



UNIVERSITY OF
CALGARY

SENATE

BYLAWS

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**THE UNIVERSITY OF CALGARY SENATE
BYLAWS**

1. INTERPRETATION

1.1 Definitions

In these Bylaws the following terms have the meaning ascribed to them:

- a) **“Act”** means the *Post-Secondary Learning Act* (Alberta) and the regulations promulgated thereunder;
- b) **“Board”** means the Board of Governors of the University;
- c) **“Business Day”** means a day other than a day that the University is closed or a Saturday, Sunday, statutory or civic holiday in Calgary, Alberta;
- d) **“Chair”** means the Chair of the Senate;
- e) **“Chancellor”** means the Chancellor of the University;
- f) **“Committee”** means a standing or *ad-hoc* committee established by the Senate;
- g) **“Executive Committee”** means the Executive Committee of the Senate;
- h) **“Ex officio”** means a person who holds a position because of their office;
- i) **“External Senator”** means a Senator who is appointed by the Minister or a Senator who is elected by Senate and is not a member or representative of a staff or other constituency group internal to the University;
- j) **“Meeting Year”** means the period from September to June in each year;
- k) **“Minister”** means the Minister responsible for the Act;
- l) **“OCS”** means the Office of the Chancellor and Senate;
- m) **“President”** means the President and Vice-Chancellor of the University;
- n) **“Secretary”** means the Secretary of the Senate who shall be the Manager of the OCS;
- o) **“Senate”** means the Senate of the University;
- p) **“Senator”** means a member of the Senate;
- q) **“Senior Officers”** means the Vice-Presidents, General Counsel and University Secretary;
- r) **“University”** means the University of Calgary;
- s) **“Vice Chair”** means the Vice Chair of the Senate; and
- t) **“Vice-Chancellor”** means the Vice-Chancellor of the University.

All defined terms contained in these Bylaws which are not defined herein and which are defined in the Act shall have the meaning given to such term in the Act.

1.2 Headings

The headings used throughout these Bylaws are inserted for reference only and are not to be considered in construing the terms and provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.3 Conflict with Bylaws

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

1.4 Interpretation

In these Bylaws, unless the context otherwise requires, words importing the singular or the masculine gender shall include the plural or the feminine gender, as the case may be, and vice versa.

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

The Board is the sole authority for the interpretation of the powers and duties of the Senate under the Act that are not definite, and the decision of the Board on any question that arises regarding these powers and duties is final and binding [Act, section 63].

1.5 Invalidity of Provisions

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

2. ROLE, RESPONSIBILITIES AND POWERS

2.1 Role

The Senate is legislated by the Act to inquire into any matter that might benefit the University and enhance its position in the community, and has certain legislated powers under the Act.

The Senate shall discharge its legislated duty by, in alignment with the University's strategy, promoting the University's reputation and priorities, building long-term support for the University and developing and maintaining positive and productive community relationships to foster positive relations between the University and the public.

Within this ambassadorial role, working with University Relations, the Senate will identify opportunities to inform and engage with the community on key University accomplishments and activities, and leverage opportunities to enhance the University's profile in the community and broaden public support of the University.

In this way, the Senate assumes responsibility to work for the benefit of the University and enhance the University's position in the community.

2.2 Responsibilities

The listed responsibilities below shall be the common, recurring activities of the Senate; however, the Senate may carry out additional responsibilities and duties within its role.

The responsibilities of the Senate are to:

- a) Recruit and select a Chancellor;
- b) Recruit, appoint, orient, develop, recognize and off-board Senators;
- c) Develop a multi-year plan for Senate to fulfill its role;
- d) Develop, oversee and evaluate Senate activities in execution of the Senate's plan;
- e) Engage in student mentorship opportunities;
- f) Present the Lecture of a Lifetime Series;
- g) Carry out those responsibilities assigned to the Senate under the Honorary Degree program; and
- h) Support fundraising for Senate and Chancellor Scholarships and Bursaries through the:
 - i. Chancellor's Club; and
 - ii. Chancellor's Challenge Golf Tournament.

2.3 Powers

The Senate may delegate in writing any of its powers, duties or functions to any person, except the power to elect the Chancellor, elect the Representative Senators and approve Honorary Degree nominations.

The Senate may also alter or revoke in writing the delegation of any of its powers, duties and functions. The Senate shall require as part of any delegation of its authority that any action taken under a delegated authority of the Senate be reported to the Senate.

3. COMPOSITION

3.1 Senators

The composition of the Senate is mandated by the Act and consists of sixty-two members comprised of seven ex-officio members, sixteen members appointed by constituent groups, nine members appointed by the Minister and thirty members elected by the Senate.

The Senators are:

- The Chancellor of the University, who is the Chair
- The President and Vice-Chancellor, who is the Vice Chair
- The Vice-President designated by the Board
- The Provost and Vice-President (Academic)
- The Director of Continuing Education
- The President of the Alumni Association
- The Vice-President of the Alumni Association
- Two Deans, appointed by Deans' Council
- Two members of the Board, appointed by the Board
- Three members of the General Faculties Council, appointed by the General Faculties Council
- Two members of the Alumni Association, appointed by the Alumni Association
- Two non-academic staff members, appointed by the non-academic staff association
- Four members of the students association, appointed by the council of the students association
- One member of the graduate students association, appointed by the council of the graduate students association
- Nine members of the public, appointed by the Minister (**Public Senators**)
- Thirty representative members, elected by the Senators to represent geographical areas and groups and organizations with an interest in the University including, at the discretion of the Senators, representatives of staff organizations within the University (**Representative Senators**)

Senator qualifications, terms of office, reappointment provisions and vacancy processes shall be as set out in the Act, except for the qualifications of the Representative Senators for whom the Senate may establish specific qualifications.

3.2 Recruitment

The recruitment of Public Senators is led by the Minister in conjunction with the Senate. As part of this process, the Senate may recommend candidates for the positions of Public Senator. The appointment of constituent Senators is carried out by each constituent group, which follows its own process. The recruitment of Representative Senators is carried out in accordance with a recruitment process approved by the Senate.

The Senate shall perform on-going succession planning, having regard to the principle that Senate membership should represent a diversity of backgrounds, experience and skills.

3.3 Remuneration

Senators will not be remunerated for their service.

4. CHAIR

The Chancellor shall be the Chair.

The Chair leads the Senate in all aspects of its work and is responsible to effectively manage the affairs of the Senate and to ensure that the Senate is properly organized, functions effectively, and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the Senate and a culture where the Senate works ethically and cohesively in the best interests of the University.

In carrying out this role, the Chair shall:

- a) provide leadership to enable the Senate to effectively carry out its duties and responsibilities;
- b) facilitate communications and effective relationships among Senators and between the Senate and the President and Senior Officers;
- c) preside at meetings of the Senate and the Executive Committee of the Senate;
- d) act as spokesperson for the Senate, and when requested to do so by the President or a Senior Officer, for the University, within and outside the University;
- e) act as an advocate and ambassador in advancing the University and attend official functions and meetings with major stakeholders as is customary for the Chair or as reasonably requested by the President and Senior Officers from time to time;
- f) provide advice and counsel to other members of the Senate and advise the President in all matters concerning the interests of the Senate;
- g) ensure that the Senate is kept informed of the priorities, initiatives and activities of the University necessary for it to effectively perform its role and responsibilities; and
- h) perform such other duties as may be assigned by the Senate from time to time or that are customarily performed by a Chair of the Senate.

The Senate shall appoint an External Senator to act as Chair in the absence or inability to act of the Chair and Vice Chair.

5. VICE CHAIR

The Vice-Chancellor shall be the Vice Chair.

The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities, and will have those additional powers and duties assigned by the Chair and the Senate from time to time.

6. SENATORS

6.1 Obligations

Senators will:

- a) familiarize themselves with the Senate's role, these Bylaws, the Codes of Conduct, laws and University policies applicable to Senators and the Terms of Reference of any Committees on which the Senator serves; and
- b) adhere to these Bylaws, the Codes of Conduct, laws and University policies applicable to Senators and the Terms of Reference of any Committees on which the Senator serves.

6.2 Expectations

Senators are expected to:

- a) make every reasonable effort to attend all Senate meetings and Committee meetings of which they are a member, in person whenever possible;
- b) carry out the tasks assigned to them by the Senate; and
- c) ensure that he or she is able to devote sufficient time and energy to carrying out their duties effectively.

In addition, each Public Senator and each Representative Senator is expected to submit one Honorary Degree nomination for each term of service on the Senate.

7. PROTECTION FROM LIABILITY

7.1 Protection from Liability

Under the Act, a Senator is not personally liable for anything done by the Senate or for anything done by the Senator in good faith in the purported exercise or performance of the Senator's powers, duties and functions under the Act.

8. SENATE MEETINGS

8.1 Schedule

In each Meeting Year, the Senate will meet in accordance with the meeting calendar approved by the Senate and provided to Senators at least three months in advance of the start of the Meeting Year. Additional regular or special meetings may be called by the Chair as necessary to deal with business. A Senate meeting may be postponed or cancelled by a duly passed motion of the Senate or by agreement of the Chair and the Vice Chair.

8.2 Notice

Members will be provided with a calendar of meeting dates for regularly scheduled Senate meetings in advance of each Meeting Year, which calendar is deemed to be sufficient notice to all Senators of any meeting shown in the calendar. Except in the case of an emergency meeting, notice of meetings that do not appear in the calendar will be provided at least two Business Days in advance of the meeting date. Meeting details will be communicated to members by the OCS as soon as they are available before each meeting.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting. Any person entitled to notice of a meeting may, in writing or otherwise, waive notice of, or the required period of notice of, such meeting.

8.3 Senate Meeting Agendas

Senate meeting agendas will be formulated by the Secretary and the Chair and produced and reviewed in accordance with OCS procedures.

A Senator intending to introduce a new matter at a Senate meeting shall give written notice of the matter and any materials for the Senate's consideration to the Chair and the OCS at least eight days in advance of the meeting at which it is intended to be introduced.

Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Senate by a Senator without the specified notice thereof having been given and without it having been included in the agenda if the matter is communicated in advance to the Chair and the Vice Chair, and its introduction to the meeting is approved by the Chair and the Vice Chair.

If a person who is not a Senator, or a guest approved by the Chair, wishes to address the Senate at any meeting, such person may do so if he or she has received prior permission in accordance with OCS procedures.

8.4 Meeting Materials

Meeting materials will be provided to Senators electronically as much as possible one week in advance of a scheduled meeting.

8.5 Conduct of Meetings

8.5.1 General

The Chair, or in his or her absence, the acting chair, shall be responsible for the orderly conduct of meetings of the Senate. Meetings will be conducted in accordance with all 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 Secretary and look to Roberts Rules of Order or Nathan's Company Meetings 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 challenge as provided below.

The Chair's ruling shall bind all members of the Senate except where a motion challenging the ruling has been duly moved, seconded and carried by a majority of the Senators present at the meeting, whereupon such ruling shall cease to have force and effect. In this event, a Senator may propose a new ruling and provided it is duly moved, seconded and carried by a majority of the Senators present at the meeting; it shall bind all members of the Senate.

Except as otherwise set out in these Bylaws, the Secretary will act as the secretary at meetings of the Senate and the Secretary or designate will act as secretary at meetings of the Committees.

8.5.2 Open, Closed and In-Camera Meetings

The Senate may hold open, closed and in-camera meetings or sessions of the Senate and in conducting its meetings, shall be guided by principles of transparency and accountability that reflect the values of the University as a public institution.

Open meetings or open sessions of meetings of the Senate may be attended by the public, subject to the limitations of space.

Closed meetings or closed sessions of meetings of the Senate will be attended by the Secretary and such guests who are invited to remain for the closed session by the chair of the meeting.

In-camera meetings or in-camera sessions of meetings of the Senate will be attended by the Secretary unless specifically excused by the chair of the meeting, and by those guests who are invited to remain for the in-camera session or a portion thereof. If the Secretary is excused by the chair from an in-camera session, the chair will appoint one of the Senators present to act as secretary for the session, which Senator shall record any discussions, decisions and actions of the Senate pertaining to Senate business done in-camera, and will provide a signed record to the Secretary for the official records.

8.5.3 Invited Guests and Visitors

Guests may be invited to attend and speak at a Senate meeting with the approval of the 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 a meeting to observe Senate 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 and no person is allowed to use a camera or a recording device in a Senate meeting. In the event of a breach of these rules or a disturbance, the Chair may eject persons from the meeting or adjourn the meeting.

8.6 Absence of Chair

In the event that the Chair is unable to attend a specific meeting, the Vice Chair shall act as Chair for that meeting.

In the event that both the Chair and the Vice Chair are unable to attend a specific meeting, then the Chair shall designate an External Senator to chair the meeting.

If none of the Chair, the Vice Chair or the designated chair is present within ten (10) minutes of the time fixed for the commencement of the meeting, the meeting will be cancelled.

8.7 Quorum

A quorum for the transaction of business at any meeting of the Senate is a number equal to a one-half (1/2) of the members of Senate.

If quorum for a Senate meeting is not present within ten (10) minutes of the time fixed for the commencement of the meeting, the Chair of the meeting may:

1. adjourn the meeting; or
2. cancel the meeting.

If quorum for a Senate meeting is lost at any time during the meeting, the balance of the business of the meeting will be postponed to the next Senate meeting.

8.8 Attendance

If a Senator is absent from three or more meetings of the Senate, or a Committee of which the Senator is a member, within a Meeting Year, the Chair shall contact the Senator to determine the reason for the absence and the Senator's interest in continuing to serve as a Senator or Committee member, as applicable.

In the case of a Senator absent from three or more meetings of the Senate within a Meeting Year without sufficient reason or without having made satisfactory arrangements with the Chair, the Chair will refer the matter to the Executive Committee for handling. Actions of the Executive Committee may include a request for the Senator's resignation or the removal of the Senator from the Senate.

9. VOTING

9.1 Meetings

Only Senators may move, second and vote on motions.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Senator's vote and is accepted by the chair of the meeting. Voting by proxy is not allowed.

An affirmative vote of a majority of the Senators present and eligible to vote, or consent without objection is required to pass a motion. The Chair does not have a second or casting vote.

A declaration by the chair of the meeting that a motion has been carried and an entry to that effect in the minutes shall be prima facie evidence of the action taken. Any Senator may ask at the time of the vote that the Senator's individual vote or abstention be recorded in the minutes.

Elections will be decided based upon the number of votes in favour of each nominee in descending order, the first elected person being the nominee with the most votes. Additional elected persons will be the person(s) with the next highest number of votes in descending order until all elected persons have been determined. In the event of an equal number of votes being cast for more than one nominee (a tie), the Chair (or the Vice Chair where the Chair is absent or has a conflict of interest) will cast a second vote to break the tie.

9.2 Resolutions in Writing

A resolution of the Senators consented to in writing by a majority of the Senators entitled to vote on it, whether by signed document, facsimile, electronic mail or any other method of transmitting legibly recorded messages, shall have the same force and effect as if it had been passed at a Senate meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the Secretary.

Resolutions in writing may be circulated for approval via facsimile, electronic mail or electronic poll.

The procedures for approval of resolutions via electronic mail or electronic poll are as follows:

- a) Resolutions will be circulated to Senators by electronic mail at the e-mail address on file with the OCS or by electronic poll;

- b) The resolution will expire in the time set in the message; however, the Chair or the Secretary may extend the deadline once by up to a maximum of seven days;
- c) An affirmative vote of a majority of Senators who are eligible to vote is required to pass a resolution made via electronic mail or electronic poll;
- d) The Secretary is responsible for tallying the votes and informing the Senate of the outcome;
- e) Written resolutions may not be amended; however, the Senator who proposed the resolution may withdraw it at any time prior to receipt of the necessary approval or the expiry time, if one, or with the approval of all of the Senators who voted on the resolution; and
- f) If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass.

10. RECORDS

10.1 Senate Records

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

The University shall keep as permanent records, minutes of all Senate and Committee meetings, a record of all actions taken by the Senate and Committees without a meeting, and a record of all actions taken by a Committee exercising the authority of the Senate. The University shall maintain its records in a form capable of conversion into written form within a reasonable time.

The official records of the Senate will be maintained under the custodianship of the Secretary and shall be available for inspection in the OCS by any member of the Senate at any time during regular OCS office hours upon reasonable advance notice to the Secretary.

Access to the official records of the Senate by persons other than Senators will be determined in accordance with applicable legislation, University policies and Senate procedures in effect from time to time.

11. COMMITTEES

11.1 Establishment

The Senate may, by resolution, establish standing or *ad-hoc* committees with such responsibilities, authorities, membership and operational rules as it considers appropriate. The Senate may also, by resolution, dissolve any Committee.

11.2 Authority

Except as otherwise set out in these Bylaws, the Senate may delegate to a Committee any of the Senate's powers, duties or functions, on such conditions, if any, set out in the establishing resolution or any subsequent resolution. The Senate may also, by resolution, alter or revoke the delegation of any of its powers, duties and functions under this section.

11.3 Rules and Procedures

Except where otherwise specified in these Bylaws, the responsibilities, authorities, membership and operation of a Committee shall be set out in terms of reference approved by the Senate or its delegate.

Committees shall report their activities and decisions to the Senate at such times and in such manner as required by the Senate.

11.4 Membership

Where achievable, taking into consideration skills requirements and real, potential or apparent conflicts of interest, other Senate responsibilities, and good governance principles and practices, Senators shall comprise a majority of the membership of a standing Committee of the Senate.

Committee members hold their position at the pleasure of the Senate or as otherwise determined by the Senate.

The Chair and the Vice Chair shall be an ex officio member of the Executive Committee.

The Chair shall have an unfettered right to attend any meeting of a Committee, whether the Chair is a Committee member or not.

12. SPOKESPERSON

The Chair, or in his or her absence or inability to act, the Vice Chair, is the only person authorized to speak for the Senate.

13. SENATE ASSESSMENT

The Senate shall carry out an annual assessment of its performance and operations no later than 15 months following its last assessment in accordance with a process approved by the Executive Committee or its delegate, which process may include meetings between the Chair and individual Senate members and exit interviews with departing Senate members.

14. EXECUTION

14.1 Execution

Documents or instruments in writing requiring execution on behalf of the Senate shall be signed by the Chair or the Vice Chair.

15. GENERAL

15.1 Secretary to the Senate

The Secretary shall have those powers, duties and responsibilities in respect of this role as are provided for in these Bylaws and as may from time to time be assigned to the Secretary by the Senate or that are incidental to the role of secretary to the Senate.

15.2 Validity of Notices

Any notice or communication required or permitted to be given or made hereunder will be sufficiently given or made for all purposes if delivered personally, sent by electronic mail or facsimile or sent by ordinary mail within Canada to the last address listed in the records of the OCS. Any such notice or communication if sent by facsimile or other means of electronic communication shall be deemed to have been received on the day of sending, and if delivered by hand shall be deemed to have been received at the time it is delivered to the applicable address. A document sent by mail will be deemed to be received on the fifth Business Day after the day on which it is mailed. In proving the notice or communication was mailed, it shall be sufficient to prove that such document was properly addressed, stamped and posted.

15.3 Breach of these Bylaws

Senators acknowledge that a breach of their obligations under these Bylaws may result in disciplinary action, up to and including a request for their resignation or a termination of their appointment.

Senators are required to immediately report any potential or actual breach of these Bylaws to the Chair or the Secretary for handling.

Upon notification of a potential breach, the Chair will review the circumstance and details and will notify the Senator involved and seek a response. The Chair will make a determination regarding compliance and will notify the Senator, the notifier (if applicable), the Secretary and the Executive Committee. The identity of the notifier will not be disclosed unless required by law or in a legal proceeding.

The Executive Committee will assess the non-compliance and, unless otherwise prescribed by these Bylaws, will decide on an appropriate action.

15.4 Review and Changes to Bylaws

These Bylaws will be reviewed by the Senate at least once every four years.

Subject to the applicable laws, these Bylaws, or any part hereof, may be amended, replaced or repealed by resolution of the Senate, effective on the date specified in the resolution or, if no date is specified, on the date the resolution was passed. Anything done pursuant to, or in reliance on, these Bylaws before they were amended, replaced or repealed is conclusively deemed to be valid for all purposes.

15.5 Effective Date

These Bylaws will be effective on the date that they are approved by the Senate. All prior or existing Bylaws of the Senate are repealed as of the effective date of these Bylaws.

Dated: September 7, 2017