

### **Special Board of Governors Meeting - Open Session**

Algoma University - Board of Governors Virtual 2024-10-01 18:00 - 18:30 EDT

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### 1. RECONVENING OF SEPTEMBER 26, 2024 MEETING

The Board of Governors will begin briefly with reconvening the remainder of the agenda from the meeting of September 26, 2024.

### 1.1. ACKNOWLEDGEMENT OF TRADITIONAL TERRITORIES

The Secretary will provide a personalized land acknowledgement for the Board of Governors meetings on October 1, 2024.

### 1.2. APPROVAL OF MOTIONS MADE IN CLOSED SESSION RECONVENED FROM

### **SEPTEMBER 26, 2024**

MOTION: To approve the motions made in the Closed Session.

#### 1.3. TERMINATION OF OPEN SESSION RECONVENED FROM SEPTEMBER 26,

#### 2024

MOTION: That the Board of Governors meeting that was reconvened from September 26, 2024 be terminated.

#### 2. MEMBER'S MEETING

- 2.1. CALL TO ORDER
- 2.2. DECLARATIONS OF CONFLICTS OF INTEREST

### 2.3. APPOINTMENT OF EXTERNAL GOVERNOR: IAN GRANT

This candidate has been recommended for appointment by the Governance Committee. MOTION: That the Board of Governors appoint Ian Grant as an External Member from October 1, 2024 to June 30, 2027, subject to a satisfactory criminal records check as per policy.

### 2.4. TERMINATION OF MEMBER'S MEETING

MOTION: To terminate the members meeting.

### 3. BOARD OF GOVERNORS SPECIAL MEETING - OPEN SESSION

- 3.1. CALL TO ORDER
- 3.2. DECLARATIONS OF CONFLICTS OF INTEREST
- 3.3. OPEN AGENDA

MOTION: To approve the open agenda.

### 3.4. ITEMS FOR DECISION/DISCUSSION

3.4.1. Approval: By-Law Repeal and Enactment......3

MOTIC	)N: 1	That	the Boar	d of (	<b>Governo</b>	rs rep	eal By-	Laws 7	7.4 and	enact	By-law	No.	1
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### 3.5. TERMINATION

MOTION : That the Special Board of Governors meeting be terminated.

### **BOARD REPORT**



Approval: Repeal and Enact By-laws						
Open Agenda: 01 OCT 2024	PURPOSE:					
PREPARED BY:	Approval	Discussion	☐ Information			
Paul Quesnele, University Secretary						
Faviola Graceni, Manager of Policy and Privacy						

### 1.0 ACTION

**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.

#### Considerations:

- Notice of motion for the following was provided during the Board of Governors meeting on September 26, 2024:
  - 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 as well as additional internal governors.

### 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 the 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.

Following the Special Board Meeting on August 21 2024, the Governance Committee had determined that revisions at this point in time should be focused on what is necessary for compliance with legislation. Any additional revisions deemed necessary will be addressed in future updates.

Accompanying this report are drafts of marked up and clean versions of the proposed revisions. These drafts underwent 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. With confirmation from legal counsel, the proposed By-law revisions meet the requirements of Ontario's *Not-for-Profit Corporations Act, 2010 (ONCA)*, Algoma University Act, 2008 and other applicable legislation.

It is important to highlight that, based on recommendations from legal counsel and Governance Committee's direction, an additional supplementary By-law (proposed By-law No. 2) is deemed necessary in order to meet requirements outlined in Section 8 of the Algoma University Act, which outlines that the eligibility requirements and election procedures for Governors of the Board need to be established by the Board by By-law.

### 3.0 Analysis

At a high level, the proposed revisions include:

### A. 2 sets of By-laws:

- a. By-law No.1 relates generally to the conduct of the affairs of the University.
- b. By-law No. 2 sets forth the eligibility criteria and election procedures for prescribed members of the Board of Governors under the Algoma University Act, 2008.
- B. Revisions deemed necessary to ensure **use of inclusive language** in alignment with AU's Equity, Diversity and Inclusion strategy.
- C. In **By-law No. 1** the following revisions are proposed:
  - a. **Define terms** referenced in the By-laws where terms were missing
  - b. Correct spelling errors and numbering to ensure consistency throughout the documents
  - c. Add an Interpretations section in By-law No. 1 section 2 as recommended by Legal
  - d. Revise **Section 3. Composition of the Board** to align with ONCA and AU Act requirements as following:
    - i. Added Subsection 3.1 to document that there is one class of members of the University in accordance with AU Act s.2 (2).
    - ii. Added Subsection 3.2 to clarify the meaning of Board Cycle
    - iii. Added Subsection 3.3 to define the method by which the number of Members for each Board Cycle will be determined as required by AU Act s.8 (2) (c).
    - iv. Revised the order in which the Governor positions are presented in Subsection 3.4.1 & 3.4.2 to address AU Act requirements in s. 8 (1 & 2).
    - v. In 3.4.1 and 3.4.2 the numbers assigned to each Governor position have been removed to address requirements of AU Act s.8(2)(c), which specifies that the Board by By-law shall determine the number of persons appointed in Section 8, subsection 1 paragraph 7. Legal counsel advised that under the ONCA, the board must either define the number of Board members through a range or provide in the By-law the exact number of board members. If we were to allocate specific seats to each governor role, as previously outlined in by-law 7.4, we would also need to do the following
      - 1. eliminate the range specified in by-law 7.4 and AU Act section 8; and
      - 2. define the exact number of all Governors seats including community-at-large seats.

However, removing the range from the By-laws would conflict with the AU Act, therefore the most appropriate course of action was to leave the range and have the Board, as outlined in subsection 3.3, determine on an annual basis by Special Resolution the number of members for each board cycle.

- vi. In section 3.4.1 and 3.4.2 the following Governor Positions are being proposed for elimination to align with current board practices
  - 1. One person recommended by the Municipality of Sault Ste. Marie

- 2. One person recommended by the Algoma University Alumni Association
- vii. Added Subsection 3.12 to align with AU Act regarding eligibility for re-appointment
- Added Subsection 3.13 to reference By-law No. 2 on eligibility criteria for Governor positions.
- ix. Added Subsection 3.14 to outline the Board's right to make final decisions regarding its compositions in accordance with ONCA
- x. Added Subsection 3.15 to outline the method by which Governors join the Board (e.g by election or appointment) in accordance with ONCA
- xi. Added Subsection 3.16 to document written consent requirements in accordance with ONCA
- xii. Revised Subsection 3.17 related to how a vacancy on the Board occurs in accordance with ONCA and Board policy BO3
- xiii. Added Subsection 3.20 to document when a Governor term ends and starts in accordance with ONCA and the AU Act
- xiv. Added Subsection 3.21 to document when a Governor's office and Membership in the University ends as required by ONCA
- xv. Added Subsection 3.22 to document the Board's authority to discipline and/remove a Governor as required by ONCA.
- e. Revise Section 5. Powers and Duties of the Board to add the following subsections:
  - i. 5.3 Standards of Care as required by ONCA
  - ii. 5.4 Confidentiality as required by ONCA, AU Act and Board policies
  - iii. 5.5 Annual Attestation as required by ONCA and Board policies
- f. Revise **Section 6. Meetings** of the Board to add the following subsections
  - i. Added 6.2 on annual meeting to comply with ONCA
  - ii. Added 6.4 on Notice to comply with ONCA
  - iii. Added 6.5.2 on special meetings of the Board to comply with ONCA
  - iv. Added 6.6 to outlined that Electronic meetings will be allowed in accordance with Board policies as required by ONCA
  - v. Added 6.9 to establish how access to the Board will be possible as required by ONCA
  - vi. Revised section 6.15 on Dissenting Votes to comply with ONCA
  - vii. Added 6.16 to document voting during electronic meetings as required by ONCA
  - viii. Revised 6.17 to document matters deemed confidential to be discussed in closed Board sessions in accordance with AU Act and Freedom of Information and Protection of Privacy Act (FIPPA)
- g. Section VII and VIII were replaced by the new proposed content in **Section 7.Committees** of the Board in alignment with previous discussions and direction from the Governance Committee and Board of Governors.
- h. Revised **Section 8. Indemnification** to comply with ONCA
- Section 9. Conflict of Interest was replaced with new proposed content that complies with ONCA and AU Act
- i. Added Section 16. Dissolution of Corporation to comply with ONCA
- k. Revised Section 17. Enactment, Amendment or Repeal of By-law to comply with ONCA
- D. In **By-law No. 2** the following revisions are proposed:
  - a. Added eligibility criteria and election procedures for the Senate Governor and Student Member (SASA) as these internal positions were raised as being necessary to continue at this time.

### 4.0 ATTACHMENTS

- 1. By-law No. 1 Show Markup
- 2. By-law No. 1 No Markup (Clean)
- 3. By-law No. 2 Show Markup
- 4. By-law No. 2 No Markup (Clean)

Algoma University¶
Board of Governors
By-Laws No.1

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

7.4 Version 1

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### I. OBJECTS/MISSION (PER THE ALGOMA UNIVERSITY ACT, 2008)

Section 17 (1) of the *Algoma University Act*, 2008 empowers the Board of Governors to make By-laws for the conduct of its affairs.

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,

- a) 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
- b) cultivate cross-cultural learning between aboriginal communities and other communities, in keeping with the history of Algoma University College and its geographic site.

### II. DEFINITIONS & INTERPRETATION

### **Definitions**

"University" means Algoma University as established by The Algoma University Act, 2008

**"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")

Anishinaabe: means First Nations, Metis, and Inuit people

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

### "Senate" means the senate of the University

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

T\*\*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"). As defined in *Algoma University Act*, 2008. For the purposes of this by-law Teaching staff is also referred to as Faculty.

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.

### Highlighted in Yellow are ONCA requirements

Highlighted in Blue are Algoma University Act requirements

N"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

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

E\*external member: means any Governor member of the Board who is not a student of the University or an employee of the University

S"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

**Senate:** means the senate of the University

**Senate Member:** means a member of Senate duly elected to serve as a governor on the Board;

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

"Anishinaabe" means First Nations, Metis, and Inuit people

"University" means Algoma University as established by The Algoma University Act, 2008

### **Interpretation:**

- a) 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.
- b) 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.
- c) Other than as specified in Definitions, 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.
- d) 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.

### III. COMPOSITION OF THE BOARD

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

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

- 4) In accordance with Section 8 (1) of the Act, The Board of Governors shall consist of not less than 12 and not more than 30 members as follows:
  - 4.1 Internal Members
    - a) President and Vice-Chancellor
    - b) Teaching Staff Governor
    - c) Student Governor who is a member of Algoma University Student Association (AUSU)
    - d) Non-Teaching Staff Governor
    - e) Other members appointed by the Board as per the Act, Section 8(1) sub-section 7
      - Senate Member
      - Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
  - 4.2 External Members
    - f) Chancellor
    - g) Lieutenant Governor in Council Members
    - h) Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
  - 4.3 In accordance with Section 8(1)(7), such other persons as may be set out in the By-laws of the Board ¶
    - i) A Senate Member elected following election procedures determined by Senate (Internal)
    - <del>j) ¶</del>
    - k) The President of the University who shall be a member by virtue of office.
    - 1) The Chancellor of the University, if one is so appointed by the Board.
    - m) 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.
    - n) One person elected by the teaching staff of the University from among themselves.

- o) One full timefulltime faculty member elected by the Senate¶
- p) One student elected by the students of the University from among themselves
- q) One person elected by the students represented by the Anishinaabe Students Association from among themselves¶
- r) One person elected by the non-teaching employees of the University from among themselves.¶
- s) One person recommended by the Municipality of Sault Ste. Marie¶
- t) One person recommended by the Algoma University Alumni Association
- u) Such other persons as may be directed by the Board who shall be appointed by the Board, including but not limited to the following.
  - A Senate Member elected following election procedures determined by Senate ¶
  - A person elected by the students represented by the Anishinaabe Students-Association from among themselves PROPOSED: Student Governor elected from among themselves to represent the Shingwauk Anishinaabe Students-Association¶
  - One person recommended by the Municipality of Sault Ste. Marie
  - One person recommended by the Algoma University Alumni Association¶
  - XX persons Persons from the community at-large nominated by the Governance Committee of the Board.
- 5) At least 60 percent of the members of the Board shall be external members.
- 6) When appointing members to the Board, the Board shall strive to identify highly qualified candidates whose appointments will be representative of the mission of the University, the broad area served by the University, and the functional needs of the Board. A minimum of four Board members shall be appointed as representatives of Anishinaabe organizations and/or communities.
- 7) The term of office for an elected or appointed Governor member of the Board shall not be more than three years.
- 8) The term of office for a Governor member of the Board who represents students shall be one year.
- 9) If, during their his or her term of office, a Governora member of the Board elected or appointed under 4paragraph e, d, e, f, g, h, i, or j of subsection III (1) ceases to be eligible for election or appointment to the Board under the same paragraph, such individual thereby ceases to be a Governor, unless permitted otherwise by the Act. he or she thereby ceases to be a member of the Board.
- 10) Despite 9Subsection III (6), if a student Governor member of the Board graduates during their his/her term of office, theyhe or she may continue to sit as a Governor member of the Board for the remainder of their one-yeartheirhis/her one-year term.

- 11) A Governor member of the Board is eligible for reappointment or re-election.
- 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. 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.
- 13) Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.
- 14) 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.
- 15) 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.
- 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.
- 17) A vacancy on the Board occurs if,
  - a) the Governor's term expires;
  - b) the Governor resigns or dies;
  - c) a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;
  - d) a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated; or
  - e) the Board by resolution declares a membership to be vacated for failure to attend three consecutive regularly scheduled meeting 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
  - f) the Board by Special Resolution declares a Governor to be removed from the Board. s.
- 18) 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.
- 19) A person who fills a vacancy under subsection III (17+) shall hold office for the remainder of the term of the member they are is replacing. A person elected or appointed under subsection III (17+) may be re-elected or reappointed upon the expiry of the term that they were 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.
- 20) 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.
- 21) Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in section 17 of this By-law.
- 22) 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.

### IV. OFFICERS OF THE BOARD

- 1) The Board shall elect annually a Past Chair, Chair and Vice-Chair from its external members and shall fill any vacancy in the office of Chair or Vice-Chair from among such members.
- 2) 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 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.
- 3) 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.
- 4) Three or more officers of the Board shall be appointed annually by the Board. One of these officers shall be the

President. Two or more officers including the secretary will be appointed annually on a recommendation by the president. Officer means they have signing authority for the University as per article XIII.

- 5) The Secretary shall attend all meetings of the Board and shall:
  - a) enter or cause to be entered in books for that purpose, Minutes of all proceedings.
  - b) provide copies of such Minutes to all Board members as soon as possible.
  - c) Give, or cause to be given, all notices required to be given to members of the Board as well as agenda and related documents as may be necessary for a meeting.
  - d) Be responsible for arrangements for meetings.
  - e) Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
  - f) Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and
  - g) Perform such other duties as may from time to time be prescribed by the Board or required by law.

### V. POWERS AND DUTIES OF THE BOARD

- 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,
  - 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;
  - c) 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

group of the University;

- 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;
- j) to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;
- k) to conclusively determine which body within the University has jurisdiction over any matter, and
- 1) to make by-laws, resolutions, and rules for the conduct of its affairs.
- m) 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) **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.
- 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.
- 5) Annual Attestations: Members of the Board are required to sign annual attestations as set out in Board policies or legislation.
- 6) 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.

### VI. MEETINGS OF THE BOARD

- 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. Regular and annual meetings of the Board shall beheld at the University or elsewhere in the City of Sault St. Marie or its environs as may be determined by the Chair. The Board shall hold a minimum of four regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.
- 2) The annual meeting of the Board will be held within sixten months of the fiscal year- end. Business at the Annual Meeting is not limited to, but may include the following items:
  - a) the report of the Board Chair;
  - b) the report of the President & Vice-Chancellor;
  - c) the financial statement and report of the auditor;
  - d) the appointment of the auditors;
  - e) the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is

### required;

f) 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.

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.

- Notice in writing of the time and place of each regular meeting shall be sent to each Governor 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, 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 may at any time waive notice of any such meeting. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 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 five (5) three (3) calendar days if sent by prepaid post, to Governors.

- 5) 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 1/3 of the Governors 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 Governor 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 (72) hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.
  - b) 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.

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.
- d) 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.
- 6) 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) 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 Seenate who shall report at each Board meeting.

But a Governor 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.

8) 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.
- 9) The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
- No Governor 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.
- 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.

- 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.
- 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.
- 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. 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.
- 16) 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.
- Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during a confidential session. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;
  - a) Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
  - b) Matters involving sensitive financial data or strategies;
  - c) Personnel matters;
  - d) Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
  - e) Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
  - f) 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.

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.

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.

19) 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 meeting 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.

- 20) 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
  - b) conclude the discussion

- c) adjourn the meeting
- d) 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**.

- 21) 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. 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.
- 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 Governor 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 Governor 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.
  - e) AThe Secretary shall forward to the Library, for public examination, a copy of the approved Minutes of the open session of the Board will be made publicly available.

### VII. COMMITTEES OF THE BOARD

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.

The Board shall maintain as standing committees of the 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¶

- a) The composition, duties, and responsibilities of such Committees shall be as laid out in Appendices A through G.¶
- b) Each standing committee of the Board must meet at least once each year and shall report to the Board at least annually.¶

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.¶

- e) 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.¶
- d) Standing committees may appoint subcommittees to carry out specific tasks on behalf of the committee and make recommendations thereto.¶ Ad Hoe 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.

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- 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.
- 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.
- 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.
- 5) Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.
  - 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.
- 6) 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.

- 7) 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) Except in the case of the Anishinaabe Peoples' Council and, with respect to the President, 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.
- 9) Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.

Except on the Anishinaabe Peoples' Council and the Board Senate Liaison Committee, only a Governor member of the Board may serve as Chair of a Board Committee.

- 10) 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.
- 11) Committees shall have access to the Board in accordance with subsection section VI. subsection 9 of By-law No.1.
- 12) **¶**
- 13) 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.

### **MEETINGS OF COMMITTEES OF THE BOARD**

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- 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.
- 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.

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

### VIII. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Except where otherwise prohibited by law, every officer or Governor 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.

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.

### IX. CONFLICT OF INTEREST

- 1) In accordance with Section 41 of ONCA, a conflict of interest arises in any situation where a Governor's duty to act solely in the best interests of the University and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the governor. A conflict of interest also includes circumstances where the governor's duties to the University are in conflict with other duties owed by the governor such that the governor is not able to fully discharge the fiduciary duties owed to the University.
- 2) A Governor or officer who:
  - i. is a party to a material contract or transaction or proposed material contract or transaction with the University; or
- ii. is a Governor or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the University, shall disclose to the University or request to have entered in the minutes of Board meetings the nature and

extent of their interest.

- 3) The disclosure required by section IX (2) must be made, in the case of a Governor:
  - i. at the meeting at which a proposed contract or transaction is first considered;
  - ii. if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;
  - iii. if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or
  - iv. if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.
- 4) The disclosure required by section IX (2) must be made, in the case of an officer who is not a Governor:
  - i. forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
  - ii. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
  - iii. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- 5) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section IX (2) is one that, in the ordinary course of the University's business, would not require approval of the Board or Members, then the Governor or officer shall disclose to the University, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- 6) Except as permitted by the Act or *Not-for-Profit Corporation Act*, a Governor referred to in section IX (2) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- 7) Despite IX (6) above, in accordance with the Act, a 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.
- 8) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of section IX(6), the remaining Governor are deemed to constitute a quorum for the purpose of voting on the resolution.
- 9) For the purposes of section IX(2), a general notice to the Board by a Governor or officer disclosing that the individual is a governor or officer of, or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- 10) A contract or transaction for which disclosure is required under section IX(2) is not void or voidable, and the Governor or officer is not accountable to the University or the Members for any

profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:

- i. disclosure of the interest was made in accordance with this section;
- ii. the Board approved the contract or transaction; and
- iii. the contract or transaction was reasonable and fair to the University when it was approved.
- 11) The provisions of section IX of this By-law are in addition to any Board-approved conflict of interest policy.
- 12) 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.
- 13) 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. 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.
- 14) 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.

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.

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.¶

"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 toinelude:
  - (i) where the member, or a family member, either

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- 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 e) 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.

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.

Despite subsections 3 through 6 above, a member of the Board 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.¶

#### X. CHIEF EXECUTIVE OFFICER

- 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.
- 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.
  - (b) 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) 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 outlined in accordance with policies. will be respected:
    - a) Vice President Academic and Research
    - b) Vice President Finance and Administration
    - c) Academic Dean¶

d) Registrar

3) 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 InterimActing President upon such terms and conditions as the Board may prescribe.

### XI. DELEGATION OF AUTHORITY

- 1) Subject to any policies regulations 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, exercise all of the powers of the Board in the management of the affairs of the Corporation. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- 2) The Board may delegate specific discretionary powers or authority to a committee, by Bby-law, by resolution, or by provisions contained in the terms of reference of the committee concerned.

#### XII. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

- 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.
- 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.
- 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.

### XIII. BANKING AND INVESTMENTS

- 1) The property and revenue of the University shall be applied solely to achieving the objects of the University.
- 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. Either auditing firms shall be changed or a third party audit shall be conducted at minimum every six years.
- 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.
- 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.

### XIV. BORROWING AUTHORITY

- 1) Algoma University is hereby authorized by resolution of the Board from time to time to:
  - a) 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;
  - b) make, draw and endorse promissory notes or bills of exchange;
  - c) 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;
  - d) issue bonds, debentures and obligations on such terms and conditions as the Board may, by resolution, decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may, by resolution, decide and mortgage, charge hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.
- 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.

### XV. PARLIAMENTARY AUTHORITY

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

#### XVI. DISSOLUTION OF CORPORATION

In the event that circumstances arise necessitating the dissolution of the University, such action shall require a two-thirds special 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.

### XVII. ENACTMENT, AMENDMENT, OR REPEAL OF BY-LAW

- 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.
- 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.

- 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.
- 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.
- Any action taken under subsection XVII (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.
  - The Board may pass, repeal, or amend a by-law not contrary to the Corporations Act or to the 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.¶
    - a) 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.¶
    - b) Anysuch enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the Board members present and voting at a duly constituted meeting of the Board.¶
- 6) 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.

7)	•	ve that is not confirmed by the membership at ease no new by-law of the same or like subsetting of the members.	
Passed	by the Board of Governors of Algoma	a 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¶

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### **APPENDIX A: THE EXECUTIVE COMMITTEE**

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### TERMS OF REFERENCE

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### **Duties and Responsibilities**

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- 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.
- e) 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. 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.

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### **Composition**

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- a) Chair¶
- b) Vice-Chair, who shall chair the committee ¶
- e) 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**

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### TERMS OF REFERENCE

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#### **Duties and Responsibilities**¶

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- 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.
- e) 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.

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#### **Composition**

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- a) Chair of the Board or designate¶
- b) President¶
- e) 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
- f) One senior financial staff representative as a non-voting member

# APPENDIX C: THE NOMINATING AND GOVERNANCE COMMITTEE

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# TERMS OF REFERENCE¶

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#### **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.
- e) 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.

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# **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
- c) The President¶

#### APPENDIX D: THE ANISHINAABE PEOPLES' COUNCIL¶

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#### TERMS OF REFERENCE¶

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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.

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# 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:¶

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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:

# Highlighted in Yellow are ONCA requirements

Highlighted in Blue are Algoma University Act requirements

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¶

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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.

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# 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.

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# 5) Meetings of the Anishinaabe Peoples' Council:

(i) 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.

- (ii) 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.
- (iii) 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.

Revised: June 2021¶

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# APPENDIX E: BOARD SENATE LIAISON COMMITTEE¶

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# TERMS OF REFERENCE¶

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# **Duties and Responsibilities**¶

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- 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.
- e) 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.
- b) Meetings to be chaired by the Board Chair and the Speaker of Senate or their designates on an alternatingbasis.

# APPENDIX F: HUMAN RESOURCES SUBCOMMITTEE¶

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# TERMS OF REFERENCE¶

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

# **Duties and Responsibilities**¶

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- 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.
- e) 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.

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### **Composition**¶

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- 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 Ħ Ŧ TERMS OF REFERENCE¶ Ŧ 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. e) 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. g) The Chair of the Board shall chair the

Committee.

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# **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. OBJECTS/MISSION (PER THE ALGOMA UNIVERSITY ACT, 2008)

- 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. The objects of the University are the pursuit of learning through scholarship, teaching, and research within a spirit of free enquiry and expression.
- 1.3. It is the special mission of the University to:
  - 1.3.1. 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
  - 1.3.2. cultivate cross-cultural learning between aboriginal communities and other communities, in keeping with the history of Algoma University College and its geographic site.

# 2. DEFINITIONS & INTERPRETATION

#### **Definitions**

**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")

Anishinaabe: means First Nations, Metis, and Inuit people

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

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

**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"). As defined in Algoma University Act, 2008. For the purposes of this by-law Teaching staff is also referred to as Faculty.

**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

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

**External member:** means any Governor 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

**Senate:** means the senate of the University

**Senate Member:** means a member of Senate duly elected to serve as a governor on the Board;

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

University: means Algoma University as established by The Algoma University Act, 2008

#### **Interpretation:**

- 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.
- 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.
- 2.3. Other than as specified in Definitions, 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.
- 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.

### 3. COMPOSITION OF THE BOARD

- 3.1. 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.
- 3.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 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 one (1) vote unless otherwise listed.
- 3.4. In accordance with Section 8 (1) of the Act, the Board of Governors shall consist of not less than 12 and not more than 30 members as follows:

#### 3.4.1. Internal Members

- 3.4.1.1. President and Vice-Chancellor
- 3.4.1.2. Teaching Staff Governor
- 3.4.1.3. Student Governor who is a member of Algoma University Student Association (AUSU)
- 3.4.1.4. Non-Teaching Staff Governor
- 3.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7
  - Senate Member
  - Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)

#### 3.4.2. External Members

- 3.4.2.1. Chancellor
- 3.4.2.2. Lieutenant Governor in Council Members
- 3.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
- 3.5. At least 60 percent of the members of the Board shall be external members.
- 3.6. When appointing members to the Board, the Board shall strive to identify highly qualified candidates whose appointments will be representative of the mission of the University, the broad area served by the University, and the functional needs of the Board. A minimum of four Board members shall be appointed as representatives of Anishinaabe organizations and/or communities.
- 3.7. The term of office for an elected or appointed Governor shall not be more than three years.
- 3.8. The term of office for a Governor who represents students shall be one year.
- 3.9. If, during their term of office, a Governor elected or appointed under subsection 3.4 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.
- 3.10. Despite 9, if a student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their one-year term.
- 3.11. A Governor is eligible for reappointment or re-election.
- 3.12. 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.
- 3.13. Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.

- 3.14. 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.
- 3.15. 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.
- 3.16. 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.
- 3.17. A vacancy on the Board occurs if,
  - 3.17.1. the Governor's term expires;
  - 3.17.2. the Governor resigns or dies;
  - 3.17.3. a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;
  - 3.17.4. a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
  - 3.17.5. the Board by resolution declares a membership to be vacated for failure to attend three consecutive regularly scheduled meeting 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
  - 3.17.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 3.18. If a vacancy occurs on the Board, the Board shall:
  - 3.18.1. determine whether or not to fill the vacancy, and
  - 3.18.2. 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.
- 3.19. A person who fills a vacancy under subsection 3.17 shall hold office for the remainder of the term of the member they are replacing. A person elected or appointed under subsection 3.17 may be re-elected or reappointed upon the expiry of the term that they were elected or appointed to complete, but is eligible for further re-election or reappointment only after one year's absence from the Board.
- 3.20. 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.
- 3.21. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in subsection 3.17 of this By-law.
- 3.22. 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. OFFICERS OF THE BOARD

- 4.1. The Board shall elect annually a Past Chair, Chair and Vice-Chair from its external members and shall fill any vacancy in the office of Chair or Vice-Chair from among such members.
- 4.2. 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.
- 4.3. 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.
- 4.4. Three or more officers of the Board shall be appointed annually by the Board. One of these officers shall be the President. Two or more officers including the secretary will be appointed annually on a recommendation by the president. Officer means they have signing authority for the University as per article 12.
- 4.5. The Secretary shall attend all meetings of the Board and shall:
  - 4.5.1. enter or cause to be entered in books for that purpose, Minutes of all proceedings.
  - 4.5.2. provide copies of such Minutes to all Board members as soon as possible.
  - 4.5.3. Give, or cause to be given, all notices required to be given to members of the Board as well as agenda and related documents as may be necessary for a meeting.
  - 4.5.4. Be responsible for arrangements for meetings.
  - 4.5.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
  - 4.5.6. Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and
  - 4.5.7. Perform such other duties as may from time to time be prescribed by the Board or required by law.

#### 5. POWERS AND DUTIES OF THE BOARD

- 5.1. 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,
  - 5.1.1. 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;
  - 5.1.2. to appoint and remove a Chancellor;
  - 5.1.3. to appoint and remove the President;

- 5.1.4. to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection 5.2;
- 5.1.5. to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;
- 5.1.6. 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;
- 5.1.7. to approve the annual budget of the University and to monitor its implementation;
- 5.1.8. 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 group of the University;
- 5.1.9. 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;
- 5.1.10. to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;
- 5.1.11. to conclusively determine which body within the University has jurisdiction over any matter, and
- 5.1.12. to make by-laws, resolutions, and rules for the conduct of its affairs.
- 5.1.13. required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.
- 5.2. 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.
- 5.3. **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.
- 5.4. **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.
- 5.5. **Annual Attestations:** Members of the Board are required to sign annual attestations as set out in Board policies or legislation.
- 5.6. 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.

#### 6. MEETINGS OF THE BOARD

- 6.1. 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. The Board shall hold a minimum of four regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.
- 6.2. The annual meeting of the Board will be held within six months of the fiscal year- end. Business at the Annual Meeting is not limited to, but may include the following items:
  - 6.2.1. the report of the Board Chair;
  - 6.2.2. the report of the President & Vice-Chancellor:
  - 6.2.3. the financial statement and report of the auditor;
  - 6.2.4. the appointment of the auditors;
  - 6.2.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
  - 6.2.6. 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.
- 6.3. Notice in writing of the time and place of each regular meeting shall be sent to each Governor by prepaid post or by electronic transmission addressed to the 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 may at any time waive notice of any such meeting. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 6.4. 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 five (5) calendar days if sent by prepaid post, to Governors.
- 6.5. 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 1/3 of the Governors. Such meetings may be held at any time and at any place in the City of Sault Ste. Marie or its environs.
  - 6.5.1. Notice in writing of the time and place of each special meeting shall be sent to each Governor 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 (72) hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.
  - 6.5.2. 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.

- 6.5.3. 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.
- 6.5.4. 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.
- 6.6. 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.
- 6.7. Items of business shall normally be presented to the Board by the following:
  - 6.7.1. The Chair of the Board
  - 6.7.2. The Chairs of Committees
  - 6.7.3. The President
  - 6.7.4. The Board Representative to the Senate who shall report at each Board meeting.

But a Governor 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.

6.8. 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.

- 6.9. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
- 6.10. No Governor 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 subsection 10.2 or 10.3 below may participate and vote on behalf of the President.
- 6.11. 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.
- 6.12. 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.
- 6.13. 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.
- 6.14. 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.
- 6.15. 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.
- 6.16. 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.
- 6.17. Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during a confidential session. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;
  - 6.17.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
  - 6.17.2. Matters involving sensitive financial data or strategies;
  - 6.17.3. Personnel matters;
  - 6.17.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
  - 6.17.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
  - 6.17.6. 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 individual.

Prior notice of meetings shall be given.

- 6.18. 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.
- 6.19. 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 meeting. 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.

- 6.20. 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
  - 6.20.1. remove an item from the agenda
  - 6.20.2. conclude the discussion
  - 6.20.3. adjourn the meeting
  - 6.20.4. 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 article 2.

- 6.21. 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. 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.
- 6.22. 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 Governor 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.
  - 6.22.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
  - 6.22.2. 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.
  - 6.22.3. A copy of the Minutes of each meeting of the Board, as drafted by the Secretary of the Board, shall be sent to each Governor 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.
- 6.22.4. 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.
- 6.22.5. A copy of the approved Minutes of the open session of the Board will be made publicly available.

#### 7. COMMITTEES OF THE BOARD

- 7.1. 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.
- 7.2. 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.
- 7.3. 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.
- 7.4. 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.
- 7.5. Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.
- 7.6. 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.
- 7.7. 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.
- 7.8. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 7.9. 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.
- 7.10. Committees shall have access to the Board in accordance with subsection 6.9. of By-law No.1.
- 7.11. 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.

# 8. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

8.1. Except where otherwise prohibited by law, every officer or Governor 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.

#### 9. CONFLICT OF INTEREST

9.1. In accordance with Section 41 of the Not-for-Profit Corporations Act, 2010, a conflict of interest arises in any situation where a Governor's duty to act solely in the best interests of the University and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the governor. A conflict of interest also includes circumstances where the governor's duties to the University are in conflict with other duties owed by the governor such that the governor is not able to fully discharge the fiduciary duties owed to the University.

#### 9.2. A Governor or officer who:

- 9.2.1. is a party to a material contract or transaction or proposed material contract or transaction with the University; or
- 9.2.2. is a Governor or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the University, shall disclose to the University or request to have entered in the minutes of Board meetings the nature and extent of their interest.
- 9.3. The disclosure required by subsection 9.2 must be made, in the case of a Governor:
  - 9.3.1. at the meeting at which a proposed contract or transaction is first considered;
  - 9.3.2. if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;
  - 9.3.3. if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or
  - 9.3.4. if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.
- 9.4. The disclosure required by subsection 9.2 must be made, in the case of an officer who is not a Governor:
  - 9.4.1. forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
  - 9.4.2. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or

- 9.4.3. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- 9.5. If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 9.2 is one that, in the ordinary course of the University's business, would not require approval of the Board or Members, then the Governor or officer shall disclose to the University, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- 9.6. Except as permitted by the Act or Not-for-Profit Corporation Act, a Governor referred to in subsection 9.2 shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- 9.7. Despite subsection 9.6 above, in accordance with the Act, a 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.
- 9.8. If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of subsection 9.6, the remaining Governor are deemed to constitute a quorum for the purpose of voting on the resolution.
- 9.9. For the purposes of subsection 9.2, a general notice to the Board by a Governor or officer disclosing that the individual is a governor or officer of, or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- 9.10. A contract or transaction for which disclosure is required under section 9.2 is not void or voidable, and the Governor or officer is not accountable to the University or the Members for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
  - 9.10.1. disclosure of the interest was made in accordance with this section;
  - 9.10.2. the Board approved the contract or transaction; and
  - 9.10.3. the contract or transaction was reasonable and fair to the University when it was approved.
- 9.11. The provisions of article 9 of this By-law are in addition to any Board-approved conflict of interest policy.

- 9.12. 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.
- 9.13. 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.
- 9.14. 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.

#### 10. CHIEF EXECUTIVE OFFICER

- 10.1. 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.
- 10.2. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 10.3. 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 10.2 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 outlined in accordance with policies.
- 10.4. 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 Interim President upon such terms and conditions as the Board may prescribe.

# 11. DELEGATION OF AUTHORITY

- 11.1. 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, exercise all of the powers of the Board in the management of the affairs of the Corporation. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- 11.2. 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.

# 12. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

- 12.1. 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.
- 12.2. 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.
- 12.3. 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.

#### 13. BANKING AND INVESTMENTS

- 13.1. The property and revenue of the University shall be applied solely to achieving the objects of the University.
- 13.2. 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. Either auditing firms shall be changed or a third party audit shall be conducted at minimum every six years.
- 13.3. 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.
- 13.4. 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.

#### 14. BORROWING AUTHORITY

- 14.1. Algoma University is hereby authorized by resolution of the Board from time to time to:
  - 14.1.1. 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;
  - 14.1.2. make, draw and endorse promissory notes or bills of exchange;
  - 14.1.3. 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;
  - 14.1.4. 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.
- 14.2. 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.

#### 15. PARLIAMENTARY AUTHORITY

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

#### 16. DISSOLUTION OF CORPORATION

16.1. In the event that circumstances arise necessitating the dissolution of the University, such action shall require a two-thirds special 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.

#### 17. ENACTMENT, AMENDMENT, OR REPEAL OF BY-LAW

- 17.1. 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.
- 17.2. 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.
- 17.3. 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.
- 17.4. 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.
- 17.5. Any action taken under subsection 17.4 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 Un	niversity on the	day of	2024.
Chair:	Secretary:		

# **Algoma University**

# Board of Governors By-law No. 2

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; and concurrently serve on the Senate; 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 ¶
  - 2.2.3. 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; and
  - 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 who is a member of AUSU 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 and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
  - 2.4.3. be a member of AUSU; and
  - 2.4.4. 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
  - 2.4.5. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.
- 2.5. In addition, a Student Governor who is a member of SASA must meet the following eligibility criteria:
  - 2.5.1. meet the eligibility criteria for being a member of Shingwauk Anishinaabe Students' Association
  - 2.5.2. 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);
  - 2.5.3. be and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
  - 2.5.4. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the Act.
- 2.6. In addition, the Senate Member must meet the following eligibility criteria:
- 2.6.1. be a member of the teaching staff, as defined in the Act, Part I;
- 2.6.2. be in full-time employment in good standing;
- 2.6.3. be a current member of Senate and have served on the Senate for a minimum of one year;
- 2.6.4. have a minimum of two years of continuous service at the University.
- 2.7. 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. Running the elections for the Internal Governor positions, with the exception of the Senate Member. The Senate Member will be elected in accordance with election procedures of the Senate;
- 3.2.5. Verifying the eligibility of all candidates;
- 3.2.6. Interpreting recruitment procedures;
- 3.2.7. Recommending to the Board the ratification of election results for Internal Governors or appointment of External Governors;
- 3.2.8. Recommending updates and/or revisions to Board election policy and procedures;
- 3.2.9. In addition, for elected Internal Governor positions:
  - 3.2.9.1. Convening a mandatory information session for all interested candidates prior to the application deadline;
  - 3.2.9.2. Establishing campaign guidelines, including campaign expense regulations if required;
  - 3.2.9.3. Investigating and reporting to the Board any irregularities and/or infractions of the election procedures and recommending sanctions, if required; and
  - 3.2.9.4. 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 and report on such delegated responsibilities to on behalf of the Governance Committee.
- 3.4. The Secretary University Secretary will 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 the Student Governor (AUSU and SASA member) 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 Secretary University Secretary in the manner identified by the Secretary 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 Secretary 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, or a member of SASA and AUSU, 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 Secretary University Secretary will notify nominees of their eligibility status. The Secretary 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 Secretary 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 Secretary 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 Secretary 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 Secretary 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.

#### TRANSITIONAL PROVISION FOR CURRENT STUDENT GOVERNOR ¶

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.

shall apply solely to such incumbent Stud subsequent terms or future Student Gove	lent Governor and shall not extend to any ernors.¶
Passed by the Board of Governors of Algoma University	y on the
Chair:	Secretary:

# **Algoma University**

# Board of Governors By-law No. 2

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. 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; and
  - 2.3.4. have a minimum of two years of continuous service at the University.
- 2.4. In addition, a Student Governor who is a member of AUSU 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 in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
  - 2.4.3. be a member of AUSU; 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 addition, a Student Governor who is a member of SASA must meet the following eligibility criteria:
  - 2.5.1. meet the eligibility criteria for being a member of Shingwauk Anishinaabe Students' Association
  - 2.5.2. 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);
- 2.5.3. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies; and
- 2.5.4. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.
- 2.6. In addition, the Senate Member must meet the following eligibility criteria:
  - 2.6.1. be a member of the teaching staff, as defined in the Act, Part I;
  - 2.6.2. be in full-time employment in good standing;
  - 2.6.3. be a current member of Senate and have served on the Senate for a minimum of one year; and
  - 2.6.4. have a minimum of two years of continuous service at the University.
- 2.7. 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. Running the elections for the Internal Governor positions, with the exception of the Senate Member. The Senate Member will be elected in accordance with election procedures of the Senate;
  - 3.2.5. Verifying the eligibility of all candidates;
  - 3.2.6. Interpreting recruitment procedures;
  - 3.2.7. Recommending to the Board the ratification of election results for Internal Governors or appointment of External Governors;
  - 3.2.8. Recommending updates and/or revisions to Board election policy and procedures;
  - 3.2.9. In addition, for elected Internal Governor positions:
    - 3.2.9.1. Convening a mandatory information session for all interested candidates prior to the application deadline;
    - 3.2.9.2. Establishing campaign guidelines, including campaign expense regulations if required;
    - 3.2.9.3. Investigating and reporting to the Board any irregularities and/or infractions of the election procedures and recommending sanctions, if required; and
    - 3.2.9.4. Verifying and reporting the election results as required.
- 3.3. The Governance Committee may delegate its responsibilities regarding recruitment to the Secretary, and the Secretary will administer and report on such delegated responsibilities to the Governance Committee.

3.4. The Secretary will 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 the Student Governor (AUSU and SASA member) 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 Secretary in the manner identified by the 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 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, or a member of SASA and AUSU, 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 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 Secretary will notify nominees of their eligibility status. The 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 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 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 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.
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- 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 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.
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- 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.

Passed by the Board of Governors of Algoma Un	niversity on the day of 2024.
Chair:	Secretary:

# **BOARD OF GOVERNORS REPORT**



# Code of Conduct for Governors Policy and Related Documents Closed Agenda: 01 OCT 2024 PURPOSE: PREPARED BY: Approval Discussion Information

Paul Quesnele, University Secretary

Faviola Graceni, Manager of Policy and Privacy

## 1.0 ACTION

**MOTION**: That Board of Governors approve the revised Code of Conduct for Governors and related documents, replacing the current B09 Code of Conduct and retiring the B03 Policy on Board Member Expectations as recommended by the Governance Committee.

#### Considerations:

The provided Code of Conduct for Governors Policy is being presented for Board approval to comply with Ontario's Not-for-Profit Corporations Act (ONCA) regulations by the deadline of October 19, 2024. Tracked Changes versions that illustrate the consolidation of several existing policies into this one policy are provided, along with an outline of the additional elements added based on best practices and to ensure compliance with legislation.

## 2.0 EXECUTIVE SUMMARY

Over the last year, the Governance Committee underwent an extensive review of the Board By-Laws. A major goal of the By-law review was to simplify By-laws and move processes into policies and procedures to allow for flexibility in order to adapt to best practices as needed. A work plan of these policies was presented to the Governance Committee in June 2024.

The policy has been developed reviewing similar policies of all other Universities, applicable legislation such as Ontario Not-for-Profit Act (ONCA), good governance practices, Algoma University Act and the By-laws. The policy outlines the following:

- A Governor Position Description: this description outlines the powers, roles and duties of Governors set
  out in Section 17(1) of the AU Act, Section 43 of the Ontario Not-for-Profit Act (s.43), Board By-law and
  good governance practices. The draft Governor Position Description also outlines expectations and
  attributes of Governors in fulfilling their responsibilities and duties, all of which were pulled together
  from existing policies of the Board, By-laws, and Board practices.
- Conflict of Interest requirements and procedures reflect the requirements set out in the Algoma U Act, By-law 7.4, ONCA and good governance practices.
- Confidentiality requirements and procedures reflect current BO9 policy requirements, AU Act, ONCA and privacy legislation, and good governance practices.
- Failure to Comply & Breach of Conduct procedures have been defined to align with ONCA, best practices and current Board practices.
- Roles and Responsibilities of Governors, Chair of the Board and Board Secretary have been outlined.

The policy is supplemented by the procedures which define the steps Governors need to take in disclosing and managing conflict of interest, and the process for managing Code of Conduct breaches. A list of Conflict of

Interest Examples, Disclosure of Conflict of Interest Forms and Acknowledgement Forms also supplement the policy and procedures.

The markup documents have the following elements added for clarity:

PURPLE = Transferred from the current BO9 Policy (Code of Conduct) ORANGE = Transferred from BO3 Policy (Expectations of BOG Members)

BLACK = Align with best practices, AU Act, ONCA

YELLOW = Transferred from By-law 7.4 with revisions for clarity/compliance with best practices, AU Act, ONCA

## 3.0 RISK IMPLICATIONS

Having a strong and well documented Code of Conduct for Governor policy formalizes and enacts measures for effective governance. It also ensures the Board's practices and conduct align with legislation. The code of conduct will need to comply with ONCA by the same deadline that the by-laws must comply with ONCA (October 19, 2024).

## 4.0 FINANCIAL IMPLICATIONS - N/A

## 5.0 COMMUNICATIONS STRATEGY

Upon approval the Policy will be communicated to Governors and training as necessary will be provided.

## 6.0 ATTACHMENTS

- 1. Policy Code of Conduct for Governors (CLEAN)
  - a. Policy Code of Conduct for Governors (MARKUP)
- 2. Procedures Code of Conduct for Governors (CLEAN)
  - a. Procedures Code of Conduct for Governors (MARKUP)
- 3. Governor Position Description (CLEAN)
  - a. Governor Position Description (MARKUP)
- 4. BO9 Disclosure of Conflict of Interest Form Board of Governors
- 5. BO9 Conflict of Interest Examples
- 6. BO9 Governor Code of Conduct Acknowledgement
- 7. BO9 Board Guest Confidentiality Acknowledgement

NOTE: Items 4, 5, 6 and 7 do not have markup versions (these are based on best practices)

Category: Board of Governors

Sub-category TBD

Policy number: BO9

Policy owner & office: Board Governance Committee

**Approver:** Board of Governors

Date last approved: YYYY-MM-DD

**Note:** The electronic version of the policy on algomau.ca/policies-and-procedures prevails

over all other electronic or printed copies. This policy supersedes any related previous

versions.

#### 1. PURPOSE

- 1.1. 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. The purpose of the Code of Conduct policy is to establish expected standards of conduct and ethics for all Governors. This policy helps the Board fulfill its primary mission; fosters trust in the Board's and the University's governing practices; promotes responsible decision-making; and advances the University's values, mission, and vision.
- 1.2. It ensures compliance with the duties and responsibilities of governors defined in the Algoma University Act, By-laws, the Ontario-Not-for-Profit Corporations Act (ONCA), policies and procedures, and all other obligations imposed on a Governor by legislation.

#### 2. SCOPE

- 2.1. This Code of Conduct policy outlines the duties and responsibilities of governors, including expectations for behavior, standards of care, conflict of interest, and confidentiality. It details the roles, responsibilities, and procedures necessary to comply with the Code of Conduct, as well as how to identify, disclose, manage, and resolve complaints or breaches related to governor conduct and conflicts with this policy.
- 2.2. This policy and related procedures apply to all Governors of the Board whether elected or appointed and all members of the committees established by the Board.
- 2.3. This policy applies to the President and Vice-Chancellor and the Senior Executive Team who are resource personnel that support the Board of Governors and its committees.

#### 3. EXCEPTIONS TO POLICY

3.1. Any exceptions to this policy will be approved by the Board of Governors.

#### 4. **DEFINITIONS**

**Actual Conflict of interest** refers to a situation where a Governor exercises a power or performs a duty or responsibility, and in so doing, there is the opportunity to further their Private Interest, or there is a Conflict of Duty.

Close Relative, as the term relates to this by-law on conflict of interest of members of the Board, includes the parent(s), parent(s) in-law, spouse/common law partner, sibling(s), sibling(s) in-law, and child/children of the member.

Conflict: means a Conflict of Interest or Conflict of Duty.

**Conflict of Interest:** means a 1) actual, 2) potential or 3) perceived conflict of Duty. It is a situation or circumstance when, in the course of carrying out their University duties, a Governor and/or Board Committee member takes any action where they know or ought to know that the action may result in a real, potential or perceived Private Interest to them or to a Related Person/Entity, including but not limited to:

- the individual takes part in a decision in the course of carrying out their University responsibilities, where they know or ought to know that the decision may result in an actual or perceived Private Interest to them or to a Related Person/Entity; or
- the individual uses their position with the University to influence or seek to influence a University
  decision which they know or ought to know may result in an actual or perceived Private Interest
  to them or to a Related Person/Entity; or
- the individual communicates information that they know or ought to know is not available to the
  general public and is obtained by the individual in the course of carrying out their University
  responsibilities or as a result of their University position in order to obtain or seek to obtain a
  Private Interest for the individual or for a Related Person or Related Entity.

**Conflict of Duty:** means a conflict with the official duties and responsibilities assigned to a Governor and/or Board Committee member by the Algoma University or its Board of Governors.

**Confidential information:** includes but is not limited to proprietary information, privileged information, financial data, strategic plans, personnel matters, legal matters, and any other information deemed confidential by Algoma University, its Board of Governors or its designated representatives.

**Confidentiality:** means the practice of keeping confidential information private and protected from unauthorized access or disclosure. It includes, but is not limited to, maintaining the secrecy, integrity, and confidentiality of information that is entrusted to an individual until such information is determined by the Algoma University, its Board of Governors or its designated representatives as not confidential.

**Governor:** means a Governor serving on the Board of Algoma University, or in any of the Committees set by the Board.

**Perceived Conflict of interest** refers to a situation where informed people might reasonably hold the apprehension that a conflict of interest exists on the part of a Governor in relation to a Private Interest.

**Potential Conflict of interest** refers to a situation where a Private Interest of a Governor could influence the exercise of the Governor's power or performance of their duties or responsibilities to University.

**Private Interest:** means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Governor, or their associate or a Related Person.

#### Related Person/Entity: means:

- A. a Close Relative;
- B. a Corporation of which the Governor or Close Relative of the Governor:

- i. is a director or officer; or
- ii. has direct or indirect material ownership, control, or direction of securities; or
- iii. a partnership of which the Governor or a Close Relative of the Governor is a partner, other than a limited partnership in which any such person is a limited partner; or
- iv. a trust or estate in which the Governor or a Close Relative of the Governor serves as a trustee or in a similar capacity or has a beneficial interest.

Secretary: means University Secretary or designate.

**Standard of Care:** means the Standards of Care define in Section 43 of the Ontario Not-for-Profit Act, 2010

4.1. See Algoma University Policy Definitions Repository

#### 5. POLICY

#### 5.1. General Provisions

5.1.1. While it is both expected and desired that Governors bring a variety of perspectives, as defined in section 5.2 of this policy, Governors of the Board and members of Board Committees have the fiduciary duty to act in the best interest of Algoma University, which must supersede any other fiduciary duties that members may have. As such they must conduct themselves as a Governor of the Board and its committees as a whole, and not as a spokesperson or advocate for a constituency, private interest, other organization, community, or a particular university sector, etc. Clear objectivity and impartiality are required of Governors for public confidence and full transparency.

#### 5.2. Governor Power, Roles, Duties and Expectations

5.2.1. The roles, responsibilities and powers of Governors are set out in the Algoma University Act, By-Laws, Board policies, common law and best practices of good governance. They are documented in Reference A - Governor Position Description.

#### 5.3. Conflict of Interest

- 5.3.1. The University recognizes that conflict of interest may arise as part of the day-to-day work of the Board and its committees and expects Governors to not exercise an official power or perform an official duty or function on behalf of the University if they have a conflict of interest, which is defined in By-law No.1 and included in the definitions repository.
- 5.3.2. A Governor must not engage in any information, contract or transaction with the University where the Governor or their Related Person have a real, potential or perceived conflict of interest in the matter as defined.
- 5.3.3. From time to time the University may, in the normal course of business, enter into transactions with enterprises in which Governors 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 Governor has declared a conflict of interest in accordance with this policy.
- 5.3.4. Services offered by the University to the general public, to which a Governor of the Board or its committees subscribes, shall not, in and of itself, constitute a conflict of interest (e.g., use of athletics and recreational facilities).

#### 5.3.5. Disclosure of Conflict of Interest

- 5.3.5.1. As set in Section 16 of the Act, where a Governor or Related Person of the Governor has a conflict of interest with any matter with which the University is concerned they must promptly disclose this conflict as soon as they become aware of the conflict and no later than at the first meeting at which the matter is to be considered, following established procedures.
- 5.3.5.2. Where any Governor of the Board or its committees is of the opinion that a conflict of interest exists and has not been disclosed, they must disclose the conflict of interest following established procedures.
- 5.3.5.3. When a Governor is in doubt on whether a conflict of interest exists, the Governor has an obligation to disclose this.

## 5.3.6. Management of Conflict of Interest

- 5.3.6.1. Governors disclosing a conflict of interest will:
  - 5.3.6.1.1. Be counted in the quorum, if present, at any meeting of the Board or its committees, at which the matter is being considered;
  - 5.3.6.1.2. Not be entitled to vote on related matter unless otherwise permitted by the law or the Board;
  - 5.3.6.1.3. Absent themselves from any meeting (or portion thereof) at which the matter 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.
- 5.3.6.2. As set out in the Act, Despite 5.3.6, a Governor who is also a member of the Teaching Staff, or a Non-teaching Staff, or Student of the University may participate in discussions and voting on general conditions of employment for all University employees or students, unless the discussion and voting pertains to specific circumstances of an employee or student as an isolated issue, separate and apart from consideration of other employees or students.
- 5.3.6.3. Governors who are also members of the bargaining team are required to absent themselves from discussions and voting of labor issues pertaining directly to their bargaining unit or on matters pertaining to their contract or compensation.
- 5.3.6.4. To ensure impartiality and to avoid any potential conflicts of interest, employees of the university will not be eligible to stand for nomination to the Board as an External Member, unless their employment relationship with the university has been terminated for a minimum of one year prior to the date of their application to stand for nomination.
- 5.3.6.5. To ensure impartiality and to avoid any potential conflicts of interest, active Governors of the Board will not be eligible to seek employment at the university until at least two years have passed since their term as a Governor ended.
- 5.3.6.6. Disclosed conflicts will be managed following established procedures.
- 5.3.6.7. Breaches or complaints regarding conflict of interest will be managed following established procedures.
- 5.3.6.8. See Conflict of Interest Examples for a list with examples of possible conflict of interest situations or scenarios.

## 5.4. Confidentiality

5.4.1. Governors of the Board or its committees have the duty to maintain the confidentiality of

any information discussed, shared, or accessed in their capacity as governors, regardless of whether this information was entrusted to Governors during Board meetings, committee meetings, or other official and non-official Board activities. This duty is set by the Act, By-laws and legislation.

- 5.4.2. Topics or matters discussed during meetings that are open to the public are not considered confidential and may be shared as necessary. However, preparatory discussions or conversations leading up to the public meetings are considered confidential and must remain private, unless explicitly stated otherwise.
- 5.4.3. Proceedings in closed and in-camera meetings of the Board or its committees are confidential. Circulation of materials is restricted to Governors and those invited to attend as guests for the confidential items discussed. Individuals invited to attend closed and in-camera sessions are bound by the duty of confidentiality and will be required to sign a confidentiality acknowledgment before or at the start of the meeting, see Reference E.
- 5.4.4. Resolutions passed in closed and in-camera meetings, even when recorded in the minutes of public meetings as required by legislation, do not release Board Members and other authorized attendees from their duty to keep confidential the information and discussions shared ahead of or during those closed and in-camera meetings. This duty of confidentiality covers both verbal and written communications, including electronic or physical documents and materials, and pertains to all details concerning the University, its affairs and any affiliated third parties.
- 5.4.5. Governors must not disclose or release confidential information to any individuals unless authorized to do so by the University, its Board, or designated representatives.
- 5.4.6. Governors must uphold the University's obligations under the Freedom of Information and Protection of Privacy Act and other applicable legislation.
- 5.4.7. Aligning with 5.4.7, Governors:
  - 5.4.7.1. Must use obtained confidential information only for legitimate purposes related to the governance and operations of the University and must not use it for any unauthorized activities.
  - 5.4.7.2. Are responsible for taking appropriate measures to protect confidential information from unauthorized access, theft, loss, or damage. This includes safeguarding physical documents, securing electronic devices and communications, and exercising discretion when discussing confidential matters in public or private settings.
  - 5.4.7.3. Are required to only use the Board management portal for accessing and handling Board information, materials and documents. They must also refrain from sharing their login access to the portal with anyone else and from storing materials and documents outside of the Board management portal.
- 5.4.8. The duty of confidentiality shall remain in effect during the Governor's terms on the Board and shall continue indefinitely following the conclusion of their terms, regardless of the reason for their departure from the Board.
- 5.4.9. Breaches or complaints regarding confidentiality will be managed following established procedures.

#### 5.5. Breach of Code of Conduct

5.5.1. If a Governor fails to comply with the Code of Conduct, the Chair of the Board has the authority to take appropriate action. This may include issuing a formal warning, suspending

the member for a specified period, or, in more serious cases, referring the matter to the full Board for further action in accordance with applicable legislation and the Board By-laws.

## 5.6. Roles and Responsibilities

#### 5.6.1. Governors:

- 5.6.1.1. Must comply with this policy and its procedures.
- 5.6.1.2. Agree to report any potential or actual breaches of Code of Conduct by following established procedures.
- 5.6.1.3. Agree to be bound by any decisions on the Board or its delegates regarding the interpretation and application of the Code of Conduct, and to abide by any decision in the event of non-compliance with the Code of Conduct.
- 5.6.1.4. Are responsible for reviewing, understanding and signing an acknowledgement to the Code of Conduct policy and its related documents upon assuming the Governor position, and subsequently annually at the start of the new Board Cycle following the Annual Meeting or before engaging in any Meetings.

#### 5.6.2. Chair of the Board of Governors:

- 5.6.2.1. Ensures that Governors are informed of their duties under the Code and of their responsibilities to comply with the Code.
- 5.6.2.2. Consults where appropriate, legal counsel on behalf of the Board relating to Code of Conduct matters.
- 5.6.2.3. Follows established procedures for receiving and assessing complaints related to the Code of Conduct and for determining and enforcing the consequences for a Governor's breach of Code of Conduct.

## 5.6.3. Board Secretary & Secretariat Office:

- 5.6.3.1. Fulfills any duties delegated by the Board of Governors related to the Code of Conduct including coordinating on behalf of the Board the review and acknowledgement to the Code of Conduct by Governors, and the review and acknowledgement to the confidentiality duties by guests invited to attend Board meetings.
- 5.6.3.2. Receive and address inquiries regarding the interpretation and application of the Code of Conduct in consultation with the Chair of the Board or full Board as necessary.

#### 6. REFERENCES

This policy and the related procedures are established in accordance with the below, as amended from time to time.

- 6.1. Governor Position Description
- 6.2. <u>Procedures Code of Conduct for Governors</u>
- 6.3. Conflict of Interest Examples
- 6.4. BO9. Disclosure of Conflict of Interest Form Board of Governors
- 6.5. BO9. Governor Code of Conduct Acknowledgement
- 6.6. Board Guest Duty of Confidentiality Acknowledgement
- 6.7. Algoma University Act, 2008
- 6.8. Ontario Not-for-Profit Corporations Act. 2010
- 6.9. Board of Governors By-law No. 1

## 7. APPENDIXES

N/A

## 8. INTERPRETATION, COMPLIANCE & REVIEW

- 8.1. This policy was developed and adheres to Algoma University's Policy on Policy Development and its appendixes.
- 8.2. The policy owner and the Policy Office at the University have the authority to address questions related to the interpretation and application of this policy and to monitor adherence to the policy.
- 8.3. Compliance with this policy is expected by all and at all times. Non-compliance with this policy may result in disciplinary action, up to and including termination or other determined consequences. Any instance of non-compliance with this policy should be reported immediately to the Policy Owner or Policy Office who will follow established procedures to assess and determine actions required.
- 8.4. Amendments to the policy may occur in response to changing circumstances or legislation, with regular reviews conducted according to the determined frequency at a minimum.
- 8.5. Algoma University recognizes the value of using existing best practice, guidelines, and frameworks established by other Universities and acknowledges their role in informing our own policies.

Please complete the Policy History chart and submit it to the Policy Office along with a copy of the final policy to be approved. The below information will not be included in the policy, nor published once approved, but is required for tracking by the Policy Office.

POLICY HISTORY	
Status	IN DRAFT
Date first issued	2016
Review Frequency	Every 2 Years, in Q3
Last Review	Aug 2024
Next Review	Nov-Jan 2026
Last Approval	2016; 2022
Approved by	HR Committee of the Board & Board of Governors
IEDI Review Approval by	List two Position Titles (must be ALT members), as per the IEDI Policy Resource.  Please note, if the Special Mission is referenced at any point in the Policy, review by the Decolonization Lead or Nyaagaaniid is required.
Description of Change	Collapsed into policies BO9 Board Code of Conduct and BO3 Expectations for Members of the Board into 1 policy.
Contributing Offices	
Superseded Documents	BO3, 2022, Policy for Expectations of Members of the Board & BO9, 2016 Board of Governors Code of Conduct
Key Words	Board Code of Conduct, Conflict Of Interest, Conflict of Interest declaration, confidentiality, expectations of Governors,



Category: Board of Governors

**Sub-category** TBD

Policy number: BO9

Policy owner & office: Board Governance Committee

**Approver:** Board of Governors

Date last approved: YYYY-MM-DD

**Note:** The electronic version of the policy on algomau.ca/policies-and-procedures prevails

over all other electronic or printed copies. This policy supersedes any related previous

versions.

#### 1. PURPOSE

- 1.1. 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. The purpose of the Code of Conduct policy is to establish expected standards of conduct and ethics for all Governors. This policy helps the Board fulfill its primary mission; fosters trust in the Board's and the University's governing practices; promotes responsible decision-making; and advances the University's values, mission, and vision.
- 1.2. It ensures compliance with the duties and responsibilities of governors defined in the Algoma University Act, By-laws, the Ontario-Not-for-Profit Corporations Act (ONCA), policies and procedures, and all other obligations imposed on a Governor by legislation.

#### 2. SCOPE

- 2.1. This Code of Conduct policy outlines the duties and responsibilities of governors, including expectations for behavior, standards of care, conflict of interest, and confidentiality. It details the roles, responsibilities, and procedures necessary to comply with the Code of Conduct, as well as how to identify, disclose, manage, and resolve complaints or breaches related to governor conduct and conflicts with this policy.
- 2.2. This policy and related procedures apply to all Governors of the Board whether elected or appointed and all members of the committees established by the Board.
- 2.3. This policy applies to the President and Vice-Chancellor and the Senior Executive Team who are resource personnel that support the Board of Governors and its committees.

#### 3. EXCEPTIONS TO POLICY

3.1. Any exceptions to this policy will be approved by the Board of Governors.

#### 4. **DEFINITIONS**



Actual Conflict of Interest: refers to a situation where a Governor exercises a power or performs a duty or responsibility, and in so doing, there is the opportunity to further their Private Interest, or there is a Conflict of Duty.

Close Relative: as the term relates to this by-law on conflict of interest of members of the Board, includes the parent(s), parent(s) in-law, spouse/common law partner, sibling(s), sibling(s) in-law, and child/children of the member.

**Conflict:** means a Conflict of Interest or Conflict of Duty.

Conflict of Interest: means a 1) actual, 2) potential or 3) perceived conflict of Duty. It is a situation or circumstance when, in the course of carrying out their University duties, a Governor and/or Board Committee member takes any action where they know or ought to know that the action may result in a real, potential or perceived Private Interest to them or to a Related Person/Entity, including but not limited to:

- the individual takes part in a decision in the course of carrying out their University responsibilities, where they know or ought to know that the decision may result in an actual or perceived Private Interest to them or to a Related Person/Entity; or
- the individual uses their position with the University to influence or seek to influence a University
  decision which they know or ought to know may result in an actual or perceived Private Interest
  to them or to a Related Person/Entity; or
- the individual communicates information that they know or ought to know is not available to the
  general public and is obtained by the individual in the course of carrying out their University
  responsibilities or as a result of their University position in order to obtain or seek to obtain a
  Private Interest for the individual or for a Related Person or Related Entity.

**Conflict of Duty:** means a conflict with the official duties and responsibilities assigned to a Governor and/or Board Committee member by the Algoma University or its Board of Governors.

**Confidential information:** includes but is not limited to proprietary information, privileged information, financial data, strategic plans, personnel matters, legal matters, and any other information deemed confidential by Algoma University, its Board of Governors or its designated representatives.

**Confidentiality:** means the practice of keeping confidential information private and protected from unauthorized access or disclosure. It includes, but is not limited to, maintaining the secrecy, integrity, and confidentiality of information that is entrusted to an individual until such information is determined by the Algoma University, its Board of Governors or its designated representatives as not confidential.

**Governor:** means a Governor serving on the Board of Algoma University, or in any of the Committees set by the Board.

**Perceived Conflict of Interest:** refers to a situation where informed people might reasonably hold the apprehension that a conflict of interest exists on the part of a Governor in relation to a Private Interest.

**Potential Conflict of Interest:** refers to a situation where a Private Interest of a Governor could influence the exercise of the Governor's power or performance of their duties or responsibilities to University.

**Private Interest:** means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Governor, or their associate or a Related Person.

Related Person/Entity: means:

A. a Close Relative;

PURPLE = Transferred from the current BO9 Policy (Code of Conduct)

ORANGE = Transferred from BO3 Policy (Expectations of BOG Members)

BLACK = Align with best practices, AU Act, ONCA

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- B. a Corporation of which the Governor or Close Relative of the Governor:
  - is a director or officer; or
  - ii. has direct or indirect material ownership, control, or direction of securities; or
  - iii. a partnership of which the Governor or a Close Relative of the Governor is a partner, other than a limited partnership in which any such person is a limited partner; or
  - iv. a trust or estate in which the Governor or a Close Relative of the Governor serves as a trustee or in a similar capacity or has a beneficial interest.

Secretary: means University Secretary or designate.

**Standard of Care:** means the Standards of Care define in Section 43 of the Ontario Not-for-Profit Act, 2010

4.1. See Algoma University Policy Definitions Repository

#### 5. POLICY

#### 5.1. General Provisions

5.1.1. While it is both expected and desired that Governors bring a variety of perspectives, as defined in section 5.2 of this policy, Governors of the Board and members of Board Committees have the fiduciary duty to act in the best interest of Algoma University, which must supersede any other fiduciary duties that members may have. As such they must conduct themselves as a Governor of the Board and its committees as a whole, and not as a spokesperson or advocate for a constituency, private interest, other organization, community, or a particular university sector, etc. Clear objectivity and impartiality are required of Governors for public confidence and full transparency.

## 5.2. Governor Power, Roles, Duties and Expectations

5.2.1. The roles, responsibilities and powers of Governors are set out in the Algoma University Act, By-Laws, Board policies, common law and best practices of good governance. They are documented in Reference A - Governor Position Description.

## 5.3. Conflict of Interest

- 5.3.1. The University recognizes that conflict of interest may arise as part of the day-to-day work of the Board and its committees and expects Governors to not exercise an official power or perform an official duty or function on behalf of the University if they have a conflict of interest, which is defined in By-law No.1 and included in the definitions repository.
- 5.3.2. A Governor must not engage in any information, contract or transaction with the University where the Governor or their Related Person have a real, potential or perceived conflict of interest in the matter as defined.
- 5.3.3. From time to time the University may, in the normal course of business, enter into transactions with enterprises in which Governors 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 Governor has declared a conflict of interest in accordance with this policy.
- 5.3.4. Services offered by the University to the general public, to which a Governor of the Board or its committees subscribes, shall not, in and of itself, constitute a conflict of interest (e.g., use



of athletics and recreational facilities).

## 5.3.5. Disclosure of Conflict of Interest

- 5.3.5.1. As set in Section 16 of the Act, where a Governor or Related Person of the Governor has a conflict of interest with any matter with which the University is concerned they must promptly disclose this conflict as soon as they become aware of the conflict and no later than at the first meeting at which the matter is to be considered, following established procedures.
- 5.3.5.2. Where any Governor of the Board or its committees is of the opinion that a conflict of interest exists and has not been disclosed, they must disclose the conflict of interest following established procedures.
- 5.3.5.3. When a Governor is in doubt on whether a conflict of interest exists, the Governor has an obligation to disclose this.

#### 5.3.6. Management of Conflict of Interest

- 5.3.6.1. Governors disclosing a conflict of interest will:
  - 5.3.6.1.1. Be counted in the quorum, if present, at any meeting of the Board or its committees, at which the matter is being considered;
  - 5.3.6.1.2. Not be entitled to vote on related matter unless otherwise permitted by the law or the Board;
  - 5.3.6.1.3. Absent themselves from any meeting (or portion thereof) at which the matter 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.
- 5.3.6.2. As set out in the Act, Despite 5.3.6, a Governor who is also a member of the Teaching Staff, or a Non-teaching Staff, or Student of the University may participate in discussions and voting on general conditions of employment for all University employees or students, unless the discussion and voting pertains to specific circumstances of an employee or student as an isolated issue, separate and apart from consideration of other employees or students.
- 5.3.6.3. Governors who are also members of the bargaining team are required to absent themselves from discussions and voting of labor issues pertaining directly to their bargaining unit or on matters pertaining to their contract or compensation.
- 5.3.6.4. To ensure impartiality and to avoid any potential conflicts of interest, employees of the university will not be eligible to stand for nomination to the Board as an External Member, unless their employment relationship with the university has been terminated for a minimum of two years prior to the date of their application to stand for nomination.
- 5.3.6.5. To ensure impartiality and to avoid any potential conflicts of interest, active Governors of the Board will not be eligible to seek employment at the university until at least two years have passed since their term as a Governor ended.
- 5.3.6.6. Disclosed conflicts will be managed following established procedures.
- 5.3.6.7. Breaches or complaints regarding conflict of interest will be managed following established procedures.
- 5.3.6.8. See Conflict of Interest Examples for a list with examples of possible conflict of interest situations or scenarios.



## 5.4. Confidentiality

- 5.4.1. Governors of the Board or its committees have the duty to maintain the confidentiality of any information discussed, shared, or accessed in their capacity as governors, regardless of whether this information was entrusted to Governors during Board meetings, committee meetings, or other official and non-official Board activities. This duty is set by the Act, By-laws and legislation.
- Topics or matters discussed during meetings that are open to the public are not considered confidential and may be shared as necessary. However, preparatory discussions or conversations leading up to the public meetings are considered confidential and must remain private, unless explicitly stated otherwise.
- Proceedings in closed and in-camera meetings of the Board or its committees are confidential. Circulation of materials is restricted to Governors and those invited to attend as guests for the confidential items discussed. Individuals invited to attend closed and in-camera sessions are bound by the duty of confidentiality and will be required to sign a confidentiality acknowledgment before or at the start of the meeting, see Reference E.
- 5.4.4. Resolutions passed in closed and in-camera meetings, even when recorded in the minutes of public meetings as required by legislation, do not release Board Members and other authorized attendees from their duty to keep confidential the information and discussions shared ahead of or during those closed and in-camera meetings. This duty of confidentiality covers both verbal and written communications, including electronic or physical documents and materials, and pertains to all details concerning the University, its affairs and any affiliated third parties.
- 5.4.5. Governors must not disclose or release confidential information to any individuals unless authorized to do so by the University, its Board, or designated representatives.
- 5.4.6. Governors must uphold the University's obligations under the Freedom of Information and Protection of Privacy Act and other applicable legislation.
- 5.4.7. Aligning with 5.4.7, Governors:
  - 5.4.7.1. Must use obtained confidential information only for legitimate purposes related to the governance and operations of the University and must not use it for any unauthorized activities.
  - 5.4.7.2. Are responsible for taking appropriate measures to protect confidential information from unauthorized access, theft, loss, or damage. This includes safeguarding physical documents, securing electronic devices and communications, and exercising discretion when discussing confidential matters in public or private settings.
  - 5.4.7.3. Are required to only use the Board management portal for accessing and handling Board information, materials and documents. They must also refrain from sharing their login access to the portal with anyone else and from storing materials and documents outside of the Board management portal.
- 5.4.8. The duty of confidentiality shall remain in effect during the Governor's terms on the Board and shall continue indefinitely following the conclusion of their terms, regardless of the reason for their departure from the Board.
- 5.4.9. Breaches or complaints regarding confidentiality will be managed following established procedures.

#### 5.5. Breach of Code of Conduct



5.5.1. If a Governor fails to comply with the Code of Conduct, the Chair of the Board has the authority to take appropriate action. This may include issuing a formal warning, suspending the member for a specified period, or, in more serious cases, referring the matter to the full Board for further action in accordance with applicable legislation and the Board By-laws.

#### 5.6. Roles and Responsibilities

#### 5.6.1. Governors:

- 5.6.1.1. Must comply with this policy and its procedures.
- 5.6.1.2. Agree to report any potential or actual breaches of Code of Conduct by following established procedures.
- 5.6.1.3. Agree to be bound by any decisions on the Board or its delegates regarding the interpretation and application of the Code of Conduct, and to abide by any decision in the event of non-compliance with the Code of Conduct.
- Are responsible for reviewing, understanding and signing an acknowledgement to the Code of Conduct policy and its related documents upon assuming the Governor position, and subsequently annually at the start of the new Board Cycle following the Annual Meeting or before engaging in any Meetings.

#### 5.6.2. Chair of the Board of Governors:

- 5.6.2.1. Ensures that Governors are informed of their duties under the Code and of their responsibilities to comply with the Code.
- 5.6.2.2. Consults where appropriate, legal counsel on behalf of the Board relating to Code of Conduct matters.
- 5.6.2.3. Follows established procedures for receiving and assessing complaints related to the Code of Conduct and for determining and enforcing the consequences for a Governor's breach of Code of Conduct.

## 5.6.3. Board Secretary & Secretariat Office:

- 5.6.3.1. Fulfills any duties delegated by the Board of Governors related to the Code of Conduct including coordinating on behalf of the Board the review and acknowledgement to the Code of Conduct by Governors, and the review and acknowledgement to the confidentiality duties by guests invited to attend Board meetings.
- 5.6.3.2. Receive and address inquiries regarding the interpretation and application of the Code of Conduct in consultation with the Chair of the Board or full Board as necessary.

#### 6. REFERENCES

This policy and the related procedures are established in accordance with the below, as amended from time to time.

- 6.1. Governor Position Description
- 6.2. Procedures Code of Conduct for Governors
- 6.3. Conflict of Interest Examples
- 6.4. BO9. Disclosure of Conflict of Interest Form Board of Governors
- 6.5. BO9. Governor Code of Conduct Acknowledgement
- 6.6. Board Guest Duty of Confidentiality Acknowledgement
- 6.7. Algoma University Act, 2008
- 6.8. Ontario Not-for-Profit Corporations Act, 2010

PURPLE = Transferred from the current BO9 Policy (Code of Conduct)

ORANGE = Transferred from BO3 Policy (Expectations of BOG Members)

BLACK = Align with best practices, AU Act, ONCA

YELLOW = Transferred from By-law 7.4 with revisions for clarity/compliance with best practices, AU Act, ONCA



6.9. Board of Governors By-law No. 1 Version 7.4

#### 7. APPENDIXES

N/A

## 8. INTERPRETATION, COMPLIANCE & REVIEW

- 8.1. This policy was developed and adheres to Algoma University's Policy on Policy Development and its appendixes.
- 8.2. The policy owner and the Policy Office at the University have the authority to address questions related to the interpretation and application of this policy and to monitor adherence to the policy.
- 8.3. Compliance with this policy is expected by all and at all times. Non-compliance with this policy may result in disciplinary action, up to and including termination or other determined consequences. Any instance of non-compliance with this policy should be reported immediately to the Policy Owner or Policy Office who will follow established procedures to assess and determine actions required.
- 8.4. Amendments to the policy may occur in response to changing circumstances or legislation, with regular reviews conducted according to the determined frequency at a minimum.
- 8.5. Algoma University recognizes the value of using existing best practice, guidelines, and frameworks established by other Universities and acknowledges their role in informing our own policies.

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Status	IN DRAFT
Date first issued	2016
Review Frequency	Every 2 Years, in Q3
Last Review	Aug 2024
Next Review	Nov-Jan 2026
Last Approval	2016; 2022
Approved by	HR Committee of the Board & Board of Governors
IEDI Review Approval by	List two Position Titles (must be ALT members), as per the IEDI Policy Resource.  Please note, if the Special Mission is referenced at any point in the Policy, review by the Decolonization Lead or Nyaagaaniid is required.
Description of Change	Collapsed into policies BO9 Board Code of Conduct and BO3 Expectations for Members of the Board into 1 policy.
Contributing Offices	
Superseded Documents	BO3, 2022, Policy for Expectations of Members of the Board & BO9, 2016 Board of Governors Code of Conduct
Key Words	Board Code of Conduct, Conflict Of Interest, Conflict of Interest declaration, confidentiality, expectations of Governors,



## Procedures - BO9. Code of Conduct for Governors

**Related Policy:** BO9 Code of Conduct for Governors

**Policy Owner:** Board Governance Committee

Procedure Owner (if different):

**Board Governance Committee** 

Procedures Effective:

MMM-DD-YYYY Procedures come in effect

Last Review of Procedures:

MMM-DD-YYYY Procedures were last reviewed

## 1. Purpose

1.1. The purpose of these procedures is to provide clear and consistent steps for implementing and upholding the Board Code of Conduct. These procedures ensure that all Governors understand their responsibilities and adhere to the ethical standards set forth in the Code.

## 2. Roles and Responsibilities

- 2.1. The Board Secretary and Governance Committee of the Board are responsible for ensuring the policy and these procedures are reviewed and kept up to date as required.
- 2.2. Governors are responsible for understanding and adhering to these procedures.
- 2.3. The Chair of the Board of Governors is responsible for ensuring that all board members comply with these procedures.

## 3. Procedures - Code of Conduct

- 3.1. Once a Governor has accepted the position in writing, the Secretariat Office will provide them with a copy of the Code of Conduct for review and attestation during the orientation process.
- 3.2. The Secretariat will ensure the Code of Conduct is also reviewed and attested by all Governors at the beginning of each Board cycle immediately following the Annual Meeting or before participating in any Board meetings.
- 3.3. The Secretariat will ensure that Guests attending Board meetings receive and sign either before or at the beginning of a meeting a Confidentiality Agreement.

#### 4. Procedures - Conflict of Interest

#### 4.1. Disclosure of Conflict of Interest

- 4.1.1. Section 5.3 of the Code of Conduct defines the requirements for the disclosure of Conflict of Interest.
- 4.1.2. All Governors and Board Committee members are required to:



- 4.1.2.1. disclose a real, potential or perceived conflict of interest and the nature and extent of situations of conflict in writing using the Disclosure of Conflict of Interest Form to the Chair of the Board and the Secretary;
- 4.1.2.2. disclose any conflict of interest at the time of appointment; and,
- 4.1.2.3. disclose any conflict as soon as they become aware of the conflict or gain interest in a matter that could lead to conflict and no later than at the first meeting at which the matter is to be considered;
- 4.1.2.4. review agenda items in advance of the meeting and declare any conflicts in respect of an agenda item;
- 4.1.2.5. immediately seek guidance from the Secretary where there is any doubt about the existence of a potential, actual or perceived conflict of interest;
- 4.1.2.6. disclose an intent to participate in political activity and not identify themselves as Governor of the Board of the University when involved in any such activity;
- 4.1.2.7. not accept gifts, benefits, entertainment, or favors that influence or may appear to influence their activities or affairs, or those of the University and must not offer gifts or entertainment to secure preferential treatment for the University;
- 4.1.2.8. not accept another role, office, job, or position at the university without first informing the Board Chair of their intentions, resolving any potential conflict of interest, and abiding obligations set out in relevant policies and procedures.
- 4.1.3. Where a conflict of interest is known in advance of the meeting, the Governor will submit a Conflict of Interest Declaration Form.
- 4.1.4. If a conflict is declared during a meeting, every declaration and the general nature of the conflict shall be recorded in the minutes of the meeting, followed by the Governor's submission of a Conflict of Interest Declaration Form.
- 4.1.5. If a conflict is declared outside a meeting, the declaration and the general nature of the conflict will be recorded in the minutes of the meeting where the matter is to be discussed.
- 4.1.6. The above apply also to any Governor of the Board or its committees that is of the opinion that a conflict of interest exists and has not been disclosed.
- 4.1.7. All information disclosed in respect to Conflict of Interest will be held confidential by the Secretary.

## 4.2. Management of a Conflict of Interest

- 4.2.1. Once the form is submitted to the Secretary, the Secretary will inform the Board
- 4.2.2. Upon disclosure of a conflict of interest the Board Chair or the Secretary will ensure the requirements defined in section 5.3 of the Code of Conduct are met as appropriate for the circumstance to manage the conflict.
- 4.2.3. In circumstances where potential conflict of interest has been disclosed, the Chair of the Board and the Secretary will discuss the matter with the Governor considered to have a conflict for determination of whether a conflict exists.
- 4.2.4. In circumstances that can not be readily resolved or managed by the options outlined in section 5.3 of the Code of Conduct, or that require further consideration, the Board Chair and the Secretary will request the Board to



- consider the matter and determine what, if any, action should be taken by the Governor or by the Board.
- 4.2.5. Additional options for action to manage a conflict of interest include asking the Governor of the Board or its committees:
  - 4.2.5.1. to remove themselves from the circumstances which create a Private Interest that gives rise to the conflict of interest;
  - 4.2.5.2. to take a temporary leave of absence from the Board and/or its committees if circumstances allow. The length of the temporary leave will be at the discretion of the Board or its delegates;
  - 4.2.5.3. to resign from their position with the Board or its committees as a last resort.
- 4.2.6. The procedures for managing disclosed conflict of interests do not apply to any alleged breach of the Conflict of Interest provisions of the policy.

## 4.3. Management of a Complaint or Breach Related to the Code of Conduct

- 4.3.1. Governors of the Board or its committees are required to report in writing to the Board Chair and the Secretary as soon as they become aware of any complaints regarding a breach of the Code of Conduct and/or any actual breach of the Code of Conduct.
- 4.3.2. Any complaints regarding a breach of the Code of Conduct by a Governor will be considered a potential breach until determined otherwise by an investigation. The identity of the individual making the complaint will not be disclosed unless required by law or in a legal proceeding.
- 4.3.3. In line with legislation, upon notification of a complaint or actual breach, the Board Chair or their delegates, as applicable, will review the circumstance and details, will conduct a preliminary review as necessary, and will notify the Governor involved within 15 business days. The notice will provide reasons for the complaint or actual breach and will give sufficient detail to allow the Governor to review and respond.
- 4.3.4. The Board Chair or their delegates, as applicable, will report to the Board or its delegates the results of the preliminary review and Governor's response and may make recommendations regarding compliance, additional investigation that may be required, and who may conduct any additional investigations (internal or external individuals).
- 4.3.5. At least 5 days in advance of the Board making a decision, the Board will provide the Governor involved the opportunity to address the Board, if the Governor wishes to do so.
- 4.3.6. The Board will assess and decide on an appropriate action. The decisions of the Board are final and the Governor involved are bound by and required to abide by these decisions, although as allowed by law they may appeal the Board's decision through a lawyer.
- 4.3.7. All records related to a complaint or breach of the Code of Conduct will be maintained by the Secretary in confidence, including but not limited to the original complaint, correspondence related to the case, evidence collected, and any reports issued.

#### 4.4. Failure to comply with Code of Conduct



- 4.4.1. When a potential violation of the Code of Conduct by a Board member is identified, it must be reported promptly to the Board Secretary and Chair of the Board of Governors.
- 4.4.2. Upon receiving a report of non-compliance, the Chair of the Board of Governors will conduct a preliminary review to assess the nature and seriousness of the alleged violation and may consult with legal counsel, Governance Committee or others as deemed necessary.
- 4.4.3. If the Chair determines that the violation is minor and does not warrant further disciplinary action, the Chair may issue a formal written warning to the Governor in question. The warning will outline the nature of the violation, the expected corrective action, and the consequences of any future non-compliance. A record of the warning will be kept with the Board's Secretary in the Board's official records.
- 4.4.4. In cases where the violation is deemed more serious or severe or if there is a repeated pattern of non-compliance, the Chair may suspend the Governor's participation in the Board for a specified period and will refer the matter to the full Board. The Board will review the nature of the violation, the steps taken so far and any recommendations for further action and may take appropriate action, which could include further suspension or removal from the Board. The Board's decision for non-compliance will be handled in accordance with applicable legislation and Board By-laws.

## 5. Documentation and Forms

- 5.1. BO9. Governor Code of Conduct Acknowledgement
- 5.2. BO9. Governor Disclosure of Conflict of Interest Board of Governors Form

## 6. Training and Communication

6.1. Governors will review and undergo training on the Board Code of Conduct policy annually during Orientation and as needed thereafter. The Board Secretary with support from the Secretariat Office will coordinate Orientation and training of Governors on the Code of Conduct policy.

## 7. References

7.1. BO9. Conflict of Interest Examples - provides a list of examples of situations that constitute a conflict of interest for Governors.

## 8. Approval

8.1. Approved by Governance Committee of the Board through Minutes/Email on MMM-DD-YYYY

#### 9. Distribution

9.1. These procedures, the policy and related documents will be available on the Board portal.



## **Procedures - Code of Conduct for Governors**

**Related Policy:** BO9 Code of Conduct for Governors

**Policy Owner:** Board Governance Committee

Procedure Owner (if different):

**Board Governance Committee** 

Procedures Effective:

MMM-DD-YYYY Procedures come in effect

Last Review of Procedures:

MMM-DD-YYYY Procedures were last reviewed

## 1. Purpose

1.1. The purpose of these procedures is to provide clear and consistent steps for implementing and upholding the Board Code of Conduct. These procedures ensure that all Governors understand their responsibilities and adhere to the ethical standards set forth in the Code.

## 2. Roles and Responsibilities

- 2.1. The Board Secretary and Governance Committee of the Board are responsible for ensuring the policy and these procedures are reviewed and kept up to date as required.
- 2.2. Governors are responsible for understanding and adhering to these procedures.
- 2.3. The Chair of the Board of Governors is responsible for ensuring that all board members comply with these procedures.

## 3. Procedures - Code of Conduct

- 3.1. Once a Governor has accepted the position in writing, the Secretariat Office will provide them with a copy of the Code of Conduct for review and attestation during the orientation process.
- 3.2. The Secretariat will ensure the Code of Conduct is also reviewed and attested by all Governors at the beginning of each Board cycle immediately following the Annual Meeting or before participating in any Board meetings.
- 3.3. The Secretariat will ensure that Guests attending Board meetings receive and sign either before or at the beginning of a meeting a Confidentiality Agreement.

#### 4. Procedures - Conflict of Interest

## 4.1. Disclosure of Conflict of Interest

- 4.1.1. Section 5.3 of the Code of Conduct defines the requirements for the disclosure of Conflict of Interest.
- 4.1.2. All Governors and Board Committee members are required to:



- 4.1.2.1. disclose a real, potential or perceived conflict of interest and the nature and extent of situations of conflict in writing using the Disclosure of Conflict of Interest Form to the Chair of the Board and the Secretary;
- 4.1.2.2. disclose any conflict of interest at the time of appointment; and,
- 4.1.2.3. disclose any conflict as soon as they become aware of the conflict or gain interest in a matter that could lead to conflict and no later than at the first meeting at which the matter is to be considered;
- 4.1.2.4. review agenda items in advance of the meeting and declare any conflicts in respect of an agenda item;
- 4.1.2.5. immediately seek guidance from the Secretary where there is any doubt about the existence of a potential, actual or perceived conflict of interest;
- 4.1.2.6. disclose an intent to participate in political activity and not identify themselves as Governor of the Board of the University when involved in any such activity;
- 4.1.2.7. not accept gifts, benefits, entertainment, or favors that influence or may appear to influence their activities or affairs, or those of the University and must not offer gifts or entertainment to secure preferential treatment for the University;
- 4.1.2.8. not accept another role, office, job, or position at the university without first informing the Board Chair of their intentions, resolving any potential conflict of interest, and abiding obligations set out in relevant policies and procedures.
- 4.1.3. Where a conflict of interest is known in advance of the meeting, the Governor will submit a Conflict of Interest Declaration Form.
- 4.1.4. If a conflict is declared during a meeting, every declaration and the general nature of the conflict shall be recorded in the minutes of the meeting, followed by the Governor's submission of a Conflict of Interest Declaration Form.
- 4.1.5. If a conflict is declared outside a meeting, the declaration and the general nature of the conflict will be recorded in the minutes of the meeting where the matter is to be discussed.
- 4.1.6. The above apply also to any Governor of the Board or its committees that is of the opinion that a conflict of interest exists and has not been disclosed.
- 4.1.7. All information disclosed in respect to Conflict of Interest will be held confidential by the Secretary.

## 4.2. Management of a Conflict of Interest

- 4.2.1. Once the form is submitted to the Secretary, the Secretary will inform the Board
- 4.2.2. Upon disclosure of a conflict of interest the Board Chair or the Secretary will ensure the requirements defined in section 5.3 of the Code of Conduct are met as appropriate for the circumstance to manage the conflict.
- 4.2.3. In circumstances where potential conflict of interest has been disclosed, the Chair of the Board and the Secretary will discuss the matter with the Governor considered to have a conflict for determination of whether a conflict exists.
- 4.2.4. In circumstances that can not be readily resolved or managed by the options outlined in section 5.3 of the Code of Conduct, or that require further consideration, the Board Chair and the Secretary will request the Board to

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- consider the matter and determine what, if any, action should be taken by the Governor or by the Board.
- 4.2.5. Additional options for action to manage a conflict of interest include asking the Governor of the Board or its committees:
  - 4.2.5.1. to remove themselves from the circumstances which create a Private Interest that gives rise to the conflict of interest;
  - 4.2.5.2. to take a temporary leave of absence from the Board and/or its committees if circumstances allow. The length of the temporary leave will be at the discretion of the Board or its delegates;
  - 4.2.5.3. to resign from their position with the Board or its committees as a last resort.
- 4.2.6. The procedures for managing disclosed conflict of interests do not apply to any alleged breach of the Conflict of Interest provisions of the policy.

## 5. Procedures - Breach of Conduct & Failure to comply

#### 5.1. Management of a Complaint or Breach Related to the Code of Conduct

- 5.1.1. Governors of the Board or its committees are required to report in writing to the Board Chair and the Secretary as soon as they become aware of any complaints regarding a breach of the Code of Conduct and/or any actual breach of the Code of Conduct.
- 5.1.2. Any complaints regarding a breach of the Code of Conduct by a Governor will be considered a potential breach until determined otherwise by an investigation. The identity of the individual making the complaint will not be disclosed unless required by law or in a legal proceeding.
- 5.1.3. In line with legislation, upon notification of a complaint or actual breach, the Board Chair or their delegates, as applicable, will review the circumstance and details, will conduct a preliminary review as necessary, and will notify the Governor involved within 15 business days. The notice will provide reasons for the complaint or actual breach and will give sufficient detail to allow the Governor to review and respond.
- 5.1.4. The Board Chair or their delegates, as applicable, will report to the Board or its delegates the results of the preliminary review and Governor's response and may make recommendations regarding compliance, additional investigation that may be required, and who may conduct any additional investigations (internal or external individuals).
- 5.1.5. At least 5 days in advance of the Board making a decision, the Board will provide the Governor involved the opportunity to address the Board, if the Governor wishes to do so.
- 5.1.6. The Board will assess and decide on an appropriate action. The decisions of the Board are final and the Governor involved are bound by and required to abide by these decisions, although as allowed by law they may appeal the Board's decision through a lawyer.
- 5.1.7. All records related to a complaint or breach of the Code of Conduct will be maintained by the Secretary in confidence, including but not limited to the original complaint, correspondence related to the case, evidence collected, and any reports issued.



#### 5.2. Failure to comply with Code of Conduct

- 5.2.1. When a potential violation of the Code of Conduct by a Board member is identified, it must be reported promptly to the Board Secretary and Chair of the Board of Governors.
- 5.2.2. Upon receiving a report of non-compliance, the Chair of the Board of Governors will conduct a preliminary review to assess the nature and seriousness of the alleged violation and may consult with legal counsel, Governance Committee or others as deemed necessary.
- 5.2.3. If the Chair determines that the violation is minor and does not warrant further disciplinary action, the Chair may issue a formal written warning to the Governor in question. The warning will outline the nature of the violation, the expected corrective action, and the consequences of any future non-compliance. A record of the warning will be kept with the Board's Secretary in the Board's official records.
- 5.2.4. In cases where the violation is deemed more serious or severe or if there is a repeated pattern of non-compliance, the Chair may suspend the Governor's participation in the Board for a specified period and will refer the matter to the full Board. The Board will review the nature of the violation, the steps taken so far and any recommendations for further action and may take appropriate action, which could include further suspension or removal from the Board. The Board's decision for non-compliance will be handled in accordance with applicable legislation and Board By-laws.

#### 6. **Documentation and Forms**

- 6.1. BO9. Governor Code of Conduct Acknowledgement
- 6.2. BO9. Governor Disclosure of Conflict of Interest - Board of Governors Form

#### 7. **Training and Communication**

7.1. Governors will review and undergo training on the Board Code of Conduct policy annually during Orientation and as needed thereafter. The Board Secretary with support from the Secretariat Office will coordinate Orientation and training of Governors on the Code of Conduct policy.

#### 8. References

8.1. BO9. Conflict of Interest Examples - provides a list of examples of situations that constitute a conflict of interest for Governors.

#### 9. Approval

9.1. Approved by Governance Committee of the Board through Minutes/Email on MMM-DD-YYYY

#### 10. Distribution

10.1. These procedures, the policy and related documents will be available on the Board portal.

# **Governor Position Description**

## **GOVERNOR POWERS, ROLES & DUTIES**

The roles, responsibilities and powers of Governors are set out in the Algoma University Act, By-Laws, Board policies, common law and best practices of good governance.

The Algoma University Act, 2008 (the Act) Section 17(1) as amended from time to time; specific statutes such as the Ontario Not-for-Profit Act (s.43), By-laws and policies, and best practices for good governance set out the powers, duties and responsibilities of the Board and its Governors as following:

- Govern and manage the affairs of the University, ensuring stewardship, public accountability, and academic integrity, while respecting the University's autonomy.
- Uphold fiduciary duty by acting honestly and in the University's best interests, maintaining impartiality and confidentiality, and respecting board decisions.
- Exercise duty of care by understanding the University's mandate, external factors, relevant laws, and requesting necessary information.
- Ensure duty of compliance by adhering to all applicable laws, regulations, and University policies.
- Identify and manage principal risks of the University.
- Fulfill duty to disclose by disclosing information that is of significance and affects the University.
- Exercise powers through monitoring functions such directing or overseeing the business and
  affairs of the University, while delegating operational responsibilities and powers to the President
  and Vice Chancellor or the President's delegates, as defined in By-laws, policies, or resolutions
- Strategically plan to establish the University's mission, vision, and values in alignment with its objectives.
- Appoint and set the duties and responsibilities for the President and Chancellor positions.
- Establish the governance framework through By-laws, resolutions and rules for governance, while facilitating meaningful and impartial engagement in the governance processes.
- Implement succession planning for Board, President and Vice Chancellor, and Chancellor positions, while striving to identify highly skilled candidates with diverse representation for the Board's composition and functions.
- Determine remuneration and compensation.
- Create committees and delegate responsibilities as per By-laws.
- Grant approvals on University actions within the Board's mandate, such as setting and regulating tuition fees, or budget oversight.
- Enforce regulations governing the conduct of the University's membership, students, staff, and visitors
- Make final decisions on jurisdictional matters within the University.
- The Board must act as a single, unified body in all governance and decision making processes.
- Uphold the University's values regarding equity, diversity and inclusion.

#### **GOVERNOR EXPECTATIONS**

Expectations and attributes of Governors in fulfilling their responsibilities and duties are also documented in by-laws and governance policies. Listed below are expectations considered critical to being an effective Governor:

• Uphold the university's mission, vision, and values.

- Act in a manner consistent with the Code of Conduct. For Governors appointed by Order In Council, compliance with the Standards of Ethical Conduct for Governors of Public Sector Organizations is also required.
- Review and acknowledge as required to abide by the Code of Conduct and its related documents.
- Demonstrate the highest level of ethical integrity and foster an inclusive environment free from discrimination and harassment.
- Fulfill their collective obligations and responsibilities to ensure the Board functions as a cohesive unit, maintaining a unified approach to governance and decision-making, regardless of individual opinions.
- Recognize that decisions are made collectively by the Board as a whole, rather than by individual members.
- Not exercise individual authority over any Board or University business, except as explicitly set forth in Board policies or otherwise determined by the Board.
- Engage in governance and committee meetings, ensuring membership in at least one committee.
- Provide effective challenges to leadership, by devoting the necessary time and attention for meeting preparation and active participation.
- Contribute fully and frankly, in an open, respectful and constructive manner to discussions and deliberations of the Board and its committees, with the intent of reaching consensus while considering diverse perspectives.
- Refrain from publicly expressing disagreeing opinions outside of Board meetings, to maintain the integrity and unity of the Board's decision-making process.
- Vote on all matters presented to the Board, except under permissible circumstances such as conflict of interest or legal restrictions.
- Recognize the Board Chair as the sole official spokesperson for the Board and follow communication protocols.
- Adhered to By-law and policy requirements on attendance at all Board/Committee meetings and related activities.
- Ensure proper equipment for virtual participation in meetings (i.e. functional webcam, microphone, access to the board portal, etc.).
- Be informed and adhere to the University's policies and best practices regarding privacy and cybersecurity, including safeguarding confidential information, securely managing passwords and their access to university information systems and data.
- Topics or matters discussed during meetings that are open to the public are not considered confidential and may be discussed as necessary. However, preparatory discussions or conversations leading up to the public meetings are considered confidential and must remain private, unless explicitly stated otherwise.
- Remain knowledgeable and well-equipped to fulfill their governance responsibilities effectively by participating in all offered initial and ongoing training opportunities.
- Access Board and Committee materials through the confidential board management portal within the access limitations as outlined in the Board Meetings Policy.
- Governors must not accept gifts, benefits, hospitality, or favors that could affect or seem to affect
  their ability to do their job fairly. Similarly, they should not give gifts or favors to try to get special
  treatment for the University. However, small gifts, benefits, or hospitality that follow common
  practices in the public sector are allowed.
- Hold one another accountable to the Code of Conduct and duties, responsibilities and expectations set out in the Governor Position Description.
- Attend University related events from time to time to demonstrate the Board's commitment to the University community.

• Support the University's advancement campaigns to the highest extent possible.

## Governor Position Description

## **GOVERNOR POWERS, ROLES & DUTIES**

The roles, responsibilities and powers of Governors are set out in the Algoma University Act, By-Laws, Board policies, common law and best practices of good governance.

The Algoma University Act, 2008 (the Act) Section 17(1) as amended from time to time; specific statutes such as the Ontario Not-for-Profit Act (s.43), By-laws and policies, and best practices for good governance set out the powers, duties and responsibilities of the Board and its Governors as following:

- Govern and manage the affairs of the University, ensuring stewardship, public accountability, and academic integrity, while respecting the University's autonomy.
- Uphold fiduciary duty by acting honestly and in the University's best interests, maintaining impartiality and confidentiality, and respecting board decisions.
- Exercise duty of care by understanding the University's mandate, external factors, relevant laws. and requesting necessary information.
- Ensure duty of compliance by adhering to all applicable laws, regulations, and University policies.
- Identify and manage principal risks of the University.
- Fulfill duty to disclose by disclosing information that is of significance and affects the University.
- Exercise powers through monitoring functions such directing or overseeing the business and affairs of the University, while delegating operational responsibilities and powers to the President and Vice Chancellor or the President's delegates, as defined in By-laws, policies, or resolutions
- Determine the mission, vision and values of the University in a manner that is consistent with the objects and special mission of the University.
- Appoint and remove a Chancellor.
- Appoint and remove the President.
- Appoint, promote, suspend and remove members of the teaching staff and non-teaching employees of the University, subject to limitations set out in AU Act section 17 (2).
- Fix the number, duties and salaries and other benefits of the teaching staff and of the non-teaching employees of the University.
- Appoint committees and assign or delegate to them such duties and responsibilities as may be provided in the by-laws adopted by the board, including authorizing them to act on behalf of the board in the matters specified in the by-laws.
- Approve the annual budget of the University and to monitor its implementation.
- 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 group of the University.
- Regulate the conduct of students, staff and all persons who use the property of the University, including denying any person access to the property.
- Define, for the purposes of the by-laws adopted by the board, the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor and tutor.
- Conclusively determine which body within the University has jurisdiction over any matter.
- Make by-laws, resolutions and rules for the conduct of its affairs. 2008.
- Act as a single, unified body in all governance and decision making processes.
- Uphold the University's values regarding equity, diversity and inclusion.

#### **GOVERNOR EXPECTATIONS**

Expectations and attributes of Governors in fulfilling their responsibilities and duties are also documented in by-laws and governance policies. Listed below are expectations considered critical to being an effective

PURPLE = Transferred from the current BO9 Policy (Code of Conduct) ORANGE = Transferred from BO3 Policy (Expectations of BOG Members) 1

BLACK = Align with best practices, AU Act, ONCA

#### Governor:

- Uphold the university's mission, vision, and values.
- Act in a manner consistent with the Code of Conduct. For Governors appointed by Order In Council, compliance with the Standards of Ethical Conduct for Governors of Public Sector Organizations is also required.
- Review and acknowledge as required to abide by the Code of Conduct and its related documents.
- Demonstrate the highest level of ethical integrity and foster an inclusive environment free from discrimination and harassment.
- Fulfill their collective obligations and responsibilities to ensure the Board functions as a cohesive unit, maintaining a unified approach to governance and decision-making, regardless of individual opinions.
- Recognize that decisions are made collectively by the Board as a whole, rather than by individual members.
- Not exercise individual authority over any Board or University business, except as explicitly set forth in Board policies or otherwise determined by the Board.
- Engage in governance and committee meetings, ensuring membership in at least one committee.
- Provide effective challenges to leadership, by devoting the necessary time and attention for meeting preparation and active participation.
- Contribute fully and frankly, in an open, respectful and constructive manner to discussions and deliberations of the Board and its committees, with the intent of reaching consensus while considering diverse perspectives.
- Refrain from publicly expressing disagreeing opinions outside of Board meetings, to maintain the integrity and unity of the Board's decision-making process.
- Vote on all matters presented to the Board, except under permissible circumstances such as conflict of interest or legal restrictions.
- Recognize the Board Chair as the sole official spokesperson for the Board and follow communication protocols.
- Adhere to By-law and policy requirements on attendance at all Board/Committee meetings and related activities.
- Ensure proper equipment for virtual participation in meetings (i.e. functional webcam, microphone, access to the board portal, etc.).
- Be informed and adhere to the University's policies and best practices regarding privacy and cybersecurity, including safeguarding confidential information, securely managing passwords and their access to university information systems and data.
- Topics or matters discussed during meetings that are open to the public are not considered confidential and may be discussed as necessary. However, preparatory discussions or conversations leading up to the public meetings are considered confidential and must remain private, unless explicitly stated otherwise.
- Remain knowledgeable and well-equipped to fulfill their governance responsibilities effectively by participating in all offered initial and ongoing training opportunities.
- Access Board and Committee materials through the confidential board management portal within the access limitations as outlined in the Board Meetings Policy.
- Governors must not accept gifts, benefits, hospitality, or favors that could affect or seem to affect
  their ability to do their job fairly. Similarly, they should not give gifts or favors to try to get special
  treatment for the University. However, small gifts, benefits, or hospitality that follow common
  practices in the public sector are allowed.

- Hold one another accountable to the Code of Conduct and duties, responsibilities and expectations set out in the Governor Position Description.
- Attend University related events from time to time to demonstrate the Board's commitment to the University community.
- Support the University's advancement campaigns to the highest extent possible.

## BO9. Disclosure of Conflict of Interest Form - Board of Governors

## Instructions:

Governors are required to submit this form at the time of appointment, as soon as they become aware of the conflict or gain interest in a matter that could lead to conflict and no later than at the first meeting at which the matter is to be considered

I, the undersigned, acknowledge my responsibility as a member of the Board of Governors to avoid

## **Declaration of Potential Conflict of Interest**

onflicts of interest between my personal, professional or financial interests and the interests of the niversity, in accordance with Algoma University Act, Board By-law No. 1 and the Code of Conduct for overnors policy.
hereby declare that I (check one):
<ul> <li>Do not have any actual, potential or perceived conflict of interest to disclose at this time.</li> <li>Have the following actual, potential or perceived conflicts of interest to disclose:</li> </ul>
Description of Conflict:
Nature of the Relationship or Interest:
Steps Taken or Proposed to Manage the Conflict:
also understand that I must promptly notify the Chair of the Board and Secretary if any potential conflict interest arises in the future. By completing and submitting this form I affirm that I have read and inderstood the Board's Code of Conduct policy conflict of interest requirements and that I have disclose I actual, potential or perceived conflicts to the best of my knowledge at this time.
ame: Date:
ignature (if completed electronically enter name):
or Official Use Only  Conflict disclosed was reviewed and no action was required.  Conflict disclosed was reviewed, and the following action was taken
oard Chair: ecretary of the Board: ate:

In requesting this information, the University acknowledges its responsibilities to protect the privacy of personal information. Personal information that you provide in relation to the Code of Conduct is collected under the authority of the Algoma University Act. It is collected for the purpose of administering the conflict of interest Provisions in By-law No. 1 of the University. At all times information collected will be protected in accordance with the Freedom of Information and Protection of Privacy Act ("FIPPA"). If you have questions about the collection, use and disclosure of personal information, you are encouraged to speak directly with the Chair of the Board of Governors or to the University Secretary.

# **BO9. Conflict of Interest Examples**

Examples of Types of Conflicts/Scenarios for Board of Governors

The following examples are intended to guide board members in situations where they believe there is a potential conflict of interest, and to raise awareness of potential circumstances where others may perceive a board member to be in conflict of interest or duty. Under any circumstances, the Board Chair and University Secretary are available for advice and consultation to any board member who has concerns or uncertainty about the carrying out of his or her responsibilities as a board member.

Category	Type of Conflict	Example	Description
Actual	Financial Interest	A Board member has a significant financial stake in a company bidding for a university contract.	The Board member may influence the decision to award the contract to the company, which could result in personal financial gain.
Potential	Employment Relationship	A Board member's spouse works for a company that provides services to the university.	The Board member may be biased in decision-making processes involving the company, potentially favoring outcomes that benefit their spouse's employment.
Actual	Academic Influence	A Board member is also a teaching staff at the university and funding which will impact all departments is being discussed.	The Board member may be biased in decision-making processes related to funding as the decisions would have a direct impact on their department and own professional standing.
Perceived	Personal Relationships	A Board member's close friend is applying for a senior administrative position at the university.	The Board member has no involvement or relationship with the hiring committee but may be perceived by others as having the capacity to unduly influence the hiring process to favor their friend
Actual	Consulting Agreements	A Board member has a paid consulting agreement with a company that partners with the university on research projects.	The Board member may push for more collaborations or funding for projects involving this company, benefiting their consulting relationship.

Potential	Conflict of Duty	A Board member sits on the board of another organization that is negotiating a partnership with the university.	The Board member could prioritize the interests of the other organization over those of the university, leading to biased or compromised decisions.
Perceived	A Board member is widely known in the community as a partner in a local firm which is a key contractor to the University, but the Board member has divested their stake in the business.		The community may not know of the Board member's divestment and may believe that the Board member is in actual conflict of interest.
Potential	Family Relationships	A Board member's child is applying for a scholarship or a program within the university.	The Board member could exert undue influence to ensure their child receives the scholarship or program placement, undermining fairness and equity.
Perceived	Family Relationships	A Board member's family member is a university employee or student and the Board member has declared the relationship to the Board following established procedures.	The Board member would be perceived as having direct influence on decisions that would impact their family members.
Actual	Job Opportunity	A Board member is looking to apply for a leadership opportunity at the University.	The Board member's personal interest in the position would be in conflict with their fiduciary duties to the University. The Board member would have direct access to confidential information about the university and would have an advantage over other candidates.
Potential	Conflict of Commitment	A Board member is serving on the Algoma University Board and in addition on one or more other Boards.	This is a potential conflict of interest as the Governor's obligations to other external roles interfere with their ability to fulfill their duties and responsibilities to Algoma University.
Potential and Perceived	Employment Relationship	A Board member or their related persons are employed by another higher education institution; by a	Employment relationships that a Governor may have could be potential or perceived conflict of interests; it may be believed that the

		vendor of the University; by an advisory or consultant agency that interacts with the University; or any auditor (both internal and external) of the University.	Governor's decision-making ability may be influenced by these relationships.
Actual, Potential and Perceived	Pre-existing relationships	A Board member or their related persons have pre-existing relationships with key individuals or entities of the university, such as members of management, auditors, advisors to the Board or other Governors.	Pre-existing relationships could pose an actual, potential or perceived conflict of interest if they influence or are perceived to influence the Governor's decision-making ability.

## **BO9. Governor Code of Conduct Acknowledgement**

I, the undersigned, declare that I have read, understood and agree to comply with the Code of Condu	uct
for Governors policy and its related documents provided to me by the Secretariat Office on	
(date).	

Furthermore, I declare and agree that in carrying out my duties as a Governor of the Board of Algoma University or as a member of its committees, I will:

- 1. Exercise the powers of my role and fulfill my responsibilities honestly and in good faith, with all due diligence, care, and skill as required by the Code of Conduct.
- Abide by the conflict of interest requirements set forth in the Code of Conduct and related documents. I will immediately declare any conflict of interest that may come to my attention following the established procedures, and I will not use my board or committee service for unfair personal advantage or for the unfair advantage of individuals related to me as defined in the Code of Conduct.
- 3. Understand that the position I hold on the Board of Governors or a Committee is separate from any other positions I may hold within the University. My responsibilities to the Board of Governors, or Board Committee, its confidentiality, and its Code of Conduct remain in effect even while performing duties of other positions within the University.
- 4. Consider all matters received and/or reviewed by the Board of Governors or Committee to be confidential information, including verbal discussions, letters, emails, evaluations, surveys, or any other type of communication addressed to the Board of Governors or Committee or to a position on the Board, except for those items distributed or discussed in an open session meeting of the Board.
- 5. Keep confidential all information received or obtained during my term as a member of the Board of Governors or Committee unless such information has been provided or discussed during an open session of the Board of Governors or announced publicly. I will maintain confidentiality within the Board or Committee regarding all discussions and deliberations that occur during the decision-making process.
- Acknowledge that revealing or disseminating confidential information received during a Board of Governors meeting, or a meeting of one of its committees, without prior authorization from the Chair of the Board, shall be considered cause for removal from the Board of Governors or Board Committee.
- 7. Exercise authority as a Governor only when acting in a meeting of the Board or one of its committees, unless previously expressly authorized by the Board to represent the University on a given matter in my capacity as Governor.
- 8. Upon the conclusion or termination of my term on the Board of Governors or Committee, return or destroy all documents, papers, and other materials in my possession, regardless of medium, obtained during my term as a member of the Board of Governors or Committee, unless such materials were distributed or used during open session meetings of the Board.

In requesting this information, the University acknowledges its responsibilities to protect the privacy of personal information. Personal information that you provide in relation to the Code of Conduct is collected under the authority of the Algoma University Act. It is collected for the purpose of administering the conflict of interest Provisions in By-law No. 1 of the University. At all times information collected will be protected in accordance with the Freedom of Information and Protection of Privacy Act ("FIPPA"). If you have questions about the collection, use and disclosure of personal information, you are encouraged to speak directly with the Chair of the Board of Governors or to the University Secretary.

Examples of real, potential or perceived conflicts of interest can be found in BO9. Conflict of Interest Examples. You will be required to review and sign this document on an annual basis.			
Name:	Date:		
Signature (if completed electronically enter name):			

These agreements and obligations will survive the termination or conclusion of my term on the Board of

Governors or Committee and will continue in perpetuity.

In requesting this information, the University acknowledges its responsibilities to protect the privacy of personal information. Personal information that you provide in relation to the Code of Conduct is collected under the authority of the Algoma University Act. It is collected for the purpose of administering the conflict of interest Provisions in By-law No. 1 of the University. At all times information collected will be protected in accordance with the Freedom of Information and Protection of Privacy Act ("FIPPA"). If you have questions about the collection, use and disclosure of personal information, you are encouraged to speak directly with the Chair of the Board of Governors or to the University Secretary.

# **BO9. Board Guest Confidentiality Acknowledgement**

Board Guest Confidentiality Acknowledgment				
I,	, acknowledge that I have been invited to attend a meeting of the Board of			
	nors of Algoma University, where confidential matters are included on the agenda. In attending this ng, I understand and agree to the following:			
1.	Confidentiality Commitment: I will consider all matters received and/or reviewed during the Board meeting to be confidential information, including verbal discussions, letters, emails,			

discussed during the meeting.
Non-Disclosure: I will not disclose or disseminate any confidential information obtained during the meeting to any third party, unless I have received prior written authorization from the Chair of the Board.

evaluations, surveys, or any other type of communication addressed to the Board of Governors or

- 3. **Prohibition of Use for Personal Gain**: I will not use any confidential information for unfair personal advantage or for the unfair advantage of any individuals related to me.
- 4. **Separation of Roles**: I understand that my responsibilities regarding confidentiality as a Guest at this Board meeting are separate from any other roles I may hold within the University. My duty of confidentiality remains in effect during the Board meeting and continues even after my participation as a Guest has concluded.
- 5. **Return or Destruction of Materials**: Upon conclusion of my participation as a Guest at the Board meeting, I will return or destroy all documents, papers, and other materials containing confidential information obtained during the meeting, unless otherwise directed by the Chair of the Board.
- 6. **Survival of Obligations**: These confidentiality obligations will survive the conclusion of my participation as a Guest at the Board meeting and will continue indefinitely.

By signing this acknowledgment, I affirm my understanding of and commitment to these confidentiality obligations.

Guest's Signature:	
Date:	