security at 905.721.3211 (x2400) to help EMS more easily locate you. ~~When~~ [When](#) downtown or off campus call 911. Individuals may also visit the [Office of Campus Safety](#) in person (1202 Simcoe Building) or the Security Offices in Downtown locations.
25. For [Students](#) who need help, [Support Workers](#) in ~~Student Mental Health Services~~ are authorized to receive, on behalf of [UOIT](#), reports about incidents of [Sexual Violence](#) involving [Students](#). To make an appointment with a Support Worker, call 905.721.7723 or email [supportworker@uoit.ca](#). Appointments may be held by phone or in person at a different campus location at the request of the Student. Support Workers can offer support and accommodation independent of any action related to [Reporting](#). Students may also access [community supports and services](#) listed online.
26. There are two ways to report Sexual Violence to UOIT, an “[Informal Report](#)” and a “[Formal Report](#)” – each type of report allows the individual to tell their story, on their own terms. The decision to disclose the details that may indicate Sexual Violence through an Informal Report and the decision to file a Formal Report are separate decisions:
- An “[Informal Report](#)” occurs when a Student discloses to a Support Worker about an incident in which Sexual Violence may have occurred. The Informal Report can be provided by any individual who has information about the incident, and does not automatically initiate a Formal Report. An Informal Report may relate to a [Respondent](#) who is, or is not, a Student.

- A "[Formal Report](#)" is a formal written request by a [UOIT Member](#) for UOIT to investigate and address a detailed incident of Sexual Violence.
27. Informal Reports and Formal Reports to a Support Worker are made in a protected space and will be kept confidential, except under the following circumstances, and as required by law:
- The discloser seeks accommodations and consents to sharing information with other university officials on a need-to-know basis in order to make the appropriate arrangements (*e.g.*, accommodations, safety planning);
 - The discloser chooses to proceed with a Formal Report, in which case a confidential investigation will be conducted and information will be shared only to the extent necessary to achieve procedural fairness, and as otherwise required by law;
 - Information is received suggesting there is a clear risk of harm, including self-harm, to a Student or other individual;
 - Information suggests an incident occurred involving Workplace Violence or Workplace Harassment under the Occupational Health & Safety Act, in which case a confidential investigation will be conducted and information will be disclosed only to the extent necessary to achieve procedural fairness;
 - Informing law enforcement is required by law (*e.g.*, in the case of a minor); or
 - Information required for a police investigation, or for litigation purposes.
28. Access to support and accommodation through a Support Worker is available by phone, email, or through Campus Security on a 24/7 basis. Our [online support guide](#) details supports and services available in the community that can be contacted for help.

HOW WILL ALLEGATIONS OF SEXUAL VIOLENCE BE ADDRESSED? – Support Services

29. [Support Workers](#) support disclosers and [Complainants](#) by providing assistance and accommodation through the resolution process of their choosing. Assistance provided by a Support Worker may include:
- A detailed explanation of available processes under this policy;
 - Communicating with the discloser's consent with counsellors or other university officials at [UOIT](#) involved in providing support and academic accommodations, [interim measures](#), interpreting university policies and guidelines, and providing information to the Office of Campus Safety;
 - Accompanying the discloser or Complainant to an appointment that they may need support to attend;
 - Referral to contacts for support, services and resources through external community partners. Available community partner services are [listed online](#); or
 - Follow up after a resolution is achieved to ensure it has been enacted and to ensure ongoing access to services where needed.
30. Disclosers or Complainants who require accommodations in their courses or other areas can work with their Support Worker to find solutions that will help minimize disruption. Accommodations may include: separation of the parties, exam or assignment deferral, class and/or schedule changes, emergency bursaries, and/or residence modification. The Support Worker will make the accommodation arrangements on the discloser's behalf and with their

consent taking care to share only enough information with other university officials as is necessary to make the accommodation.

31. If the details of the report reveal a significant risk to others, the Support Worker may contact the Office of Campus Safety and/or other law enforcement agencies. If the details of the Report involve a [Respondent](#) who is not otherwise covered by the scope of this Policy, the Office of Campus Safety will enact appropriate security measures to protect the [Student](#).

WHAT OTHER RESOLUTIONS ARE AVAILABLE? – Informal Resolution Processes

32. A discloser and/or [Complainant](#) may choose to pursue an Informal Resolution Process at any point following a Report. The [Support Worker](#) will work with the discloser or Complainant to select options that will help them to meaningfully address the incident of [Sexual Violence](#) and where participation does not place the [Student](#) at risk. Examples of informal processes include: seeking apology; delivering an impact statement; meeting with a university official identified by the Support Worker to discuss the ways in which future occurrences of the disclosed incident can be prevented; facilitated discussion; and processes based on restorative justice principles.
33. The Support Worker will work with the [Case Manager](#) to undertake the informal resolution option selected by the discloser and/or Complainant. Participation in an Informal Resolution Process is voluntary and requires consent of all parties. The Case Manager will normally be the Director, Office of Campus Safety.
34. Where the Informal Resolution Process involves the [Respondent](#), the Support Worker will take steps to ensure that the circumstances of any meeting will appropriately protect the dignity of the Complainant through accommodations that continue to allow their participation. Accommodations that may be considered include: providing separate rooms before the meeting; alternate means of participation such as telephone, video, pre-recorded answers and statements; prepared written responses; the opportunity to have support and representation at the hearing; and other appropriate accommodations.
35. All Informal Resolution Processes between the discloser, Complainant and/or the Respondent are held in confidence and on a “without prejudice” basis. This means that the discussions that take place during the Informal Resolution Process may not be later disclosed or used in a subsequent Report or investigation. Parties involved in Informal Resolution Processes will be asked to sign a confidentiality agreement before the process proceeds.
36. If a written agreement is reached by all parties through Informal Resolution Processes, and the Case Manager approves the written agreement, the Report will be deemed resolved and this procedure will cease.
37. If the selected Informal Resolution Process is unsuccessful, new options will be made available, which may include another Informal Resolution Process or the filing of a [Formal Report](#).

IF I FILE A FORMAL REPORT, WHAT WILL HAPPEN? – The Formal Report Process

38. If an individual chooses to file and then pursue a [Formal Report](#), the [Support Worker](#) will refer the matter to a [Case Manager](#) who will oversee the process to ensure all parties are treated fairly and that the file proceeds as expeditiously as possible. The Case Manager will also provide

updates to the discloser or [Complainant](#) on the progress of the file. This does not remove the Support Worker from the process; they continue to provide support throughout the process.

39. The Support Worker will provide the discloser with a [Report Form](#), or a link to an electronic Report Form, and assist them when needed to complete the form. The discloser may submit all of the allegations along with relevant information as part of their Report. The Report will be forwarded to a Case Manager by the Support Worker.
40. The Formal Reporting process begins with the Case Manager considering whether [interim measures](#) are necessary to protect the safety of the Complainant or any other [Student](#). Reasonable interim measures will be imposed on the basis of the assumption that allegations of [Sexual Violence](#) are true, having regard to the safety of all Students, the severity of the allegations, and the Complainant's desire to restrict access to disclosed information.
41. If, during any stage following the receipt of a Report, there is evident behaviour or actions of retaliation, or expressed or implied threat of reprisal against a discloser or [Complainant](#), the [Case Manager](#) may impose temporary measures (such as a conduct contract, restrictions from certain buildings on campus, or other appropriate measure) and the reprisal may itself be the subject of a Report.
42. The Case Manager will review the [Formal Report](#) to determine whether the described incident would be covered under this policy assuming the allegations are true. During this review, the Case Manager may meet with any individual deemed necessary to assess whether the report warrants investigation.
43. If the allegations set out in the Report do not amount to Sexual Violence or the [Respondent](#) is not a [UOIT Member](#), the Case Manager will advise the parties, in writing, of the determination to not proceed with an investigation. In all other cases, the Report will be investigated. The Case Manager will advise the parties in writing that the Report will be investigated, that an investigator will be appointed, and that the parties will be contacted by the investigator in due course.

HOW DO INVESTIGATIONS WORK? – Investigations & Corrective Actions

44. The purpose of an investigation is to: gather evidence and witness statements; weigh the evidence; make findings of fact based on the evidence; and produce an investigative report. In an investigation under this procedure, the investigator must conclude, weighing the evidence on a balance of probabilities, either: (1) that [Sexual Violence](#) did occur; or (2) that Sexual Violence did not occur.
45. [All information obtained during an investigation will be kept confidential to the greatest extent possible. Only those individuals who must have access to the information, for the purposes of upholding UOIT's legal obligations, will have access to any sensitive information and all relevant documents, including electronic documents, will be kept in a secure location.](#)
- 45-46. The [Case Manager](#) will appoint an investigator with the required training and experience to conduct a fair and objective investigation. The investigator must not be directly involved in the incidents at issue, and should not have a reporting relationship with the individuals involved in the incidents being investigated. Where accommodations are required, the discloser has the

right to request and that an external investigator be appointed. To this end, the investigation may be conducted by an [UOIT](#) investigator or by an external investigator.

~~46-47.~~ The Case Manager will provide the investigator with all relevant documents and information, except that which is privileged (e.g., records of discussions that took place during Informal Resolution Processes).

~~47-48.~~ The Case Manager will send written notice to the [Respondent](#) that an investigation of a Report of Sexual Violence is being initiated. This notice will, at minimum, be delivered in writing to a UOIT.net or UOIT.ca email account, as applicable.

~~48-49.~~ The notice to the Respondent will contain all information that is required to fully understand the allegations and provide a complete response, including:

- The name of the investigator;
- A complete summary of the allegations and supporting documents;
- A summary of any further information gathered by the Case Manager; and
- An invitation for the Respondent to meet with the investigator to discuss the Report.

The notice will also provide contact information for UOIT [Support Services](#), and will indicate that the Respondent has the right to be supported and accompanied by legal counsel and/or other support.

~~49-50.~~ The Respondent will be given a reasonable opportunity to respond to the allegations and may choose to respond in person or in writing. If no response is provided within a reasonable timeframe, set by the investigator, or the Respondent chooses not to participate, the investigator may proceed without input from the Respondent.

~~50-51.~~ At any point during the investigation, the investigator may set meetings with any party to obtain further information. At a minimum, the investigator will make reasonable attempts to meet with the [Complainant](#) and the Respondent. The investigator may also choose to seek information from other witnesses taking care to ensure that they are given a reasonable opportunity to understand the allegations and provide relevant information. Individuals have the right to be accompanied by legal counsel, union representative, or other person at any point during this procedure or related processes.

~~51-52.~~ Based on all available evidence, the investigator will determine whether there has been a violation of the policy, weighing the evidence on a balance of probabilities. The investigator's determination will be reported to the Case Manager in an investigative report, containing a summary of the information gathered during the investigation and the investigator's conclusions.

HOW IS A DECISION REACHED? – Associate Provost's Decision

~~52-53.~~ The [Case Manager](#) will forward the investigative report, along with their confirmation that fair processes were followed and reference to corrective measures consistent with comparable offenses to the Associate Provost or delegate who has appropriate training and experience to make decisions involving [Sexual Violence](#).

53-54. The Associate Provost or delegate will consider the investigative report and determine the appropriate corrective actions including: a written warning, conduct contract, community service, alternative forms of restitution, suspension or eviction from one or more facilities at the university, or expulsion. The Associate Provost or delegate's determination will be forwarded to the Case Manager.

54-55. The Case Manager will provide the [Respondent](#) with a written summary of the investigation, attaching a copy of the determination.

55-56. The Respondent will have ten working days to provide a response, which may include a request for a meeting to hear the response. If the [Student](#) fails, without reasonable excuse, to provide a response, the Associate Provost or delegate may proceed to decide on the case in the Student's absence. This decision will be conveyed to the Respondent in writing.

56-57. The Case Manager will share the decision, in writing, with the [Complainant](#) and the Respondent as appropriate to maintain obligations under privacy laws, uphold procedural fairness, and ensure the health and safety of involved parties are protected.

HOW CAN A DECISION BE CHALLENGED? – Appeal

57-58. The decisions of the Provost under this Policy may be appealed to the Non-Academic Appeals Committee, in accordance with [Student Conduct Policy](#) and related procedures. In such cases, the case will be heard by a panel comprised of individuals with appropriate skills, training and experience to work with [Sexual Violence](#) cases.

58-59. If an appeal occurs, the dignity of the discloser will be protected through accommodations that allow their participation. Accommodation examples include: providing separate rooms before the meeting; alternate means of participation such as telephone, video, pre-recorded answers and statements; prepared written responses; the opportunity to bring a [Support Worker](#) to the hearing; and other accommodations suggested by the Support Worker and the discloser.

HOW OFTEN WILL THIS POLICY BE REVIEWED? – Monitoring and Review

59-60. This policy and procedures will be reviewed every three years at minimum as required by the MCTU Act. [The Advisory Committee will provide input on any proposed revisions to this policy before those revisions are implemented, and in doing so, will seek input from the broader UOIT community.](#)

WHAT OTHER POLICIES WORK WITH THIS POLICY? Related Policies

60-61. Several Policies interact with this policy, and include:

- Academic Staff Employment Policies
- Access to Information and the Protection of Privacy Policy
- Emergency Management Plan and Procedures
- Fair Processes Policy
- Health and Safety Policy
- Non-Academic Staff Policies

- Policy to Prevent and Address Violence, Harassment and Discrimination in the Workplace
- Records Management Policy
- UOIT Joint Health and Safety Committee Terms of Reference
- UOIT Occupational Health and Safety Management System
- UOIT Student Conduct Policy
- UOIT–Durham College Threat Assessment Procedures
- Work Refusal Procedures
- Workplace Violence Incident Report

[In drafting this document, policies and protocols of other Ontario institutions, including the University of Windsor, University of Toronto, Queen’s University were reviewed. Passages from these policies, have been adapted for use in this document with their permission.]

APPENDIX A DEFINITIONS	<u>What do these terms mean?</u>
Term	Definition
"Case Manager"	A representative assigned the responsibility to manage the Report process. The Case Manager manages Report intake, oversees investigations, and issues a Case Manager's Report.
"Consent"	<p>Consent is an active, direct, voluntary, unimpaired and conscious choice and agreement to engage or continue in a sexual activity. Consent to one act does not mean consent to another. Consent:</p> <ul style="list-style-type: none"> • Is never assumed or implied; • Is not silence or the absence of "no"; • Cannot be given if the person is impaired by alcohol or drugs, or is unconscious; • Is required regardless of the parties' relationship status or sexual history together; • Can be taken back, either through words (e.g., saying no) or body language (e.g., pushing someone away); • Can never be obtained through threats or coercion; and • Cannot be given if the other person abuses a position of trust, power or authority.
"Complainant"	The individual who is alleged to have experienced Sexual Violence in a Formal Report .
"Criminal Harassment"	<p>Criminal Harassment is repeated behaviours that result in an individual feeling as though their personal safety is at risk. Criminal Harassment includes, but is not limited to what is conventionally referred to as stalking and cyberbullying. Criminal Harassment includes:</p> <ul style="list-style-type: none"> • Unsolicited communications either verbal or digital; • Following a person; • Watching a person's home, or other places where they may travel or work; and • Threatening the person or their family.
"Cyberbullying"	<p>Cyberbullying involves using digital communication technologies to engage in harassing behaviour against others. Cyberbullying includes:</p> <ul style="list-style-type: none"> • Sending mean or threatening emails or text/instant messages. • Posting embarrassing photos of someone online; • Posting degrading or harassing content online; • Creating websites to make fun of others; • Pretending to be someone by using their name; or • Tricking someone into revealing personal or embarrassing information and sending it to others
"Disclosing" and "Disclosure"	The act of providing information to another UOIT Member about an incident which that may have involved Sexual Violence .

"Discrimination"	Any form of differential treatment that results in disadvantage, including imposing extra burdens, denying benefits, and/or limiting access to opportunities, based on one or more characteristics that an individual cannot change about themselves known as prohibited grounds under the Ontario Human Rights Code, namely: age; ancestry, colour, race; citizenship, ethnic origin; place of origin; creed; disability; family status; marital status (including single status); gender identity, gender expression; receipt of public assistance (in housing only); record of offences (in employment only); sex (including pregnancy and breastfeeding); sexual orientation.
"Faculty"	A Faculty Member at UOIT .
"Formal Report"	A formal written request, to investigate and address an incident that may have involved Sexual Violence .
"Indecent Exposure"	Indecent Exposure is when an individual exposes their genitals to other people (typically strangers caught off guard) in order to gain sexual satisfaction. Indecent Exposure is also known as flashing or exhibitionism and is a criminal offense under the Criminal Code of Canada.
"Informal Report"	A verbal account of an incident that may have involved Sexual Violence . This account remains confidential except when confidentiality must be broken, as described in section 22 , or unless sharing is otherwise legally required.
"Interim Measures"	Any measures that are taken during the process of addressing a Disclosure or Report, including, for example, limiting contact between involved parties.
"Intimate Partner Violence"	Controlling, abusive, and aggressive behavior in an interpersonal romantic relationship. It can happen to anyone. Intimate partner violence can also be referred to as dating violence and domestic violence. All are considered forms of Sexual Violence .
"Reporting"	The act of disclosing to a Support Worker .
"Report Form"	A form provided by a Support Worker or Case Manager which is completed by a Complainant to initiate a Report .
"Respondent"	An individual who is alleged to have engaged in Sexual Violence in a Formal Report .
"Sexual Assault"	Is sexual touching of another person with any object or body part that is without Consent or by force. Any sexual activity without consent is sexual assault. (Criminal Code of Canada, section 271, 272, 273) Sexual Assault includes rape.

Commented [A3]: Include sample report form?

"Sexual Harassment"	<p>A course of vexatious comment, conduct and/or communication based on sex, sexual orientation, gender, gender identity or gender expression, or orientation that is known or should have been known to be unwelcome. Sexual Harassment is a form of Sexual Violence and may include, but is not limited to:</p> <ul style="list-style-type: none"> • Sexual solicitation, advances, or remarks, including any situation with an implied or express promise of reward or benefit in return for sexual favours, and/or implied or express threat or act of reprisal if sexual favours are denied (e.g., coercion); • Gender-based harassment that enforces traditional heterosexual gender norms, roles, or behaviours and is often used as a bullying tactic. • Physical contact of a sexual nature (including Sexual Assault in the Criminal Code); Suggestive or inappropriate comments or gestures (including songs and chants); • Non-consensual posting of pictures, aggressive comments, and slurs on social media; • Inappropriate display of sexually suggestive pictures, posters, objects, graffiti; and <p>Sexual conduct that interferes with an individual's dignity or privacy such as Voyeurism.</p>
"Sexual Violence"	<p>Any sexual act or act targeting a person's sexuality, gender identity or gender expression, whether the act is physical or psychological in nature, that is committed, threatened or attempted against a person without the person's consent, and includes sexual abuse, Sexual Assault (including rape), Sexual Harassment, Stalking, trafficking, Criminal Harassment, circulating degrading sexual imagery, Indecent Exposure, Intimate Partner Violence, Voyeurism and sexual exploitation.</p>
"Staff"	An employee at UOIT not represented by a collective agreement.
"Stalking"	A form of Criminal Harassment involving repeated conduct that is carried out over a period of time and that causes an individual to reasonably fear for their safety or the safety of someone known to them. Stalking does not require physical injury; it is enough if the conduct makes a person fearful.
"Student"	A Student currently registered or previously enrolled at UOIT .
"Support Services"	The services referenced in sections 29 through 31 .
"Support Worker"	Staff Members designated in this Policy to receive Disclosures and/or Reports and to make getting help easier by providing aid to disclosers on behalf of UOIT . Support Workers will treat and respond to all Disclosures and/or Reports of Sexual Violence seriously.
"UOIT"	University of Ontario Institute of Technology.
"UOIT Member"	A Student , Faculty or Staff , individuals engaging in work, research or study arising out of or related to UOIT's interests, and any individual on or visiting UOIT.
"Voyeurism"	The act of deriving sexual gratification from the covert observation of others as they undress or engage in sexual activities. This may include recording such activity and distributing it. When the behaviour of the individual watching another is unwelcome, repeated and makes the observed person feel unsafe, it may also constitute Criminal Harassment .

Commented [A4]: Can we add this?

BOARD OF GOVERNORS
DRAFT MEETING SCHEDULE 2017 - 2018

Agenda Item 8.1

COMMITTEE	DATE	TIME	ROOM
Audit & Finance Committee	October 12, 2017	12:30 p.m. - 3:30 p.m.	ERC 3023
Audit & Finance Committee	November 22, 2017	12:30 p.m. - 3:30 p.m.	ERC 3023
Audit & Finance Committee	February 18, 2018	12:30 p.m. - 3:30 p.m.	ERC 3023
Audit & Finance Committee	April 27, 2018	12:30 p.m. - 3:30 p.m.	ERC 3023
Audit & Finance Committee	June 18, 2018	1:00 p.m. - 5:00 p.m.	ERC 3023
Board of Governors Retreat	May 10-11, 2018 OR May 17-18, 2018		
Board of Governors	October 26, 2017	12:00 p.m. - 5:00 p.m.	DTB 524
Board of Governors	December 7, 2017	12:00 p.m. - 5:00 p.m.	DTB 524
Board of Governors	March 7, 2018	12:00 p.m. - 5:00 p.m.	DTB 524
Board of Governors	May 9, 2018	12:00 p.m. - 5:00 p.m.	DTB 524
Board of Governors - AGM	June 27, 2018	12:00 p.m. - 5:00 p.m.	DTB 524
Executive Committee	September 6, 2017	10:00 a.m. - 12:00 p.m.	ERC 3023
Executive Committee	November 8, 2017	10:00 a.m. - 12:00 p.m.	ERC 3023
Executive Committee	January 24, 2018	10:00 a.m. - 12:00 p.m.	ERC 3023
Executive Committee	March 28, 2018	10:00 a.m. - 12:00 p.m.	ERC 3023
Executive Committee	May 23, 2018	10:00 a.m. - 12:00 p.m.	ERC 3023
Governance, Nominations & Human Resources Committee	September 27, 2017*	10:00 a.m. - 1:00 p.m.	ERC 3023
Governance, Nominations & Human Resources Committee	November 15, 2017	10:00 a.m. - 1:00 p.m.	ERC 3023
Governance, Nominations & Human Resources Committee	February 7, 2018	10:00 a.m. - 1:00 p.m.	ERC 3023
Governance, Nominations & Human Resources Committee	April 19, 2018	10:00 a.m. - 1:00 p.m.	ERC 3023
Governance, Nominations & Human Resources Committee	May 31, 2018	12:30 p.m. - 3:30 p.m.	ERC 3023
Investment Committee	November 22, 2017	10:00 a.m. - 12:00 p.m.	ERC 3023
Investment Committee	February 18, 2018	10:00 a.m. - 12:00 p.m.	ERC 3023
Investment Committee	May 31, 2018	10:00 a.m. - 12:00 p.m.	ERC 3023
Investment Committee	August 15, 2018	10:00 a.m. - 12:00 p.m.	ERC 3023
Strategy & Planning Committee	October 2, 2017*	12:30 - 3:30 p.m.	ERC 3023
Strategy & Planning Committee	November 8, 2017	12:30 - 3:30 p.m.	ERC 3023
Strategy & Planning Committee	January 24, 2018	12:30 - 3:30 p.m.	ERC 3023
Strategy & Planning Committee	March 28, 2018	12:30 - 3:30 p.m.	ERC 3023
Strategy & Planning Committee	May 23, 2018	12:30 - 3:30 p.m.	ERC 3023
OTHER DATES			
CCOU Conference	November 16-18, 2017		
Convocation	June 7 & 8, 2018		
*subject to change			



COMMITTEE REPORT

Non-Public: ☐
 Public: ☒

Action Required:

Discussion ☒
 Decision ☒

DATE: June 7, 2017

TO: Governance, Nominations and Human Resources Committee

FROM: Robert Bailey, Acting Provost and Vice-President

SUBJECT: Amendment to the UOIT Pension Plan

A. Purpose

To obtain the Committee's recommendation of the proposed amendment to the University's Defined Contribution Pension Plan (DCPP).

B. Background/Context

As a result of a change under the *All Families Are Equal Act, (Parentage and Related Registrations Statute Law Amendment)*, 2016, S.O. 2016, c. 23 - Bill 28, an amendment to the definition of "spouse" in the *Pension Benefits Act*, R.S.O. 1990, c. P.8 (PBA) came into effect on January 1, 2017. The PBA now defines "spouse" as:

"spouse" means, except where otherwise indicated in this Act, either of two persons who,

- (a) are married to each other, or
- (b) are not married to each other and are living together in a conjugal relationship,
 - (i) continuously for a period of not less than three years, or
 - (ii) in a relationship of some permanence, if they are the parents of a child as set out in section 4 of the Children's Law Reform Act; ("conjoint")

All plan sponsors in Ontario are required to administer their pension plans as if this amendment has already been made to their respective documents.

Accordingly, the Senior Administration Sub-Committee of the Pension & Benefits Committee is recommending the following amendment to section 2.19 of the DCPP:

“Spouse” means a person of the same or opposite sex to the Member from whom the Member is not living separate and apart and to whom the Member is:

- (a) legally married; or
- (b) not legally married but with whom the Member has been living in a conjugal relationship,
 - (i) continuously for a period of not less than three years; or
 - (ii) in a relationship of some permanence, ~~and who, with the Member, is the natural or adoptive parent of a child, as defined in the *Family Law Act* (Ontario).~~ **if they are the parents of a child as set out in section 4 of the *Children’s Law Reform Act*.**

C. Recommendation

That the Governance, Nominations and Human Resources Committee recommends the attached resolution for approval by the Board of Governors, as presented.

**Resolution of the Board of Governors of
the University of Ontario Institute of Technology**

WHEREAS the University of Ontario Institute of Technology (the “University”) established the University of Ontario Institute of Technology Pension Plan (the “Plan”), registration number 1087808;

AND WHEREAS the University has reserved the right to amend the Plan pursuant to Section 9.01 of the Plan;

AND WHEREAS the definition of “Spouse” in Section 1 of the *Pension Benefits Act*, R.S.O. 1990, c. P.8 (PBA) was amended effective January 1, 2017;

AND WHEREAS the University is amending the definition of “Spouse” in section 2.19 of the Plan, as attached, to comply with the change of definition in the PBA;

AND WHEREAS the Governance, Nominations and Human Resources Committee has reviewed and recommended the amended definition of “Spouse” in the Plan;

NOW THEREFORE BE IT RESOLVED THAT, effective June 22, 2017:

1. Pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors approves the amended Plan, as presented.
2. The Chief Financial Officer of the University is authorized to sign and file all related documents with the applicable federal and provincial regulatory authorities, including the making of any further Plan amendments as may be necessary or required to obtain and maintain such federal and provincial registrations.

DATED the ____ day of __, 2017.

University of Ontario Institute of Technology

Authorized Signature

Name and Title