



MOUNT ROYAL UNIVERSITY

BOARD OF GOVERNORS

BYLAWS



Contents

1. OVERVIEW, INTRODUCTION AND AUTHORITY OF THE BYLAWS.....	2
2. PROTECTION FROM LIABILITY AND INDEMNITY.....	3
3. DEFINITIONS	3
4. THE BOARD	5
5. POWERS, RESPONSIBILITIES AND ROLES	6
6. BOARD MEETINGS	11
7. VOTING	14
8. RECORDS.....	15
9. BOARD COMMITTEES	15
10. BOARD ASSESSMENTS	17
11. CORPORATE SEAL AND EXECUTION OF DOCUMENTS.....	18
12. AMENDMENT OF BYLAWS.....	18

1. OVERVIEW, INTRODUCTION AND AUTHORITY OF THE BYLAWS

1.1 Overview

Mount Royal University is public post-secondary institution under the *Post-secondary Learning Act* (“Act”) of the Province of Alberta. The Board of Governors of Mount Royal University is established pursuant to the Act. The Bylaws of the Board of Governors of Mount Royal University provide guidance and structure to the proceedings of the Board in fulfilling its obligations and duties under the Act.

1.2 Introduction

A bicameral governance model governs Mount Royal University. The two senior governing bodies are the Board of Governors and the General Faculties Council, which work together with the President, within their roles and accountabilities, to govern the University. Subject to the authority of the Board, the General Faculties Council is responsible for the academic affairs of the University. The Board must consider the recommendations of the General Faculties Council, if any, on matters of academic import.

The Board of Governors shall oversee the management and operations of Mount Royal University in accordance with its Mandate, as approved by the Minister. The day-to-day leadership, management, and operations of the University are delegated to the President.

1.3 Authority of the Bylaws

The Bylaws are enacted in accordance with the Act.

In the event of a conflict between the provision of these Bylaws and the provisions of the Act, the provisions of the Act shall govern.

These Bylaws take precedence over any policies, procedures, or Terms of Reference adopted by the Board.

1.4 Interpretations and Application

The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board on any question of interpretation shall be final and binding.

These Bylaws apply to Members, any Committee of the Board and other such individuals as may engage with the Board from time to time.

The headings used throughout the Bylaws are inserted for reference and convenience only and shall not affect the interpretation of these Bylaws.

2. PROTECTION FROM LIABILITY AND INDEMNITY

2.1 Protection from Liability

Members are afforded the following protection from liability under the Act:

- a) neither the Board nor the Members are liable for any act or omission of an academic staff association, a student organization or a student; and
- b) a Member is not personally liable for anything done by the Board or for anything done by the Member in good faith in the purported exercise or performance of the Member's powers, duties and functions under the Act.

2.2 Indemnity

Subject to any restrictions or conditions imposed on the University under applicable laws, the University shall indemnify a Member, a former Member or a Member of a Committee of the Board (collectively, the "**Covered Persons**"), and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved by reason of being a Covered Person, if:

- a) they acted honestly and in good faith with a view to the best interests of the University; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

2.3 Directors and Officers Liability Insurance

The University will maintain Directors and Officers Liability Insurance to protect the Members and will provide Members with an opportunity to review the policy upon request.

3. DEFINITIONS

In these Bylaws:

- 3.1 **Act** means the *Post-secondary Learning Act* (Alberta);
- 3.2 **Alumni** means Members of the Board as constituted in the Act, who are nominated by the Alumni Association, and appointed by Ministerial Order;
- 3.3 **APAGA** means the *Alberta Public Agencies Governance Act*;
- 3.4 **Board** means the Board of Governors of Mount Royal University;

- 3.5 Chair** means a presiding officer, as in Chair of the Board or Committee Chair. The role of Chair shall be filled by an External Member;
- 3.6 Committee** means a standing or *ad hoc* Committee of the Board;
- 3.7 Conflict of Interest** arises when individuals are placed in a position whereby their personal interest conflicts with the best interests of the University. The test of a Conflict of Interest is not just a case of whether the individual is actually improperly influenced by their personal interest, obligation, or objective but the pivotal issue is whether circumstances lend themselves to such a possibility;
- a) **Actual Conflict of Interest** is a situation in which there is a divergence between the private financial benefit or financial interest or personal benefit of a Member, family member, or an outside party, and that Member's obligations to the University, such that an impartial observer might reasonably question where related actions to be taken or decisions made by the Member would be influenced by consideration of the Member's own interests;
 - b) **Allowed Conflict of Interest** means conflict that can be managed in a way that is compliant with legislation, considers, protects and serves the interests, integrity and reputation of the University, and will withstand the test of reasonable and independent scrutiny;
 - c) **Perceived Conflict of Interest** exists when there is a reasonable apprehension, which reasonably well-informed persons could have, that a Conflict of Interest exists;
- 3.8 Consent Agenda** is a component of a meeting agenda that enables the grouping of decision and information items that are routine, standard, non-controversial, and self-explanatory into one agenda item;
- 3.9 Department** means the department of the Provincial Government that is responsible for post-secondary education;
- 3.10 Executives** means the senior administrative positions, which include the President and Vice-Chancellor, Vice-Presidents, and the General Counsel and University Secretary;
- 3.11 Ex Officio** means a Member by virtue of the individual's office. The position may be "voting" or "non-voting";
- 3.12 External Member** means a Public Member who is appointed by the Lieutenant Governor in Council or an Alumni Member who is appointed by Ministerial Order;
- 3.13 Mandate** means the Mandate of the University, approved by the Minister, that sets out the University's authority to operate and specifies the types of activities that the University may engage in, including programs of study and scope of research;
- 3.14 Member** means an individual, including the Board Chair, appointed to the Board in accordance with the Act;
- 3.15 Minister** means the Minister responsible for the Act;

- 3.16 President** means the President and Vice-Chancellor of the University;
- 3.17 Public Member** means a Member appointed by the Lieutenant Governor in Council in accordance with the Act;
- 3.18 Quorum** means the minimum number of voting Members in attendance in order for a meeting to commence or continue;
- 3.19 Resource Member** means an individual from the University who attends and participates in discussion (non-voting) at Board and Committee meetings, generally, these are Vice-Presidents, Associate Vice-Presidents or Directors;
- 3.20 University** means Mount Royal University;
- 3.21 University Secretary** means the individual who serves as Secretary of the University, reporting administratively to the President and functionally to the Board Chair in that role; and
- 3.22 Vice-Chair** means the individual(s) appointed by the Board to serve as, or to share the role in serving as Vice-Chair of the Board, and/or acting Chair in such circumstances where the Board Chair is absent or unable to act. The role of Vice-Chair shall be filled by an External Member.

4. THE BOARD

4.1 Composition

The composition of the Board is mandated by the Act and all Members are appointed by Order in Council or Ministerial Order.

The Board is comprised of:

- the Chair of the Board appointed by the Lieutenant Governor in Council;
- the Chancellor of the University;
- the President and Vice-Chancellor of the University;
- seven individuals appointed by the Minister:
 - one faculty Member nominated by the Mount Royal Faculty Association;
 - one faculty Member nominated by the General Faculties Council;
 - one staff Member nominated by the Mount Royal Staff Association;
 - two students nominated by the Students' Association of Mount Royal University;
 - two Alumni nominated by the Alumni Association;
- not more than nine individuals representative of the general public, in addition to the Chair, appointed by the Lieutenant Governor in Council;
- additional individuals appointed by the Lieutenant Government in Council on the recommendation of the Minister.

All Members have an equal voice in the Board deliberations and a responsibility to act in the best interests of the University.

4.2 Term of Office

Members hold office for a term not exceeding three years and continue to hold office after the expiry of their term until the person is reappointed, the person's successor is appointed, or a period of three months has elapsed, whichever occurs first.

An appointed member of a Board is eligible to be reappointed for a second term if the appointment would not result in the member serving for a total of more than six years.

Nominated Members' terms will automatically terminate when they cease to meet the qualifications of their position as outlined in the Act.

The Board Chair may serve multiple additional terms up to a maximum of ten consecutive years.

4.3 Recruitment

The Minister has an established recruitment process for Public Members of the Board. The recruitment of the Board Chair and the Public Members is competency-based and led by the Department in conjunction with the Board.

The recruitment of nominated Members is carried out by each nominating group, which follows its own process and makes a recommendation to the Minister for appointment by Ministerial Order.

4.4 Resignation, Removal

Any Member may resign from the Board by sending notice in writing to the Minister and the Board Chair.

As long as there is a Quorum of the Board, the Board is deemed to be properly constituted notwithstanding that there are any vacancies on the Board.

The Board will advise the Minister if, for any reason, a Member is no longer capable of acting as a Member or of fulfilling the duties of a Member.

4.5 Remuneration

Members will not be remunerated for their service. The University will reimburse Members for expenses incurred in the performance of their duties as a Member in accordance with University policies and in accordance with any applicable regulations under the APAGA.

5. POWERS, RESPONSIBILITIES AND ROLES

5.1 Powers

The Board of Governors of Mount Royal University is a governing body established by the Act and derives its powers from the Act. The Board has the capacity and, subject to the Act, the rights, powers, and privileges of a natural person.

5.2 Delegation

The Board may delegate in writing any of its powers, duties, or functions to any individual or Committee, except the power to make bylaws. The Board shall require as part of any delegation of its authority that any action taken under a delegated authority of the Board be reported to the Board. The Board reserves the right to revoke such delegations.

5.3 Responsibilities of the Board

The major responsibilities of the Board include:

- a) acting in the best interests of the University;
- b) setting the long-term vision, mission, and strategic direction of the University;
- c) ensuring that the University has an effective strategic planning process and approving the strategic plan;
- d) approving the University's Mandate and submitting it to the Minister for approval;
- e) approving a budget in which consolidated operating expense does not exceed consolidated operating revenue, unless the Board has the written approval of the Minister to do so, which must be submitted to the Minister on or before the date specified by the Minister;
- f) approving tuition and other fees, in accordance with the Act and its regulations;
- g) approving University policies in accordance with the University's policy framework;
- h) providing the University administration with the support, authority, and responsibility required to lead and manage its affairs successfully;
- i) appointing, overseeing, and evaluating the President;
- j) through delegation to the Human Resources Committee, approving terms and conditions of employment for all employee groups;
- k) overseeing the University's enterprise risk management program;
- l) ensuring the integrity of the University's internal controls and information management systems;
- m) advocating on behalf of the University to the external community;
- n) considering the recommendations of the General Faculties Councils, if any, on matters of academic import;

- o) setting out the framework for the conduct of the Board’s affairs and monitor its effectiveness; and
- p) performing those other duties and responsibilities specifically set out in the Act, the APAGA and other applicable legislation.

5.4 Expectations of Members

Board Members have a fiduciary obligation to act honestly, in good faith and in the best interests of the University. In doing so, all Board Members are expected to bring the perspectives of their stakeholder groups to the table and make decisions in the best interest of the University, considering all affected stakeholders. The expectations of Members include:

- a) familiarizing themselves with and adhering to the Board’s role in governing the University, these Bylaws, University policies applicable to Members including Codes of Conduct, Terms of Reference of any Committees on which the Member serves, the Act, the APAGA and other applicable legislation;
- b) supporting the Board in fulfilling its obligations and responsibilities;
- c) preparing for, attending and participating in Board and Committee meetings;
- d) engaging in respectful, meaningful discussion, providing considered, constructive and thoughtful feedback/commentary, expressing opinions, asking questions, and abiding by the will of the majority of the Board;
- e) maintaining confidentiality over Board matters, discussions and materials in accordance with these Bylaws, relevant legislation and Codes of Conduct;
- f) identifying and exercising good judgement regarding Actual, Allowed or Perceived Conflict of Interest;
- g) participating in University activities, as required; and
- h) fulfilling their obligation to destroy all notes, documents, and hard copies of Mount Royal Board-related materials once they are no longer a Member of the Board.

5.5 Board Chair

The Board Chair is appointed by the Lieutenant Governor in Council. The Board Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board, ensuring that the Board is properly organized, functions effectively and meets its obligations and responsibilities. The Board Chair sits as an *Ex Officio* voting Member of the Board and all Board Committees. The Board Chair has the authority to call or cancel meetings of the Board as outlined in the “Board Meetings” section of these Bylaws.

The Board Chair is the official spokesperson of the Board, an official signatory of the University, and serves as a link between the Board and the President.

In carrying out this role, the Board Chair shall:

- a) provide leadership to enable the Board to effectively carry out its duties and responsibilities;
- b) ensure effective, ongoing communications between the Board and the President and among Board Members concerning matters impacting the University and the functioning of the Board;
- c) preside at meetings of the Board and the Board Governance and Nominating Committee;
- d) provide advice and counsel to the President and to other Members of the Board and advise the President in all matters concerning the interests of the Board;
- e) act as an advocate and ambassador in advancing the University's interests and attend official functions and meetings with major stakeholders as is customary for the Board Chair or as reasonably requested by the President and/or the University Secretary; and
- f) lead the Board in monitoring and evaluating the President's performance.

5.6 Board Vice-Chair

The Board shall appoint one External Member as Vice-Chair of the Board.

The Board Vice-Chair shall carry out such duties as may be assigned by the Board Chair. If the Board Chair is absent and/or unable to act, the Board Vice-Chair will carry out the responsibilities of the Board Chair.

If the Board Chair is absent and/or unable to act, the Board Vice-Chair may serve as an official signatory on behalf of the Board.

5.7 Acting Board Chair

If the Board Chair and the Vice-Chair of the Board are both absent and/or unable to act, the Board may appoint another External Member to serve as the acting Board Chair.

5.8 President and Vice-Chancellor

The President and Vice-Chancellor is appointed by the Board and is the Chief Executive Officer of the University.

If the Chancellor is absent or if there is a vacancy in the office of the Chancellor, the President performs the functions of the Chancellor.

The President is responsible for the execution of all decisions of the Board and of the General Faculties Council and has all the powers required for the discharge of these duties as well as such other powers and duties as may be assigned to them by the Board.

With the exception of the Audit and Risk Committee where the President serves as a non-voting Member, the President and Vice-Chancellor is an *Ex Officio*, voting Member of the Board and Committees.

The President will be excused from meetings when discussion centres on terms and conditions of their employment and where the President is deemed to be in a Conflict of Interest.

5.9 Chancellor

The Chancellor is the ceremonial head of Mount Royal University and serves as an *Ex Officio* member of the Board of Governors.

5.10 University Secretary

The University Secretary plays a central role in the guidance and support of good governance at the University. The University Secretary reports administratively to the President and has a formalized relationship to the Board Chair.

The University Secretary:

- a) provides senior level administrative and liaison support to the Board to enable it to carry out its corporate and governing responsibilities under the Act;
- b) coordinates and facilitates the activities of the Board and Board Committees to ensure the effective and efficient operation of the University's governance framework;
- c) acts as a liaison between the Board, the General Faculties Council and the Executives;
- d) attends all open, closed, and *in camera* sessions of Board and Committee meetings ensuring all proceedings are recorded and official records are retained;
- e) supports the Board to work at the strategic and oversight level;
- f) assists the Board Chair to identify engagement issues and professional development opportunities; and
- g) discharges other such duties as are prescribed by the Board or Board Chair.

6. BOARD MEETINGS

6.1 Schedule

The Board of Governors shall meet at least four times each year, in accordance with the meeting schedule received by the Board.

The Board Chair, in consultation with the President and University Secretary, may cancel a meeting of the Board if it deemed that there is insufficient business for the meeting, and may call additional regular or special meetings as necessary to deal with business.

6.2 Notice

Members will be provided with a calendar of meeting dates for regularly scheduled Board meetings on or before the last regular meeting of the previous year. This is deemed to be sufficient notice to all Members of any meeting shown in the calendar.

In the case of emergency, a special meeting of the Board shall be convened at the call of the Board Chair or by written notice of five Members of the Board. Written notice of special meetings must be received by all Members at least three days prior to the date of the special meeting. The requirement for such notice may be waived by unanimous approval of the Board.

The accidental omission to give notice to or the non-receipt of any notice by any of the individuals entitled to such notice shall not invalidate the proceeding of a meeting.

Notice to the public will be sufficiently given when posted on the University's website, and will include the agenda, location, and time.

In the event that a meeting is cancelled, Members will be given notice at least one week before the meeting date.

6.3 Conduct of Meetings

6.3.1 General

The Chair, or in their absence, the acting Chair, is responsible for the orderly conduct of Board meetings. Meetings will be conducted in accordance with applicable laws and these Bylaws or, where applicable laws or these Bylaws are silent on the matter, as determined by a ruling of the Chair, acting reasonably.

The Chair may consult the University Secretary and look to *Democratic Rules of Order* (Francis & Francis) for guidance on the conduct of meetings, however, none of these sources shall be considered determinative, and the Chair retains the discretion to make a final determination on the matter, subject to a challenge as provided below.

The Chair's ruling shall bind all Members of the Board except where a motion challenging the ruling has been duly moved, seconded and carried by a majority of the Members present at the meeting,

whereupon such ruling shall cease to have force and effect. In this event, a Member may propose a new ruling and provided it is duly moved, seconded, and carried by a majority of the Members present at the meeting; it shall bind all Members of the Board.

6.3.2 Open, Closed and *In Camera* Sessions

The Board may hold open, closed and *in camera* meetings or sessions of the Board in compliance with the *Freedom of Information and Protection of Privacy Act* and all other applicable laws.

- a) **Open session:** The regular meetings of the Board will include a session that is open to the public. Any individual may attend as an observer, subject to the limitation of space and good conduct as determined by the Board Chair. No observer may be permitted to address the Board in an open session, except with the permission of the Board Chair. Minutes summarizing the discussion and decision of an open session will be taken, provided to the Board for approval at the subsequent meeting, and filed with the University Secretary.
- b) **Closed session:** The Board may at times determine that a meeting, or part of a meeting, be designated as a closed session to deal with confidential matters. The Board Chair, in consultation with the President, may designate Resource Members to attend the closed session, or the Board Chair, in consultation with the President, may designate the closed session to be without Resource Members. Minutes summarizing the discussion and decisions of a closed session will be taken, provided to the Board for approval at the subsequent meeting, and filed confidentially with the University Secretary. Closed session matters, including all discussion, action, and documentation will be kept in confidence by every Member.
- c) ***In camera* session:** Every closed session will have an *in camera* portion. Only Members and the University Secretary, and those invited by the Board Chair, shall attend. No decisions are made *in camera*. The University Secretary will record follow-up action items, if any, in the minutes.

If the President is not in attendance, the Board Chair will convey to the President, as necessary, matters from an *in camera* meeting for the information and/or action of administration.

In camera session matters, including all discussion, action, and documentation will be kept in confidence by every Member and attendee.

- d) **Special Board meetings** and all standing and *ad hoc* Committee meetings are considered closed meetings. Resource Members may be invited to all Board and Committee meetings on a regular or *ad hoc* basis.

6.3.3 Invited Guests and Visitors

Guest may be invited to attend and speak at a Board meeting with the approval of the Board Chair given in advance of the meeting or, in the sole discretion of the Chair of the meeting, during the meeting.

Visitors in attendance at an Open Session of a Board meeting to observe proceedings may speak only if expressly invited to do so by the Chair of the meeting. All visitors are expected to maintain the decorum prescribed for parliamentary galleries. In the event of a breach of these rules or a disturbance, the Chair may eject individuals from the meeting or adjourn the meeting.

6.4 Board Meeting Agendas

The Board Chair will be responsible for the agenda of regular and special meetings of the Board. The agenda items for special meetings of the Board will be announced with notice of the meeting.

The agenda will be approved by the Board as an item of business at each meeting of the Board. The Chair may request the inclusion of emergent items for which sufficient notice has not been received.

6.5 Consent Agendas

To ensure the Board has sufficient time in its meetings to deal with strategic and substantive matters, the Board uses a Consent Agenda format for Board and Committee meetings.

In preparing the agenda for Board meetings, the University Secretary will identify action and information items that are routine and/or likely non-controversial. In so doing, the University Secretary may consult with the Board Chair, the relevant Committee Chair, and the principal administrative Resource Members. All such items will be flagged on the agenda as being 'Consent Agenda' items.

The Consent Agenda can be approved in one action, rather than voting on each item separately. Should a Member wish to remove an item for discussion and/or vote, the Member may request this prior to or during the discussion of the motion to adopt the Consent Agenda (non-debatable).

Before the Consent Agenda is presented for approval, the Chair will ask if there are any other items that should be removed from the list. The minutes of the Board meeting will report matters approved as part of the Consent Agenda as carried. Information items received as part of the Consent Agenda will be reported as received.

6.6 Board Meeting Materials

Meeting materials will be provided to Members electronically through the Board portal.

6.7 Quorum

A majority of Members holding office shall constitute a Quorum of the Board. As long as there is a Quorum of the Board, the Board is deemed to be properly constituted and any motion passed by a majority of the Members present at a meeting of the Board binds all the Members of the Board.

Quorum for Committee meetings is a majority of the voting Members on the Committee.

6.8 Attendance and Meetings by Other Means

Regular attendance of Board Members at Board and Committee meetings is required to ensure a Quorum and to expedite the carrying out of the business of the Board and Committees. Members who find themselves unable to attend a regular meeting of the Board or its Committees shall notify the University Secretariat at least twenty-four hours in advance of the meeting. The University Secretariat will advise the Chair of the Board or Committee of all such notices of absence.

Although the Board's preference is for in-person meetings, the Board and Committees may meet by other means of communication that allow all individuals participating to hear each other, such as a video conference or teleconference. The same rights and responsibilities apply to Members participating in video conference or teleconference meetings as applied to in-person meetings.

The Board Chair or the Committee Chair can decide to hold a meeting via other means as outlined above, in consultation with the Secretariat.

7. VOTING

7.1 General

Each Member is entitled to one vote and only the Members present may vote on any motion. Voting by proxy is not allowed. The Chair shall vote on all motions presented to the Board. Tie votes shall be deemed lost.

Only Members may move, second, and vote on motions presented at Board meetings. Only Committee Members may move, second, and vote on motions presented at Committee meetings. A Member must abstain from voting upon their declaration of an Actual or Perceived Conflict of Interest unless it has been determined in advance that it is an Allowed Conflict in accordance with the Board's Code of Conduct.

Motions shall be passed by a majority of Members present at the meeting and such motions are binding on all Members. The Board Chair or Committee Chair shall declare that a motion has been carried and an entry to that effect will be recorded in the minutes.

7.2 Electronic Voting

Under exceptional circumstances, and with the consent of the Chair, the Board may use an electronic process for voting on motions outside of its regular meeting schedule. Such motions require approval of a two-thirds majority of the Members. The outcome of an electronic vote will be reported at the next regular meeting of the Board and a record contained in the minutes of that meeting.

The Chair, or in their absence, the presiding Vice-Chair, in consultation with the President and the University Secretary, may designate matters that may be decided by electronic vote of the Members where:

- a) a decision of a matter is required before the next regularly scheduled meeting of the Board;
- b) items in question, in the view of the Chair, or in their absence, the presiding Vice-Chair, are not controversial and do not require extensive background and explanation; and
- c) it would be impractical, in the view of the Chair, or in their absence, the presiding Vice-Chair, to schedule a special meeting of the Board.

The procedures for approval of motions conducted electronically are as follows:

- a) The voting period will be a minimum of three (3) days.
- b) The vote may be conducted via email, or other electronic method that authenticates voters' identities.
- c) No amendments to the motion(s) are permitted unless permitted by the Board Chair, or in their absence, the presiding Vice-Chair.
- d) Quorum for electronic votes shall be reached when a majority of Members holding office have voted. If Quorum is not achieved by the end of the voting period, the period may be extended by a maximum of seven (7) days.
- e) The University Secretary will announce the results at the end of the voting period.

8. RECORDS

Minutes of the proceedings of all Board and Committee meetings and records of all decisions of the Board and Committees made outside of a meeting will be created and presented to the Board or the Committee for approval or information, as applicable, at its next meeting.

The University Secretary shall be the custodian of the permanent records, including minutes of all Board and Committee meetings.

Access to the official records of the Board by individuals other than Members will be determined in accordance with applicable legislation and University policies in effect from time to time.

Approved minutes of open sessions of Board meetings may be posted on the University Secretariat website at the discretion of the University Secretary.

9. BOARD COMMITTEES

9.1 Establishment

The effective conduct of Board business relies heavily on the work of Board Committees established specifically to consider a broad range of matters related to the function of the University and to report on these to the Board, with recommendations as necessary and appropriate.

The Board may establish standing or *ad hoc* Committees with such responsibilities, authorities, memberships, and operational rules, as it considers appropriate.

If the Board determines that a Committee's role is no longer required, the Board may dissolve any Committee.

9.2 Authority

The Board may delegate to a Committee any of the Board's powers, duties or functions, except the power to make bylaws, on such conditions, if any, set out in the establishing resolution or any subsequent resolution. The Board may also, by resolution, alter or revoke the delegation of any of its powers, duties, and functions under this section.

The President, in consultation with the Board Chair, may refer matters to standing Committees of the Board prior to their appearance on the agenda of a regular meeting of the Board.

9.3 Committee Terms of Reference and Procedural Rules

When a Committee is formed, the purpose, authority and responsibilities of a Committee shall be set out in the Committee terms of reference approved by the Board or its delegate.

The Committee terms of reference will specify the number of members and any conditions the Board determines are appropriate regarding the composition of the Committee's membership and identify Resource Members, if any.

Committees shall review their terms of reference at least once every two (2) years and when necessary recommend revisions to the Board or its delegate.

The Board, or its delegate, may approve revisions to a Committee terms of reference at any time.

Unless otherwise specified, Committees shall be subject to the same procedural rules as the Board.

9.4 Reporting

The Chair of each Committee will report on the deliberations and actions of that Committee to the next regularly scheduled meeting of the Board.

Action taken by a Committee on behalf of the Board, under the authority of a motion passed by the Board, or delegation of authority, will be reported to the Board for information and such action will have the same effect as a motion passed by the Board.

9.5 Committee Membership

Membership on Committees is determined annually at or prior to July 1 with the appointment becoming effective July 1, unless there is new Board membership or in the event of Member vacancies.

The Governance and Nominating Committee shall be responsible for recommending lists of individuals for appointment to Committees, and for Board appointment to other bodies, taking into consideration the skills, experience, knowledge, and preference of individual Members.

The Chair and Vice-Chair of each standing Committee of the Board shall be an External Member.

9.6 External Advisors

If the Committee determines that an external advisor(s) with particular expertise is needed to advise and participate on a Committee, the Board may choose to appoint such individuals as non-voting Members.

9.7 Non-Committee Members at Board Committee Meetings

Board Committee meetings are open for any Member to attend if they are not a Member of that Committee. Exceptions to this apply to Members' attendance at the Human Resource Committee and the Audit and Risk Committee where attendance is restricted to the President and External Members only.

If non-Committee Members have an interest in an agenda item, they are required to contact the Committee Chair to indicate that they will be attending the meeting and whether they wish to speak to a particular item. Non-Committee Members are not eligible to vote on agenda items.

9.8 Board Standing Committees

The Board's Standing Committees are as follows:

- Audit and Risk Committee (ARC)
- Campus Development Committee (CDC)
- Finance Committee (FC)
- Governance and Nominating Committee (GNC)
- Human Resources Committee (HRC)

Except where otherwise specified in these Bylaws, the purpose, authorities, membership, expected activities and resources of a Committee shall be set out in Committee terms of reference to be reviewed every two years by the Committee and approved by the Governance and Nominating Committee or the Board in the case of the Governance and Nominating Committee.

10. BOARD ASSESSMENTS

The Board shall carry out an annual assessment of its performance and operations in accordance with a process approved by the Governance and Nominating Committee.



11. CORPORATE SEAL AND EXECUTION OF DOCUMENTS

11.1 Corporate Seal

The corporate or common seal of the University is under the custody of the President, with operational use decisions of the seal delegated to the Office of General Counsel and University Secretariat.

12. AMENDMENT OF BYLAWS

The Bylaws of the Board shall be open to examination by the University community and by the public through the University website.

The Board Governance and Nominating Committee shall review the Board Bylaws at least every three years and recommend revisions as necessary.

All Bylaws of the Board may be replaced or amended at any meeting of the Board by a motion passed by two-thirds of the Members of the Board present.

Any such replacement or amendment will be effective on the date specified in the motion or, if no date is specified, on the date the motion is passed.

13. REPEAL OF EXISTING BYLAWS

All prior or existing Bylaws of the Board are repealed as of the effective date of these Bylaws. The repeal of the previous Bylaws does not affect anything performed under them or any rights acquired or obligations created as a result of those Bylaws.