



UNIVERSITY OF
CALGARY

BOARD OF GOVERNORS

BYLAWS

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THE BOARD OF GOVERNORS OF THE UNIVERSITY OF CALGARY 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) **“Annual Report”** means the University’s annual report to government;
- c) **“APAGA”** means the Alberta Public Agencies Governance Act;
- d) **“Board”** means the Board of Governors of the University;
- e) **“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;
- f) **“Chair”** means the Chair of the Board;
- g) **“Committee”** means a standing or *ad-hoc* committee established by the Board;
- h) **“Conflict of Interest”** means a conflict of interest as defined in the University Code of Conduct, and the Code of Conduct of The Board of Governors of the University of Calgary
- i) **“Ex officio”** means an individual that is a Member because of their position;
- j) **“FOIP”** means the *Freedom of Information and Protection of Privacy Act* (Alberta);
- k) **“Governor”** means a member of the Board;
- l) **“HRGC”** means the Human Resources and Governance Committee, or its successor Committee;
- m) **“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, scope of research, learner groups, and primary geographic service region;
- n) **“Mandate and Roles Document”** means a document required by APAGA and submitted to the Minister that provides a high-level overview of the principal governance of the University and how the University connects with government;
- o) **“Meeting Year”** means the period from September to June in each year;
- p) **“Minister”** means the Minister responsible for the Act;
- q) **“President”** means the President and Vice-Chancellor of the University;
- r) **“Senior Officers”** means the Vice-Presidents and General Counsel;
- s) **“University”** means the University of Calgary; and
- t) **“Vice Chair”** means the Vice Chair of the Board.

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 Act

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

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.

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, POWERS AND RESPONSIBILITIES

2.1 Overview

The Board is legislated by the Act to manage and operate the University in accordance with the University's Mandate. In addition, the Act lists additional specific powers, duties, and functions of the Board.

The principal role and legal duty of the Board is to oversee the management and operation of the University's business and affairs. Accordingly, the Board oversees the development of the overarching strategic direction and policy framework for the University, ensures that the University's activities are consistent with its Mandate, and evaluates the administration's overall efficiency and effectiveness in using financial and human resources to meet institutional objectives.

These duties are mainly discharged through Board oversight of the President and Senior Officers, who are responsible for the management and day-to-day operation of the University. The Board is responsible for the selection, monitoring and evaluation of the President and, through the President, the Senior Officers, and is ultimately responsible for the quality and performance of the University's administration. In this way, the Board assumes responsibility for the stewardship of the University.

2.2 Powers

The Board has the capacity and, subject to the Act, the rights, powers, and privileges of a natural person.

The Board may delegate in writing any of its powers, duties, or functions to any person, except the power to make bylaws. The Board may also alter or revoke in writing the delegation of any of its powers, duties, and functions. 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.

2.3 Major Responsibilities

The major responsibilities of the Board are to:

- a) To act in the best interests of the University;
- b) Approve the University's Mandate and submit it to the Minister for approval;
- c) Ensure that the University has an effective strategic planning process and approve major strategies;
- d) Approve strategic and operational policies to govern all major areas, including programming, finances, personnel, infrastructure, and internal and external relations;
- e) Oversee the implementation and attainment of the University's short-term targets, long-term objectives, and goals;
- f) Approve and submit to the Minister the University's Annual Report;
- g) Approve and oversee the University's long-range land use and development plans relating to University lands;
- h) Approve and submit to the Minister the University's Mandate and Roles Document;
- i) Appoint, oversee, and evaluate the President;
- j) Appoint the Vice-Presidents and assign them powers, duties and functions based on the recommendation of the President;
- k) Ensure that an effective succession plan is in place for the President and the Senior Officers;
- l) Approve terms and conditions of employment for the Senior Officers and other senior administration in accordance with University policies and practices;
- m) In respect of all University employee groups, set the salary ranges and annual budgets for salary increases or enter into collective agreements on behalf of the University, as applicable to each group;
- n) Identify the University's principal risks, approve its risk appetite, and ensure that there are systems in place to effectively identify, monitor and manage these risks;
- o) Ensure the integrity of the University's internal controls and information management systems;

- p) Set tuition and other fees annually in accordance with the Act and University policies and procedures;
- q) Ensure that effective stakeholder communication strategies and policies are in place;
- r) Act as an appeal body for student appeals under the Act;
- s) Through the Chair, act as an intermediary between the University and the Minister, keeping the Minister informed of developments to, and plans of, the University and providing input and advice into provincial policies and plans applicable to the University; and
- t) Perform those other duties and responsibilities specifically set out in the Act, APAGA, and other applicable laws.

3. COMPOSITION

3.1 Governors

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

The Governors are:

- The Chair
- The Chancellor of the University
- The President
- Two alumni of the University nominated by the alumni association
- One member of the University Senate nominated by the Senate
- Two members of the academic staff of the University, one of whom is nominated by the general faculties council and one of whom is nominated by the academic staff association
- Two undergraduate students nominated by the council of the students association
- One graduate student nominated by the council of the graduate students association
- One member of the non-academic staff nominated by the non-academic staff association
- Not more than nine members representative of the general public (**Public Governors**)
- Additional persons appointed by the Lieutenant Governor in Council on the recommendation of the Minister

Governor appointments shall be for a fixed term of up to three years, with the potential for reappointment for a second term of up to three years. The Chair may serve multiple additional terms up to a maximum of ten consecutive years. Nominated Governors' terms will automatically expire when they cease to meet the qualification of their position.

3.2 Recruitment

The Minister has an established recruitment process that applies to the Board. The recruitment of the Chair and the Public Governors is competency based and led by the Minister in conjunction with the Board. The recruitment of nominated Governors is carried out by each nominating group, which follows its own process and makes a recommendation to the Minister for appointment by Ministerial Order.

The Board, or a Committee, shall perform on-going succession planning, having regard to the principle that Board membership should represent a diversity of backgrounds, experience, and skills. Succession planning may include the following activities:

- a) on-going skills analyses of Governors and identification of skills gaps;
- b) on-going analysis of the needs of the Board;
- c) identification of potential candidates for the position of Public Governor; and
- d) appointment of potential candidates to standing Committees of the Board as non-Governor members.

3.3 Remuneration

Governors will not be remunerated for their service. The University will reimburse Governors for expenses incurred in the performance of their duties as a Governor in accordance with University policies in effect from time to time.

4. CHAIR

The Chair leads the Board in all aspects of its work and is responsible to effectively manage the affairs of the Board and to ensure that the Board is properly organized, functions effectively, and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the Board and a culture where the Board 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 Board to effectively carry out its duties and responsibilities;
- b) facilitate communications and effective relationships among Governors and between the Board and the President and Senior Officers;
- c) preside at meetings of the Board and the Executive Committee of the Board, if one;
- d) act as spokesperson for the Board, 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 the President and to other members of the Board and advise the President in all matters concerning the interests of the Board;
- g) lead the Board in monitoring and evaluating the performance of the President;
- h) ensure that the Board is kept properly informed of the important business and affairs of the University by the President and Senior Officers; and
- i) perform such other duties as may be assigned by the Board from time to time or that are customarily performed by a Chair of the University.

The Board shall appoint a Public Governor to act as Chair in the absence or inability to act of the Chair and Vice Chair.

5. VICE CHAIR

The Board shall appoint a Public Governor to act as the Vice Chair of the Board.

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 Board from time to time.

6. GOVERNORS

6.1 Obligations

Governors will:

- a) familiarize themselves with the Board's role in governing the University, these Bylaws, the Codes of Conduct, laws, and University policies applicable to Governors and the Terms of Reference of any Committees on which the Governor serves; and
- b) adhere to these Bylaws, the Codes of Conduct, laws, and University policies applicable to Governors and the Terms of Reference of any Committees on which the Governor serves.
- c) Governors have a fiduciary responsibility when exercising their powers and discharging their duties, and are required to act honestly, in good faith, and in the best interests of the University.

6.2 Expectations

Governors are expected to:

- a) make every reasonable effort to attend all Board meetings and Committee meetings of which they are a member, in person whenever possible;

- b) come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Board to exercise its best judgment in decision making and advising; and
- c) devote sufficient time and energy to carrying out their duties effectively.

6.3 Professional Services by Governors

Subject to these Bylaws, the Codes of Conduct, laws and University policies applicable to Governors, a Governor, or any person in which the Governor has an interest, may act in a professional capacity for the University, except as auditor of the University, and the Governor or such person is entitled to remuneration for professional services as if that Governor were not a Governor of the University.

6.4 Director or Officer in Other Corporations

Subject to these Bylaws, the Codes of Conduct, laws and University policies applicable to Governors, a Governor may be or become a director, officer or employee of, or otherwise interested in, any person in which the University may be interested as a shareholder or otherwise; and the Governor is not accountable to the University for any remuneration or other benefits received by the Governor as director, officer or employee of, or from their interest in, such other person.

7. PROTECTION FROM LIABILITY AND INDEMNITY

7.1 Protection from Liability

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

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

7.2 Indemnity

Subject to any restrictions or conditions imposed on the University under applicable laws, the University shall indemnify a Governor, a former Governor or a voting 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.

8. BOARD MEETINGS

8.1 Schedule

In each Meeting Year, the Board will meet in accordance with the meeting schedule approved by the Board and provided to Governors at least six 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 Board meeting may be postponed or cancelled by a duly passed motion of the Board or by agreement of the Chair and the President.

8.2 Notice

Members will be provided with a schedule of meeting dates for regularly scheduled Board meetings in advance of each Meeting Year, which calendar is deemed to be sufficient notice to all Governors 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 University Secretariat 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 Board Meeting Agendas

Board meeting agendas will be formulated by the Chair and the President, produced, and reviewed in accordance with University Secretariat procedures, and approved in advance by the Chair.

A Governor intending to introduce a new matter at a Board meeting shall give written notice of the matter and any materials for the Board's consideration, to the Chair, the President and the University Secretary 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 Board of Governors 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 President, and its introduction to the meeting is approved by the Chair.

If a person who is not a Governor, the President, the Minister or their delegate, a Senior Officer or a guest approved by the Chair, wishes to address the Board at any meeting, such person may do so if they have received the prior permission of the Executive Committee of the Board, or its successor, to do so.

8.4 Meeting Materials

Meeting materials will normally be provided to Governors electronically through the Board portal one week in advance of a scheduled meeting.

8.5 Conduct of Meetings

8.5.1 General

The Chair, or in their absence, the acting chair, shall be responsible for the orderly conduct of meetings of the Board. Meetings will be conducted in accordance with all applicable laws (including specifically FOIP) 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 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 Board except where a motion challenging the ruling has been duly moved, seconded and carried by a majority of the Governors present at the meeting, whereupon such ruling shall cease to have force and effect. In this event, a Governor may propose a new ruling and provided it is duly moved, seconded, and carried by a majority of the Governors present at the meeting; it shall bind all members of the Board.

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

8.5.2 Conflicts of Interest

In accordance with the Act, members have Conflict of Interest obligations under the University Code of Conduct and the Code of Conduct of The Board of Governors of the University of Calgary.

To assist Members in meeting those obligations, Members are required to:

- a) Review agenda items and declare any Conflicts of Interest in respect of an item at the beginning of each meeting or at the beginning of the item;
- b) Immediately seek guidance from the Chair or the University Secretary where there is any doubt about the existence of a Conflict of Interest; and

- c) Actively manage a Conflict of Interest by applying one or more of the options below, as appropriate for the circumstance and as agreed to by the chair of the meeting, if in a meeting, and the Chair if otherwise. Options for action are:
- i. removing themselves from the meeting room for any discussion and the decision on matters for which the Conflict of Interest exists;
 - ii. removing themselves from the circumstances which create the Private Benefit (as defined in the University Code of Conduct) that gives rise to the Conflict of Interest;
 - iii. managing the Conflict of Interest in a different fashion with the prior approval of the Chair; and
 - iv. resigning their position with the Board.

8.5.3 Open, Closed and In-Camera Meetings

The Board may hold open, closed and in-camera meetings or sessions of the Board in compliance with FOIP and all other applicable laws. Accordingly, materials related to an open meeting or session of a Board meeting may be available to the public through the University Secretariat upon request, and subject to the discretion of the University Secretary, or the direction of the Board.

Open meetings or open sessions of meetings of the Board may be attended by the public, subject to the limitations of space, which includes electronic facility license participant limits. Whenever feasible, the open session of a Board meeting will include an electronic facility through which visitors may register and observe the session.

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

All information presented, discussion, and decisions taken in closed and in-camera sessions or meetings are confidential and shall not be conveyed to persons outside the Board without the prior permission of the Chair unless made available for public release on the authority of the Chair or the President.

8.5.4 Invited Guests and Visitors

Guests may be invited to attend and speak at a Board 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 Board 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 Board 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 a Governor 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 Governors present at the meeting may, by a duly passed motion, appoint a Governor to act as chair of the meeting.

8.7 Quorum

A majority of Governors shall constitute a quorum for the transaction of business by the Board.

8.8 Attendance and Electronic Participation

The chair of a meeting may determine that a meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Governors may participate in a meeting by means of a telephonic, electronic, or other communication facility made available by the Board and that permits all participants to communicate adequately with each other during the meeting. A Governor participating in a meeting by such means is deemed to be present at the meeting and may vote through the telephonic, electronic, or other method of communication being used.

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

In the case of a Governor absent from three or more meetings of the Board within a Meeting Year without sufficient reason or without having made satisfactory arrangements with the Chair, the Chair will refer the matter to the HRGC for handling, which may include a request for the Governor's resignation from the Board or advising the Lieutenant Governor in Council of Alberta that the Governor is no longer capable of acting as a Governor or of fulfilling the Governor's duties, and requesting that the Lieutenant Governor in Council terminate the appointment of the Governor.

9. VOTING

9.1 General

Each Governor is entitled to one vote. Except as set out in section 9.2 below, the Chair does not have a second or casting vote. Voting by proxy is not allowed.

9.2 Meetings

Only Governors 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 Governor's vote and is accepted by the chair of the meeting.

An affirmative vote of a majority of the Governors present and eligible to vote, or consent without objection is required to pass a motion.

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 Governor may ask at the time of the vote that the Governor'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.

9.3 Resolutions in Writing

A resolution of the Governors consented to in writing by a majority of the Governors 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 Board 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 University Secretariat.

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

- a) Resolutions will be sent to Governors, or Governors will be notified of an electronic poll, via the facsimile, e-mail address or telephone number on file with the University Secretariat;
- b) The resolution will expire in the time set in the message; however, the Chair or the University Secretary may extend the deadline once by up to a maximum of seven days;
- c) An affirmative vote of a majority of Governors who are eligible to vote is required to pass a written resolution;
- d) The University Secretariat is responsible for tallying the votes and informing the Board of the outcome;
- e) Written resolutions may not be amended; however, the Governor 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 Governors 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 Board 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 subsequent meeting.

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

The official records of the Board will be maintained under the custodianship of the University Secretary and shall be available for inspection in the University Secretariat or the University Archives as directed by the University Secretariat, by any member of the Board upon reasonable advance notice to the University Secretariat or in accordance with University Archives procedures.

Access to the official records of the Board by persons other than Governors 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 Secretariat website at the discretion of the University Secretary.

10.2 Certification of Records

The Chair, the University Secretary or such other person designated by the Board for the purpose may, in a written certificate, certify that:

- a) writing referred to in the certificate is a true copy of all or part of a minute of the proceedings of a meeting of the Board or a Committee or a resolution of the Board or a Committee; and
- b) that the minute or resolution or part thereof is or is not in effect as at a date stated in the certificate.

A certificate made under this section shall be prima facie proof of the facts stated therein without proof of the signature or capacity of the person signing the certificate.

If the person making the certificate is not the University Secretary, that person shall make and deliver to the University Secretary an executed copy of the certificate as soon as reasonably possible.

11. COMMITTEES

11.1 Establishment

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

11.2 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.

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 Board or its delegate.

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

11.4 Membership

Where achievable, taking into consideration skills requirements and real, potential or apparent conflicts of interest, other Board responsibilities, the number of Governors at the time, and good

governance principles and practices, Governors shall comprise a majority of the membership of a standing Committee of the Board.

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

The Chair shall be an ex officio voting member of each standing Committee of the Board.

The President shall be an ex officio member of each standing Committee of the Board.

The chair of each standing Committee of the Board shall be a Governor.

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

12. OUTSIDE ADVISORS

If the Chair determines that doing so is essential to the Board in carrying out its responsibilities, the Chair may retain an outside advisor with particular expertise to advise the Board or a Committee at the expense of the University, taking into consideration reasonable monetary limits and other controls as appropriate.

13. SPOKESPERSON

The Chair, or in their absence or inability to act, the Vice Chair, is the only person authorized to speak for the Board.

14. BOARD ASSESSMENT

The Board shall carry out an assessment of its performance and operations no later than 24 months following its last assessment in accordance with a process approved by the HRGC or its delegate.

15. AUTHORITIES

15.1 Authorization and Execution

All documents or instruments in writing requiring execution on behalf of the Board shall be signed by the Chair, the Vice Chair or those authorized signatories specified in, and in accordance with, applicable University policies approved by the Board or a written authorization of the Board.

The Board shall establish a policy regarding the authority to act on behalf of, and sign for, the Board. The policy shall include the authority of University employees or representatives to authorize transactions and enter into arrangements and contracts on behalf of the Board. The policy shall also establish both the minimum level of approval required for authorizing transactions or entering obligations and the designation of signing authorities to sign on behalf of the Board,

and will include provisions respecting the custody and use of mechanical or electronic means of reproduction of signatures.

All transactions, arrangements, documents, or instruments authorized and signed on behalf of the Board as provided herein shall be valid and binding on the Board.

15.2 University Seals

15.2.1 Corporate Seal

The Corporate Seal shall be kept in the custody of the General Counsel.

The Corporate Seal may be affixed by the President, the Vice-President (Finance) and Chief Financial Officer, the University Secretary, the General Counsel or such other person directed by the Board in writing to all deeds, transfers, assignments, contracts, obligations, certificates, and other written documents and instruments as required.

15.2.2 Academic Seal

The Academic Seal shall be kept in the custody of the Registrar of the University.

The Registrar shall, on the written direction of the Board or the President, deliver the Academic Seal temporarily to the person designated in the written direction.

The Academic Seal may be affixed by the Registrar of the University or the President to official transcripts of record, certificates of academic standing or merit, and other documents or instruments in writing requiring execution under the Academic Seal of the University.

16. GENERAL

16.1 Secretary to the Board

The University Secretary shall be the secretary to the Board and 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 University Secretary by the Board or that are incidental to the role of Secretary to the Board.

16.2 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 University Secretariat. 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.

16.3 Breach of these Bylaws

Governors 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.

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

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

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

Breaches will be reported to the Board by the HRGC or the Chair at least annually.

16.4 Review and Changes to Bylaws

These Bylaws will be reviewed by the HRGC at least once every three years.

Subject to the applicable laws, these Bylaws, or any part hereof, may be amended, replaced or repealed by resolution of the Board, 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.

16.5 Effective Date

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

Approved June 14, 2024