

Special Board of Governors Meeting

Algoma University - Board of Governors

Virtual

2024-08-21 17:15 - 17:45 EDT

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1. CALL TO ORDER

1.1. Acknowledgement of Traditional Territories

1.2. Declarations of Conflicts of Interest

2. OPEN AGENDA

MOTION : To approve the open agenda.

3. ITEMS FOR DECISION/DISCUSSION

3.1. Notice of Motion: By-Law Repeal and Enactment.....2

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4. TERMINATION

MOTION : That the open meeting be terminated.

Notice of Motion: Repeal and Enact By-Laws

Open Agenda: 21 August 2024

PURPOSE:

PREPARED BY:

☐ Approval ☐ Discussion ☒ Information

Elaine Pitcher, Chair of the Governance Committee
Paul Quesnele, University Secretary

1.0 ACTION

As per Section XVII of the current [Board of Governors By-law 7.4](#) to enact, amend or repeal any by-law of the Board notice of motion shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.

This will act as the notice of motion to:

- Repeal Board of Governors By-Laws 7.4 and enact Board of Governors By-law No. 1 (Version 1). This is the standard corporate By-law relating generally to the conduct of the affairs of Algoma University.
- enact Board of Governors By-law No. 2 (Version 1). This is a By-law to set forth the eligibility criteria and election procedures for prescribed members of the Board of Governors under the [Algoma University Act, 2008, S.O. 2008, c. 13](#).

The following motion will be presented to the Board at their next scheduled meeting, anticipated to be September 26, 2024:

MOTION: That the Board of Governors repeal By-Laws 7.4 and enact By-law No. 1 and By-law No. 2 effective immediately, as presented.

2.0 EXECUTIVE SUMMARY

The By-laws have been under review for the past few years by the Governance Committee as they have not been substantially amended since the Algoma University Act was passed in 2008. Completion of the work was paused while the University awaited the recommendation(s) from the Office of the Auditor General of Ontario as well as confirmation from the Provincial Government as to what changes, if any, it was prepared to make regarding the terms of Board members. Once the final information was received in late December 2023, the Secretariat, Governance Committee and legal counsel have diligently collaborated to suggest comprehensive revisions to the Board of Governors for their consideration, feedback, and further refinement along with the feedback already received from the Board through past retreats and meetings.

The goal of this comprehensive review was to draft By-laws that align with best practices on By-law composition; are legally compliant with Ontario's Not-for-Profit Corporations Act, 2010 (ONCA), which requires compliance by October 18, 2024, as well as other applicable legislation; capture revisions proposed by the Board and the Governance Committee over the past few years; and allow flexibility for the University to establish operational rules within policies where a specific By-law article was not deemed necessary. The process followed to develop the proposed revisions is outlined in the Analysis section of this report.

Accompanying this report are drafts of marked up and clean versions of the proposed revisions. These drafts underwent significant review by the Secretariat, external legal counsel and Governance Committee in light of

feedback and recommendations prior to being distributed to the Board of Governors for review in June 2024. The legal counsel engaged in this process has confirmed that the proposed By-laws are compliant with all applicable legislation.

It is important to highlight that, based on recommendations from legal counsel and with the Governance committee's approval, an additional supplementary By-law (proposed By-law No. 2) was deemed necessary to meet the requirements outlined in Section 8 of the Algoma University Act, specifically concerning the eligibility requirements and election procedures for Governors of the Board.

3.0 ANALYSIS

In alignment with the goals above, the Office of the Secretariat led the process for revising the By-laws as outlined below.

- Reviewed past documentation from the Governance Committee and Board including retreat discussions, position papers, reports and minutes to collect and document conversations and recommendations proposed by these groups since 2022.
- Thoroughly studied and evaluated the requirements specified in the Algoma University Act, the Ontario Not-for-Profit Corporations Act and other relevant legislation, and made substantial revisions to the By-laws to comply with these sets of legislation.
- Sector review of the By-laws of all other Ontario universities to ensure our proposed revisions align to sector best practices, particularly focusing on By-laws that were revised in the past 2 years to maintain current standards. Additionally, practices were adopted that align with the Board's primary vision of achieving good governance and operational effectiveness.
- Researched and incorporated recommendations from best practices in drafting By-law content, to create By-laws that are clear and use language that is easily understood and interpreted. Effort was made to avoid having overly prescriptive or rigid provisions that could potentially create challenges in the future or require frequent revisions. The By-laws contain essential information while also allowing for flexibility to accommodate changes in circumstance and future growth. Overly prescriptive or procedural content wherever possible was removed and will be transferred to relevant Board policies, with the aim of preventing By-law clauses from becoming outdated in the near future. The developed Board policies resulting from the By-law revisions are scheduled for review and approval by the Governance Committee and the Board in the first half of the 2024-25 Board cycle.
- The initial revisions proposed by the Secretariat were discussed in working sessions with the Chair of the Governance Committee and then shared with legal counsel to ensure they were compliant with legislation and there was clarity and consistency within all of the proposed By-law provisions.
- The revisions proposed by legal counsel were shared in depth with the Governance Committee for feedback, which was then incorporated into a second draft. The second draft of the proposed revisions was further reviewed and revised by the Secretariat, legal counsel and the Governance Committee and was presented to the Board of Governors for their initial consideration and review in June and July 2024.

4.0 ATTACHMENTS

1. [Highlights of Proposed Revisions to the By-laws](#)
2. By-law 7.4 (tracked changes)
3. By-law No. 1 (clean)
4. By-law No. 2 (clean)

Highlights of Proposed Revisions to the Board of Governors Bylaws

At a high level the proposed revisions to the Board of Governors Bylaws can be grouped in the following categories, with some examples of revisions included:

1. **Revisions made to address recommendations from the Board and Governance Committee** captured through minutes, meetings, reports etc. Some examples include:
 - adding a Preamble to illustrate the Board's commitment to the University's Special Mission and IEDI practices;
 - drafting section 4.2.1 of By-law No. 1 to address Board's recommendation for "the recruitment process of Governors to allow for the selection of individuals who bring both skills and experiences that are identified as priorities for the Board;"
 - drafting sections 2.2 and 2.4 of By-law No. 2 to address recommendation 10 of the Office of the Auditor General of Ontario's Financial Management in Ontario Universities report to reduce and limit the size of the Board, including the number of internal members;
 - revising section 4.6 Vacancies of By-law No. 1 to address Governance Committee inquiry on what constitutes a vacancy on the Board of Governors, while ensuring the section aligns with the Act.
2. **Revisions made to adhere to legislation** such as the Algoma University Act, and the Ontario Not for Profit Corporations Act (ONCA). Some examples include:
 - Created a second By-law (see By-law No. 2) to specifically document the Eligibility Requirements and Election Procedures for Governors of the Board. This approach ensured compliance with Section 8 of the Algoma University Act, which mandates these requirements and procedures be established by by-law. It also aligns with best practices in drafting By-laws and allows the Board the flexibility to update eligibility requirements for Governors in the future without needing to conduct a comprehensive review and revision of the entire set of By-laws;
 - Drafted section 4 Composition of the Board to align with various ONCA requirements and Algoma University Act. For example, defined in 4.1.1 the class of members of the University as per ONCA; in 4.3 the terms of office for all elected Governors as per the Act; added 6.2 on Governor's Standard of Care as per ONCA;
 - Drafted Section 7.2 on Closed Meetings of the Board to align with best practices on matters that are appropriate in closed sessions in order to protect the interest of the University and provisions in the Freedom of Information and Protection of Privacy Act and Algoma University Act, which also outline matters deemed confidential and suitable for discussion in closed sessions.
3. **Revisions made to adhere to best practices** in drafting bylaws and to align with other universities. Some examples include:
 - Included essential provisions for meetings and the recording and retention of Board minutes and documents in the By-laws, while documenting detailed requirements in a Board policy (see section 7);
 - Included essential provisions for the establishment and functioning of Board Committees in the By-laws, while relocating detailed Committee provisions and Terms of Reference to a Board policy (see section 8);
 - Included essential Conflict of Interest and Confidentiality requirements for Governors in the By-laws, while transferring detailed provisions to a Board policy (see section 10);
 - Drafted eligibility requirements and election procedures in By-law No. 2 sections 2 through 5, based on best practices in good governance and across the higher education sector, with the

intent to also demonstrate that the Board's decision-making process on its composition is an informed and transparent process which prioritizes individuals who have the necessary skills to advance the University's mission and values. Examples include:

- i. Adding provisions that do not allow individuals who hold an executive committee or council position within their constituency's Union or Association, nor be a bargaining team member, to be eligible to serve on the Board as Teaching Staff, Non-Teaching Staff or Student Governor, as this would result in a structural conflict of interest. (see 2.2-2.4 in By-law No. 2);
- ii. Not allowing active governors from other universities to be eligible to serve on the Board, for the same reasons outlined in (i) above. (see 2.1.6 in By-law No. 2);
- iii. Requiring Faculty and Non-Teaching Staff candidates to have a minimum of two years of continuous service to the University in order to be eligible which demonstrates that candidates have some knowledge of the University that would allow them to contribute meaningfully to board discussions and decisions, and that they have had sufficient time to establish themselves and develop the capacity to focus and contribute to broader University matters. (see 2.2-2.4 in By-law No. 2);
- iv. Establishing a nominations process that allows the Governance Committee to evaluate and accept a proposed list of eligible candidates prior to the election and voting of a proposed candidate, which would help maintain a high standard of governance with the Board by ensuring only qualified candidates run for election. (see section 4 in By-law No. 2);
- v. Allowing the Secretariat to conduct the elections for the Teaching Staff, Non-Teaching Staff and Student Governor positions, rather than having the Unions or Associations run the elections which would ensure the election process is managed by a neutral body, in a consistent and transparent manner, that minimizes the risk of bias, favoritism or potential conflict of interest associated with Union or Associations preferred candidates being elected. (see section 3 and 4 in By-law No. 2)
- vi. Adding a transition provision for the current Student Governor regarding eligibility criteria, which shall not extend to any subsequent terms or future Student Governors.

Algoma University

**Board of
Governors**

By-law No. 1

A By-law
relating
generally to
the conduct of
the affairs of
Algoma
University
Laws 7.54

Version 1

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Updated August 14 May 28 June 24, 2024

Created Month, Day, 2024

1. PREAMBLE

- 1.1 Section 17 (1) of the Algoma University Act, 2008 empowers the Board of Governors to make by-laws for the conduct of its affairs.
- 1.2. Algoma University and the Board of Governors are committed to promoting and upholding the principles of Indigenization, Equality, Diversity, Inclusion and Decolonization (IEDI & D) within the operations and governance of the University in alignment with its Special Mission under section 4 of the Algoma University Act, 2008. The University is committed to cultivating a welcoming, inclusive, safe, and respectful learning environment, one that celebrates the richness of cultural diversity amongst all of its campus locations and promotes meaningful engagement among students, staff, and visitors from all corners of the globe. It is this commitment to diversity and inclusion that defines the essence of the University.

2. OBJECTS/MISSION (~~PER THE ALGOMA UNIVERSITY ACT, 2008~~)

- 2.1 The Algoma University Act, 2008, provides that the objects of the University are the pursuit of learning through scholarship, teaching, and research within a spirit of free enquiry and expression. It is the ~~Special Mission~~ of the University to,
- 2.2.1 be a teaching-oriented university that provides programs in liberal arts and sciences and professional programs, primarily at the undergraduate level, with a particular focus on the needs of northern Ontario; and
- 2.2.2 cultivate cross-cultural learning between aboriginal communities and other communities, in keeping with the history of Algoma University College and its geographic site.

3. DEFINITIONS & INTERPRETATION

3.1 Definitions In this Bylaw:

Algoma University College: means the college incorporated as a non-share corporation, under the name Algoma College Association, by Letters Patent dated October 23, 1964 and amended by supplementary Letters Patent dated August 30, 1976 and November 2, 1990;

Act: means the Algoma University Act, 2008

Articles: means Articles of the Incorporation, also known as Letters Patent, which established Algoma University College;

Board: means the Board of Governors of the University;

Board Cycle: means July 1 to June 30;

External Member: means any Governor who is not an Internal Member

Fiscal Year: means May 1 to April 30;

Governor: means a member of the Board of Governors of the University;

Governors at Large: means External Members with skills and lived experiences as identified by the Board;

Internal Member: means the President and Vice-Chancellor of the University, Teaching Staff

Governor, Non-Teaching Staff Governor and Student Governor;

Member: means an individual who is a member of the University. The sole Members of the University are the Governors;

Non-teaching Employee: means an employee of the University who is not a Teaching Staff, and is not the President, any employee who reports directly to the President, or a student employee employed on an hourly basis and/or on a short-term work assignment who is not a member of the support staff bargaining unit. For the purpose of the By-laws, Non-Teaching Employees may be referred to as “Non-Teaching Staff”;

Officer of the Board: means the Chair and Vice-Chair of the Board, President and Secretary, and such other officers as the Board may designate from time to time;

President: means the President and Vice-Chancellor of the University;

Secretary: means the University Secretary or designate;

Secretariat: means Office of the Secretariat;

Senate: means the Senate of the University;

Special Resolution: means a resolution passed by the Board and confirmed by at least two-thirds of the votes cast at an annual or general meeting of the Board duly called for that purpose, or is a resolution consented to by each Member entitled to vote at a meeting of the Members;

Student Governor: means a student of the University duly elected to serve as a student governor;

Teaching Staff: means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all other employed to do the work of teaching or giving instruction and includes persons employed to do research at the University, (“corps professoral”);

University: means Algoma University as established by the Algoma University Act, 2008. ~~“University” means Algoma University as established by The Algoma University Act, 2008~~

~~3.1.1 “Algoma University College” means the college incorporated as a non-share corporation, under the name Algoma College Association, by Letters Patent dated October 23, 1964 and amended by supplementary Letters Patent dated August 30, 1976 and November 2, 1990; (“Algoma University College”)~~

~~“Board” means the board of governors of the University “Senate” means the senate of the University~~

~~“Anishinaabe” means First Nation, Metis and Inuit people;~~

~~“Articles” means Articles of the Incorporation, also known as Letters Patent, which established Algoma University College;~~

~~“Board” means the Board of Governors of the University;~~

~~“Board Cycle” means July 1 to June 30;~~

~~“External Member” means any Governor who is not a student of the University nor an employee of the University;~~

~~“Fiscal Year” means May 1 to April 30;~~

~~“Governor” means a member of the Board of Governors of the University;¶¶~~

~~“Governors at Large” means External Member with skills and lived experiences as identifiedidentified by the Board¶¶~~

~~“Internal Member” means any Governor who is not an External Member. An Internal Member includes the PresidentPresidet, Teaching Staff, Non-teaching Employees, and Student Member of the Board;¶¶~~

~~“Member” means an individual who is a member of the University, The sole Members of the University are the Governors;¶¶~~

~~“Non-teaching EmployeesEmployees” means an employee of the University who is not a Teaching Staff, and is not the President, any employee whoemployee who reports directly to the President, or a student employee employed on an hourly basis and/or on a short-term work assignment who is not a member of the support staff bargaining unit; For the purpose of the By-Laws, Non-Teaching Employees may be referred to as “Non-Teaching Employees may be referred to as “Non-Teaching Staff Members”;¶¶~~

~~“Officer of the Board” means the Chair and Vice-Chair of the Board, President and Secretary, and such other officers are the Board may designate from time to time;¶¶~~

~~“President” means the President of the University;¶¶~~

~~“Secretary” means the University Secretary or designate;¶¶~~

~~“Senate” means the Senate of the University;¶¶~~

~~3.1.2. “Special Resolution” means a resolution passed by the Board and confirmed by at least two-thirds of the votes cast at an annual or general meeting of the Board duly called for that purpose, or is a resolution consented to by each Member entitled to vote at a meeting of the Members;¶¶~~

~~3.1.3. “Student Member” means a student of the University duly elected to serve as a student member of the Board;¶¶~~

~~3.1.4. “Teaching Staff” means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all other employed to do the work of teaching or giving instruction and includes persons employed to do research at the University, (“corps professoral”);¶¶~~

~~3.1.5. “University” means Algoma University as established by the *Algoma University Act, 2008*.~~

~~“teaching staff” means all full-time and part-time members of the faculty of the University who are in active service and whose employment is in good standing. Teaching staff include faculty librarians but does not include adjunct professors who are not on the University payroll, administrative and/or non-union employees involved in occasional teaching or research, and students employed to tutor other students, to assist professors with research, or to serve as Teaching Assistants.~~

~~“non-teaching employees” means members of the non-teaching staff of the University who are in active service and whose employment is in good standing. Students employed by the university on an hourly basis or on short-term work assignments and who do not form part of the support staff association are excluded, as are members of the Administration who report directly to the President, the Vice-President Finance and Administration, or the Academic Dean.¶¶~~

~~“President” means the President of the University¶~~

~~“officer of the Board” means the Chair and Vice Chair of the Board, President and Vice Presidents of the University, Academic Dean, Secretary, and such other officers as the Board may designate from time to time¶~~

~~“external member” means any member of the Board who is not a student of the University or an employee of the University¶~~

~~“special resolution” means a resolution passed by the Board and confirmed by at least two-thirds of the votes cast at an annual or general meeting of the Board duly called for that purpose¶~~

~~“Anishinaabe” means First Nations, Metis, and Inuit people¶~~

3.2 Interpretation:

3.2.1 The provisions of this By-law which refer to specific administrative positions, such as but not limited to, ~~tThe President and Senior Executive Team~~, shall continue to be effective despite changes made to the title for these positions from time to time.

3.2.2 References in this By-law and in resolutions of the Board to the Act, shall, unless the context otherwise requires, mean and include the *Algoma University Act, 2008*, and any amendments thereto from time to time or any act that may hereafter be ~~substituted~~substituted therefore.

¶

¶
¶

~~3.2.3~~ 3.4. Other than as specified in Section 3.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

3.2.4 The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles, the Act, or the Not-for-Profit Corporations Act, 2010, the provisions contained in the Articles or legislation, as the case may be, shall prevail.

4. COMPOSITION OF THE BOARD¶

4.1. MEMBERSHIP~~Members of the University;~~

4.1.1. There shall be one class of members of the University. Membership in the University shall be restricted to those individuals who are also sitting members of the Board. Membership in the corporation shall automatically cease upon the ~~individual~~~~individual~~ ceasing to be a Governor.

4.1.2~~2~~. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.

4.1.3~~3~~. In accordance with the Act and the By-Laws, the Board shall by Special Resolution determine the number of Members for each Board Cycle. All members shall be voting members having (1) vote unless otherwise listed.

4.1.4~~4~~. In accordance with Section 8(1) of the Act, the Board shall consist of not less than 12 and not more than 30 Board members as follows:

4.1.4.1 Internal Members

4.1.4.1~~1~~. President and Vice-Chancellor

4.1.4.2~~2~~. Teaching Staff ~~Governor~~~~Member~~

4.1.4.3~~3~~. Student ~~Governor~~~~Member~~

4.1.4.4~~4~~. Non-Teaching Staff ~~Governor~~~~Member~~

4.1.4.2. External Members

~~4.1.4.2.1. Chancellor~~

~~4.1.4.2.2. Lieutenant Governor in Council Members~~

~~4.1.4.2.3. Six (6) Members of the Community at Large~~

4.1.4.4~~5~~. At least 60 percent of the Governors shall be External Members but cannot be legal entities or corporations. The classification of internal and external are for clarifying quorum.

4.6.4. If the Board composition is twenty (20) Governors or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Metis, Inuit in accordance with University policy in effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to four (4).

4.1.4.5 If, during a Governor's term of office, such Governor elected or appointed under section 4.1.4 of this By-law ceases to be eligible for election or appointment to the Board, such individual thereby ceases to be a Governor, unless permitted otherwise by the Act.

~~The University is a corporation without share capital and shall consist of the members of the Board.¶~~

~~1) The Board of Governors shall consist of not less than 12 and not more than 30 members as follows:¶~~

~~a) The President of the University who shall be a member by virtue of office.¶~~

~~b) The Chancellor of the University, if one is so appointed by the Board.¶~~

~~c) Three members appointed by the Lieutenant Governor in Council who shall not be a student, a member of the teaching staff, nor a non-teaching employee of the Board.¶~~

- ~~d) One person elected by the teaching staff of the University from among themselves.¶~~
 - ~~e) One fulltime faculty member elected by the Senate¶~~
 - ~~f) One student elected by the students of the University from among themselves¶~~
 - ~~g) One person elected by the students represented by the Anishinaabe Students Association from among themselves¶~~
 - ~~h) One person elected by the non-teaching employees of the University from among themselves.¶~~
 - ~~i) One person recommended by the Municipality of Sault Ste. Marie¶~~
 - ~~j) One person recommended by the Algoma University Alumni Association¶~~
 - ~~k) Such other persons as may be directed by the Board who shall be appointed by the Board.¶~~
- ~~2) At least 60 percent of the members of the Board shall be external members.¶~~

4.26. ELIGIBILITY

4.2.1. The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs. To meet this, when electing or appointing Governors, the Board shall strive to identify highly skilled candidates who reflect the Special Mission of the University, the broad regions served by the University's multiple campuses, the diversity of Canadian society, and the functional needs of the Board. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. Individuals from equity deserving groups and First Nations, Métis, Inuit and Urban Indigenous Peoples of Canada are encouraged to consider serving as governors.

4.2.2 Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.

~~4.26.1. All Governors shall meet the qualifications prescribed for directors of a corporation under the Not for Profit Corporations Act, 2010 (as amended or replaced), anyany any such other qualifications set forth in the Act, and other qualifications which may be prescribed by legislation for governors of a university of Ontario.¶~~

~~4.6.2. The Board shall have policies that determine the procedures and eligibility requirements to be followed in the election and appointment of Governors described in section 4.4 of this Bylaw where permissiblepermissible under the Act, except for Governors appointed by the Lieutenant Governor in Council.¶~~

~~4.6.3. When electing or appointing members to the Board Governors, the Board shall strive to identify highly skilled qualified candidates whose appointments will be representative of reflect the Special Mission mission of the University, the broad area regions served by the University's multiple campuses, the diversity of Canadian society, and the functional needs of the Board. A minimum of four Board members shall be appointed as representatives of Anishinaabe organizations and/or communities. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. ¶~~

~~4.6.4. If the Board composition is twenty (20) Governors or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Metis, Inuit in accordance with University policy in~~

~~effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to four (4).~~¶

~~3) The term of office for an elected or appointed member of the Board shall not be more than three years.~~¶

~~4) The term of office for a member of the Board who represents students shall be one year.~~¶

~~4.6.5. If, during his or her term of office, a member Governor's term of office, such of the Board elected or appointed as an Internal Member under section 4.4.1 of this By-law under paragraph c, d, e, f, g, h, i, or j of subsection III (1) ceases to be eligible for election or appointment to the Board, such individual thereby ceases to be a Governor. under the same paragraph, he or she thereby ceases to be a member of the Board.~~

4.37. TERMS

~~4.37.1. The term of office for all elected Governors, except for the Student Member, shall not be more than three (3) years. Typically the term length shall be three (3) years, however the Board retains discretion to determine a Governor will serve for a term of shorter duration by Board resolution, as may be appropriate in the circumstances. The commencement of a Governor's term shall normally be July 1 of each year unless an appointment is made mid-term to replace a vacated position on the Board. The retirement date shall be June 30 of each year.~~

~~4.37.2. All Governor's except for the Student Member, shall be eligible for re-appointment subject to a max of six (6) consecutive years as outlined in the Act (with the exception of the Chair in accordance with Section 11(3) of the Act), but are eligible for reappointment or re-election after one (1) year's absence from the Board.~~

~~5) Despite Subsection III (6), if a student member of the Board graduates during his/her term of office, he or she may continue to sit as a member of the Board for the remainder of his/her one-year term.~~¶

~~4.37.3. The term of office for the Student Member of the Board shall be one (1) year. If a Student Member graduates during their term of office, they may continue to sit as a Governor for the remainder of their term.~~

~~4.8 ELECTION and REMOVAL~~¶

~~¶~~

~~4.8.1. Each Governor shall be elected or appointed by a resolution passed at a meeting of the Members holding office at the time of such election or appointment, in accordance with Board policies.~~¶

~~¶~~

~~4.8.2. An individual who is elected or appointed to hold office as a Governor, must provide consent in writing to hold office within ten (10) days after the election or appointment. This does not apply to Governor's who are re-elected or re-appointed.~~¶

~~¶~~

~~4.8.3. Removal of a Governor shall be by a Special Resolution passed by the Governors holding office at the time of such removal, in accordance with Board policies.~~¶

~~¶~~

~~¶~~

~~4.8.4. Election of Student Member~~¶

~~¶~~

~~4.8.4.1. One (1) student of the University shall be elected as Student Member of the Board.~~¶

¶
4.8.4.2. The Student Member shall be occupied by the individual duly elected as the President of the Algoma University Students' Union (AUSU) by the students of the University, in accordance with the election process for that office.¶

¶
4.8.5. Election of Teaching Staff and Non Teaching Staff to the Board¶

¶
4.8.5.1. One (1) member of the Teaching Staff shall be elected by the Teaching Staff to the Board.¶

¶
4.8.5.2. One (1) member of the Non Teaching Staff shall be elected by the Non Teaching Staff to the Board.¶

¶
4.8.5.3. Where a vacancy occurs in the Teaching Staff or Non Teaching Staff constituency of the Board, the University Secretary shall solicit nominations for election. The nomination period typically spans a two (2) week period in May, followed by a campaign period.¶

¶
4.8.5.4. Candidates for election must be nominated using a nomination form available from the University Secretary, which shall include information on eligibility for election to the Board.¶

¶
4.8.5.5. Following the nomination period, the University Secretary will release to the voting constituency a list of candidates and information on voting, including timelines for voting and poll location(s).¶

¶
4.8.5.6. Elections shall be conducted by secret ballot of the applicable voting constituency.¶

¶
4.8.5.7. The candidate receiving the highest vote count shall be elected. In the case of a tie, the University Secretary will conduct a lottery to determine the successful candidate.¶

¶
4.8.5.8. The University Secretary will promptly release the results of the election, including the vote count for each candidate.¶

¶
4.8.6. Elections of Internal Members are advisory, and the Board shall not be bound to appoint any individual to the Board in response to an election.¶

¶
4.8.7. The Secretary, or designate, shall administer all elections on behalf of the Board in accordance with this By-law and established policies. The Secretary shall not vote in any election.¶

¶
4.8.8. The Board shall have policies defining the manner in which Governors shall be appointed.¶

¶
4.8.9. In compliance with applicable legislation, the Board has the right to discipline and or terminate a Governor and shall set policies defining when and how the Board will exercise such power and the manner in which a Governor shall be disciplined or be removed.¶

¶
1.1. **4.4 RECRUITMENT OF GOVERNORS**

4.4.1 The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs. To meet this, the Board has set up transparent and effective processes for the recruitment and election of members to the Board. The procedures for the recruitment, nomination and election of Governors are established in By-law No.2.

4.4.2 The Board reserves the right to exercise discretion in appointing individuals to its membership and retains the authority to make final decisions regarding governor appointments, except for those appointed by the

Lieutenant Governor in Council.

4.4.3 Elected Internal Governors are advisory and the Board shall not be bound to appoint any individual to the Board in response to an election. Nevertheless, the Board acknowledges the significance of the election process and will ratify its results, provided the elections were conducted according to established procedures under By-law No.2.

4.4.4 Each Governor shall be appointed or elected by a resolution passed at a meeting of the Members holding office at the time of such election or appointment, in accordance with Board policies.

4.4.5 An individual who is appointed or elected to hold office as a Governor must provide consent in writing to hold office within ten (10) calendar days after the election or appointment. This does not apply to Governors who are re-re-elected or re-appointed.

4.5 REMOVAL

4.5.1 Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in Section 4.6 of this By-law.

4.5.2 In compliance with applicable legislation, the Board has the right to discipline and/or remove a Governor and shall set policies defining when and how the Board will exercise such power and the manner in which a Governor shall be disciplined or be removed.

4.6 ~~4.9.1.~~ VACANCIES

4.6.1 The office of a Governor shall be vacated if:

4.6.1.1 the Governor's term expires;

4.6.1.2 the Governor resigns or dies;

4.6.1.3 the Governor ceases to be eligible for appointment or election to the board before the end of their term, as prescribed in By-law No.2;

4.6.1.4 the Governors incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;

4.6.1.5 the Board by resolution declares a Governor's membership to be vacated for failure to attend three (3) consecutive regularly scheduled Board meetings, or for having less than an overall attendance record of seventy percent (70%) Board and Committee meetings combined within the annual Board Cycle, unless on an approved Board leave; or

4.6.1.6 the Board by Special Resolution declares a Governor to be removed from the Board.

~~4.9.1.1.~~

~~A vacancy on the Board occurs if,~~

~~4.9.1.2.~~

~~a Governor is incapable of continuing to act as a member of the Board and the Board by resolution declares such membership to be vacated; or~~

~~4.9.1.3.~~

~~the Board by resolution declares a membership on the Board to be vacated for failure to attend three (3) consecutive regularly scheduled Board meetings or for having less than an overall attendance record of seventy percent (70%) within the annual Board Cycle, unless on an approved Board leave.~~

~~4.6.2~~ ~~9.2.~~ The Board shall determine whether or not to fill a vacancy and shall have policies defining the manner in which vacancies will be filled.

- 6) ~~A member of the Board is eligible for reappointment or re-election.~~
- 7) ~~A person elected or appointed to the Board under subsection III (1) may not be a member of the Board for more than six consecutive years, but is eligible for reappointment or re-election after one year's absence from the Board.~~
- 8) ~~A vacancy on the Board occurs if,~~
 - a) ~~a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;~~
 - b) ~~a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated; or~~
 - c) ~~the Board by resolution declares a membership to be vacated for failure to attend three consecutive regularly scheduled meetings.~~
- 9) ~~If a vacancy occurs on the Board, the Board shall.~~
 - a) ~~determine whether or not to fill the vacancy, and~~
 - b) ~~if the vacancy is to be filled, appoint or elect the new member in accordance with the same procedure as applied to the appointment or election of the member being replaced.~~
- 10) ~~A person who fills a vacancy under subsection III (11) shall hold office for the remainder of the term of the member he/she is replacing. A person elected or appointed under subsection III (11) may be re-elected or reappointed upon the expiry of the term that he/she was elected or appointed to complete, but is eligible for further re-election or reappointment only after one year's absence from the Board.~~
- 11) ~~The commencement of a Board Member's term shall be July 1 of each year unless an appointment is made mid-term to replace a vacated position on the Board. The retirement date shall be June 30th of each year.~~

5. OFFICERS OF THE BOARD

5.1. The Officers of the Board shall be the Chair, Vice-Chair, President and Secretary.

5.2. The Board shall elect annually a ~~Past Chair~~, Chair and Vice-Chair(s) from its ~~External Members~~ and shall fill any vacancy in the ~~Office of Chair or Vice-Chair(s)~~ from among such ~~External Members~~. The Chair and Vice-Chair(s) shall normally serve for two (2) consecutive one-year terms.

5.3 The Chair shall preside over the meetings of the Board and, if the Chair is unable to act or if the position is vacant, the Vice-Chair shall act in his or her place and, if both the Chair and Vice-Chair are unable to act, the Board may appoint an external member to act temporarily in their place.

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

5.5. The Board shall appoint such Signing Officers from time to time to give effect to the University's related policies.

¶

1) ~~The Secretary, who shall be Secretary of the Board, shall be appointed by the Board, and shall hold office during the pleasure of the Board. Unless otherwise determined by the Board, in the absence of the Secretary, an Acting Secretary designated by the Secretary to so act, shall perform the duties of the Secretary of the Board. To be consistent with Board by laws, the University President will act as the Secretary to the Board unless the Board of Governors decides otherwise.~~¶

~~Three or more officers of the Board shall be appointed annually. One of these officers shall be the~~

e¶

5.6 The Secretary shall attend all meetings of the Board and shall:

5.6.1 ~~Enter or cause to be entered in books for that purpose, Minutes of all proceedings.~~

5.6.2. ~~Provide copies of such Minutes to all Board members~~ Governors as soon as possible.

5.6.3. Give, or cause to be given, all notices required to be given to ~~members of the Board~~ Governors as well as agenda and related documents as may be necessary for a meeting.

5.6.4. Be responsible for arrangements for meetings.¶

5.6.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.¶

5.6.6. Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and¶

5.6.7. Perform such other duties as may from time to time be prescribed by the Board or required by law.

6. POWERS AND DUTIES OF THE BOARD

6.1 ~~Except for matters specifically assigned to the senate under section 24 of The Algoma University Act, 2008, the Board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including the power,~~ The Board shall have such duties and shall exercise such powers as are set out in the Act, as the same may from time to time be amended, re-enacted or replaced.

6.2. Standard of Care: ¶

~~6.2.1.~~ Governors and officers of the University in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the University and each Governor and each officer of the University shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.3. Conflict of Interest: ¶

~~6.3.1.~~ Governors must abide by conflict of interest requirements as set out in accordance with section 16 of the Act, as set out in section 16 of the Act, By-laws, Board policies or other requirements set out by legislation. ~~Board policies or other requirements set out by legislation for Governors of a university of Ontario.~~

6.4. Confidentiality :¶

~~6.4.1.~~ Governors must abide by their duty of confidentiality with respect to Board matters as set out in accordance with the ~~Board~~ Bylaws, policies or other requirements set out by legislation. ~~for governors of a university in Ontario.~~¶

6.5. Annual Attestation: ¶

~~6.5.1.~~ Members of the Board are required to sign annual attestations as set out in ~~accordance with section 16 of the Act, Board policies or other requirements set out by the legislation. for governors of a university in Ontario.~~

- a) ~~to determine the mission, vision, and values of the University in a manner that is consistent with the objects and special mission of the University;~~¶
- b) ~~to appoint and remove a Chancellor;~~¶
- e) ~~to appoint and remove the President;~~¶

- ~~d) to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection (2);¶~~
- ~~e) to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;¶~~
- ~~f) to appoint committees and assign or delegate to them such duties and responsibilities as may be directed by the Board, including authorizing them to act on behalf of the Board in the matters specified in the by-laws;¶~~
- ~~g) to approve the annual budget of the University and to monitor its implementation;¶~~
- ~~h) to establish and collect fees and charges for tuition and other services that may be offered by the University or that may be approved by the Board on behalf of any organization or¶~~
- ~~i) —~~

~~group of the University;¶~~

- ~~j) to regulate the conduct of students, staff, and all persons who use the property of the University, including denying any person access to the property;¶~~
 - ~~k) to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;¶~~
 - ~~l) to conclusively determine which body within the University has jurisdiction over any matter, and¶~~
 - ~~m) to make by-laws, resolutions, and rules for the conduct of its affairs.¶~~
 - ~~n) required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.¶~~
- ~~2) The Board shall not appoint, promote, suspend, or remove a member of the teaching staff or a non-teaching employee of the University, except on the recommendation of the President of the University who shall be governed by the terms of any applicable commitments and practices of the University.¶~~
 - ~~3) The By-Laws of the Board shall be open to examination by members of the public during normal business hours. The Board shall publish their By-Laws from time to time in such manner as they consider proper.¶~~

7. MEETINGS OF THE BOARD

7.1 GENERAL PROVISIONS

~~7.1.1 Regular, special and annual meetings of the Board shall be held at the campus of the University or elsewhere in the City of Sault St. Marie or its environs as may be determined by the Chair.~~

~~7.1.2. Meetings of the Board will be open to the public unless the meeting or parts of the meeting needs to be a closed session because the subject falls within the exceptions defined in 7.2. Except by the permission of the Chair, observers will not be permitted to speak at a meeting, to communicate with individual Governors, to disturb the conduct of a meeting in any way, or to introduce placards or signs or cameras or other recording machines into the Board meeting space.~~

~~7.1.3. The Board shall hold a minimum of four (4) regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.~~

~~7.1.4 The quorum for meetings of the Board and any committees thereof shall be a majority of the Governors or members of such committee, as applicable with the condition that at least half of the External Members of the Board or committee, as applicable, are in attendance.~~

~~The annual meeting of the Board will be held within ten months of the fiscal year end. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Governors, the financial statement (if available), and the report of the auditors shall be presented. If these reports are not available the reports will be present at the first meeting of the Board of Governor once the audit is complete and reviewed by the Finance committee of the Board. The election of the Chair and Vice Chair shall also be conducted, by ballot if a vote is required.¶~~

- ~~1) 7.1 5 7.3. Notice in writing of the time and place of each regular meeting shall be sent to each member of the Board Governor by prepaid post or by electronic means transmission addressed~~

to the ~~Governor~~member's address, as it appears in the records of the Board, and such notice shall be given at least seven (7) calendar days before the time of the meeting, ~~except that at least ten (10) calendar days' notice shall be provided for the Annual Meeting.~~ Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at the meeting. No error or omission in giving notice of any annual or regular meeting or any adjourned meeting ~~of the members~~ of the Board shall invalidate such meeting or make void any proceedings taken thereat and any ~~member~~ Governor may at any time waive notice of any such meeting.

~~7.1.6 7.4.~~ Notice so given or made shall be deemed to have been given or made and to have been received at the time that the electronic transmission was sent, or within three (3) calendar days if sent by prepaid post, to Governors.

~~7.1.75.~~ Public notice of meetings, annual or general shall be given, at minimum, by website.

~~7.1.86~~ The Board shall by policy determine how its agendas shall be developed. The business of a meeting shall be confined to the agenda and no new matter shall be dealt with unless the introduction of such new matter shall be approved by two-thirds vote of Governors present and voting.

7.1.9 A record of the proceedings of each meeting of the Board shall be kept by the Secretary and the full Minutes of every meeting shall be submitted at the next meeting of the Board, save and except that minutes and other records of closed sessions shall be recorded separately and maintained in a secure manner.

7.1.10 The University shall maintain accurate and complete records of all Board of Governors meeting proceedings, including meetings of minutes, financial documents, and any other records required by law or deemed necessary for the efficient operation and transparency of the organization. Such records shall be kept in a secure and accessible manner, outlined in policies determined by the Board of Governors, for a period as required by law.

7.1.11 The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.

7.2 CLOSED MEETINGS

~~7.2.17.~~ The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;

~~7.27.1.1~~ Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;

~~7.2.17.2.~~ Matters involving sensitive financial data or strategies;

~~7.2.17.3.~~ Personnel matters;

~~7.2.17.4.~~ Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;

~~7.2.17.5.~~ Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;

~~7.2.17.6.~~ Any other matter deemed by the Board to be of a confidential nature where disclosure could harm the best interests of the University and/or may be prejudicial to an identifiable~~identifiable~~ individual.

7.2.2 The Board shall establish by policy the proceedings for holding closed meetings.

~~7.8.~~ Any Governor may propose that a matter be discussed in a closed session by notifying the Chair and/or Secretary of the Board. Movement into closed session shall be preceded by a motion to adopt the confidential portion of the agenda and such motion or a motion to amend the agenda shall not be debatable in public. Any debate or motion to amend the agenda shall occur in closed session. Discussions during the closed session shall be limited to the specified confidential matter.¶

~~7.9.~~ Where the Board holds a closed session, the Board may permit any such individual(s) to attend the closed session as may be necessary to facilitate the Board conducting the confidential business which may include, but is

not limited to, employee(s) of the University and/or third party advisors.¶

7.10. In the event that during a public meeting, the Chair is of the opinion that further discussion in public may result in disclosure of confidential business, the Chair shall adjourn the matter to be continued in a closed session for the purpose of determining whether any further discussion will continue in public or in closed sessions. The discussion will resume in the manner decided upon by the Board.¶

7.11. Following the conclusion of the closed session, the Board shall reconvene in open session. The Chair shall report in open any decisions or actions taken during the closed session that do not compromise confidentiality.¶

7.12. A record of the proceedings of each meeting of the Board shall be kept by the Secretary and the full Minutes of every meeting shall be submitted at the next meeting of the Board, save and except that minutes and other records of closed sessions shall be recorded separately and maintained in a secure manner.¶

7.13. The University shall maintain accurate and complete records of all Board of Governors meeting proceedings, including meetings of minutes, financial documents, and any other records required by law or deemed necessary for the efficient operation and transparency of the organization. Such records shall be kept in a secure and accessible manner, outlined in policies determined by the Board of Governors, for a period as required by law.¶

7.14. Except by the permission of the Chair, observers shall not be permitted to speak at a meeting, to communicate with individual Governors, to disturb the conduct of a meeting in any way, or to introduce placards or signs or cameras or other recording machines into the Board meeting space.¶

7.15. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.

- 2) ~~Special meetings of the Board shall be held at the call of the President, Chair, or, in the event of the Chair's absence or inability to act, at the call of the Vice Chair and may also be called at the written request of not fewer than five members of the Board. Such meetings may be held at any time and at any place in the City of Sault Ste. Marie or its environs.¶~~
- ~~a) Notice in writing of the time and place of each special meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to the member's address as it appears in the records of the Board, with transmission of such notice initiated at least seventy-two hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.¶~~
- ~~b) A special meeting of the Board may be held at any time and at any place without notice if all members of the Board are present thereat or have given consent that the meeting occur.¶~~
- ~~c) On matters of an urgent nature, the Chair may authorize the Secretary to conduct a telephone or electronic poll of all Board members for the guidance of the Executive Committee in acting on behalf of the Board.¶~~
- 3) ~~Items of business shall normally be presented to the Board by the~~

~~following: The Chair of the Board¶~~

~~The Chairs of Committees¶~~

~~The President¶~~

~~The Board Representative to the senate who shall report at each Board meeting.¶~~

~~But a member of the Board may present an item which has been submitted and approved for inclusion in the agenda of the meeting. Except for the reports of committees, items of business furnished to the Secretary for inclusion in the agenda shall be summarized in appropriate form with relevant supporting documents to be attached as necessary.¶~~

- 4) ~~The business of a meeting shall be confined to the agenda and no new matter, other than a point of order or privilege, shall be dealt with unless the introduction of such new matter shall be approved by a two-thirds vote of members present and voting. All matters for inclusion in the agenda of Board meetings must be in the hands of the Secretary at least ten working days prior to the day of the meeting at which they are to be presented, and only matters which have been placed in the hands of the Secretary shall be included in the agenda pre-circulated to members.¶~~

~~The Chair shall be notified before the meeting of new items submitted for inclusion on the agenda subsequent to its approval and at the commencement of the meeting shall request a motion concerning the disposal of such items.¶~~

- 5) ~~No member of the Board may appoint or send a designate or proxy to act or vote on the member's behalf on the Board, except that an Acting President duly appointed under by-law XI (2) or XI (3) below may participate and vote on behalf of the President.¶~~
- 6) ~~A quorum of the Board consists of a majority of its members present in person or by electronic transmission and that majority must include at least half of the external members. This will apply to all Board committees.¶~~

~~Except as established by Roberts Rules of Order, all motions and resolutions shall be decided by a majority of the members present and voting at the said meeting.¶~~

~~7.316~~. ANNUAL MEETING

~~7.316.1.~~ The Annual Meeting will be held within six (6) months of the fiscal year-end. Business at the Annual Meeting is not limited to, but must include the following items:

~~7.316.1.1.~~ the report of the Board Chair

~~7.316.1.2.~~ the report of the President & Vice-Chancellor

~~7.316.1.3.~~ the financial statement and report of the auditor (if available)

~~7.316.1.4.~~ the appointment of the auditors

~~7.316.1.5.~~ the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required.

~~7.316.1.6.~~ if these reports are not available, the reports will be presented at the first meeting of the Board of Governors.

~~7.316.2.~~ Notice of the Annual Meeting will be provided to the auditor of the University in accordance with applicable legislation.

~~7.417~~. SPECIAL MEETING

~~7.417.1.~~ Special meetings of the Board shall be held at the call of the President, Chair, or in the event of the Chair's absence or inability to act, the Vice-Chair and may also be called at the written request of not fewer than 1/3 of the Governors.

~~7.417.2.~~ Notice in writing of the time and place of each meeting shall be sent to each Governor at least seventy-two (72) hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.

~~7.417.3.~~ In extenuating circumstances, a special meeting of the Board may be held at any time and at any place with less than seventy-two (72) hours notice if all Governors are present thereat or have given consent that the meeting occur. Individual Governors' consent will be assumed for the meeting to occur in the case that a Governor cannot be reached despite every reasonable effort to do so.

~~7.417.4.~~ On matters of an urgent nature, the Board Executive Committee shall act on behalf of the Board of Governors.

7.5 ELECTRONIC MEETINGS

7.5.1 With the exception of provisions stated otherwise in this By-law, the Board shall conduct its meetings using electronic meeting services designated by the University. These services must support anonymous voting and display the identities of participants, identify speakers seeking recognition, display, or allow access to the text of pending motions, and show the outcomes of votes.

7.5.2 Electronic meetings of the Board shall adhere to all rules established by the Board. These rules may include reasonable limitations on the requirements for the participation of Governors.

~~7.618~~ VOTING

~~7.618.1.~~ No Governor may appoint or send a designate or proxy to act or vote on their behalf, except that an Acting President duly appointed under subsection 112.2 or 112.4 of this Bylaw, may participate and vote on behalf of the President.

~~7.618.2.~~ The quorum for meetings of the Board and any committees thereof shall be a majority of the Governors or members of such committee, as applicable with the condition that at least half of the External Members of the Board or committee, as applicable, are in attendance.

~~7.618.3.~~ All dissenting votes at the level of the Board of Governors which relate to issues that may incur personal liability as a result of statutory policies shall be recorded in the Minutes if requested by the dissenting Governor at the time the vote is taken. Governors absent from a meeting may submit to the Secretary of the

Board notice of dissent not more than seven (7) calendar days after receipt of the draft of the Board Minutes. Notices of dissent so submitted will be retained on file by the Secretary of the Board, but shall not affect the outcome of the vote nor be recorded in the Minutes.

7.6+8.34. For electronic meetings an anonymous vote conducted through the designated electronic meeting service shall be considered a ballot vote, satisfying any requirement in the By-laws or rules for a vote to be conducted by ballot.

~~With the exception of provisions stated otherwise in these bylaws, the Board shall conduct its meetings using Internet meeting services designated by the University. These services must support anonymous voting and display the identities of participants, identify speakers seeking recognition, display, or allow access to the text of pending motions, and show the outcomes of votes. Electronic meetings of the Board shall adhere to all rules established by the Board. These rules may include reasonable limitations on the requirements for the participation of Governors. An anonymous vote conducted through the designated Internal meeting service shall be considered a ballot vote, satisfying any requirement in the By-Laws or rules for a vote to be conducted by ballot.~~

- ~~7) Voting may be by a show of hands and voiced consent or by assumed consent where no dissent is voiced. With adequate prior review, a resolution consented to in writing by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.~~
- ~~8) In case of equality of votes at any meeting, whether upon a show of hands and voiced consent or a poll, the Chair shall be entitled to a second or casting vote. Should the Chair decline to vote to break the tie, the question before the members shall be defeated.~~
- ~~9) All dissenting votes at the level of the Board of Governors which relate to issues that may incur personal liability as a result of statutory regulation shall be recorded in the Minutes if requested by the dissenting member at the time the vote is taken. Members absent from a meeting may submit to the Secretary of the Board notice of dissent not more than 7 days after receipt of the draft Board Minutes. Notices of dissent so submitted will be retained on file by the Secretary of the Board, but shall not affect the outcome of the vote nor be recorded in the Minutes.~~
- ~~10) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during a confidential session so designated for the consideration of confidential business, such as matters concerning personnel, financial acquisition or disposal of property, and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. Prior notice of meetings shall be given.~~
- ~~11) Movement into closed session shall be preceded by a motion to adopt the confidential portion of the agenda and such motion or a motion to amend the agenda shall not be debatable. When movement into the open session occurs, the Chair shall report back decisions reached in the closed session which are not deemed to be of a confidential nature.~~
- ~~12) Members of the Board shall observe strictly the confidential nature of business dealt with in closed session and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. At the commencement of a closed session the Chair shall remind members of their obligations in respect to confidentiality.~~

~~Members are reminded that discussions entered into and the decisions made during the closed session of this meeting are carried out in confidence and are not to be repeated or discussed outside the Board Room. Any material provided for the session will be retained in confidence afterwards, or may be returned to the Secretary at the end of the meeting.~~

~~Decisions reached during the closed session which are to be announced after the meeting will be made public by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in the meeting or the material involved.~~¶

~~The continued presence of a member in the room shall indicate acceptance of these conditions.~~¶

~~13) Should a member declare an intention of non-compliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair may~~¶

~~a) remove an item from the agenda~~¶

~~conclude the discussion~~¶

~~b) adjourn the meeting.¶~~

~~c) request that the member be removed from the room.¶~~

~~Subsequently, the seat of the member may be declared vacant by Special Resolution in accordance with II.¶~~

~~14) Except by the permission of the Chair, spectators (including representatives of the news media) shall not be permitted to address a meeting, to communicate with individual members, to disturb the conduct of a meeting in any way, or to introduce placards or signs or cameras or other recording machines into the Board Room.¶~~

~~15) A record of the proceedings of each meeting of the Board shall be kept in a book provided for that purpose and the full Minutes of every meeting shall be submitted at the next meeting of the Board, and after adoption by the Board, the Minutes shall be signed by the Chair (or the Acting Chair) and the Secretary (or Acting Secretary), and such Minutes shall be open to inspection by any member of the Board at any time during regular office hours in the office of the Secretary of the Board, but such inspection shall not be permitted by other persons.¶~~

~~a) At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.¶~~

~~b) Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by by-law or resolution and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.¶~~

~~c) A copy of the Minutes of each meeting of the Board, as drafted by the Secretary of the Board, shall be sent to each member of the Board as soon as possible after such meeting, but amendments to the Minutes may be made only at a meeting of the Board where the Minutes are presented for adoption.¶~~

~~d) The Secretary shall be responsible for safeguarding the confidentiality of Board Minutes but shall have discretion to furnish extracts or summaries therefrom to authorized officers of the University or in satisfaction of a reasonable request.¶~~

~~The Secretary shall forward to the Library, for public examination, a copy of the approved Minutes of the open session of the Board.¶~~

8. COMMITTEES OF THE BOARD

8.1. The Board shall ~~maintain as standing committees of the~~ establish standing committees to oversee governance, administration, strategic planning, financial and risk management, human resource matters, board practices and functions, and other relevant areas as deemed ~~necessary~~^{necessary} for the University. Such committees shall function in accordance with the Bylaws of the Board, and the composition, duties and responsibilities of such committees shall be established by the Board from time to time.

8.2 Subject to the provisions of these By-laws and to any restrictions imposed by the Board, each committee of the Board shall conduct its affairs in a manner consistent with the practices and procedures of the Board.

~~Board: The Executive Committee¶~~

~~The Finance Committee¶~~

~~The Nominating and Governance Committee The Anishinaabe Peoples' Council¶~~

~~The Board-Senate Liaison Committee¶~~

~~The Human Resources Committee (Subcommittee of Executive)¶~~

~~Ad-Hoc Collective Bargaining Committee¶~~

~~The composition, duties, and responsibilities of such Committees shall be as laid out in Appendices A through G.¶~~

~~Each standing committee of the Board must meet at least once each year and shall report to the Board at least annually.¶~~

- ~~1) The Board may, from time to time, establish and appoint such other standing committees as it sees fit and determine the composition, duties and responsibilities of any committees so established.¶~~

~~¶~~

- ~~a) The membership of the standing committees of the Board and the appointment of the Chairs and Vice-Chairs, with the exception of the Anishinaabe Peoples' Council and the senate member alternating as Chair of the Board-Senate Liaison Committee, shall be determined by the Board at each annual meeting, on the recommendation of the Nominating and Governance Committee. The Board may fill vacancies in the membership of committees as necessary in the succeeding twelve months.¶~~

~~8.32. Standing committees must appoint subcommittees to carry out specific tasks on behalf of the committee and make recommendations thereto. Convene at least once annually and report to the Board accordingly. The Board may also establish additional ad-hoc committees as it may deem necessary.~~

- ~~b) Ad-Hoc committees may be established by the Board for specific duties of a non-recurrent nature and whose powers will expire with the completion of the assigned task. Membership may include persons who are not Board members, subject to the provision that the Chair of the committee and a majority of the committee must be members of the Board.¶~~

- ~~2) Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been specifically designated by the Board. Unless otherwise authorized by the Board, Committees of the Board shall report to the Board only.¶~~

~~The Board may also establish additional committees with membership as may be appropriate to advise on operational and other matters. Such committees shall report as necessary, but at least annually to the Board through the president.¶~~

~~8.43.~~ The Board shall appoint an Executive Committee which will act solely to address urgent matters when all attempts to convene the full Board have been exhausted and a decision must be made within a specific timeframe.

~~8.54.~~ Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.

~~8.65.~~ The Chair of the Board and the ~~President~~President shall serve as Ex Officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.

~~8.6.~~ Except in the case of the Anishinaabe Peoples' Council and, with respect to the President, on the Board-Senate Liaison Committee, the Chair of the Board and the President shall be Ex Officio and voting members on all committees, in addition to any prescribed membership. ~~only an External Member may serve as Chair of the Board Committee.~~

8.7. Committees shall follow the policies on access to the Board.

~~3) Except on the Anishinaabe Peoples' Council and the Board-Senate Liaison Committee, only a member of the Board may serve as Chair of a Board Committee.¶~~

~~4) As deemed appropriate by the Chair, administrative officers may attend committee meetings at the invitation of the Chair, and may serve as advisors and resource personnel, but shall not vote.¶~~

8.8 Committees shall have access to the Board in accordance with subsection 7.1.11 of By-law No.1.

8.9 Minutes shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Secretary to ensure that the minutes are submitted to the committee for approval.

~~9. MEETINGS OF COMMITTEES OF THE BOARD~~

~~¶~~

~~1) Meetings of committees may be called whenever it is deemed necessary by the Chair of the committee, the Chair of the Board, the President, or by petition of a majority of committee members. All standing committees must meet at least once per year.¶~~

~~2) Notice of meeting shall be mailed or otherwise delivered to members of the committee by the secretary of the committee concerned in accordance with the procedure approved by the committee.¶~~

~~3) The inadvertent failure to give notice to any member of the committee or any irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting of the committee.¶~~

~~4) The agenda shall be prepared by the secretary of the committee and shall be approved by the Chair. All matters for inclusion in the agenda must be in the hands of the secretary at least three business days prior to the day of the meeting at which they are to be presented, and only matters which have then been placed in the hands of the secretary shall be included in the agenda. The Chair shall be notified of items received subsequently and a motion to adopt the agenda made and passed when the meeting opens shall be sufficient to include such new matters.¶~~

~~5) All questions at a meeting shall be decided by a majority of the votes of the members present and voting. Each member of a committee present at a meeting, including the Chair or Acting Chair, shall be entitled to one vote and any motion on which there is an equality of votes shall be deemed to have been defeated.¶~~

- 6) ~~When deemed necessary, a resolution signed by all members of a committee shall have the same force and effect as if passed at a regularly constituted meeting of the committee.¶~~

~~9.1. Subject to the provisions of these By laws and to any restrictions imposed by the Board, each committee of the Board shall conduct its affairs in a manner consistent with the practices and procedures of the Board, as set out in the Dylaws or board policies.¶~~

- 7) ~~9.2. Minutes shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Chair of the committee Secretary to ensure that the minutes are submitted to the committee for approval. Secretary as soon as conveniently possible thereafter.¶~~

910. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

~~1) Except in respect of an action to procure a judgment in its favour, and except where otherwise prohibited by law, every officer or member of the Board or of any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgment), that such member or officer sustains or incurs in or about any civil or administrative action, suit, or proceeding that is brought, commenced or prosecuted against such member or officer, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such member or officer, in or about the execution of the duties of such office, except such costs, charges or expenses as are occasioned by such member's or officer's own wilful neglect or wilful default. Provided however that, in exchange for the presentation of these provisions of indemnity, such indemnified member or officer shall co-operate fully with the University in the defence of such proceedings and shall be subject to such direction as the University or its Counsel shall deem appropriate, failing which such provision of indemnity provided hereby shall forthwith lapse and be of no further force and effect.~~

~~910.1~~ Except where otherwise prohibited by law, every officer or member of the Board or of any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall be idemnified and saved harmless out of the funds of the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgment), that is reasonably incurred by such member or officer in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the member or officer is involved because of their association with the University, except where such member or officer is judged by any court or other competent authority to have committed any fault or omitted to do anything that the member or officer ought to have done, and provided such member or officer acted honestly and in good faith with a view to the best interests of the University and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, that such member or officer had reasonable grounds for believing that their conduct was lawful.

1011. CONFLICT OF INTEREST

10.1 A conflict of interest arises when the private or personal interest of a Governor supersedes or competes with their official duties and responsibilities to the University as a Governor. A conflict of interest may arise from an actual, potential, or perceived conflict of interest of a financial or other nature.

10.2 All Governors shall comply with the requirements to disclose any actual, potential or perceived conflicts of interest and abstain from participating in discussions about such matters in accordance with applicable legislation and the policies and procedures of the Board regarding conflicts of interest.

10.3 Governors are required to sign an annual conflict of interest acknowledgment, as prescribed by Board policy, at the beginning of each Board Cycle immediately following the Annual Meeting or prior to participating in any Board meetings. Each individual granted access to a closed session of the Board or a Committee meeting, as a guest, shall be required by the Secretary to sign a

confidentiality undertaking or be otherwise bound by confidentiality.

~~11.1. A Governor or member of a committee created by the Board who has, or may have, a real or perceived conflict of interest, as defined in the conflict of interest policies of the Board, with a matter in which the University is concerned shall.~~¶

~~¶~~

~~11.1.1. declare the conflict of interest as soon as possible and no later than at the first meeting at which the matter is to be considered;~~¶

~~11.1.2. will be counted in the quorum, if present, at any meeting of the Board at which the contract or transaction is considered;~~¶

~~11.1.3. is not entitled to vote on the contract or transaction unless otherwise permitted by and;~~¶

~~11.1.4 will absent themselves from any meeting (or portion thereof) at which the contract or transaction is discussed, unless, where permissible by law, is requested by the Board to remain for a time prior to the vote to provide relevant information.~~

- ~~1) While it is both expected and desired that Governors will bring a variety of perspectives, a Governor's responsibility is to the University and not to any private interest, organization, community tie, or particular university sector.~~¶
- ~~2) From time to time the University may, in the normal course of business, enter into transactions with enterprises in which members of the Board are involved. This shall not constitute a conflict of interest provided that the University has followed its normal tendering and/or purchasing procedures and provided that the member has declared an interest in accordance with the following guideline.~~¶
- ~~3) Where a member of the Board or the family of the Board member has a direct or indirect pecuniary interest in any matter under consideration by the Board, and/or committees of the Board, or in any existing contract or proposed contract to be entered into by the University, such member shall disclose that interest as soon as possible, and no later than the first meeting at which the matter is to be considered, and shall not be present during that portion of a meeting when such matter is discussed.~~¶
- ~~4) A member shall be excluded from entering into any contract or transaction with the University where the member or the member's family has a direct or indirect pecuniary interest in the matter and the member has access to information which has a bearing on the matter and such information is not available to members of the public.~~¶
- ~~5) "Family", as the term relates to this by law on conflict of interest of members of the Board, includes the parents, spouse, siblings, and children of the member.~~¶
 - ~~a) An indirect pecuniary interest shall be deemed to include.~~¶

~~where the member, or a family member, either~~¶

- a) ~~is a shareholder, a director, or a senior officer of a corporation that does not offer its securities to the public;~~
- or b) ~~has a controlling interest, or is a director or senior officer of a corporation offering its securities to the public;~~
- or c) ~~is a partner of any person who has an interest as described in [a] or [b] above;~~
- or d) ~~is an employee of any person who has an interest as described in [a] or [b] above;~~

~~and where such corporation, person or body enters into a contract with or has a pecuniary interest in any business conducted with the University.~~

- (ii) ~~where a member is a member of any body or corporation which is engaged in any legal action against the University involving monetary consideration.~~

- 6) ~~Where a member believes that he/she has a conflict of interest not specifically covered by the guidelines, the member has an obligation to declare such conflict. Where the Board is of the opinion that a conflict of interest exists and has not been declared, the Board may declare by a resolution carried by a majority of the members present at the meeting that a conflict of interest exists, and a member of the Board thus found to be in conflict shall refrain from voting on or otherwise participating in the decision-making with respect to any such matter in open session, and absent him/herself from any related in camera session where such matter is discussed.~~
- 7) ~~11.2. Despite subsections 11.1.1.3 through 6 11.1.4. above, a member of the Board Governor who is also a member of the Teaching Staff, or a Non-teaching Employee, or student of the University may take part in discussing and voting on issues concerning general conditions of employment for University employees or students generally, unless the discussion and voting deals with the circumstances of the particular employee or student as an isolated issue, separate and apart from consideration of other employees or students.~~

~~11.3. Governors are required to sign an annual conflict of interest attestation at the beginning of each Board Cycle immediately following the Annual Meeting or prior to participating in any Board meetings. Each individual granted access to a closed session of the Board or a Committee meeting, as a guest, shall be required by the Secretary to sign a confidentiality undertaking or be otherwise bound by confidentiality.~~

11.2. CHIEF EXECUTIVE OFFICER

- 11.2.1. The President, as the Chief Executive Officer of Algoma University, shall be charged with the general management and supervision of the ~~affairs and~~ operations of the University and shall have such other powers and duties as may from time to time be assigned to the President by the Board.
- 11.2.2. ~~(a)~~ The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 11.2.3 In the event of a vacancy in the Office of the President or in the event of an extended absence of the President where delegation by the President through ~~XI-2 (a)~~ subsection 11.2.2 of this Bylaw has not occurred, or in the event of incapacity of the President, and lacking any action by the Board of Governors in respect thereof, ~~the following order of preference will be respected:~~ the

order of preference will be outlined in accordance with policies.

- a) ~~Vice President Academic and Research~~¶
- b) ~~Vice President Finance and Administration~~¶
- c) ~~Academic Dean~~¶

~~Registrar~~ 12.4. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Acting President upon such terms and conditions as the Board may prescribe.

123. DELEGATION OF AUTHORITY

- 123.1. Subject to any ~~regulations~~ policies or directions which the Board may from time to time impose, during the interval between meetings of the Board, the Executive Committee will, when it is not reasonable or possible to call a meeting of the Board when business of an urgent matter arises, exercise all of the powers of the Board in the management of the affairs of the ~~Corporation~~ University. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- 123.2. The Board may delegate specific discretionary powers or authority to a committee, by by-law, by resolution, or by provisions contained in the terms of reference of the committee concerned.

¶

134. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

- 134.1. The corporate seal or common seal of Algoma University shall be in the custody of the President or such other person as the Board may from time to time designate.
- 134.2. All contracts, documents or instruments requiring execution by the University, or on behalf of the University, shall be signed by any two officers of the University, one of whom shall normally be the President, and all such contracts, documents or instruments in writing, so signed, shall be binding upon the University without any further authorization or formality. The Corporate Seal may, when required, be affixed thereto.
- 134.3. All negotiable instruments issued by the University shall be signed by such signing officer or signing officers of the University as may be designated from time to time by resolution of the Board.

145. BANKING AND INVESTMENTS

- 145.1. The property and revenue of the University shall be applied solely to achieving the objects of the University.
- 145.2. The Board shall appoint one or more public accountants licensed under the *Public Accounting Act, 2004* to audit the accounts, trust funds, and transactions of the University at least once a year. Auditing services shall be tendered at regular intervals. In order to be an auditor of the University, the auditor must be an independent of the University in accordance with the *Not-for-Profit Corporations Act*, as amended. Auditing firms must either be changed or a third-party audit must be conducted at least once every six years. ~~Either auditing firms shall be changed or a third party audit shall be conducted at minimum every six years.~~
- 145.3. The banking affairs of Algoma University shall be transacted with such banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.

145.4. The Board may designate by resolution authority to manage the investments owned or held in the name of Algoma University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policy approved by the Board. ~~off~~

~~securities in accordance with policy approved by the Board.~~¶

156. BORROWING AUTHORITY

156.1. Algoma University is hereby authorized by resolution of the Board from time to time to:

- 156.1.1. borrow money upon the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution by the Board;
- 156.1.2. make, draw and endorse promissory notes or bills of exchange;
- 156.1.3. hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed or the fulfillment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;
- 156.1.4. issue bonds, debentures and obligations on such terms and conditions as the Board may, by resolution, decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may, by resolution, decide and mortgage, charge hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

156.2. The Board may, by resolution, delegate to officers of the Board all or any powers necessary for the purpose of borrowing and giving security by the University to such extent and in such manner as the Board may determine.

167. PARLIAMENTARY AUTHORITY

~~1)-~~ 167.1 Robert's Rules of Order (latest edition) shall govern meetings of ~~the members of the~~ the Board of ~~Governors~~ and its committees and subcommittees in all parliamentary situations not provided for in the *Not-for-Profit Corporations Act*, this by-law, Special Resolutions.

178. DISSOLUTION OF CORPORATION

178.1. In the event that circumstances arise necessitating the dissolution of the University, such action shall require a two-thirds resolution passed by the Board of Governors present and voting in favor of dissolution. Upon such approval, the assets and ~~liabilities~~ ~~liabilities~~ of the University shall be managed and disposed of in accordance with applicable laws and regulations governing the dissolution of educational institutions, ensuring the fulfillment of any outstanding obligations to creditors, employees, and other stakeholders. Any remaining assets shall be distributed for purposes consistent with the mission and objectives of the University, as determined by the Board or by applicable law. The Board shall establish a related policy.

189. ENACTMENT, AMENDMENT, OR REPEAL OF BY-LAW

- 189.1. The Board may pass, repeal, or amend a by-law not contrary to the ~~Corporations Act~~, ~~or to the Articles~~, or the *Not-for-Profit Corporations Act*, ~~Letters Patent~~, which shall be in effect only until the next general or annual meeting of the members and subject to the confirmation of the membership at said meeting duly called for that purpose.
- 189.2. Notice of motion to enact, amend or repeal any by-law of the Board shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.
- 189.3. Any such enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the ~~Board members~~ Governors present and voting at a duly constituted meeting of the Board.
- 189.4. The ~~M~~members may confirm, reject, amend or otherwise deal with any by-law submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially

affected by any such rejection, amendment or other dealing.

189.5. Any action taken under subsection 19.4. above that is not confirmed by the Members ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the Members.

- 1) ~~Any action taken under XVII 2 above that is not confirmed by the membership ceases to have effect at and from that time, and in that case no new by law of the same or like substance has any effect until confirmed at a general meeting of the members.~~

Passed by the Board of Governors of Algoma University on the _____ ~~20 day of June,~~
~~2016.~~

Chair _____ Secretary _____

APPENDICES: COMMITTEE TERMS OF REFERENCE¶



¶ Each standing committee of the Board must meet at least once each year and shall report to the Board at least annually.¶

¶ Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been specifically designated by the Board. Unless otherwise authorized by the Board, Committees of the Board shall report to the Board only.¶

¶ As deemed appropriate by the Chair, administrative officers may attend committee meetings at the invitation of the Chair, and may serve as advisors and resource personnel, but shall not vote.¶

¶ A quorum of Board committees consists of a majority of its members present in person or by electronic transmission and that majority must include at least half of the external members.¶

¶ ***Extracts from VI & VII MEETINGS & COMMITTEES OF THE BOARD***

APPENDIX A: THE EXECUTIVE COMMITTEE

TERMS OF REFERENCE

Duties and Responsibilities

- a) To develop the agenda for meetings of the Board of Governors.
- b) To initiate, investigate, and make recommendations to the Board on agenda matters.
- c) To provide advice and support to the Chair and President.
- d) To recommend to the Board the annual performance objectives for the President and to review progress as required.
- e) To develop and recommend to the Board the terms and conditions of employment of the President.
- f) To exercise all the powers of the Board in the management of the affairs of the University during the intervals between meetings of the Board or when it is not possible or reasonable to call a meeting of the Board, subject to any directions the Board may impose from time to time. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- g) To review and recommend to the Board a long-range campus development plan/strategy prepared by administration and updated annually.
- h) To address such other matters as may be referred by the Board from time to time.

Composition

- a) Chair
- b) Vice-Chair, who shall chair the committee
- c) Past Chair – non-voting member
- d) President
- e) Two external members of the Board
- f) One of either the Senate fulltime faculty member or the teaching staff member on the Board
- One staff representative on the Board – voting

October 2016

APPENDIX B: THE FINANCE COMMITTEE

TERMS OF REFERENCE

Duties and Responsibilities

- a) To review and recommend to the Board general policies on financial matters.
- b) To monitor and examine the on-going financial performance of the University.
- c) To review, recommend and monitor the capital and operating budget to the Board.
- d) To monitor investment activities and to approve on behalf of the Board all investments excepting short-term deposits with a term not exceeding one year.
- e) To review and recommend to the Board proposals relating to tuition and other service fees.
- f) To review and recommend to the Board financing options for major capital projects.
- g) To act as liaison between the external financial auditor and the Board. Activities to include review of: the subjects for internal audit, the recommendation of the selection of the external auditor and the audit fees, overall scope of the external audit, results of the audit, internal financial controls, and financial information for publication.
- h) To review and oversee the University's risk management framework, including the identification, escalation, management, and monitoring of all financial risks across the corporation.
- i) To address such other matters as may be referred by the Board from time to time.

Composition

- a) Chair of the Board or designate
- b) President
- c) At least two and up to five external members of the Board
- d) Non-teaching employee member of the Board
- e) One of either Senate fulltime faculty member or the teaching staff member on the Board
- g) One senior financial staff representative as a

non-voting member

APPENDIX C: THE NOMINATING AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

Duties and Responsibilities

- a) To monitor membership of the Board of Governors and Committees of the Board.
- b) As vacancies occur, solicit from and recommend to the Board of Governors candidates to meet the functional needs of the Board and ensuring that the Board is representative of the communities Algoma University serves.
- c) Review and recommend revisions to the Board Bylaws and policies of the Board of Governors as needed.
- d) Plan and recommend strategies, initiatives and events that promote a healthy Board culture and good governance (i.e. Board retreat).
- e) Monitor attendance of the Board of Governors members at Board and committee meetings.
- f) Evaluate Board effectiveness.

Composition

- a) Five Board of Governors members, at least three of whom being external members of the Board
- b) One of the External members of the Board will serve as the Chair
- f) The President

~~APPENDIX D: THE ANISHINAABE PEOPLES' COUNCIL~~

~~TERMS OF REFERENCE~~

~~The Anishinaabe Peoples' Council (APC) has a collective responsibility to represent the needs, interests and aspirations of the Anishinaabe (First Nations, Métis, Inuit) people and Anishinaabe students at all times. The mandate and responsibilities of the APC consist of the following objectives.~~

~~1) Objectives:~~

- ~~(i) The APC will function as a Board Committee on Anishinaabe (First Nations, Métis, Inuit) policy, on academic and support services, and therefore the council will report to the Board on such matters.~~
- ~~(ii) The APC will consult and liaise with Anishinaabe (First Nations, Métis, Inuit) communities on their educational needs, aspirations and proposed Anishinaabe (First Nations, Métis, Inuit) initiatives to assist the University as needed.~~
- ~~(iii) The APC shall provide advice on and participate in mechanisms related to the development of Algoma University's Anishinaabe (First Nations, Métis, Inuit) academic, research and support services, long range and annual action plans.~~
- ~~(iv) The APC shall participate in mechanisms related to the hiring of Anishinaabe (First Nations, Métis, Inuit) personnel in Anishinaabe (First Nations, Métis, Inuit) non-academic positions.~~
- ~~(v) The APC shall participate in the development and recommendation of policies for the management of Anishinaabe (First Nations, Métis, Inuit) student support services.~~
- ~~(vi) The APC in co-operation with Anishinaabe (First Nations, Métis, Inuit) faculty, staff and students will act as a resource and advisory body for the planning and conducting of cross-cultural learning experiences for faculty, students, support staff, management officers, and governing bodies of the University.~~
- ~~(vii) The APC shall participate on committees of the University as appropriate.~~
- ~~(viii) The APC has the responsibility to bring awareness and to initiate potential funding proposals to support Anishinaabe (First Nations, Métis, Inuit) academic, research, cultural and social programming and services needs. Regular updates on such will be provided through the APC meeting structures.~~

~~2) Membership:~~

~~The APC consists of representatives, duly appointed through a resolution, from First Nations, Métis, Inuit and urban Indigenous communities and organizations, as well as the student body as listed below.~~

~~Voting members of the APC will be comprised of the following:~~

~~Batchewana First Nation (Association of Iroquois and Allied Indians)~~
~~Garden River First Nation (Union of Ontario Indians)~~¶
~~North Shore Tribal Council~~
~~Indian Friendship Centre~~
~~Métis Nation of Ontario~~
~~Neech-Ke-When Homes~~
~~SASA Student Representative~~¶
~~Children of Shingwauk Alumni~~
~~AU Anishinaabe Alumni~~¶
~~Historic Sault Ste. Marie Metis Council~~¶

¶
~~The ex-officio representatives (non-voting) consist of:~~

~~President of Algoma University~~¶
~~Vice President: Nyaagaaniid Anishinaabe Initiatives, Equity and Student Success~~
~~Anishinaabe Academic Director, Shingwauk Kinoomaage Gamig~~¶
~~Chair of the Board of Governors or designate~~
~~Algoma University Speaker of Senate or designate~~¶

¶
~~Each representative must receive APC formal approval.~~¶

¶
3) ~~Term of Office:~~¶

- ¶
- ~~(i) The term of office for each appointed First Nations, Métis, Inuit communities and organizations representative shall be for a three-years, except for the SASA student representative who will be appointed annually.~~¶
 - ~~(ii) With the exception of an ex-officio member, a member who expects to be unable to fulfill their responsibilities, including no more than three missed meetings, will notify APC membership. If a member misses three meetings in an Board year, the Co-Chairs will issue a letter to the communities and/or organizations to re-affirm membership commitment. Meetings shall be normally scheduled in September, November, January, March and May.~~¶
 - ~~(iii) The APC shall declare the First Nations, Métis, Inuit communities' and organizations' seat vacant should a member fail to attend three consecutive regularly scheduled meetings.~~¶
 - ~~(iv) Each organization with a voting member shall duly appoint a primary and an alternate member to APC; however, only one member shall be entitled to vote at meetings of the APC.~~¶
 - ~~(v) Ideally, questions will be decided by complete consensus, however, in the absence of consensus, all motions and resolutions shall be decided by a complete majority of those voting members present and voting at the said meetings.~~¶

4) ~~Quorum:~~¶

~~Quorum shall consist of 50% voting members in good standing, with a minimum of four. Good standing shall mean that this seat is not vacant.~~¶

¶
5) ~~Meetings of the Anishinaabe Peoples' Council:~~¶

~~The APC shall meet five times a Board year (September, November, January, March and~~¶

~~May). Should a regularly scheduled meeting be cancelled due to lack of quorum an alternative date within two week's time will be selected.¶¶~~

- ~~(i) The business of a meeting shall be confined to the agenda and no new matter, other than a point of order or privilege shall be dealt with unless the introduction of such new matter shall be approved by a two thirds vote of voting members present. All matters of inclusion to the agenda of APC meetings must be in the hand of the Secretary at least seven working days prior to the day of the meeting at which time they are to be represented. Only matters placed in the hands of the Secretary shall be included in the agenda pre-circulated to members.¶¶~~
- ~~(ii) Special meetings of APC shall be held at the call of the Chair or in the event of the Chair's absence or inability to act, at the call of the Vice-Chair and may also be called on the written request of not fewer than four members of APC.¶¶~~

~~6) Chair and Vice-Chair:¶¶~~

- ~~(i) A Chair and Vice-Chair shall be selected from the First Nations, Métis, Inuit representatives of APC on an annual basis at the first meeting held in the Board year. The Chair or Vice-Chair is responsible for creating agendas, residing over APC meetings and may have other duties as assigned by APC.¶¶~~
- ~~(ii) The responsibilities of the APC members include participating in the committee and/or sub-committees, consulting and reporting to respective First Nations, Métis, Inuit communities and/or organizations, and students.¶¶~~
- ~~(iii) The Terms of Reference of the Anishinaabe Peoples' Council can be amended from time to time at a duly convened meeting of the APC, with adequate notice for such a meeting and information on proposed amendments. Further, such amendments will be forwarded to the Board of Governors for approval.¶¶~~
- ~~(iv) The APC shall see that minutes and records are regularly and properly kept.¶¶~~
- ~~(v) The meetings of the APC will include the traditional Anishinaabe practice of an opening prayer.¶¶~~

~~c) Revised: June 2021~~

APPENDIX E: BOARD-SENATE LIAISON COMMITTEE¶

TERMS OF REFERENCE

Duties and Responsibilities¶

- a) To provide a channel of communication enabling members of the Senate and the Board to be informed of the current and anticipated activities of the other.¶
- b) To foster the coordination of activities of the Senate and the Board on issues in which their interests overlap or articulate.¶
- c) To provide a channel for formal or informal advice from the Board or the Senate to the other.¶

Composition¶

- a) Three Board members including the Chair of the Board of Governors and two external members of the Board who are not currently on Senate.¶
- a) Three Senate members including the Speaker of Senate and two other fulltime faculty members of Senate who are not currently on the Board of Governors.¶

Meetings to be chaired by the Board Chair and the Speaker of Senate or their designates on an alternating basis.¶

APPENDIX F: HUMAN RESOURCES SUBCOMMITTEE

TERMS OF REFERENCE

The Executive Committee of the Board shall have a Human Resources Subcommittee.

Duties and Responsibilities

- a) To request and receive human resources reports on a regular basis to keep the committee informed of key human resources and/or labour issues (with the exception of collective bargaining, responsibility for which is assigned to the Ad hoc Bargaining Committee).
- b) To provide the President with advice, as appropriate, on specific personnel matters such as terms and conditions of employment, discipline, termination, or compensation for union-exempt employees.
- c) To ensure that policy is developed by management in specific areas of human resources management and compensation and to regularly review such policies and their implementation.

Composition

- a) The Subcommittee shall consist of the President and all external members of the Executive Committee.
- b) The Chair of the Executive Committee shall serve as Chair of the Human Resources Subcommittee.

APPENDIX G: AD-HOC COLLECTIVE BARGAINING COMMITTEE

TERMS OF REFERENCE

This committee will meet at the request of the President or the Board and has no set schedule.

Duties and Responsibilities

- a) To provide management with a general mandate prior to the commencement of negotiations of any collective bargaining agreement.
- b) To receive informal reports from management on the status of negotiations and provide advice, as appropriate, and to update the Board accordingly.
- c) To provide the Board with advice in relation to the ratification of any tentative agreement.

Composition

- a) The Committee shall consist of the President, the Vice-President Finance and Administration, the external members of the Executive Committee and the Chair of the Finance Committee.
- c) The Chair of the Board shall chair the Committee.

Algoma University

Board of Governors By-law No. 1

A By-law relating generally to the conduct of the affairs of Algoma
University

Version 1

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Created Month, Day 2024

1. PREAMBLE

- 1.1. Section 17 (1) of the *Algoma University Act, 2008* empowers the Board of Governors to make By-laws for the conduct of its affairs.
- 1.2. Algoma University and the Board of Governors are committed to promoting and upholding the principles of Indigenization, Equality, Diversity, Inclusion and Decolonization (IEDI & D) within the operations and governance of the University in alignment with its Special Mission under section 4 of the *Algoma University Act, 2008*. The University is committed to cultivating a welcoming, inclusive, safe, and respectful learning environment, one that celebrates the richness of cultural diversity amongst all of its campus locations and promotes meaningful engagement among students, staff, and visitors from all corners of the globe. It is this commitment to diversity and inclusion that defines the essence of the University.

2. OBJECTS/MISSION

- 2.1. The *Algoma University Act, 2008*, provides that the objects of the University are the pursuit of learning through scholarship, teaching, and research within a spirit of free enquiry and expression.
- 2.2. It is the Special Mission of the University to,
 - 2.2.1. be a teaching-oriented university that provides programs in liberal arts and sciences and professional programs, primarily at the undergraduate level, with a particular focus on the needs of northern Ontario; and
 - 2.2.2. cultivate cross-cultural learning between aboriginal communities and other communities, in keeping with the history of Algoma University College and its geographic site.

3. DEFINITIONS & INTERPRETATION

- 3.1. Definitions: In the By-laws:

Algoma University College: means the college incorporated as a non-share corporation, under the name Algoma College Association, by Letters Patent dated October 23, 1964 and amended by supplementary Letters Patent dated August 30, 1976 and November 2, 1990;

Act: means the *Algoma University Act, 2008*

Articles: means Articles of the Incorporation, also known as Letters Patent, which established Algoma University College;

Board: means the Board of Governors of the University;

Board Cycle: means July 1 to June 30;

External Member: means any Governor who is not an Internal Member

Fiscal Year: means May 1 to April 30;

Governor: means a member of the Board of Governors of the University;

Governors at Large: means External Members with skills and lived experiences as identified by the Board;

Internal Member: means the President and Vice-Chancellor of the University, Teaching Staff Governor, Non-Teaching Staff Governor and Student Governor;

Member: means an individual who is a member of the University. The sole Members of the University are the

Governors;

Non-teaching Employee: means an employee of the University who is not a Teaching Staff, and is not the President, any employee who reports directly to the President, or a student employee employed on an hourly basis and/or on a short-term work assignment who is not a member of the support staff bargaining unit. For the purpose of the By-laws, Non-Teaching Employees may be referred to as “Non-Teaching Staff”;

Officer of the Board: means the Chair and Vice-Chair of the Board, President and Secretary, and such other officers as the Board may designate from time to time;

President: means the President and Vice-Chancellor of the University;

Secretary: means the University Secretary or designate;

Secretariat: means Office of the Secretariat;

Senate: means the Senate of the University;

Special Resolution: means a resolution passed by the Board and confirmed by at least two-thirds of the votes cast at an annual or general meeting of the Board duly called for that purpose, or is a resolution consented to by each Member entitled to vote at a meeting of the Members;

Student Governor: means a student of the University duly elected to serve as a student governor;

Teaching Staff: means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all other employed to do the work of teaching or giving instruction and includes persons employed to do research at the University, (“corps professoral”);

University: means Algoma University as established by the *Algoma University Act, 2008*.

3.2. Interpretation:

- 3.2.1. The provisions of this By-law which refer to specific administrative positions, such as but not limited to the President, shall continue to be effective despite changes made to the title for these positions from time to time.
- 3.2.2. References in this By-law and in resolutions of the Board to the Act shall, unless the context otherwise requires, mean and include the *Algoma University Act, 2008*, and any amendments thereto from time to time or any act that may hereafter be substituted therefore.
- 3.2.3. Other than as specified in Section 3.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
- 3.2.4. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles, the Act, or the *Not-for-Profit Corporations Act, 2010*, the provisions contained in the Articles or legislation, as the case may be, shall prevail.

4. COMPOSITION OF THE BOARD

4.1. MEMBERSHIP

- 4.1.1. There shall be one class of members of the University. Membership in the University shall be restricted to those individuals who are also sitting members of the Board. Membership in the corporation is not transferable and shall automatically cease upon the individual ceasing to be a Governor.
- 4.1.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 4.1.3. In accordance with the Act and the By-Laws, the Board shall by Special Resolution determine the number of Members for each Board Cycle. All members shall be voting members having one (1) vote unless otherwise listed.
- 4.1.4. In accordance with Section 8 (1) of the Act, the Board shall consist of not less than 12 and not more than 30 Board members as follows:
 - 4.1.4.1. Internal Members
 - President and Vice-Chancellor
 - Teaching Staff Governor
 - Student Governor
 - Non-Teaching Staff Governor
 - 4.1.4.2. External Members
 - Chancellor
 - Lieutenant Governor in Council Members
 - Members of the Community at Large
 - 4.1.4.3. At least 60 percent of the Governors shall be External Members but cannot be legal entities or corporations. The classification of internal and external are for clarifying quorum.
 - 4.1.4.4. If the Board composition is twenty (20) Governors or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Métis or Inuit in accordance with University policy in effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to four (4).
 - 4.1.4.5. If, during a Governor's term of office, such Governor elected or appointed under section 4.1.4 of this By-law ceases to be eligible for election or appointment to the Board, such individual thereby ceases to be a Governor, unless permitted otherwise by the Act.

4.2. ELIGIBILITY

- 4.2.1. The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs. To meet this, when electing or appointing Governors, the Board shall strive to identify highly skilled candidates who reflect the Special Mission of the University, the broad regions served by the University's multiple campuses, the diversity of Canadian society, and the functional needs of

the Board. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. Individuals from equity deserving groups and First Nations, Métis, Inuit and Urban Indigenous Peoples of Canada are encouraged to consider serving as governors.

- 4.2.2. Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No. 2.

4.3. **TERMS**

- 4.3.1. The term of office for all elected Governors, except for the Student Governor, shall not be more than three (3) years. Typically, the term length shall be three (3) years, however the Board retains discretion to determine if a Governor will serve for a term of shorter duration by Board resolution, as may be appropriate in the circumstances. The commencement of a Governor's term shall normally be July 1 of each year unless an appointment is made mid-term to replace a vacated position on the Board. The retirement date shall be June 30 of each year.
- 4.3.2. All Governors, except for the Student Member, shall be eligible for re-appointment subject to a max of six (6) consecutive years as outlined in the Act (with the exception of the Chair in accordance with Section 11(3) of the Act), but are eligible for reappointment or re-election after one (1) year's absence from the Board.
- 4.3.3. The term of office for the Student Governor of the Board shall be one (1) year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their term.

4.4. **RECRUITMENT OF GOVERNORS**

- 4.4.1. The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs. To meet this, the Board has set up transparent and effective processes for the recruitment and election of members to the Board. The procedures for the recruitment, nomination and election of Governors are established in By-law No. 2.
- 4.4.2. The Board reserves the right to exercise discretion in appointing individuals to its membership and retains the authority to make final decisions regarding governor appointments, except for those appointed by the Lieutenant Governor in Council.
- 4.4.3. Elected Internal Governors are advisory and the Board shall not be bound to appoint any individual to the Board in response to an election. Nevertheless, the Board acknowledges the significance of the election process and will ratify its results, provided the elections were conducted according to established procedures under By-law No. 2.
- 4.4.4. Each Governor shall be appointed or elected by a resolution passed at a meeting of the Members holding office at the time of such election or appointment, in accordance with Board policies.
- 4.4.5. An individual who is appointed or elected to hold office as a Governor must provide consent in writing to hold office within ten (10) calendar days after the election or appointment. This does not apply to Governors who are re-re-elected or re-appointed.

4.5. **REMOVAL**

- 4.5.1. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in Section 4.6 of this By-law.

- 4.5.2. In compliance with applicable legislation, the Board has the right to discipline and/or remove a Governor and shall set policies defining when and how the Board will exercise such power and the manner in which a Governor shall be disciplined or be removed.

4.6. VACANCIES

- 4.6.1. The office of a Governor shall be vacated if:
- 4.6.1.1. the Governor's term expires;
 - 4.6.1.2. the Governor resigns or dies;
 - 4.6.1.3. the Governor ceases to be eligible for appointment or election to the board before the end of their term, as prescribed in By-law No. 2;
 - 4.6.1.4. the Governors incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.6.1.5. the Board by resolution declares a Governor's membership to be vacated for failure to attend three (3) consecutive regularly scheduled Board meetings, or for having less than an overall attendance record of seventy percent (70%) Board and Committee meetings combined within the annual Board Cycle, unless on an approved Board leave; or
 - 4.6.1.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.6.2. The Board shall determine whether or not to fill a vacancy and shall have policies defining the manner in which vacancies will be filled.

5. OFFICERS OF THE BOARD

- 5.1. The Officers of the Board shall be the Chair, Vice-Chair, President and Secretary.
- 5.2. The Board shall elect annually a Chair and Vice-Chair(s) from its External Members and shall fill any vacancy in the Office of Chair or Vice-Chair(s) from among such External Members. The Chair and Vice-Chair(s) shall normally serve for two (2) consecutive one-year terms.
- 5.3. The Chair shall preside over the meetings of the Board and, if the Chair is unable to act or if the position is vacant, the Vice-Chair shall act in their place and, if both the Chair and Vice-Chair are unable to act, the Board may appoint an External Member to act temporarily in their place.
- 5.4. The Board shall appoint the Secretary and other such Officers of the Board as the Board may determine from time to time by resolution.
- 5.5. The Board shall appoint such Signing Officers from time to time to give effect to the University's related policies.
- 5.6. The Secretary shall attend all meetings of the Board and shall:
- 5.6.1. Enter or cause to be entered in books for that purpose, Minutes of all proceedings.
 - 5.6.2. Provide copies of such Minutes to all Governors as soon as possible.
 - 5.6.3. Give, or cause to be given, all notices required to be given to Governors as well as agenda and related documents as may be necessary for a meeting.
 - 5.6.4. Be responsible for arrangements for meetings.
 - 5.6.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
 - 5.6.6. Be responsible for the dissemination of decisions or instructions by the Board to all

parties concerned unless otherwise directed by the Board, and

- 5.6.7. Perform such other duties as may from time to time be prescribed by the Board or required by law.

6. POWERS AND DUTIES OF THE BOARD

- 6.1. The Board shall have such duties and shall exercise such powers as are set out in the Act, as the same may from time to time be amended, re-enacted or replaced.
- 6.2. **Standard of Care:** Governors and officers of the University in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the University and each Governor and each officer of the University shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 6.3. **Conflict of Interest:** Governors must abide by conflict of interest requirements as set out in section 16 of the Act, By-laws, Board policies or other requirements set out by legislation.
- 6.4. **Confidentiality:** Governors must abide by their duty of confidentiality with respect to Board matters in accordance with the By-laws, policies or other requirements or other requirements set out by legislation.
- 6.5. **Annual Attestations:** Members of the Board are required to sign annual attestations as set out in Board policies or legislation.

7. MEETINGS OF THE BOARD

7.1. GENERAL PROVISIONS

- 7.1.1. Regular, special and annual meetings of the Board shall be held at a campus of the University or elsewhere as may be determined by the Chair.
- 7.1.2. Meetings of the Board will be open to the public unless the meeting or parts of the meeting needs to be a closed session because the subject falls within the exceptions defined in 7.2. Except by the permission of the Chair, observers will not be permitted to speak at a meeting, to communicate with individual Governors, to disturb the conduct of a meeting in any way, or to introduce placards or signs or cameras or other recording machines into the Board meeting space.
- 7.1.3. The Board shall hold a minimum of four (4) regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.
- 7.1.4. The quorum for meetings of the Board and any committees thereof shall be a majority of the Governors or members of such committee, as applicable with the condition that at least half of the External Members of the Board or committee, as applicable, are in attendance.
- 7.1.5. Notice in writing of the time and place of each regular meeting shall be sent to each Governor by prepaid post or by electronic means addressed to the Governor's address, as it appears in the records of the Board, and such notice shall be given at least seven (7) calendar days before the time of the meeting, except that at least ten (10) calendar days notice shall be provided for the Annual Meeting. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at the meeting. No error or omission in giving notice of any annual or regular meeting or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Governor may at any time waive notice of any such meeting.

- 7.1.6. Notice so given or made shall be deemed to have been given or made and to have been received at the time that the electronic transmission was sent, or within three (3) calendar days if sent by prepaid post, to Governors.
- 7.1.7. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 7.1.8. The Board shall by policy determine how its agendas shall be developed. The business of a meeting shall be confined to the agenda and no new matter shall be dealt with unless the introduction of such new matter shall be approved by two-thirds vote of Governors present and voting.
- 7.1.9. A record of the proceedings of each meeting of the Board shall be kept by the Secretary and the full Minutes of every meeting shall be submitted at the next meeting of the Board, save and except that minutes and other records of closed sessions shall be recorded separately and maintained in a secure manner.
- 7.1.10. The University shall maintain accurate and complete records of all Board of Governors meeting proceedings, including meetings of minutes, financial documents, and any other records required by law or deemed necessary for the efficient operation and transparency of the organization. Such records shall be kept in a secure and accessible manner, outlined in policies determined by the Board of Governors, for a period as required by law.
- 7.1.11. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.

7.2. CLOSED MEETINGS

- 7.2.1. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;
 - 7.2.1.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.2.1.2. Matters involving sensitive financial data or strategies;
 - 7.2.1.3. Personnel matters;
 - 7.2.1.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.2.1.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
 - 7.2.1.6. Any other matter deemed by the Board to be of a confidential nature where disclosure could harm the best interests of the University and/or may be prejudicial to an identifiable individual.
- 7.2.2. The Board shall establish by policy the proceedings for holding closed meetings.

7.3. ANNUAL MEETINGS

- 7.3.1. The Annual Meeting will be held within six (6) months of the fiscal year-end. Business at the Annual Meeting is not limited to, but may include the following items:
 - 7.3.1.1. the report of the Board Chair;
 - 7.3.1.2. the report of the President & Vice-Chancellor;
 - 7.3.1.3. the financial statement and report of the auditor;
 - 7.3.1.4. the appointment of the auditors;

- 7.3.1.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
- 7.3.1.6. if these reports are not available, the reports will be presented at the first meeting of the Board of Governors or, where applicable, at the next Board meeting immediately after such report(s) become available.
- 7.3.2. Notice of the Annual Meeting will be provided to the auditor of the University in accordance with applicable legislation.

7.4. SPECIAL MEETINGS

- 7.4.1. Special meetings of the Board shall be held at the call of the President, Chair, or in the event of the Chair's absence or inability to act, the Vice-Chair and may also be called at the written request of not fewer than 1/3 of the Governors.
- 7.4.2. Notice in writing of the time and place of a special meeting shall be sent to each Governor at least seventy-two (72) hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.
- 7.4.3. In extenuating circumstances, a special meeting of the Board may be held at any time and at any place with less than seventy-two (72) hours' notice if all Governors are present thereat or have given consent that the meeting occur. Individual Governors' consent will be assumed for the meeting to occur in the case that a Governor cannot be reached despite every reasonable effort to do so.
- 7.4.4. On matters of an urgent nature, the Board Executive Committee shall act on behalf of the Board of Governors.

7.5. ELECTRONIC MEETINGS

- 7.5.1. With the exception of provisions stated otherwise in this By-law, the Board shall conduct its meetings using electronic meeting services designated by the University. These services must support anonymous voting and display the identities of participants, identify speakers seeking recognition, display, or allow access to the text of pending motions, and show the outcomes of votes.
- 7.5.2. Electronic meetings of the Board shall adhere to all rules established by the Board. These rules may include reasonable limitations on the requirements for the participation of Governors.

7.6. VOTING

- 7.6.1. No Governor may appoint or send a designate or proxy to act or vote on their behalf, except that an Acting President duly appointed under subsection 11.2 or 11.4 of this By-law who may participate and vote on behalf of the President.
- 7.6.2. All dissenting votes at the level of the Board of Governors which relate to issues that may incur personal liability as a result of statutory policies shall be recorded in the Minutes if requested by the dissenting Governor at the time the vote is taken. Governors absent from a meeting may submit to the Secretary of the Board notice of dissent not more than seven (7) calendar days after receipt of the draft of the Board Minutes. Notices of dissent so submitted will be retained on file by the Secretary of the Board, but shall not affect the outcome of the vote nor be recorded in the Minutes.
- 7.6.3. For electronic meetings an anonymous vote conducted through the designated electronic meeting service shall be considered a ballot vote, satisfying any requirement in the By-laws or

rules for a vote to be conducted by ballot.

8. COMMITTEES OF THE BOARD

- 8.1. The Board shall establish standing committees to oversee governance, administration, strategic planning, financial and risk management, human resource matters, board practices and functions, and other relevant areas as deemed necessary for the University. The composition, duties and responsibilities of such committees shall be established by the Board by policy from time to time.
- 8.2. Subject to the provisions of these By-laws and to any restrictions imposed by the Board, each committee of the Board shall conduct its affairs in a manner consistent with the practices and procedures of the Board.
- 8.3. Standing committees must convene at least once annually and report to the Board accordingly. The Board may also establish additional ad-hoc committees as it may deem necessary.
- 8.4. The Board shall appoint an Executive Committee which will act solely to address urgent matters when all attempts to convene the full Board have been exhausted and a decision must be made within a specific timeframe.
- 8.5. Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.
- 8.6. The Chair of the Board and the President shall serve as Ex Officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.
- 8.7. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 8.8. Committees shall have access to the Board in accordance with subsection 7.1.11 of By-law No. 1.
- 8.9. Minutes shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Secretary to ensure that the minutes are submitted to the committee for approval.

9. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

- 9.1. Except where otherwise prohibited by law, every officer or member of the Board or of any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall be indemnified and saved harmless out of the funds of the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgment), that is reasonably incurred by such member or officer in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the member or officer is involved because of their association with the University, except where such member or officer is judged by any court or other competent authority to have committed any fault or omitted to do anything that the member or officer ought to have done, and provided such member or officer acted honestly and in good faith with a view to the best interests of the University and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, that such member or officer had reasonable grounds for believing that their conduct was lawful.

10. CONFLICT OF INTEREST

- 10.1. A conflict of interest arises when the private or personal interest of a Governor supersedes or competes with their official duties and responsibilities to the University as a Governor. A conflict of interest may

arise from an actual, potential, or perceived conflict of interest of a financial or other nature.

- 10.2. All Governors shall comply with the requirements to disclose any actual, potential or perceived conflicts of interest and abstain from participating in discussions about such matters in accordance with applicable legislation and the policies and procedures of the Board regarding conflicts of interest.
- 10.3. Governors are required to sign an annual conflict of interest acknowledgment, as prescribed by Board policy, at the beginning of each Board Cycle immediately following the Annual Meeting or prior to participating in any Board meetings. Each individual granted access to a closed session of the Board or a Committee meeting, as a guest, shall be required by the Secretary to sign a confidentiality undertaking or be otherwise bound by confidentiality.

11. CHIEF EXECUTIVE OFFICER

- 11.1. The President, as the Chief Executive Officer of Algoma University, shall be charged with the general management and supervision of the affairs and operations of the University and shall have such other powers and duties as may from time to time be assigned to the President by the Board.
- 11.2. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 11.3. In the event of a vacancy in the Office of the President or in the event of an extended absence of the President where delegation by the President through subsection 11.2 of this By-law has not occurred, or in the event of incapacity of the President, and lacking any action by the Board of Governors in respect thereof, the order of preference will be outlined in accordance with policies.
- 11.4. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Acting President upon such terms and conditions as the Board may prescribe.

12. DELEGATION OF AUTHORITY

- 12.1. Subject to any policies or directions which the Board may from time to time impose, during the interval between meetings of the Board, the Executive Committee will, when it is not reasonable or possible to call a meeting of the Board and when business of an urgent matter arises, exercise all of the powers of the Board in the management of the affairs of the University. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- 12.2. The Board may delegate specific discretionary powers or authority to a committee, by By-law, by resolution, or by provisions contained in the terms of reference of the committee concerned.

13. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

- 13.1. The corporate seal or common seal of Algoma University shall be in the custody of the President or such other person as the Board may from time to time designate.
- 13.2. All contracts, documents or instruments requiring execution by the University, or on behalf of the University, shall be signed by any two officers of the University, one of whom shall normally be the President, and all such contracts, documents or instruments in writing, so signed, shall be binding upon the University without any further authorization or formality. The Corporate Seal may, when required, be affixed thereto.
- 13.3. All negotiable instruments issued by the University shall be signed by such signing officer or signing officers of the University as may be designated from time to time by resolution of the Board.

14. BANKING AND INVESTMENTS

- 14.1. The property and revenue of the University shall be applied solely to achieving the objects of the University.
- 14.2. The Board shall appoint one or more public accountants licensed under the *Public Accounting Act, 2004* to audit the accounts, trust funds, and transactions of the University at least once a year. Auditing services shall be tendered at regular intervals. In order to be an auditor of the University, the auditor must be independent of the University in accordance with the Not-for-Profit Corporations Act, as amended. Auditing firms must either be changed or a third-party audit must be conducted at least once every six years.
- 14.3. The banking affairs of Algoma University shall be transacted with such banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.
- 14.4. The Board may designate by resolution authority to manage the investments owned or held in the name of Algoma University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policy approved by the Board.

15. BORROWING AUTHORITY

- 15.1. Algoma University is hereby authorized by resolution of the Board from time to time to:
 - 15.1.1. borrow money upon the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution by the Board;
 - 15.1.2. make, draw and endorse promissory notes or bills of exchange;
 - 15.1.3. hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed or the fulfillment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;
 - 15.1.4. issue bonds, debentures and obligations on such terms and conditions as the Board may, by resolution, decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may, by resolution, decide and mortgage, charge hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.
- 15.2. The Board may, by resolution, delegate to officers of the Board all or any powers necessary for the purpose of borrowing and giving security by the University to such extent and in such manner as the Board may determine.

16. PARLIAMENTARY AUTHORITY

- 16.1. Robert's Rules of Order (latest edition) shall govern meetings of the Board and its committees and subcommittees in all parliamentary situations not provided for in the *Not-for-Profit Corporations Act*, this by-law, Special Resolutions.

17. DISSOLUTION OF CORPORATION

- 17.1. In the event that circumstances arise necessitating the dissolution of the University, such action shall

require a two-thirds resolution passed by the Board of Governors present and voting in favor of dissolution. Upon such approval, the assets and liabilities of the University shall be managed and disposed of in accordance with applicable laws and regulations governing the dissolution of educational institutions, ensuring the fulfillment of any outstanding obligations to creditors, employees, and other stakeholders. Any remaining assets shall be distributed for purposes consistent with the mission and objectives of the University, as determined by the Board or by applicable law. The Board shall establish a related policy.

18. ENACTMENT, AMENDMENT, OR REPEAL OF BY-LAW

- 18.1. The Board may pass, repeal, or amend a By-law not contrary to the Act, the Articles, or the Not-for-Profit Corporations Act, which shall be in effect only until the next annual meeting of the members and subject to the confirmation of the membership at said meeting.
- 18.2. Notice of motion to enact, amend or repeal any By-law of the Board shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.
- 18.3. Any such enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the Governors present and voting at a duly constituted meeting of the Board.
- 18.4. The Members may confirm, reject, amend or otherwise deal with any By-law submitted to the meeting for confirmation, but no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or other dealing.
- 18.5. Any action taken under subsection 18.4. above that is not confirmed by the Members ceases to have effect at and from that time, and in that case no new By-law of the same or like substance has any effect until confirmed at an annual meeting of the Members.

Passed by the Board of Governors of Algoma University on the _____.

Chair

Secretary

Algoma University

Board of Governors By-law No. 2

being a By-law to set forth the eligibility criteria and election procedures for prescribed members of the Board of Governors under the *Algoma University Act*, 2008, S.O. 2008, c. 13

Version 1

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Created Month, Day, 2024

1. DEFINITIONS & INTERPRETATION

- 1.1. The defined terms in By-law No. 1 shall apply to this By-law.

2. ELIGIBILITY CRITERIA

- 2.1. In accordance with the *Act* and the *Not-for-Profit Corporations Act*, an individual is not eligible to hold a position as Governor if any of the following apply:
- 2.1.1. they are under 18 years of age;
 - 2.1.2. they have the status of bankrupt;
 - 2.1.3. they have been found to be incapable of managing property under the *Substitute Decisions Act, 1992*, or *Mental Health Act*;
 - 2.1.4. they have been found to be incapable by any court in Canada or elsewhere;
 - 2.1.5. except for an individual who is Governor by virtue of their office, they have been found, by resolution of the Members at a Special Meeting, to have committed a material breach of a policy or procedure of the University or their fiduciary or other legal duties and responsibilities to the University;
 - 2.1.6. they hold a position as Governor and/or are a member of a Board of Directors of any other degree-granting university, college or other institution of higher learning;
 - 2.1.7. they have failed to comply with any other applicable qualifications set forth in legislation for governors of a university of Ontario and/or this By-law.
- 2.2. In addition, any Teaching Staff Governor must meet each of the following eligibility criteria:
- 2.2.1. be teaching staff, as defined in the *Act*, Part I
 - 2.2.2. be in full-time employment in good standing;
 - 2.2.3. concurrently serve on the Senate;
 - 2.2.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and
 - 2.2.5. have a minimum of two years of continuous service at the University.
- 2.3. In addition, any Non-teaching Staff Governors must meet each of the following eligibility criteria:
- 2.3.1. be non-teaching staff, as defined in the By-law No. 1;
 - 2.3.2. be in full-time employment in good standing;
 - 2.3.3. be a member of the staff bargaining unit;
 - 2.3.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team; and
 - 2.3.5. have a minimum of two years of continuous service at the University.
- 2.4. In addition, a Student Governor must meet each of the following eligibility criteria:
- 2.4.1. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree,

- diploma, or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);
 - 2.4.2. be and maintain satisfactory academic standing, as defined in the Academic Calendar;
 - 2.4.3. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team; and
 - 2.4.4. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.
- 2.5. In the event a Governor, at the time they stand for election or during their Term, ceases to meet any of the eligibility criteria in this By-law, such Governor thereby ceases to be a Governor. The resulting vacancy shall be addressed in accordance with By-law No. 1.

3. RECRUITMENT OF GOVERNORS

- 3.1. In accordance with the *Act*, this By-law and any other established policies, the Governance Committee of the Board, or its successor Committee, will have overall responsibility and authority for the recruitment of future Governors to the Board.
- 3.2. The Governance Committee of the Board has the following responsibilities in the recruitment process for both appointed and elected positions:
 - 3.2.1. Recommending the timelines for Board appointments or elections;
 - 3.2.2. Disseminating information about the recruitment of Governors
 - 3.2.3. Providing application forms and instructions on recruitment processes;
 - 3.2.4. Verifying the eligibility of all candidates;
 - 3.2.5. Interpreting recruitment procedures;
 - 3.2.6. Recommending to the Board the ratification of election results for Internal Governors or appointment of External Governors;
 - 3.2.7. Recommending updates and/or revisions to Board election policy and procedures;
 - 3.2.8. In addition, for elected Internal Governor positions:
 - 3.2.8.1. Convening a mandatory information session for all interested candidates prior to the application deadline;
 - 3.2.8.2. Establishing campaign guidelines, including campaign expense regulations if required;
 - 3.2.8.3. Investigating and reporting to the Board any irregularities and/or infractions of the election procedures and recommending sanctions, if required; and
 - 3.2.8.4. Verifying and reporting the election results as required.
- 3.3. The Governance Committee may delegate its responsibilities regarding recruitment to the University Secretary, and the University Secretary will administer such delegated responsibilities on behalf of the Governance Committee.
- 3.4. The University Secretary shall not vote in any election.

4. NOMINATION

- 4.1. Individuals who wish to be considered for a Governor position must fill out the required application forms available from the Secretariat Office, and provide all other relevant information about eligibility that may be requested by the Secretariat Office.
- 4.2. In addition to 4.1, candidates interested in the Teaching Staff, Non-Teaching Staff, and Student Governor positions are required to attend an information session at a time and place to be determined by the Secretariat Office.
- 4.3. In order to be considered for nomination, the required application forms or other relevant information that may be requested must be completed and submitted to the University Secretary in the manner identified by the University Secretary and by the stated deadline. Incomplete applications or those submitted after the deadline will not be considered. A candidate may withdraw their application by submitting a signed statement to the University Secretary, at any time during the process.
- 4.4. Candidates seeking a Teaching Staff, Non-Teaching Staff or Student Governor position and who belong to multiple constituencies, such as being both a student and non-teaching staff, must choose and declare a single constituency when submitting their application. They can only be a candidate of the constituency they declare.
- 4.5. Eligibility of candidates in accordance with the criteria established in this By-law will be determined by the University Secretary. Any dispute or concern about a candidate's eligibility will be referred to the Governance Committee.
- 4.6. Before election or appointment procedures commence, the University Secretary will notify nominees of their eligibility status. The University Secretary will provide a proposed list of candidates to the Governance Committee, which will be composed of all nominees who have completed the application forms and appear by the University Secretary to meet the eligibility criteria in this By-law.
- 4.7. Once candidate eligibility has been determined, the Governance Committee will evaluate the proposed list of candidates prepared by the University Secretary, including their application forms, and will accept by resolution the list of candidates to proceed for appointment or election. If necessary, the Governance Committee may conduct interviews with the candidates or perform such other screening or recruitment procedures as may be appropriate in the circumstances, which will be coordinated by the Secretariat Office.
- 4.8. The Governance Committee, where permissible by applicable legislation, shall be permitted to waive any requirement(s) of the election or appointment procedure as it may determine appropriate in the circumstances.
- 4.9. The Board will define the procedures in which Governors shall be appointed by policy.

5. ELECTION, VOTING & RATIFICATION

- 5.1. Once the list of candidates standing for election has been accepted by the Governance Committee and communicated to the applicable constituency by the University Secretary, each candidate will be entitled to campaign in accordance with this By-law and any additional campaigning schedules and guidelines established by the Governance Committee for the applicable campaign period.

- 5.2. All candidates must represent themselves accurately in any publicity about their accomplishments, positions or any other information intended to influence or provided to voters.
- 5.3. An election will be conducted irrespective of whether the number of candidate applications exceeds, matches, or falls below the available seats.
- 5.4. Any complaints received by the University about a candidate regarding the election process, including campaigning, will be addressed in accordance with the applicable policies and procedures. The decision the Board of Governors makes in relation to complaints or challenges regarding the election process, including campaigning, is final.
- 5.5. Elections will be conducted by secret ballot of the applicable voting constituency in accordance with this By-law and any additional policies and guidelines established by the Governance Committee.
- 5.6. Voting will be conducted electronically by the Secretariat Office using a secure electronic platform. Requests for accommodation in the voting process will be addressed by the Secretariat Office. Voting disputes or challenges must be reported to the University Secretary in writing and will be investigated by the Governance Committee or its delegates in accordance with applicable policies and procedures. The decision the Board of Governors makes in relation to voting disputes or challenges is final.
- 5.7. The individual receiving the highest vote count will be deemed the elected candidate. The Secretariat Office will promptly release the results of the election, including the vote count for each candidate. In the case of a tie, the Secretariat Office will conduct a lottery to determine the successful candidate.
- 5.8. The election of a successful candidate acts as a nomination for a Governor position from the constituency group that elected them.
- 5.9. Despite the results of the election being available immediately following the completion of the count, nominations must be presented to the Board for ratification at a Board of Governors meeting in accordance with By-law No. 1.
- 5.10. Unionized teaching staff and non-teaching staff elected to the Board must remain members of the bargaining unit during their term of office.

6. TRANSITIONAL PROVISION FOR CURRENT STUDENT GOVERNOR

- 6.1. Notwithstanding the eligibility criteria for a Student Governor set forth in Article 2.4, the incumbent Student Governor serving at the time of the enactment of this Bylaw #2, who concurrently holds an executive position within their constituency's union and did so at the time of their appointment as Student Governor for Board Cycle July 18, 2024 to June 30, 2025, shall be exempt from the eligibility criteria stipulated in Article 2.4.3. This exemption shall apply solely to such incumbent Student Governor and shall not extend to any subsequent terms or future Student Governors.

Passed by the Board of Governors of Algoma University on the _____.

Chair

Secretary